

Aleris International, Inc.
Form 8-K
March 16, 2006

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): March 16, 2006

ALERIS INTERNATIONAL, INC.

(Exact name of Registrant as specified in charter)

Delaware
(State or other jurisdiction of
incorporation)

1-7170
(Commission File Number)

75-2008280
(I.R.S. Employer Identification No.)

25825 Science Park Drive, Suite 400

Beachwood, Ohio
(Address of principal executive offices)

44122
(Zip Code)

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

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

On March 16, 2006, the Company issued a press release announcing 2005 Forth Quarter and Total Year Results. A copy of that press release is attached hereto as Exhibit 99.1.

On March 16, 2006, the Company issued a press release announcing that it has entered into a non-binding letter of intent to acquire the downstream aluminum business of Corus Group plc. A copy of that press release is attached hereto as Exhibit 99.2.

On November 16, 2005, Company Management will give a presentation concerning the proposed transaction with Corus Group plc. during the conference call referred to on Exhibit 99.1 and to certain investors following the call. A copy of the presentation is attached hereto as Exhibit 99.3.

The information contained on Exhibits 99.1, 99.2, and 99.3 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities under that Section. Furthermore, the information furnished in Exhibits 99.1, 99.2, and 99.3 shall not be deemed to be incorporated by reference into any filing with the Securities and Exchange Commission under the Securities Act of 1933.

The information contained in this Current Report on Form 8-K and on the Exhibits hereto 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 business combination between us and Commonwealth Industries, Inc. (Commonwealth) and our acquisition of ALSCO Holdings, Inc., selected assets of the Ormet Corporation, and Alumitech, Inc.

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 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 processes; 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 reports on Form 10-Q for the quarters ended March 31, June 30, and September 30, 2005, particularly the sections entitled Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations Cautionary Statement on Forward-Looking Information contained therein.

The forward-looking statements contained in this report and on such exhibits 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

(c) *Exhibits.*

Number	Description
99.1	Press Release of the Company dated March 16, 2006 concerning 2005 Fourth Quarter and Total Year Results
99.2	Press Release of the Company dated March 16, 2006 concerning non-binding letter of intent between the Company and Corus plc.
99.3	Presentation of the Company dated March 16, 2006.

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.

ALERIS INTERNATIONAL, INC.

Dated: March 16, 2006

/s/ Robert R. Holian
Robert R. Holian
Senior Vice President and Controller

INDEX TO EXHIBITS

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