

CENTURY ALUMINUM CO
Form 8-K
September 12, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 8, 2014

Century Aluminum Company
(Exact name of registrant as specified in its charter)

| | | |
|---|-------------------------------------|---|
| Delaware (State or other jurisdiction of Incorporation) | 1-34474 (Commission File Number) | 13-3070826 (IRS Employer Identification No.) |
|---|-------------------------------------|---|

| | |
|--|---------------------|
| One S. Wacker Drive Suite 1000 Chicago, Illinois (Address of Principal Executive Offices) (312) 696-3101 (Registrant's telephone number, including area code) N/A (Former name or former address, if changed since last report) | 60606 (Zip Code) |
|--|---------------------|

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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2014 Annual Meeting of Stockholders (the "Annual Meeting") was held on September 8, 2014. A total of 80,171,329 shares of the Company's common stock were present or represented by proxy at the meeting, representing approximately 90.27% of the shares outstanding and entitled to vote at the Annual Meeting, thus providing a quorum. The number of votes cast for, against or withheld, as well as abstentions and broker non-votes, as applicable, with respect to each proposal considered at the Annual Meeting is as follows:

Proposal No. 1: Election of Jarl Berntzen, Michael Bless, Andrew Caplan, Errol Glasser, Daniel Goldberg, Andrew Micheltmore and Terence Wilkinson to the Company's Board of Directors

The Company's stockholders elected Mr. Berntzen, Mr. Bless, Mr. Caplan, Mr. Glasser, Mr. Goldberg, Mr. Micheltmore and Mr. Wilkinson to serve on the Company's Board of Directors for a one year term expiring at our annual meeting in 2015 by the votes indicated below.

| Director Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------|------------|----------------|------------------|
| Jarl Berntzen | 75,294,156 | 535,162 | 4,342,011 |
| Michael Bless | 74,922,568 | 906,750 | 4,342,011 |
| Andrew Caplan | 74,843,454 | 985,864 | 4,342,011 |
| Errol Glasser | 75,544,631 | 284,687 | 4,342,011 |
| Daniel Goldberg | 74,813,178 | 1,016,140 | 4,342,011 |
| Andrew Micheltmore | 75,310,266 | 519,052 | 4,342,011 |
| Terence Wilkinson | 75,253,123 | 576,195 | 4,342,011 |

Proposal No. 2: Ratification of Appointment of Independent Registered Public Accounting Firm

The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014 was approved by the votes indicated below. There were no broker non-votes on this proposal.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 79,977,203 | 187,245 | 6,881 | — |

Proposal No. 3: Advisory vote on the compensation of executive officers

The allocation of votes for the non-binding advisory vote to approve the compensation of the Company's named executive officers ("say on pay") was a follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 74,101,403 | 1,393,961 | 333,954 | 4,342,011 |

For more information regarding Proposals 1 through 3, please refer to the Company's definitive proxy statement filed with the Securities and Exchange Commission on July 18, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

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|--------------------------|--|
| Date: September 12, 2014 | By: CENTURY ALUMINUM COMPANY |
| | /s/ Jesse E. Gary |
| | Name: Jesse E. Gary |
| | Title: Executive Vice President, General Counsel and Secretary |