UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 20, 2020

United States Steel Corporation
(Exact Name of Registrant as Specified in Charter)

Delaware	1-16811	25-1897152
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

600 Grant Street,
Pittsburgh, PA 15219-2800
(Address of Principal Executive Offices, and Zip Code)

(412) 433-1121
Registrant's Telephone Number, Including Area Code

(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 (*see* General Instruction A.2. below):

☐ Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	X	New York Stock Exchange
Common Stock	X	Chicago Stock Exchange

Item 7.01. Regulation FD Disclosure

On May 20, 2020, in connection with the offering of the secured notes (as described below), United States Steel Corporation (the "Company") disclosed certain information to prospective investors in a preliminary offering memorandum, dated May 20, 2020. The preliminary offering memorandum included information that supplements or updates certain prior disclosures of the Company. Such information is attached hereto as Exhibit 99.1 and is being furnished under Item 7.01 of this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information contained in this Item 7.01 and Exhibit 99.1 is being furnished under Item 7.01 of this Current Report on Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information and exhibits be incorporated by reference into any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01. Other Events.

On May 20, 2020, the Company issued a press release announcing that it has commenced a private offering of $700 million aggregate principal amount of senior secured notes due 2025 (the "secured notes"). The secured notes are being offered only to persons reasonably believed to be "qualified institutional buyers" in accordance with Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated by reference herein.

This Current Report on Form 8-K does not constitute an offer to sell, or a solicitation of an offer to buy, any security, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering would be unlawful.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	Excerpts from preliminary offering memorandum for the secured notes, dated May 20, 2020
99.2	Press release dated May 20, 2020 (relating to the secured notes offering)
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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/ Duane D. Holloway
Name: Duane D. Holloway
Title: Senior Vice President, General Counsel and Chief Ethics & Compliance Officer

Dated: May 20, 2020

Exhibit 99.1

**Excerpts from the Preliminary Offering Memorandum of United States Steel Corporation,
dated May 20, 2020**

Recent Developments

Impact of COVID-19 Pandemic

The global pandemic resulting from the novel coronavirus designated as COVID-19 has had a significant impact on economies, businesses and individuals around the world. Efforts by governments around the world to contain the virus have involved, among other things, border closings and other significant travel restrictions; mandatory stay-at-home and work-from-home orders in numerous countries, including the United States; mandatory business closures; public gathering limitations; and prolonged quarantines. These efforts and other governmental and individual reactions to the pandemic have led to significant disruptions to commerce, lower consumer demand for goods and services and general uncertainty regarding the near-term and long-term impact of the COVID-19 virus on the domestic and international economy and on public health. These developments and other consequences of the outbreak have had, and could continue to have, a material adverse impact on our results of operations, financial condition and cash flows.

The U.S. Department of Homeland Security guidance has identified U. S. Steel's business as a critical infrastructure industry, essential to the economic prosperity, security and continuity of the United States. Similarly, in Slovakia, U. S. Steel Košice ("USSK") was identified by the government as a strategic and critical company, essential to economic prosperity, and continues to operate. We are following and exceeding the U.S. Centers for Disease Control and Prevention guidelines to keep our employees safe.

The duration, severity, speed and scope of the COVID-19 pandemic is highly uncertain and the extent to which COVID-19 will affect our operations will depend on future developments which cannot be predicted at this time. Although we continue to operate, we have experienced, and are likely to continue to experience, significant reductions in demand for our products. In addition, the oil and gas industry, which is one of our significant end markets, has been experiencing a significant amount of disruption and has been experiencing oversupply at a time of declining demand, resulting in a decline in profitability. Our tubular operations support the oil and gas industry, and therefore the industry's decline has led to a significant decline in demand for our tubular products. We considered the steep decline in oil prices and declining demand to be triggering events for our welded tubular and seamless tubular asset groups, and after completing a quantitative analysis, we recorded a $263 million impairment charge for the welded tubular asset group in our fiscal quarter ended March 31, 2020.

To date, we have taken the following actions to mitigate the impact on our business of the COVID-19 pandemic, taken together with the impact of the disruptions in the oil and gas industry:

- *Measures to Improve Liquidity Position.* To preserve cash and enhance our liquidity, we drew down $800 million under our amended and restated $2.0 billion five-year senior secured asset-based revolving credit facility (the "ABL Facility") on March 23, 2020. As of March 31, 2020, we had $1.35 billion of cash and cash equivalents (plus restricted cash of $147 million for electric arc furnace construction, environmental capital expenditures and insurance purposes), and access to an additional $465 million of liquidity, comprised of $300 million of availability under the ABL Facility, an aggregate of $152 million of availability across USSK's secured credit facilities (the "USSK Credit Facilities") and $13 million of availability under USS-POSCO Industries' secured revolving credit facility (the "UPI Facility"). We anticipate that the net proceeds from this offering will strengthen our balance sheet and further improve our liquidity position.

