
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)
January 22, 2008**

QUANEX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-5725
(Commission File Number)

38-1872178
(IRS Employer
Identification No.)

1900 West Loop South, Suite 1500, Houston, Texas
(Address of principal executive offices)

77027
(Zip Code)

Registrant's telephone number, including area code: **713-961-4600**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On Wednesday, January 23, 2008, Quanex Corporation will present at the Sidoti & Company Emerging Growth Institutional Investor Forum. Raymond Jean, Quanex's chairman and chief executive officer, will lead the presentation to institutional investors. The slides that will accompany Mr. Jean's conference presentation are attached hereto as Exhibit 99.1 and incorporated herein by reference.

This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

The slides attached hereto as Exhibit 99.1 contain "forward looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical facts included or incorporated herein may constitute forward-looking statements. Actual results could vary significantly from those expressed or implied in such statements and are subject to a number of risks and uncertainties. Statements that use the words "expect," "should," "believe," "will," "might," or similar words reflecting future expectations or beliefs are forward-looking statements. Factors that could impact future results may include, without limitation, the effect of both domestic and global economic conditions, the impact of competitive products and pricing, and the availability and cost of raw materials. For a more complete discussion of factors that may affect the Company's future performance, please refer to the Company's most recent 10-K filing (December 14, 2007) under the Securities Exchange Act of 1934, in particular the section titled "Private Securities Litigation Reform Act" contained therein.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1. Conference Presentation to be presented on January 23, 2008

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

January 22, 2008

(Date)

QUANEX CORPORATION

(Registrant)

/s/ Kevin P. Delaney

Kevin P. Delaney

*Senior Vice President — General Counsel
and Secretary*

Exhibit Index

Exhibit 99.1. Conference Presentation to be presented on January 23, 2008



This presentation includes forward-looking statements about the prospects of Quanex Building Products Corporation.

Please refer to the Company's Form 10-12(b) filed on January 11, 2008.

1

January 23, 2008

Quanex
Building Products

Separation Overview



- On November 19, 2007, Quanex Corporation announced its plan to separate its Building Products and Vehicular Products businesses
 - Building Products to be spun-off to shareholders in a taxable transaction
 - Immediately following the spin-off, Quanex Corporation (consisting principally of Vehicular Products) to merge with Gerdau S.A. for \$39.20 per share in cash
- Allows Quanex Building Products to benefit from greater strategic focus and clarity in capital markets
- Offers Quanex Corporation stockholders the opportunity to continue to participate in growth prospects of Building Products

Spin-off Summary



- **Anticipated Listing:** NYSE: NX
- **Distribution Ratio:** 1:1
- **Estimated Shares Outstanding:** 37.3 million ⁽¹⁾
- **Transaction Close:** Expected before end of 1st calendar quarter

(1) Based on the number of shares of Quanex Corp. common stock outstanding as of 12/31/07.

