

Subject to Completion, dated February 2, 2021

Preliminary Prospectus Supplement
(To Prospectus dated February 15, 2019)

40,000,000 shares



Common Stock

We are offering 40,000,000 shares of our common stock, par value \$1.00 per share.

Our common stock is listed on the New York Stock Exchange (the "NYSE") under the symbol "X." The last reported sale price of our common stock on the NYSE on February 1, 2021 was \$18.15 per share.

The underwriter has agreed to purchase the shares of our common stock from us at a price of \$ _____ per share, which will result in \$ _____ million of proceeds to us before expenses. The underwriter may offer the shares of our common stock from time to time for sale in one or more transactions on the NYSE, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices. See "Underwriting."

Investing in our common stock involves risks. See "Risk Factors" beginning on page S-16 of this prospectus supplement and the "Risk Factors" sections beginning on page 45 of our [annual report on Form 10-K for the fiscal year ended December 31, 2019](#) and on pages 58, 52 and 45 of our quarterly reports on Form 10-Q for the quarters ended [March 31, 2020](#), [June 30, 2020](#) and [September 30, 2020](#), respectively, each of which is incorporated by reference into this prospectus supplement and the accompanying prospectus.

Neither the Securities and Exchange Commission (the "SEC") nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We have granted the underwriter an option to purchase, exercisable within the 30-day period from the date of this prospectus supplement, up to an additional 6,000,000 shares of our common stock.

We expect to deliver the shares of our common stock to the underwriter on or about February _____, 2021, which is the third business day following the date hereof (such settlement cycle being referred to as "T+3"). Under Rule 15c6-1 under the Exchange Act of 1934, as amended (the "Exchange Act"), trades in the secondary market generally are required to settle in two business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the shares prior to the second business day preceding the settlement date will be required, by virtue of the fact that the shares initially will settle in T+3, to specify an alternative settlement cycle at the time of any such trade to prevent failed settlement. Purchasers of the shares who wish to trade the shares prior to the second business day preceding the settlement date should consult their own advisors.

Book-Running Manager

Morgan Stanley

February _____, 2021

This preliminary prospectus supplement and the accompanying prospectus relate to an effective registration statement under the Securities Act of 1933, as amended, but it is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

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In making your investment decision, you should rely only on the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. We have not, and the underwriter has not, authorized anyone to provide you with additional or different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriter is not, making an offer of these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in or incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate as of any time subsequent to the date of such information.

About This Prospectus Supplement

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering and certain other matters relating to United States Steel Corporation. The second part, the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which do not apply to this offering. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. For information about our common stock, see “Description of Common Stock” in this prospectus supplement and “Description of Capital Stock” in the accompanying prospectus.

If the description in this prospectus supplement differs from the description in the accompanying prospectus, the description in this prospectus supplement supersedes the description in the accompanying prospectus. If the information set forth in this prospectus supplement varies in any way from the information set forth in a document we have incorporated by reference, you should rely on the information in the more recent document.

Before you invest in our common stock, you should read the registration statement to which this document forms a part and this document, including the documents incorporated by reference herein that are described under the heading “Where you can find more information.”

Where You Can Find More Information

United States Steel Corporation files annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are also accessible through the Internet at the SEC’s website at <http://www.sec.gov>. Many of our SEC filings are also accessible on our website at <http://www.ussteel.com>. The reference to our website is intended to be an inactive textual reference only. The information on or connected to our website is not a part of this prospectus supplement or the accompanying prospectus.

Incorporation of Certain Information by Reference

The SEC allows us to “incorporate by reference” into this prospectus supplement the information in documents we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus supplement, and later information that we file with the SEC will update and supersede this information. We incorporate by reference the documents listed below and any future filings we make with the SEC under Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the termination of the offering under this prospectus supplement (other than any documents or information deemed to have been furnished and not filed in accordance with the SEC rules). These documents contain important information about us. The SEC file number for these documents is 1-16811.

- (a) [Annual Report on Form 10-K for the year ended December 31, 2019;](#)
- (b) [Quarterly Report on Form 10-Q for the quarter ended March 31, 2020;](#)
- (c) [Quarterly Report on Form 10-Q for the quarter ended June 30, 2020;](#)
- (d) [Quarterly Report on Form 10-Q for the quarter ended September 30, 2020;](#)
- (e) Current Reports on Form 8-K filed on [January 31, 2020](#) (solely with respect to Item 8.01 thereof), [March 13, 2020](#), [March 27, 2020](#) (solely with respect to Item 2.03 thereof), [April 30, 2020](#) (solely with respect to Item 1.01 thereof), [April 30, 2020](#) (solely with respect to Item 8.01 thereof), [May 1, 2020](#) (with respect to Items 5.02 and 5.07 thereof), [May 21, 2020](#) (solely with respect to Item 8.01 thereof), [May 26, 2020](#), [May 29, 2020](#), [June 22, 2020](#) (solely with respect to Item 1.01 thereof), [July 30, 2020](#) (solely with respect to Items 5.02 and 5.03 thereof), [September 25, 2020](#), [October 2, 2020](#), [November 24, 2020](#) (solely with respect to Items 1.01 and 2.03 thereof), [December 18, 2020](#), [December 30, 2020](#), [January 19, 2021](#) (solely with respect to Items 2.01 and 2.03 thereof) and [February 2, 2021](#);

- (f) [Definitive Proxy Statement on Schedule 14A filed on March 13, 2020](#), as amended by the Schedule 14A filed on [April 15, 2020](#) (solely to the extent specifically incorporated by reference into our [Annual Report on Form 10-K for the year ended December 31, 2019](#)); and
- (g) [The description of our common stock contained in our registration statement on Form 8-A, filed with the SEC on December 6, 2001, as amended.](#)

Any statement contained in a document incorporated by reference into this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained herein or in any other subsequently filed document which is also incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed to constitute a part of this prospectus supplement, except as so modified or superseded.

Forward-Looking Statements

We include “forward-looking” statements concerning trends, market forces, commitments, material events and other contingencies potentially affecting our future performance in this prospectus supplement and in our annual and quarterly reports and other documents incorporated by reference in this prospectus supplement and the accompanying prospectus. We intend the forward-looking statements to be covered by the safe harbor provisions for forward-looking statements in Section 27 of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Exchange Act. Generally, we have identified such forward-looking statements by using the words “believe,” “expect,” “intend,” “estimate,” “anticipate,” “project,” “target,” “forecast,” “aim,” “should,” “will,” “may” and similar expressions or by using future dates in connection with any discussion of, among other things, operating performance, trends, events or developments that we expect or anticipate will occur in the future, statements relating to volume changes, share of sales and earnings per share changes, anticipated cost savings, potential capital and operational cash improvements, the integration of Big River Steel into U. S. Steel’s business, anticipated disruptions to our operations and industry due to the COVID-19 pandemic and statements expressing general views about future operating results. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking. Forward-looking statements are not historical facts, but instead represent only our beliefs regarding future events, many of which, by their nature, are inherently uncertain and outside of our control. It is possible that our actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in these forward-looking statements. Management believes that these forward-looking statements are reasonable as of the time made. However, caution should be taken not to place undue reliance on any such forward-looking statements because such statements speak only as of the date when made. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations or projections.

These risks and uncertainties include, but are not limited to, the risks and uncertainties described in “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2019, in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2020, June 30, 2020 and September 30, 2020 and in this prospectus supplement and those risks and uncertainties described from time to time in our future reports filed with the SEC.

Non-GAAP Financial Measures

We refer to the terms EBITDA and Adjusted EBITDA (as defined in “Summary — Summary Historical Consolidated Financial Information”) and adjusted net earnings (loss) and adjusted net earnings (loss) per diluted share (which are subjected to comparable adjustments) in various places in this prospectus supplement and in the documents incorporated by reference herein. These are supplemental financial measures that are not prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”). Any analysis of non-GAAP financial measures should be used only in conjunction with results presented in accordance with GAAP. In addition, our measurements of these non-GAAP measures may not be comparable to those of other companies.

The SEC has adopted rules to regulate the use in filings with the SEC and in public disclosures and press releases of “non-GAAP financial measures,” such as the above-mentioned items and the ratios related thereto. These measures are derived on the basis of methodologies other than in accordance with GAAP. These rules govern the manner in which non-GAAP financial measures are publicly presented and require, among other things:

- a presentation with equal or greater prominence of the most comparable financial measure or measures calculated and presented in accordance with GAAP; and
- a statement disclosing the purposes for which the registrant’s management uses the non-GAAP financial measure.

The rules prohibit, among other things:

- the exclusion of charges or liabilities that require, or will require, cash settlement or would have required cash settlement, absent an ability to settle in another manner, from a non-GAAP liquidity measure; and
- the adjustment of a non-GAAP performance measure to eliminate or smooth items identified as non-recurring, infrequent or unusual, when the nature of the charge or gain is such that it has occurred in the past two years or is reasonably likely to recur within the next two years.

The non-GAAP financial measures presented in this prospectus supplement may not comply with the SEC rules governing the presentation of non-GAAP financial measures. In addition, our calculation of these non-GAAP measures may not be comparable to those of other companies.

Summary

The following information supplements, and should be read together with, the information contained or incorporated by reference in other parts of this prospectus supplement and the accompanying prospectus. This summary highlights selected information from the prospectus supplement and the accompanying prospectus. As a result, it does not contain all of the information you should consider before investing in our common stock. You should carefully read this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, which are described following the caption “Incorporation of Certain Information by Reference” in this prospectus supplement and the accompanying prospectus. If the information in this prospectus supplement varies in any way from the information set forth in a document we have incorporated by reference, you should rely on the information in the more recent document.

Unless the context otherwise requires, references in this prospectus supplement to the “Company,” “U. S. Steel,” “we,” “us” and “our” are to United States Steel Corporation and its subsidiaries, and references in this prospectus supplement to “Big River Steel” are to Big River Steel Holdings LLC and BRS Stock Holdco LLC and their subsidiaries. References to “\$” are to U.S. dollars.

See “Risk Factors” in this prospectus supplement, in our Annual Report on Form 10-K for the year ended December 31, 2019 and in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2020, June 30, 2020 and September 30, 2020 for factors that you should consider before investing in our common stock, and the sections entitled “Forward-Looking Statements” in each of this prospectus supplement and the accompanying prospectus for information relating to statements contained in this prospectus supplement that are not historical facts.

The Company

U. S. Steel is transforming itself into a customer-centric, world-competitive, Best of BothSM steelmaker. By combining the best of the integrated and mini mill steelmaking models, U. S. Steel aims to deliver unmatched process and product innovation for its customers. By offering advanced product capabilities and process innovation, including the “green steels” (steels made with low greenhouse gas emissions intensity) that our customers are increasingly demanding, we believe we can achieve world-competitive positioning in strategic, high-margin end markets, and deliver high-quality, sustainable, value-added products and innovative solutions.

As a mini mill steelmaker, we can utilize the sustainable and flexible electric arc furnace (“EAF”) steelmaking process to meet our customers’ needs while creating a more variable cost structure and reducing our overall capital intensity. As an integrated steel producer, we can create virgin steel (new steel made from iron ore) to meet some of our customers’ most demanding applications while utilizing the competitive advantage of our fully-integrated iron ore mines.

U. S. Steel has annual raw steel production capability of 22.9 million net tons (17.9 million net tons in the United States and 5.0 million net tons in Europe). With the acquisition of Big River Steel in January 2021, our raw steel production capability increased by 3.3 million net tons to a total of 26.2 million net tons (21.2 million net tons in the United States). U. S. Steel performs a wide range of applied research, development and technical support functions at facilities in Pennsylvania, Texas and Slovakia. U. S. Steel supplies customers throughout the world primarily in the automotive, construction, consumer (packaging and appliance), electrical, industrial equipment, service center/distribution, structural tubing and energy (oil country tubular goods and line pipe) markets. According to the World Steel Association’s latest published statistics, in 2019, U. S. Steel was the third largest steel producer in the United States and the twenty-seventh largest steel producer in the world. U. S. Steel is also engaged in other business activities consisting primarily of railroad services and real estate operations. U. S. Steel is a Delaware corporation established in 1901.

U. S. Steel has three reportable segments: North American Flat-Rolled, U. S. Steel Europe and Tubular Products. The results of our railroad and real estate businesses that do not constitute reportable segments are combined and disclosed in the Other Businesses category. Historically, the results of our 49.9% ownership interest in Big River Steel were disclosed in the Other Businesses category. Beginning in 2021, we plan to report the results of Big River Steel in a separate “Mini Mill” segment.

