

GLENCORE INTERNATIONAL AG
 Form 4
 April 17, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 GLENCORE INTERNATIONAL AG

2. Issuer Name and Ticker or Trading Symbol
 CENTURY ALUMINUM CO [CENX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/17/2018

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

BAARERMATTSTRASSE 3, P.O. BOX 1363

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BAAR, V8 CH-6340

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Code | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|---------------------|-----------|---|----------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|---------------------|-----------|---|----------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | |
|--|--|-------------------------|-------------------------|---|-----------------------|-----------------------|------------------|-----------------|-----------------|
| | | | | Code | V | (A) (D) | Date Exercisable | Expiration Date | Title |
| Cash Settled Total Return Swap | \$ 9.7193 <u>(1)</u> <u>(2)</u> <u>(3)</u> | 04/17/2018 | J/K <u>(1)(2)(3)</u> | 0 <u>(2)</u> <u>(3)</u> | 04/17/2021 <u>(2)</u> | 04/17/2021 <u>(2)</u> | | | Common Stock |
| Cash Settled Total Return Swap | \$ 16.6582 <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> | 04/17/2018 | J/K <u>(1)(4)(5)(6)</u> | 0 <u>(4)</u> <u>(5)</u> <u>(6)</u> | 04/17/2021 <u>(4)</u> | 04/17/2021 <u>(4)</u> | | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GLENORE INTERNATIONAL AG BAARERMATTSTRASSE 3 P.O. BOX 1363 BAAR, V8 CH-6340 | | X | | |
| Glencore plc BAARERMATTSTRASSE 3 P.O. BOX 1363 BAAR, V8 CH-6340 | | X | | |

Signatures

| | |
|--|------------|
| GLENORE INTERNATIONAL AG: /s/ Shaun Teichner, Officer | 04/17/2018 |
| <u> </u> **Signature of Reporting Person | Date |
| GLENORE INTERNATIONAL AG: /s/ Martin Haering, Officer | 04/17/2018 |
| <u> </u> **Signature of Reporting Person | Date |
| GLENORE PLC: /s/ Ivan Glasenberg, CEO | 04/17/2018 |
| <u> </u> **Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On July 2, 2010, Glencore International AG ("Glencore International"), a direct wholly-owned subsidiary of Glencore plc, entered into a Master Terms and Conditions for Swap Transactions agreement (the "Swap Agreement") with Citigroup Global Markets Inc. ("Citi"), pursuant to which Glencore International and Citi may, from time to time, enter into cash-settled total return swaps (the "Swaps"). On September 14, 2017 Glencore International transferred all of its rights and obligations under the Swap Agreement and all agreements and transactions thereunder to Glencore Canada Corporation, an indirect wholly-owned subsidiary of Glencore plc ("Glencore Canada"), which rights and obligations were transferred back to Glencore International on April 17, 2018.

(2) Pursuant to the Swap Agreement, on September 15, 2010, Glencore International received economic exposure pursuant to a Swap (the "First Swap") entered into between Glencore International and Citi with an initial expiration date of September 17, 2012 (subsequently extended to April 17, 2018 with automatic extensions thereafter for successive seven month periods, with a final expiration date of March 17, 2021, subject to termination at Glencore Canada's election on any automatic extension date). On April 17, 2018 the expiration date of the First Swap was extended to April 17, 2021 and the automatic extension and related termination provisions were removed.

(3) Upon expiration of the First Swap, (i) Glencore International will be obligated to make a cash payment to Citi with respect to any depreciation in the volume weighted average price of the 4,729,302 shares of common stock referenced by the First Swap (the "First Subject Shares") from the \$9.719270 per share volume weighted average price calculated during the initial averaging period for the First Swap (which ended on September 15, 2010) to the volume weighted average price of the First Subject Shares during the final valuation period preceding the expiration of the term of the First Swap, or (ii) Citi will be obligated to make a cash payment to Glencore International with respect to any appreciation in such volume weighted average price based on the above period.

(4) Pursuant to the Swap Agreement, on March 11, 2011, Glencore International received economic exposure pursuant to a Swap (the "Second Swap") entered into between Glencore International and Citi with an initial expiration date of March 11, 2013 (subsequently extended to April 17, 2018 with automatic extensions thereafter for successive seven month periods, with a final expiration date of March 17, 2021, subject to termination at Glencore Canada's election on any automatic extension date). On April 17, 2018 the expiration date of the Second Swap was extended to April 17, 2021 and the automatic extension and related termination provisions were removed.

(5) Upon expiration of the Second Swap, (i) Glencore International will be obligated to make a cash payment to Citi with respect to any depreciation in the volume weighted average price of the 4,400,000 shares of common stock referenced by the Second Swap (the "Second Subject Shares") from the \$16.6582 per share volume weighted average price calculated during the initial averaging period for the Second Swap (which ended on March 11, 2011) to the volume weighted average price of the Second Subject Shares during the final valuation period preceding the expiration of the term of the Second Swap, or (ii) Citi will be obligated to make a cash payment to Glencore International with respect to any appreciation in such volume weighted average price based on the above period.

(6) Under the terms of the Swap Agreement, generally, Glencore International will be obligated to pay to Citi certain fees and commissions and Citi will be obligated to pay to Glencore International an amount in cash equal to any dividends that would have been paid by the issuer on the First Subject Shares and the Second Subject Shares.

(7) The cash settled total return swaps reported in Table II are held directly by Glencore International, and may be deemed to be beneficially owned indirectly by Glencore plc. The cash settled total return swaps do not give the reporting persons direct or indirect voting, investment or dispositive control over any securities of the issuer, and accordingly, the reporting persons disclaim any beneficial ownership in the First Subject Shares and the Second Subject Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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