

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **2005-05-02**  
SEC Accession No. **0000004285-05-000008**

([HTML Version](#) on [secdatabase.com](#))

### FILER

#### ALCAN INC

CIK: **4285** | IRS No.: **000000000** | State of Incorpor.: **A6** | Fiscal Year End: **1231**  
Type: **S-8** | Act: **33** | File No.: **333-124528** | Film No.: **05789733**  
SIC: **3330** Primary smelting & refining of nonferrous metals

Mailing Address	Business Address
1188 SHERBROOKE STREET WEST MONTREAL QUEBEC CANA A8 00000	1188 SHERBROOKE ST WEST MONTREAL QUEBEC CANA A8 00000 5148488000

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**ALCAN INC.**

*(Exact name of registrant as specified in its charter)*

**CANADA**

*(State or other jurisdiction of incorporation or organization)*

**NOT APPLICABLE**

*(I.R.S. Employer Identification No.)*

1188 Sherbrooke Street West  
Montreal, Quebec, Canada H3A 3G2  
514-848-8000

*(Address of principal executive offices, including zip code)*

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**Alcan Executive Share Option Plan**  
**(Full title of the plan)**

Roy Millington, Secretary  
Alcan Inc.

1188 Sherbrooke Street West  
Montreal, Quebec, Canada H3A 3G2  
514-848-8000

*(Name, address and telephone number, including area code, of agent for service)*

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**Copies to:**

Donald R. Crawshaw, Esq.  
Sullivan & Cromwell LLP  
125 Broad Street

## CALCULATION OF REGISTRATION FEE

Title of Securities to be registered (1)	Amount to be registered(2)(3)	Proposed Maximum offering price per share (4)	Proposed Maximum Aggregate Offering Price (4)	Amount of registration fee
Common Shares	12,000,000	\$ 32.18	\$ 386,160,000	\$ 45,451.03

- (1) One common share purchase right will also be issued with respect to each common share pursuant to the terms of the Shareholder Rights Plan included in the Shareholder Rights Agreement made as of December 14, 1989 between the Company and CIBC Mellon Trust Company, as amended.
- (2) Additional common shares available for issuance under the Alcan Executive Share Option Plan. This Form S-8 supplements the Form S-8 filed with the Securities and Exchange Commission registering 15,209,748 shares under the Alcan Executive Share Option Plan on December 24, 1996 (File No. 333-06210).
- (3) Pursuant to Rule 416 under the Securities Act, this Registration Statement also covers such additional common shares as may become issuable pursuant to the anti-dilution provisions of the plan.
- (4) Estimated in accordance with Rule 457(c) solely for the purpose of calculating the registration fee. The proposed maximum offering price is based upon the average of the high and low prices of the common shares on the New York Stock Exchange on April 28, 2005.

## Registration of Additional Securities

This Registration Statement is being filed by Alcan Inc. (the "Company") pursuant to General Instruction E to the Form S-8 Registration Statement under the Securities Act of 1933, as amended, to register an additional 12,000,000 of the Company's Common Shares, without nominal or par value, which will be made available for delivery pursuant to the Alcan Executive Share Option Plan (the "Plan"). A total of 15,209,748 Common Shares available for delivery under the Plan were previously registered pursuant to the Company's Registration Statement on Form S-8 filed with the Securities Exchange Commission on December 24, 1996 (File No. 333-06210), and the information contained therein is hereby incorporated by reference herein.

### Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company, previously filed with the Securities and Exchange Commission (the "Commission"), are incorporated herein by reference:

1. The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004;
2. Current Reports on Form 8-K, dated (i) January 7, 2005; (ii) April 19, 2005, (iii) April 29, 2005; and another (iv) April 29, 2005.

other than the portions of such documents, which by statute, by designation in such document or otherwise, are not deemed to be filed with the Commission or are not required to be incorporated herein by reference. Information furnished under Item 2.02 or Item 7.01 of the Company's Current Reports on Form 8-K is not incorporated by reference in this Registration Statement.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this Registration Statement, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents other than the portions of such documents, which by statute, by designation in such document or otherwise, are not deemed to be filed with the Commission or are not required to be incorporated herein by reference.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference in this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The Common Shares are subject to the rights of the holders of the Company's preferred securities, and of any other preferred securities issued in the future. The holders of Common Shares are entitled to one vote per share at all meetings of shareholders of the Company, to participate ratably in any dividends which may be declared on Common Shares by the Board of Directors of the Company and, in the event of liquidation, dissolution or winding-up or other distribution of assets or property of the Company, to a pro rata share of the assets of the Company after payment of all liabilities and obligations. The Common Shares have no pre-emptive, redemption or conversion rights.

