GENERAL CABLE CORP /DE/
Form 424B3
June 18, 2014
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Prospectus

General Cable Corporation

OFFER TO EXCHANGE

$600,000,000 aggregate principal amount of 5.750% Senior Notes due 2022 and related guarantees, which have been registered under the Securities Act of 1933, as amended, for any and all outstanding 5.750% Senior Notes due 2022 and related guarantees

The exchange offer and withdrawal rights will expire at 5:00 p.m., New York City Time, on July 17, 2014, unless extended.

We are offering to exchange up to $600,000,000 aggregate principal amount of our new 5.750% Senior Notes due 2022, which have been registered under the Securities Act of 1933, as amended, referred to in this prospectus as the new notes, for any and all of our outstanding unregistered 5.750% Senior Notes due 2022, referred to in this prospectus as the old notes. We issued the old notes on September 25, 2012 in a transaction not requiring registration under the Securities Act. We are offering you new notes and related guarantees, with terms substantially identical to those of the old notes and related guarantees, in exchange for old notes and related guarantees in order to satisfy our registration obligations from that previous transaction. The new notes and the old notes are collectively referred to in this prospectus as the notes or the 2022 notes.

The principal terms of the exchange offer are as follows:

We will exchange new notes for all outstanding old notes that are validly tendered and not properly withdrawn prior to the expiration of the exchange offer.

You may withdraw tenders of old notes at any time prior to the expiration of the exchange offer.

The exchange offer is not subject to any minimum tender condition, but is subject to customary conditions.

The terms of the new notes are substantially identical to those of the old notes, except that the issuance of the new notes has been registered under the Securities Act and the transfer restrictions, registration rights and additional interest provisions relating to the old notes do not apply to the new notes.

The exchange of old notes for new notes pursuant to the exchange offer will not be a taxable transaction for United States federal income tax purposes. See Certain U.S. Federal Income Tax Considerations.

We will not receive any proceeds from the exchange offer.

There is no established trading market for the old notes or the new notes. We have not applied, and do not currently intend to apply, to list the new notes on any securities exchange or automated quotation system.

All untendered old notes will continue to be subject to the restrictions on transfer set forth in the old notes and the indenture governing the notes. In general, the old notes may not be offered or sold, except in a transaction registered under the Securities Act or pursuant to an exemption from the Securities Act and applicable state securities laws.

Broker-dealers that receive new notes for their own account in exchange for old notes must acknowledge in the accompanying letter of transmittal or through an agent s message that they will deliver a prospectus in connection with any resale of the new notes. Broker-dealers that acquired old notes as a result of market-making activities or other trading activities and who receive new notes in exchange for those old notes in the exchange offer may use this prospectus, as it may be supplemented or amended, in connection with the resale of those new notes. We have agreed that, for a period of up to 180 days after the expiration date of this exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any resale of the new notes. See Plan of Distribution.

See Risk Factors beginning on page 13 for a discussion of certain risks that you should consider prior to tendering your old notes for exchange.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is June 17, 2014

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You should rely only on the information contained in this prospectus. We have not authorized any other person to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. We are not making an offer to exchange new notes in any jurisdiction where it is not permitted. You should assume that the information in this prospectus is accurate only as of the date appearing on the front cover of this prospectus. Our business, financial condition, results of operations and prospects may have changed since that date.

We have not taken any action to permit an offering of the new notes outside the United States or to permit the possession or distribution of this prospectus outside the United States. Persons outside the United States who come into possession of this prospectus must inform themselves about and observe any restrictions relating to the exchange offer and the distribution of this prospectus outside of the United States.

You must comply with all applicable laws and regulations in force in any applicable jurisdiction and you must obtain any consent, approval or permission required by you for the exchange of the new notes under the laws and regulations in force in the jurisdiction to which you are subject or in which you make your exchange and we will not have any responsibility therefor.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus includes forward-looking statements. Forward-looking statements are those that predict or describe future events or trends and that do not relate solely to historical matters. You can generally identify forward-looking statements as statements containing the words believe, expect, anticipate, intend, estimate, project, plan, to or other similar expressions, although not all forward-looking statements contain these identifying words. We commonly use forward-looking statements throughout this prospectus regarding the following subjects:

- this exchange offer;
- our business strategy, plans and objectives;
- our understanding of our competition;
- market trends;
- projected sources and uses of available cash flow;
- projected capital expenditures;
- our future financial results and performance;
- potential liability with respect to legal proceedings; and
- potential effects of proposed legislation and regulatory action.

Actual results may differ materially from those discussed in forward-looking statements as a result of factors, risks and uncertainties over many of which we have no control. These factors include, without limitation:

- general economic conditions, particularly those in the construction, energy and information technology sectors;
- the volatility in the price of raw materials, particularly copper and aluminum;
- our ability to invest in product development, to improve the design and performance of our products;

economic, political and other risks of maintaining facilities and selling products in foreign countries;

domestic and local country price competition;

our ability to successfully integrate and identify acquisitions;

the impact of technology;

our ability to maintain relationships with our distributors and retailers;

the changes in tax rates and exposure to new tax laws;

our ability to adapt to current and changing industry standards;

our ability to execute large customer contracts;

our ability to maintain relationships with key suppliers;

the impact of fluctuations in foreign currency rates;

compliance with foreign and U.S. laws and regulations;

our ability to negotiate extensions of labor agreements;

possible disruptions to our information systems;

our exposure to counterparty risk in our hedging arrangements;

changes in financial impact on any future plant closures;

our ability to achieve target returns on investments in our defined benefit plans;

possible future environmental liabilities and asbestos litigation;

our ability to attract and retain key employees;

our ability to make payments on our indebtedness;

our ability to comply with covenants in our existing or future financing agreements;

lowering of one or more of our debt ratings;

our ability to maintain adequate liquidity;

our ability to maintain effective disclosure controls and procedures and internal control over financial reporting; and

other material factors.

You should not place undue reliance on our forward-looking statements because the matters they describe are subject to risks, uncertainties and other unpredictable factors, many of which are beyond our control. Our forward-looking statements are based on the information currently available to us and are applicable only as of the date on the cover of this prospectus. New risks and uncertainties arise from time to time, and it is impossible for us to predict these matters or how they may affect us. Over time, our actual results, performance or achievements will likely differ from the anticipated results, performance or achievements that are expressed or implied by our forward-looking statements, and such difference might be significant and materially adverse to our stockholders and holders of the new notes. Such factors include, without limitation, the following:

those identified under Risk Factors;

those identified from time to time in our public filings with the SEC;

the negative impact of economic slowdowns or recessions;

the effect of changes in interest rates;

- the condition of the markets for our products;

- our access to funding sources and our ability to renew, replace or add to our existing credit facilities on terms comparable to the current terms;

- the impact of new state or federal legislation or court decisions on our operations; and

- the impact of new state or federal legislation or court decisions restricting the activities of lenders or suppliers of credit in our market.

All forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the foregoing cautionary statements. All such statements speak only as of the date of this prospectus, and we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

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PROSPECTUS SUMMARY

This summary highlights information about us and the exchange offer contained in this prospectus. This summary does not contain all of the information that may be important to you. For a more complete understanding of this exchange offer, we encourage you to read this entire prospectus, including the section captioned Risk Factors, our quarterly unaudited condensed consolidated financial statements and the accompanying notes, and our annual audited consolidated financial statements and the accompanying notes, before making a decision whether to tender your old notes.

In this prospectus, the terms Company, General Cable, we, our, and us refer to General Cable Corporation and its consolidated subsidiaries, unless the context suggests otherwise. In this prospectus, we refer to our 0.875% Convertible Notes due 2013 as the 2013 notes, our Senior Floating Rate Notes due 2015 as the 2015 notes, our 7.125% Senior Notes due 2017 as the 2017 notes and our Subordinated Convertible Notes due 2029 as the 2029 notes.

General Cable Corporation

We are a global leader in the development, design, manufacture, marketing and distribution of copper, aluminum and fiber optic wire and cable products for use in the energy, industrial, construction, specialty and communications markets. We additionally engage in the design, integration, and installation on a turn-key basis for products such as high and extra-high voltage terrestrial and submarine systems. We, along with our predecessors, have served various wire and cable markets for over 150 years. With approximately 15,000 employees and 56 manufacturing facilities in 26 countries as of March 28, 2014, we sell our products worldwide through our global operations. We believe that we have a strong market position in each of the segments in which we compete due to our product, geographic and customer diversity and our ability to operate as a low-cost producer. We sell a wide variety of copper, aluminum and fiber optic wire and cable products, which we believe represents one of the most diversified product lines in the industry. As a result, we are able to offer our customers a single source for most of their wire and cable requirements.

Our operations are divided into the following three geographic segments:

- North America;
- Europe and Mediterranean; and
- Rest of World, or ROW.

The net sales in the three fiscal months ended March 28, 2014 and in fiscal year 2013 generated by each of our geographic segments (as a percentage of our total company results) were as follows:

Reportable Segment	Percentage of Net Sales For the Three Fiscal Months Ended March 28,	For the Fiscal Year Ended December 31, 2013

	2014	
North America	41%	43%
Europe and Mediterranean	26%	25%
ROW	33%	32%
Total	100%	100%

General Cable Corporation is a Delaware corporation. Our principal executive offices are located at 4 Tesseneer Drive, Highland Heights, Kentucky 41076, and our telephone number is (859) 572-8000. Our website is located at www.generalcable.com. The information included or referred to on, or accessible through, our website is not part of, or incorporated by reference into, this prospectus.

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The Exchange Offer

The following summary describes the principal terms of the exchange offer and the new notes. It does not contain all the information that may be important to you. For a more complete understanding of the terms of the exchange offer and the new notes, please refer to the sections of this prospectus entitled The Exchange Offer and Description of Notes.

