

**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) April 30, 2004

QUANEX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-5725
(Commission
file number)

38-1872178
(I.R.S. Employer
Identification No.)

1900 West Loop South, Suite 1500, Houston, Texas 77027
(Address of principal executive offices)

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

Item 5. Other Events and Regulation FD Disclosure

On April 30, 2004, Quanex Corporation issued a press release (the "Press Release") announcing that its previously announced \$100 million aggregate principal amount of convertible senior debentures due 2034 (the Debentures) have been priced at an annual interest rate of 2.5%. The Debentures are convertible into shares of Quanex common stock, upon the occurrence of certain events, at a conversion price of \$57.50 per share. In addition, an incremental \$25 million may be raised if the initial purchasers exercise their right to acquire additional debentures in connection with the offering.

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 7. Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release of Quanex Corporation dated April 30, 2004.

SIGNATURES

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

Date: April 30, 2004

By: /s/ TERRY M. MURPHY

Terry M. Murphy
Vice President—Finance and Chief Financial Officer
(Principal Financial Officer)

INDEX TO EXHIBITS

Exhibit Number

Description of Exhibits

99.1*	Press Release of Quanex Corporation dated April 30, 2004.
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* Filed herewith

QuickLinks

[SIGNATURES](#)



Contacts: Jeff Galow, 713/877-5327
Valerie Calvert, 713/877-5305

Quanex Corporation Announces Terms of Its \$100 Million Convertible Senior Debentures

Houston, Texas, April 30, 2004—**Quanex Corporation** (NYSE:NX) announced today that its previously announced \$100 million aggregate principal amount of convertible senior debentures due 2034 (the Debentures) have been priced at an annual interest rate of 2.5%. The Debentures are convertible into shares of Quanex common stock, upon the occurrence of certain events, at a conversion price of \$57.50 per share. In addition, an incremental \$25 million may be raised if the initial purchasers exercise their right to acquire additional debentures in connection with the offering.

Quanex expects the sale of the Debentures to close on May 5, 2004, and will use the net proceeds to repay a portion of the amounts outstanding under its revolving credit agreement and for general corporate purposes, including potential acquisitions.

This Quanex press release does not constitute an offer to sell or the solicitation of an offer to buy securities. The Debentures, and the Quanex common stock issuable upon conversion of the debentures, have not been registered under the Securities Act of 1933, as amended (the Securities Act) or the securities laws of any other jurisdiction. Unless they are registered, the Debentures and the common stock issuable upon their conversion, may be offered or sold only in transactions that are exempt from registration under the Securities Act and other applicable securities laws. Accordingly, Quanex is offering the Debentures only to "qualified institutional buyers" in reliance on Rule 144A under the Securities Act.

Statements that use the words "expect," "should," "could," "intend," "will," "might," or similar words reflecting future expectations or beliefs are forward-looking statements. The statements 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 of December 29, 2003 under the Securities Exchange Act of 1934, in particular the sections titled, "Private Securities Litigation Reform Act" contained therein.

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