CONSTELLIUM N.V.

(a public company with limited liability (naamloze vennootschap) incorporated under the laws of the Netherlands, with its corporate seat in Amsterdam, the Netherlands)

Admission to listing and trading on NYSE Euronext in Paris of ordinary shares

This document constitutes a supplement (the "**Prospectus Supplement"**) to the prospectus dated 20 May 2013 as approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the "**AFM**") on 21 May 2013 (the "**Prospectus**") for the purposes of Article 3 of the Directive 2003/71/EC and amendments thereto, including Directive 2010/73/EU to the extent implemented in the relevant European Economic Area member state ("**Prospectus Directive**") and has been prepared in accordance with Article 5:9 of the Financial Markets Supervision Act (*Wet op het financieel toezicht*) and the rules promulgated thereunder. This Prospectus Supplement has been approved by and filed with the AFM and the approved Prospectus Supplement will be notified by the AFM to the competent authority in France.

This Prospectus Supplement updates and forms part of the Prospectus and must be read in conjunction with the Prospectus. Terms used and not defined in this Prospectus Supplement shall be deemed to have the meaning ascribed to them in the Prospectus.

THIS PROSPECTUS IS NOT PUBLISHED IN CONNECTION WITH AND DOES NOT CONSTITUTE AN OFFER OF SECURITIES BY OR ON BEHALF OF US IN THE EUROPEAN ECONOMIC AREA.

The Listing is part of the first public offering in the USA of our common stock and the listing of the Shares on the New York Stock Exchange (the "**US Offering and Listing**").

INVESTING IN THE SHARES INVOLVES RISKS. SEE “RISK FACTORS” BEGINNING ON PAGE W-26 OF THE PROSPECTUS FOR A DESCRIPTION OF THE MATERIAL RISKS THAT SHOULD BE CONSIDERED BEFORE INVESTING IN THE SHARES.

The Shares have been registered under the US Securities Act of 1933, as amended (the "**Securities Act**") by means of a registration statement on Form F-1 (the "**US Registration Statement**") filed with the Securities and Exchange Commission (the "**SEC**").

Prospectus Supplement dated May 23, 2013

General

This document constitutes a supplement (the "**Prospectus Supplement**") to the prospectus dated 20 May 2013 as approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the "**AFM**") on 21 May 2013 (the "**Prospectus**") for the purposes of Article 3 of the Directive 2003/71/EC and amendments thereto, including Directive 2010/73/EU to the extent implemented in the relevant European Economic Area member state ("**Prospectus Directive**") and has been prepared in accordance with Article 5:9 of the Financial Markets Supervision Act (*Wet op het financieel toezicht*) and the rules promulgated thereunder. This Prospectus Supplement has been approved by and filed with the AFM and the approved Prospectus Supplement will be notified by the AFM to the competent authority in France.

This Prospectus Supplement updates and forms part of the Prospectus and must be read in conjunction with the Prospectus. Terms used and not defined in this Prospectus Supplement shall be deemed to have the meaning ascribed to them in the Prospectus.

This prospectus is not published in connection with and does not constitute an offer of securities by or on behalf of us in the European Economic Area.

Amendments

Under the US Offering and Listing, the Company is offering a total of 13,333,333 of our Class A ordinary shares, nominal value €0.02 per share and the selling shareholders named in this prospectus are offering 8,888,889 of our Class A ordinary shares, nominal value €0.02 per share. The underwriters may also purchase up to 3,333,333 Class A ordinary shares from us at the public offering price, less the underwriting discount, within 30 days to cover over-allotments, if any.

In light of the foregoing, the Prospectus should now read as follows with respect to each specified page number, sub-heading, paragraph, table and text sentence:

P. W-1, paragraph 4 and P. W-23, item C .6

C.6	Listing and trading	We have applied for admission to listing and trading of the Shares on NYSE Euronext Paris. On or about the date of (this supplement to the) Prospectus, NYSE Euronext Paris approved our application for listing and trading of the Shares on NYSE Euronext Paris. Trading in the Shares on an "as-if-when- issued" basis on NYSE Euronext Paris is expected to start on or about May 27, 2013 (the "First Trading Date") under the symbol "CSTM". All dealings in Shares prior to the Listing are at the sole risk of the parties concerned. We, NYSE Euronext Paris and our listing agent do not accept any responsibility or liability with respect to any person as a result of the withdrawal of the Listing or the (related) annulment of any transaction in Shares on NYSE Euronext Paris. Initial settlement of trades on the First Trading Date is expected to take place on or about May 30, 2013 at NYSE Euronext Paris. This is also the first day of irrevocable trading of the Shares. Settlement of any transactions in the Shares on NYSE Euronext Paris will occur through the book-entry systems of Euroclear France.

P. W-15, Item B.3, paragraph New Term Loan and Application of Term Loan Proceeds, last two paragraphs

B.3	*Business*	Our board of directors further approved a distribution of profits of an additional approximately €147 million to our existing Class A, Class B1 and Class B2 shareholders. Due to certain European tax and accounting restrictions, however, we did not anticipate being able to make such additional distribution to our existing shareholders until after the completion of this offering. Consequentially, in order to facilitate the payment of such distribution, we issued preference shares to our existing Class A, Class B1 and Class B2 shareholders which entitled their holders to receive distributions in priority to ordinary shareholders in the aggregate amount of approximately €147 million in proportion to the percentage ownership of our existing shareholders immediately prior to the completion of this offering. However, we were able to make such distribution of approximately €147 million on May 21, 2013.

