

ALBEMARLE CORP
Form 424B3
December 08, 2010
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As filed pursuant to Rule 424(b)(3)
Registration No. 333-171014

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (1)
4.50% Senior Notes due 2020	\$350,000,000	\$24,955

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended (the Securities Act).

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PROSPECTUS SUPPLEMENT

(to Prospectus dated December 7, 2010)

\$350,000,000

4.50% Senior Notes due 2020

Albemarle Corporation is offering \$350 million aggregate principal amount of 4.50% Senior Notes due 2020. Interest on the notes will be paid semi-annually on June 15 and December 15 of each year, beginning on June 15, 2011. The notes will mature on December 15, 2020.

We can redeem the notes at any time, in whole or in part, at the redemption price set forth in this prospectus supplement in the section entitled Description of the Notes Optional Redemption. If we experience a Change of Control Triggering Event (as defined), we may be required to offer to purchase the notes from holders.

The notes are not subject to any mandatory sinking fund.

The notes will be our senior unsecured obligations and will rank equally with any of our existing and future senior unsecured indebtedness. The notes will be effectively subordinated to any of our existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness, and to any existing and future liabilities of our subsidiaries and joint ventures.

We do not intend to apply for listing of the notes on any securities exchange or for inclusion of the notes in any automated dealer quotation system. Currently, there is no public market for the notes.

For a more detailed description of the notes, see Description of the Notes beginning on page S-21.

Investing in the notes involves certain risks. See Risk Factors beginning on page S-13 of this prospectus supplement and similar sections in our filings with the Securities and Exchange Commission incorporated by reference herein to read about the risks you should consider before buying any notes.

	Per Note	Total
Public Offering Price ⁽¹⁾	99.101%	\$ 346,853,500
Underwriting Discount	0.650%	\$ 2,275,000
Proceeds, Before Expenses, to Albemarle ⁽¹⁾	98.451%	\$ 344,578,500

(1) Plus accrued interest, if any, from December 10, 2010, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes on or about December 10, 2010 in book-entry form only through the facilities of The Depository Trust Company.

Joint Book-Running Managers

BofA Merrill Lynch

J.P. Morgan
Senior Co-Managers

UBS Investment Bank

BNP PARIBAS

Co-Managers

Wells Fargo Securities

BNY Mellon Capital Markets, LLC

HSBC

Mitsubishi UFJ Securities

RBS

SMBC Nikko

SunTrust Robinson Humphrey

The date of this prospectus supplement is December 7, 2010.

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See Risk Factors beginning on page S-13 of this prospectus supplement, in the Company's Annual Report on Form 10-K for the year ended December 31, 2009 and in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010 for a description of certain factors relating to an investment in the notes, including information about our business. None of us, the underwriters or any of our or their representatives are making any representation to you regarding the legality of an investment by you under applicable legal investment or similar laws.

We and the underwriters are not making an offer to sell the notes in jurisdictions where the offer or sale is not permitted. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. Persons who come into possession of this prospectus supplement and the accompanying prospectus must inform themselves about and observe any restrictions relating to the offering of the notes and the distribution of this prospectus supplement and the accompanying prospectus. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any securities offered by this prospectus supplement and the accompanying prospectus by any person in any jurisdiction in which it is unlawful for a person to make an offer or solicitation.

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You should not consider any information in this prospectus supplement or the accompanying prospectus to be investment, legal or tax advice. You should consult your own counsel, accountants and other advisers for legal, tax, business, financial and related advice regarding the purchase of any of the notes offered by this prospectus supplement.

Unless the context otherwise indicates (which is the case specifically in Description of the Notes), the terms **Albemarle**, **we**, **us**, **our** or the **Company** mean Albemarle Corporation and its consolidated subsidiaries.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering and certain other matters relating to Albemarle Corporation. The second part, the accompanying prospectus, gives more general information, some of which does not apply to this offering. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. If the description in the prospectus supplement differs from the description in the accompanying prospectus, the description in the prospectus supplement supersedes the description in the accompanying prospectus.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. Neither we nor the underwriters have authorized anyone to provide you with information other than that contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. The information in this prospectus supplement and the accompanying prospectus may be accurate only as of their respective dates.

