

Noranda Aluminum Holding CORP  
Form POS AM  
February 12, 2016

As filed with the Securities and Exchange Commission on February 12, 2016  
Registration No. 333- 193711

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

POST-EFFECTIVE AMENDMENT No. 2  
TO  
FORM S-3  
REGISTRATION STATEMENT  
Under  
The Securities Act Of 1933

NORANDA ALUMINUM HOLDING CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)  
801 Crescent Centre Drive, Suite 600  
Franklin, Tennessee 37067  
(615) 771-5700  
(Address, including zip code, and telephone number, including area code, of principal executive offices)

20-8908550  
(I.R.S. Employer  
Identification No.)

NORANDA ALUMINUM ACQUISITION CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)  
SEE "TABLE OF ADDITIONAL REGISTRANTS" LISTED ON FOLLOWING PAGE  
801 Crescent Centre Drive, Suite 600  
Franklin, Tennessee 37067  
(615) 771-5700  
(Address, including zip code, and telephone number, including area code, of principal executive offices)

20-8908458  
(I.R.S. Employer  
Identification No.)

Gail E. Lehman  
Chief Administrative Officer, Vice President of Human Resources, General Counsel and Corporate Secretary  
801 Crescent Centre Drive, Suite 600  
Franklin, Tennessee 37067  
(615) 771-5700  
(Name, address, including zip code, and telephone number, including area code, of agent for service)



TABLE OF ADDITIONAL REGISTRANTS

Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or __Organization__	Primary Standard Industrial Classification _____ Number_____	I.R.S. Employer Identification Code No.
Noranda Intermediate Holding Corporation*	Delaware	3334	34-1453238
Noranda Aluminum, Inc.*	Delaware	3334	36-2665285
Norandal USA, Inc.*	Delaware	3334	31-0946477
Gramercy Alumina Holdings Inc.*	Delaware	3334	20-0991941
Gramercy Alumina Holdings II, Inc.*	Delaware	3334	27-0652806
Noranda Alumina LLC*	Delaware	3334	20-1014769

\* All registrants have the following principal executive office: 801 Crescent Centre Drive, Suite 600, Franklin, Tennessee 37067, (615) 771-5700

## EXPLANATORY NOTE

### Deregistration of Securities

This Post-Effective Amendment No. 2 (“Post-Effective Amendment No. 2”) relates to the Registration Statement on Form S-3 (Registration No. 333-193711) (the “Registration Statement”) of Noranda Aluminum Holding Corporation, a Delaware corporation (the “Company”), Noranda Aluminum Acquisition Corporation, a Delaware corporation (“Acquisition Co.”), and the guarantors listed on the cover pages of this Post-Effective Amendment (the “Guarantors”), initially filed with the Securities and Exchange Commission (the “Commission”) on January 31, 2014, as amended by Amendment No. 1 to the Registration Statement, filed with the Commission on February 14, 2014, Amendment No. 2 to the Registration Statement, filed with the Commission on April 28, 2014, and Post-Effective Amendment No. 1 to the Registration Statement (“Post-Effective Amendment No. 1”) (which erroneously was labeled “Post-Effective Amendment No. 3”), filed with the Commission on February 1, 2016. The Registration Statement registered the primary offering of common stock, preferred stock, stock purchase contracts, warrants, debt securities and guarantees of debt securities, in the aggregate amount of \$350,000,000, and the secondary offering of 23,325,673 shares of Company common stock (the “Secondary Offering Shares”). In May 2015, 22,840,000 of the Secondary Offering Shares were sold.

As noted in Post-Effective Amendment No. 1, on December 15, 2015, the New York Stock Exchange filed a Form 25 with the Securities and Exchange Commission, the effect of which (i) was to suspend the Company’s reporting requirements under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) on December 25, 2015 and (ii) will be to terminate the registration of the Company’s common stock under Section 12(b) of the Exchange Act on March 14, 2016. In addition, each of the Company’s common stock and Acquisition Co.’s 11% Senior Notes due 2019 (with respect to which the Company and other direct and indirect wholly owned subsidiaries of the Company are guarantors) were held of record, as determined pursuant to Rule 12g5-1 under the Exchange Act, by fewer than 300 persons. As a result, (i) the Company’s reporting obligations under Section 15(d) of the Exchange Act will not be revived upon the termination of the registration of the Company’s common stock under Section 12(b) of the Act and (ii) the Company, together with Acquisition Co. and the Guarantors, will no longer be eligible to use the Registration Statement in connection with the offer and sale of securities that remain unsold.

Post-Effective Amendment No. 1 was filed to remove from registration any of the securities subject to the Registration Statement that remained unsold as of date of filing of Post-Effective Amendment No. 1, and was ordered effective by the Commission on February 10, 2016. However, in preparing the EDGAR submission of Post-Effective Amendment No. 1, the Company inadvertently omitted to submit the file number of Acquisition Co., and the Commission’s effectiveness order, while referencing the Company and the Guarantors, did not reference Acquisition Co. Therefore, this Post-Effective Amendment No. 2 is being filed to confirm the Company’s, Acquisition Co.’s and the Guarantors’ removal from registration of any of the securities subject to the Registration Statement that remained unsold under the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of Tennessee, on the 12th day of February, 2016.

