

OCTEL CORP  
Form 8-K  
February 10, 2004

---

# 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 9, 2004

---

## OCTEL CORP.

(Exact name of registrant as specified in its charter)

---

Delaware  
(State or other jurisdictions

of Incorporation)

1-13879  
Commission

File Number

98-0181725  
(I.R.S. employer

identification number)

Octel Corp., Global House, Bailey Lane, Manchester, UK  
(Address of principal executive offices)

M90 4AA  
(zip code)

Registrant's telephone number, including area code: 011 - 44 -161- 498 - 8889



**Item 5. Other Events**

The Board of Directors of Octel Corp. (the Company) declared a semi-annual dividend of 6 cents per share on common stock. The cash dividend will be payable on April 1, 2004 to holders of record of the Company's common stock at the close of business on February 20, 2004.

The Company has completed its planned debt refinancing and entered into a three and one half-year facilities agreement consisting of a \$100 million term loan and \$50 million revolving credit facility. The loan is fully syndicated. The facilities agreement is filed as Exhibit 10.1 to this report on Form 8-K and is incorporated herein by reference.

**Item 7. Financial Statements and Exhibits**

(c) Exhibits:

<u>Item</u>	<u>Exhibit Index</u>
-------------	----------------------

10.1	Amendment and Restatement Agreement, dated 30 January 2004, relating to a Facilities Agreement, dated 29 October 2001 (as amended), by and among Octel Corp., Barclays Bank plc, Lloyds TSB Bank plc, The Governor and Company of The Bank of Scotland, and certain other parties thereto.
------	--

**Item 12. Disclosure of Results of Operations and Financial Condition**

On February 9, 2004, the Company issued a press release announcing its financial results for the fourth quarter and the full year ended December 31, 2003. The press release is furnished as Exhibit 99.1 to this report on Form 8-K and is incorporated herein by reference.

The information contained in this Item 12, including the attached Exhibit 99.1, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**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.

**OCTEL CORP.**

By:                                 /s/ PAUL W. JENNINGS

**Name: Paul W. Jennings**  
**Title: Executive Vice President and Chief Financial Officer**

Date: February 9, 2004

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
10.1	Amendment and Restatement Agreement, dated 30 January 2004, relating to a Facilities Agreement, dated 29 October 2001 (as amended), by and among Octel Corp., Barclays Bank plc, Lloyds TSB Bank plc, The Governor and Company of The Bank of Scotland, and certain other parties thereto.
99.1	Press Release, dated February 9, 2004.