		All rights attached to the preference shares, including voting rights and rights to profit, have automatically and immediately become equal to the rights attached to the ordinary shares. However, it is likely the holders of the preference shares will not have an opportunity to exercise or benefit from any of these rights as we have agreed with our existing shareholders to repurchase the preference shares for no consideration simultaneously with or shortly after the payment in full of the distribution amount of approximately €147 million. Our Amended and Restated Articles of Association and Dutch law provide that so long as the preference shares are held by the Company, they will have no voting rights and no right to profits.

P. W-16, item B.3, the paragraph "Selling Shareholder Private Sale" is replaced

B.3	Business	**FSI Share Purchase** Apollo and Rio Tinto have entered into an agreement with FSI pursuant to which FSI has agreed to place an order to purchase approximately 4.4 million ordinary shares at a per share price equal to the public offering price (the "FSI share purchase"). Apollo Funds and Rio Tinto have agreed to use best efforts to cause the underwriters to allocate such number of shares to FSI. The agreement further provides that for one year following the closing of this offering, FSI will be restricted from buying additional shares in the company unless this restriction is waived by both Apollo Funds and Rio Tinto or certain specified events occur.

P. W-18, item B.6, last paragraph

B.6	*Voting rights*	Following the completion of this offering, it is expected that public shareholders will hold 17.3% of our outstanding ordinary shares and that Apollo Funds, Rio Tinto, FSI and Management KG will hold 36.8%, 28.1%, 12.5% and 5.3%, respectively, assuming no exercise of the over-allotment option.

P. W-22, item C.3:

C.3	*Type of security and security codes*	The Listing and US Offering and Listing comprise Class A ordinary shares (our "ordinary shares"). The Listing will be made on the Professional Compartment of NYSE Euronext Paris. The following security codes are used in relation to the Listing: ISIN: NL0010489522 NYSE Symbol: "CSTM" NYSE Euronext Paris Symbol: "CSTM"

P. W-22, item C.3:

C.3	*Shares outstanding after the Offering*	Upon the completion of the offering, there will be 101,811,560 Class A ordinary shares, 964,189 Class B ordinary shares and 5 preference shares outstanding. Upon the exercise in full by the underwriters of the over-allotment option, there will be 105,144,893 Class A ordinary shares, 964,189 Class B ordinary shares and 5 preference shares outstanding. The shares have a nominal value of €0.02 per share and have been fully paid up. Only the Class A ordinary shares will be admitted to listing and trading on NYSE Euronext Paris.

Cover page of the US Prospectus

We are offering a total of 13,333,333 of our Class A ordinary shares, nominal value €0.02 per share and the selling shareholders named in this prospectus are offering 8,888,889 of our Class A ordinary shares, nominal value €0.02 per share. Throughout this prospectus, we refer to our Class A ordinary shares, nominal value €0.02 per share, as “ordinary shares.” The underwriters may also purchase up to 3,333,333 Class A ordinary shares from us at the public offering price, less the underwriting discount, within 30 days to cover over-allotments, if any. This is the first public offering of our Class A ordinary shares. Currently, there is no public market for our Class A ordinary shares.

Our Class A ordinary shares have been approved for listing on the New York Stock Exchange under the symbol “CSTM”. We have also applied to list our ordinary shares on Euronext Paris under the symbol “CSTM”; we expect our shares to begin trading on Euronext Paris on or about May 27, 2013.

P. 17 of the US Prospectus, "Summary - New Term Loan, Application of Term Loan Proceeds and Issuance of Preference Shares"

On March 25, 2013, we entered into a new term loan facility consisting of a $360 million U.S. dollar denominated tranche and a €75 million Euro-denominated tranche the (Term Loan). See “Description of Certain Indebtedness.” The proceeds of the Term Loan were primarily intended for anticipated future distributions and divided payments to our stockholders of €250 million, and also used for general corporate purposes and to repay our existing six-year floating rate term loan facility (the “Original Term Loan”).

On March 28, 2013, we made a distribution of share premium to our Class A and Class B1 shareholders of approximately €103 million (and an additional distribution to our class B2 shareholders of €392,000 on May 21, 2013).

Our board of directors further approved a distribution of profits of an additional approximately €147 million to our existing Class A, Class B1 and Class B2 shareholders. Due to certain European tax and accounting restrictions, however, we did not anticipate being able to make such additional distribution to our existing shareholders until after the completion of this offering. Consequentially, in order to facilitate the payment of such distribution, we issued preference shares to our existing Class A, Class B1 and Class B2 shareholders which entitled their holders to receive distributions in priority to ordinary shareholders in the aggregate amount of approximately €147 million in proportion to the percentage ownership of our existing shareholders immediately prior to the completion of this offering. However, we were able to make such distribution of approximately €147 million on May 21, 2013.

All rights attached to the preference shares, including voting rights and rights to profit, have automatically and immediately become equal to the rights attached to the ordinary shares. However, it is likely the holders of the preference shares will not have an opportunity to exercise or benefit from any of these rights as we have agreed with our existing shareholders to repurchase the preference shares for no consideration simultaneously with or shortly after the payment in full of the distribution amount of approximately €147 million. Our Amended and Restated Articles of Association and Dutch law provide that so long as the preference shares are held by the Company, they will have no voting rights and no right to profits.

P. 18 of the US Prospectus, the paragraph "Summary – Selling Shareholder Private Sale" is replaced

FSI Share Purchase

Apollo and Rio Tinto have entered into an agreement with FSI pursuant to which FSI has agreed to place an order to purchase approximately 4.4 million ordinary shares at a per share price equal to the public offering price (the “FSI share purchase”). Apollo Funds and Rio Tinto have agreed to use best efforts to cause the underwriters to allocate such number of shares to FSI. The agreement further provides that for one year following the closing of this offering, FSI will be restricted from buying additional shares in the company unless this restriction is waived by both Apollo Funds and Rio Tinto or certain specified events occur.

