Aleris International, Inc. Form SC 13D/A December 29, 2006

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D/A* (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Aleris International, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

014477103

(CUSIP Number)

Eleazer Klein, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 19, 2006

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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^{*} The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	014477103	 9 	SCHEDULE 13D	PAGE 2	OF 9	PAGES		
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Brahman Capital Corp.							
2	CHECK THE AP	 PROPRI	ATE BOX IF A MEMBER OF A GROU	 P*	(a) (b)	[x]		
3	SEC USE ONLY							
4	SOURCE OF FUNDS*							
5	OO (see Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []							
	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware							
		7	SOLE VOTING POWER					
NUMBER OF SHARES BENEFICIALL OWNED BY EACH REPORTING PERSON WITH			SHARED VOTING POWER					
		9	SOLE DISPOSITIVE POWER					
		10	SHARED DISPOSITIVE POWER					
11	AGGREGATE AM	 OUNT B	ENEFICIALLY OWNED BY EACH PER	SON				
12	CHECK BOX IF	THE A	GGREGATE AMOUNT IN ROW (11) E	 XCLUDES				

CERTAIN SHARES* [] 1.3 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% (see Item 5) TYPE OF REPORTING PERSON* * SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP NO. 0144771039 SCHEDULE 13D PAGE 3 OF 9 PAGES NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Brahman Management, L.L.C. _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [x] (b) [] 3 SEC USE ONLY SOURCE OF FUNDS* 00 (see Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware _____ SOLE VOTING POWER -0-NUMBER OF 8 SHARED VOTING POWER SHARES BENEFICIALLY _____ OWNED BY 9 SOLE DISPOSITIVE POWER EACH REPORTING PERSON WITH -0-

10 SHARED DISPOSITIVE POWER

-0-11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON -0-._____ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% (see Item 5) ______ 14 TYPE OF REPORTING PERSON* -----CUSIP NO. 0144771039 SCHEDULE 13D PAGE 4 OF 9 PAGES ______ NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Peter A. Hochfelder CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [x] (b) [] ______ SEC USE ONLY SOURCE OF FUNDS* 00 (see Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ._____ CITIZENSHIP OR PLACE OF ORGANIZATION United States ______ 7 SOLE VOTING POWER -0-_____ 8 SHARED VOTING POWER NUMBER OF SHARES BENEFICIALLY -0-OWNED BY _____

EACH REPORTING	9 SOLE DISPOSITIVE POWER					
PERSON WITH	-0-					
	10 SHARED DISPOSITIVE POWER					
	-0-					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON					
	-0-					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*					
			[] 			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	0% (see Item 5)					
14	TYPE OF REPORTING PERSON*					
	IN					
CUSIP NO.	0144771039 SCHEDULE 13D PAGE 5	OF 9	PAGES			
1	NAME OF REPORTING PERSON I R S IDENTIFICATION NOS OF ABOVE PERSONS (ENTITIES ONLY)					
		NIT V \				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES C	NLY)				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES C					
2	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES C		[x]			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES C Robert J. Sobel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a)				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES C Robert J. Sobel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a)				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES C Robert J. Sobel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a)				
3	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES C Robert J. Sobel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* SEC USE ONLY	(a)				
3	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES C Robert J. Sobel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* SEC USE ONLY SOURCE OF FUNDS*	(a) (b)	. 1			
3 4	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES Of Robert J. Sobel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* SEC USE ONLY SOURCE OF FUNDS* OO (see Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED	(a) (b)	[]			
3 4	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES Of Robert J. Sobel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* SEC USE ONLY SOURCE OF FUNDS* OO (see Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED TO ITEM 2(d) or 2(e)	(a) (b)	[]			

Edgar Filing: Aleris International, Inc. - Form SC 13D/A -0-_____ NUMBER OF SHARED VOTING POWER SHARES BENEFICIALLY -0-OWNED BY _____ 9 SOLE DISPOSITIVE POWER REPORTING -0-PERSON WITH SHARED DISPOSITIVE POWER 1.0 -0-11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON -0-CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ______ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% (see Item 5) ______ TYPE OF REPORTING PERSON* IN _____ SCHEDULE 13D CUSIP NO. 0144771039 PAGE 6 OF 9 PAGES 1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Mitchell A. Kuflik CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (b) [] ______

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT

SEC USE ONLY

SOURCE OF FUNDS*

00 (see Item 3)

TO ITEM 2(d) or 2(e)

4

6	CITIZENSHIP OR PLACE OF ORGANIZATION						
	United States						
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER				
			-0-				
			SHARED VOTING POWER				
	Y		-0-				
		9	SOLE DISPOSITIVE POWER				
			-0-				
			SHARED DISPOSITIVE POWER				
			-0-				
11	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH PERSON				
			-0-				
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []						
			REPRESENTED BY AMOUNT IN ROW (11)				
	0% (see Item 5)						
14	TYPE OF REPORTING PERSON*						
	IN						
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This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13D filed on June 22, 2006 (the "Schedule 13D") with respect to shares of common stock (the "Shares") of Aleris International, Inc. (the "Company"). Capitalized terms used herein and not otherwise defined have the meanings set forth in the Schedule 13D. This amendment amends and restates in its entirety Item 5 of the Schedule 13D to reflect the merger of the Company and the acquisition of all of its shares by a third party.

Item 5. Interest in Securities of the Company.

(a) As of the date hereof, the Reporting Persons beneficially own zero (0) Shares.

- (b) Each of the Reporting Persons has shared voting and dispositive power over zero (0) Shares.
- (c) Effective as of December 19, 2006, the Reporting Persons received \$52.50 per Share in connection with the merger and acquisition of the Company.
- (d) No person (other than the Reporting Persons) is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares.
- (e) Each of the Reporting Persons ceased to be the beneficial owner of more than five percent of the Shares on December 19, 2006.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 29, 2006

BRAHMAN CAPITAL CORP.

By: /s/ Peter A. Hochfelder

Name: Peter A. Hochfelder

Title: President

BRAHMAN MANAGEMENT L.L.C.

By: /s/ Peter A. Hochfelder

Name: Peter A. Hochfelder Title: Managing Member

/s/ Peter A. Hochfelder

Peter A. Hochfelder

/s/ Robert J. Sobel

Robert J. Sobel

/s/ Mitchell A. Kuflik

Mitchell A. Kuflik