

Aleris International, Inc.
Form 8-K
June 30, 2006

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

June 30, 2006

Date of Report (Date of Earliest Event Reported)

ALERIS INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

incorporation or organization)

25825 Science Park Drive, Suite 400

Beachwood, Ohio
(Address of principal executive offices)

Registrant's telephone number, including area code: (216) 910-3400

1-7170
(Commission File Number)

75-2008280
(I.R.S. Employer

Identification No.)

44122
(Zip Code)

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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 (see General Instruction A.2. below):

- .. 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 7.01. Regulation FD Disclosure.

Aleris International, Inc. (the Company) announced today that it has commenced an offer to purchase for cash any and all of its outstanding 10³/₈% Senior Secured Notes Due 2010 and 9% Senior Notes Due 2014. In connection with the cash tender offer, the Company is also soliciting consents to amend the indentures governing the respective notes to eliminate or make less restrictive most of the restrictive covenants and the events of defaults contained therein and to amend certain related provisions. In connection with the tender offer and consent solicitation, the Company is hereby disclosing the information in Exhibit 99.1 relating to its business and the acquisition of the downstream aluminum business of Corus Group plc (Corus Aluminum) which is incorporated herein by reference. The information contained in Exhibit 99.1 includes the following:

Description of the Company's business;

Risk factors related to the Company's business;

A description of certain transactions and a sources and uses table relating to the transactions;

Unaudited pro forma combined financial information as of March 31, 2006 and for the year ended December 31, 2005, and the three and twelve months ended March 31, 2006;

A description of the acquisition of Corus Aluminum;

Audited combined financial statements for Corus Aluminum as of and for the years ended December 31, 2004 and 2005; and

Unaudited combined financial statements for Corus Aluminum as of March 31, 2006 and December 31, 2005 and for the three months ended March 31, 2005 and 2006.

The information contained in this Item 7.01 shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the Securities Act) or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. The information set forth in this Item 7.01 shall not be deemed an admission as to the materiality of any information in this Current Report on Form 8-K.

The information contained in this Current Report on Form 8-K and on Exhibit 99.1 contains certain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Statements contained in this report and on such exhibit that are not historical in nature are considered to be forward-looking statements. They include statements regarding our expectations, hopes, beliefs, estimates, intentions or strategies regarding the future. These include statements that contain words such as believe, expect, anticipate, intend, estimate, should, and similar expressions intended to connote future events and circumstances, and include statements regarding future earnings and earnings per share, future improvements in margins, processing volumes and pricing, improvements in internal controls, future effects of derivatives accounting, anticipated continuation of strengthened U.S. and worldwide industrial activity, expected cost savings, and anticipated synergies resulting from the acquisitions of Commonwealth Industries Inc., ALSCO Holdings, Inc., certain assets of Ormet Corporation, Alumitech, Inc., Tomra Latasa Reciclagem and Corus Aluminum.

Investors are cautioned that all forward-looking statements involve risks and uncertainties, and that actual results could differ materially from those described in the forward-looking statements. These risks and uncertainties would include, without limitation, our ability to effectively integrate the business and operations of Corus Aluminum, Commonwealth and our other acquisitions; slowdowns in automotive production in the U.S. and Europe; the financial condition of our customers and future bankruptcies and defaults by our major customers; the availability at

favorable cost of aluminum scrap and other metal supplies that we process; our ability to enter into effective metals, natural gas and other commodity derivatives; future natural gas and other fuel costs; a weakening in industrial demand resulting from a decline in economic conditions, including any decline caused by terrorist activities or other unanticipated events; future utilized capacity of our various facilities; restrictions on and future levels and timing of capital expenditures; retention of major customers; the timing and amounts of collections; the future mix of product sales vs. tolling business; currency exchange fluctuations; future write-downs or impairment charges which may be required because of the occurrence of uncertainties listed above; and other risks listed in our filings with the Securities and Exchange Commission, including but not limited to our annual report on Form 10-K for the year ended December 31, 2005 and our quarterly report on Form 10-Q for the quarter ended March 31, 2006, particularly the sections entitled Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations contained therein and in the section entitled Risk Factors contained in this Current Report on Form 8-K.

The forward-looking statements contained in this report and on such exhibit are made only as of the date hereof. We do not assume any obligation to update any of these forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
99.1*	Supplemental Information

* This exhibit shall not be deemed filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall it be incorporated by reference into any filing under the Securities Act or the Exchange Act.

SIGNATURES

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

Dated: June 30, 2006

Aleris International, Inc.

By: /s/ Michael D. Friday
Michael D. Friday
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

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