The provisions of the Canada Business Corporations Act require that the amendment of certain rights of holders of any class of shares, including the Common Shares, must be approved by not less than two-thirds of the votes cast by the holders of such shares. A quorum for any meeting of the holders of Common Shares is 40% of the Common Shares then outstanding. Therefore, it is possible for the rights of the holders of Common Shares to be changed other than by the affirmative vote of the holders of the majority of the outstanding Common Shares. In circumstances where certain rights of holders of Common Shares may be amended, however, holders of Common Shares will have the right, under the Canada Business Corporations Act, to dissent from such amendment and require the Company to pay them the then fair value of their Common Shares. Shareholders of the Company are also entitled to rights and privileges under the Shareholder Rights Plan, pursuant to a Shareholders Rights Agreement, dated as of December 14, 1989, as amended, between the Company and CIBC Mellon Trust Company, as rights agent.

## Item 8. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Roy Millington as to the legality of securities.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Roy Millington (included in Exhibit 5.1).
24.1	Powers of Attorney.

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## SIGNATURES



* _____ W.R. Loomis, Jr.	Director	May 2, 2005
* _____ Yves Mansion	Director	May 2, 2005
* _____ Christine Morin-Postel	Director	May 2, 2005
* _____ H. Onno Ruding	Director	May 2, 2005
* _____ Guy Saint-Pierre	Director	May 2, 2005
* _____ Gerhard Schulmeyer	Director	May 2, 2005
* _____ Paul M. Tellier	Director	May 2, 2005
* _____ Milton K. Wong	Director	May 2, 2005
_____ /s/ Geoffery E. Merszei Geoffery E. Merszei	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 2, 2005
_____ /s/ Thomas J. Harrington Thomas J. Harrington	Vice President and Controller (Principal Accounting Officer)	May 2, 2005

Authorized Representative in the  
United States of America

May 2, 2005

/s/ Donald P. Seberger

Donald P. Seberger

\*By /s/ Roy Millington

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Roy Millington

As Attorney-in-Fact

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#### Exhibit Index

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Alcan Inc.



1188 Sherbrooke Street West  
Montreal, Quebec H3A 3G2  
Canada

P.O. Box 6090  
Montreal, Quebec H3C 3A7  
Canada

Tel.:  
Fax:  
www.alcan.com

(514) 848-8000  
(514) 848-8115

May 2, 2005

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

I have acted as counsel for Alcan Inc., a Canadian corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of 12,000,000 Common Shares (the "Common Shares"), without nominal or par value, of the Company, to be issued pursuant to the terms of the amendment dated as of April 28, 2005 to the Alcan Executive Share Option Plan as contemplated in the Company's Registration Statement on Form S-8 being filed on the date hereof with the Securities and Exchange Commission (the "Commission") under the Act (the "Registration Statement"). Upon issuance, each Common Share will have one related share purchase right (a "Right") issued pursuant to the Shareholder Rights Agreement between the Company and CIBC Mellon Trust Company, made as of December 14, 1989, as amended. I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act.

In reaching the conclusions expressed in this opinion, I have examined such certificates of public officials and of corporate officers and directors and such other documents and matters as I have deemed necessary or appropriate, relied upon the accuracy of facts and information set forth in all such documents, and assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as copies, and the authenticity of the originals from which all such copies were made.

Based on the foregoing, I am of the opinion that the Common Shares and the Rights, upon due execution by proper officers of the Company and delivery thereof in the manner and on the terms described in the plans subject to the Registration Statement, will be legally issued, fully paid and non-assessable.

The foregoing opinion is limited to matters involving the laws of Canada and the Province of Quebec.

Very truly yours,

/s/ Roy Millington

Roy Millington  
Corporate Secretary



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*PricewaterhouseCoopers  
Chartered Accountants  
Rene-Levesque Boulevard West  
Suite 2800  
Montreal, Quebec  
Canada H3B 2G4  
Telephone +1 (514) 205 5000  
Facsimile +1 (514) 205 5675*

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 16, 2005 relating to the financial statements, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which appears in the 2004 Annual Report to Shareholders of Alcan Inc., which is incorporated by reference in Alcan Inc's Annual Report on Form 10-K for the year ended December 31, 2004.

