

Aleris International, Inc.
Form 8-K/A
March 15, 2005
Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

Amendment No. 2

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): December 9, 2004

ALERIS INTERNATIONAL, INC.

(Exact name of Registrant as specified in charter)

Delaware
(State or other jurisdiction

of incorporation)

25825 Science Park Drive, Suite 400

Beachwood, Ohio
(Address of principal executive offices)

1-7170
(Commission File Number)

75-2008280
(I.R.S. Employer

Identification No.)

44122
(Zip Code)

Edgar Filing: Aleris International, Inc. - Form 8-K/A

Registrant's telephone number, including area code: (216) 910-3400



Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Table of Contents

Explanatory Note

This Amendment No. 2 on Form 8-K/A to the Aleris International, Inc. (*Aleris*) Current Report on Form 8-K originally filed on December 14, 2004, as amended by Amendment No. 1 on Form 8-K/A filed on February 4, 2005, is being filed solely to provide updated pro forma statements of operations related to the merger of Commonwealth Industries, Inc. (*Commonwealth*) into an indirect wholly-owned subsidiary of Aleris. The pro forma statements of operations have been revised to eliminate the historical impact of Commonwealth's accounting for substantially all of its inventory under the last-in first-out (*LIFO*) inventory method, because this method of accounting has not historically been used, and will not be used, by Aleris. This Amendment No. 2 also provides an updated estimate of the incremental depreciation expense associated with the write-up of acquired fixed assets to fair value.

ITEM 9.01 Financial Statements and Exhibits

(a) *Financial Statements of Business Acquired*

Commonwealth Industries, Inc. Consolidated Financial Statements and Notes to Consolidated Financial Statements, as of and for the three years ended December 31, 2003 (as restated to reflect Commonwealth's disposition of its Alflex subsidiary) are incorporated herein by reference to Item 5 of Commonwealth's Form 8-K filed with the Securities and Exchange Commission on August 19, 2004, as amended by Commonwealth's Form 8-K/A filed October 21, 2004.

Commonwealth Industries, Inc. Consolidated Unaudited Financial Statements and notes thereto, as of and for the nine months ended September 30, 2004 are incorporated herein by reference to Part I of Commonwealth's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004 filed with the Securities and Exchange Commission on November 8, 2004.

(b) *Pro Forma Financial Information*

Unaudited Pro Forma Condensed Combined Balance Sheet as of September 30, 2004

Notes to Unaudited Pro Forma Condensed Combined Balance Sheet

Unaudited Pro Forma Condensed Combined Statement of Operations for the Nine Months Ended September 30, 2004

Unaudited Pro Forma Condensed Combined Statement of Operations for the Year Ended December 31, 2003

Notes to Unaudited Pro Forma Condensed Combined Statements of Operations

(c) *Exhibits*

2.1* Agreement and Plan of Merger, dated as of June 16, 2004, among IMCO Recycling Inc., Silver Fox Acquisition Company and Commonwealth Industries, Inc. (incorporated by reference to Exhibit 2.1 of IMCO Recycling Inc.'s Current Report on Form 8-K dated June 16, 2004, filed with the Securities and Exchange Commission on June 18, 2004).

3.1* Certificate of Amendment to the Certificate of Incorporation of IMCO Recycling Inc.

3.2* Certificate of Ownership and Merger of IMCO Recycling Inc.

Edgar Filing: Aleris International, Inc. - Form 8-K/A

- 3.3* Amendment to the Bylaws of IMCO Recycling Inc.
- 4.1* Supplemental Indenture dated November 9, 2004 between IMCO Recycling Inc., Commonwealth Industries, Inc., certain subsidiary guarantors party thereto and LaSalle Bank National Association.

- 2 -

Table of Contents

- 10.1* IMCO Recycling Inc. 2004 Equity Incentive Plan (filed as Annex F to the prospectus contained in IMCO Recycling Inc. s Registration Statement on Form S-4/A (No. 333-117548) filed on November 4, 2004 and incorporated herein by reference).
- 10.2* IMCO Recycling Inc. 2004 Annual Incentive Compensation Plan (filed as Annex G to the prospectus contained in IMCO Recycling Inc. s Registration Statement on Form S-4/A (No. 333-117548) filed on November 4, 2004 and incorporated herein by reference).
- 10.3* First Amended and Restated Revolving Credit and Security Agreement among IMCO Recycling Inc. and PNC Bank, N.A., among others.
- 10.4* First Amendment to First Amended and Restated Credit and Security Agreement between IMCO Recycling Inc. and PNC Bank, N.A., among others.
- 10.5* Assumption Agreement dated as of December 9, 2004 between IMCO Recycling Inc., Commonwealth Industries, Inc. and certain subsidiary guarantors party thereto.
- 10.6* Employment Agreement dated December 8, 2004, by and among IMCO Recycling Inc., IMCO Management Partnership L.P. and J. Tomas Barrett.
- 10.7* IMCO Recycling Inc. s agreement to assume certain Severance Agreements dated as of October 11, 2004.
- 10.8* Severance Agreement dated June 10, 2004 between Steven J. Demetriou and Commonwealth Industries, Inc. (incorporated by reference herein to Exhibit 99.3 to Commonwealth Industries, Inc. s Form 8-K filed on June 14, 2004).
- 10.9* Form of Commonwealth Industries, Inc. Severance Agreement entered into with Michael D. Friday and Christopher R. Clegg (incorporated by reference herein to Exhibit 10.5 to Commonwealth Industries, Inc. Form 10-Q filed on August 5, 2004).
- 10.10* Severance Agreement dated June 16, 2004 between Sean Stack and Commonwealth Industries, Inc. (incorporated by reference herein to Exhibit 10.6 to Commonwealth Industries, Inc. s Form 10-Q filed on August 5, 2004).
- 10.11* Post-Merger Compensation Agreement by and among Steven J. Demetriou, Commonwealth Industries, Inc. and IMCO Recycling Inc.
- 10.12* Post-Merger Compensation Agreement by and among Michael D. Friday, Commonwealth Industries, Inc. and IMCO Recycling Inc.
- 23.1 Consent of PricewaterhouseCoopers LLP.