P. 20 of the US Prospectus, under "The Offering" a new paragraph is added "Conflict of Interest"

Apollo Funds own in excess of 10% of our issued and outstanding ordinary shares. In addition, Apollo Funds, as selling stockholders, will receive more than 5% of the proceeds of this offering. Because Apollo Global Securities, LLC is an underwriter and its affiliated funds own in excess of 10% of our issued and outstanding common ordinary shares and will receive in excess of 5% of the proceeds of the offering, Apollo Global Securities, LLC is deemed to have “conflicts of interest” under FINRA Rule 5121. Accordingly, this offering is being made in compliance with the requirements of FINRA Rule 5121. Pursuant to that rule, the appointment of a “qualified independent underwriter” is not required in connection with this offering as the members primarily responsible for managing the public offering do not have a conflict of interest, are not affiliates of any member that has a conflict of interest and meet the requirements of paragraph (f)(12)(E) of FINRA Rule 5121. See “Principal and Selling Shareholders”, “Use of Proceeds” and “Underwriting (Conflicts of Interest).”

P. 20 of the US Prospectus, under "The Offering" a new paragraph is added "Listing"

Our Class A ordinary shares have been approved for listing on the New York Stock Exchange under the symbol “CSTM”. We have also applied to list our ordinary shares on Euronext Paris under the symbol “CSTM”; we expect our shares to begin trading on Euronext Paris on or about May 27, 2013.

P. 43 of the US Prospectus – "Risk Factors - Risks Related to Our Ordinary Shares and the Offering"

Sales of substantial amounts of our ordinary shares in the public market, or the perception that these sales may occur, could cause the market price of our ordinary shares to decline.

Sales of substantial amounts of our ordinary shares in the public market, or the perception that these sales may occur, could cause the market price of our ordinary shares to decline. This could also impair our ability to raise additional capital through the sale of our equity securities. Prior to the completion of the offering, we amended our Amended and Restated Articles of Association to provide authorization to issue up to 398,500,000 Class A ordinary shares and 1,500,000 Class B ordinary shares. A total of 101,811,560 Class A ordinary shares and 964,189 Class B ordinary shares will be outstanding upon the completion of this offering. All of the ordinary shares sold in this offering will be freely transferrable without restriction or further registration. We may issue ordinary shares or other securities from time to time as consideration for, or to finance, future acquisitions and investments or for other capital needs. We cannot predict the size of future issuances of our shares or the effect, if any, that future sales and issuances of shares would have on the market price of our ordinary shares. If any such acquisition or investment is significant, the number of ordinary shares or the number or aggregate principal amount, as the case may be, of other securities that we may issue may in turn be substantial and may result in additional dilution to our shareholders. We may also grant registration rights covering ordinary shares or other securities that we may issue in connection with any such acquisitions and investments.

P. 44 of the US Prospectus – "Risk Factors- Risks Related to Our Ordinary Shares and the Offering"

You will suffer an immediate and substantial dilution in the net tangible book value of the ordinary shares you purchase.

The offering price is substantially higher than the adjusted net tangible book value per share of the outstanding ordinary shares immediately after the completion of this offering. Accordingly, based on a public offering price of $15.00 per share, purchasers of ordinary shares in this offering will experience immediate and substantial dilution of approximately $17.54 per share in the adjusted net tangible book value of the ordinary shares. See “Dilution.”

P. 49 of the US Prospectus – "Use of Proceeds"

We expect to receive total net proceeds, after deducting underwriting discounts and commissions and expenses, of approximately $180 million from the offering (equivalent to €141 million based on March 31, 2013 exchange rates), based on the offering price of $15.00 per share.

We are conducting this offering in order to provide liquidity for our existing shareholders, to enhance our profile through a public market listing and to raise funds that will increase our financial flexibility. We intend to use the net proceeds of this offering for general corporate purposes, which may include working capital, capital expenditures, repayment of debt and funding acquisition opportunities that may become available to us from time to time. Prior to their application, the net proceeds may be invested in short-term investments. Our management will have broad discretion over the uses of the net proceeds received in this offering. Certain of the underwriters and/or their affiliates act in various capacities and/or are lenders under our Term Loan.

Certain of the underwriters and/or their affiliates act in various capacities and/or are lenders under our U.S. Revolving Credit Facility. To the extent the proceeds of this offering are used to repay borrowings under our Term Loan or U.S. Revolving Credit Facility, each such entity will receive its proportionate share of the repayment of such borrowings. See “Underwriting (Conflicts of Interest).”

We will not receive any of the net proceeds from the sale of ordinary shares by the selling shareholders. For information on the selling shareholders, see “Principal and Selling Shareholders.” In the aggregate, the selling shareholders will receive approximately $ 133 million of the gross proceeds of this offering, prior to deducting estimated underwriting discounts and commissions.

P. 50 of the US Prospectus – Dividend Policy

Our board of directors further approved a distribution of profits of an additional approximately €147 million to our existing Class A, Class B1 and Class B2 shareholders. Due to certain European tax and accounting restrictions, however, we did not anticipate being able to make such additional distribution to our existing shareholders until after the completion of this offering. Consequentially, in order to facilitate the payment of such distribution, we issued preference shares to our existing Class A, Class B1 and Class B2 shareholders which entitled their holders to receive distributions in priority to ordinary shareholders in the aggregate amount of approximately €147 million in proportion to the percentage ownership of our existing shareholders immediately prior to the completion of this offering. However, we were able to make such distribution of approximately €147 million on May 21, 2013.