For the fiscal year ended December 31, 2019, we had net sales of \$12,937 million, a net loss of \$630 million and Adjusted EBITDA of \$711 million. For the nine months ended September 30, 2020, we had net sales of \$7,179 million, a net loss of \$1,214 million, which included asset impairment charges of \$263 million and restructuring and other charges of \$130 million, and Adjusted EBITDA of \$(249) million. For a reconciliation of net loss to Adjusted EBITDA, see “— Summary Historical Consolidated Financial Information.”

Big River Steel

On December 8, 2020, we exercised our call option to acquire the remaining equity of Big River Steel for a purchase price of approximately \$773 million (the “Call Exercise”). In connection with the Call Exercise, on December 15, 2020, one of our wholly-owned subsidiaries, Big River Steel and certain members of Big River Steel entered into an equity purchase agreement providing for the consummation of the Call Exercise (such equity purchase agreement and the transactions contemplated thereby, collectively the “Big River Steel Acquisition”). On January 15, 2021, the Big River Steel Acquisition was consummated. In total, the Big River Steel Acquisition was funded with \$723 million of U. S. Steel cash on hand and the assumption of liabilities of approximately \$50 million. In addition to these amounts, U. S. Steel assumed legal and transaction related fees of \$4 million owed by Big River Steel at the closing of the transaction.

By fully acquiring Big River Steel, we have created North America’s only Best of BothSM steel technology company, combining leading advanced high-strength steel intellectual property with a technologically advanced and low-greenhouse gas emissions mini mill.

Founded in 2014, Big River Steel is an industrial technology company with advanced manufacturing capabilities, producing high-grade steel. Big River Steel began steel production in December 2016. Big River Steel operates a technologically advanced EAF steel mill, which is referred to as the Flex Mill[®], located in Osceola, Arkansas and which produced 1.62 million net tons of flat-rolled steel products in the year ended December 31, 2019.

The Flex Mill[®] is the newest flat-rolled steel production facility in North America and was designed with a focus on environmental sustainability and energy efficiency. We believe that the Flex Mill[®] is the only steel mill in the world to achieve Leadership in Energy and Environmental Design (LEED) certification. Big River Steel’s advanced technology enables production of high-quality steel products in a highly efficient, environmentally sustainable manner.

The Flex Mill[®] was designed to produce hot rolled coil, hot rolled pickled & oiled, cold rolled coil, cold rolled fully processed and motor lamination, cold rolled semi-processed non-grain oriented, galvanized and continuous annealed steels. In the fourth quarter of 2020, Big River Steel’s product mix consisted of hot rolled coil (50%), cold rolled coil (22%) and coated (28%) steel products.

In November 2020, Big River Steel completed the process of installing the equipment necessary to double its production capacity (the “Phase 2-A expansion”) to 3.3 million net tons annually. Currently, the Phase 2-A expansion ramp-up has already reached near 90% raw steel production capacity. We expect the Phase 2-A expansion to further improve our ability to produce high-grade, value-added products for the automotive and transportation, electrical, energy / pipe and tube and construction and other markets.

As of the date of the closing of the Big River Steel Acquisition, 100% of Big River Steel’s revenue was generated in North America. Its strategic location, with access to the Mississippi River, a recently expanded main line railroad and an interstate highway system, provides cost-effective access to raw materials and outbound distribution networks.

For the fiscal year ended December 31, 2019, Big River Steel had net sales of \$1,069.6 million and a net loss of \$155.6 million. For the nine months ended September 30, 2020, Big River Steel had net sales of \$700.4 million and a net loss of \$176.9 million.

Other 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 the Centers for Disease Control and Prevention guidelines and other applicable local requirements to mitigate the threat of COVID-19 exposure in our workplace.

The duration, severity, speed and scope of the COVID-19 pandemic remains highly uncertain and the extent to which COVID-19 will affect our operations depends on future developments, such as potential surges of the outbreak and the speed of the development, distribution and effectiveness of vaccine and treatment options, which cannot be predicted at this time. Although we have continued to operate, we experienced significant reductions in demand at the onset of the pandemic. Second quarter financial results marked the trough for 2020 and, since the second quarter of 2020, demand has continued to accelerate, especially in key end markets like automotive, appliance and construction.

The oil and gas industry, which is one of our significant end markets, has experienced and continues to experience, a significant amount of disruption and oversupply at a time of declining demand, resulting in a decline in profitability. Our Tubular Products 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. In the first quarter of 2020, the steep decline in oil prices was considered a triggering event for our welded tubular and seamless tubular asset groups, and, as a consequence, we recorded a \$263 million impairment charge for the welded tubular asset group.

Liquidity Measures and Capital Expenditure Reductions

In response to the initial decline in demand for our products resulting from the COVID-19 pandemic and the disruptions in the oil and gas industry, we took a number of actions to mitigate the impact of the pandemic on our business and to preserve cash and enhance our liquidity, including:

- On March 23, 2020, we borrowed an additional \$800 million under our \$2.0 billion Fifth Amended and Restated Credit Facility Agreement (the "ABL Facility") to bolster our cash balance. We repaid \$100 million in the second quarter of 2020 and another \$900 million in the third quarter of 2020. As of September 30, 2020, there was \$500 million drawn under the ABL Facility. We repaid \$100 million on January 29, 2021.
- On May 29, 2020, we completed the sale of \$1.056 billion in aggregate principal amount of 12.000% Senior Secured Notes due 2025 ("2025 Senior Secured Notes") at a price equal to 94.665% of their face value, for net proceeds of approximately \$977 million.
- On June 22, 2020, we issued 50 million shares of common stock for \$8.2075 per share, yielding net proceeds of approximately \$410 million.
- We announced a \$125 million reduction in expected 2020 capital expenditures, including a delay in the construction of our endless casting and rolling line at Mon Valley Works.
- On September 30, 2020, we entered into the Export-Import Credit Agreement (as defined herein), under which we borrowed approximately \$250 million, of which approximately \$10 million was used to pay related transaction fees and expenses.
- On November 1, 2020, we closed on approximately \$97 million of environmental improvement revenue bonds, of which approximately \$63 million carry a green bond designation and will be used to partially fund the technologically advanced EAF at Fairfield Works.

- On January 15, 2021, we made a €50 million payment (approximately \$61 million based on a spot rate of \$1.2123 for each €1.00 as of January 15, 2021) on our USSK €460 million revolving credit facility (the “USSK Credit Agreement”).

Operating Configuration Changes

We also adjusted our operating configuration in response to declining market conditions including the economic impacts from the COVID-19 pandemic, significant changes in global oil and gas markets and increasing global overcapacity and unfairly traded imports by indefinitely and temporarily idling certain of our facilities. We will continue to adjust our operating configuration in order to align production with our order book and meet the needs of our customers.

In 2020, we took actions to adjust our footprint by temporarily idling certain operations for to better align production with customer demand. Some of the facilities idled in 2020 have since been restarted as customer demand has increased. The operations that remained idle as of December 31, 2020 included:

- Blast Furnace A at Granite City Works;
- Lone Star Tubular Operations;
- Lorain Tubular Operations; and
- Wheeling Machine Products coupling production facility at Hughes Springs, Texas.

As market conditions change, we continually 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 connection with the temporary idlings described above, we have also taken actions to appropriately streamline our footprint and workforce. We have targeted approximately \$200 million of run-rate fixed cost reduction. Our ongoing cost reduction initiatives include reducing certain costs at our plants and headquarters as well as headcount reductions.

Our decisions concerning which facilities to operate and at what levels are made based upon our customers’ orders for products as well as the capabilities and cost performance of our locations. During periods of depressed market conditions, we may concentrate production operations at several plant locations and not operate others in response to customer demand, and as a result we would incur idle facility costs and may incur carrying costs.

When we restart idled facilities, we incur certain costs to replenish raw material inventories, prepare the previously idled facilities for operation, perform the required repair and maintenance activities and prepare employees to return to work safely and resume production responsibilities. The amount of any such costs can be material, depending on a variety of factors, such as the period of time during which the facilities remained idle, necessary repairs and available employees, and is difficult to project.

Liquidity

As of September 30, 2020, we had \$1,787 million of total cash and cash equivalents (including \$91 million of restricted cash), \$5,126 million of total debt, \$3,339 of net debt (giving effect to total cash, cash equivalents and restricted cash) and \$3,449 million in total stockholders’ equity. As of September 30, 2020, on an as adjusted basis after giving effect to this offering and the use of proceeds therefrom, we would have had approximately \$4,756 million of total debt. See also “Capitalization.”

In accordance with our normal schedule, we are currently performing, and have not yet completed, the closing procedures in connection with the preparation and filing of our audited financial statements for the fiscal year ended December 31, 2020, which will be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2020. Further, Big River Steel is currently performing, and has not yet completed, its closing procedures in connection with the preparation of its audited financial statements for the fiscal year ended December 31, 2020. Accordingly, the balance sheet information of U. S. Steel and Big River Steel set forth below is, by necessity, preliminary in nature and based only upon preliminary information available to us as of the date of this prospectus supplement. We cannot assure you that this information will not change.

The following preliminary balance sheet data of U. S. Steel as of December 31, 2020 has been prepared by, and is the responsibility of, the Company's management. The following preliminary balance sheet data of Big River Steel as of December 31, 2020 has been prepared by, and is the responsibility of, Big River Steel's management. PricewaterhouseCoopers LLP has not audited, reviewed, compiled, or applied agreed-upon procedures with respect to such preliminary balance sheet data of U. S. Steel or Big River Steel. Accordingly, PricewaterhouseCoopers LLP does not express an opinion or any other form of assurance with respect thereto for either U. S. Steel or Big River Steel.

As of December 31, 2020, we had \$1,985 million of total cash and cash equivalents and \$3,153 million of available liquidity. Our available liquidity at December 31, 2020 consists of our cash and cash equivalents and available borrowings of \$944 million under the ABL Facility and approximately \$224 million under the USSK Credit Facilities (as defined herein). As of December 31, 2020, there was \$505 million drawn under the ABL Facility, of which \$5 million was utilized for letters of credit. On January 29, 2021, we repaid \$100 million of borrowings under the ABL Facility.

As of December 31, 2020, we had approximately \$4,887 million of total debt, approximately \$2,902 million of net debt and approximately \$3,786 million in total stockholders' equity. As of December 31, 2020, on an as adjusted basis after giving effect to this offering and the use of proceeds therefrom, we would have had approximately \$4,517 million of total debt.

On January 15, 2021, we closed on the Big River Steel Acquisition for a purchase price of approximately \$773 million. In total, the Big River Steel Acquisition was funded with \$723 million of U. S. Steel cash on hand and the assumption of liabilities of approximately \$50 million. In addition to these amounts, U. S. Steel assumed legal and transaction related fees of \$4 million owed by Big River Steel at the closing of the transaction. Also, on January 15, 2021, we used cash on hand to make a €50 million payment (approximately \$61 million based on a spot rate of \$1.2123 for each €1.00 as of January 15, 2021) on the USSK Credit Agreement.

Upon consummation of the Big River Steel Acquisition, the financial obligations of Big River Steel were consolidated with our financial obligations. As of September 30, 2020, Big River Steel had \$1,874 million of total long-term debt, which primarily consisted of Big River Steel's outstanding \$900 million aggregate principal amount of 6.625% Senior Secured Notes due 2029, \$265 million aggregate principal amount of 4.75% Industrial Development Revenue Bonds (Big River Steel Project), Tax-Exempt Series 2020 (Green Bonds) and \$487 million aggregate principal amount of 4.50% Industrial Development Revenue Bonds (Big River Steel Project), Series 2019. As of December 31, 2020, Big River Steel had approximately \$1,848 million of total debt and approximately \$1,738 million of net debt.

Our management believes that our liquidity will be adequate to fund our requirements for the next twelve months based on our current assumptions with respect to our results of operations and financial condition, including the continued impact of the COVID-19 pandemic and the ongoing disruption in the oil and gas industry. We expect that our estimated liquidity requirements will consist primarily of our strategic and sustaining capital expenditures planned for 2021, 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 working capital management.

Management continues to evaluate market conditions in our industry and our global liquidity position, and may consider additional actions to further strengthen our balance sheet and optimize liquidity, which may include drawing on available capacity under the ABL Facility and/or the USSK Credit Facilities, or reducing outstanding borrowings under those facilities from time to time if deemed appropriate by management. We are focused on maintaining a strong balance sheet, and may proactively refinance or repay our debt from time to time to protect our capital structure from unforeseen external events and refinancing risks. We may also borrow or issue additional debt from time to time, depending on prevailing market conditions, our liquidity requirements and other factors.

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 resulted in a significant reduction in demand for our products in 2020, is uncertain. In addition, our actual level of liquidity requirements could be impacted by other unanticipated developments or events beyond our control, including the risks and uncertainties described under “Risk Factors.” 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.

