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UNITED STATES STEEL CORP
Form 8-K
May 05, 2009

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):
May 4, 2009

United States Steel Corporation

(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------------------------------------|--------------------------------------|-----------------------------------------------|
| Delaware | 1-16811 | 25-1897152 |
| ----- (State or other jurisdiction of incorporation) | ----- (Commission File Number) | ----- (IRS Employer Identification No.) |
| 600 Grant Street, Pittsburgh, PA | | 15219-2800 |
| ----- (Address of principal executive offices) | | ----- (Zip Code) |

(412) 433-1121

(Registrant's telephone number,
including area code)

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

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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 1.01 Entry into a Material Definitive Agreement

Pursuant to an Indenture dated as of May 21, 2007 (the "Indenture") between United States Steel Corporation (the "Corporation") and The Bank of New York, as trustee (the "Trustee"), a copy of which was filed as Exhibit 4.1 to the Corporation's Report on Form 8-K filed on May 22, 2007, the Corporation and the Trustee entered into a Third Supplemental Indenture dated as of May 4, 2009 (the "Supplemental Indenture"). The Supplemental Indenture provides for the issuance and sets forth the terms (such as the conversion features) of the Corporation's 4.00% Senior Convertible Notes due 2014 (the "Notes"). The Supplemental Indenture also contains covenants regarding limitations on liens and sale-leasebacks and the purchase of the Notes upon a change of control as well as other customary provisions.

A copy of the Supplemental Indenture is attached as Exhibit 4.1 to this Form 8-K.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On May 4, 2009, the Corporation consummated the issuance and sale of \$862,500,000 principal amount of the Notes pursuant to the terms of the Indenture and the Supplemental Indenture. The material terms of the Notes are set forth in the Notes and in the Indenture and the Supplemental Indenture.

A specimen Note is attached as Exhibit 4.2 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 4.1 Third Supplemental Indenture dated May 4, 2009 to Indenture dated as of May 21, 2007
- 4.2 4.00% Specimen Senior Convertible Note due 2014

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 hereunto duly authorized.

UNITED STATES STEEL CORPORATION

By /s/ Gregory A. Zovko

Gregory A. Zovko
Vice President & Controller

Dated: May 5, 2009