

CONSTAR INTERNATIONAL INC  
Form 8-K  
December 17, 2003

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## SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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### FORM 8-K

CURRENT REPORT

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

Date of earliest event reported: December 16, 2003

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## Constar International Inc.

(Exact name of registrant as specified in charter)

Delaware  
(State of Incorporation)

000-16496  
(Commission File Number)

13-1889304  
(I.R.S. Employer

Identification No.)

One Crown Way, Philadelphia, PA  
(Address of Principal Executive Offices)

(215) 552-3700  
(Registrant's telephone number, including area  
code)

19154  
(Zip Code)

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**Item 5. Other Events and Regulation FD Disclosure.**

Mr. John Conway and Mr. Alan Rutherford have resigned from Constar's Board of Directors effective December 16, 2003. Messrs. Conway and Rutherford are officers of Crown Holdings, Inc. Mr. Frank Mechura, another Constar director and Crown Holdings, Inc. officer, remains on Constar's Board of Directors. Constar's Board of Directors currently has nine members, and Crown currently holds approximately 10% of Constar's outstanding common stock.

Except for historical information, all information in this report consists of forward-looking statements within the meaning of the federal securities laws. These forward-looking statements involve a number of risks, uncertainties and other factors, which may cause the actual results to be materially different from those expressed or implied in the forward-looking statements. These risks, uncertainties and other factors include, among other things, the Company's ability to complete the transactions described above, whether on favorable terms or at all; continued conversion from metal, glass and other materials for packaging to plastic packaging; increasing demand for packaging requiring the Company's proprietary technologies and know-how; the Company's ability to protect its existing technologies and to develop new technologies; the Company's ability to control costs; the Company's ability to achieve improved utilization on its equipment; the terms upon which the Company acquires resin and its ability to reflect those terms in its sales; the Company's debt levels and its ability to refinance and service existing debt; the Company's ability to comply with restrictive covenants contained in the instruments governing its indebtedness or obtain waivers if not in compliance; the Company's ability to realize the expected benefits of the restructuring and to complete the restructuring at its expected costs; the success of the Company's customers in selling their products in their markets; the Company's customers purchasing volumes that do not fall short of projections delivered to the Company; risks associated with the Company's international operations; legal and regulatory proceedings and developments; general economic and political conditions; seasonal fluctuations in demand and the impact of weather on sales; the Company's ability to identify trends in the markets and to offer new solutions that address the changing needs of these markets; the Company's ability to successfully execute its business model and enhance its product mix; the Company's ability to compete successfully against competitors; and the other risks identified from time to time in the Company's SEC filings. The Company does not intend to review or revise any particular forward-looking statement in light of future events.

**SIGNATURE**

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

CONSTAR INTERNATIONAL INC.

Date: December 17, 2003

By: /s/ JAMES C. COOK

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Name: James C. Cook

Title: Executive Vice President,

Chief Financial Officer and Secretary