All rights attached to the preference shares, including voting rights and rights to profit, have automatically and immediately become equal to the rights attached to the ordinary shares. However, it is likely the holders of the preference shares will not have an opportunity to exercise or benefit from any of these rights as we have agreed with our existing shareholders to repurchase the preference shares for no consideration simultaneously with or shortly after the payment in full of the distribution amount of approximately €147 million. Our Amended and Restated Articles of Association and Dutch law provide that so long as the preference shares are held by the Company, they will have no voting rights and no right to profits.

P. 53 of the US Prospectus – "Capitalization", footnote 8

(8) Represents the issuance of a total of Class A ordinary shares of 83,945,965, Class B1 ordinary shares of 815,252 and Class B2 ordinary shares of 923,683 pursuant to the pro rata share issuance described in the section "Recapitalization and Conversion of Capital Stock in Connection with this Offering" of this Registration Statement in addition to five additional preference shares at €0.02 par value for no cash consideration and the offering herewith. Our authorized, issued and outstanding share capital is as follows:

	December 31, 2012	As adjusted	Pro forma as adjusted
Authorized	17,500,000	17,500,000	400,000,005
Issued and outstanding	3,788,881	3,757,516	102,775,749

As adjusted share capital reflects the retirement of 31,365 Stichting shares. We have adjusted for the issuance of 5 preference shares and the retirement of shares on payment of the €147 million distribution. Pro forma as adjusted share capital further reflects the pro rata share issuance of 85,684,900 shares and shares offered hereby of 13,333,333. Our issued and outstanding share capital in our financial statements reflects 3,788,881 share capital adjusted for the pro rata share issuance of 85,684,900 shares.

p. 54 of the US Prospectus - Dilution

If you invest in our ordinary shares, your interest will be diluted by the amount by which the offering price per share paid by the purchasers of ordinary shares in this offering exceeds the net tangible book value per ordinary share following this offering. As of December 31, 2012, our net tangible book value was approximately $(74) million, or $(0.83) per ordinary share. Net tangible book value per share equals total consolidated tangible assets minus total consolidated liabilities divided by the number of ordinary shares outstanding.

Our net tangible book value as of December 31, 2012 would have been approximately $(261 million), or $(2.54) per ordinary share, after giving effect to (a) the March 25, 2013 refinancing of the Original Term Loan with proceeds from our Term Loan, as described in "Description of Certain Indebtedness"; (b) the distribution of €103 million to our Class A and Class B1 shareholders on March 28, 2013; (c) the distribution of approximately €392,000 to our Class B2 shareholders prior to the offering; (d) the reacquisition by the Company of ordinary shares issued under our legacy management equity plan, at an acquisition amount of approximately €900,000, in connection with our decision to freeze new participation in the plan in anticipation of this offering, as described in "Management—Management Equity Plan"; (e) the pro rata share issuance, specifically the issuance of 83,945,965 Class A ordinary shares, 815,252 Class B1 ordinary shares and 923,683 Class B2 ordinary shares to our existing shareholders, as described in "Description of Capital Stock"; and (f) the sale by us of 13,333,333 ordinary shares in this offering at the offering price of $15.00 per share, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us, each as if they had occurred on December 31, 2012.

This represents an immediate increase in the net tangible book value of $1.71 per share to existing shareholders and an immediate dilution in the net tangible book value of $17.54 per share to the investors who purchase our ordinary shares in this offering. Sales of shares by our selling shareholders in this offering do not affect our net tangible book value.

The following table illustrates this per share dilution:

		Per Share
Offering price per ordinary share		$15.00
Net tangible book value per ordinary share as of December 31, 2012	$(0.83)	
Increase in adjusted net tangible book value per ordinary share attributable to this offering	1.71	
Adjusted net tangible book value per ordinary share this offering		(2.54)
Dilution per ordinary share to new investors[(1)]		$17.54

(1) New investors include the purchasers of shares in this offering.

If the underwriters exercise their overallotment option to purchase additional ordinary shares in full, the net tangible book value after giving effect to this offering would be (2.46) per share, and the dilution in net tangible book value per share to investors in this offering would be $17.46 per share.

The following table summarizes, as of December 31, 2012, the difference between existing shareholders and new investors with respect to the number of ordinary shares purchased from us, the total consideration paid to us for these shares, and the average price per share paid by our existing shareholders and to be paid by the new investors in this offering. The calculation below reflecting the effect of shares purchased by new investors is based on the offering price of $15.00 per share, before deducting underwriting discounts and commissions and estimated offering expenses payable by us in connection with the offering.