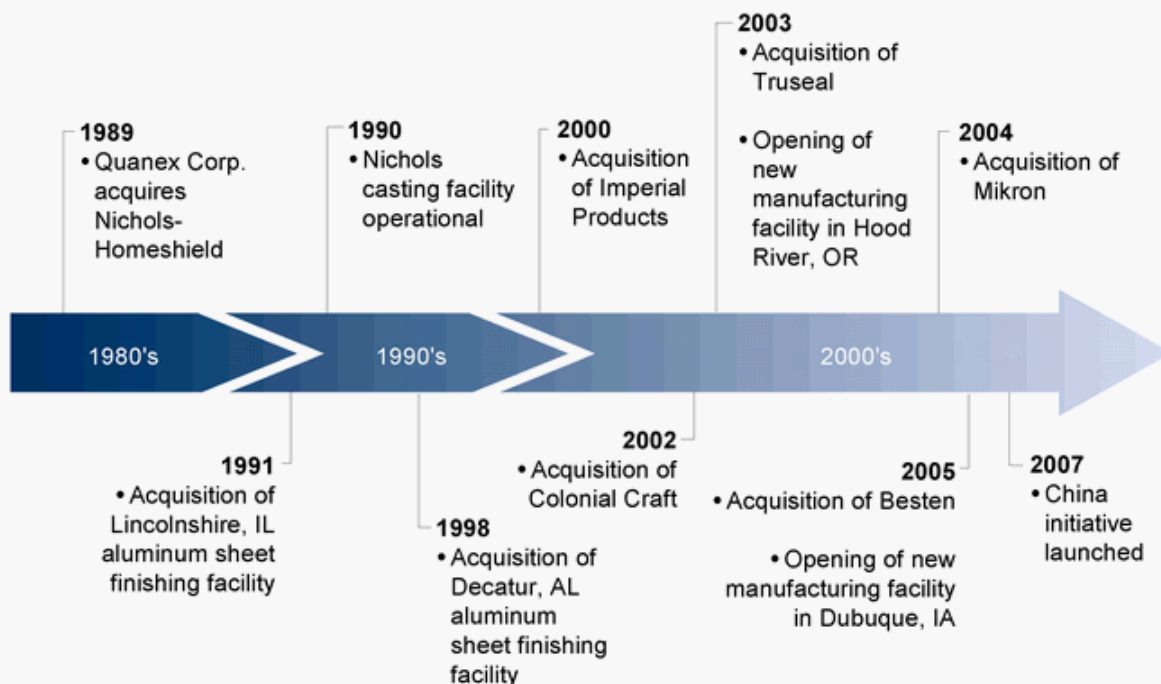
Company Snapshot



	Quanex Building Products	
	Aluminum Sheet Building Products	Engineered Building Products
BUSINESSES		
PRODUCTS	<ul style="list-style-type: none"> Flat-rolled aluminum sheet <ul style="list-style-type: none"> Mill finish Painted 	<ul style="list-style-type: none"> PVC window and door systems Window and door screens and fenestration components Insulated glass sealant systems
MARKETS⁽¹⁾		
SALES (FY07)⁽²⁾	\$524 mm	\$458 mm
EBITDA / % MARGIN (FY07)⁽³⁾⁽⁴⁾	\$76 mm / 14%	\$72 mm / 16%
OP. INCOME / % MARGIN (FY07)⁽³⁾	\$66 mm / 13%	\$44 mm / 10%

- (1) Management estimates for FY2007. B&C = Building & Construction, T&D = Transportation & Distribution, RR = Residential Remodeling, RNC = Residential New Construction.
- (2) Source: Form 10-12(b) filed January 11, 2008. Prior to inter-segment eliminations.
- (3) Prior to corporate overhead and LIFO charges.
- (4) See reconciliation in Appendix A.

Company History



***Become North America's leading
manufacturer of engineered
building components sold to OEMs
and distributors of building
products***

Investment Highlights



- Attractive portfolio of highly engineered, value-added products
- Leading position in niche markets
- Track record of successful new product innovation
- State-of-the-art manufacturing capabilities
- Numerous growth prospects – organic and M&A
- Strong reputation for quality and service
- Seasoned management team

Attractive Product Portfolio

- Strong product engineering
- Product co-development
- Customized design/blending
- High-quality materials
- Proprietary manufacturing techniques
- Value-added finishing services



Product Differentiation

Preferred Supplier Status

Strong, Defendable Market Positions

Attractive, Sustainable Operating Margins

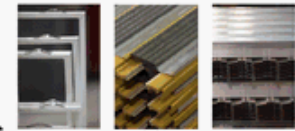
Current Products



- PVC window and door profiles
- PVC window trim
- Co-extrusion capabilities:
 - Veneer wrapping
 - Specialized coating
 - Insulation insertion



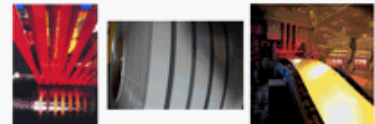
- Window and door screens
- Grilles and mouldings
- Rolled formed window components
- Door components: thresholds/astragals



- Insulating glass (IG) seal systems:
 - DuraSeal™
- IG system installation equipment



- Finished aluminum sheet
- Painted and coated sheet
- Custom widths



Leading Position in Niche Markets

Quanex
Building Products

MIKRON
#1 producer of PVC profiles for windows and patio doors in the U.S.
Quality Extruded Products

Holtzfeld
Most extensive components offering to wood window OEMs
Growing presence with leading door OEMs
Sole supplier of screens and grilles to the #1 wood window company



truSeal technologies
#2 North American manufacturer of insulating glass spacer systems

Aluminum
Highly efficient producer of aluminum sheet products for the U.S. building and construction market

