

ALBEMARLE CORP
Form 8-K
February 06, 2008

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

Date of Report (Date of earliest event reported) February 6, 2008 (February 5, 2008)

ALBEMARLE CORPORATION

(Exact name of Registrant as specified in charter)

Virginia
(State or other jurisdiction
of incorporation)

1-12658
(Commission file number)

54-1692118
(IRS employer
identification no.)

Edgar Filing: ALBEMARLE CORP - Form 8-K

330 South Fourth Street, Richmond, Virginia
(Address of principal executive offices)

23219
(Zip code)

Registrant's telephone number, including area code

(804) 788-6000

Not applicable

(Former name or former address, if changed since last report)

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))

Section 8 Other Events

Item 8.01. Other Events.

On February 5, 2008, Albemarle Corporation (the Company) entered into a Stock Purchase Agreement (the Purchase Agreement) with each of (i) William M. Gottwald, John D. Gottwald and James T. Gottwald as Trustees of Floyd, Jr.'s Trust (the Trust) under the will of Floyd D. Gottwald, (ii) Floyd D. Gottwald, Jr. and (iii) Westham Partners, L.P., pursuant to which the Company agreed to purchase an aggregate of 3,000,000 shares of common stock, \$0.01 par value per share (Common Stock), of the Company from the Trust, an aggregate of 300,000 shares of Common Stock from Floyd D. Gottwald, Jr., and an aggregate of 700,000 shares of Common Stock from Westham Partners, L.P. each at a price equal to \$37.2174, which represents the product of 0.99 multiplied by the average closing price of a share of the Common Stock, as determined by the Company's Chief Financial Officer based on trade data provided by the New York Stock Exchange, for the three trading days ending February 5, 2008. Copies of the Purchase Agreements are attached hereto as Exhibit 10.1, Exhibit 10.2 and 10.3, respectively, and incorporated herein by reference.

Section 9 Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(c) *Exhibits.*

10.1 Stock Purchase Agreement, dated as of February 5, 2008 between the Company and William M. Gottwald, John D. Gottwald and James T. Gottwald as Trustees of Floyd, Jr.'s Trust (the Trust) under the will of Floyd D. Gottwald.

10.2 Stock Purchase Agreement, dated as of February 5, 2008, between the Company and Floyd D. Gottwald, Jr.

10.3 Stock Purchase Agreement, dated as of February 5, 2008, between the Company and Westham Partners, L.P.

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 hereunto duly authorized.

Date: February 6, 2008

ALBEMARLE CORPORATION

By: /s/ Nicole C. Daniel
Nicole C. Daniel
Assistant General Counsel and

Assistant Secretary

EXHIBIT INDEX

Exhibit Number	Exhibit
10.1	Stock Purchase Agreement, dated as of February 5, 2008 between the Company and William M. Gottwald, John D. Gottwald and James T. Gottwald as Trustees of Floyd, Jr. s Trust (the Trust) under the will of Floyd D. Gottwald.
10.2	Stock Purchase Agreement, dated as of February 5, 2008, between the Company and Floyd D. Gottwald, Jr.
10.3	Stock Purchase Agreement, dated as of February 5, 2008, between the Company and Westham Partners, L.P.