U. S. Steel Fourth Quarter and Fiscal Year 2020 Preliminary Results

In accordance with our normal schedule, we are currently performing, and have not yet completed, the closing procedures in connection with the preparation and filing of our audited financial statements for the fiscal year ended December 31, 2020, which will be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2020. Accordingly, while we currently estimate our financial results for the fiscal year ended December 31, 2020 as set forth in the tables below, this information is, by necessity, preliminary in nature and based only upon preliminary information available to us as of the date of this prospectus supplement. We cannot assure you that this information will not change.

The following preliminary financial data has been prepared by, and is the responsibility of, the Company’s management. PricewaterhouseCoopers LLP has not audited, reviewed, compiled, or applied agreed-upon procedures with respect to such preliminary financial data. Accordingly, PricewaterhouseCoopers LLP does not express an opinion or any other form of assurance with respect thereto.

On January 28, 2021, we reported fourth quarter and full year 2020 results as follows:

- fourth quarter 2020 net earnings of \$49 million, or \$0.22 per diluted share, compared to fourth quarter 2019 net loss of \$688 million, or \$3.93 per diluted share;
- fourth quarter 2020 adjusted net loss of \$60 million, or \$0.27 per diluted share, compared to fourth quarter 2019 adjusted net loss of \$109 million, or \$0.64 per diluted share;
- full year 2020 net loss of \$1,165 million, or \$5.92 per diluted share, compared to full year 2019 net loss of \$630 million, or \$3.67 per diluted share;
- full year 2020 adjusted net loss of \$920 million, or \$4.67 per diluted share, compared to full year 2019 adjusted net earnings of \$15 million, or \$0.09 per diluted share; and
- full year 2020 Adjusted EBITDA of \$(162) million, compared to full year 2019 Adjusted EBITDA of \$711 million.

The following tables provide a reconciliation of our adjusted net (loss) earnings to our net (loss) earnings, the most closely comparable GAAP measure.

(Dollars in millions, except per share amounts) ^(a)	Quarter Ended December 31,		Year Ended December 31,	
	2020	2019	2020	2019
	(unaudited)		(unaudited)	
Reconciliation to adjusted net (loss) earnings attributable to U. S. Steel				
Net earnings (loss) attributable to U. S. Steel	\$49	\$ (668)	\$ (1,165)	\$ (630)
Asset impairment charge	—	—	263	—
Restructuring and other charges	8	221	131	263
Tubular inventory impairment	—	—	24	—
Big River Steel debt extinguishment charges ^(b)	18	—	18	—
Uncertain tax positions	—	—	13	—
Big River Steel financing costs	8	—	8	—
Big River Steel transaction and other related costs	3	—	3	—

(Dollars in millions, except per share amounts) ^(a)	Quarter Ended December 31,		Year Ended December 31,	
	2020	2019	2020	2019
	(unaudited)		(unaudited)	
Fairless property sale	(145)	—	(145)	—
Big River Steel options and forward adjustments	1	7	(39)	7
Gain on previously held investment in UPI	—	—	(25)	—
December 24, 2018 Clairton coke making facility fire	(2)	(3)	(6)	41
Tax valuation allowance	—	334	—	334
Total adjustments	(109)	559	245	645
Adjusted net (loss) earnings attributable to U. S. Steel	\$ (60)	\$ (109)	\$ (920)	\$ 15
Reconciliation to adjusted diluted net (loss) earnings per share				
Diluted net earnings (loss) per share	\$ 0.22	\$ (3.93)	\$ (5.92)	\$ (3.67)
Asset impairment charge	—	—	1.34	—
Restructuring and other charges	0.04	1.30	0.67	1.53
Tubular inventory impairment	—	—	0.12	—
Big River Steel debt extinguishment charges ^(b)	0.08	—	0.09	—
Uncertain tax positions	—	—	0.07	—
Big River Steel financing costs	0.04	—	0.04	—
Big River Steel transaction and other related costs	0.01	—	0.02	—
Fairless property sale	(0.66)	—	(0.74)	—
Big River Steel options and forward adjustments	0.01	0.04	(0.20)	0.04
Gain on previously held investment in UPI	—	—	(0.13)	—
December 24, 2018 Clairton coke making facility fire	(0.01)	(0.01)	(0.03)	0.23
Tax valuation allowance	—	1.96	—	1.96
Total adjustments	(0.49)	3.29	1.25	3.76
Adjusted diluted net (loss) earnings per share	\$(0.27)	\$(0.64)	\$(4.67)	\$ 0.09

(a) The adjustments included in this table for the three and twelve months ended December 31, 2020 have been tax effected for our European operations and not tax effected for our U.S. operations due to the full valuation allowance on our domestic deferred tax assets. The 2019 adjustments included in this table have been tax effected through the third quarter of 2019 as a valuation allowance was not applied to our deferred tax assets until the fourth quarter of 2019.

(b) The Big River Steel debt extinguishment costs were related to Big River Steel refinancing activity that was recognized by U. S. Steel through its equity method income.

The following table provides a reconciliation of EBITDA and Adjusted EBITDA to our net earnings (loss), the most closely comparable GAAP measure. See “— Summary Historical Consolidated Financial Information” for our definition of the terms “EBITDA” and “Adjusted EBITDA” and for explanatory notes.

(Dollars in millions)	Year Ended December 31,	
	2020	2019
	(unaudited)	
Reconciliation to Adjusted EBITDA		
Net earnings (loss) attributable to U. S. Steel	\$(1,165)	\$(630)
Income tax (benefit) provision	(142)	178
Net interest and other financial costs	232	222
Depreciation, depletion and amortization expense	643	616
EBITDA	(432)	386
Asset impairment charge	263	—
Restructuring and other charges	138	275
Tubular inventory impairment	24	—
Big River Steel debt extinguishment charges	18	—
Big River Steel transaction and other related costs	3	—

(Dollars in millions)	Year Ended December 31,	
	2020	2019
	(unaudited)	
Fairless property sale	(145)	—
Gain on previously held investment in UPI	(25)	—
December 24, 2018 Clairton coke making facility fire	(6)	50
Adjusted EBITDA	\$ (162)	\$ 711

Big River Steel Month of December 2020 Preliminary Results

The following preliminary financial data has been prepared by, and is the responsibility of, the management of Big River Steel. PricewaterhouseCoopers LLP has not audited, reviewed, compiled, or applied agreed-upon procedures with respect to such preliminary financial data. Accordingly, PricewaterhouseCoopers LLP does not express an opinion or any other form of assurance with respect thereto.

During the month ended December 31, 2020, Big River Steel had \$33 million of net earnings and \$29 million of EBITDA. As of December 31, 2020, Big River Steel had approximately \$47 million of cash and cash equivalents, excluding approximately \$62 million of restricted cash for the completion of the Phase 2-A expansion, and \$267 million of total liquidity, including unrestricted cash and availability under its senior secured asset-based revolving credit facility. As of December 31, 2020, Big River Steel had approximately \$1,848 million of total debt and approximately \$1,738 million of net debt (giving effect to total cash, cash equivalents and restricted cash).

The following table provides a reconciliation of EBITDA to Big River Steel's net earnings, the most closely comparable GAAP measure.

(Dollars in millions)	For the month ended December 31, 2020
	(unaudited)
Reconciliation to Adjusted EBITDA	
Net earnings (loss) attributable to Big River Steel LLC	\$ 33
Income tax (benefit) provision	1
Net interest and other financial costs	(18)
Depreciation, depletion and amortization expense	13
EBITDA	29

Legal Proceedings

On January 22, 2021, NLMK Pennsylvania, LLC and NLMK Indiana, LLC ("NLMK") filed a Complaint in the Court of Common Pleas of Allegheny County, Pennsylvania against U. S. Steel. The Complaint alleges that U. S. Steel made misrepresentations to the U. S. Department of Commerce regarding NLMK's requests to be excluded from tariffs assessed on steel slabs imported into the United States pursuant to the March 2018 Section 232 Presidential Order imposing tariffs. NLMK claims over \$100 million in compensatory and other damages. We are reviewing the Complaint and intend to vigorously defend the matter.

The Offering

The following summary contains basic information about this offering. The summary is not intended to be complete. You should read the full text and more specific details contained elsewhere in this prospectus supplement. For a more detailed description of our common stock, see “Description of Common Stock.”

Issuer	United States Steel Corporation
Common Stock Offered	40,000,000 shares
Option to Purchase Additional Shares of Common Stock	We have granted the underwriter an option exercisable for a period of 30 days from the date of this prospectus supplement to purchase up to an additional 6,000,000 shares of common stock at the public offering price, less the underwriting discount.
Common Stock Outstanding as of September 30, 2020	229,075,215 shares
Common Stock Outstanding Immediately Following the Offering	269,075,215 shares, or 275,075,215 shares if the underwriter exercises in full its option to purchase additional shares, in each case based on the number of shares outstanding as of September 30, 2020.
NYSE Symbol	“X”
Use of Proceeds	<p>We estimate that the net proceeds from the sale of the shares of common stock in this offering will be approximately \$ million (or approximately \$ million if the option to purchase additional shares is exercised in full), after deducting our expenses related to this offering. We intend to use the net proceeds from this offering to redeem 35% of the outstanding principal amount of our 2025 Senior Secured Notes and for general corporate purposes, which may include further repayment of our outstanding indebtedness. See “Use of Proceeds.”</p> <p>The redemption of our 2025 Senior Secured Notes will be made solely pursuant to a conditional partial redemption notice delivered pursuant to the applicable indenture, and nothing contained in this prospectus supplement constitutes a notice of redemption of our 2025 Senior Secured Notes.</p>
Risk Factors	See “Risk Factors” and the other information included or incorporated by reference into this prospectus supplement and the accompanying prospectus for a discussion of certain factors you should carefully consider before deciding to invest in shares of our common stock.
Transfer Agent and Registrar	EQ Shareowner Services

The number of shares outstanding after this offering is based on 229,075,215 shares of our common stock outstanding as of September 30, 2020. This number excludes:

- exercise by the underwriter in this offering of its option to purchase additional shares of common stock;
- shares of common stock reserved for issuance upon conversion of our 5.000% Senior Convertible Notes due 2026 (“2026 Convertible Notes”); and

- 5,995,783 shares of common stock reserved for issuance under our 2016 Omnibus Incentive Compensation Plan, as of September 30, 2020.

Except as otherwise indicated, all information in this prospectus supplement reflects and assumes:

- no vesting or settlement of restricted stock units after September 30, 2020;
- no granting of shares of common stock in connection with restricted stock units after September 30, 2020;
- no issuance or forfeiture of shares of common stock under our 2016 Omnibus Incentive Compensation Plan after September 30, 2020;
- no conversion of the 2026 Convertible Notes into shares of common stock; and
- no exercise by the underwriter of its option to purchase additional shares pursuant to this offering.

Summary Historical Consolidated Financial Information

The table below sets forth our summary historical consolidated financial information as of and for the dates indicated. The summary historical consolidated financial information as of December 31, 2018 and 2019 and for the fiscal years ended December 31, 2017, 2018 and 2019 is derived from our audited consolidated financial statements and related notes incorporated by reference into this prospectus supplement. The summary historical consolidated financial information as of December 31, 2017 is derived from our audited consolidated financial statements that are not incorporated by reference into this prospectus supplement.

The summary historical consolidated financial information as of September 30, 2020 and for the nine months ended September 30, 2019 and September 30, 2020 is derived from our unaudited condensed consolidated financial statements and related notes incorporated by reference into this prospectus supplement. In the opinion of management, such unaudited financial information reflects all adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of the results for those periods. Operating results for the nine months ended September 30, 2020 are not necessarily indicative of the results for the full year.

The summary historical consolidated financial information for the twelve months ended September 30, 2020 has been derived by adding the historical consolidated financial information for the fiscal year ended December 31, 2019 to the historical consolidated financial information for the nine months ended September 30, 2020, and then subtracting the historical consolidated financial information for the nine months ended September 30, 2019.

The summary historical consolidated financial information should be read together with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes incorporated by reference into this prospectus supplement. Our historic results are not necessarily indicative of the results to be expected in any future period.