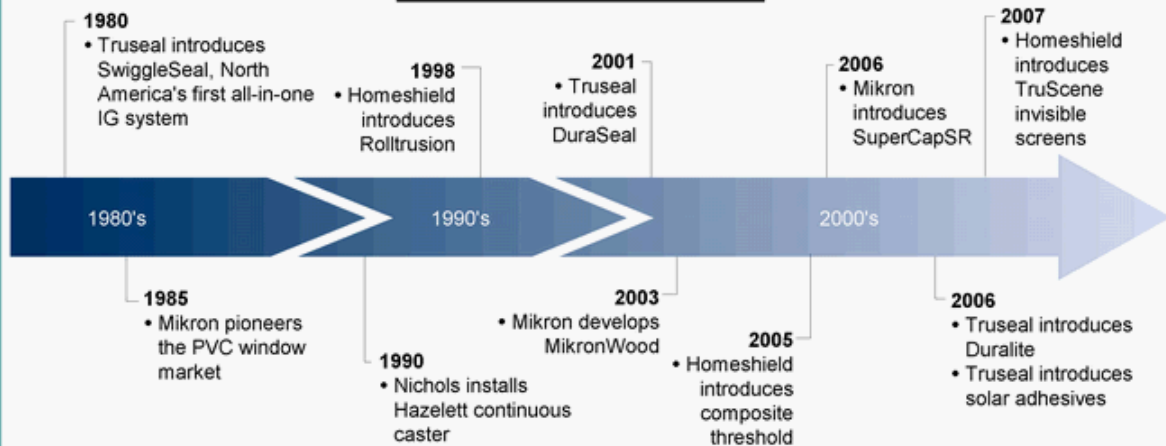
Track Record of Successful New Product Innovation



Focus on Innovation:

Close Technical Collaboration with Customers Design Engineers Rapid Prototype Development
Tooling Specialists Manufacturing Flexibility Chemists Life-Cycle Testing

New Product Track Record



Recent Product Launches



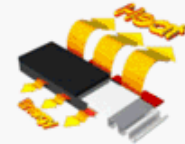
- Composite window profiles
- Window latch
- Advanced thermal coatings



- Tru-Defense™ door components
- TruScene™ invisible screens
- RollTrusion™ Easy-Glide components



- Solar panel components
- Duralite™ warm edge spacer



State-of-the-Art Manufacturing Capabilities

- Culture of continuous process improvement
- Broad application of Lean manufacturing principles
 - Value mapping
 - Standardized work techniques
 - Six Sigma methodologies
 - Kaizen events



Specialized Products

Competitive Prices

Low Cost Positions

Short Lead Times

Best-in-Class Service & Logistics

Numerous Growth Prospects



- Continue to grow recently introduced new products
 - E.g., MikronWood™, TruScene™, Duralite™ and solar components
- Revenue growth driven by new customers, products and programs
- Expand finishing and coating services
- Increase focus on energy efficient products

- Expand into complementary geographies
 - Mikron in Sunbelt
 - Truseal in South and Southeast
- Increase exposure to U.S. remodeling market
 - Approximately 60% of sales in FY07
- Grow with the solar panel market

- Leverage existing distribution channels for growth of engineered products in Europe and Asia
- Grow spacer manufacturing in China to capitalize on housing boom
- Establish solar manufacturing capacity to support growth in Asia

Focused on Growth through Acquisitions...

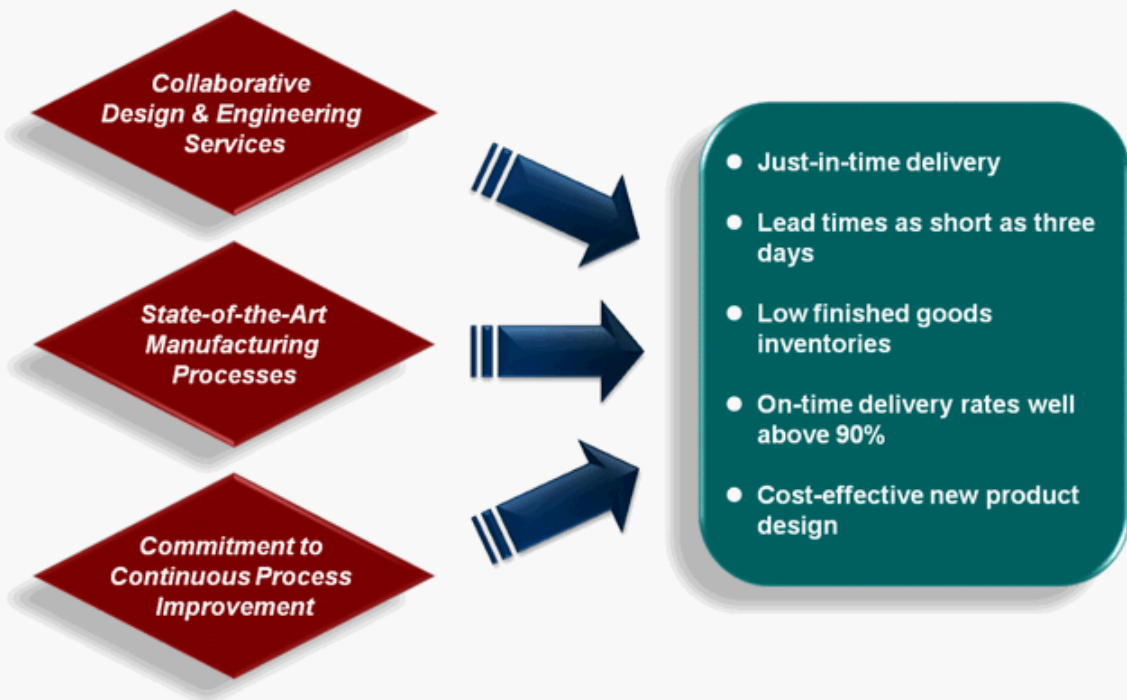
- Expand residential footprint
- Pursue fenestration adjacencies (interior and exterior)
- Extend product and process adjacencies in commercial markets
- Strengthen position in energy-efficient products and applications

