

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

Filed
June 23, 2014
Data Center
Missouri Public
Service Commission

**FORM S-4
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)

3334
(Primary Industrial Classification Code Number)

20-8908550
(I.R.S. Employer Identification Number)

NORANDA ALUMINUM ACQUISITION CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of Incorporation)

3334
(Primary Industrial Classification Code Number)

20-8908458
(I.R.S. Employer Identification Number)

801 Crescent Drive, Suite 600
Franklin, TN 37067
(615) 771-5700

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Alan Brown, Esq.
Secretary and General Counsel
801 Crescent Drive, Suite 600
Franklin, TN 37067
(615) 771-5700

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

SEE TABLE OF ADDITIONAL REGISTRANT GUARANTORS

Copy to:

Andrew J. Nussbaum, Esq.
Wachtell, Lipton, Rosen & Katz
51 W. 52nd Street
New York, NY 10019
(212) 403-1000

Approximate date of commencement of proposed exchange offer: As promptly as practicable after the effective date of this registration statement.

If the securities being registered on this Form are offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Note(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(1)
Senior Floating Rate Notes due 2015 issued by Noranda Aluminum Acquisition Corporation(2)	\$740,000,000	100%	\$740,000,000	\$29,090
Guarantees of the Senior Floating Rate Notes due 2015 issued by Noranda Aluminum Acquisition Corporation(3)	\$740,000,000	n/a	n/a	(4)
Senior Floating Rate Notes due 2014 issued by Noranda Aluminum Holding Corporation(5)	\$385,000,000	100%	\$385,000,000	\$15,135

- Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f)(2) promulgated under the Securities Act of 1933 at a rate equal to \$39.30 per \$1,000,000 of the proposed maximum aggregate offering price.
- Includes \$230,000,000 principal amount of such notes which may be issued, at the option of the Registrant, in lieu of cash interest payments thereon. Such additional principal amount constitutes the Registrants' reasonable good faith estimate of the amount of such notes which may be paid as interest in lieu of cash.
- The entities listed on the Table of Additional Registrant Guarantors on the following page have guaranteed the Senior Floating Rate Notes due 2015 being registered hereby.
- Pursuant to Rule 457(n) under the Securities Act, no additional registration fee is due for guarantees.
- Includes \$165,000,000 principal amount of such notes which may be issued, at the option of the Registrant, in lieu of cash interest payments thereon. Such additional principal amount constitutes the Registrants' reasonable good faith estimate of the amount of such notes which may be paid as interest in lieu of cash.

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said section 8(a), may determine.

UE Exhibit No. 117
Date 6-16-14 Reporter KF
File No. EC-2014-0224

Table of Additional Registrant Guarantors

<u>Exact Name</u>	<u>Jurisdiction of Organization</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>	<u>Name, Address and Telephone Number of Principal Executive Offices</u>
Noranda Intermediate Holding Corporation	Delaware	3334	34-1453238	801 Crescent Drive, Suite 600 Franklin, TN 37067 (615) 771-5700
Noranda Aluminum, Inc.	Delaware	3334	36-2665285	801 Crescent Drive, Suite 600 Franklin, TN 37067 (615) 771-5700
Gramercy Alumina Holdings Inc.	Delaware	3334	20-0991941	801 Crescent Drive, Suite 600 Franklin, TN 37067 (615) 771-5700
Norandal USA, Inc.	Delaware	3350	31-0946477	801 Crescent Drive, Suite 600 Franklin, TN 37067 (615) 771-5700

The information in this prospectus is not complete and may be changed. We may not sell these securities or accept any offer to buy these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to completion, dated January 31, 2008.

PROSPECTUS



Noranda Aluminum Holding Corporation
Noranda Aluminum Acquisition Corporation

EXCHANGE OFFER FOR

**Senior Floating Rate Notes Due 2015 issued by
Noranda Aluminum Acquisition Corporation
(\$510,000,000 principal amount outstanding)**
**Senior Floating Rate Notes Due 2014 issued by
Noranda Aluminum Holding Corporation
(\$220,000,000 principal amount outstanding)**

We are offering, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal, to exchange up to \$510,000,000 aggregate principal amount of our Senior Floating Rate Notes Due 2015 and up to \$220,000,000 aggregate principal amount of our Senior Floating Rate Notes Due 2014 that are registered under the Securities Act of 1933, which we refer to as the "exchange notes," for an equal principal amount of our outstanding Senior Floating Rate Notes Due 2015 and Senior Floating Rate Notes Due 2014, which we refer to as the "old notes." We refer to the old notes and the exchange notes collectively in this prospectus as the "notes." The terms of the exchange notes are identical in all material respects (including principal amount, interest rate, maturity and redemption rights) to the old notes for which they may be exchanged, except that the exchange notes generally will not be subject to transfer restrictions or be entitled to registration rights and the exchange notes will not have the right to earn additional interest under circumstances relating to our registration obligations. The exchange notes will be issued under the same indentures as the old notes. The registered Senior Floating Rate Notes Due 2015 will be fully and unconditionally guaranteed on a senior unsecured basis by Noranda Aluminum Holding Corporation and certain of our domestic subsidiaries.

