

**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 8.01 Other Events.

On August 11, 2025, Novelis Inc. (the "Company") issued a press release announcing the pricing of an offering (the "Private Offering") by its wholly-owned subsidiary, Novelis Corporation ("Novelis"), of \$750 million aggregate principal amount of 6.375% senior unsecured notes due August 2033 (the "Notes") in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"). The Notes were priced at par value and will bear an interest rate of 6.375% per annum.

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 expects to close the offering of the Notes on August 18, 2025, subject to the satisfaction of customary closing conditions. The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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 99.1, is neither an offer to sell nor a solicitation of an offer to buy the Notes or the related guarantees in the Private 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 Private Offering of the Notes and the use of proceeds therefrom. 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, 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.

Date: August 11, 2025

NOVELIS INC.

By: /s/ Christopher Courts

Name: Christopher Courts

Title: Executive Vice President and Chief Legal Officer



News Release

Novelis Announces Pricing of Offering of Senior Notes due August 2033

ATLANTA, August 11, 2025 — Novelis Inc., 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"), has priced an offering of \$750 million aggregate principal amount of 6.375% senior notes due in August 2033 (the "Notes"). The Notes were priced at par value and will bear an interest rate of 6.375% per annum. The Notes are being offered in a private 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 expects to close the offering of the Notes on August 18, 2025, subject to the satisfaction of customary closing conditions.

The Issuer intends to use the net proceeds from the 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 Offering and the Tender Offer. To the extent that there are any remaining proceeds from the 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 assurances that the offering of the Notes will be completed 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 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.

Media Contact:

Julie Groover

+1 404 316 7525

julie.groover@novelis.adityabirla.com

Investor Contact:

Megan Cochard

+1 404 760 4170

megan.cochard@novelis.adityabirla.com