Dollars in millions	Year ended December 31,			Nine months ended		Twelve months ended
	2017	2018	2019	September 30, 2019	2020	September 30, 2020
				(unaudited)		(unaudited)
Statement of operations data:						
Net sales:						
Net sales	\$11,046	\$12,758	\$11,506	\$ 9,001	\$6,469	\$ 8,974
Net sales to related parties	1,204	1,420	1,431	1,112	710	1,029
Total	12,250	14,178	12,937	10,113	7,179	10,003
Operating expenses (income):						
Cost of sales (excludes items shown below)	10,858	12,305	12,082	9,301	7,174	9,955
Selling, general and administrative expenses	320	336	289	223	199	265
Depreciation, depletion and amortization	501	521	616	454	481	643
Tubular asset impairment charges	—	—	—	—	263	263
Restructuring and other charges	31	—	275	54	130	351
Loss (earnings) from investees	(44)	(61)	(79)	(68)	78	67
Gain on equity investee transactions ^(a)	(2)	(38)	—	—	(31)	(31)
Gain associated with U. S. Steel Canada Inc. ^(b)	(72)	—	—	—	—	—
Net (gain) loss on sale of assets	(5)	(6)	(1)	3	(2)	(6)
Other (income) losses, net	(6)	(3)	(15)	—	5	(10)
Total operating expenses	\$11,581	\$13,054	\$13,167	\$ 9,967	\$8,297	\$ 11,497

Dollars in millions	Year ended December 31,			Nine months ended September 30,		Twelve months ended September 30,
	2017	2018	2019	2019	2020	2020
				(unaudited)		(unaudited)
Earnings (loss) before interest and taxes						
	669	1,124	(230)	146	(1,118)	(1,494)
Interest expense	226	168	142	97	198	243
Interest income	(17)	(23)	(17)	(13)	(6)	(10)
Loss on debt extinguishment	54	98	—	—	—	—
Other financial benefits	44	—	6	(2)	(26)	(18)
Net periodic benefit (income) cost (other than service cost) ^(c)	61	69	91	69	(22)	0
Net interest and other financial costs	368	312	222	151	144	215
Earnings (loss) before income taxes	301	812	(452)	(5)	(1,262)	(1,709)
Income tax (benefit) provision	(86)	(303)	178	(43)	(48)	173
Net earnings (loss)	387	1,115	(630)	38	(1,214)	(1,882)
Less: Net earnings (loss) attributable to noncontrolling interests	—	—	—	—	—	—
Net earnings (loss) attributable to United States Steel Corporation	\$387	\$1,115	\$(630)	\$ 38	\$(1,214)	\$ (1,882)

Dollars in millions	Year ended December 31,			Nine months ended September 30,		
	2017	2018	2019	2019	2020	
				(unaudited)		
Balance sheet data:						
Cash and cash equivalents			\$1,553	\$ 1,000	\$ 749	\$ 1,696
Accounts receivable, net ^(d)			1,379	1,659	1,177	1,099
Inventories			1,738	2,092	1,785	1,398
Total property, plant & equipment, net			4,280	4,865	5,447	5,430
Total assets			9,862	10,982	11,608	11,731
Total debt			2,703	2,381	3,641	4,890
Total secured debt ^(e)			805	257	1,059	2,302
Total net debt ^(f)			1,150	1,381	2,892	3,194
Total net secured debt ^(f)			0	0	310	606
Total United States Steel Corporation stockholders' equity			3,320	4,202	4,092	3,449

Dollars in millions	Year ended December 31,			Nine months ended September 30,		Twelve months ended September 30,
	2017	2018	2019	2019	2020	2020
				(unaudited)		(unaudited)
Cash flow:						
Net cash provided by (used in) operating activities	\$ 826	\$ 938	\$ 682	\$ 396	\$ (149)	\$ 137
Net cash used in investing activities	(386)	(963)	(1,958)	(974)	(587)	(1,571)
Net cash (used in) provided by financing activities	(415)	(515)	1,177	40	1,574	2,711

Dollars in millions	Year ended December 31,			Nine months ended September 30,		Twelve months ended September 30,
	2017	2018	2019	2019	2020	2020
				(unaudited)	(unaudited)	(unaudited)
Per Common Share Data:						
Net earnings (loss) attributable to United States Steel Corporation						
—basic	\$ 2.21	\$ 6.31	\$(3.67)	\$0.22	\$(6.43)	\$(10.22)
—diluted	2.19	6.25	(3.67)	0.22	(6.43)	(10.22)
Dividends per share declared and paid	0.20	0.20	0.20	0.15	0.03	0.08
Dollars in millions						
Other financial data (unaudited):						
EBITDA ^(g)	\$1,170	\$1,645	\$ 386	600	(637)	(851)
Adjusted EBITDA ^(g)	1,148	1,760	711	707	(249)	(245)
<p>(a) For the year ended 2017, reflects a total gain on equity investee transactions of \$2 million primarily as a result of a gain on the sale of the Company's 15 percent ownership in Tilden Mining Company, L.C., partially offset by a loss on sale of its 50 percent ownership interest in Apolo Tubulars S.A. For the year ended December 31, 2018, reflects pre-tax gains on equity investee transactions of \$18 million related to the assignment of the Company's ownership interest in Leeds Retail Center, LLC and \$20 million from the sale of its 40 percent ownership interest in Acero Prime, S. R. L. de CV. For the nine and twelve months ended September 30, 2020, reflects a \$25 million gain on our previously held equity investment in UPI as a result of the acquisition of the remaining ownership interest in UPI and a \$6 million gain on equity investee transactions related to the sale of our 49% interest in Feralloy Processing Company.</p> <p>(b) On June 30, 2017, U. S. Steel completed the restructuring and disposition of U. S. Steel Canada Inc. ("USSC") through a sale and transfer of all of the issued and outstanding shares in USSC to an affiliate of Bedrock Industries LLC. In accordance with the Second Amended and Restated Plan of Compromise, Arrangement and Reorganization, approved by the Ontario Superior Court of Justice on June 9, 2017, U. S. Steel received approximately \$127 million in satisfaction of its secured claims, including interest, which resulted in a gain of \$72 million on the Company's retained interest in USSC.</p> <p>(c) Represents postretirement benefit expense as a result of the adoption of Accounting Standards Update 2017-07, Compensation — Retirement Benefits on January 1, 2018. 2017 amounts have been adjusted as a result of the adoption of Accounting Standards Update 2017-07, Compensation — Retirement Benefits on January 1, 2018.</p> <p>(d) Includes receivables from related parties of \$206 million, \$224 million, \$221 million and \$103 million as of December 31, 2017, December 31, 2018, December 31, 2019 and September 30, 2020, respectively.</p> <p>(e) Includes finance leases and other obligations of \$25 million, \$28 million and \$66 million as of December 31, 2017, 2018 and 2019, respectively, and \$86 million as of September 30, 2020.</p> <p>(f) Net of cash and cash equivalents.</p> <p>(g) We define "EBITDA" as earnings (loss) before interest, income taxes, depreciation and amortization. We define "Adjusted EBITDA" as EBITDA before the effect of the following items: Tubular asset and inventory impairment charges, December 24, 2018 Clairton coke making facility fire, restructuring and other charges, USW labor agreement signing bonus and related costs, Granite City Works restart and related costs, loss on shutdown of certain tubular assets, gain associated with retained interest in U. S. Steel Canada Inc., Granite City Works temporary idling charges and significant gains and losses on equity investee transactions.</p>						

We provide EBITDA and Adjusted EBITDA because we believe that investors and securities analysts find EBITDA and Adjusted EBITDA to be useful measures for evaluating our operating performance and comparing our operating performance with that of similar companies that have different capital structures and for evaluating our ability to meet our future debt service, capital expenditures and working capital requirements. However, EBITDA and Adjusted EBITDA should not be considered as alternatives to cash flows from operating activities as a measure of liquidity or as alternatives to net earnings as a measure of operating results in accordance with GAAP.

EBITDA and Adjusted EBITDA are not calculated or presented in accordance with GAAP, and other companies in our industry may calculate EBITDA and Adjusted EBITDA differently than we do, limiting their usefulness as comparative measures. As a result, these financial measures have limitations as analytical and comparative tools, and you should not consider these items in isolation, or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- they do not reflect all of our cash expenditures or future requirements for capital expenditures or contractual commitments;
- they do not reflect changes in, or cash requirements for, working capital needs;
- they do not reflect the significant interest expense or the cash requirements necessary to service interest or principal payments on debt;
- they do not reflect income tax expense or the cash requirements to pay taxes; and
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA and Adjusted EBITDA do not reflect any cash requirements for such replacements.

EBITDA and Adjusted EBITDA should not be considered as measures of discretionary cash available to us to invest in the growth of our business. In addition, in evaluating these financial measures, you should be aware that in the future we may incur expenses similar to those eliminated in these measures. Our presentation of EBITDA and Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

The following table provides a reconciliation of EBITDA and Adjusted EBITDA to our net earnings (loss):

Dollars in millions	Year ended December 31,			Nine months ended September 30,		Twelve months ended September 30,
	2017	2018	2019	2019	2020	2020
Net earnings (loss) attributable to United States Steel Corporation	\$ 387	\$1,115	\$(630)	\$ 38	\$(1,214)	\$ (1,882)
Income tax (benefit) provision	(86)	(303)	178	\$ (43)	\$ (48)	173
Net interest and other financial costs	368	312	222	151	144	215
Depreciation, depletion and amortization expense	501	521	616	454	481	643
EBITDA	\$1,170	\$1,645	\$ 386	\$600	\$ (637)	\$ (851)
Tubular asset impairment charges ⁽¹⁾	—	—	—	—	263	263
Tubular inventory impairment charge ⁽²⁾	—	—	—	—	24	24
Restructuring and other charges ⁽³⁾	—	—	275	54	130	351
December 24, 2018 Clairton coke making facility fire ⁽⁴⁾	—	—	50	53	(4)	(7)
USW labor agreement signing bonus and related costs ⁽⁵⁾	—	81	—	—	—	—
Granite City Works restart and related costs ⁽⁶⁾	—	80	—	—	—	—

Dollars in millions	Year ended December 31,			Nine months ended September 30,		Twelve months ended September 30,
	2017	2018	2019	2019	2020	2020
Granite City Works temporary idling charges ⁽⁶⁾	17	(8)	—	—	—	—
Loss on shutdown of certain tubular assets ⁽⁷⁾	35	—	—	—	—	—
Gain associated with retained interest in U. S. Steel Canada Inc.	(72)	—	—	—	—	—
Gain on equity investee transactions ⁽⁸⁾	(2)	(38)	—	—	(25)	(25)
Adjusted EBITDA	\$1,148	\$1,760	\$711	\$707	\$(249)	\$ (245)

- (1) Reflects an impairment of the welded tubular asset group that was triggered by the steep decline in oil prices that resulted from market oversupply and declining demand for the three months ended March 31, 2020.
- (2) Reflects write-downs to inventory related to the indefinite idlings of our tubular facilities at Lone Star Tubular Operations and Lorain Tubular Operations.
- (3) Reflects restructuring charges related to the indefinite idling of a significant portion of the Great Lakes Works, the indefinite idling of Lorain Tubular Operations, the indefinite idling of a significant portion of Lone Star Tubular Operations and the indefinite idling of certain of our other operations. Also reflects plant exit costs at USSE and charges related to the Company-wide headcount reductions.
- (4) Reflects costs associated with the December 24, 2018 fire at our Clairton coke making facility which affected portions of the facility involved in desulfurization of the coke oven gas generated during the coking process.
- (5) Reflects signing bonus and related costs associated with the 2018 Labor Agreements (as defined below). Most hourly employees of U. S. Steel's flat-rolled, tubular, coke making and iron ore pellet facilities in the United States are covered by collective bargaining agreements with the USW effective September 1, 2018 (the "2018 Labor Agreements") that expire on September 1, 2022. The 2018 Labor Agreements provide for wage, pension and other benefit adjustments.
- (6) Reflects charges related to the temporary idling and restart related costs of the Granite City Works steelmaking operations and hot strip mill during December 2015. In 2017 and 2018, the Granite City Works steelmaking operations and hot strip mill, respectively, were restarted.
- (7) Reflects charges primarily related to the idling of Lorain Tubular Operations and the indefinite idling of a significant portion of Lone Star Tubular Operations.
- (8) For the year ended 2017, reflects a total gain on equity investee transactions of \$2 million primarily as a result of a gain on sale of the Company's 15 percent ownership in Tilden Mining Company, L.C., partially offset by a loss on sale of its 50 percent ownership interest in Apolo Tubulars S.A. For the year ended December 31, 2018, reflects pretax gains on equity investee transactions of \$18 million related to the assignment of the Company's ownership interest in Leeds Retail Center, LLC and \$20 million from the sale of its 40 percent ownership interest in Acero Prime, S. R. L. de CV. For the nine and twelve months ended September 30, 2020, reflects only the gain on our previously held equity investment in UPI as a result of the acquisition of the remaining ownership interest in UPI and does not reflect the \$6 million gain on equity investee transactions related to the sale of our 49% interest in Feralloy Processing Company.