MARKET AND INDUSTRY DATA

This prospectus supplement and the accompanying prospectus include market share and industry data and forecasts that we obtained from internal company surveys, market research, publicly available information and industry publications and surveys. Industry publications and surveys generally state that the information contained therein has been obtained from sources believed to be reliable. We have not independently verified any of the data from third-party sources nor have we ascertained the underlying economic assumptions relied upon therein. Similarly, internal company surveys, forecasts and market research, which we believe to be reliable based upon management's knowledge of the industry, have not been verified by any independent sources. Except where otherwise noted, statements as to our position relative to our competitors or as to market position or share refer to the most recently available data.

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FORWARD-LOOKING STATEMENTS

Some of the information presented in this prospectus, including the documents incorporated by reference, and any free writing prospectus with respect to this offering filed by us with the Securities Exchange Commission, or the SEC, may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are based on our current expectations, which are in turn based on assumptions that we believe are reasonable based on our current knowledge of our business and operations. We have used words such as anticipate, believe, could, estimate, expect, intend, may, should, will and variations of such words and similar expressions to identify such forward-looking statements.

These forward-looking statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which are difficult to predict and many of which are beyond our control. There can be no assurance, therefore, that our actual results will not differ materially from the results and expectations expressed or implied in the forward-looking statements. Factors that could cause actual results to differ materially include, without limitation:

deterioration in economic and business conditions;

future financial and operating performance of our major customers and industries served by us;

the timing of orders received from customers;

the gain or loss of significant customers;

competition from other manufacturers;

changes in the demand for our products;

limitations or prohibitions on the manufacture and sale of our products;

availability of raw materials;

changes in the cost of raw materials and energy, and our inability to pass through such increases;

performance of acquired companies;

changes in our markets in general;

fluctuations in foreign currencies;

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changes in laws and increased government regulation of our operations or our products;

the occurrence of claims or litigation;

the occurrence of natural disasters;

the inability to maintain current levels of product or premises liability insurance or the denial of such coverage;

political unrest affecting the global economy, including adverse effects from terrorism or hostilities;

political unrest or instability affecting our manufacturing operations or joint ventures;

changes in accounting standards;

the inability to achieve results from our global manufacturing cost reduction initiatives as well as our ongoing continuous improvement and rationalization programs;

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changes in interest rates, to the extent such rates (1) affect our ability to raise capital or increase our cost of funds, (2) have an impact on the overall performance of our pension fund investments and (3) increase our pension expense and funding obligations;

volatility and substantial uncertainties in the debt and equity markets; and

the other factors detailed from time to time in the reports we file with the SEC.

We assume no obligation to provide revisions to any forward-looking statements should circumstances change, except as otherwise required by securities and other applicable laws.

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PROSPECTUS SUPPLEMENT SUMMARY

The following section summarizes more detailed information presented later in this prospectus supplement and the accompanying prospectus, and the documents incorporated by reference herein and therein. You should read this entire prospectus supplement and the accompanying prospectus, and the documents incorporated by reference herein and therein carefully, including the section entitled Risk Factors, before making an investment decision.

Albemarle Corporation

We are a leading global developer, manufacturer and marketer of highly-engineered specialty chemicals for consumer electronics, petroleum refining, utilities, packaging, construction, automotive/transportation, pharmaceuticals, crop protection and food-safety and custom chemistry services. We are committed to global sustainability and are advancing responsible eco-practices and solutions in our three business segments. We believe that our commercial and geographic diversity, technical expertise, flexible, low-cost global manufacturing base, and experienced management team enable us to maintain leading market positions in those areas of the specialty chemicals industry in which we operate.

We and our joint ventures currently operate 45 facilities, encompassing production, research and development facilities, and administrative and sales offices in North and South America, Europe, the Middle East and Asia. We serve approximately 3,000 customers in over 100 countries. In 2009, we generated net sales of \$2,005.4 million, operating profit of \$186.3 million and net income attributable to Albemarle Corporation of \$178.4 million. In the nine months ended September 30, 2010, we generated net sales of \$1,757.8 million, operating profit of \$303.5 million and net income attributable to Albemarle Corporation of \$238.7 million.

The Company was incorporated in Virginia in 1993. Our principal executive offices are located at 451 Florida Street, Baton Rouge, Louisiana 70801 and our telephone number is (225) 388-8011. We maintain a website at <http://www.albemarle.com>. Information on our website is not incorporated by reference herein.