Securities to Be Exchanged	On September 25, 2012, we issued and sold $600,000,000 in aggregate principal amount of old notes in a transaction that was exempt from the registration requirements of the Securities Act. As part of the offering, we entered into a registration rights agreement with the initial purchasers of the old notes, in which we agreed to, among other things, complete an exchange offer of the new notes for the old notes. The terms of the old notes and the new notes are substantially identical, except that the issuance of the new notes has been registered under the Securities Act and the transfer restrictions, registration rights and additional interest provisions relating to the old notes do not apply to the new notes. See Description of Notes.
The Exchange Offer	We are offering to exchange $600,000,000 in aggregate principal amount of the new notes and related guarantees for a like principal amount of the old notes and related guarantees to satisfy our obligations under the registration rights agreement we entered into when the old notes were issued. We will issue the new notes promptly after the expiration of the exchange offer.
Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, on July 17, 2014, unless we extend the period of time during which the exchange offer is open. The date of the expiration of the exchange offer, as it may be extended, is referred to as the expiration date. For additional information, see The Exchange Offer Expiration Date; Extensions and Amendments.
Procedures for Tendering Old Notes	To tender old notes, you must complete and sign a letter of transmittal in accordance with the instructions contained in the letter of transmittal and forward it by mail, facsimile or hand delivery, together with any other documents required by the letter of transmittal, to the exchange agent, either with the old notes to be tendered or in compliance with the specified procedures for guaranteed delivery of old notes. Certain brokers, dealers, commercial banks, trust companies and other nominees may also effect tenders by book-entry transfer. Holders of old notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee are urged to contact such person promptly if

they wish to tender old notes pursuant to the exchange offer. See The Exchange Offer How to Tender Old Notes in the Exchange Offer.

Letters of transmittal and certificates representing old notes should not be sent to us. Such documents should only be sent to the exchange agent. Questions regarding how to tender old notes and requests for information should be directed to the exchange agent. See The Exchange Offer The Exchange Agent.

Withdrawal	You may withdraw any tender of old notes in the exchange offer at or prior to 5:00 p.m., New York City time, on the expiration date, by delivering a notice of withdrawal to the exchange agent. See The Exchange Offer Withdrawal Rights for additional information.
Acceptance of Old Notes and Delivery of New Notes	Subject to the conditions stated in The Exchange Offer Conditions to the Exchange Offer, we will accept any and all old notes that are validly tendered in the exchange offer and not properly withdrawn at or prior to 5:00 p.m., New York City time, on the expiration date. The new notes issued pursuant to the exchange offer will be delivered promptly following the expiration date. For additional information, see The Exchange Offer Acceptance of Old Notes; Delivery of New Notes.
Conditions to the Exchange Offer	The exchange offer is subject to customary conditions that we may waive. See The Exchange Offer Conditions to the Exchange Offer.
Resales	Based on interpretations by the staff of the SEC, as detailed in a series of no-action letters issued to third parties, we believe that the new notes you receive in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act so long as:

- you are acquiring the new notes in the ordinary course of your business;
- you are not engaging, do not intend to engage and have no arrangement or understanding with any person to participate, in a distribution of the new notes;
- you are not an affiliate of ours; and
- you are not a broker-dealer that acquired any of its old notes directly from us.

If you fail to satisfy any of the foregoing conditions, you will not be permitted to tender your old notes in the exchange offer and you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any sale or other transfer of your old notes unless such sale is made pursuant to an exemption from such requirements.

Each broker or dealer that receives new notes for its own account in exchange for old notes that were acquired as a result of market-making or other trading activities must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of such new notes. See The Exchange Offer Resales of the New Notes.

Exchange Agent	U.S. Bank National Association has been appointed exchange agent for the exchange offer. See The Exchange Offer The Exchange Agent.
Consequences of Failure to Exchange the Old Notes	If you do not exchange your old notes in the exchange offer, your old notes will continue to be subject to the restrictions on transfer currently applicable to the old notes. In general, you may offer or sell your old notes only if they are: registered under the Securities Act and applicable state securities laws; or offered or sold under an exemption from registration under the Securities Act and applicable state securities laws. We currently do not intend to register the old notes under the Securities Act. If you do not participate in the exchange offer and other holders old notes are accepted for exchange, the trading market, if any, for the old notes would be affected adversely due to a reduction in market liquidity. Except under limited circumstances, after the exchange offer is completed, you will not be entitled to any exchange or registration rights with respect to your old notes. Under certain circumstances, certain holders of old notes (including certain holders who are not permitted to participate in the exchange offer or who do not receive freely tradeable new notes in the exchange offer) may require us to file and cause to become effective a shelf registration statement that would cover resales of old notes by those holders. See The Exchange Offer Consequences of Failure to Exchange the Old Notes.
Registration Rights Agreement	When we issued the old notes on September 25, 2012, we entered into a registration rights agreement with the initial purchasers, pursuant to which we agreed to file a registration statement with the SEC so that holders of old notes could: exchange the old notes for new notes having substantially the same terms as the old notes and evidencing the same indebtedness as the old notes; and

exchange the related old note guarantees for registered guarantees having substantially the same terms as the old note guarantees.

We and our subsidiary guarantors agreed to use our commercially reasonable efforts to cause the exchange offer to be completed within 365 days after the issuance of the old notes. Because we have not completed the exchange offer within the required time, the terms of the old notes require us to accrue additional interest on the old notes.

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	The additional interest equals 0.25% per annum for the first 90 days of delay, and an additional 0.25% per annum for each subsequent 90-day period up to a maximum increase of 1.00% per annum until the exchange offer is completed. Such interest began accruing on September 26, 2013.
	Under some circumstances set forth in the registration rights agreement, holders of old notes, including holders who are not permitted to participate in the exchange offer or who may not freely sell new notes received in the exchange offer, may require us to file and cause to become effective, a shelf registration statement covering resales of the old notes by these holders. If we fail to comply with these obligations under the registration rights agreement, we may be required to pay additional interest to the holders of the old notes.
Use of Proceeds	The exchange offer is intended to satisfy certain obligations under the registration rights agreement we entered into with the initial purchasers of the old notes. We will not receive any proceeds from the issuance of the new notes in the exchange offer. See Use of Proceeds for additional information.
Accounting Treatment	We will not recognize any gain or loss for accounting purposes upon the consummation of the exchange offer. We will amortize the expense of the exchange offer over the term of the new notes in accordance with generally accepted accounting principles, referred to as GAAP.
Certain U.S. Federal Income Tax Considerations	The exchange of your old notes for new notes will not be a taxable exchange for U.S. federal income tax purposes. **You should consult your own tax advisor as to the tax consequences to you of the exchange offer, as well as the tax consequences of ownership and disposition of the new notes.** For additional information, see Certain U.S. Federal Income Tax Considerations.

The New Notes

Issuer	General Cable Corporation
Securities	Up to $600,000,000 in aggregate principal amount of 5.750% Senior Notes due 2022. The terms of the new notes are substantially identical to those of the old notes, except that the transfer restrictions, registration rights and provisions relating to additional interest applicable to the old notes do not apply to the new notes.

Maturity Date	October 1, 2022
Interest Rate	5.750% per year
Interest Payment Dates	April 1 and October 1

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Note Guarantees

The new notes will be guaranteed on a senior unsecured basis by each of our existing and future U.S. subsidiaries that is a borrower or guarantor under our revolving credit facility or certain of our or the guarantors other indebtedness. Under certain circumstances, subsidiary guarantors may be released from their note guarantees without the consent of the holders of new notes. See Description of Notes Guarantees.

For the three fiscal months ended March 28, 2014 and the year ended December 31, 2013, our non-guarantor subsidiaries:

- represented approximately 67% and 65%, respectively, of our net sales; and
- represented approximately 114% of our operating loss and 51% of our operating income, respectively.

As of March 28, 2014, our non-guarantor subsidiaries:

- represented 74% of our total assets; and
- had $1,609.7 million of total liabilities, including trade payables but excluding intercompany liabilities.

Ranking

The new notes will be our senior unsecured obligations and will:

- rank senior in right of payment to all of our existing and future subordinated indebtedness;
- rank equally in right of payment with all of our existing and future unsecured senior indebtedness;
- be effectively subordinated to any of our existing and future secured debt, to the extent of the value of the assets securing such debt; and
- be structurally subordinated to all of the existing and future liabilities (including trade payables) of each of our subsidiaries that do not guarantee the new notes.

The new note guarantees will be the subsidiary guarantors senior unsecured obligations and will:

- rank senior in right of payment to all of the subsidiary guarantors existing and future subordinated indebtedness;

- rank equally in right of payment with all of the subsidiary guarantors existing and future unsecured senior indebtedness;

- be effectively subordinated to any of the subsidiary guarantors existing and future secured debt, to the extent of the value of the assets securing such debt; and

- be structurally subordinated to all of the existing and future liabilities (including trade payables) of each of our subsidiaries that do not guarantee the new notes.

As of March 28, 2014,

- we and our subsidiary guarantors had approximately $1,166.7 million of total indebtedness (including the old notes), of which $125.0 million was senior unsecured indebtedness ranking equally with the old notes and of which $168.4 million was subordinated to the old notes;

- of such total indebtedness, we and our subsidiary guarantors had approximately $264.3 million of secured indebtedness under our revolving credit facility (excluding an additional $28.7 million represented by letters of credit under our revolving credit facility) and had other secured indebtedness of $9.0 million to which the old notes were effectively subordinated;

- we and our subsidiary guarantors had commitments available to be borrowed under our revolving credit facility of $216.2 million (based on our borrowing base and after giving effect to $28.7 million of outstanding letters of credit) which, if borrowed, would rank senior in right of payment to the old notes; and

- our non-guarantor subsidiaries had approximately $1,609.7 million of total liabilities (including trade payables but excluding intercompany liabilities), all of which were structurally senior to the old notes, and our non-guarantor subsidiaries had aggregate undrawn availability under foreign credit facilities of $516.6 million (including, but not limited to, $187.6 million available to be borrowed by our non-guarantor subsidiaries under our revolving credit facility based on the borrowing base). In addition to this available debt capacity, as of March 28, 2014, our non-guarantor subsidiaries had approximately $175.3 million available under European accounts payable confirming arrangements with financial institutions. Any amounts borrowed under these foreign credit facilities or drawn under these accounts payable confirming arrangements would also be structurally senior to the old notes.

Optional Redemption

The notes are redeemable at our option, in whole or in part, at any time on or after October 1, 2017, at the redemption prices set forth in this prospectus, together with accrued and unpaid interest, if any, to the date of redemption. At any time prior to October 1, 2015, we may redeem up to 35% of the original principal amount of the notes with the proceeds of certain equity offerings at a redemption price of 105.750% of the principal amount of the notes, together with accrued and unpaid interest, if any, to the date of redemption.

At any time prior to October 1, 2017, we may also redeem some or all of the notes at a price equal to 100% of the principal amount of the notes, plus accrued and unpaid interest, plus a make-whole premium.