Risk Factors

Any investment in our common stock involves a high degree of risk. You should carefully consider the risks described below, all of the information contained in this prospectus supplement and the risks set forth in Item 1A of our [annual report on Form 10-K for the year ended December 31, 2019](#) and in our [Quarterly Reports on Form 10-Q](#) for the quarters ended [March 31, 2020](#), [June 30, 2020](#) and [September 30, 2020](#) before deciding whether to invest in our common stock. The risks and uncertainties described or incorporated by reference in this prospectus supplement are not the only risks and uncertainties that we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of those risks actually occurs, our business, financial condition and results of operations would suffer. Furthermore, the COVID-19 pandemic (including federal, state and local governmental responses, broad economic impacts and market disruptions) has heightened risks discussed in the risk factors described or incorporated by reference in this prospectus supplement. The risks discussed below also include forward-looking statements and our actual results may differ substantially from those discussed in these forward-looking statements. See “Forward-Looking Statements” in this prospectus supplement.

Risks Related to Big River Steel

We may encounter difficulties integrating Big River Steel into our existing operations.

In January 2021, we closed on the Big River Steel Acquisition, which is a cornerstone of our Best of BothSM strategy. Growth and transformation, including through acquisitions, involve risk. We are devoting significant management attention and resources to integrating the business and operations of Big River Steel, but we may encounter difficulties during the integration process, including the following:

- the possibility that the full benefits anticipated to result from the Big River Steel acquisition may not be realized or may not be realized in the time period that we anticipate;
- higher than anticipated costs incurred in connection with the integration of the business and operations of Big River Steel;
- differences in operating technologies, cultures, and management philosophies that may delay successful integration;
- the ability to retain key employees;
- delays in the integration of management teams, strategies, operations, products, and services;
- the ability to create and implement consistent business standards, controls, processes, procedures and controls to those of our operations;
- challenges of integrating accounting and other systems, technologies, networks, and other assets of Big River Steel in a manner that minimizes any adverse impact or disruptions to customers, suppliers, employees, and other constituencies; and
- unknown or underestimated liabilities and unforeseen increased expenses or delays associated with the integration beyond current estimates.

The successful integration of a new business also depends on our ability to manage the new business, realize forecasted synergies and full value from the combined business. Our business, results of operations, financial condition and cash flows could be materially adversely affected if we are unable to successfully integrate Big River Steel.

Limited operating history makes it difficult to evaluate Big River Steel’s current business and future prospects.

Big River Steel commenced construction of its first steel mill in July 2014, commenced commercial production in December 2016, had its first full month of primary steel production in January 2017 and achieved operation above its Phase I Rated Capacity in the year ended December 31, 2018. As a result, there is only limited financial and operating information available to evaluate its business and prospects and prior reported periods will not be comparable with future periods.

Due to Big River Steel's limited operating history and recent installation of equipment, no assurance can be given that material shutdowns or failures will not occur in the future or that the Flex Mill® will perform over time in accordance with its expectations and contractual standards. If Big River Steel does experience material shutdowns or failures or underperformance, it would adversely affect our business, results of operations and financial condition.

Beyond the functioning of its equipment and the Flex Mill®, the continuing growth of Big River Steel's business may place a strain on its management, administrative, operational and financial resources. As Big River Steel increases its production and expands its customer base, there will be additional demands on its ability to coordinate functions across its business, including production, supply, labor and sales and marketing efforts. Big River Steel is continuing to ramp up its capabilities across these functions and are continuing to hire and train employees, but there can be no assurance that these efforts will be successful. Unexpected or underestimated difficulties or challenges in any of these functions could adversely affect our business, financial condition and results of operations.

Covenants in agreements governing Big River Steel's outstanding debt restrict or limit its activities and could adversely affect our business.

The agreements governing Big River Steel's debt include various operating covenants that restrict or limit its ability to engage in various transactions or take certain actions. These covenants could restrict or limit our operational flexibility and could prevent us from taking advantage of business opportunities as they arise, as well as growing our business or competing effectively. For example, these restrictive covenants limit Big River Steel's ability to make distributions or otherwise transfer assets to us and could prevent Big River Steel from providing credit support to our business. Big River Steel is also required to maintain specified financial covenants. A breach of any of the covenants or other provisions in the agreements governing its debt could result in an event of default, which if not cured or waived, could result in such debt becoming immediately due and payable. In addition, while the Big River Steel Acquisition did not trigger any such event of default, certain change of control events at the Big River Steel level in the future could require us to offer to repay certain outstanding debt or otherwise result in an event of default under the agreements governing its debt. Any of these events of default, in turn, could cause our other outstanding debt to become due and payable as a result of cross-acceleration provisions contained in the agreements governing such other debt. We may be unable to obtain waivers from the lenders or amend the covenants. If some or all of our debt is accelerated and becomes immediately due and payable, we may not have the funds to repay, or the ability to refinance, such debt.

Risks Related to this Offering and our Common Stock

Fluctuations in the price of our common stock may make our common stock more difficult to resell.

The stock markets in general have recently experienced extreme volatility primarily as a result of the ongoing COVID-19 pandemic. The market price of our common stock has been and may continue to be subject to significant fluctuations due not only to general stock market conditions but also to a change in sentiment in the market regarding our operations, business prospects, liquidity or this offering. In addition to the risk factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2019 and Quarterly Reports on Form 10-Q for the quarters ended March 31, 2020, June 30, 2020 and September 30, 2020, the price volatility of our common stock may be affected by:

- operating results that vary from expectations of management, securities analysts and investors;
- developments in our business or in the steel industry generally or involving major steel consuming industries;
- general market conditions, such as interest or foreign exchange rates, commodity and equity prices, availability of credit, asset valuations and volatility;
- changes in financial and economic markets, whether global, European Union, United States or other large markets;
- regulatory changes affecting our industry generally or our business and operations;

- the operating and securities price performance of companies that investors consider to be comparable to us; and
- announcement or implementation of strategic developments, acquisitions and other material events by us or our competitors.

These broad market fluctuations may adversely affect the trading price of our common stock, make it difficult to predict the market price of our common stock in the future and cause the value of your investment to decline.

There may be future sales or other dilution of our equity, which may adversely affect the market price of our common stock.

Except as described under “Underwriting,” we are not restricted from issuing additional common stock, including securities that are convertible into or exchangeable for, or that represent the right to receive, common stock. We are offering 40,000,000 shares of common stock (or 46,000,000 shares of common stock if the option to purchase additional shares is exercised in full).

The issuance of additional shares of our common stock in this offering or other issuances of our common stock or convertible securities, including outstanding options and warrants, or otherwise, will dilute the ownership interest of our common stockholders.

Sales of a substantial number of shares of our common stock or other equity-related securities in the public market could depress the market price of our common stock and impair our ability to raise capital through the sale of additional equity securities. For example, on April 28, 2020, our stockholders approved an additional 4,700,000 shares to be available for grant under the Omnibus Incentive Compensation Plan. We cannot predict the effect that future sales of our common stock or other equity-related securities would have on the market price of our common stock.

Sales of our common stock or sales of any of our other equity-linked securities, in the public may dilute ownership and earnings per share. Even the perception that any such sales may occur could cause the market price of our common stock to decline. The market price of our common stock could also decline as a result of sales of our common stock made after this offering or the perception that any such sales may occur.

If securities or industry press or analysts cease covering our common stock, publish negative research or reports about our business, or if they change their recommendations regarding our common stock adversely, the share price and trading volume of our common stock could decline.

The trading market for shares of our common stock may be influenced by the articles, research and reports that industry or securities analysts and press publish about us or our business. If one or more of the analysts who cover us downgrade our common stock, or if industry press publishes negative articles about our company, the share price of our common stock would likely decline. If one or more of these analysts ceased coverage of our company or failed to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our share price or trading volume to decline.

Raising additional funds by issuing equity securities may cause additional dilution.

We expect that significant additional capital will be needed in the future to continue our planned operations. We expect to finance our immediate liquidity needs through a combination of debt financings and equity financings. To the extent that we raise additional capital by issuing equity securities, you may experience substantial additional dilution.

Our ability to pay dividends on our common stock is limited.

We intend to pay a regular quarterly dividend to our stockholders. However, we may not declare or pay such dividends in the future at the prior rate or at all. All decisions regarding our payment of dividends will be made by our Board of Directors from time to time and will be subject to an evaluation of our financial condition, results of operations and capital requirements, as well as applicable law, regulatory constraints,

industry practice, contractual restraints (including any limitation on payment of dividends contained in our debt agreements) and other business considerations that our Board of Directors considers relevant. In addition, the terms of agreements governing debt that we may incur in the future may also limit or prohibit dividend payments. We may not have sufficient surplus or net profits under Delaware law to be able to pay any dividends, which may result from extraordinary cash expenses, actual expenses exceeding contemplated costs, funding of capital expenditures or increases in reserves.

Risks related to our Indebtedness

Our substantial debt could adversely affect our financial condition and prevent us from fulfilling our obligations under the agreements governing our other outstanding indebtedness.

As of September 30, 2020, on an as adjusted basis after giving effect to this offering and the use of proceeds therefrom (but excluding indebtedness of Big River Steel), our total debt would have been approximately \$4,756 million, approximately \$1,932 million of which would have been secured debt (including \$86 million of finance leases and other obligations). In addition, we had the ability to borrow an additional approximately \$1,006 million under the ABL Facility and approximately €140 million (approximately \$164 million based on the exchange rate of \$1.1723 for each €1.00 as of September 30, 2020) under the USSK Credit Facilities as of September 30, 2020. Upon consummation of the Big River Steel Acquisition, the financial obligations of Big River Steel were consolidated with our financial obligations. As of September 30, 2020, Big River Steel had \$1,874 million of total long-term debt, substantially all of which was secured by Big River Steel's assets.

Subject to the limits contained in the documents governing the ABL Facility, the documents governing the USSK Credit Facilities, the documents governing the Export-Import Credit Agreement, the documents governing the Export Credit Agreement, the indentures that govern our existing senior unsecured notes, our 2025 Senior Secured Notes and certain of our other debt instruments, we may be able to incur substantial additional debt from time to time, including substantial secured indebtedness, to finance working capital, capital expenditures, investments or acquisitions, or for other purposes. If we do so, the risks related to our high level of debt could intensify. Specifically, our high level of debt could have important consequences to the holders of our common stock and other securities, including the following:

- making it more difficult for us to satisfy our obligations with respect to our debt;
- limiting our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements;
- requiring a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions and other general corporate purposes;
- increasing our vulnerability to general adverse economic and industry conditions;
- exposing us to the risk of increased interest rates as certain of our borrowings, including borrowings under the ABL Facility and the USSK Credit Facilities, are at variable rates of interest;
- limiting our flexibility in planning for and reacting to changes in the industry in which we compete;
- placing us at a disadvantage compared to other, less leveraged competitors; and
- increasing our cost of borrowing.

In addition, the agreement governing the ABL Facility, the documents governing the USSK Credit Facilities, the Export-Import Credit Agreement, the documents governing the Export Credit Agreement, the indentures that govern our existing senior unsecured notes, our 2025 Senior Secured Notes and certain of our other debt instruments contain, or are expected to contain, as applicable, restrictive covenants that limit our ability to engage in activities that may be in our long-term best interest. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all our debt.

We may not be able to generate sufficient cash to service all of our debt, and may be forced to take other actions to satisfy our obligations under our debt, which may not be successful.

Our ability to make scheduled payments on or refinance our debt obligations depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control, such as the disruption caused by the COVID-19 pandemic and the disruption in the oil and gas industry. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our debt. See “Summary — Other Recent Developments.”

If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance our debt. We may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations. The credit agreement governing the ABL Facility, the documents governing the USSK Credit Facilities, the Export-Import Credit Agreement, the documents governing the Export Credit Facility and the indentures governing our existing senior unsecured notes and our 2025 Senior Secured Notes restrict our ability to dispose of assets and may also restrict our ability to raise debt or equity capital to be used to repay other debt when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due.

Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our debt on commercially reasonable terms or at all, would materially and adversely affect our financial position and results of operations.

If we cannot make scheduled payments on our debt, we will be in default and holders of our senior unsecured notes and 2025 Senior Secured Notes could declare all outstanding principal and interest to be due and payable, the lenders under the ABL Facility, the USSK Credit Facilities, the Export-Import Credit Agreement and the Export Credit Facility could terminate their commitments to loan money, accelerate full repayment of any or all amounts outstanding (which may result in the cross-acceleration of certain of our other debt obligations) and the lenders could foreclose against the assets securing their borrowings and we could be forced into bankruptcy or liquidation. All of these events would materially and adversely affect our financial position and results of operations.

