

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

Aleris Corp

CIK: **1518587** | IRS No.: **271539594** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-35499** | Film No.: **13550151**
SIC: **3341** Secondary smelting & refining of nonferrous metals

Mailing Address

25825 SCIENCE PARK DRIVE
SUITE 400
BEACHWOOD OH 44122

Business Address

25825 SCIENCE PARK DRIVE
SUITE 400
BEACHWOOD OH 44122
(216) 910-3400

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): January 28, 2013

ALERIS CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(State or other jurisdiction
of incorporation)

333-185443
(Commission File Number)

27-1539594
(IRS Employer
Identification No.)

25825 Science Park Drive, Suite 400, Cleveland, Ohio 44122
(Address of Principal Executive Offices, including Zip Code)

(216) 910-3400
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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))
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Item 8.01 Other Events.

On January 28, 2013, Aleris International, Inc., a wholly owned subsidiary of Aleris Corporation, issued a press release announcing the expiration of the offer to exchange up to \$500,000,000 of its outstanding 7⁷/₈% Senior Notes due 2020 for up to \$500,000,000 of its new 7⁷/₈% Senior Notes due 2020 that have been registered under the Securities Act of 1933, as amended. A copy of the press release is filed as Exhibit 99.1 hereto and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release dated January 28, 2013.

SIGNATURES

According 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.

ALERIS CORPORATION

Date: January 28, 2013

/s/ Scott A. McKinley

By: Scott A. McKinley

Its: Senior Vice President and Controller

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated January 28, 2013.



NEWS RELEASE

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For Immediate Release

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**ALERIS INTERNATIONAL, INC. ANNOUNCES EXPIRATION OF EXCHANGE OFFER
FOR ITS 7⁷/₈% SENIOR NOTES DUE 2020**

CLEVELAND, OH - January 28, 2013 - Aleris International, Inc. (the "Company"), a wholly owned subsidiary of Aleris Corporation, today announced the expiration of its offer to exchange (the "Exchange Offer") up to \$500,000,000 of its outstanding 7⁷/₈% Senior Notes due 2020 for up to \$500,000,000 of its new 7⁷/₈% Senior Notes due 2020 that have been registered under the Securities Act of 1933, as amended.

The Exchange Offer expired at 12:00 midnight, New York City time on January 25, 2013. As of that time, \$500,000,000 in principal amount, or 100%, of the 7⁷/₈% Senior Notes due 2020 had been tendered in the Exchange Offer.

This press release is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy securities. The Exchange Offer was made only pursuant to a prospectus and the related letter of transmittal and only to such persons and in such jurisdictions as is permitted under applicable law. Requests for copies of the prospectus and letter of transmittal may be obtained from U.S. Bank National Association, the exchange agent for the Exchange Offer, at (800) 934-6802.

Forward-Looking Statements

Certain statements in this press release are "forward-looking statements" within the meaning of the federal securities laws. Statements about our beliefs and expectations and statements containing the words "may," "could," "would," "should," "will," "believe," "expect," "anticipate," "plan," "estimate," "target," "project," "look forward to," "intend" and similar expressions intended to connote future events and circumstances constitute forward-looking statements. Forward-looking statements include statements about, among other things, future costs and prices of commodities, production volumes, industry trends, demand for our products and services, anticipated cost savings, anticipated benefits from new products or facilities, and projected results of operations. Forward-looking statements involve known and unknown risks and

uncertainties, which could cause actual results to differ materially from those contained in or implied by any forward-looking statement. Important factors that could cause actual results to differ materially from those expressed or implied by forward-looking statements include, but are not limited to, the following: (1) our ability to successfully implement our business strategy; (2) the cyclical nature of the aluminum industry, our end-use segments and our customers' industries; (3) our ability to fulfill our substantial capital investment requirements; (4) variability in general economic conditions on a global or regional basis; (5) our ability to retain the services of certain members of our management; (6) our ability to enter into effective metal, natural gas and other commodity derivatives or arrangements with customers to manage effectively our exposure to commodity price fluctuations and changes in the pricing of metals; (7) our internal controls over financial reporting and our disclosure controls and procedures may not prevent all possible errors that could occur; (8) increases in the cost of raw materials and energy; (9) the loss of order volumes from any of our largest customers; (10) our ability to retain customers, a substantial number of whom do not have long-term contractual arrangements with us; (11) our ability to generate sufficient cash flows to fund our capital expenditure requirements and to meet our debt service obligations; (12) competitor pricing activity, competition of aluminum with alternative materials and the general impact of competition in the industry segments we serve; (13) risks of investing in and conducting operations on a global basis, including political, social, economic, currency and regulatory factors; (14) current environmental liabilities and the cost of compliance with and liabilities under health and safety laws; (15) labor relations (i.e., disruptions, strikes or work stoppages) and labor costs; (16) our levels of indebtedness and debt service obligations; (17) the possibility that we may incur additional indebtedness in the future; (18) limitations on operating our business as a result of covenant restrictions under our indebtedness; and (19) other factors discussed in our filings with the Securities and Exchange Commission, including the sections entitled "Risk Factors" contained therein. Investors, potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether in response to new information, futures events or otherwise, except as otherwise required by law.

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