

Noranda Aluminum Holding CORP
Form 8-K
May 11, 2015

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: May 11, 2015

(Date of earliest event reported)

NORANDA ALUMINUM HOLDING CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-34741
(Commission

File Number)

20-8908550
(IRS Employer

Identification No.)

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801 Crescent Centre Drive, Suite 600, Franklin, Tennessee 37067

(Address of Principal Executive Offices, including Zip code)

(615) 771-5700

(Registrant's telephone number, including area 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 7.01 Regulation FD Disclosure.

Secondary Offering

On May 11, 2015, Noranda Aluminum Holding Corporation (the Company) announced the commencement of a secondary public offering of 22,840,000 shares of the Company s common stock by certain funds affiliated with Apollo Global Management, LLC (such funds the Selling Stockholders , and such public offering the Offering). The Company itself is not selling any shares and will not receive any proceeds from the proposed offering. Prior to this offering, the Selling Stockholders owned or controlled approximately 33.1% of the Company s outstanding shares of common stock. Following the completion of this offering, the Selling Stockholders will no longer own any shares of the Company s common stock.

The information furnished pursuant to Item 7.01 of this Current Report on Form 8-K is being furnished and shall not be deemed filed under the Securities Exchange Act of 1934, as amended (the Exchange Act), nor shall it be incorporated by reference into future filings by the Company under the Securities Act or under the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 8.01. Other Events.

Press Release

On May 11, 2015, the Company issued a press release announcing the commencement of the Offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

Exhibit

Number	Description
99.1	Press release, dated May 11, 2015

SIGNATURES

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

NORANDA ALUMINUM HOLDING CORPORATION

Date: May 11, 2015

By: /s/ Gail E. Lehman
Gail E. Lehman
Chief Administrative Officer, General Counsel and Corporate
Secretary

EXHIBIT INDEX

Exhibit

Number	Description
99.1	Press release, dated May 11, 2015