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Change of Control	Upon the occurrence of specific kinds of changes of control, you will have the right, to cause us to repurchase some or all of your notes at 101% of their face amount, plus accrued and unpaid interest to, but not including, the repurchase date. See Description of Notes Repurchase at the Option of the Holders Change of Control.
Asset Disposition Offer	If we or our restricted subsidiaries sell assets, under certain circumstances, we will be required to use the net proceeds to make an offer to purchase notes at an offer price in cash in an amount equal to 100% of the principal amount of the notes plus accrued and unpaid interest to the repurchase date. See Description of Notes Repurchase at the Option of the Holders Asset Sales.
Covenants	We issued the old notes and will issue the new notes under an indenture with U.S. Bank National Association, as trustee. The indenture governing the notes contains covenants that, among other things, limit our ability and the ability of our restricted subsidiaries to:

- incur additional indebtedness and guarantee indebtedness;
- pay dividends or make other distributions or repurchase or redeem our capital stock;
- purchase, redeem or retire certain debt;
- issue certain preferred stock or similar equity securities;
- make loans and investments;
- sell assets;
- incur liens;
- enter into transactions with affiliates;
- enter into agreements restricting our subsidiaries ability to pay dividends; and

consolidate, merge or sell all or substantially all of our assets.

These covenants are subject to a number of important exceptions and qualifications. For more details, see Description of Notes.

Absence of Public Market	The new notes are a new issue of securities and there is currently no established trading market for the new notes. We do not intend to apply for a listing of the new notes on any securities exchange or an automated dealer quotation system. Accordingly, there can be no assurance as to the development or liquidity of any market for the new notes.

Risk Factors

See Risk Factors beginning on page 13 of this prospectus for a discussion of the factors you should consider carefully before deciding to tender your old notes in the exchange offer.

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Ratio of Earnings to Fixed Charges (in millions)

Our ratio of earnings to fixed charges is set forth below.

	Three Fiscal Months Ended March 28, 2014	Year ended December 31, 2013	2012	2011	2010	2009
EARNINGS (LOSS), AS DEFINED						
Earnings (loss) from operations before income taxes and before adjustments for net income (loss) attributable to noncontrolling interests and after eliminating undistributed earnings of equity method investees	$ (361.0)	$ 27.0	$ 86.9	$ 91.4	$ 108.1	$ 79.9
Preferred stock dividend (pre-tax equivalent)		(0.3)	(0.3)	(0.3)	(0.3)	(0.3)
Fixed charges	30.5	137.0	114.6	104.7	82.1	92.7
TOTAL EARNINGS (LOSS), AS DEFINED	$ (330.5)	$ 163.7	$ 201.2	$ 195.8	$ 189.9	$ 172.3
FIXED CHARGES, AS DEFINED						
Interest expense	$ 26.5	$ 121.0	$ 103.5	$ 94.8	$ 73.7	$ 82.1
Amortization of capitalized expenses related to debt	0.9	3.9	3.3	4.4	3.3	4.5
Preferred stock dividend (pre-tax equivalent)		0.3	0.3	0.3	0.3	0.3
Interest component of rent expense	3.1	11.8	7.5	5.2	4.8	5.8
TOTAL FIXED CHARGES, AS DEFINED	$ 30.5	$ 137.0	$ 114.6	$ 104.7	$ 82.1	$ 92.7
RATIO OF EARNINGS TO FIXED CHARGES	(1)	1.2	1.8	1.9	2.3	1.9

(1) The ratio of earnings to fixed charges for the fiscal quarter ended March 28, 2014 indicated a less than one-to-one coverage and is therefore not presented. Additional earnings of $361.0 would have been required for the fiscal quarter ended March 28, 2014 to achieve a ratio of one-to-one coverage.

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RISK FACTORS

Any investment in our new notes involves a high degree of risk. You should consider the risks described below carefully and all of the information contained in this prospectus before deciding whether to tender your old notes. The risk factors discussed below are material risks and uncertainties that we know to exist. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations. If any of the following risks actually occur, our business, financial condition and results of operations would suffer, which in turn could adversely affect our ability to pay interest and principal on the notes. The risks discussed below also include forward-looking statements and our actual results may differ substantially from those discussed in those forward-looking statements. See Special Note Regarding Forward-Looking Statements.

Risks Related to the Exchange Offer

You may have difficulty selling the old notes you do not exchange.

If you do not exchange your old notes for new notes in the exchange offer, you will continue to be subject to restrictions on the transfer of your old notes as set forth in the offering memorandum distributed in connection with the private offering of the old notes. In general, the old notes may not be offered or sold unless they are registered or exempt from registration under the Securities Act and applicable state securities laws. Except as required by the registration rights agreement, we do not intend to register resales of the old notes not tendered in the exchange offer. You should refer to The Exchange Offer for information about how to tender your old notes. The tender of old notes under the exchange offer will reduce the outstanding amount of the old notes, which may have an adverse effect upon, and increase the volatility of, the trading market, if any, for the remaining old notes due to a reduction in liquidity.

You must comply with the exchange offer procedures in order to receive the new notes.

The new notes will be issued in exchange for the old notes only after timely receipt by the exchange agent of the old notes or a book-entry confirmation related thereto, a properly completed and executed letter of transmittal or an agent s message, and all other required documentation. If you want to tender your old notes in exchange for new notes, you should allow sufficient time to ensure timely delivery. Neither we nor the exchange agent is under any duty to notify you of any defects or irregularities with respect to the tenders of old notes for exchange. Old notes that are not tendered or are tendered but not accepted will, following the exchange offer, continue to be subject to the existing transfer restrictions.

You may have to comply with the registration and prospectus delivery requirements of the Securities Act in connection with resales of the new notes.

Based on the interpretations of the staff of the SEC contained in *Exxon Capital Holdings Corp*., SEC no-action letter (April 13, 1988), *Morgan Stanley & Co., Inc.*, SEC no-action letter (June 5, 1991), and *Shearman & Sterling*, SEC no-action letter (July 2, 1983), we believe that you may offer for resale, resell, or otherwise transfer the new notes without being obligated to comply with the registration and prospectus delivery requirements of the Securities Act. However, in some instances described in this prospectus under Plan of Distribution, certain holders of the new notes will remain obligated to comply with the registration and prospectus delivery requirements of the Securities Act to offer for resale, resell, or otherwise transfer the new notes. If such a holder transfers any new notes without delivering a prospectus meeting the requirements of the Securities Act or without an applicable exemption from registration under the Securities Act, such a holder may incur liability under the Securities Act. We do not and will not assume or indemnify such a holder against this liability.

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Risks Related to the Notes

Our substantial indebtedness could adversely affect our financial condition and prevent us from fulfilling our obligations under the notes.

We have a significant amount of indebtedness. As of March 28, 2014, we and our subsidiary guarantors had approximately $1,166.7 million of total indebtedness and had commitments available to be borrowed of $216.2 million under our revolving credit facility (based on our borrowing base and after giving effect to $28.7 million of outstanding letters of credit). Also, as of March 28, 2014, our non-guarantor subsidiaries had approximately $1,609.7 million of total liabilities (including trade payables but excluding intercompany liabilities) and had aggregate undrawn availability under foreign credit facilities of $516.6 million (including, but not limited to, $187.6 million available to be borrowed by our non-guarantor subsidiaries under our revolving credit facility based on the borrowing base). In addition to this available debt capacity, as of March 28, 2014, our non-guarantor subsidiaries had approximately $175.3 million available under European accounts payable confirming arrangements with financial institutions. Subject to the limits contained in the credit agreement governing our revolving credit facility, the indenture that governs the notes and our other debt instruments, we may be able to incur substantial additional debt from time to time to finance working capital, capital expenditures, investments or acquisitions, or for other purposes. If we do so, the risks related to our high level of debt could intensify. Specifically, our high level of debt could have important consequences to the holders of the notes, including the following:

- making it more difficult for us to satisfy our obligations with respect to the notes and our other debt;
- limiting our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements;
- requiring a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions and other general corporate purposes;
- increasing our vulnerability to general adverse economic and industry conditions;
- exposing us to the risk of increased interest rates as certain of our borrowings, including borrowings under the revolving credit facility, are at variable rates of interest;
- limiting our flexibility in planning for and reacting to changes in our business and in the industry in which we compete;
- limiting our future research and development;

placing us at a disadvantage compared to other, less leveraged competitors; and

increasing our cost of borrowing.

In addition, the indenture that governs the notes, the indenture that governs our 2015 notes and the credit agreement governing our revolving credit facility contain restrictive covenants that will limit our ability to engage in activities that may be in our long-term best interest. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all our debt.

We may not be able to generate sufficient cash to service all of our indebtedness, including the notes, and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or refinance our debt obligations, including the notes, depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness, including the new notes.

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If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance our indebtedness, including the notes. We may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations. The credit agreement governing the revolving credit facility, the indenture that governs our 2015 notes and the indenture that governs the notes restrict our ability to dispose of assets and use the proceeds from those dispositions and may also restrict our ability to raise debt or equity capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate those dispositions or obtain proceeds in an amount sufficient to meet any debt service obligations then due. See Description of Other Indebtedness and Description of Notes.

In addition, we conduct a substantial portion of our operations through our subsidiaries, certain of which may not be guarantors of the notes or our other indebtedness. Accordingly, repayment of our indebtedness, including the notes, is dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are guarantors of the notes or our other indebtedness, our subsidiaries do not have any obligation to pay amounts due on the notes or our other indebtedness or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness, including the notes. Each subsidiary is a distinct legal entity, and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. While the credit agreement governing the revolving credit facility, the indenture that governs our 2015 notes, and the indenture that governs the notes limit the ability of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are subject to qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness, including the notes. Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, would materially and adversely affect our financial position and results of operations and our ability to satisfy our obligations under the notes. If we cannot make scheduled payments on our debt, we will be in default and holders of the notes could declare all outstanding principal and interest to be due and payable, the lenders under the revolving credit facility could terminate their commitments to loan money, the lenders could foreclose against the assets securing their borrowings and we could be forced into bankruptcy or liquidation.

Certain portions of our debt contain prepayment or acceleration rights at the election of the holders upon a covenant default, change in control or fundamental change, which, if exercised, could constitute an event of default under other portions of our debt. We may be unable to fulfill all of these obligations simultaneously, which would adversely affect our financial position.

Despite our current level of indebtedness, we and our subsidiaries may still be able to incur substantially more debt. This could further exacerbate the risks to our financial condition described above.