In addition, in April 2020, we announced our entry into an option agreement with Stelco Inc. (“Stelco”), pursuant to which we granted Stelco the option to acquire a 25% interest in a to-be-formed entity (the “Joint Venture”) that will own our iron ore mining operations in Mt. Iron, Minnesota (the “Minntac Mine”), in consideration for $100 million, payable in cash in five $20 million installments on or before December 31, 2020 (the first $20 million installment was received on April 30, 2020). In the event Stelco exercises its above-described option (which they have until January 31, 2027 to do), Stelco will contribute an additional $500 million to the Joint Venture.

We are also evaluating potential loan and other financial assistance programs available under the Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”), which was signed into law on March 27, 2020, to support companies adversely impacted by the COVID-19 pandemic. However, we cannot predict the manner in which any potential benefits will be allocated or administered or the restrictions and limitations that may be imposed upon recipients of such benefits, and we cannot assure you that we will be able to access such benefits in a timely manner or at all.

· *Capital Expenditure Reductions.* We spent $282 million on our planned 2020 capital expenditures during the three months ended March 31, 2020. In March 2020, as part of our response to the COVID-19 pandemic, we reduced our planned 2020 capital expenditures for the year ended December 31, 2020 by $125 million to approximately $750 million. In particular, we delayed construction of the endless casting and rolling line and cogeneration facility at our Mon Valley Works and paused upgrades to the Gary Works hot strip mill. The investment in a new non-grain oriented electrical steel line at USSK (our Dynamo line) remains delayed. We expect to complete the Electric Arc Furnace at our tubular operations in Fairfield, Alabama, with first arc anticipated in the second half of 2020, because this project has been prefunded with the proceeds of environmental revenue bonds issued in the fourth quarter of 2019. We may re-evaluate the need for additional capital expenditure reductions as the COVID-19 pandemic develops.

· *Operating Configuration Changes.* We also adjusted our operating configuration in response to changing market conditions, including the economic impacts from the COVID-19 pandemic, significant recent changes in global oil and gas markets and increasing global overcapacity and unfairly traded imports by indefinitely and temporarily idling certain of our facilities. In particular, in March and April of 2020, we took additional footprint actions (in addition to the previously announced indefinite idling of a significant portion of our Great Lakes Works operation near Ecorse, Michigan) to temporarily idle certain operations for an indefinite period to better align production with customer demand, including:

- Blast Furnaces #4, #6 and #8 at Gary Works;
- Blast Furnace A at Granite City Works;
- Blast Furnace #1 at Mon Valley Works;
- Lone Star Tubular Operations;
- All or most of Lorain Tubular Operations; and
- Keetac Iron Ore Operations.

We have also reduced production at certain other facilities to align with customer needs. We will continue to adjust our operating configuration in order to align production with our order book and meet the needs of our customers. When market conditions improve, we will assess the footprint required to support our customers’ needs and make decisions about resuming production at idled facilities or increasing production at facilities operating at reduced levels.

In addition, we reduced certain costs at our plants and headquarters. In connection with the temporary idlings described above, we have taken actions to appropriately streamline our footprint and workforce. On April 30, 2020, we announced that we expect to lay off approximately 2,700 employees across our U.S. facilities and including our headquarters. We have also taken certain compensation-related actions to reduce costs, including suspending matching and other company contributions under our retirement savings plans. Our Board of Directors and executive leadership have also reduced their compensation. We also believe we will generate positive changes to working capital, primarily through reduced inventory. While it is currently our expectation that these operational savings will result in approximately $375 million of cash savings for the fiscal year ending December 31, 2020, our estimates regarding anticipated cash savings are based on current projections and assumptions that are derived from information available to management at this time and, accordingly, are subject to change. There can be no guarantee as to how much, if any, of the predicted cash savings from the measures described above will be realized. We undertake no obligation to publicly update or revise our estimated or actual cash savings from such measures in the future, whether as a result of new information, future events or otherwise, except as required by law.