Business Segments

Our operations are managed and reported as three operating segments: Polymer Solutions, Catalysts and Fine Chemistry.

Polymer Solutions

Our Polymer Solutions business consists of the following two product categories:

Flame Retardants. Our flame retardant technology enables the use of plastics in high performance applications by enhancing the fire safety properties of these materials. We compete in all of the markets for the major flame retardant chemistries: brominated, mineral and phosphorus. Our strategy is to have a broad range of chemistries applicable to each major flame retardant application.

Stabilizers and Curatives. We produce plastic and other additives, such as curatives, antioxidants and stabilizers, which are often specially developed and formulated for a customer's specific manufacturing requirements. This business also produces antioxidants and stabilizers to improve the performance integrity of thermoplastic resins. We are well-positioned for global growth, notably with our leading antioxidant supplier position in the rapidly growing Chinese market.

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Catalysts

Our Catalysts business consists of the following two product categories:

Refinery Catalysts. Our two main refinery catalysts product lines are hydroprocessing, or HPC, catalysts and fluidized catalytic cracking, or FCC, catalysts and additives. In renewable, non-crude based fuels, we have also launched new catalysts for customers, along with ongoing research and development initiatives with additional potential customers.

HPC catalysts are primarily used to reduce the quantity of sulfur and other impurities in petroleum products as well as to convert heavy feedstock into lighter, more valuable products. FCC catalysts assist in the cracking of petroleum streams into derivative, higher-value products such as fuels and petrochemical feedstock. We offer more than 90 different HPC catalysts products and more than 70 different FCC catalysts and additives products to our customers.

Polyolefin Catalysts. We manufacture aluminum- and magnesium-alkyls, which are used as co-catalysts in the production of polyolefins, elastomers, alpha olefins such as hexene, octene and decene, and organotin heat stabilizers and in the preparation of organic intermediates. We also produce metallocene/single-site catalysts, which aid in the development and production of new polymers that increase impact strength, clarity and melt characteristics of plastic films. We are continuing to build on our organometallics base and to expand the portfolio of products and capabilities we offer our customers.

Fine Chemistry

Our Fine Chemistry segment consists of two categories: performance chemicals and fine chemistry services and intermediates:

Performance Chemicals. Performance chemicals include products such as elemental bromine, alkyl bromides, inorganic bromides, brominated powdered activated carbon and a number of bromine fine chemicals. Our products are used in chemical synthesis, oil and gas well drilling and completion fluids, mercury control, paper manufacturing, water purification, beef and poultry processing and various other industrial applications. We sell these products to customers throughout the world for use in personal care products, automotive insulation, foundry bricks and other industrial products.

Fine Chemistry Services and Intermediates. In addition to supplying the specific fine chemical products and performance chemicals for the pharmaceutical and agricultural uses described below, our fine chemistry services business offers custom manufacturing, research and chemical scale-up services for companies. We believe that these services position us to support customers in developing their new products, such as new drugs.

Our most significant pharmaceutical bulk active is ibuprofen, a competitive painkiller that is widely used to provide temporary pain relief and fever reduction. We are one of the largest global producers of ibuprofen. We also produce a range of intermediates used in the manufacture of a variety of over-the-counter and prescription drugs.

Our agrichemicals are sold to agrichemical manufacturers and distributors that produce and distribute finished agricultural herbicides, insecticides, fungicides and soil fumigants. Our products include orthoalkylated anilines used in the acetanilide family of pre-emergent herbicides used with corn, soybeans and other crops and methyl bromide, which is used as a soil fumigant. We also manufacture and supply a variety of custom chemical intermediates for the agricultural industry.

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In recent years, the market for methyl bromide has changed significantly, driven by the Montreal Protocol of 1990 and related regulation prompted by findings regarding the chemical's potential to deplete the ozone layer. We will continue to sell methyl bromide in our current markets throughout 2010, as current regulations allow, with similar critical-use allowances compared to 2009.

Competitive Strengths

We believe we benefit from the following competitive strengths:

Leading Market Positions in Major Product Categories. We believe that we have leading global market positions in our major product categories, including bromine and bromine-based products, flame retardants and refinery catalysts. We have achieved these positions as a result of the performance characteristics of our products, long-standing customer relationships and our ability to develop and effectively market new generations of value-added products.

