

ALCAN INC  
Form 8-K  
May 02, 2003

Table of Contents

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES AND EXCHANGE ACT OF 1934**

May 1, 2003  
Date of report (Date of earliest event reported)

**ALCAN INC.**

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(Exact name of registrant as specified in charter)

Canada

1-3677

Not Applicable

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(State or Other Jurisdiction of Incorporation)

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(Commission File Number)

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(IRS Employer Identification No.)

1188 Sherbrooke Street West, Montreal, Quebec, Canada H3A 3G2

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(Address of principal executive of offices) (Zip code)

Registrant's telephone number including area code: (514) 848-8000

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**TABLE OF CONTENTS**

SIGNATURE

Underwriting Agreement

Form of Notes

Opinion of Hugh Berwick

Opinion of Sullivan & Cromwell

Statement re Computation of Ratios

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**Table of Contents**

**Item 5. Other Events.**

On May 1, 2003, Alcan Inc. (the Company) closed its sale of \$500,000,000 principal amount of its 4.50% Notes Due 2013 (the Notes) pursuant to an Underwriting Agreement dated April 28, 2003 (the Underwriting Agreement), between Morgan Stanley & Co. Incorporated, as Representative of the Several Underwriters named in Schedule A thereto. The Notes were issued pursuant to that certain Indenture dated as of May 15, 1983 between the Company and Deutsche Bank Trust Company Americas (formerly known as Bankers Trust Company), as Trustee. The Notes have been registered under the Securities Act of 1933 (the Act) pursuant to a Registration Statement on Form S-3, as amended (No. 333-85998) (the Registration Statement) previously filed with the Securities and Exchange Commission under the Act. Copies of the Underwriting Agreement, the form of Note, Opinion of Hugh Berwick regarding certain matters of Canadian taxation, and Opinion of Sullivan & Cromwell LLP regarding certain matters of United States federal income tax, are attached hereto as Exhibits 1.1, 4.1, 8.1, 8.2 and 12.1, respectively, and incorporated herein by reference.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits**

(c) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement dated April 28, 2003.
4.1	Form of Note.
8.1	Opinion of Hugh Berwick, Senior Tax Counsel of Alcan Inc., regarding certain matters of Canadian taxation.
8.2	Opinion of Sullivan & Cromwell LLP regarding certain matters of United States federal income tax.
12.1	Statement re Computation of Ratios.

**Table of Contents**

SIGNATURE

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, thereunto duly authorized, in the City of Montreal, Province of Quebec, Canada.

**ALCAN INC.**

By: /s/ Roy Millington

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Name: Roy Millington  
Title: Corporate Secretary

DATED: May 2, 2003

**Table of Contents**

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