Supported By

...a Strong Balance Sheet

- Debt free
- Significant dry powder

Strong Reputation for Quality and Service



Seasoned Management Team



NAME	TITLE	YEAR JOINED COMPANY	RELEVANT EXPERIENCE
Raymond Jean	Chief Executive Officer	2001	40 years
Tom Walker	Chief Financial Officer	2006	35 years
Kevin Delaney	Senior Vice President – General Counsel	2004	17 years
Paul Hammonds	Vice President – Corporate Development	2005	25 years
Thomas Brackmann	President – Nichols	1998	23 years
Mark Hermann	President – Homeshield	1973	34 years
August J. Coppola	President – Truseal	1974	37 years
David Wemmer	President – Mikron	2006	31 years

Strong Financial Foundation for Growth



- **History of strong cash flow and attractive financial performance**
- **Conservative capital structure**
 - No debt
 - \$21 mm of available cash⁽¹⁾
- **Considerable financial resources to fund growth strategy**
 - Strong, stable cash flows
 - \$250 mm revolver proposed
 - Significant incremental borrowing capacity

(1) Subject to additional cash true-ups at transaction close and net cash flow during Separation Period.

Settlement Cost Sensitivity



(\$ in millions, except per share amounts)

Assumes spin-off trading value of Quanex Building Products Corporation stock price per share on spin-off date	\$12.30	\$13.80	\$15.30	\$16.80	\$18.30
Cash "true-up" received from (paid to) Quanex Corporation	\$79	\$54	\$28	(\$9)	(\$48)

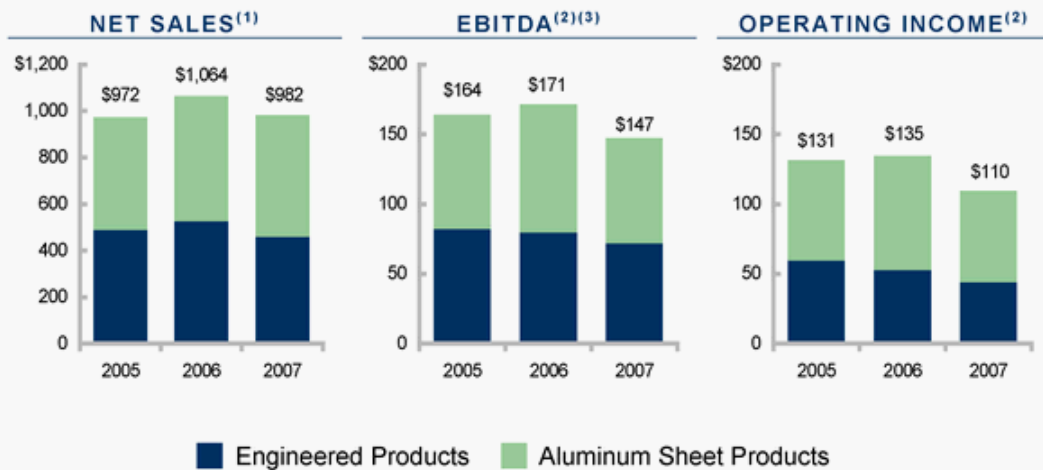
The actual amounts may be different than the amounts presented above due to changes during the Separation Period to items such as outstanding stock options, common stock outstanding and final tax determinations.