	Shares Purchased		Total Consideration		Average Price
	Number	Percent	Amount	Percent	Per Share
Existing shareholders	89,442,416	87.0%		%	$
New investors	13,333,333	13.0%	199,999,995	%	$ 15.00
Total	102,775,749	100.0%		100.0%	$

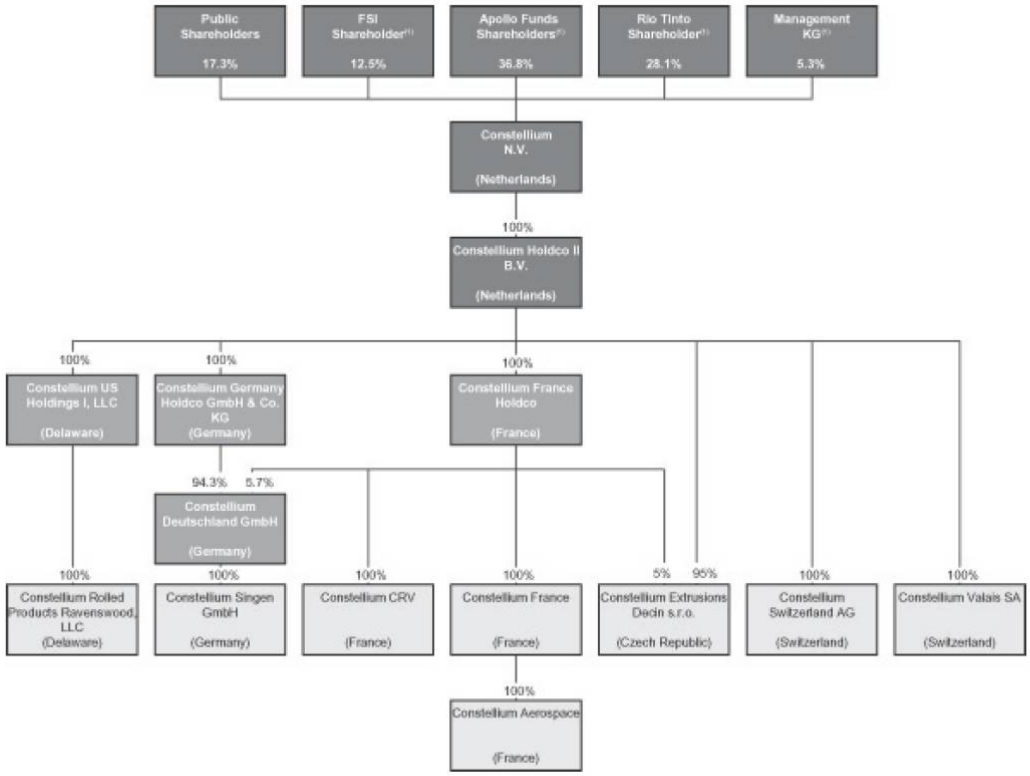
The foregoing table does not reflect proceeds to be realized by selling shareholders in the offering.

P. 56 of the US Prospectus – "Our History and Corporate Structure – Our History", third paragraph

As of December 31, 2012, approximately 6.85% of the outstanding shares of Constellium Holdco B.V. were held by Omega Management GmbH & Co. KG ("Management KG"), which was formed in connection with a management equity plan to facilitate equity ownership by Constellium's management team. Under the terms of the management equity plan described in "Management—Management Equity Plan," a total of 55 of our current and former directors, officers and employees have invested in the company. Prior to the conversion to an N.V., the partnership agreement of Management KG provided that the Constellium Holdco B.V. shares that it held be voted in the same manner as, and in proportion to the respective equity ownership amounts of, Apollo Funds, Rio Tinto and FSI. In connection with this offering, the partnership agreement of Management KG was amended to provide that the Constellium shares held by Management KG will be voted in the discretion of the advisory board at the level of the general partner of Management KG.

P. 56 of the US Prospectus – "Our History and Corporate Structure – Corporate Structure"

The following diagram summarizes our corporate structure (including our significant subsidiaries) after giving effect to our initial public offering, assuming no exercise of the over-allotment option:



(1) Such shareholder also holds preference shares as described under "Summary—Recent Developments—New Term Loan, Application of Term Loan Proceeds and Issuance of Preference Shares."

p. 59 of the US Prospectus - Selected Financial Information

(€ in millions other than per share and per ton data)	Predecessor as of and for the year ended December 31, 2008	2009	2010	Successor as of and for the year ended December 31, 2011	2012
Statement of income data:					
Revenue	3,318	2,292	2,957	3,556	3,610
Gross profit	50	42	242	321	478
Operating profit/(loss)	(825)	(240)	(248)	(59)	257
Profit/(loss) for the period—continuing operations	(639)	(215)	(209)	(166)	142
Profit/(loss) for the period	(644)	(218)	(207)	(174)	134
Profit/(loss) per share—basic and diluted	n/a	n/a	n/a	(2.0)	1.5
Profit/(loss) per share—basic and diluted—continuing operations	n/a	n/a	n/a	(1.9)	1.6
Pro forma profit per share—basic and diluted—continuing operations	—	—	—	—	1.4
Weighted average number of shares outstanding	n/a	n/a	n/a	89,338,433	89,442,416
Pro forma weighted average number of shares outstanding	n/a	n/a	n/a	n/a	102,775,754
Dividends per ordinary share (euro)	—	—	—	—	—
Balance sheet data:					
Total assets	2,583	2,040	1,837	1,612	1,631
Net liabilities or total invested equity	227	108	199	(113)	(47)
Share capital	n/a	n/a	n/a	—	—
Pro forma balance sheet data:					
Total assets	—	—	—	—	1,631
Net liabilities	—	—	—	—	(297)
Share capital	—	—	—	—	—
Other operational and financial data (unaudited):					
Net trade working capital(1)	n/a	416	519	381	289
Capital expenditure	127	61	51	97	126
Volumes (in KT)	1,058	868	972	1,058	1,033
Revenue per ton	3,136	2,641	3,042	3,361	3,495

(1) Net trade working capital represents total inventories plus trade receivables less trade payables.