NORANDA ALUMINUM HOLDING CORPORATION

By: /s/ LAYLE K. SMITH  
 Layle K. Smith  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
/s/ LAYLE K. SMITH		
Layle K. Smith	President, Chief Executive Officer and Director (Principal Executive Officer)	February 12, 2016
/s/ DALE W. BOYLES		
Dale W. Boyles	Chief Financial Officer (Principal Financial Officer and Principal Executive Officer)	February 12, 2016
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William H. Brooks	Director	February 12, 2016
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Richard B. Evans	Director	February 12, 2016
Pasquale Fiore	Director	
*		
Thomas R. Miklich	Director	February 12, 2016
*		
Carl J. Rickertsen	Director	February 12, 2016
*		
Elliot G. Sagor	Director	February 12, 2016
*		
Ronald S. Rolfe	Director	February 12, 2016
*		
Alan H. Schumacher	Director	February 12, 2016
*By: /s/ DALE W. BOYLES		
Dale W. Boyles		February 12, 2016
Attorney-In-Fact		



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of Tennessee, on the 12th day of February, 2016.

NORANDA ALUMINUM ACQUISITION CORPORATION

By: /s/ LAYLE K. SMITH  
Layle K. Smith  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
/s/ LAYLE K. SMITH Layle K. Smith	President, Chief Executive Officer and Director (Principal Executive Officer)	February 12, 2016
/s/ DALE W. BOYLES Dale W. Boyles	Chief Financial Officer and Director (Principal Financial Officer and Principal Accounting Officer)	February 12, 2016
/s/ GAIL E. LEHMAN Gail E. Lehman	Chief Administrative Officer, Corporate Secretary, General Counsel and Director	February 12, 2016

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of Tennessee, on the 12th day of February, 2016.

NORANDA INTERMEDIATE HOLDING CORPORATION

By: /s/ LAYLE K. SMITH  
Layle K. Smith  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
/s/ LAYLE K. SMITH Layle K. Smith	President, Chief Executive Officer and Director (Principal Executive Officer)	February 12, 2016
/s/ DALE W. BOYLES Dale W. Boyles	Chief Financial Officer, Vice President-Finance and Director (Principal Financial Officer and Principal Accounting Officer)	February 12, 2016
/s/ GAIL E. LEHMAN Gail E. Lehman	Chief Administrative Officer, Corporate Secretary, General Counsel and Director	February 12, 2016

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of Tennessee, on the 12th day of February, 2016.

NORANDA ALUMINUM, INC.

By: /s/ LAYLE K. SMITH  
Layle K. Smith  
President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
/s/ LAYLE K. SMITH Layle K. Smith	President and Director (Principal Executive Officer)	February 12, 2016
/s/ DALE W. BOYLES  Dale W. Boyles	Chief Financial Officer, Vice President-Finance and Director (Principal Financial Officer and Principal Accounting Officer)	February 12, 2016
/s/ GAIL E. LEHMAN  Gail E. Lehman	Chief Administrative Officer, Corporate Secretary, General Counsel and Director	February 12, 2016

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of Tennessee, on the 12th day of February, 2016.

NORANDAL USA, INC.

By: /s/ SCOTT M. CROFT  
 Scott M. Croft  
 President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
/s/ SCOTT M. CROFT Scott M. Croft	President and Director (Principal Executive Officer)	February 12, 2016
/s/ DALE W. BOYLES  Dale W. Boyles	Chief Financial Officer, Secretary and Director (Principal Financial Officer and Principal Accounting Officer)	February 12, 2016
/s/ LAYLE K. SMITH  Layle K. Smith	Director	February 12, 2016
/s/ GAIL E. LEHMAN Gail E. Lehman	Director	February 12, 2016

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of Tennessee, on the 12th day of February, 2016.

GRAMERCY ALUMINA HOLDINGS INC.

By: /s/ LAYLE K. SMITH  
Layle K. Smith  
President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
/s/ LAYLE K. SMITH Layle K. Smith	President and Director (Principal Executive Officer)	February 12, 2016
/s/ DALE W. BOYLES  Dale W. Boyles	Chief Financial Officer, Vice President, Secretary and Director (Principal Financial Officer and Principal Accounting Officer)	February 12, 2016
/s/ GAIL E. LEHMAN Gail E. Lehman	Director	February 12, 2016

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of Tennessee, on the 12th day of February, 2016.

GRAMERCY ALUMINA HOLDINGS II, INC.

By: /s/ LAYLE K. SMITH  
Layle K. Smith  
President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
/s/ LAYLE K. SMITH Layle K. Smith	President and Director (Principal Executive Officer)	February 12, 2016
/s/ DALE W. BOYLES Dale W. Boyles	Chief Financial Officer, Vice President, Secretary and Director (Principal Financial Officer and Principal Accounting Officer)	February 12, 2016
/s/ GAIL E. LEHMAN Gail E. Lehman	Director	February 12, 2016

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of Tennessee, on the 12th day of February, 2016.

NORANDA ALUMINA LLC

By: /s/ JOHN HABISREITINGER  
 John Habisreitingering  
 President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
/s/ JOHN HABISREITINGER John Habisreitingering	President (Principal Executive Officer)	February 12, 2016
/s/ DALE W. BOYLES Dale W. Boyles	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 12, 2016
/s/ LAYLE K. SMITH Layle K. Smith	Manager	February 12, 2016
/s/ GAIL E. LEHMAN Gail E. Lehman	Secretary, Manager	February 12, 2016