

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **March 31, 2008**

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**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**

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

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**Item 8.01. Other Events.**

On March 31, 2008, Quanex Corporation (the "Company") issued a press release (the "Press Release") announcing that its Board of Directors set April 23, 2008 as both the shareholder of record date and the distribution date for the spin-off of its Building Products businesses, which is to be immediately followed by the merger of Quanex with a subsidiary of Gerdau S.A. for \$39.20 per common share. The foregoing is qualified by reference to the Press Release which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit 99.1. Press release dated March 31, 2008

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**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.

**QUANEX CORPORATION**

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(Registrant)

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**April 1, 2008**

/s/ **THOMAS M. WALKER**

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(Date)

Thomas M. Walker  
*Senior Vice President - Finance and Chief Financial Officer (Principal  
Financial Officer)*

## Quanex Announces Closing Date for Spin-off and Merger

HOUSTON, March 31, 2008 (PRIME NEWSWIRE) -- Quanex Corporation (NYSE:NX), an industry-leading manufacturer of value-added engineered materials and components for the vehicular products and building products markets, announced today that its Board of Directors has set April 23, 2008, as both the shareholder of record date and the distribution date for the spin-off of its Building Products business, which is to be immediately followed by the merger of Quanex with a subsidiary of Gerdau S.A. for \$39.20 per common share. The merger is subject to the Company receiving stockholder approval at the special meeting of stockholders scheduled for April 22, 2008.

Statements that use the words "expect," "should," "believe," "will," "might," or similar words reflecting future expectations or beliefs are forward-looking statements. The statements found above are based on current expectations. Actual results or events may differ materially from this release. 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.

This press release may be deemed to be soliciting material relating to the proposed merger transaction between Quanex Corporation and a wholly owned subsidiary of Gerdau S.A. In connection with the proposed merger, Quanex has filed a proxy statement and other relevant documents concerning the proposed merger with the SEC. Investors and securities holders of Quanex are urged to read the proxy statement because that document contains important information about the proposed merger. The definitive proxy statement has been mailed to Quanex stockholders. Investors and security holders may obtain a copy of such documents free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov). Copies of such documents may also be obtained free of charge from Quanex's website at [www.quanex.com](http://www.quanex.com).

For additional information, visit the Company's website at [www.quanex.com](http://www.quanex.com).

The Quanex Corporation logo is available at <http://www.primenewswire.com/newsroom/prs/?pkgid=1117>

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