P. 138 of the US Prospectus, "Principal and Selling Shareholders", first paragraph

The following table sets forth the principal shareholders of Constellium N.V. and the number and percentage of ordinary shares owned by each such shareholder, in each case as of May 20, 2013 and following this offering, in which only Class A ordinary shares will be sold. The ordinary shares beneficially owned prior to this offering have been adjusted to give effect to (i) the reacquisition by us of ordinary shares issued under our legacy management equity plan in connection with our decision to freeze new participation in the plan in anticipation of this offering, as described in "Management—Management Equity Plan," and (ii) the pro rata share issuance, specifically the issuance of 83,945,965 additional Class A ordinary shares, 815,252 additional Class B1 ordinary shares and 923,683 additional Class B2 ordinary shares which occurred prior to consummation of this offering, as described in "Description of Capital Stock—Recapitalization and Conversion of Capital Stock in Connection with this Offering." The selling shareholders in this offering are Apollo Funds and Rio Tinto International Holdings Limited. We are currently majority owned by Apollo Funds, which beneficially owned, as of December 31, 2012, approximately 54% of our ordinary shares. Following the completion of this offering it is expected that Apollo Funds will hold 36.8% of our ordinary shares, assuming no exercise of the over-allotment option.

P. 138 of the US Prospectus, "Principal and Selling Shareholders", table

Name of beneficial owner	Number of Class A shares beneficially owned prior to the offering	Beneficial ownership percentage	Number of Class A shares being offered (order placed for) in this offering	Number of Class A shares beneficially owned after this offering and assuming no exercise of the over-allotment option	Beneficial ownership percentage	Number of Class A shares beneficially owned after this offering assuming exercise of over-allotment option	Beneficial ownership percentage
Apollo Funds	48,275,158(1)	54.0%	5,037,037	37,810,518(4)	36.8%	37,810,518(4)	35.6%
Rio Tinto International Holdings Limited	34,882,542(2)	39.0%	3,851,852	28,913,925(5)	28.1%	28,913,925(5)	27.2%
Fonds Stratégique d'Investissement	8,944,241(3)	10.0%	(4,445,448)	12,846,929(6)	12.5%	12,846,929(6)	12.1%

P. 138 of the US Prospectus, "Principal and Selling Shareholders - Footnote (4), (5) and (6)"

(4) Represents the aggregate of (i) 37,561,475 Class A ordinary shares held of record by Apollo Omega and (ii) 249,043 Class A ordinary shares held by AMI. Apollo Omega and AMI will not beneficially own any Class B shares after completion of this offering. See footnote (1) for further information regarding the Apollo Funds' beneficial ownership of our ordinary shares.

(5) Represents 28,193,925 Class A ordinary shares held by RTIHL. RTIHL will not own any Class B shares after completion of this offering. See footnote (2) for further information regarding RITHL's beneficial ownership of our ordinary shares.

(6) Consists of 12,846,929 Class A ordinary shares held directly by FSI. FSI will not own any Class B shares after completion of this offering. See footnote (3) for further information regarding FSI's beneficial ownership of our ordinary shares.

P. 151 of the US Prospectus, "Recapitalization and Conversion of Capital Stock in Connection with this Offering"

Recapitalization and Conversion of Capital Stock in Connection with this Offering

Pursuant to our Amended and Restated Articles of Association, our authorized share capital consists of 398,500,000 Class A ordinary shares, 1,500,000 Class B ordinary shares and five preference shares, each with a nominal value of €€ 0.02. Each of the Class A ordinary shares, Class B ordinary shares and preference shares has one vote. Apollo Funds, Rio Tinto and FSI will hold or exercise voting power over approximately 77.4% of our ordinary shares after the consummation of this offering. See "Risk Factors—We are principally owned by Apollo Funds, Rio Tinto and FSI, and their interests may conflict with or differ from your interests as a shareholder" for more information.

Prior to this offering, we effected a pro rata share issuance of Class A ordinary shares, Class B1 ordinary shares and Class B2 ordinary shares to our existing shareholders, which was implemented through the issuance of 22.8 new Class A ordinary shares, 22.8 Class B1 ordinary shares and 22.8 Class B2 ordinary shares for each outstanding Class A, Class B1 and Class B2 ordinary share, respectively. As a result, the Company issued an aggregate amount of 83,945,965 additional Class A ordinary shares, 815,252 additional Class B1 ordinary shares and 923,683 additional Class B2 ordinary shares, nominal value €€ 0.02 per share, prior to consummation of this offering, as described in "Description of Capital Stock— Recapitalization and Conversion of Capital Stock in Connection with this Offering." The pro rata share issuance was undertaken in order to provide the proper per-share valuation in respect of the offering price set forth on the cover page of this prospectus and will have no dilutive effect. We refer to this issuance throughout this document as the "pro rata share issuance." The pro rata share issuance took place after the 31,365 shares held by the Stichting (consisting of 15,938 Class A ordinary shares, 2,441 Class B1 ordinary shares and 12,986 Class B2 ordinary shares) were reacquired at an acquisition amount of approximately €€ 0.9 million, thereby decreasing the total number of outstanding shares upon which the pro rata share issuance will be made.

Immediately following the pro rata share issuance, we changed both our name and corporate form, from Constellium Holdco B.V., a Netherlands private limited liability company (*besloten vennootschap*), to Constellium N.V., a Netherlands public limited liability company (*naamloze vennootschap*). In connection with the conversion from one type of legal entity to another, each outstanding Class A and Class B1 ordinary share of Constellium Holdco B.V. was converted, on a one-to-one basis, into a Class A ordinary share of Constellium N.V., and each Class B2 ordinary share of Constellium Holdco B.V. was converted, on a one-to-one basis, into a Class B ordinary share of Constellium N.V.

