



**Item 2.02. Results of Operations and Financial Condition.**

Today Noranda Aluminum Holding Corporation (“the Company”) issued a press release and will hold a conference call regarding its financial results for the quarter ended June 30, 2009. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

The Company is making reference to non-GAAP financial information in both the press release and the conference call. A reconciliation of these non-GAAP financial measures to the comparable GAAP financial measures is contained in the attached press release.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On August 3, 2009, the Company’s Board of Directors approved an amendment to the Company’s by-laws. The amendment provides that: (i) A quorum of directors shall include at least one Apollo representative so long as there is at least one Apollo representative on the Board of Directors and (ii) this bylaw may not be amended, modified, or replaced without the approval of no less than two-thirds of the Directors including at least one Apollo representative if there is at least one Apollo representative on the Board of Directors.

The preceding description is qualified in its entirety by the full text of the Amended and Restated Bylaws, which is attached as Exhibit 3.1 hereto and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits**

Exhibit

Number Description

3.1 Amended and restated bylaws dated August 3, 2009

99.1 Press release dated August 4, 2009

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**SIGNATURES**

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.

**NORANDA ALUMINUM  
HOLDING CORPORATION**

Date: August 4, 2009 By: /s/ Robert B. Mahoney  
Robert B. Mahoney  
Chief Financial Officer

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**EXHIBIT INDEX**

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