Commercial and Geographic Diversity. We, along with our joint ventures, sell our products to over 3,000 customers across a diverse range of end-use markets in approximately 100 countries worldwide. Our broad product range allows us to serve customers in a wide variety of industries, including petroleum refining, consumer electronics, building and construction materials, automotive parts, pharmaceuticals and agrichemicals. We believe that the diversity of our operations fosters stability in our operating performance through reduced reliance on any one customer, industry, product or geographic area.

Technological Expertise. We are a technological innovator within the markets we serve and are committed to maintaining a leadership position with respect to technological innovation, expertise and service.

As of September 30, 2010, we owned approximately 1,575 active U.S. and foreign patents and had approximately 1,530 pending U.S. and foreign patent applications. Approximately 30% of our 2009 revenue came from new products developed within the past five years. Examples of our innovative products and services include:

reactive brominated flame retardants that, when incorporated into commonly used resin systems, help electronic devices meet fire-safety requirements;

advanced mineral-based flame retardants for extreme temperature applications, such as automotive wire and cable and conveyor belts used in the mining industry;

highly active HPC catalysts that help petroleum refiners meet more stringent fuel quality requirements without significant capital expenditures or reductions in refining capacity;

in conjunction with a pharmaceutical company, a novel polymeric drug release coating for use in a recently approved medical device; and

brominated powdered activated carbon technology with demonstrated full-scale utility sorbent injection mercury control.

Strong Underlying Industry Fundamentals. We believe we are well positioned to capitalize on favorable trends within the areas of the specialty chemicals industry in which we operate. We expect our Polymer Solutions segment to benefit from the increasing demand for electrical and electronic equipment, new construction and increasingly more stringent fire-safety regulations. We expect demand for our refinery catalysts to grow as a result of the increasing global demand for petroleum products, the generally deteriorating quality of crude oil feedstocks and the implementation of more stringent fuel quality requirements in many countries around the

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world as a part of anti-pollution initiatives. We expect our Fine Chemistry segment to continue to benefit from the rapid pace of innovation, new uses of bromine, the introduction of new crop protection products and a movement by pharmaceutical companies to outsource certain research, product development and manufacturing functions.

Flexible, Low-Cost Global Manufacturing Base. We believe our manufacturing base affords us a competitive advantage by virtue of its breadth, cost position and flexibility. We and our joint ventures operate 26 manufacturing plants, with major facilities in North and South America, Europe and Asia. This global footprint allows us to provide timely service to our customers and supply our products to rapidly growing regions such as Asia and the Middle East. We are vertically integrated in bromine and we believe that we are one of the lowest-cost producers of the bromine used in our brominated flame retardants and bromine derivative products. In addition, our pilot facilities provide us with the flexibility to commercialize newly developed products rapidly and cost efficiently. The ability to move quickly from product innovation to large-scale, commercial production contributes to our ability to capitalize on our product development efforts. For example, our Orangeburg, South Carolina facility currently is scaling up to produce commercial quantities of a new antioxidant for fuels after initial market-trial quantities were successfully produced at our Tyrone, Pennsylvania facility. Our high-throughput synthesis and testing equipment at our Amsterdam facility have enabled rapid development and commercialization of new catalysts products.

Strong Cash Flows. We have generated strong cash flows from operations even through adverse business cycles and periods of challenging chemical sector fundamentals. We generated net cash provided from operations of \$358.5 million, \$327.2 million, \$246.4 million and \$275.7 million in 2009, 2008, 2007 and the nine months ended September 30, 2010, respectively. Our ability to generate strong cash flows is principally attributable to the diversity of our product lines, our strong margins and the effective management of working capital. We believe that our strong cash flow will help us to reduce our indebtedness and implement our growth strategies discussed below.

Experienced Management Team. We have a highly experienced management team throughout our organization. Our senior management team has significant experience in the chemicals business and a proven track record of developing and marketing new chemical products. Members of this team also have significant experience in executing and integrating acquisitions.

Growth Strategy

Our key objectives are to increase our revenues and our profitability and to broaden our product offerings. Our strategies to achieve these objectives include:

Develop New Value-Added Products and New Applications for Existing Products. We believe that significant opportunities exist for us to generate additional high margin business through the introduction of new value-added products and processes and new applications for existing products.