We and our subsidiaries may be able to incur significant additional indebtedness in the future. Although the indenture that governs the notes, the indenture governing our 2015 notes and the credit agreement governing our revolving credit facility contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of qualifications and exceptions, and the additional indebtedness incurred in compliance with these restrictions could be substantial. If we incur any additional indebtedness that ranks equally with the notes, subject to collateral arrangements, the holders of that indebtedness, along with the holders of our 2015 notes, will be entitled to share ratably with you in any proceeds distributed in connection with any insolvency, liquidation, reorganization, dissolution or other winding up of our company. This may have the effect of reducing the amount of such proceeds paid to you. These restrictions also will not prevent us from incurring obligations that do not constitute indebtedness. In addition, as of March 28, 2014, we and our subsidiary guarantors had commitments available to be borrowed of $216.2 million under our revolving credit facility (based on our borrowing base and after giving effect to $28.7 million of outstanding letters of credit), which, if borrowed, would rank senior in right of payment to the notes. In addition, the total size of our revolving credit facility could increase in the future by up to $250.0 million. Also, as of March 28, 2014, our non-guarantor subsidiaries had aggregate undrawn availability under foreign credit facilities of $516.6 million (including, but not limited to, $187.6 million available to be borrowed by our non-guarantor subsidiaries under our revolving credit facility based on the borrowing base). In addition to this available debt capacity, as of March 28, 2014, our non-guarantor subsidiaries had approximately $175.3 million available under European accounts payable confirming arrangements with financial institutions. The borrowings under such foreign debt and the obligations under such accounts payable confirming arrangements are structurally senior to the notes. If new debt is added to our current debt levels, the related risks that we and the subsidiary guarantors now face could intensify. See Our substantial indebtedness could adversely affect our financial condition and prevent us from fulfilling our obligations under the notes, Description of Other Indebtedness and Description of Notes.

The terms of the credit agreement governing our revolving credit facility, the indenture that governs the notes and the indenture governing our 2015 notes restrict our current and future operations, particularly our ability to respond to changes or to take certain actions.

The indenture that governs the notes, the indenture governing our 2015 notes and the credit agreement governing our revolving credit facility contain a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to engage in acts that may be in our long-term best interest, including restrictions on our ability to:

- incur additional indebtedness and guarantee indebtedness;
- pay dividends or make other distributions or repurchase or redeem capital stock;
- prepay, redeem or repurchase certain debt;
- issue certain preferred stock or similar equity securities;
- make loans and investments;
- sell assets;
- incur liens;
- enter into transactions with affiliates;
- enter into agreements restricting our subsidiaries ability to pay dividends; and

consolidate, merge or sell all or substantially all of our assets.

In addition, the restrictive covenants in the credit agreement governing our revolving credit facility require us to maintain a fixed charge coverage ratio under certain circumstances. Our ability to meet such financial ratios can be affected by events beyond our control, and we may be unable to meet them. You should read the discussions under the headings Description of Notes Certain Covenants and Description of Other Indebtedness for further information about these covenants.

A breach of the covenants or restrictions under the indenture that governs the notes, under the indenture governing our 2015 notes, under the credit agreement governing our revolving credit facility or under the credit agreements or other documents governing our foreign credit facilities, as applicable, could result in an event of default under the related indebtedness. Such a default may allow the creditors to accelerate the related indebtedness and may result in the acceleration of any other debt to which a cross acceleration or cross-default provision applies. In addition, an event of default under the credit agreement governing our revolving credit facility would permit the lenders under our revolving credit facility to terminate all commitments to extend further credit under that facility. Furthermore, if we were unable to repay the amounts due and payable under our revolving credit facility, those lenders could proceed against the collateral granted to them to secure that indebtedness. In the event our lenders or noteholders accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness. As a result of these restrictions, we may be:

- limited in how we conduct our business;
- unable to raise additional debt or equity financing to operate during general economic or business downturns; or
- unable to compete effectively or to take advantage of new business opportunities.

These restrictions may affect our ability to grow in accordance with our strategy. In addition, our financial results, our substantial indebtedness and our credit ratings could adversely affect the availability and terms of our future financing.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.

Borrowings under our revolving credit facility and our 2015 notes are at variable rates of interest and expose us to interest rate risk. If interest rates were to increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing our indebtedness, will correspondingly decrease. Assuming all loans are fully drawn, each quarter point change in interest rates would result in a $2.8 million change in annual interest expense on our indebtedness under our revolving credit facility and our 2015 notes.

The new notes will be effectively subordinated to our and our subsidiary guarantors indebtedness under the revolving credit facility and our other secured indebtedness to the extent of the value of the property securing that indebtedness.

The new notes will not be secured by any of our or our subsidiary guarantors assets. As a result, the new notes and the guarantees will be effectively subordinated to our and our subsidiary guarantors indebtedness under the revolving credit facility and our other secured indebtedness with respect to the assets that secure that indebtedness. As of March 28, 2014, we and our subsidiary guarantors had approximately $264.3 million of secured indebtedness under our revolving credit facility (excluding an additional $28.7 million represented by letters of credit under our revolving credit facility). We and our subsidiary guarantors had commitments available to be borrowed under our revolving credit facility of $216.2 million (based on our borrowing base and after giving effect to $28.7 million of outstanding letters of credit). In addition, we may incur additional secured debt in the future. The effect of this subordination is that upon a default in payment on, or the acceleration of, any of our secured indebtedness, or in the event of bankruptcy, insolvency, liquidation, dissolution or reorganization of our company or the subsidiary guarantors, the proceeds from the sale of assets securing our secured indebtedness will be available to pay obligations on the new notes only after all indebtedness under the revolving credit facility and that other secured debt has been paid in full. As a result, the holders of the new notes may receive less, ratably, than the holders of secured debt in the event of our or our subsidiary guarantors bankruptcy, insolvency, liquidation, dissolution or reorganization.

The new notes will be structurally subordinated to all obligations of our existing and future subsidiaries that are not and do not become guarantors of the new notes.

The notes will be guaranteed by each of our existing and future U.S. subsidiaries that is a borrower or guarantor under our revolving credit facility or certain of our or the subsidiary guarantors other indebtedness. Except for such subsidiary guarantors of the new notes, our subsidiaries will have no obligation, contingent or otherwise, to pay amounts due under the new notes or to make any funds available to pay those amounts, whether by dividend, distribution, loan or other payment. The new notes and guarantees will be structurally subordinated to all indebtedness and other obligations of any non-guarantor subsidiary such that in the event of insolvency, liquidation, reorganization, dissolution or other winding up of any subsidiary that is not a guarantor, all of that subsidiary s creditors (including trade creditors) would be entitled to payment in full out of that subsidiary s assets before we would be entitled to any payment. As of March 28, 2014, our foreign subsidiaries that do not guarantee the new notes had approximately $1,609.7 million of total liabilities (including trade payables but excluding intercompany liabilities), all of which will be structurally senior to the new notes. In addition, as of March 28, 2014, our non-guarantor subsidiaries had aggregate undrawn availability under foreign credit facilities of $516.6 million (including, but not limited to, $187.6 million available to be borrowed by our non-guarantor subsidiaries under our revolving credit facility based on the borrowing base). In addition to this available debt capacity, as of March 28, 2014, our non-guarantor subsidiaries had approximately $175.3 million available under European accounts payable confirming arrangements with financial institutions. See Description of Other Indebtedness and Note 8 Long-Term Debt to our quarterly unaudited condensed consolidated financial statements included in this prospectus. In addition, the indenture that will govern the new notes will, subject to some limitations, permit these subsidiaries to incur additional indebtedness and will not contain any limitation on the amount of other liabilities, such as trade payables, that may be incurred by these subsidiaries. For the three fiscal months ended March 28, 2014, our non-guarantor subsidiaries represented 67% of our net sales and 114% of our operating loss, respectively, and for the year ended December 31, 2013, our non-guarantor subsidiaries represented 65% of our net sales and 51% of our operating income, respectively. As of March 28, 2014, our non-guarantor subsidiaries, represented 74% of our total assets. See Note 22 Supplemental Guarantor Condensed Financial Information to our quarterly unaudited condensed consolidated financial statements and our annual audited consolidated financial statements included in this prospectus for more information about our non-guarantor subsidiaries.

In addition, our subsidiaries that provide, or will provide, note guarantees will be automatically released from those note guarantees upon the occurrence of certain events, including the following:

- the designation of that subsidiary guarantor as an unrestricted subsidiary;
- the release or discharge of any guarantee or indebtedness that resulted in the creation of the note guarantee of the new note by such subsidiary guarantor; or
- the sale or other disposition, including the sale of substantially all the assets, of that subsidiary guarantor.

If any note guarantee is released, no holder of the new notes will have a claim as a creditor against that subsidiary, and the indebtedness and other liabilities, including trade payables and preferred stock, if any, whether secured or unsecured, of that subsidiary will be effectively senior to the claim of any holders of the new notes. See Description of Notes Guarantees.

Some of the cash that appears on our balance sheet may not be available for use in our business or to meet our debt obligations.

In some countries where we do business, local regulations require that we deposit cash in separate accounts. The cash deposits are blocked and not available for other uses in our business and will not be in accounts subject to control agreements in favor of the holders of the notes. In addition, certain countries in which we do business, such as Venezuela, have regulations that restrict our ability to send cash out of the country. See Management s Discussion and Analysis of Financial Condition and Results of Operations Venezuelan Operations. As a result, excess cash at our subsidiaries in those countries may not be available to meet obligations we have in other countries. As of March 28, 2014, approximately 99% of cash and cash equivalents were held outside the U.S. by our foreign subsidiaries. In light of the foregoing factors, the amount of cash that appears on our balance sheet may overstate the amount of liquidity we have available to meet our business or debt obligations, including obligations under the new notes.

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We may not be able to repurchase the notes upon a change of control.

Upon the occurrence of specific change of control events, we will be required to offer to repurchase all outstanding new notes at 101% of their principal amount, plus accrued and unpaid interest. Additionally, under the revolving credit facility, a change of control (as defined therein) constitutes an event of default that permits the lenders to accelerate the maturity of borrowings under the credit agreement and to terminate their commitments to lend. Also, under the indenture governing our 2029 notes, a fundamental change, which includes a change of control (as defined therein), permits the holders of the 2029 notes to require us to purchase their 2029 notes. In addition, our 2015 notes also may be repurchased at the option of the holders in connection with a change of control (as defined in the indenture governing these notes) or in connection with certain asset sales. The source of funds for any purchase of the notes, the 2015 notes and the 2029 notes, and repayment of borrowings under our revolving credit facility, is our available cash or cash generated from our subsidiaries operations or other sources, including borrowings, sales of assets or sales of equity. We may not be able to repurchase the notes upon a change of control because we may not have sufficient financial resources to purchase all of the debt securities that are tendered upon a change of control and repay our other indebtedness that will become due. If we fail to repurchase the notes in that circumstance, we will be in default under the indenture that governs the notes. We may require additional financing from third parties to fund any such purchases, and we may be unable to obtain such financing on satisfactory terms or at all. Further, our ability to repurchase the notes may be limited by law. In order to avoid the obligations to repurchase the notes, the 2015 notes, and the 2029 notes, and events of default and potential breaches of the credit agreement governing our revolving credit facility, we may have to avoid certain change of control transactions that would otherwise be beneficial to us.

