

ALBEMARLE CORP
Form 8-K
December 06, 2007

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) December 6, 2007 (November 30, 2007)

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.)

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

Registrant's telephone number, including area code

23219
(Zip code)

(804) 788-6000

Not applicable

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

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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))
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Section 8 Other Events

Item 8.01. Other Events.

On November 30, 2007, Albemarle Corporation (the Company) entered into a Stock Purchase Agreement, dated as of November 30, 2007 (the Purchase Agreement), with each of Floyd D. Gottwald, Jr. and Westham Partners, L.P., pursuant to which the Company agreed to purchase an aggregate of 120,000 shares of common stock, \$0.01 par value per share (Common Stock), of the Company from Floyd D. Gottwald, Jr. and an aggregate of 1,000,000 shares of Common Stock of the Company from Westham Partners, L.P., each at a price equal to 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 (as reported in the Wall Street Journal), for December 3 through December 5, 2007 (inclusive). These shares of Common Stock will be purchased from each of Floyd D. Gottwald, Jr. and Westham Partners, L.P., in accordance with the terms of the respective Purchase Agreements, at a purchase price of \$43.9758 per share of Common Stock. Copies of the Purchase Agreements are attached hereto as Exhibit 10.1 and Exhibit 10.2, 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 November 30, 2007, between the Company and Floyd D. Gottwald, Jr.

10.2 Stock Purchase Agreement, dated as of November 30, 2007, 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: December 6, 2007

ALBEMARLE CORPORATION

By: /s/ Luther C. Kissam, IV
Luther C. Kissam, IV
Senior Vice President, General Counsel and
Secretary

EXHIBIT INDEX

| Exhibit Number | Exhibit |
|---------------------------|---------------------------------------------------------------------------------------------------------|
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