

OCTEL CORP
Form 8-K
March 31, 2005

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): March 31, 2005

OCTEL CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdictions

of Incorporation)

1-13879
Commission File Number

98-0181725
(I.R.S. employer

identification number)

Octel Corp., Global House, Bailey Lane,

Manchester, UK
(Address of principal executive offices)

M90 4AA
(zip code)

Registrant's telephone number, including area code: 011 - 44 - 161 - 498 - 8889

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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 (see General Instruction A.2. below):

- .. 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))
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Item 8.01 Other Events

The press release dated March 31, 2005, announced the completion of a special investigation by members of Octel Corp. s Audit Committee and Corporate Governance and Nominating Committee. The press release is furnished as Exhibit 99.1 to this report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits:

- 99.1 Press Release, dated March 31, 2005, announcing the completion of a special investigation by members of Octel Corp. s Audit Committee and Corporate Governance and Nominating Committee.

SIGNATURE

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.

By: /s/ Andrew Hartley

Name: **Andrew Hartley**
Title: **Vice President and General Counsel**

Date: March 31, 2005

EXHIBIT INDEX

**Exhibit
Number**

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