Our business and execution of our strategic priorities require us to raise capital which could be difficult if we face depressed market conditions, lower earnings or credit rating downgrades by ratings agencies.

Executing on our strategic priorities will require us to raise additional capital, which we have sought and may seek through debt financing or the public or private sale of equity securities, or a combination of the foregoing. We cannot guarantee that we will be able to secure sources of financing at a particular time or on particular or favorable terms. Additionally, we may seek to raise funds through the divestiture or monetization of certain non-core assets. We cannot be assured that we will be able to find an attractive or acceptable partner for such transactions, or if we do, that we will be able to reach agreement on favorable or mutually satisfactory terms.

Ratings agencies could downgrade our ratings either due to factors specific to our business, a prolonged cyclical downturn in the steel industry, macroeconomic trends such as global or regional recessions and trends in credit and capital markets more generally. Our credit ratings were downgraded in 2020 by three credit ratings agencies, all citing, among other things, the uncertainty in duration and impact of the COVID-19 outbreak on our business. Recently, Moody’s withdrew Big River Steel’s corporate family rating given our acquisition of the remaining interest in Big River Steel, and S&P lowered Big River Steel’s credit rating to be in line with our corporate rating. Ratings agencies also may lower, suspend or withdraw ratings on the outstanding securities of U. S. Steel or Big River Steel. For example, Moody’s recently downgraded the rating of our 2025 Senior Secured Notes to reflect the addition of Big River Steel’s secured debt in our consolidated capital structure, and S&P recently lowered its ratings on Big River Steel’s senior secured debt. Any lowering, suspension or withdrawal of such ratings may have an adverse effect on the market prices of such securities.

Any decline in our operating results or downgrades in our credit ratings may make raising capital or entering into any business transaction more difficult, limit our ability to take advantage of potential business opportunities, lead to reductions in the availability of credit or increased cost of credit, adversely affect the terms of future borrowings and adversely affect the market prices of our securities.

Use of Proceeds

We estimate that the net proceeds from the sale of our common stock in this offering will be approximately \$ million (or approximately \$ million if the option to purchase additional shares is exercised in full), after deducting our expenses related to this offering. We intend to use the net proceeds from this offering to redeem 35% of the outstanding principal amount of our 2025 Senior Secured Notes and for general corporate purposes, which may include further repayment of our outstanding indebtedness.

The redemption of our 2025 Senior Secured Notes will be made solely pursuant to a conditional partial redemption notice delivered pursuant to the applicable indenture, and nothing contained in this prospectus supplement constitutes a notice of redemption of our 2025 Senior Secured Notes.

The underwriter and/or its affiliates may hold a portion of our 2025 Senior Secured Notes. The underwriter or affiliate of the underwriter that holds such securities will receive a portion of the proceeds from this offering to the extent such proceeds are used in the repayment of such indebtedness. See “Underwriting.”

Capitalization

The following table sets forth our cash and cash equivalents and our capitalization as of September 30, 2020 on:

- an actual basis; and
- an as adjusted basis to give effect to this offering (assuming no exercise of the underwriter's option to purchase any additional shares in this offering) and the use of proceeds therefrom, but before deducting the offering expenses payable by us.

The following table does not give effect to the Big River Steel Acquisition, and therefore excludes cash and cash equivalents and indebtedness of Big River Steel. You should read the following table in conjunction with the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our financial statements and notes included in our most recent Annual Report on Form 10-K and in our Quarterly Reports on Form 10-Q for the quarters ended [March 31, 2020](#), [June 30, 2020](#) and [September 30, 2020](#), all of which are incorporated by reference into this document, and with the section

entitled “Description of Common Stock” in this prospectus supplement and the “Description of Capital Stock” in the accompanying prospectus.

(In millions)	As of September 30, 2020	
	Actual (unaudited)	As adjusted to give effect to this offering (unaudited)
Cash and cash equivalents⁽¹⁾	<u>\$ 1,696</u>	<u>\$</u>
Debt:		
<i>Secured:</i>		
ABL Facility ⁽²⁾	\$ 500	\$ 500
USSK Credit Facilities ⁽³⁾⁽⁴⁾	410	410
2025 Senior Secured Notes ⁽⁵⁾	1,056	686
Export-Import Credit Agreement ⁽⁶⁾	250	250
Finance leases and all other obligations ⁽⁷⁾	86	86
Total secured debt and finance leases and other obligations	<u>2,302</u>	<u>1,932</u>
<i>Unsecured:</i>		
Export Credit Agreement	\$ 104	\$ 104
6.875% Senior Notes due 2025	750	750
5.000% Senior Convertible Notes due 2026 ⁽⁸⁾	350	350
6.250% Senior Notes due 2026	650	650
6.650% Senior Notes due 2037	350	350
Environmental Revenue Bonds ⁽⁹⁾	620	620
Total unsecured debt	<u>2,824</u>	<u>2,824</u>
Total debt	<u>\$ 5,126</u>	<u>\$ 4,756</u>
Less unamortized discount and debt issuance costs ⁽¹⁰⁾	236	211
Less short-term debt and long-term debt due within one year	262	262
Total long-term debt⁽¹¹⁾	<u>\$ 4,628</u>	<u>\$ 4,281</u>
Stockholders' equity:		
Common stock (229,075,215 shares issued) ⁽¹²⁾	\$ 229	\$
Treasury stock, at cost (8,670,999 shares)	(175)	(175)
Additional paid-in capital ⁽⁸⁾⁽¹²⁾	4,398	
Accumulated deficit	(671)	(671)
Accumulated other comprehensive loss	(332)	(332)
Total Stockholders' Equity ⁽¹²⁾	<u>\$ 3,449</u>	<u>\$</u>
Total Capitalization ⁽¹²⁾	<u>\$ 8,077</u>	<u>\$</u>

(1) Cash and cash equivalents does not include \$91 million of restricted cash as of September 30, 2020. As adjusted cash and cash equivalents reflects our use of the proceeds from the offering to redeem 35% of the outstanding principal amount of the 2025 Senior Secured Notes at a redemption price of 112.000% of the principal amount thereof, but does not reflect our payment of accrued and unpaid interest to, but excluding, the redemption date or any fees and expenses in connection with such redemption.

As adjusted cash and cash equivalents does not reflect our payment of approximately \$723 million using our cash on hand in connection with the purchase price for the Big River Steel Acquisition. As of September 30, 2020, Big River Steel's cash and cash equivalents were \$75.8 million.

- (2) As of September 30, 2020, there was \$500 million drawn under the ABL Facility. We must maintain a fixed charge coverage ratio of at least 1.00 to 1.00 for the most recent four consecutive quarters when availability under the ABL Facility is less than the greater of 10 percent of the total aggregate commitments and \$200 million. Based on the most recent four quarters as of September 30, 2020, we would not have met the fixed charge coverage ratio test; therefore, the amount available to us under the ABL Facility was effectively reduced by \$200 million. In addition, as the value of our inventory and trade accounts receivable less specified reserves did not support the full nominal amount of the ABL Facility at September 30, 2020, the amount available to us under the ABL Facility was further reduced by \$294 million. The availability under the ABL Facility was \$1,006 million as of September 30, 2020. As of September 30, 2020, there were no outstanding letters of credit under the ABL Facility sublimit.
- (3) Reflects the following credit facilities (collectively, the “USSK Credit Facilities”):
- the USSK €460 million credit facility (at September 30, 2020, USSK had borrowings of €350 million (approximately \$410 million));
 - the USSK €2 million credit facility (at September 30, 2020, USSK had approximately \$2 million in customs and other guarantees outstanding, and no borrowings or letters of credit); and
 - the USSK €10 million credit facility (at September 30, 2020, USSK had no borrowings, letters of credit or bank guarantees).
- As of September 30, 2020, we had availability of €140 million (or approximately \$164 million) under the USSK Credit Facilities (without giving effect to approximately \$2 million of customs and other guarantees outstanding). On January 15, 2021, we used cash on hand to make a €50 million payment (approximately \$61 million based on a spot rate of \$1.2123 for each €1.00 as of January 15, 2021) on the USSK Credit Agreement.
- (4) Based on the exchange rate of \$1.1723 for each €1.00 as of September 30, 2020.
- (5) Reflects principal amount and does not reflect original issue discount. On May 29, 2020, we issued \$1.056 billion aggregate principal amount of our 2025 Senior Secured Notes. The 2025 Senior Secured Notes were issued at a price equal to 94.665% of their face value. Prior to June 1, 2022, we may redeem up to 35% of the original aggregate principal amount of the 2025 Senior Secured Notes with the net cash proceeds of one or more equity offerings at a redemption price of 112.000% of the principal amount thereof plus accrued and unpaid interest, if any, to, but excluding, the applicable date of redemption. We intend to use the net proceeds from this offering to redeem 35% of the outstanding principal amount of the 2025 Senior Secured Notes.
- (6) On September 30, 2020, U. S. Steel and its subsidiary, United States Steel International, Inc., as the borrowers, entered into an Export-Import Transaction Specific Loan and Security Agreement (“Export-Import Credit Agreement”) with the lenders party thereto from time to time and PNC Bank, National Association, as agent for the lenders, under which it borrowed approximately \$250 million, of which approximately \$10 million was used to pay related transaction fees and expenses. The Export-Import Credit Agreement provides for up to \$250 million of term loans, which mature on August 30, 2021, unless sooner terminated or extended by the borrowers to July 30, 2022. The obligations under the Export-Import Credit Agreement are secured by receivables under certain iron ore pellet export contracts.
- (7) Reflects \$17 million attributable to the Fairfield slab caster lease (secured by the slab caster at Fairfield Works) and \$69 million attributable to finance leases and other obligations, primarily for heavy mobile equipment used in our mining operations (secured by such leased equipment).
- (8) In accordance with ASC 470-20, convertible debt that may be wholly or partially settled in cash, like our 2026 Convertible Notes, is required to be separated into a liability and an equity component, such that interest expense reflects the issuer’s non-convertible debt interest rate. Upon issuance, a debt discount was recognized as a decrease in debt and an increase in equity. The debt component has been accreting up to the principal amount over the expected term of the debt. ASC 470-20 does not affect the actual amount that we are required to repay, and the amount shown in the table above for the 2026 Convertible Notes is the aggregate principal amount of such notes and does not reflect any debt discount, fees and expenses that we have recognized.
- (9) As of September 30, 2020, we had several series of environmental revenue bonds outstanding.

- (10) As adjusted information reflects the write-off of approximately \$25 million of unamortized discount and debt issuance costs related to the original issue discount on the 2025 Senior Secured Notes, assuming that 35% of the outstanding principal amount of the 2025 Senior Secured Notes is redeemed in March 2021.
- (11) Does not reflect \$1,874 million of total long-term debt of Big River Steel as of September 30, 2020, which primarily consisted of Big River Steel's outstanding \$900 million aggregate principal amount of 6.625% Senior Secured Notes due 2029, \$265 million aggregate principal amount of 4.75% Industrial Development Revenue Bonds (Big River Steel Project), Tax-Exempt Series 2020 (Green Bonds) and \$487 million aggregate principal amount of 4.50% Industrial Development Revenue Bonds (Big River Steel Project), Series 2019.
- (12) The number of shares of common stock is based on 229,075,215 shares of our common stock outstanding as of September 30, 2020. This number excludes:
- exercise by the underwriter in this offering of common stock of its option to purchase additional shares of common stock;
 - shares of common stock reserved for issuance upon conversion of the 2026 Convertible Notes; and
 - 5,995,783 shares of common stock reserved for issuance under our 2016 Omnibus Incentive Compensation Plan as of September 30, 2020.
- (13) As adjusted total stockholders' equity does not reflect non-recurring expenses we expect to incur in connection with this offering, including fees and other transaction-related costs that will not be capitalized.

Description of Common Stock

The following is a description of the material terms of our capital stock. Because it is a summary, the following description does not purport to be complete and is subject to and qualified in its entirety by reference to our Amended and Restated Certificate of Incorporation and our Amended and Restated By-Laws. Please also read the information discussed under the heading “Description of Capital Stock” beginning on page 14 of the accompanying prospectus, which the following information supplements and, in the event of inconsistencies, supersedes.

General

The authorized capital stock of U. S. Steel consists of 40 million shares of preferred stock, without par value, and 400 million shares of common stock with a par value of \$1.00 per share. As of September 30, 2020, there were no shares of preferred stock outstanding and 229,075,215 shares of common stock outstanding.

Upon completion of this offering, 269,075,215 shares of our common stock will be outstanding, based on the number of shares outstanding at September 30, 2020. This number excludes: (i) exercise by the underwriter in this offering of its option to purchase additional shares of common stock; (ii) shares of common stock reserved for issuance upon conversion of the 2026 Convertible Notes; and (iii) 5,995,783 shares of common stock reserved for issuance under our 2016 Omnibus Incentive Compensation Plan, as of September 30, 2020. See “Risk Factors — Risks Related to this Offering and our Common Stock — There may be future sales or other dilution of our equity, which may adversely affect the market price of our common stock.”

Voting Rights

The holders of our common stock are entitled to one vote per share on all matters voted on by the stockholders, including the election of directors. Our common stock does not have cumulative voting rights.

Dividend Rights

The holders of our common stock are entitled to receive dividends when, as and if declared by our board of directors out of funds legally available therefor, subject to the rights of any shares of preferred stock at the time outstanding.

Liquidation Rights

In the event of dissolution, liquidation or winding up of U. S. Steel, holders of our common stock will be entitled to share ratably in any assets remaining after the satisfaction in full of the prior rights of creditors, including holders of any then outstanding indebtedness, and subject to the aggregate liquidation preference and participation rights of any preferred stock then outstanding.

Other Rights and Preferences

Our common stock has no sinking fund or redemption provisions or preemptive, conversion or exchange rights.

Delaware law, our amended and restated certificate of incorporation and amended and restated by-laws contain provisions that may have an antitakeover effect

Certain provisions of Delaware law and our Amended and Restated Certificate of Incorporation could make more difficult or delay a change in control of U. S. Steel by means of a tender offer, a proxy contest or otherwise and the removal of incumbent directors. These provisions are intended to discourage certain types of coercive takeover practices and inadequate takeover bids, even though such a transaction may offer our stockholders the opportunity to sell their stock at a price above the prevailing market price. Our board of directors believes that these provisions are appropriate to protect the interests of U. S. Steel and its stockholders.

Delaware Law. As a Delaware corporation, we are subject to the provisions of Section 203 of the Delaware General Corporation Law. In general, Section 203 prohibits a publicly-held Delaware corporation from engaging in a “business combination” with an “interested stockholder” for a period of three years following the time that the person became an interested stockholder, unless:

- Prior to the time that the person became an interested stockholder the corporation’s board of directors approved either the business combination or the transaction that resulted in the stockholders becoming an interested stockholder;
- Upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder, the stockholder owned at least 85% of the outstanding voting stock of the corporation at the time the transaction commenced, excluding for the purpose of determining the number of shares outstanding those shares owned by the corporation’s officers and directors and by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or
- At or subsequent to the time, the business combination is approved by the corporation’s board of directors and authorized at an annual or special meeting of its stockholders, and not by written consent, by the affirmative vote of at least 66 $\frac{2}{3}$ % of its outstanding voting stock that is not owned by the interested stockholder.

A “business combination” includes, among other things, mergers, asset sales or other transactions resulting in a financial benefit to the stockholder. An “interested stockholder” is a person who, together with affiliates and associates, owns (or within three years did own) 15% or more of the corporation’s voting stock.

Amended and Restated Certificate of Incorporation and Amended and Restated By-Laws. Various provisions contained in the Amended and Restated Certificate of Incorporation and the Amended and Restated By-laws could delay or discourage stockholder actions with respect to transactions involving an actual or potential change in control of us or a change in our management and may limit the ability of our stockholders to remove current management or approve transactions that our stockholders may deem to be in their best interests. Among other things, these provisions:

- require that any action required or permitted to be taken by our stockholders must be effected at a duly called annual or special meeting and may not be taken by written consent;
- provide that special meetings of stockholders may be called only by the board of directors and not by the stockholders;
- do not permit cumulative voting for directors;
- permit the issuance of preferred stock, at the discretion of our board of directors, from time to time, in one or more series, without further action by our stockholders, unless approval of our stockholders is deemed advisable by our board of directors or required by applicable law, regulation or stock exchange listing requirements; and
- provide that vacancies in our board of directors may be filled only by the affirmative vote of a majority of the remaining directors.

Listing

The principal market on which our common stock is traded is the NYSE, where it trades under trading symbol “X”. Our common stock is also traded on the Chicago Stock Exchange under the symbol “X”.

Stock Transfer Agent and Registrar

EQ Shareowner Services, 1110 Centre Pointe Curve Suite 101, Mendota Heights, MN 55120-4100 serves as the transfer agent and registrar for our common stock.

Certain United States Federal Income Tax Considerations

The following discussion is a summary of certain material U.S. federal income tax consequences of owning the shares of common stock we are offering. This discussion applies only to a holder that acquires shares of our common stock in this offering and that holds the shares of our common stock as capital assets within the meaning of Section 1221 of the United States Internal Revenue Code of 1986, as amended (the “Code”) (generally, property held for investment). This discussion does not apply to a holder that is a member of a class of persons subject to special rules, such as:

- a broker or dealer in securities or currencies;
- a person liable for alternative minimum tax;
- a trader in securities that elects to use a mark-to-market method of accounting for its securities holdings;
- a bank or other financial institution;
- an insurance company;
- a tax-exempt organization;
- a person holding shares of our common stock as part of a hedging, integrated, conversion, wash or constructive sale transaction or a straddle or synthetic security;
- a “United States holder” (as defined below) whose functional currency for tax purposes is not the U.S. dollar;
- a partnership or other pass-through entity for U.S. federal income tax purposes (and investors therein);
- a person required to accelerate the recognition of any item of gross income with respect to our common stock as a result of such income being recognized on an applicable financial statement;
- a regulated investment company;
- a real estate investment trust;
- a qualified foreign pension fund;
- a controlled foreign corporation;
- a passive foreign investment company; or
- a United States expatriate.

This section is based on the Code, its legislative history, existing and proposed regulations under the Code, published rulings and court decisions, all as of the date of this document. These authorities are subject to change, possibly on a retroactive basis.

If an entity or arrangement that is treated as a partnership for U.S. federal income tax purposes holds shares of our common stock, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. A partner in such an entity or arrangement holding shares of our common stock should consult its tax advisor with regard to the U.S. federal income tax treatment of an investment in our common stock.

This discussion does not represent a detailed description of the U.S. federal income tax consequences to a holder in light of its particular circumstances and does not cover U.S. state, local, non-U.S. or estate tax consequences that may apply to a holder of our common stock.

HOLDERS ARE ENCOURAGED TO CONSULT THEIR TAX ADVISORS CONCERNING THE CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF SHARES OF OUR COMMON STOCK IN THEIR PARTICULAR CIRCUMSTANCES UNDER THE CODE AND UNDER THE LAWS OF ANY OTHER TAXING JURISDICTION.

United States holders

The following is a summary of the U.S. federal income tax consequences that will apply to a United States holder. A holder is a “United States holder” if that holder is a beneficial owner of a share of our common stock and is for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity taxed as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate whose income is subject to U.S. federal income tax regardless of its source; or
- a trust if (i) a United States court can exercise primary supervision over the trust’s administration and one or more United States persons (within the meaning of Section 7701(a)(30) of the Code) are authorized to control all substantial decisions of the trust or (ii) the trust has validly elected to be treated as a United States person for U.S. federal income tax purposes.

Distributions on common stock

Distributions, if any, made on our common stock generally will be included in a United States holder’s income as ordinary dividend income to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Distributions in excess of our current and accumulated earnings and profits will first be treated as a return of capital which will reduce a United States holder’s adjusted tax basis in its common stock, and to the extent the amount of the distribution exceeds the United States holder’s adjusted tax basis, will thereafter be treated as capital gain from the sale or exchange of such common stock as described below under “— *Sale, exchange, redemption or other taxable disposition of common stock*.” If certain holding period and other applicable requirements are met, dividends received by a corporation will be eligible for a dividends received deduction, and dividends received by a non-corporate United States holder will qualify for taxation at reduced rates.

Sale, exchange, redemption or other taxable disposition of common stock

Upon the sale, exchange, redemption or other taxable disposition of our common stock, a United States holder generally will recognize capital gain or loss equal to the difference between (i) the amount of cash and the fair market value of any property received upon such taxable disposition and (ii) the United States holder’s adjusted tax basis in the common stock. Such capital gain or loss will be long-term capital gain or loss if a United States holder’s holding period in the common stock is more than one year at the time of the taxable disposition. Otherwise, such gain or loss will be short-term capital gain or loss. In the case of a non-corporate United States holder, including an individual, long-term capital gains will be subject to tax at a maximum tax rate of 20%. The deductibility of capital losses is subject to limitations.

Medicare tax

Certain United States holders that are individuals, estates or trusts are required to pay an additional 3.8% tax on, among other things, dividends on and gains from the sale or other disposition of our common stock. United States holders that are individuals, estates or trusts should consult their tax advisors regarding the effect, if any, of this legislation on their ownership and disposition of our common stock.

Backup withholding and information reporting

In general, in the case of a non-corporate United States holder, we and other payors are required to report to the U.S. Internal Revenue Service (“IRS”) dividends paid on our common stock and proceeds received from a disposition of shares of our common stock. Backup withholding may also apply to any payments if the holder fails to provide an accurate taxpayer identification number or a certification of exempt status, or the holder is notified by the IRS that the holder has failed to report all dividends and interest required to be shown on the holder’s federal income tax returns. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules will be allowed as a refund or credit against a holder’s U.S. federal income tax liability, provided the required information is timely furnished to the IRS.

Non-United States holders

The following is a summary of the U.S. federal income tax consequences that will apply to a non-United States holder. The term “non-United States holder” means a beneficial owner of a share of our common stock (other than a partnership or any other entity treated as a partnership for U.S. federal income tax purposes) that is not a United States holder. Special rules may apply to certain non-United States holders such as “controlled foreign corporations” and “passive foreign investment companies.” Such non-United States holders should consult their tax advisors to determine the U.S. federal, state, local and other tax consequences that may be relevant to them.

Dividends

Distributions, if any, made on our common stock will constitute dividends for U.S. federal income tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Distributions in excess of our current and accumulated earnings and profits will first be treated as a return of capital which will reduce a non-United States holder’s adjusted tax basis in its common stock, and to the extent the amount of the distribution exceeds the non-United States holder’s adjusted tax basis, will thereafter be treated as capital gain from the sale or exchange of such common stock as described below under “—*Gain on disposition of common stock.*”

Dividends paid to a non-United States holder of our common stock generally will be subject to withholding of U.S. federal income tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. However, dividends that are effectively connected with the conduct of a trade or business by the non-United States holder within the United States (and, if required by an applicable income tax treaty, are attributable to a United States permanent establishment) are not subject to the withholding tax, provided certain certification and disclosure requirements are satisfied. Instead, such dividends are subject to U.S. federal income tax on a net income basis in the same manner as if the non-United States holder were a United States person as defined under the Code. Any such effectively connected dividends received by a foreign corporation may be subject to an additional “branch profits tax” at a 30% rate or such lower rate as may be specified by an applicable income tax treaty.

A non-United States holder of our common stock who wishes to claim the benefit of an applicable treaty rate and avoid backup withholding, as discussed below, for dividends will be required (a) to provide the applicable withholding agent with a properly executed IRS Form W-8BEN or W-8BEN-E (or other applicable form) certifying under penalty of perjury that such holder is not a United States person as defined under the Code and is eligible for treaty benefits or (b) if our common stock is held through certain foreign intermediaries, to satisfy the relevant certification requirements of applicable U.S. Treasury regulations. Special certification and other requirements apply to certain non-United States holders that are pass-through entities rather than corporations or individuals.

A non-United States holder of our common stock eligible for a reduced rate of United States withholding tax pursuant to an income tax treaty generally may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS.

Gain on disposition of common stock

Subject to the discussion of backup withholding below, any gain realized by a non-United States holder on the sale or other taxable disposition of our common stock generally will not be subject to U.S. federal income tax unless:

- the gain is effectively connected with a trade or business of the non-United States holder in the United States (and, if required by an applicable income tax treaty, is attributable to a United States permanent establishment of the non-United States holder);
- the non-United States holder is a non-resident alien individual who is present in the United States for 183 days or more in the taxable year of that disposition, and certain other conditions are met; or
- we are or have been a “United States real property holding corporation” (“USRPHC”) within the meaning of Section 897(c)(2) of the Code for U.S. federal income tax purposes and certain other conditions are met.

A non-United States holder described in the first bullet point immediately above will be subject to tax on the net gain derived from the sale or other taxable disposition in the same manner as if it were a United States person as defined under the Code. In addition, if any such non-United States holder is a foreign corporation, the gain realized by such non-United States holder may be subject to an additional “branch profits tax” at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. An individual non-United States holder described in the second bullet point immediately above will be subject to a flat 30% tax (or such lower rate as may be specified by an applicable income tax treaty) on the gain derived from the sale or other taxable disposition, which may be offset by United States source capital losses, even though the individual is not considered a resident of the United States.

