

SECURITIES AND EXCHANGE COMMISSION

FORM 425

Filing under Securities Act Rule 425 of certain prospectuses and communications in connection with business combination transactions

Filing Date: **2013-01-11**
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SUBJECT COMPANY

GEORGIA GULF CORP /DE/

CIK:[805264](#) | IRS No.: **581563799** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **425** | Act: **34** | File No.: **001-09753** | Film No.: **13523680**
SIC: **2821** Plastic materials, synth resins & nonvulcan elastomers

Mailing Address
*115 PERIMETER CENTER
PLACE
STE. 460
ATLANTA GA 30346*

Business Address
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7703954500*

FILED BY

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**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): **January 10, 2013**

GEORGIA GULF CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

1-09753

(Commission File Number)

58-1563799

(IRS Employer Identification No.)

115 Perimeter Center Place, Suite 460, Atlanta, GA

(Address of principal executive offices)

30346

(Zip Code)

Registrant's telephone number, including area code: **(770) 395 - 4500**

(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))
-
-

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 10, 2013, the stockholders of Georgia Gulf Corporation (the “Company” or “Georgia Gulf”) approved the First Amendment to the Georgia Gulf 2011 Equity and Performance Incentive Plan (the “Plan”) to (i) increase the authorized number of shares of Georgia Gulf common stock reserved for issuance under the Plan by 1,800,000 shares to a total of 3,600,000 shares (including those shares as to which grants previously have been made); (ii) permit the grant under the Plan of awards in substitution for or conversion of stock or stock-based awards held by awardees of an entity engaging in a corporate acquisition or merger transaction with Georgia Gulf or any of its subsidiaries, with the shares of Georgia Gulf common stock delivered under the substituted or converted award not counting against the share limit or other limits on the number of shares of Georgia Gulf common stock available for issuance under the Plan; and (iii) limit the aggregate amount of stock or stock-based awards which a non-employee director may be granted under the Plan during any calendar year to a value as of their respective dates of grant of \$300,000 (collectively, the “Plan Amendment”). Georgia Gulf’s board of directors unanimously approved the Plan Amendment on November 26, 2012, subject to approval by Georgia Gulf’s stockholders at the special meeting. The effectiveness of the First Amendment to the Plan is contingent on the consummation of the Merger.

The foregoing description of the Plan Amendment does not purport to be complete and is qualified in its entirety by reference to the description of the material terms of the Plan, as amended, set forth in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on December 6, 2012, under the heading “Proposal 3—Proposal to Approve the First Amendment to the Georgia Gulf Corporation 2011 Equity and Performance Incentive Plan,” which description is incorporated by reference herein.

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

The following items of business were acted upon at a special meeting of the stockholders of Georgia Gulf held on January 10, 2013:

(1) to approve the issuance of shares of Georgia Gulf common stock in connection with the combination of the chlor-alkali and derivatives business of PPG Industries, Inc. (“PPG”) with the business of Georgia Gulf through the merger (the “Merger”) of Grizzly Acquisition Sub, Inc., a Delaware corporation (“Merger Sub”), a wholly-owned subsidiary of Georgia Gulf, with and into Eagle Spinco Inc., a Delaware corporation (“Splitco”), a wholly-owned subsidiary of PPG, whereby the separate corporate existence of Merger Sub will cease and Splitco will continue as the surviving company and as a wholly-owned subsidiary of Georgia Gulf;

(2) subject to the approval of the first proposal, to approve an amendment to Georgia Gulf’s Restated Certificate of Incorporation (the “Articles”) to increase the number of authorized shares of Georgia Gulf common stock thereunder (the “Articles Amendment”);

(3) subject to the approval of the first proposal, to approve the Plan Amendment; and

(4) to adjourn or postpone the special meeting of stockholders, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the issuance of shares of Georgia Gulf common stock in the Merger.

The results of voting on the approval of the issuance of shares of Georgia Gulf common stock in connection with the Merger was as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
27,919,130	49,796	42,647	0

The results of voting on the approval of the Articles Amendment was as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
22,637,038	5,332,053	42,481	0

The effectiveness of the Articles Amendment is contingent on the consummation of the Merger.

The results of voting on the approval of the Plan Amendment was as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
20,022,108	7,944,323	45,141	0

The effectiveness of the Plan Amendment is contingent on the consummation of the Merger.

The results of voting on the proposal to adjourn or postpone the special meeting of stockholders, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the issuance of shares of Georgia Gulf common stock in the Merger was as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
26,360,643	1,608,418	42,512	0

Item 8.01 Other Events.

On January 10, 2013, the Company issued a press release discussing the results of voting on the proposals described above and other matters. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Number	Exhibit
99.1	Press Release, dated January 10, 2013

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 hereunto duly authorized.

GEORGIA GULF CORPORATION

By: /s/ Timothy Mann, Jr.

Name: Timothy Mann, Jr.

Title: Executive Vice President, General Counsel and Secretary

Date: January 10, 2013

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EXHIBIT INDEX

Number

Exhibit

99.1 Press Release, dated January 10, 2013

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Georgia Gulf Shareholders Approve Issuance of Shares Necessary To Complete Merger with PPG Commodity Chemicals Business

ATLANTA – January 10, 2013 – Georgia Gulf Corporation (NYSE: GGC) today announced that its shareholders approved the issuance of shares of Georgia Gulf common stock necessary to complete the pending merger with PPG's commodity chemicals business. The merger is expected to be completed in late January.