Source: Form 10-12(b) filed January 11, 2008.

Financial Overview



(\$ in millions)



Source: Form 10-12(b) filed January 11, 2008.

- (1) Prior to inter-segment eliminations.
- (2) Prior to corporate overhead and LIFO charges.
- (3) See reconciliation in Appendix A.

Balance Sheet Summary



(Unaudited, \$ in millions, except per share amounts)

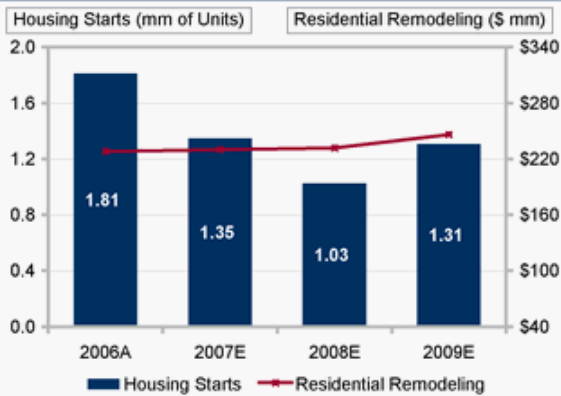
	Pro Forma October 31, 2007
Cash and Equivalents ⁽¹⁾	\$78
Total Assets	675
Working Capital	118
Total Debt	\$4
Stockholders' Equity	508
Total Capitalization	\$512
Book Value per Share ⁽²⁾	\$13.66

Source: Form 10-12(b) filed January 11, 2008.

(1) Assumes a Quanex Corporation stock price of \$53.00 per share.

(2) Book value per share defined as stockholders' equity divided by outstanding shares of 37.2 million as of October 31, 2007.

OUTLOOK FOR BUILDING PRODUCTS DRIVERS⁽¹⁾



- Housing sector expected to face another difficult year, with recovery expected in 2009

- Despite challenging market conditions, the Company is expected to outperform the market due to its new product introduction, share gain and segment focus

(1) Sources: Global Insights (Housing Starts) – January 2008, National Association of Home Builders (Remodeling) – October 2007.

Recap



- **Sound business with an established record of outperforming the markets**
- **Historically strong cash flows**
- **Pristine balance sheet**
 - Debt free
 - Revolving credit facility
 - Dry powder
- **Seasoned management team**
- **Demonstrated capabilities to successfully integrate acquisitions**

Appendix A



(Unaudited, \$ in millions, except per share amounts)

	FYE October 31, 2005			FYE October 31, 2006			FYE October 31, 2007		
	Engineered Products	Aluminum Sheet Products	Quanex Building Products	Engineered Products	Aluminum Sheet Products	Quanex Building Products	Engineered Products	Aluminum Sheet Products	Quanex Building Products
Operating Income ⁽¹⁾	\$59	\$72	\$131	\$53	\$82	\$135	\$44	\$66	\$110
Depreciation and amortization ⁽¹⁾	22	10	32	27	10	37	28	10	38
EBITDA⁽¹⁾	\$82	\$82	\$164	\$79	\$92	\$171	\$72	\$76	\$147

In addition to using Net Sales and Operating Income to evaluate the Company's financial performance, it also utilizes other financial metrics to evaluate performance, including the non-GAAP financial metric EBITDA. The Company defines EBITDA as earnings before interest expense, taxes, depreciation and amortization and other non-operating income. The Company uses EBITDA as a measure of its operational profitability before non-operating expenses and charges.

The Company believes EBITDA is useful to investor and other external users of its financial statements in evaluating its operating performance because it helps investors more meaningfully evaluate and compare the results of operations from period to period by removing the impact of capital structure (primarily interest charges from outstanding debt) and asset base (primarily depreciation and amortization of fixed and intangible assets) from its operating results.

The Company uses EBITDA as a measure of operating performance to assist in comparing the Company's performance on a consistent basis as it removes the impact of the Company's capital structure and asset base from its operating results; to assess compliance with financial ratios and covenants that are expected to be included in its revolving credit facility; in communications with lenders, rating agencies and others concerning the Company's financial performance; and to assist the Company in evaluating acquisitions by providing a comparable measure in which to value potential target companies.

(1) Segment operating income, depreciation and amortization and EBITDA are before corporate expenses, LIFO charges and stock option expenses.