Montreal, Quebec, Canada

April 29, 2005

/s/ PricewaterhouseCoopers LLP  
PricewaterhouseCoopers LLP

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS

WHEREAS, ALCAN INC., a Canadian corporation (the "Corporation"), proposes shortly to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended (the "Act"), a Registration Statement on Form S-8 (the "Registration Statement") with respect to the registration of Common Shares of Alcan issuable pursuant to the Corporation's executive share option plan;

WHEREAS, the undersigned is a Director of the Corporation as indicated below;

NOW, THEREFORE, the undersigned hereby constitutes and appoints Roy Millington, Pierre D. Chenard and David McAusland, and each of them, as attorneys for the undersigned and in the undersigned's name place and stead, and in each of the undersigned's offices and capacities as an Officer and/or a Director of the Corporation, to execute and file such Registration Statement, including the related Prospectus, and thereafter to execute and file any amended Registration Statement or Statements (including post-effective amendments), and amended prospectus or prospectuses or amendments or supplements to any of the foregoing, hereby giving and granting to said attorneys full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully, to all intents and purposes, as the undersigned might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do, or cause to be done, by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 11<sup>th</sup> day of March 2005.

/s/ L. Denis Desautels

L. Denis Desautels  
Director

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## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS

WHEREAS, ALCAN INC., a Canadian corporation (the "Corporation"), proposes shortly to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended (the "Act"), a Registration Statement on Form S-8 (the "Registration Statement") with respect to the registration of Common Shares of Alcan issuable pursuant to the Corporation's executive share option plan;

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intents and purposes, as the undersigned might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do, or cause to be done, by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 11<sup>th</sup> day of March 2005.

/s/ L. Yves Fortier  
L. Yves Fortier  
Director

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### **POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS

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IN WITNESS WHEREOF, I have hereunto set my hand this 11<sup>th</sup> day of March 2005.

/s/ Jean-Paul Jacamon  
Jean-Paul Jacamon  
Director

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### **POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS

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IN WITNESS WHEREOF, I have hereunto set my hand this 16<sup>th</sup> day of March 2005.

/s/ William R. Loomis  
William R. Loomis  
Director

---

### **POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS

WHEREAS, ALCAN INC., a Canadian corporation (the "Corporation"), proposes shortly to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended (the "Act"), a Registration Statement on Form S-8 (the "Registration Statement") with respect to the registration of Common Shares of Alcan issuable pursuant to the Corporation's executive share option plan;

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IN WITNESS WHEREOF, I have hereunto set my hand this 11<sup>th</sup> day of March 2005.

/s/ Yves Mansion  
Yves Mansion  
Director

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### **POWER OF ATTORNEY**

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IN WITNESS WHEREOF, I have hereunto set my hand this 12<sup>th</sup> day of March 2005.

/s/ Christine Morin-Postel  
Christine Morin-Postel  
Director

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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS

WHEREAS, ALCAN INC., a Canadian corporation (the "Corporation"), proposes shortly to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended (the "Act"), a Registration Statement on Form S-8 (the "Registration Statement") with respect to the registration of Common Shares of Alcan issuable pursuant to the Corporation's executive share option plan;

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IN WITNESS WHEREOF, I have hereunto set my hand this 11<sup>th</sup> day of March 2005.

/s/ H. Onno Ruding  
H. Onno Ruding  
Director

---

**POWER OF ATTORNEY**

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IN WITNESS WHEREOF, I have hereunto set my hand this 11<sup>th</sup> day of March 2005.

/s/ Guy Saint-Pierre  
Guy Saint-Pierre  
Director

---

**POWER OF ATTORNEY**

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IN WITNESS WHEREOF, I have hereunto set my hand this 11<sup>th</sup> day of March 2005.

/s/ Gerhard Schulmeyer

Gerhard Schulmeyer

Director

---

## **POWER OF ATTORNEY**

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IN WITNESS WHEREOF, I have hereunto set my hand this 11<sup>th</sup> day of March 2005.

/s/ Paul M. Tellier

Paul M. Tellier

Director

---

## **POWER OF ATTORNEY**

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IN WITNESS WHEREOF, I have hereunto set my hand this 11<sup>th</sup> day of March 2005.

/s/ Milton K. Wong \_\_\_\_\_  
Milton K. Wong  
Director