

**UNITED STATES
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): August 11, 2025

NOVELIS INC.

(Exact name of registrant as specified in its charter)

Canada

(State or Other Jurisdiction of Incorporation)

001-32312

(Commission File No.)

98-0442987

(IRS Employer Identification No.)

3550 Peachtree Road NE, Suite 1100, Atlanta, Georgia 30326

(Address of Principal Executive Offices)

(404) 760-4000

(Registrant's Telephone Number, Including Area Code)

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 (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act: None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

On August 11, 2025, Novelis Inc. (the "Company") issued a press release announcing that its wholly-owned subsidiary, Novelis Corporation ("Novelis"), has commenced a cash tender offer (the "Tender Offer") to purchase any and all of its outstanding 3.250% Senior Notes due November 2026 (the "2026 Notes"). The full text of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information furnished in this Current Report on Form 8-K pursuant to Item 7.01 related to the Tender Offer, including Exhibit 99.1, is neither an offer to sell nor a solicitation of offers to buy any securities. The Tender Offer is being made only pursuant to the Offer to Purchase and the related Notice of Guaranteed Delivery. The Tender Offer is not being made to holders of the 2026 Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. Novelis intends, but is not obligated, to redeem any 2026 Notes that are not validly tendered.

The information included in this Current Report pursuant to Item 7.01, including the information in the press release attached as Exhibit 99.1, is being "furnished" to the Securities and Exchange Commission and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Securities Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act, except as expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

On August 11, 2025, the Company issued a press release announcing that Novelis has commenced a private offering (the "Proposed Offering") of \$750 million aggregate principal amount of senior unsecured notes due 2033 (the "Notes") in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"). The full text of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

The Notes and the related guarantees have not been, and will not be, registered under the Securities Act, or any state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and the rules promulgated thereunder.

Novelis intends to use the net proceeds from the Proposed Offering, together with cash on hand, to (i) purchase all of the outstanding \$750 million aggregate principal amount of the 2026 Notes that are validly tendered and not withdrawn pursuant to the Tender Offer and (ii) pay fees and expenses in connection with the Proposed Offering and the Tender Offer. To the extent that there are any remaining proceeds from the Proposed Offering, Novelis intends, but is not obligated, to use such proceeds to redeem the remaining 2026 Notes that are not validly tendered pursuant to the Tender Offer at the applicable optional redemption price, plus accrued and unpaid interest to, but not including, the date of redemption in accordance with the terms of the indenture governing the 2026 Notes.

There can be no assurance that Novelis will be able to complete the Proposed Offering on the terms and conditions described herein or at all.

The information furnished in this Current Report on Form 8-K pursuant to Item 8.01, including the information contained in the press release attached as Exhibit 99.2, is neither an offer to sell nor a solicitation of an offer to buy the Notes or the related guarantees in the Proposed Offering.

Forward-Looking Statements

Statements made in this Current Report on Form 8-K which describe the Company's intentions, expectations, beliefs or predictions may be forward-looking within the meaning of securities laws. Forward-looking statements include statements preceded by, followed by, or including the words "believes," "expects," "anticipates," "plans," "estimates," "projects," "forecasts," or similar expressions. Examples of forward-looking statements in this Current Report on Form 8-K are statements about the Tender Offer, the Proposed Offering and the use of proceeds from the Proposed Offering. The Company cautions that, by their nature, forward-looking statements involve risk and uncertainty and the Company's actual results could differ materially from those expressed or implied in such statements. The Company does not intend, and the Company disclaims any obligation, to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press release regarding Tender Offer, dated August 11, 2025.
99.2	Press release regarding Proposed Offering, dated August 11, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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.

NOVELIS INC.

Date: August 11, 2025

By: /s/ Christopher Courts

Name: Christopher Courts

Title: Executive Vice President and Chief Legal Officer



News Release

Novelis Announces Cash Tender Offer for Any and All of its 3.250% Senior Notes due November 2026

ATLANTA, August 11, 2025 — Novelis Inc. (the "Company") announced today that its indirect wholly-owned subsidiary, Novelis Corporation (the "Issuer") has commenced a cash tender offer to purchase any and all of its outstanding 3.250% Senior Notes due November 2026 (the "Notes").

Information related to the Notes and the tender offer is set forth in the table below.

Title of Security	CUSIP/ISIN	Outstanding Principal Amount	Tender Offer Consideration ⁽¹⁾
3.250% Senior Notes due November 2026	144A: 670001 AG1 / US670001AG19 Reg S: U6700T AE3 / USU6700TAE39 IAI: 670001 AJ5 / US670001AJ57	\$750,000,000	\$997.50

(1) Per \$1,000 principal amount of Notes validly tendered and accepted for payment. Does not include accrued and unpaid interest as described below.