"We are gratified that our shareholders have voiced their support for this merger and, in doing so, acknowledged the enhanced long-term value that we expect to create as a leading integrated chemicals and building products company," said Georgia Gulf president and chief executive officer, Paul Carrico.

About Georgia Gulf

Georgia Gulf Corporation is a leading, integrated North American manufacturer of two chemical lines, chlorovinyls and aromatics, and manufactures vinyl-based building and home improvement products. The company's vinyl-based building and home improvement products, marketed under Royal Building Products and Exterior Portfolio brands. Georgia Gulf, headquartered in Atlanta, Georgia, has manufacturing facilities located throughout North America to provide industry-leading service to customers. For more information, visit www.ggc.com.

Cautionary Statements Regarding Forward-Looking Information

This communication contains certain statements relating to future events and our intentions, beliefs, expectations, and predictions for the future. Any such statements other than statements of historical fact are forward-looking statements within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934. Words or phrases such as "will likely result," "are expected to," "will continue," "is anticipated," "we believe," "we expect," "estimate," "project," "may," "will," "intend," "plan," "believe," "target," "forecast," "would" or "could" (including the negative or variations thereof) or similar terminology used in connection with any discussion of future plans, actions, or events, including with respect to the proposed separation of PPG's commodity chemicals business from PPG and the merger of the PPG commodity chemicals business and Georgia Gulf (the "Transaction"), generally identify forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding the expected timing of the closing of the Transaction, the expected benefits of the Transaction, Georgia Gulf's anticipated future financial and operating performance and results, and the anticipated financial and operating performance of the combined company. These statements are based on the current expectations of the management of Georgia Gulf. There are a number of risks and uncertainties that could cause Georgia Gulf's actual results to differ materially from the forward-looking statements included in this communication. These risks and uncertainties include risks relating to (i) PPG being unable to obtain any remaining regulatory approvals required to complete the Transaction, or such required approvals delaying the Transaction or resulting in the imposition of conditions that could have a material adverse effect on the combined company or causing the companies to abandon the Transaction, (ii) other conditions to the closing of the Transaction not being satisfied, (iii) a material adverse change, event or occurrence affecting Georgia Gulf or the PPG commodity chemicals business prior to the closing of the Transaction delaying the Transaction or causing the companies to abandon the Transaction, (iv) problems arising in successfully integrating the businesses of the PPG commodity chemicals business and Georgia Gulf, which may result in the combined company not operating as effectively and efficiently as expected, (v) the possibility that the Transaction may involve other unexpected costs, liabilities or delays, (vi) the businesses of each respective company being negatively impacted as a result of uncertainty surrounding the Transaction, (vii) disruptions from the Transaction harming relationships with customers, employees or suppliers, and (viii) uncertainties regarding future prices, industry capacity levels and demand for Georgia Gulf's products, raw materials and energy costs and availability, feedstock availability and prices, changes in governmental and

environmental regulations, the adoption of new laws or regulations that may make it more difficult or expensive to operate Georgia Gulf's businesses or manufacture its products before or after the Transaction, Georgia Gulf's ability to generate sufficient cash flows from its business before and after the Transaction, future economic conditions in the specific industries to which its products are sold, and global economic conditions.

In light of these risks, uncertainties, assumptions, and factors, the forward-looking events discussed in this communication may not occur. Other unknown or unpredictable factors could also have a material adverse effect on Georgia Gulf's actual future results, performance, or achievements. For a further discussion of these and other risks and uncertainties applicable to Georgia Gulf and its business, see Georgia Gulf's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and subsequent filings with the Securities and Exchange Commission (the "SEC"). As a result of the foregoing, readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this communication. Georgia Gulf does not undertake, and expressly disclaims, any duty to update any forward-looking statement whether as a result of new information, future events, or changes in its expectations, except as required by law.

Additional Information and Where to Find it

This communication does not constitute an offer to buy, or solicitation of an offer to sell, any securities of Georgia Gulf, and no offer or sale of such securities will be made in any jurisdiction where it would be unlawful to do so. In connection with the Transaction, Georgia Gulf has filed with the Securities and Exchange Commission ("SEC") a registration statement on Form S-4 relating to the Transaction. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROSPECTUS FORMING PART OF THE REGISTRATION STATEMENT, AND ANY OTHER RELEVANT DOCUMENTS BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT GEORGIA GULF, PPG'S COMMODITY CHEMICALS BUSINESS AND THE TRANSACTION. Investors and security holders will be able to obtain these materials and other documents filed with the SEC free of charge at the SEC's website, www.sec.gov. In addition, copies of the registration statement may be obtained free of charge by accessing Georgia Gulf's website at www.GGC.com by clicking on the "Investors" link and then clicking on the "SEC Filings" link, or upon written request to Georgia Gulf at 115 Perimeter Center Place, Suite 460, Atlanta, Georgia 30346, Attention: Investor Relations. Shareholders may also read and copy any reports, statements and other information filed by Georgia Gulf with the SEC, at the SEC public reference room at 100 F Street, N.E., Washington D.C. 20549. Please call the SEC at 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

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