In addition, certain important corporate events, such as leveraged recapitalizations, may not, under the indenture that governs the notes, constitute a change of control that would require us to repurchase the notes, even though those corporate events could increase the level of our indebtedness or otherwise adversely affect our capital structure, credit ratings or the value of the notes. See Description of Notes Repurchase at the Option of the Holders Change of Control.

The exercise by the holders of notes of their right to require us to repurchase the notes pursuant to a change of control offer could cause a default under the agreements governing our other indebtedness, including future agreements, even if the change of control itself does not, due to the financial effect of such repurchases on us. In the event a change of control offer is required to be made at a time when we are prohibited from purchasing notes, we could attempt to obtain a consent to the purchase of the notes or refinance the borrowings that contain such prohibitions. If we do not obtain a consent or refinance those borrowings, we will remain prohibited from purchasing notes. In that case, our failure to purchase tendered notes would constitute an event of default under the indenture which could, in turn, constitute a default under our other indebtedness. Finally, our ability to pay cash to the holders of notes upon a repurchase may be limited by our then existing financial resources.

Holders of the notes may not be able to determine when a change of control giving rise to their right to have the notes repurchased has occurred following a sale of substantially all of our assets.

One of the circumstances under which a change of control may occur is upon the sale or disposition of all or substantially all of our assets. There is no precise established definition of the phrase substantially all under applicable law and the interpretation of that phrase will likely depend upon particular facts and circumstances. Accordingly, the ability of a holder of notes to require us to repurchase the holder s notes as a result of a sale of less than all of our assets to another person may be uncertain.

Federal and state fraudulent transfer laws may permit a court to void the notes and/or the note guarantees, and if that occurs, you may not receive any payments on the notes.

Federal and state fraudulent transfer and conveyance statutes may apply to the issuance of the notes and the incurrence of the guarantees of the notes. Under federal bankruptcy law and comparable provisions of state

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fraudulent transfer or conveyance laws, which may vary from state to state, the notes or the note guarantees could be voided as a fraudulent transfer or conveyance if we or any of the subsidiary guarantors, as applicable, (a) issued the notes or incurred the note guarantees with the intent of hindering, delaying or defrauding creditors or (b) received less than reasonably equivalent value or fair consideration in return for either issuing the notes or incurring the note guarantees and, in the case of (b) only, one of the following is also true at the time thereof:

- we or any of the subsidiary guarantors, as applicable, were insolvent or rendered insolvent by reason of the issuance of the notes or the incurrence of the note guarantees;

- the issuance of the notes or the incurrence of the note guarantees left us or any of the subsidiary guarantors, as applicable, with an unreasonably small amount of capital or assets to carry on the business;

- we or any of the subsidiary guarantors intended to, or believed that we or such subsidiary guarantor would, incur debts beyond our or such subsidiary guarantor s ability to pay as they mature; or

- we or any of the subsidiary guarantors were a defendant in an action for money damages, or had a judgment for money damages docketed against us or the subsidiary guarantor if, in either case, the judgment is unsatisfied after final judgment.

As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or a valid antecedent debt is secured or satisfied. A court would likely find that a subsidiary guarantor did not receive reasonably equivalent value or fair consideration for its note guarantee to the extent the subsidiary guarantor did not obtain a reasonably equivalent benefit directly or indirectly from the issuance of the notes. We cannot be certain as to the standards a court would use to determine whether or not we or the subsidiary guarantors were insolvent at the relevant time or, regardless of the standard that a court uses, whether the notes or the note guarantees would be subordinated to our or any of our subsidiary guarantors other debt. In general, however, a court would deem an entity insolvent if:

- the sum of its debts, including contingent and unliquidated liabilities, was greater than the fair saleable value of all of its assets;

- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

- it could not pay its debts as they became due.

If a court were to find that the issuance of the notes or the incurrence of a note guarantee was a fraudulent transfer or conveyance, the court could void the payment obligations under the notes or that note guarantee, could subordinate the notes or that note guarantee to presently existing and future indebtedness of ours or of the related subsidiary guarantor or could require the holders of the notes to repay any amounts received with respect to that note guarantee. In the event of a finding that a fraudulent transfer or conveyance occurred, you may not receive any repayment on the notes. Further, the avoidance of the notes could result in an event of default with respect to our and our subsidiaries other debt that could result in acceleration of that debt. Finally, as a court of equity, the bankruptcy court may subordinate the claims in respect of the notes to other claims against us under the principle of equitable subordination if the court determines that (1) the holder of notes engaged in some type of inequitable conduct, (2) the inequitable conduct resulted in injury to our other creditors or conferred an unfair advantage upon the holders of notes and (3) equitable subordination is not inconsistent with the provisions of the bankruptcy code.

There is no established trading market for the new notes and you may be unable to resell the new notes for an extended period of time.

There is no existing trading market for the new notes. We cannot assure you that an active trading market will develop for the new notes. We do not intend to apply for listing of the new notes on any securities exchange.

If a market for the new notes does not develop, you may not be able to resell your new notes for an extended period of time, if at all. Moreover, if markets for the new notes do develop in the future, we cannot assure you that these markets will continue indefinitely or that the new notes can be sold at a price equal to or greater than their purchase price. Historically, the market for non-investment grade debt has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the new notes. The market for the new notes, if any, may be subject to similar disruptions. Any such disruptions may materially adversely affect the prices at which you may sell your new notes.

A downgrade in our financial strength or credit ratings could limit our ability to conduct our business or offer and sell additional debt securities.

Nationally recognized rating agencies currently rate our debt. Ratings are not recommendations to buy or sell our securities. We may, in the future, incur indebtedness with interest rates that may be affected by changes in or other actions associated with our credit ratings. Each of the rating agencies reviews its ratings periodically and previous ratings for our debt may not be maintained in the future. Rating agencies may also place us under review for potential downgrade in certain circumstances or if we seek to take certain actions. A downgrade of our debt ratings or other negative action, such as a review for a potential downgrade, could affect the market price of our existing 2015 notes or our 2029 notes or the notes. Furthermore, these events may negatively affect our ability to raise additional debt with terms and conditions similar to our current debt, and accordingly, likely increase our cost of capital. In addition, a downgrade of these ratings, or other negative action, could make it more difficult for us to raise capital to refinance any maturing debt obligations to support business growth and to maintain or improve the current financial strength of our business and operations.

Any future lowering of our ratings likely would make it more difficult or more expensive for us to obtain additional debt financing. If any credit rating initially assigned to the notes is subsequently lowered or withdrawn for any reason, you may not be able to resell your notes without a substantial discount.

Risks Related to Our Business

Our net sales, net income and growth depend largely on the economic strength of the geographic markets that we serve, and if these markets become weaker, we could experience decreased sales and net income.

Many of our customers use our products as components in their own products or in projects undertaken for their customers. Our ability to sell our products is largely dependent on general economic conditions, including end user spending on power transmission and distribution infrastructures, industrial manufacturing assets, new construction and building, information technology and maintaining or reconfiguring their communications networks. In periods of negative or no economic growth, we would likely experience a decrease in sales and net income.

Volatility in the price of copper and aluminum and other raw materials, as well as fuel and energy, could adversely affect our businesses.

The costs of copper and aluminum, the most significant raw materials we use, have been subject to considerable volatility caused by supply conditions, weather, political and economic variables as well as other unknown and unpredictable variables. Other raw materials such as fuel and energy have additionally been subject to considerable volatility.

We typically pass these changes in copper and aluminum prices along to our customers, although there are timing delays of varying lengths depending upon the volatility of metals prices, the type of product, competitive conditions, pricing mechanisms and particular customer arrangements. Although the general trends are detailed in Business Raw Materials, included elsewhere in this prospectus, there is no exact future measure of the effect of the change of raw material cost inputs due to the unique set of selling variables and the high volume of transactions in any given period, each of which involves numerous individual pricing decisions. To help reduce this volatility, we have implemented pricing mechanisms and hedge a portion of our metal purchases when there is a firm price commitment for a future delivery.

In addition, we may be required to recognize an expense to record our inventory at market value, which would negatively impact our financial results. Although we attempt to recover copper and aluminum and other raw material price changes either in the selling price of our products or through commodity hedging programs, there is no assurance that we can do so successfully or at all in the future.

The markets for our products are highly competitive, and if we fail to successfully invest in product development, productivity improvements and customer service and support, sales of our products could be adversely affected.

The markets for copper, aluminum and fiber optic wire and cable products are highly competitive and some of our competitors may have greater financial resources than we have. We compete with at least one major competitor with respect to each of our business segments. Many of our products are made to common specifications and, therefore, may be interchangeable with competitors products. Accordingly, we are subject to competition in many markets on the basis of price, quality, breadth of product line, inventory, delivery time, customer service, the environmental impact of our products, and the ability to meet the customer s needs.

We believe that competitors will continue to improve the design and performance of their products and to introduce new products with competitive price and performance characteristics. We expect that we will be required to continue to invest in product development, productivity improvements and customer service and support in order to compete in our markets. Furthermore, an increase in imports of competing products could adversely affect our sales on a region by region basis.

Our business is subject to the economic, political and other risks of maintaining facilities and selling products in foreign countries.

During the fiscal quarter ended March 28, 2014, approximately 59% of our sales and approximately 68% of our assets were in markets outside of North America. Our operations outside of North America reported operating cash outflows of approximately $63.6 million during the fiscal quarter ended March 28, 2014. During the year ended December 31, 2013, approximately 57% of our sales and approximately 71% of our assets were in markets outside of North America. Our operations outside of North America reported operating cash outflows of approximately $76.8 million during fiscal 2013. Some of our facilities, in particular, certain locations such as Algeria, Angola, Egypt, India, Pakistan, the Philippines, Thailand, and Venezuela, among others, are at higher risk of being targets of economic and political destabilization, international conflicts, restrictive actions by foreign governments, nationalizations or expropriations, changes in regulatory requirements, the difficulty of effectively managing diverse global operations, terrorist activities, natural disasters, adverse foreign tax laws and the threat posed by potential pandemics in countries that do not have the resources necessary to deal with such outbreaks. Our financial results may be adversely affected by the enactment of exchange controls or foreign governmental or regulatory restrictions on the transfer of funds. In addition, negative tax consequences relating to the repatriation of certain foreign income may adversely affect our cash flows. Over time, we intend to continue to expand our foreign operations, which would serve to exacerbate these risks and their potential effect on our business, financial position and results of operations. Economic and political developments in the countries in which we have operations, including future economic changes or crises (such as inflation, currency devaluation or recession), government deadlock, political instability, political activism, terrorist activities, civil strife, international conflicts, changes in laws and regulations and expropriation or nationalization of property or other resources, could impact our operations or the market value of our common stock and have an adverse effect on our business, financial condition and results of operations.