* Previously filed as exhibits to the registrant s Form 8-K, filed on December 14, 2004.
Previously filed with the registrant s Form 8-K/A, filed on February 4, 2005.

Table of Contents

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

The following unaudited pro forma condensed combined financial statements as of September 30, 2004 and for the year ended December 31, 2003 and the nine months ended September 30, 2004 are presented to give effect to the December 2004 merger involving Aleris International, Inc. (formerly IMCO Recycling Inc.) and Commonwealth Industries, Inc. and to reflect the combination of the consolidated historical financial data of Aleris and Commonwealth. Upon the effectiveness of the merger, each outstanding share of Commonwealth stock (except those shares owned directly or indirectly by Commonwealth or Aleris) was converted into 0.815 of a share of Aleris common stock.

The following unaudited pro forma condensed combined financial statements have been derived from the historical financial statements of Aleris and Commonwealth. The unaudited pro forma condensed combined financial statements should be read in conjunction with:

Aleris' historical audited consolidated financial statements for the year ended December 31, 2003 and unaudited consolidated financial statements as of and for the nine months ended September 30, 2004, as included in Aleris' Annual Report on Form 10-K for the fiscal year ended December 31, 2003, as amended by Form 10-K/A filed with the Securities Exchange Commission and in Aleris Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004; and

Commonwealth's historical audited consolidated financial statements for the year ended December 31, 2003, and unaudited condensed consolidated financial statements as of and for the nine months ended September 30, 2004, both incorporated by reference in this current report.

The unaudited pro forma condensed combined balance sheet is derived from the historical unaudited consolidated balance sheets of Aleris and Commonwealth as of September 30, 2004 and is presented as if the merger had occurred on September 30, 2004. The unaudited pro forma condensed combined statements of operations were derived from the historical consolidated statements of operations of both Aleris and Commonwealth assuming the merger had occurred on January 1, 2003.

The unaudited pro forma condensed combined financial statements are prepared for illustrative purposes only, and are not necessarily indicative of the operating results or financial position that would have occurred if the merger had been consummated at the beginning of the periods or the dates indicated, nor are they necessarily indicative of any future operating results or financial position. The unaudited pro forma condensed combined financial statements do not include any adjustments related to any restructuring charges, profit improvements, potential cost savings or one-time charges which may result from the merger or the result of final valuations of certain tangible and intangible assets and liabilities.

The accompanying unaudited pro forma condensed combined financial statements also reflect the financing transactions related to the merger (including Aleris' November 2004 sale and issuance of its 9% senior notes) as if they had occurred on January 1, 2003 for results of operations data, and on September 30, 2004 for balance sheet data.

Table of Contents**ALERIS INTERNATIONAL, INC. AND SUBSIDIARIES****UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET****SEPTEMBER 30, 2004****(In thousands)**

	Aleris Historical	Commonwealth Historical	PRO FORMA ADJUSTMENTS		Pro Forma Combined
			Merger Transaction	Financing Adjustments (N)	
ASSETS					
Current Assets					
Cash and cash equivalents	\$ 9,390	\$ 16,856	\$	\$	\$ 26,246
Net residual interest in receivables sold		91,140		(91,140)	
Accounts receivable, net	124,425	141	(2,239)(A)	50,000	263,467
				91,140	
Inventories	81,074	111,555	29,865(C)		222,494
Deferred income taxes	1,706				1,706
Other current assets	11,579	24,470	(747)(M)		35,302
Current assets of discontinued operations		243			243
Total Current Assets	228,174	244,405	26,879	50,000	549,458
Property and equipment, net	217,354	117,790	91,173(D)		426,317
Goodwill	63,940		(B)		63,940
Restricted cash	14,117				14,117
Investments in joint ventures	741				741
Other non-current assets, net	15,601	7,836	(435)(M)	10,220	29,965
			(3,257)(F)		
	\$ 539,927	\$ 370,031	\$ 114,360	\$ 60,220	\$ 1,084,538
LIABILITIES AND STOCKHOLDERS EQUITY					
Current Liabilities					
Accounts payable	\$ 97,356	\$ 50,672	\$ (2,239)(A)	\$	\$ 145,789
Accrued liabilities	43,707	34,284	9,998(E)	(6,719)	91,260
			9,990(L)		
Current maturities of long-term debt	10,629			(10,600)	29
Current liabilities of discontinued operations		1,918			1,918
Total Current Liabilities	151,692	86,874	17,749	(17,319)	238,996
Long-term debt	223,260	125,000		17,319	425,799
				60,220	
Deferred income taxes	8,210				8,210
Accrued pension benefits	13,238	23,533	12,590(F)		49,361
Accrued post retirement benefits		58,368	(16,003)(G)		42,365
Other long-term liabilities	13,373	3,256			16,629