Liquidity

We currently estimate that our liquidity requirements through December 31, 2020 will be approximately $700 million, without giving effect to net proceeds from this offering and cash interest expense on the notes offered hereby. We believe that our liquidity at March 31, 2020, without giving effect to any net proceeds from this offering, will be adequate to fund our estimated liquidity requirements, based on our current assumptions with respect to our results of operations and financial condition, including the probability that we will incur a net loss and negative Adjusted EBITDA for the year ending December 31, 2020 as a result of the continued impact of the COVID-19 pandemic, particularly when taken together with the ongoing disruption in the oil and gas industry, on our operations. We expect that such estimated liquidity requirements will consist principally of the remaining portion of our 2020 planned strategic and sustaining capital expenditures, interest expense, and operating costs and employee benefits for our operations after taking into account the footprint actions and cost reductions at our plants and headquarters described above, partially offset by the anticipated benefits of our working capital management. We currently estimate that, after giving effect to this offering, our liquidity requirements through December 31, 2020 will include approximately $60 million of additional cash interest expense. Our available liquidity at March 31, 2020 consists principally of our cash and cash equivalents and available borrowings under the ABL Facility and the USSK Credit Facilities.

Our estimated liquidity requirements are based on current projections and assumptions that are derived from information available to management at this time, and we cannot assure you that the assumptions used to estimate our liquidity requirements will be correct because the duration, severity, speed and scope of the COVID-19 pandemic, and the resulting material adverse impact on the economies, businesses and individuals around the world, is unprecedented. As a consequence, our ability to be predictive regarding the impact of the disruption caused by COVID-19, particularly when taken together with the ongoing disruption in the oil and gas industry, both of which have resulted in a significant reduction in demand for our products, is uncertain. In addition, our actual level of liquidity requirements could be impacted by other unanticipated developments or events beyond our control. Accordingly, we cannot assure you that our actual liquidity requirements will not differ from our current estimates, and such differences could be material. We undertake no obligation to publicly update or revise our estimated liquidity requirements in the future, whether as a result of new information, future events or otherwise, except as required by law.

Long-Term Iron Ore Sales Agreement with Algoma Steel

On May 13, 2020, we entered into an agreement with Algoma Steel Inc., a British Columbia corporation (“Algoma”), to sell substantial volumes of iron ore pellets to Algoma for a period beginning with the 2021 shipping season and ending with the 2024 shipping season. The agreement provides a new long-term iron ore customer for our Minnesota mines, namely our Minntac and Keetac mines.

Risks Related to the COVID-19 Pandemic

The COVID-19 pandemic has, and will likely continue to, materially and adversely affect our liquidity and our ability to access the capital markets.

The COVID-19 pandemic has, and will likely continue to, materially and adversely affect our liquidity and our ability to access the capital markets. Uncertainty regarding the duration, severity, speed and scope of the COVID-19 pandemic may adversely impact our ability to raise additional capital, or require additional capital, or require additional reductions in capital expenditures that are otherwise needed, to support working capital or continuation of our "best of both" strategy. For example, in March 2020, we announced that, as part of our response to the COVID-19 pandemic, we are planning to reduce our 2020 capital spending by $125 million to approximately $750 million. Our credit ratings were recently downgraded by three credit ratings agencies, all citing, among other things, the uncertainty in duration and impact of the COVID-19 pandemic on our business and the disruptions in the oil and gas industry. If our credit ratings were to be further downgraded, or general market conditions were to ascribe higher risk to our rating levels, our industry, or us, our ability to access the capital markets may be materially and adversely affected.

In addition, if the COVID-19 pandemic leads to a prolonged shutdown of certain of our operations and/or a prolonged economic downturn or recession, the availability of borrowings under the ABL Facility and the UPI Facility could be reduced significantly, if not entirely. For example, availability under the ABL Facility, which is calculated monthly (or more frequently under certain circumstances), is limited to the lesser of a borrowing base (as defined and calculated in the credit agreement governing the ABL Facility, but primarily accounts receivable and inventory) and $2.0 billion, in each case, less the amount of any borrowings outstanding and letters of credit issued under the ABL Facility (subject to further reduction in the event of pro forma non-compliance with fixed charge coverage ratio, as is currently the case). As a result, access to credit under each of the ABL Facility and UPI Facility is potentially subject to significant fluctuation, depending on the value of the borrowing base under each facility, which such value could be significantly diminished due to the COVID-19 pandemic. Further, we are expecting to draw down our inventory and receivables balances, which will be a source of cash flows, but the consequence of lower working capital balances will be a reduction in our borrowing base, which may reduce the amount available for borrowing or require repayments of outstanding balances.

Additionally, although we are evaluating the potential loan and other financial assistance programs available under the CARES Act, assistance under the CARES Act or other government stimulus programs may not be available to us, our customers, or our suppliers, or may prove to be ineffective. We cannot predict the manner in which any potential benefits will be allocated or administered or the restrictions that may be imposed upon recipients of such benefits, and we cannot assure you that we will be able to access such benefits in a timely manner or at all. Moreover, the terms of any loan or other financial assistance program under the CARES Act or other government stimulus programs that we are able to obtain may be unfavorable to us and may impose certain requirements on us that could significantly limit our corporate activities, including repaying indebtedness, including the notes offered hereby.

Moreover, while we have taken certain steps to create operational savings for the fiscal year ending December 31, 2020, such as laying off approximately 2,700 employees across our U.S. facilities and certain compensation-related actions, including compensation reductions for the Board of Directors and our executive leadership, there can be no guarantee as to how much, if any, of the predicted cash savings will be realized.

Further, across our industry, insurance providers have been asking certain of their customers to furnish collateral to secure all or part of their exposures given concerns about liquidity. We use surety bonds to provide whole or partial financial assurance for certain of our obligations, such as workers' compensation. A significant amount of our outstanding surety bonds are currently unsecured obligations. Providers of our unsecured surety bonds have the right to, at any time, demand security and, to date, two providers have recently exercised that right to demand that we post security or discharge them from their liability under such surety bonds. If we are unable to successfully negotiate with such providers and are required to satisfy such demands, we may need to increase our use of liquidity, which we will most likely do by posting security in the form of a letter of credit secured by cash or issued under the ABL Facility. In addition, due to uncertainty regarding our liquidity as a result of the COVID-19 pandemic, our vendors may decide to seek assurance in the form of cash collateral or prepayments, which would impose additional liquidity requirements on us.

If we are unable to access additional liquidity at the levels we require or if the cost of credit is greater than expected, our liquidity and our operating results could be materially and adversely affected, which could in turn cause us to be unable to make necessary capital expenditures or to pay scheduled payments on our debt, including the notes offered hereby, which could cause the maturity of certain of our indebtedness to be accelerated.

Exhibit 99.2

NEWS RELEASE

CONTACTS:

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FOR IMMEDIATE RELEASE:

UNITED STATES STEEL CORPORATION ANNOUNCES SENIOR SECURED NOTES OFFERING

PITTSBURGH, MAY 20, 2020 – United States Steel Corporation (NYSE: X) (the “company” or “U.S. Steel”) today announced that it has commenced, subject to market conditions, an offering of $700 million aggregate principal amount of senior secured notes due 2025 (the "notes").

U. S. Steel intends to use the net proceeds from the offering to strengthen its balance sheet, increase liquidity and for general corporate purposes.

The notes will be fully and unconditionally guaranteed on a senior secured basis by all of the company’s existing and future direct and indirect subsidiaries, other than certain “excluded subsidiaries.” Additionally, the notes and the note guarantees will be secured by first-priority liens, subject to permitted liens, on substantially all of the company’s and the guarantors’ assets, other than certain “excluded assets.”

The notes have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws and may not be offered or sold in the United States or to any U.S. persons unless pursuant to registration under the Securities Act, or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The notes are being offered only to persons reasonably believed to be "qualified institutional buyers" under Rule 144A of the Securities Act or, outside the United States, to persons other than "U.S. persons" in compliance with Regulation S under the Securities Act.

This press release is neither an offer to sell nor a solicitation of an offer to buy any securities, including the notes, nor shall it constitute an offer, solicitation or sale of any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

ABOUT U. S. STEEL

United States Steel Corporation, headquartered in Pittsburgh, Pa., is a leading integrated steel producer and Fortune 250 company with major operations in the United States and Central Europe.

FORWARD-LOOKING STATEMENTS

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Words such as, but not limited to, "believes," "expects," "anticipates," "estimates," "intends," "plans," "could," "may," "will," "should," and similar expressions are intended to identify forward-looking statements. All forward-looking statements, including with respect to the offering described herein, rely on a number of assumptions, estimates and data concerning future results and events and are subject to a number of uncertainties and other factors, many of which are outside U. S. Steel's control that could cause actual results to differ materially from those reflected in such statements. Accordingly, U. S. Steel cautions that the forward-looking statements contained herein are qualified by these and other important factors and uncertainties that could cause results to differ materially from those reflected by such statements. For more information on additional potential risk factors, please review U. S. Steel's filings with the SEC, including, but not limited to, U. S. Steel's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and its Current Reports on Form 8-K.