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In each of our markets, we face pricing pressures. Such pricing pressures could adversely affect our results of operations and financial performance.

We face pricing pressures in each of our markets as a result of significant competition or over-capacity. In order to respond to these pricing pressures, we continually work toward reducing our costs through improving our processes and productivity. In the event we are unable to implement cost reduction measures that are designed to improve our manufacturing techniques and processes, we may not achieve desired efficiency or productivity levels or reduce our manufacturing costs. In addition, productivity increases are related in part to factory utilization rates. Decreases in utilization rates may adversely impact productivity. Further pricing pressures, without offsetting cost reductions, could adversely affect our results of operations and financial performance.

Growth through acquisition has been a significant part of our strategy and we may not be able to successfully identify, obtain or integrate acquisitions.

Growth through acquisition has been, and is expected to continue to be, a significant part of our strategy. We regularly evaluate possible acquisition candidates. There can be no assurance that we will be successful in identifying, financing and closing acquisitions at favorable prices and terms. Potential acquisitions may require us to issue additional shares of stock or obtain additional or new financing. The issuance of shares of our common or preferred stock in connection with potential acquisitions may dilute the value of shares held by our then existing equity holders. Further, there can be no assurance that we will be successful in integrating any such acquisitions that are completed. Integration of any such acquisitions may require substantial management, financial and other resources and may pose risks with respect to production, customer service and market share of our existing operations. In addition, we may acquire businesses that are subject to technological or competitive risks, and we may not be able to realize the benefits originally expected from such acquisitions.

Alternative technologies, such as fiber optic and wireless technologies, may make some of our products less competitive.

Alternative technologies continue to have an adverse effect on elements of our business. For example, a continued increase in the rate of installations using fiber optic systems, an increase in the cost of copper-based systems, or advancing wireless technologies, as they relate to network and communications systems, may have an adverse effect on our business. While we do manufacture and sell fiber optic cables, any further acceleration in the erosion of our sales of copper cables due to increased market demand for fiber optic cables would most likely not be offset by an increase in sales of our fiber optic cables. In addition, our sales of copper premise cables currently face downward pressure from wireless and other similar technology and the increased acceptance and use of these technologies has increased this pressure and the potential negative impact on our future financial results, cash flows or financial position.

We are substantially dependent upon distributors and retailers for non-exclusive sales of our products and they could cease purchasing our products at any time.

Distributors and retailers account for a material portion of our sales. These distributors and retailers are not contractually obligated to carry our product lines exclusively or for any period of time. Therefore, these distributors and retailers may purchase products that compete with our products or cease purchasing our products at any time. The loss of one or more large distributors or retailers could have a material adverse effect on our ability to bring our products to end users and on our results of operations. Moreover, a downturn in the business of one or more large distributors or retailers could adversely affect our sales and could create significant credit exposure.

Changes in our tax rates or exposure to new tax laws could impact our profitability.

We are subject to income tax in the United States and in various other global jurisdictions. Our effective tax rate could be adversely affected by changes in the mix of earnings by jurisdiction and the valuation of deferred tax assets and liabilities. Our effective tax rate could also be adversely affected by changes in tax laws. For example, certain versions of recent U.S. tax reform proposals could, if enacted, significantly impact the taxation of U.S. based multinationals and could have a material impact on our tax expense and cash flows. In addition, we are subject to audits in various jurisdictions. Although we believe that our tax estimates are reasonable and appropriate, there are significant uncertainties in these estimates and as a result of these estimates there could be material adjustments. As a result of ongoing or possible future tax audits, we may be required to pay additional taxes and/or penalties as a result of such tax audits, which could have a potential negative impact on our future financial results, cash flows and financial position.

Changes in industry standards and regulatory requirements may adversely affect our business.

Our global business is subject to the requirements of federal, state, local and foreign regulatory authorities as well as industry standard-setting authorities. Changes in the standards and requirements imposed by such authorities could have an adverse effect on us. In the event that we are unable to meet any such new or modified standards when adopted, our business could be adversely affected.

In addition, changes in the legislative environment could affect the growth and other aspects of important markets served by us. The wire and cable industry growth has been partially driven by energy related legislation, including alternative and renewable energy sources, investment incentives for utilities and government infrastructure spending. Although we believe legislative efforts overall have had a positive impact on our business and financial results, we cannot be certain that this impact will continue. Further, we cannot predict the impact, either positive or negative, that changes in laws or industry standards may have on our future financial results, cash flows or financial position.

Failure to properly execute large customer projects may negatively impact our ability to obtain similar contracts in the future and may result in material financial penalties.

In recent years, primarily in Europe, we have been awarded several large turn-key projects for specific customers. These projects involve numerous challenges associated with large long-term contracts and the contracts related to these projects generally include material financial penalties for non-performance on our part. We actively seek to increase our market share through successful execution of contracts for medium-voltage infield array projects and high-voltage export projects as well as underground terrestrial high-voltage projects. In addition, the terrestrial and submarine transmission cable markets in Europe, which are being driven by large investments in grid interconnections and alternative energy such as offshore wind power, represent an attractive long-term opportunity for us. The successful execution of large turn-key projects is important to our long-term success in this market.

Interruptions of supplies from key suppliers may affect our results of operations and financial performance.

Interruptions of supplies from our key suppliers, including that from catastrophes such as hurricanes, earthquakes, floods or terrorist activities, could disrupt production or impact our ability to increase or maintain production and sales. All copper and aluminum rod used in our North American operations is externally sourced, and our largest supplier of copper rod accounted for approximately 70% of our North American purchases in the three fiscal months ended March 28, 2014 while our largest supplier of aluminum rod accounted for approximately 30% of our North American purchases in the three fiscal months ended March 28, 2014. Our European operations purchase copper and aluminum rod from many suppliers with each supplier generally providing a small percentage of the total copper and aluminum rod purchased while operations in ROW internally produce the majority of copper and aluminum rod for production needs and obtain cathode and ingots

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from various sources with each supplier generally providing a small percentage of the total amount of raw materials purchased. Any unanticipated problems with our copper or aluminum rod suppliers could have a material adverse effect on our business. Additionally, we use a limited number of sources for most of the other raw materials that we do not produce. We do not have long-term or volume purchase agreements with most of our suppliers, and may have limited options in the short-term for alternative supply if these suppliers fail to continue the supply of material or components for any reason, including their business failure, inability to obtain raw materials or financial difficulties. Moreover, identifying and accessing alternative sources may increase our costs.

We source and sell products globally and are exposed to fluctuations in foreign currency exchange rates.

We manufacture and sell products and finance operations throughout the world and are exposed to the impact of foreign currency fluctuations on our results of operations. Also, our consolidated financial results are presented in U.S. dollars; therefore, a change in the value of currencies may adversely impact our financial statements after currency remeasurements and translation to U.S. dollars. In addition, devaluations of currencies, such as the devaluation of the Venezuelan bolivar, could negatively affect the value of our earnings from, and the assets located, in those markets.

Effective with the fiscal quarter ended March 28, 2014, we expect that the majority of our Venezuelan subsidiary s net monetary assets will be remeasured at the SICAD 1 rate. In applying the SICAD 1 exchange rate of 10.8 BsF per U.S. dollar to certain of our monetary assets and liabilities, we recorded a devaluation charge of $83.1 million for the three fiscal months ended March 28, 2014. See Management s Discussion and Analysis of Financial Condition and Results of Operations Venezuelan Operations and Note 21 Venezuelan Operations to our quarterly unaudited condensed consolidated financial statements included in this prospectus for additional information.

Compliance with foreign and U.S. laws and regulations applicable to our international operations, including the Foreign Corrupt Practices Act, or FCPA, other applicable anti-corruption laws and anti-competition regulations, may increase the cost of doing business in international jurisdictions.

Various laws and regulations associated with our current international operations are complex and increase our cost of doing business. Furthermore, these laws and regulations expose us to fines and penalties if we fail to comply with them. These laws and regulations include import and export requirements, anti-competition regulations, U.S. laws such as the FCPA, and local laws prohibiting payments to governmental officials and other corrupt practices. Although we have implemented policies and procedures designed to ensure compliance with these laws, there can be no assurance that our employees, contractors and agents will not take actions in violation of our policies, particularly as we expand our operations through organic growth and acquisitions. Any such violations could subject us to civil or criminal penalties, including material fines or prohibitions on our ability to offer our wire and cable products in one or more countries, and could also materially damage our reputation, brand, international expansion efforts, business and operating results. In addition, if we fail to address the challenges and risks associated with our international expansion and acquisition strategy, we may encounter difficulties implementing our strategy, which could impede our growth or harm our operating results.

We are in the process of reviewing certain commission payments made by our subsidiary in Angola. The review is being conducted under the oversight of the Audit Committee of the Board of Directors and with the assistance of external counsel. Due to the ongoing nature of the review, we have not yet been able to determine whether such commission payments were inconsistent with applicable U.S. or international laws and regulations. Based on the information gathered to date, we cannot predict the duration or the outcome of this review. If there is a finding that one or more payments were inconsistent with applicable laws or regulations, we may be subject to monetary or other sanctions, which could be material.

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Failure to negotiate extensions of our labor agreements as they expire may result in a disruption of our operations.

As of December 31, 2013, approximately 33% of our employees were represented by various labor unions of which 28% expire within the next twelve months.

We are party to labor agreements with unions that represent employees at many of our manufacturing facilities. Labor agreements are generally negotiated on an annual or bi-annual basis and the risk exists that we may not be able to renew labor agreements on reasonably satisfactory terms or at all. We cannot predict what issues may be raised by the collective bargaining units representing our employees and, if raised, whether negotiations concerning such issues will be successfully concluded. A protracted work stoppage could result in a disruption of our operations which could, in turn, adversely affect our financial results, customer satisfaction, and our ability to deliver certain products.

Failure or disruptions of our information systems could interfere with our business and operations.