Edgar Filing: Aleris International, Inc. - Form 8-K/A

Non-current liabilities of discontinued operations		775			775
STOCKHOLDERS EQUITY					
Common stock	1,716	166	1,195(H)		3,077
Additional paid-in capital	103,586	410,103	(235,281)(I)		278,408
Deferred stock compensation	(1,279)	(2,058)	(1,876)(J)		(5,213)
Retained earnings (Accumulated deficit)	48,091	(326,596)	326,596(K)		48,091
Accumulated other comprehensive loss	(4,307)	(9,390)	9,390(K)		(4,307)
Treasury stock	(17,653)				(17,653)
	<u>130,154</u>	<u>72,225</u>	<u>100,024</u>		<u>302,403</u>
Stockholders Equity					
	<u>\$ 539,927</u>	<u>\$ 370,031</u>	<u>\$ 114,360</u>	<u>\$ 60,220</u>	<u>\$ 1,084,538</u>

See Notes to Unaudited Pro Forma Condensed Combined Balance Sheet.

Table of Contents

Notes to Unaudited Pro Forma Condensed Combined Balance Sheet

(All dollar amounts, except per-share amounts, are in thousands)

The unaudited pro forma condensed combined balance sheet reflects the following pro forma adjustments and Aleris preliminary purchase price allocation as further described below:

A) To reflect the elimination of outstanding accounts receivables and payables between Aleris and Commonwealth.

B) To record the purchase price of net assets acquired as follows:

Estimated fair value of Aleris common shares (based on the average closing price of Aleris common stock two days prior and two days following announcement of the merger on June 17, 2004) issued in exchange for outstanding Commonwealth common stock, resulting in the issuance of 13,608,335 Aleris shares	\$ 171,002
Estimated fair value of Aleris stock options granted in exchange for Commonwealth stock options	5,181
Estimated acquisition costs	9,998
	<hr/>
Total acquisition consideration	\$ 186,181
Estimated fair value of net assets acquired comprised of the following:	
Current assets	\$ 271,284
Property and equipment	208,963
Other assets	4,144
Deferred compensation	3,934
Current liabilities	(94,625)
Long-term debt	(125,000)
Accrued pension and post-retirement benefits	(78,488)
Other long-term liabilities	(4,031)
	<hr/>
Estimated fair value of net assets acquired	\$ 186,181
	<hr/>

Table of Contents

Based upon currently available information, we do not believe that the allocation of the purchase price paid to assets acquired and liabilities assumed will result in the recognition of additional goodwill on the Aleris consolidated balance sheet. However, valuations of inventories and property, plant and equipment and the determination of deferred income taxes related to adjustments to record the acquired assets and assumed liabilities have not been finalized.

C) To reflect the adjustment to increase Commonwealth's inventories to their estimated fair values.

D) To reflect the adjustment to increase Commonwealth's property, plant and equipment to its estimated fair value.

E) To reflect estimated direct costs of the acquisition.

F) To reflect the adjustment to increase the liability for pension benefits to the estimated fair value of Commonwealth's pension obligation assumed by Aleris and to eliminate Commonwealth's intangible pension asset.

G) To reflect the adjustment to reduce the liability for accrued post retirement benefits to the estimated fair value of the post retirement benefit obligations assumed by Aleris.

H) To record adjustments to common stock as follows:

To eliminate Commonwealth's common stock balance	\$ (166)
To reflect the incremental shares of Aleris common stock issued for the acquisition (13,608,335 shares at \$.10 par value)	1,361
	<u> </u>
Total pro forma adjustments to common stock	<u>\$ 1,195</u>

I) To record adjustments to additional paid-in-capital as follows:

To eliminate Commonwealth's additional paid-in-capital	\$ (410,103)
To record the estimated fair value (in excess of par) of the 13,608,335 shares of Aleris common stock issued for the acquisition	169,641
To record the estimated fair value of Aleris stock options exchanged for Commonwealth stock options	5,181
	<u> </u>
Total pro forma adjustment to additional paid-in-capital	<u>\$ (235,281)</u>

Table of Contents

J) To record adjustments to deferred compensation as follows: