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Form POS AM
February 01, 2016

As filed with the Securities and Exchange Commission on February 1, 2016
Registration No. 333-166947

UNITED STATES
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

NORANDA ALUMINUM HOLDING CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

801 Crescent Centre Drive, Suite 600, Franklin, Tennessee

(Address of Principal Executive Offices)

20-8908550

(I.R.S. Employer Identification No.)

37067

(Zip Code)

Noranda Aluminum Holding Corporation Amended and Restated 2007 Employee Long-Term Incentive Plan

Noranda Aluminum Holding Corporation 2010 Incentive Award Plan

(Full title of the plan)

Gail E. Lehman

Chief Administrative Officer, Vice President of Human Resources, General Counsel and Corporate Secretary

801 Crescent Centre Drive, Suite 600

Franklin, Tennessee 37067

(615) 771-5700

(Name, address and telephone number, including area code, of agent for service)

EXPLANATORY NOTE

Deregistration of Securities

This Post-Effective Amendment No. 1 (this “Post-Effective Amendment”) relates to the Registration Statement on Form S-8 (Registration No. 333-166947) (the “Registration Statement”) of Noranda Aluminum Holding Corporation, a Delaware corporation (the “Company”), initially filed with the Securities and Exchange Commission (the “Commission”) on May 19, 2010. The Registration Statement registered the offering of 2,859,768 shares of the Company’s common stock under the Noranda Aluminum Holding Corporation Amended and Restated 2007 Employee Long-Term Incentive Plan and 5,200,000 shares of the Company’s common stock under the Noranda Aluminum Holding Corporation 2010 Incentive Award Plan (collectively, the “Incentive Plans”).

On December 15, 2015, the New York Stock Exchange filed a Form 25 with the Securities and Exchange Commission, the effect of which (i) was to suspend the Company’s reporting requirements under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) on December 25, 2015 and (ii) will be to terminate the registration of the Company’s common stock under Section 12(b) of the Exchange Act on March 14, 2016. In addition, each of the Company’s common stock and Noranda Aluminum Acquisition Corporation’s 11% Senior Notes due 2019 (with respect to which the Company and other direct and indirect wholly owned subsidiaries of the Company are guarantors) were held of record, as determined pursuant to Rule 12g5-1 under the Exchange Act, by fewer than 300 persons. As a result, (i) the Company’s reporting obligations under Section 15(d) of the Exchange Act will not be revived upon the termination of the registration of the Company’s common stock under Section 12(b) of the Act and (ii) the Company will no longer be eligible to use the Registration Statement in connection with the offer and sale of securities that remain unsold (new grants of equity awards under the Incentive Plans ceased following stockholder approval of the Noranda Aluminum Holding Corporation 2014 Long-Term Incentive Plan on May 9, 2014). Therefore, the Company hereby removes from registration any of the securities subject to the Registration Statement that remain unsold as of date of filing of this Post-Effective Amendment.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it 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 Franklin, State of Tennessee, on the 1st day of February, 2016.

NORANDA ALUMINUM HOLDING CORPORATION

By: /s/ LAYLE K. SMITH
 Layle K. Smith
 President and Chief Executive 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 below.

Signature	Title	Date
/s/ LAYLE K. SMITH Layle K. Smith	President, Chief Executive Officer and Director (Principal Executive Officer)	February 1, 2016
/s/ DALE W. BOYLES Dale W. Boyles	Chief Financial Officer (Principal Financial Officer and Principal Executive Officer)	February 1, 2016
/s/ WILLIAM H. BROOKS William H. Brooks	Director	February 1, 2016
/s/ RICHARD B. EVANS Richard B. Evans	Director	February 1, 2016
/s/ PASQUALE FIORE Pasquale Fiore	Director	February 1, 2016
/s/ THOMAS R. MIKLICH Thomas R. Miklich	Director	February 1, 2016
/s/ CARL J. RICKERTSEN Carl J. Rickertsen	Director	February 1, 2016
/s/ ELLIOT G. SAGOR Elliot G. Sagor	Director	February 1, 2016
/s/ RONALD S. ROLFE Ronald S. Rolfe	Director	February 1, 2016
/s/ ALAN H. SCHUMACHER Alan H. Schumacher	Director	February 1, 2016