We rely on our information systems and those of third parties for processing customer orders, shipment of products, billing our customers, tracking inventory, supporting accounting functions and financial statement preparation, paying our employees, and otherwise running our business. Any disruption, whether from hackers or other sources, in our information systems or those of the third parties upon whom we rely could have a significant impact on our business. In addition, we may need to enhance our information systems to provide additional capabilities and functionality. The implementation of new information systems and enhancements is frequently disruptive to the underlying business of an enterprise. Any disruptions affecting our ability to accurately report our financial performance on a timely basis could adversely affect our business in a number of respects. If we are unable to successfully implement potential future information systems enhancements, our financial position, results of operations, and cash flows could be negatively impacted.

Increased IT security threats and more sophisticated computer crime, including advanced persistent threats, pose a potential risk to the security of our IT systems, networks and services, as well as the confidentiality, availability and integrity of our data. If the IT systems, networks or service providers we rely upon fail to function properly, or if we suffer a loss or disclosure of business or financial information, due to any number of causes, including catastrophic events, power outages and security breaches, and our business continuity plans do not effectively address these failures on a timely basis, we may suffer interruptions in our ability to manage operations, reputational, competitive and/or business harm, which may adversely impact our results of operations and/or financial condition.

We are exposed to counterparty risk in our hedging arrangements.

We are exposed to counterparty risk in our hedging arrangements. The failure of one or more counterparties to our hedging arrangements to fulfill or renew their obligations to us could adversely affect our results of operations. At times, depending on the extent of any unrealized loss position(s) on a derivative contract(s), certain counterparties may require us to post collateral to secure our derivative contract positions.

As a result of market and industry conditions or in the event we close any of our manufacturing facilities, we may be required to recognize impairment charges for our long-lived assets, including goodwill.

As of March 28, 2014, property, plant and equipment, goodwill and other intangible assets account for approximately $1,187.8 million, or 28% of our total assets. In accordance with generally accepted accounting principles, we periodically assess our long-lived assets to determine if they are impaired. The testing for impairment is based on assumptions regarding our future business outlook as well as other factors. While we continue to review and analyze many factors that can impact our business, such as industry and economic trends, our analyses are subjective and are based on conditions existing at and trends leading up to the time the assumptions are made. Actual results could differ materially from these assumptions particularly in the event of disruptions to our business, unexpected significant changes or planned changes in the use of assets or divestitures or expropriations of assets. Due to events in Venezuela including recent changes to the currency exchange system, restrictive pricing controls, ongoing labor negotiations and lingering social unrest as well as the significant decline in our stock price during the three fiscal months ended March 28, 2014, we recognized a goodwill impairment charge of $155.1 million and an impairment charge of $93.4 million for the indefinite-lived tradename associated with the PDIC reporting unit. See Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and Estimates Long-Lived Assets, Goodwill and Impairment and Note 6 Goodwill and Other Intangible Assets to our quarterly unaudited condensed consolidated financial statements included in this prospectus for additional information. Future impairment charges could significantly affect our results of operations in the period recognized.

Declining returns in the investment portfolio of our defined benefit pension plans and changes in actuarial assumptions could increase the volatility in our pension expense and require us to increase cash contributions to the plans.

We sponsor defined benefit pension plans around the world. Pension expense for the defined benefit pension plans sponsored by us is determined based upon a number of actuarial assumptions, including an expected long-term rate of return on assets and discount rate. The use of these assumptions makes our pension expense and our cash contributions subject to year-to-year volatility. As of December 31, 2013, 2012 and 2011, the defined benefit pension plans were underfunded by approximately $118.3 million, $163.7 million and $114.7 million, respectively, based on the actuarial methods and assumptions utilized for purposes of the applicable accounting rules and interpretations. We have experienced volatility in our pension expense and our cash contributions to our defined benefit pension plans. In 2013, pension expense was $20.6 million, an increase of approximately $0.5 million from 2012, and cash contributions were $11.2 million, an increase of approximately $2.7 million from 2012. Pension expense for our defined benefit pension plans for the three fiscal months ended March 28, 2014 was $3.7 million and cash contributions were approximately $3.3 million. We estimate our 2014 pension expense for our defined benefit plans will decrease to approximately $14.9 million. In the event that actual results differ from the actuarial assumptions or the actuarial assumptions are changed, the funded status of our defined benefit pension plans may change and any such deficiency could result in additional charges to equity and an increase in our future pension expense and cash contributions. See Note 11 Employee Benefit Plans to our quarterly unaudited condensed consolidated financial statements and Note 12 Employee Benefit Plans to our annual audited consolidated financial statements included in this prospectus for additional information.

Environmental liabilities could potentially adversely impact us and our affiliates.

We are subject to federal, state, local and foreign environmental protection laws and regulations governing our operations and the use, handling, disposal and remediation of hazardous substances currently or formerly used by us and our affiliates. A risk of environmental liability is inherent in our and our affiliates current and former manufacturing activities in the event of a release or discharge of a hazardous substance generated by us or our affiliates. Under certain environmental laws, we could be held jointly and severally responsible for the remediation of any hazardous substance contamination at our current and former facilities and at third party waste disposal sites. We could also be held liable for any consequences arising out of human exposure to such substances or other environmental damage. We and our affiliates have been named as potentially responsible parties in proceedings that involve environmental remediation. There can be no assurance that the costs of complying with environmental, health and safety laws and requirements in our current operations or the liabilities arising from past releases of, or exposure to, hazardous substances, will not result in future expenditures by us that could materially and adversely affect our financial results, cash flows or financial condition.

We are subject to certain asbestos litigation and unexpected judgments or settlements that could have a material adverse effect on our financial results.

Our subsidiaries have been named as defendants in non-maritime asbestos cases which involve plaintiffs alleging exposure to asbestos-containing cable manufactured by our predecessors. Our subsidiaries have also been named, along with numerous other product manufacturers, as defendants in cases in which plaintiffs alleged that they suffered an asbestos related injury while working in the maritime industry. See Business Legal Proceedings included elsewhere in this prospectus for a summary of our outstanding asbestos related litigation. There can be no assurance that any judgments or settlements of the pending asbestos cases or any cases which may be filed in the future will not have a material adverse effect on our financial results, cash flows or financial position.

If we fail to attract and retain our key employees, our business may be harmed.

Our success has been largely dependent on the skills, experience and efforts of our key employees and the loss of the services of any of our executive officers or other key employees, without a properly executed transition plan, could have an adverse affect on us. The loss of any member of our senior management team or our key employees could damage critical customer relationships, result in the loss of vital knowledge, experience and expertise, could lead to increase in recruitment and training costs and make it more difficult to successfully operate our business and execute our business strategy. See Executive Compensation Compensation Discussion and Analysis Changes in 2014 Executive Officers. We may not be able to find qualified potential replacements for these individuals and the integration of potential replacements may be disruptive to our business. In addition, the loss of our key employees who have intimate knowledge of our manufacturing process could lead to increased competition to the extent that those employees are hired by a competitor and are able to recreate our manufacturing process. Our future success will also depend in part upon our continuing ability to attract and retain highly qualified personnel, who are in great demand.

If we fail to comply with the reporting obligations of the Exchange Act or if we fail to maintain adequate internal control over financial reporting, our business, the market value of our securities and our access to capital markets could be materially adversely affected.

As a public company, we are required to comply with the periodic reporting obligations of the Securities Exchange Act of 1934, as amended, referred to as the Exchange Act, including the requirement that we file annual reports and quarterly reports with the SEC. Our failure to file required information in a timely manner could subject us to penalties under federal securities laws, expose us to additional lawsuits, create a default under our existing debt instruments and facilities, and restrict our ability to access financing. In addition, our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with GAAP. However, our management within the past two years has identified control deficiencies that constituted material weaknesses. These material weaknesses resulted in material errors that caused us to issue, in March 2013, restated consolidated financial statements as of December 31, 2011 and 2010 and for the years ended December 31, 2011, 2010 and 2009, and unaudited restated financial statements for interim periods in 2011 and interim periods ended on March 30, 2012 and June 29, 2012, and, to issue, in January 2014, restated consolidated financial statements as of December 31, 2012, 2011 and 2010 and for the years ended December 31, 2012, 2011, 2010 and 2009, and unaudited restated financial statements for interim periods in 2011 and 2012 and the interim period ended on March 29, 2013. In addition two civil complaints were filed in the United States District Court for the Southern District of New York on October 21, 2013 and December 4, 2013 by named plaintiffs, on behalf of purported classes of persons who purchased or otherwise acquired our publicly traded securities, against us, Gregory Kenny, our President and Chief Executive Officer, and Brian Robinson, our Executive

Vice President and Chief Financial Officer. On our motion, the complaints were transferred to the United States District Court for the Eastern District of Kentucky, the actions were consolidated, and a consolidated complaint was filed in that Court on May 20, 2014 by City of Livonia Employees Retirement System, as lead plaintiff on behalf of a

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purported class of all persons or entities who purchased our securities between November 3, 2010 and October 14, 2013. The complaint alleges claims under the antifraud and controlling person liability provisions of the Exchange Act, alleging generally, among other assertions, that we employed inadequate internal financial reporting controls that resulted in, among other things, improper revenue recognition, understated cost of sales, overstated operating income, net income and earnings per share, and the failure to detect inventory lost through theft; that we issued materially false financial results that had to be restated on two occasions; and that statements of Messrs. Kenny and Robinson that they had tested and found effective General Cable s internal controls over financial reporting and disclosure were false. The complaint alleges that as a result of the foregoing, our stock price was artificially inflated and the plaintiffs suffered damages in connection with their purchase of our stock. The complaint seeks damages in an unspecified amount; reasonable costs and expenses, including counsel and experts fees; and such equitable injunctive or other relief as the Court deems just and proper. In addition, a derivative complaint was filed on January 7, 2014 in the Campbell County, Kentucky Circuit Court against all but one member of our Board of Directors, including Mr. Kenny, two former directors and against Mr. Robinson and two former ROW officials, one of whom is our former executive officer. The complaint alleges that the defendants breached their fiduciary duties by knowingly failing to ensure that we implemented and maintained adequate internal controls over our accounting and financial reporting functions and by knowingly disseminating to stockholders materially false and misleading statements concerning our financial results and internal controls. The complaint seeks damages in an unspecified amount, appropriate equitable relief to remedy the alleged breaches of fiduciary duty, attorney s fees, experts fees and other costs. We believe the purported class action complaints, and the derivative complaint insofar as it relates to our directors and Mr. Robinson, are without merit and intend to vigorously contest the actions.

