

OCTEL CORP  
Form 8-K/A  
September 27, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington D.C., 20549

**Form 8-K/A**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date Of Report (Date Of Earliest Event Reported): 09/27/2005**

**OCTEL CORP.**

(Exact Name of Registrant as Specified in its Charter)

**Commission File Number: 1-13879**

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**98-0181725**  
(I.R.S. Employer  
Identification No.)

**Global House, Bailey Lane, Manchester, M90 4AA**  
(Address of Principal Executive Offices, Including Zip Code)

**011 44 161 498 8889**  
(Registrant's Telephone Number, Including Area Code)

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

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:

- 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(17CFR240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act(17CFR240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act(17CFR240.13e-4(c))
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Items to be Included in this Report

**Item 1.01. Entry into a Material Definitive Agreement**

Further to the Form 8-K filed by the Corporation on June 23, 2005 announcing the appointment of Paul W. Jennings as Chief Executive Officer of the Corporation and an executive member of the Board of the Corporation, the terms of his employment with the Corporation were finalised by the Compensation Committee of the Corporation on September 21, 2005 and embodied in a letter of appointment, a copy of which is attached to this report as exhibit 99.1

The information contained in this Item 1.01 and in the attached exhibit 99.1 are 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.

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**Signature(s)**

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.

Date: September 27, 2005.

By: /s/ Andrew Hartley

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Andrew Hartley  
General Counsel and Corporate Secretary

**Exhibit Index**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>     |
|---------------------------|-------------------------------|
| EX-99.1                   | LETTER OF APPOINTMENT FOR CEO |