Expand Our Global Reach. We intend to grow domestically and internationally by expanding our product sales to new and existing multinational customers, particularly as they target high-growth regions and markets. We believe that our relationships with large multinational customers will provide access to new geographic and end-use product markets. We intend to add personnel focused on sales, marketing and research and development in selected regions and to expand our infrastructure to respond to the needs of our customers. We recently announced the completion of research and development laboratory facilities and the commencement of construction of a manufacturing facility in Yeosu, South Korea, for the production of finished catalysts, activators like methylaluminoxane and metallocene components as well as high purity metal organics for the

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high brightness LED market. As the world's demand for alternative transportation fuels increases, we are investing in the development of catalysts for new fuels. Our successful partnership with Neste positioned Albemarle as the largest catalyst supplier for the world's first commercially operated NExBTL units. We are working on multiple additional partnerships with well funded start-ups as well as major oil companies. We also plan on making selective acquisitions and participating in joint ventures consistent with our global growth strategy.

Continued Operational Improvement. We continually seek and implement cost-saving initiatives focused on achieving operational efficiencies by investing in flexible manufacturing equipment and processes and optimizing existing manufacturing assets and processes, reducing fixed and variable costs through the rationalization of manufacturing capacity and associated reduction in workforce, improving our raw material supply chain and establishing a shared service center for certain transactional processes.

Cultivate Strategic Collaborations and Alliances. We believe that strategic collaborations and alliances, including joint ventures, afford us the opportunity to develop and expand our business with less capital investment and lower risk. We currently have joint ventures in Austria, Brazil, France, Japan, Jordan, Saudi Arabia, the People's Republic of China and the United States. By entering into collaborations and alliances, we can leverage the technology and research and development skills of our partners, extend our business reach, gain greater access to important raw materials and benefit from our partners' knowledge of the local business environment.

Pursue Disciplined Acquisition Strategy. We intend to continue to explore possible acquisitions in areas that allow us to build upon our product and technology portfolio, expand our customer base, and leverage our sales and distribution infrastructure and existing customer relationships. We intend to target acquisitions that are expected to contribute to sustainable cash flow and that are consistent with maintaining our investment grade credit rating.

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THE OFFERING

Issuer	Albemarle Corporation
Securities Offered	\$350,000,000 aggregate principal amount of 4.50% Senior Notes due 2020.
Maturity	The notes will mature on December 15, 2020.
Interest	The notes will bear interest at a rate of 4.50% per year from December 10, 2010, payable semi-annually in arrears on June 15 and December 15 each year, commencing on June 15, 2011.
Ranking	The notes will be our senior unsecured obligations and will rank equally with any of our existing and future other senior unsecured indebtedness. The notes will be effectively subordinated to any of our existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness, and to any existing and future liabilities of our subsidiaries and joint ventures.

As of September 30, 2010, after giving pro forma effect to the completion of this offering and the application of the net proceeds therefrom as described in Use of Proceeds, we would have had approximately \$868.7 million of indebtedness outstanding, all of which would rank equally with the notes. As of September 30, 2010, we had approximately \$11.2 million of secured indebtedness. As of September 30, 2010, our subsidiaries and joint ventures had total liabilities of \$526.5 million.

Certain Covenants We and our subsidiaries will be limited in our and their ability to do the following:

incur secured indebtedness;

enter into certain sale and leaseback transactions; and

enter into certain mergers, consolidations and sales of substantially all of our assets.

The above restrictions are subject to significant exceptions. See Description of Debt Securities Consolidation, Merger and Sale of Assets, Description of Debt Securities Restrictive Covenants Limitation on Liens and Other Encumbrances and Description of Debt Securities Restrictive Covenants Restrictions on Sale and Leaseback Transactions in the accompanying prospectus.

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Optional Redemption

The notes will be redeemable prior to maturity, in whole at any time or in part from time to time, at a redemption price equal to the greater of (1) 100% of the principal amount of the notes to be redeemed or (2) the sum of the present values of the remaining scheduled payments of principal and interest thereon (exclusive of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 25 basis points.

We will also pay the accrued and unpaid interest on the principal amount being redeemed to the date of redemption.

At any time on or after three months prior to maturity, the notes will be redeemable as a whole or in part, at our option, at a redemption price equal to 100% of the principal amount of the notes to be redeemed plus accrued and unpaid interest on the notes to be redeemed to the date of redemption.