In response to the material weaknesses identified by us, we instituted a number of actions and designed and commenced implementation of changes in our internal control over financial reporting. Based on the actions, our management concluded that the material weakness related to inventory control deficiencies in Brazil and control deficiencies related to ROW executive management have been remediated as of December 31, 2013. We cannot provide assurance that we have identified all, or that we will not in the future have additional, material weaknesses in our internal control over financial reporting. As a result, we may be required to implement further remedial measures and to design enhanced processes and controls to address deficiencies, which could result in significant costs to us and require us to divert substantial resources, including management time, from other activities. If we identify material weaknesses or fail to maintain adequate internal controls over financial reporting in the future, we may not be able to prepare reliable financial reports and comply with our reporting obligations under the Exchange Act on a timely basis. Any such delays in the preparation of financial reports and the filing of our periodic reports may result in a loss of public confidence in the reliability of our financial statements, the commencement of additional litigation, or the commencement of regulatory action against us, which may include court actions or administrative proceedings, any of which could materially adversely affect our business, the market value of our securities and our access to capital markets.

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THE EXCHANGE OFFER

Purpose of the Exchange Offer

We issued $600,000,000 aggregate principal amount of old notes on September 25, 2012 in a transaction exempt from the registration requirements of the Securities Act. Accordingly, the old notes may not be reoffered, resold or otherwise transferred unless so registered or unless an applicable exemption from the registration and prospectus delivery requirements of the Securities Act is applicable.

In connection with the sale of the old notes, we entered into a registration rights agreement. The registration rights agreement requires us to:

- use our commercially reasonable efforts to (1) file a registration statement on an appropriate registration form with respect to a registered offer to exchange the old notes for new notes guaranteed by the subsidiary guarantors with terms substantially identical in all material respects to the old notes, and (2) cause the registration statement to be declared effective under the Securities Act;

- use our commercially reasonable efforts to complete the exchange offer no later than 60 days after the date the registration statement is declared effective; and

- complete the exchange offer on or prior to September 25, 2013, to avoid certain registration default obligations under the registration rights agreement.

Because we have not completed the exchange offer within the required time, the terms of the old notes require us to accrue additional interest on the old notes. The additional interest equals 0.25% per annum for the first 90 days of delay, and an additional 0.25% per annum for each subsequent 90-day period up to a maximum increase of 1.00% per annum until the exchange offer is completed. Such interest began accruing on September 26, 2013.

A copy of the registration rights agreement has been filed with the SEC as Exhibit 10.1 to our Current Report on Form 8-K filed on September 25, 2012 and is incorporated by reference as an exhibit to the registration statement of which this prospectus is a part.

We are not making the exchange offer to, and will not accept tenders for exchange from, holders of old notes in any jurisdiction in which an exchange offer or the acceptance thereof would not be in compliance with the securities or blue sky laws of such jurisdiction. Unless the context requires otherwise, the term holder means any person in whose name the old notes are registered or any other person who has obtained a properly completed bond power from the registered holder, or any person whose old notes are held of record by The Depository Trust Company, or DTC, who desires to deliver such old notes by book-entry transfer at DTC.

We make no recommendation to the holders of old notes as to whether to tender or refrain from tendering all or any portion of their old notes pursuant to the exchange offer. In addition, no one has been authorized to make any such recommendation. Holders of old notes must make their own decision whether to tender pursuant to the exchange offer and, if so, the aggregate amount of old notes to tender after reading this prospectus and the letter of transmittal and consulting with their advisers, if any, based on their own financial position and requirements.

Terms of the Exchange Offer

We are offering to exchange, subject to the terms and conditions described in this prospectus and in the accompanying letter of transmittal, which together constitute the exchange offer, $600,000,000 aggregate principal amount of new notes and related guarantees registered under the Securities Act for the same principal amount of old notes and related guarantees. The terms of the new notes are substantially identical in all material respects to the terms of the old notes, except that:

- the new notes will have been registered under the Securities Act, will not contain transfer restrictions and will not bear legends restricting their transfer;

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- the new notes will not be entitled to registration rights under the registration rights agreement; and

- the new notes will not contain terms providing for the payment of additional interest due to the default in the performance of certain of our obligations under the registration rights agreement.

Expiration Date; Extensions and Amendments

The exchange offer expires at 5:00 p.m., New York City time, on July 17, 2014, unless we, in our sole discretion, decide to extend the exchange offer. The date of the expiration of the exchange offer, as it may be extended, is referred to as the expiration date. We do not currently intend to extend the expiration date. The expiration date will be at least 20 business days after the commencement of the exchange offer. We expressly reserve the right, at any time or from time to time, to extend the period of time for which the exchange offer is open, and thereby delay acceptance for exchange of any old notes. We will extend the expiration date, if at all, by giving oral or written notice of the extension to the exchange agent and by a public announcement no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date. Consequently, we may delay acceptance of any old notes by giving oral or written notice of an extension to the holders. Any delay in accepting any old notes will be consistent with Rule 14e-1(c) under the Exchange Act. During any extension, all old notes previously tendered will remain subject to the exchange offer unless properly withdrawn. Any old notes not accepted for exchange for any reason will be returned without expense to the tendering holder promptly after the expiration or termination of the exchange offer.

We expressly reserve the right to amend or terminate the exchange offer, and not to accept for exchange any old notes, upon the occurrence of any of the conditions to the exchange offer specified under Conditions to the Exchange Offer. We will give oral or written notice of any extension, amendment, non-acceptance or termination to the holders of the old notes as promptly as practicable. Such notice, in the case of any extension, will be issued by means of a press release or other public announcement no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date. In the event of a material change in the exchange offer, including the waiver of a material condition, we will extend the offer period, if necessary, such that the exchange offer will not expire for a minimum of five business days following notice of such material change.

For purposes of the exchange offer, a business day means any day other than Saturday, Sunday or a date on which commercial banks in New York City are authorized or required by law to remain closed.

Unless we terminate the exchange offer prior to 5:00 p.m., New York City time, on the expiration date, we will exchange the new notes for old notes promptly following the expiration date.

How to Tender Old Notes in the Exchange Offer

Valid Tender

Except as described below, a tendering holder must, prior to the expiration date, transmit to U.S. Bank National Association, the exchange agent, at the address listed under the heading The Exchange Agent :

- a properly completed and duly executed letter of transmittal, including all other documents required by the letter of transmittal; or if old notes are tendered in accordance with the book-entry procedures listed below, an agent s message. In addition, a tendering holder must:

deliver certificates, if any, for the old notes to the exchange agent at or prior to 5:00 p.m., New York City time, on the expiration date; or

- deliver a timely confirmation of book-entry transfer of the old notes into the exchange agent s account at DTC, the book-entry transfer facility, along with the letter of transmittal or an agent s message; or

- comply with the guaranteed delivery procedures described below.

The term agent s message means a message, transmitted by DTC to and received by the exchange agent and forming a part of a book-entry confirmation, that states that DTC has received an express acknowledgment that the tendering holder agrees to be bound by the letter of transmittal and that we may enforce the letter of transmittal against this holder.

If the letter of transmittal is signed by a person other than the registered holder of old notes, the letter of transmittal must be accompanied by a written instrument of transfer or exchange in satisfactory form duly executed by the registered holder with the signature guaranteed by an eligible institution. The old notes must be endorsed or accompanied by appropriate powers of attorney. In either case, the old notes must be signed exactly as the name of any registered holder appears on the old notes.

If the letter of transmittal or any old notes or powers of attorney are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity, these persons should so indicate when signing. Unless waived by us, proper evidence satisfactory to us of their authority to so act must be submitted.

By tendering old notes pursuant to the exchange offer, each holder will represent to us that, among other things, the new notes are being acquired in the ordinary course of business of the person receiving the new notes, whether or not that person is the holder, and neither the holder nor the other person has any arrangement or understanding with any person to participate in the distribution of the new notes. In the case of a holder that is not a broker-dealer, that holder, by tendering old notes pursuant to the exchange offer, will also represent to us that the holder is not engaged in and does not intend to engage in a distribution of the new notes.

If the holder is a broker-dealer that will receive new notes for its own account in exchange for old notes, it shall represent to us that the old notes were acquired as a result of market-making activities or other trading activities and acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of such new notes.

The method of delivery of old notes, letters of transmittal and all other required documents is at your election and risk. If the delivery is by mail, we recommend that you use registered mail, properly insured, with return receipt requested. In all cases, you should allow sufficient time to assure timely delivery. You should not send letters of transmittal or old notes to us.

If you are a beneficial owner whose old notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and you wish to tender, you should promptly instruct the registered holder to tender on your behalf. Any registered holder that is a participant in DTC s book-entry transfer facility system may make book-entry delivery of the old notes by causing DTC to transfer the old notes into the exchange agent s account, including by means of DTC s Automated Tender Offer Program.

Signature Guarantees

Signatures on a letter of transmittal or a notice of withdrawal must be guaranteed, unless the old notes surrendered for exchange are tendered:

by a registered holder of the old notes who has not completed the box entitled Special Issuance Instructions or Special Delivery Instructions on the letter of transmittal, or

for the account of an eligible institution.

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If signatures on a letter of transmittal or a notice of withdrawal are required to be guaranteed, the guarantees must be by an eligible institution. An eligible institution is an eligible guarantor institution meeting the requirements of the registrar for the notes, which requirements include membership or participation in the Securities Transfer Agents Medallion Program (STAMP), or such other signature guarantee program as may be determined by the registrar for the notes in addition to, or in substitution for, STAMP, all in accordance with the Exchange Act.

Book-Entry Transfer

The exchange agent will make a request to establish an account for the old notes at DTC for purposes of the exchange offer within two business days after the date of this prospectus. Any financial institution that is a participant in DTC s systems must make book-entry delivery of old notes by causing DTC to transfer those old notes into the exchange agent s account at DTC in accordance with DTC s procedure for transfer. The participant should transmit its acceptance to DTC at or prior to the expiration time or comply with the guaranteed delivery procedures described below. DTC will verify this acceptance, execute a book-entry transfer of the tendered old notes into the exchange agent s account at DTC and then send to the exchange agent confirmation of this book-entry transfer. The confirmation of this book-entry transfer will include an agent s message confirming that DTC has received an express acknowledgment from this participant that this participant has received and agrees to be bound by the letter of transmittal and that we may enforce the letter of transmittal against this participant.

Delivery of new notes issued in the exchange offer may be effected through book-entry transfer at DTC. However, the letter of transmittal or facsimile of it or an agent s message, with any required signature guarantees and any other required documents, must:

- be transmitted to and received by the exchange agent at the address listed under The Exchange Agent at or prior to 5:00 p.m., New York City time, on the expiration date; or

- comply with the guaranteed delivery procedures described below.

Delivery of documents to DTC in accordance with DTC s procedures does not constitute delivery to the exchange agent.

Guaranteed Delivery