The tender offer will expire at 5:00 p.m., New York City time, on August 15, 2025, unless extended or earlier terminated by the Company (such time and date, as the same may be extended or earlier terminated, the "Expiration Time"). In order to be eligible to receive the Tender Offer Consideration (as described below) for tendered Notes, holders must validly tender and not validly withdraw their Notes, or deliver a properly completed and duly executed Notice of Guaranteed Delivery for their Notes, before 5:00 p.m., New York City time, on August 15, 2025, unless extended or earlier terminated by the Issuer (the "Withdrawal Deadline"). For holders who deliver a Notice of Guaranteed Delivery and all other required documentation or prior to the Expiration Time, upon the terms and subject to the conditions set forth in the Offer to Purchase, the deadline to validly tender Notes using the Guaranteed Delivery Procedures will be the second business day after the Expiration Time and is expected to be 5:00 p.m. (New York City time) on August 19, 2025 (the "Guaranteed Delivery Date").

The "Settlement Date" will be the business day after the Expiration Time and is expected to be August 18, 2025. The "Guaranteed Delivery Settlement Date" will be the business day following the Guaranteed Delivery Date and is expected to be August 20, 2025.

The tender offer is subject to the satisfaction or waiver of certain conditions as described in the Offer to Purchase, including (1) the receipt of at least \$750 million in gross proceeds from the Company's offering of senior notes on terms acceptable to the Company in its sole discretion, and (2) certain general conditions, in each case as described in more detail in the Offer to Purchase. If any of the conditions are not satisfied, the Company may terminate the tender offer and return tendered Notes, may waive unsatisfied conditions and accept for payment and purchase all validly tendered Notes, may extend the tender offer or may otherwise amend the tender offer. The Company intends to redeem any Notes that are not purchased in the tender offer in accordance with the indenture governing the Notes as more fully described in the Offer to Purchase.

The "Tender Offer Consideration" for each \$1,000 principal amount of the Notes validly tendered and not validly withdrawn and accepted for purchase pursuant to the tender offer will be an amount equal to \$997.50, payable in cash to holders that validly tender their Notes or deliver a properly completed and duly executed Notice of Guaranteed Delivery for their Notes prior to the Expiration Time.

In addition to the applicable Tender Offer Consideration, holders whose Notes are accepted for purchase will receive a cash payment equal to the accrued and unpaid interest on such Notes from and including the most recent payment of semi-annual interest for such Notes preceding the Settlement Date to, but excluding, the Settlement Date. Interest will cease to accrue on the Settlement Date for all Notes accepted in the Tender Offer and holders whose Notes are tendered pursuant to the Guaranteed Delivery Procedures and are accepted for purchase will not receive payment in respect of any interest for the period from and including the Settlement Date.

The complete terms and conditions of the tender offer are set forth in the Offer to Purchase and the related Notice of Guaranteed Delivery that are being provided to holders of the Notes. Holders are urged to read the Offer to Purchase and Notice of Guaranteed Delivery carefully when they become available.

The Company has engaged BNP Paribas Securities Corp. to act as Dealer Manager for the tender offer. Persons with questions regarding the tender offer should contact BNP Paribas Securities Corp. toll-free at (888) 210-4358 or collect at (212) 841-3059. Requests for documents should be directed to D.F. King & Co., Inc., the Tender and Information Agent for the tender offer, at (212) 269-5550 (for banks and brokers) or (800) 967-5071 (for noteholders) or by email at LegalTeamUS@equiniti.com. Copies of the Offer to Purchase and the Notice of Guaranteed Delivery, along with any amendments and supplements thereto, may also be obtained for free at www.dfking.com/novelis.

This press release is for informational purposes only and is not an offer to purchase or a solicitation of an offer to purchase with respect to any of the Notes. The tender offer is being made pursuant to the tender offer documents, including the Offer to Purchase and Notice of Guaranteed Delivery that the Company is distributing to holders of the Notes. The tender offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities or other laws of such jurisdiction. None of the Company, the Dealer Manager, the Tender and Information Agent or their respective affiliates is making any recommendation as to whether or not holders should tender all or any portion of their Notes in the tender offer.