Our Amended and Restated Articles of Association provide that our board of directors, at the request of a holder of a Class B ordinary share, may resolve to convert a Class B ordinary share into a Class A ordinary share. Immediately prior to conversion into a Class A ordinary share, a pro rata part of the Class B dividend reserve was paid out to the holder of the Class B share.

The Class A ordinary shares, Class B ordinary shares and preference shares are entitled to the profits in the following order: (i) first, an aggregate amount of approximately €€ 147 million is paid to holders of preference shares (which amount was paid on May 21, 2013), and (ii) second, the remaining profits, to the extent not reserved by our board of directors, will be paid to each shareholder in proportion to the total number of shares of the Class A ordinary shares, Class B ordinary shares and preference shares held by each shareholder provided that the pro rata part of the remaining profits that accrue to the Class B ordinary shares will be added to the dividend reserve B.

The distribution of approximately €€ 147 million was paid on the preference shares on May 21, 2013. All rights attached to the preference shares, including voting rights and rights to profit, have automatically and immediately become equal to the rights attached to the ordinary shares. However, it is likely the holders of the preference shares will not have an opportunity to exercise or benefit from any of these rights as we have agreed with our existing shareholders to repurchase the preference shares for no consideration simultaneously with or shortly after the payment in full of the distribution amount of approximately €€ 147 million. Our Amended and Restated Articles of Association and Dutch law provide that so long as the preference shares are held by the Company, they will have no voting rights and no right to profits.

Pursuant to our Amended and Restated Articles of Association, upon liquidation of Constellium, any liquidation surplus shall be distributed to the shareholders in proportion to the aggregate nominal amount of shares held by each shareholder.

A shareholder, by reason only of its holdings in Constellium, will not become personally liable for legal acts (*rechtshandelingen*) performed in the name of Constellium and will not be obliged to contribute to losses of Constellium in excess of the amount which must be paid up on the shares issued to it.

P. 151 of the US Prospectus, "Description of Capital Stock – Issuance of Ordinary Shares", third paragraph

Immediately prior to the completion of this offering, our general meeting of shareholders will adopt a resolution in connection with the issuance of 13,333,333 Class A ordinary shares and the exclusion of preemptive rights of the shareholders in relation thereto in connection with this offering. The shares will be issued upon the consummation of this offering.

P. 173 of the US Prospectus, "Ordinary Shares Eligible for Future Sale", second paragraph

Upon completion of this offering, we will have a total of 101,811,560 Class A ordinary shares and 964,189 Class B ordinary shares issued and outstanding. The ordinary shares sold in this offering will be freely tradable without restriction or further registration under the Securities Act, except that any ordinary shares purchased by our "affiliates" (as defined under Rule 144) may only be sold in compliance with the limitations described below. The remaining outstanding ordinary shares will also be deemed restricted securities, as defined under Rule 144. Restricted securities may be sold in the public market only if registered or if they qualify for an exemption from registration under Rule 144 or Regulation S.

P. 173 of the US Prospectus, the paragraph "Ordinary Shares Eligible for Future Sale – Selling Shareholder Sale" will be replaced

FSI Share Purchase

Under the Agreement between Apollo Funds, Rio Tinto and FSI for the FSI Share Purchase following the closing of such purchase, FSI will be restricted from buying additional shares in the company for one year following the closing of this offering, unless this restriction is waived by both Apollo Funds and Rio Tinto or certain specified events occur. See "Summary—Recent Developments—FSI Share Purchase."

P. 185 of the US Prospectus, "Underwriting (Conflicts of Interest)"

Underwriter	Number of Shares
Goldman, Sachs & Co.	4,888,889
Deutsche Bank Securities Inc.	4,055,556
J.P. Morgan Securities LLC	4,055,556
Barclays Capital Inc.	1,333,333
Credit Suisse Securities (USA) LLC	1,333,333
Morgan Stanley & Co. LLC	1,333,333
BNP Paribas Securities Corp.	888,889
UBS Securities LLC	888,889
Citigroup Global Markets Inc.	611,111
HSBC Securities (USA) Inc.	444,444
SG Americas Securities, LLC	444,444
Lazard Capital Markets LLC	222,222
Apollo Global Securities, LLC	1,166,667
Moelis & Company LLC	222,222
Rothschild Inc.	222,222
Davenport & Company LLC	111,112
Total	22,222,222

P. 186 of the US Prospectus, "Underwriting (Conflicts of Interest)– Commissions and Discounts"

The representatives have advised us and the selling shareholders that the underwriters propose initially to offer the shares to the public at the public offering price set forth on the cover page of this prospectus and to dealers at that price less a concession not in excess of $0.825 per ordinary share. After the initial offering, the public offering price, concession or any other term of the offering may be changed.

The following table shows the public offering price, underwriting discount and proceeds before expenses to us and the selling shareholders. The information assumes either no exercise or full exercise by the underwriters of their over-allotment option.

	Per Share	Gross Without Option	Gross With Option
Public offering price	$ 15.00	$333,333,330	$383,333,325
Underwriting discount	$ 0.825	$ 18,333,333	$ 21,083,333
Proceeds, before expenses, to us	$14.175	$188,999,995	$236,249,991
Proceeds, before expenses, to the selling shareholders	$14.175	$126,000,002	$126,000,002

The expenses of the offering, including expenses incurred by the selling shareholders but not including the underwriting discount, are estimated at $9,332,300 and are payable by us. We have also agreed to reimburse the underwriters for certain of their expenses in an amount up to $50,000.