Repurchase at the Option of Holders Upon Change of Control Triggering Event

If we experience a Change of Control Triggering Event (as defined in this prospectus supplement) with respect to the notes, unless we have exercised our right to redeem the notes, each holder of notes will have the right to require us to repurchase all or a portion of such holder's notes at a price equal to 101% of the principal amount of the notes repurchased plus accrued and unpaid interest, if any, as described more fully under Description of the Notes Offer to Repurchase Upon Change of Control Triggering Event.

Sinking Fund

None.

Use of Proceeds

We expect to use the net proceeds from this offering for funding pension obligations and repayment of outstanding indebtedness. To the extent there are remaining proceeds, we may use such proceeds for general corporate purposes, which may include, among other things, working capital, capital expenditures, the repurchase of shares of common stock, additional repayment of outstanding indebtedness or acquisitions.

Conflicts of Interest

Affiliates of certain of the underwriters are lenders under our credit facilities. Because more than 5% of the net proceeds of the notes may be paid to those affiliates, this offering will be conducted in compliance with the applicable requirements of FINRA Rule 5110 and Rule 2720 of the National Association of Securities Dealers Conduct Rules (which are part of the FINRA Rules). See Underwriting Conflicts of Interest.

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Taxation	For a summary of the U.S. federal income tax considerations relating to an investment in the notes, see Certain Material United States Federal Income Tax Consequences .
Denominations	The notes will be issued in minimum denominations of \$2,000 and multiples of \$1,000 in excess thereof.
Form of Notes	We will issue the notes in the form of one or more fully registered global notes registered in the name of the nominee of The Depository Trust Company (DTC).
Further Issues	We may, without the consent of holders, issue additional series of notes on substantially identical terms to the notes offered by this prospectus supplement. Please see Description of Debt Securities - General in the accompanying prospectus for a further description.
Risk Factors	You should consider carefully all the information set forth in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein and, in particular, you should evaluate the specific factors set forth under the heading Risk Factors beginning on page S-13 of this prospectus supplement, as well as the risk factors discussed under the heading Forward-Looking Statements beginning on page S-2 of this prospectus supplement before deciding whether to invest in the notes.

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The following table sets forth summary historical consolidated financial information of Albemarle as of and for the years ended December 31, 2009, 2008 and 2007, which have been derived from our audited consolidated financial statements incorporated by reference in the accompanying prospectus, and as of and for the nine months ended September 30, 2010 and 2009, which have been derived from our unaudited consolidated financial statements incorporated by reference in the accompanying prospectus. In the opinion of our management, the unaudited consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and, in the opinion of our management, include all adjustments necessary for a fair presentation of the information set forth therein. Interim results are not necessarily indicative of full year results.

You should read the information in this table together with Management's Discussion and Analysis of Financial Condition and Results of Operations, our historical consolidated financial statements and the related notes contained in the documents incorporated by reference in the accompanying prospectus. See Where You Can Find More Information and Incorporation of Certain Documents by Reference in the accompanying prospectus.

(In Thousands)	Nine Months Ended September 30		Year Ended December 31		
	2010	2009	2009	2008	2007
Results of Operations					
Net sales	\$ 1,757,789	\$ 1,447,166	\$ 2,005,394	\$ 2,467,115	\$ 2,336,187
Costs and expenses	1,454,327	1,324,323	1,819,114	2,246,198	2,026,300
Operating profit	303,462	122,843	186,280	220,917	309,887
Interest and financing expenses	(18,059)	(18,561)	(24,584)	(38,175)	(38,332)
Other income (expenses), net	1,584	488	(1,423)	601	6,264
Income before income taxes and equity in net income of unconsolidated investments	286,987	104,770	160,273	183,343	277,819
Income tax expense (benefit)	68,917	(1,675)	(7,028)	(6,539)	55,078
Income before equity in net income of unconsolidated investments	218,070	106,445	167,301	189,882	222,741
Equity in net income of unconsolidated investments (net of tax)	29,950	17,962	22,322	23,126	24,581
Net income	248,020	124,407	189,623	213,008	247,322
Net income attributable to noncontrolling interests	(9,272)	(8,384)	(11,255)	(18,806)	(17,632)