

KEMET CORP  
Form 8-K  
February 03, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 3, 2010**

**KEMET Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**0-20289**  
(Commission File Number)

**57-0923789**  
(IRS Employer Identification No.)

**2835 KEMET Way, Simpsonville, SC**  
(Address of principal executive offices)

**29681**  
(Zip Code)

Registrant's telephone number, including area code: **(864) 963-6300**

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events**

The Company announced that it commenced a cash tender offer to purchase up to \$56,081,000 in aggregate principal amount of the Company's outstanding 2.25% Convertible Senior Notes due 2026. The tender offer is made pursuant to the Offer to Purchase dated February 3, 2010 and accompanying Letter of Transmittal dated February 3, 2010, which more fully set forth the terms and conditions of the tender offer. The tender offer will expire at 11:59 p.m., New York City time, on March 3, 2010, unless extended or earlier terminated.

The Company also announced that it intends to offer, subject to market and other conditions, \$275 million in aggregate principal amount of senior notes due 2018 to qualified institutional buyers within the United States pursuant to Rule 144A under the Securities Act and to persons outside the United States pursuant to Regulation S under the Securities Act.

Copies of the press releases announcing the cash tender offer and senior notes offering are hereby incorporated by reference and attached hereto as Exhibits 99.1 and 99.2, respectively.

**Item 9.01 Financial Statements and Exhibits**

(a.) Not Applicable

(b.) Not Applicable

(c.) Not Applicable

(d.) Exhibits

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>          |
|--------------------|--|
| 99.1               | Press Release, dated February 3, 2010. |
| 99.2               | Press Release, dated February 3, 2010. |

**Signature**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: February 3, 2010

KEMET Corporation

/s/ William M. Lowe, Jr.

William M. Lowe, Jr.

Executive Vice President and

Chief Financial Officer

INDEX TO EXHIBITS

| <b>Exhibit Number</b> | <b>Exhibit</b>                        |
|-----------------------|---------------------------------------|
| Exhibit 99.1          | Press Release, dated February 3, 2010 |
| Exhibit 99.2          | Press Release, dated February 3, 2010 |