P. 186 of the US Prospectus, "Underwriting (Conflicts of Interest)– Commissions and Discounts" a new paragraph is inserted

Over-allotment Option

We have granted an option to the underwriters, exercisable for 30 days after the date of this prospectus, to purchase up to 3,333,333 additional shares from us at the public offering price, less the underwriting discount. The underwriters may exercise this option solely to cover any over-allotments. If the underwriters exercise this option, each will be obligated, subject to conditions contained in the underwriting agreement, to purchase a number of additional shares proportionate to that underwriter's initial amount as reflected in the above table.

P. 187 of the US Prospectus, "Underwriting (Conflicts of Interest) – Stock Exchange Listings"

Our Class A ordinary shares have been approved for listing on the New York Stock Exchange under the symbol “CSTM.” In order to meet the requirements for listing on that exchange, the underwriters have undertaken to sell a minimum number of shares to a minimum number of beneficial owners as required by that exchange.

We have also applied to list our ordinary shares on Euronext Paris under the symbol “CSTM”; we expect our shares to begin trading on Euronext Paris on or about May 27, 2013.

P. 190 of the US Prospectus, "Underwriting (Conflicts of Interest) –Notice to Prospective Investors in the Netherlands"

We have applied for admission to listing and trading (the “French Admission”) of our ordinary shares on the professional segment of NYSE Euronext Paris. The French Admission shall take place on or around May 27, 2013, based on a prospectus approved by the Dutch *Autoriteit Financiële Markten* and notified to the French *Autorité des marchés financiers* (the “AMF”) in accordance with Articles 212-40 and 212-41 of the general regulation of the AMF.

Pursuant to Article 516-19 of the general regulation of the AMF, an investor other than a qualified investor (as defined below), may not purchase our ordinary shares on the professional segment of Euronext Paris unless such investor takes the initiative to do so and has been duly informed by the investment services provider about the characteristics of the professional segment. No offer of ordinary shares, which are the subject of the offering contemplated by this prospectus, has been made or will be made in the Netherlands, unless in reliance on Article 3(2) of the Prospectus Directive and provided:

- such offer is made exclusively to legal entities which are qualified investors (as defined in the Prospectus Directive) in the Netherlands; or
- standard exemption logo and wording are disclosed as required by article 5:20(5) of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*, the “FSA”); or
- such offer is otherwise made in circumstances in which article 5:20(5) of the FSA is not applicable.

P. 191 of the US Prospectus, "Underwriting (Conflicts of Interest) – Notice to Prospective Investors in France"

Neither this prospectus nor any other offering material relating to the ordinary shares described in this prospectus has been approved, registered or filed with the *Autorité des Marches Financiers* (the “AMF”) or of the competent authority of another member state of the European Economic Area and notified to the AMF in connection with an offering of the ordinary shares to the public in France. Consequently, the ordinary shares have not been offered or sold and will not be offered or sold, directly or indirectly, to the public in France. Neither this prospectus nor any other offering material relating to the ordinary shares has been or will be:

- released, issued, distributed or caused to be released, issued or distributed to the public in France; or
- used in connection with any offer for subscription or sale of the ordinary shares to the public in France.

Such offers, sales and distributions will be made in France only:

- to qualified investors (*investisseurs qualifiés*) investing for their own account, as defined in, and in accordance with articles L.411-2, D.411-1, D.734-1, D.744-1, D.754-1 and D.764-1 of the French *Code monétaire et financier*; and/or
- to investment services providers authorized to engage in portfolio management on behalf of third parties.

The ordinary shares may be resold directly or indirectly in France, only in compliance with applicable laws and regulations and in particular those relating to a public offering (which are embodied in articles L.411-1, L.411-2, L.412-1 and L.621-8 through L.621-8-3 of the French *Code monétaire et financier*).

We have applied for admission to listing and trading (the “French Admission”) of our ordinary shares on the professional segment of NYSE Euronext Paris. The French Admission shall take place on or around May 27, 2013, based on a prospectus approved by the Dutch *Autoriteit Financiele Markten* and notified to the AMF in accordance with Articles 212-40 and 212-41 of the general regulation of the AMF.

Pursuant to Article 516-19 of the general regulation of the AMF, an investor other than a qualified investor (as defined below), may not purchase our ordinary shares on the professional segment of Euronext Paris unless such investor takes the initiative to do so and has been duly informed by the investment services provider about the characteristics of the professional segment.

P. F-64 of the US Prospectus – "NOTE 33—PRO FORMA INFORMATION (UNAUDITED) - Earnings per Share"

The computation of pro forma earnings per share assumes that additional units were outstanding from the beginning of the period. The additional assumed shares represent the number shares sold in this offering whose proceeds are assumed for the purposes of this calculation to have been used to pay the dividend declared on March 13, 2013 that are (i) in excess of the income for the 12 month period ended March 31, 2013, or (ii) funded by the proceeds of the offering as follows:

Historical weighted average shares outstanding, basic and diluted – adjusted for the pro rata share issuance (note 12)		89,442,416
Additional preference shares issued		5
Shares to be issued in excess of earnings to pay the dividend:		
Dividend declared	€250 million	
Less: Earnings for the 12 months preceding the dividend declaration	85 million	
Dividend deemed to be paid with IPO proceeds	165 million	
IPO shares presumed to be used to pay dividend ($15.00 per share)		13,333,333
Pro forma weighted average shares outstanding, basic and diluted		102,775,754

P. W-32, "INFORMATION ABOUT THE SHARES"

The Shares of the Company are in registered form and created under Dutch law. The ISIN number of the shares is NL0010489522. The Shares will be traded in US Dollar on the NYSE and in EUR on NYSE Euronext Paris.