About Novelis

Novelis Inc. is driven by its purpose of shaping a sustainable world together. We are a global leader in the production of innovative aluminum products and solutions and the world's largest recycler of aluminum. Our ambition is to be the leading provider of low-carbon, sustainable aluminum solutions and to achieve a fully circular economy by partnering with our suppliers, as well as our customers in the aerospace, automotive, beverage packaging and specialties industries throughout North America, Europe, Asia and South America. Novelis had net sales of \$17.1 billion in fiscal year 2025. Novelis is a subsidiary of Hindalco Industries Limited, an industry leader in aluminum and copper, and the metals flagship company of the Aditya Birla Group, a multinational conglomerate based in Mumbai. For more information, visit novelis.com.

Forward-Looking Statements

Statements made in this news release which describe Novelis' intentions, expectations, beliefs or predictions may be forward-looking within the meaning of securities laws. Forward-looking statements include statements preceded by, followed by, or including the words "believes," "expects," "anticipates," "plans," "estimates," "projects," "forecasts," or similar expressions. Examples of forward-looking statements in this news release are statements about the timing and completion of the tender offer. Novelis cautions that, by their nature, forward-looking statements involve risk and uncertainty and Novelis' actual results could differ materially from those expressed or implied in such statements. Novelis does not intend, and Novelis disclaims any obligation, to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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News Release

Novelis Announces Senior Notes Offering

ATLANTA, August 11, 2025 — Novelis Inc. ("Novelis"), a leading sustainable aluminum solutions provider and the world leader in aluminum rolling and recycling, today announced that its indirect wholly-owned subsidiary, Novelis Corporation (the "Issuer"), is proposing to offer \$750 million aggregate principal amount of its senior unsecured notes due 2033 (the "Notes") in a private offering (the "Proposed Offering") that is exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"). The Notes will be guaranteed, jointly and severally, on a senior unsecured basis, by Novelis, and by certain of Novelis' subsidiaries.

The Issuer intends to use the net proceeds from the Proposed Offering, together with cash on hand, to (i) purchase all of the outstanding \$750 million aggregate principal amount of its 3.250% Senior Notes due November 2026 (the "2026 Notes") that are validly tendered and not withdrawn pursuant to the Issuer's previously announced tender offer (the "Tender Offer") and (ii) pay fees and expenses in connection with the Proposed Offering and the Tender Offer. To the extent that there are any remaining proceeds from the Proposed Offering, the Issuer intends, but is not obligated, to use such proceeds to redeem the remaining 2026 Notes that are not validly tendered pursuant to the Tender Offer at the applicable optional redemption price, plus accrued and unpaid interest to, but not including, the date of redemption in accordance with the terms of the indenture governing the 2026 Notes.

The Notes and the related guarantees have not been, and will not be, registered under the Securities Act or any state securities laws, and have not been, and will not be, offered or sold within the United States or to U.S. persons, except to persons reasonably believed to be qualified institutional buyers in reliance on the exemption from registration provided by Rule 144A under the Securities Act and to certain persons in offshore transactions in reliance on Regulation S under the Securities Act.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase any security and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any person to whom, such an offer, solicitation or sale would be unlawful. Any offers of the Notes will be made only by means of a private offering memorandum.

There can be no assurance that the Issuer will be able to complete the Proposed Offering as described herein or at all.

About Novelis

Novelis Inc. is driven by its purpose of shaping a sustainable world together. We are a global leader in the production of innovative aluminum products and solutions and the world's largest recycler of aluminum. Our ambition is to be the leading provider of low-carbon, sustainable aluminum solutions and to achieve a fully circular economy by partnering with our suppliers, as well as our customers in the aerospace, automotive, beverage packaging and specialties industries throughout North America, Europe, Asia and South America. Novelis had net sales of \$17.1 billion in fiscal year 2025. Novelis is a subsidiary of Hindalco Industries Limited, an industry leader in aluminum and copper, and the metals flagship company of the Aditya Birla Group, a multinational conglomerate based in Mumbai. For more information, visit [novelis.com](https://www.novelis.com).

Forward-Looking Statements

Statements made in this news release which describe Novelis' intentions, expectations, beliefs or predictions may be forward-looking within the meaning of securities laws. Forward-looking statements include statements preceded by, followed by, or including the words "believes," "expects," "anticipates," "plans," "estimates," "projects," "forecasts," or similar expressions. Examples of forward-looking statements in this news release are statements about the Proposed Offering of the Notes and the use of proceeds therefrom. Novelis cautions that, by their nature, forward-looking statements involve risk and uncertainty and Novelis' actual results could differ materially from those expressed or implied in such statements. Novelis does not intend, and Novelis disclaims any obligation, to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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