

KAISER ALUMINUM CORP

Form S-8 POS

July 05, 2006

As filed with the Securities and Exchange Commission on July 5, 2006.

Registration No. 333-36202

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

**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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

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

**94-3030279**  
(I.R.S. Employer  
Identification No.)

**27422 Portola Parkway, Suite 350  
Foothill Ranch, California 92610-2831**  
(Address of principal executive offices, including zip code)  
**KAISER 1997 OMNIBUS STOCK INCENTIVE PLAN**  
(Full title of plan)

**John M. Donnan, Esq.**  
**Vice President and General Counsel  
Kaiser Aluminum Corporation  
27422 Portola Parkway, Suite 350  
Foothill Ranch, California 92610-2831**  
(Name and address of agent for service)  
**(949) 614-1740**

(Telephone number, including area code,  
of agent for service)  
with copies to:

**Troy B. Lewis, Esq.**  
**Anna Marie Dempsey, Esq.**  
**Jones Day  
2727 North Harwood Street  
Dallas, Texas 75201  
(214) 220-3939**

**Deregistration of Securities**

On May 3, 2000, Kaiser Aluminum Corporation (the Company ) filed a registration statement on Form S-8 (the Registration Statement ) with respect to a total of 5,500,000 shares of the Company s common stock, par value \$.01 per share (the Old Common Stock ), issuable pursuant to the Company s 1997 Omnibus Stock Incentive Plan (the 1997 Plan ).

On February 12, 2002, the Company filed a voluntary petition for relief under chapter 11 of title 11 of the United State Code. Pursuant to the Second Amended Joint Plan of Reorganization of Kaiser Aluminum Corporation, Kaiser Aluminum & Chemical Corporation and Certain of Their Debtor Affiliates, dated September 7, 2005, as modified and as confirmed by an order of the United States Bankruptcy Court for the District of Delaware entered on February 6, 2006, which confirmation order was affirmed by an order of the District Court for the District of Delaware entered on May 11, 2006 (the Plan ), all outstanding grants under the 1997 Plan and all shares of the Old Common Stock will be cancelled upon the effectiveness of the Plan. The Plan is expected to become effective on July 6, 2006. Accordingly, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister, as of the date hereof, all shares of the Old Common Stock included in the Registration Statement that were not previously issued under the 1997 Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Foothill Ranch, State of California, on this 5<sup>th</sup> day of July, 2006.

KAISER ALUMINUM CORPORATION

By: /s/ Joseph P. Bellino  
 Joseph P. Bellino  
 Executive Vice President and Chief Financial  
 Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURES	TITLE	DATE
/s/ Jack A. Hockema	President and Chief Executive Officer and Director (Principal Executive Officer)	July 5, 2006
Jack A. Hockema		
/s/ Joseph P. Bellino	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 5, 2006
Joseph P. Bellino		
/s/ Daniel D. Maddox	Vice President and Controller (Principal Accounting Officer)	July 5, 2006
Daniel D. Maddox		
/s/ George T. Haymaker, Jr.	Chairman of the Board and Director	July 5, 2006
George T. Haymaker, Jr.		
/s/ Robert J. Cruikshank	Director	July 5, 2006
Robert J. Cruikshank		
/s/ Charles E. Hurwitz	Director	July 5, 2006
Charles E. Hurwitz		
/s/ Ezra G. Levin	Director	July 5, 2006
Ezra G. Levin		
/s/ John D. Roach	Director	July 5, 2006
John D. Roach		