The exchange offer expires at 11:59 pm, New York City time,
on _____, 2008, unless extended.

Terms of the Exchange Offer

- We will exchange all old notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer.
- You may withdraw tendered old notes at any time prior to the expiration of the exchange offer.
- You are required to make the representations described on page 37.
- We will not receive any cash proceeds from the exchange offer.
- The exchange of old notes for exchange notes in the exchange offer will not be a taxable event for U.S. federal income tax purposes.
- There is no existing market for the exchange notes to be issued, and we do not intend to apply for listing or quotation on any securities exchange or market.

See "[Risk Factors](#)" beginning on page 20 of this prospectus for a discussion of factors you should consider before participating in this exchange offer.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is _____, 2008

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You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with different information. We are not making an offer of these securities in any state or other jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus is accurate as of any date other than the date on the front of this prospectus.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The accompanying letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act of 1933, as amended (the "Securities Act"). This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after the expiration date of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution."

THE TRANSACTIONS

On April 10, 2007, Noranda AcquisitionCo entered into a Stock Purchase Agreement with Xstrata and one of its subsidiaries, pursuant to which it agreed to purchase the stock of Noranda Intermediate Holding Corporation, a newly formed subsidiary of Xstrata. This newly formed subsidiary owns all of the outstanding shares of Noranda Aluminum, Inc., which together with its subsidiaries constituted the Noranda aluminum business of Xstrata.

Noranda HoldCo and Noranda AcquisitionCo were formed by investment funds affiliated with, or co-investment vehicles managed by, Apollo, solely for the purpose of completing the Apollo Acquisition, and they have no material assets, obligations, employees or operations other than those relating to the Transactions.

Financings related to the Apollo Acquisition, which were completed on May 18, 2007, consisted of \$510.0 million in senior floating rate notes due 2015, or the AcquisitionCo notes, issued by Noranda AcquisitionCo, and senior secured credit facilities, or the existing senior secured credit facilities, comprised of a \$500.0 million senior secured term credit facility and a \$250.0 million senior secured revolving credit facility, which is undrawn as of the date of this prospectus, entered into by Noranda AcquisitionCo. The existing senior secured credit facilities are guaranteed by Noranda HoldCo and all of Noranda AcquisitionCo's existing and future wholly owned U.S. subsidiaries; the AcquisitionCo notes are guaranteed by Noranda HoldCo and all of Noranda AcquisitionCo's existing and future wholly owned U.S. subsidiaries. For a more detailed discussion of the existing senior secured credit facilities, see "Description of Certain Indebtedness."

In addition, at the time of the Apollo Acquisition, affiliates of Apollo, in exchange for common stock of Noranda HoldCo, contributed cash of \$214.2 million to Noranda HoldCo, which was contributed to Noranda AcquisitionCo. The proceeds from the issuance of AcquisitionCo notes, borrowings under the existing senior secured credit facilities and the investment by Apollo were used to pay the purchase price for Noranda Intermediate Holding Corporation. Subsequent to the Apollo Acquisition, on May 29, 2007, certain members of management of Noranda HoldCo contributed an additional \$1.9 million in cash to Noranda HoldCo, in exchange for common stock of Noranda HoldCo.

On June 7, 2007, Noranda HoldCo issued \$220.0 million in senior floating rate notes due 2014, or the HoldCo notes. Noranda HoldCo used the proceeds for the HoldCo notes, as well as \$4.3 million of cash on hand, to pay a \$216.1 million net cash dividend to its stockholders, which include Apollo and certain members of its management, to make a cash payment (as part of an adjustment to preserve the value of the Noranda HoldCo options following the dividend) of \$4.1 million to its optionholders and to pay for fees and expenses related to the offering of the HoldCo notes.

Prior to December 31, 2005, Xstrata accumulated a 19.9% ownership in Falconbridge Limited, which owned 100% of Noranda Aluminum, Inc. at that time. On August 15, 2006, through a tender offer, Xstrata effectively acquired the remaining 80.1% of the outstanding shares in Falconbridge Limited, by which Noranda Aluminum, Inc. became Xstrata's wholly owned subsidiary.