With respect to the third bullet point above, we believe we are not and do not anticipate becoming a USRPHC for U.S. federal income tax purposes. Because the determination of whether we are a USRPHC depends on the fair market value of our U.S. real property interests relative to the fair market value of our other business assets and our non-U.S. real property interests, however, there can be no assurance we are not a USRPHC or will not become one in the future. Even if we are or were to become a USRPHC, gain arising from the sale or other taxable disposition by a non-United States holder of our common stock will not be subject to U.S. federal income tax if (i) such class of stock is “regularly traded,” as defined by applicable U.S. Treasury regulations, on an established securities market, and (ii) such non-United States holder owned, directly, indirectly or constructively, 5% or less of such class of our stock throughout the shorter of the five-year period ending on the date of the sale or other taxable disposition or the non-United States holder’s holding period for such stock. If the foregoing exception does not apply, and if we are or were to become a USRPHC, a purchaser may be required to withhold 15% of the proceeds payable to a non-United States holder from a sale or other taxable disposition of our common stock and such non-United States holder generally will be taxed on its net gain derived from the disposition at the graduated U.S. federal income tax rates applicable to United States persons (as defined in the Code).

Backup withholding and information reporting

Payors must generally report annually to the IRS and to each non-United States holder the amount of dividends paid to such holder and the tax withheld with respect to such dividends, regardless of whether withholding was required. Copies of the information returns reporting such dividends and withholding may also be made available to the tax authorities in the country in which the non-United States holder resides under the provisions of an applicable income tax treaty.

A non-United States holder will be subject to backup withholding for dividends paid to such holder unless such holder provides proper certification of foreign status on a properly executed IRS Form W-8BEN or W-8BEN-E (or other applicable form) and the payor does not have actual knowledge or reason to know that such holder is a United States person as defined under the Code, or such holder otherwise establishes an exemption.

Information reporting and, depending on the circumstances, backup withholding will apply to the proceeds of a sale or other taxable disposition of our common stock within the United States or conducted through certain United States-related financial intermediaries, unless the holder provides a properly executed IRS Form W-8BEN or W-8BEN-E (or other applicable form) (or satisfies certain documentary evidence requirements for establishing that it is a non-United States person), or such holder otherwise establishes an exemption.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against a non-United States holder’s U.S. federal income tax liability, provided the required information is timely furnished to the IRS.

FATCA

The Foreign Account Tax Compliance Act (“FATCA”) imposes a 30% withholding tax on certain types of payments made to “foreign financial institutions” and other specified non-U.S. entities unless certain due diligence, reporting, withholding and certification requirements are satisfied.

As a general matter, FATCA imposes a 30% withholding tax on dividends on our common stock if paid to a foreign entity unless:

- the foreign entity is a “foreign financial institution” that undertakes specified due diligence, reporting, withholding and certification obligations or, in the case of a foreign financial institution that is a resident in a jurisdiction that has entered into an intergovernmental agreement to implement FATCA, the entity complies with the diligence and reporting requirements of such an agreement;
- the foreign entity is not a “foreign financial institution” and identifies certain of its U.S. investors; or
- the foreign entity otherwise is exempted under FATCA.

Prior to the issuance of proposed Treasury regulations, withholding under FATCA also would have applied to payments of gross proceeds from the sale or other disposition of common stock. However, the proposed Treasury regulations eliminate FATCA withholding on payments of gross proceeds entirely. Taxpayers generally may rely on these proposed Treasury regulations until final Treasury regulations are issued.

If withholding is imposed under FATCA on a payment related to our common stock, a beneficial owner that is not a foreign financial institution and that otherwise would not be subject to withholding (or that otherwise would be entitled to a reduced rate of withholding) generally may obtain a refund from the IRS by filing a U.S. federal income tax return (which may entail significant administrative burden). Prospective investors should consult their tax advisors regarding the effect of FATCA in their particular circumstances.

Certain ERISA Considerations

The following is a summary of certain considerations associated with the purchase, transfer or holding of the common stock by (i) “employee benefit plans” within the meaning of Section 3(3) of the U.S. Employee Retirement Income Security Act of 1974, as amended (“ERISA”) that are subject to Title I of ERISA, (ii) plans, collective investment trusts, individual retirement accounts and other arrangements that are subject to Section 4975 of the Code or any other U.S. or non-U.S. federal, state, local or other laws or regulations that are substantially similar to such provisions of ERISA or the Code (collectively, “Similar Laws”), and (iii) entities whose underlying assets are considered to include “plan assets” of any such plan, account or arrangement described in clauses (i) and (ii), pursuant to ERISA or otherwise (each of the foregoing described in clauses (i), (ii) and (iii) referred to hereunder as a “Plan”).

General Fiduciary Matters

ERISA and the Code impose certain duties on persons who are fiduciaries of a Plan subject to Title I of ERISA or Section 4975 of the Code (each referred to herein as a “Covered Plan”) and prohibit certain transactions involving the assets of a Covered Plan and its fiduciaries or other interested parties. Under ERISA and the Code, any person who exercises any discretionary authority or control over the administration of such a Covered Plan or the management or disposition of the assets of such a Covered Plan, or who renders investment advice for a fee or other compensation to such a Covered Plan, is generally considered to be a fiduciary of the Covered Plan.

In considering an investment in the common stock of a portion of the assets of any Plan, a fiduciary should determine whether the investment is in accordance with the documents and instruments governing the Plan and the applicable provisions of ERISA, the Code or any Similar Law relating to a fiduciary’s duties to the Plan including, without limitation, the prudence, diversification, delegation of control and prohibited transaction provisions of ERISA, the Code and any other applicable Similar Laws. The prudence of a particular investment must be determined by the responsible fiduciary of a Covered Plan by taking into account the Covered Plan’s particular circumstances and all of the facts and circumstances of the investment including, but not limited to, the matters discussed under “Risk Factors” and the fact that in the future there may be no market in which such fiduciary will be able to sell or otherwise dispose of the common stock.

Prohibited Transaction Issues

Section 406 of ERISA and Section 4975 of the Code prohibit Covered Plans from engaging in specified transactions involving plan assets with persons or entities who are “parties in interest,” within the meaning of ERISA, or “disqualified persons,” within the meaning of Section 4975 of the Code, unless an exemption is available. A party in interest or disqualified person who engages in a non-exempt prohibited transaction may be subject to excise taxes and other penalties and liabilities under ERISA and the Code. In addition, the fiduciary of the Covered Plan that engages in such a non-exempt prohibited transaction may be subject to penalties and liabilities under ERISA and the Code. The acquisition and/or holding of common stock by a Covered Plan with respect to which the issuer or the initial purchasers are considered a party in interest or a disqualified person may constitute or result in a direct or indirect prohibited transaction under Section 406 of ERISA and/or Section 4975 of the Code, unless the investment is acquired and is held in accordance with an applicable statutory, class or individual prohibited transaction exemption.

In this regard, the U.S. Department of Labor has issued prohibited transaction class exemptions, or “PTCEs,” that may provide exemptive relief for direct or indirect prohibited transactions resulting from the sale, purchase or holding of common stock. These class exemptions include, without limitation, PTCE 84-14 respecting transactions determined by independent qualified professional asset managers, PTCE 90-1 respecting insurance company pooled separate accounts, PTCE 91-38 respecting bank collective investment funds, PTCE 9560 respecting life insurance company general accounts, and PTCE 96-23 respecting transactions determined by in-house asset managers. In addition, Section 408(b)(17) of ERISA and Section 4975(d)(20) of the Code provide relief from the prohibited transaction provisions of ERISA and Section 4975 of the Code for certain transactions, provided that neither the issuer of the common stock nor any of its affiliates (directly or indirectly) have or exercise any discretionary authority or control or render any investment advice with respect to the assets of any Covered Plan involved in the transaction and provided further that the Covered Plan pays no more than adequate consideration in connection with the

transaction. Each of the above-noted exemptions contains conditions and limitations on its application. Fiduciaries of Covered Plans considering acquiring and/or holding the common stock in reliance on these or any other exemption should carefully review the exemption to assure it is applicable. There can be no assurance that all of the conditions of any such exemptions will be satisfied.

While Plans that are governmental plans, certain church plans and non-U.S. plans may not be subject to the prohibited transaction provisions of Section 406 of ERISA or Section 4975 of the Code, they may nevertheless be subject to Similar Laws. Fiduciaries of any such plans should consult with their counsel before acquiring any common stock. Any person considering an investment in the common stock with the assets of any such Plan should consult with its counsel to consider the applicable fiduciary standards and to determine the need for, and, if necessary, the availability of, and exemptive relief under any applicable Similar Laws.

Because of the foregoing, the common stock should not be purchased or held by any person investing the assets of any Plan, unless such purchase and holding will not constitute a non-exempt prohibited transaction under ERISA and the Code or a similar violation of any applicable Similar Laws.

Representation

Accordingly, by acceptance of shares of common stock each purchaser and subsequent transferee will be deemed to have represented and warranted that either (i) no portion of the assets used by such purchaser or transferee to acquire or hold the common stock or any interest therein constitutes assets of any Plan or (ii) the acquisition and holding of the common stock or any interest therein by such purchaser or transferee will not constitute a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or a similar violation under any applicable Similar Laws.

The foregoing discussion is general in nature and is not intended to be all-inclusive. Due to the complexity of these rules and the penalties that may be imposed upon persons involved in non-exempt prohibited transactions, it is particularly important that fiduciaries, or other persons considering purchasing common stock (and holding common stock) on behalf of, or with the assets of, any Plan, consult with their counsel regarding the potential applicability of ERISA, Section 4975 of the Code and any Similar Laws to such investment and whether an exemption would be applicable to the purchase and holding of common stock or whether any such investment would result in a violation of an applicable requirement of ERISA. Neither this discussion nor anything provided in this prospectus supplement is, or is intended to be, investment advice directed at any potential Plan purchasers, or at Plan purchasers generally, and such purchasers of any common stock should consult with and rely on their own counsel and advisers as to whether an investment in the common stock is suitable for the Plan. Furthermore, each Plan should consider the fact that none of the issuer, the initial purchasers nor any of their respective affiliates is acting as a fiduciary to any Plan with respect to the decision to acquire common stock under this initial offering and sale and is not undertaking to provide impartial investment advice, or to give advice in a fiduciary capacity, with respect to such decision.

Purchasers of common stock have the exclusive responsibility for ensuring that their purchase and holding of common stock complies with the fiduciary responsibility rules of ERISA, is appropriate for the Plan, and does not violate the prohibited transaction rules of ERISA, the Code or applicable Similar Laws.

ANY POTENTIAL INVESTOR CONSIDERING AN INVESTMENT IN COMMON STOCK THAT IS, OR IS ACTING ON BEHALF OF, A PLAN IS STRONGLY URGED TO CONSULT ITS OWN LEGAL AND TAX ADVISORS REGARDING THE CONSEQUENCES OF SUCH AN INVESTMENT UNDER ERISA, THE CODE AND ANY OTHER PLAN LAW AND ITS ABILITY TO MAKE THE REPRESENTATIONS DESCRIBED ABOVE.

Underwriting

Under the terms and subject to the conditions in an underwriting agreement dated the date of this prospectus supplement, Morgan Stanley & Co. LLC has agreed to purchase, and we have agreed to sell to them the number of shares indicated below:

Name	Number of Shares
Morgan Stanley & Co. LLC	40,000,000

The underwriter is offering the shares of common stock subject to their acceptance of the shares from us and subject to prior sale. The underwriting agreement provides that the obligations of the underwriter to pay for and accept delivery of the shares of common stock offered by this prospectus is subject to the approval of certain legal matters by their counsel and to certain other conditions. The underwriter is obligated to take and pay for all of the shares of common stock offered by this prospectus if any such shares are taken. We have agreed to indemnify the underwriter against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the underwriter may be required to make in respect of those liabilities.

The underwriter may offer the shares of our common stock from time to time for sale in one or more transactions on the NYSE, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices, subject to receipt and acceptance by the underwriter and subject to the underwriter's right to reject any order in whole or in part. The underwriter may effect such transactions by selling shares of common stock to or through dealers and such dealers may receive compensation in the form of discounts, concessions or commissions from the underwriter and/or purchasers of shares of common stock for whom they may act as agents or to whom they may sell as principal.

The estimated offering expenses payable by us are approximately \$.

The principal market on which our common stock is traded is the NYSE, where it trades under the trading symbol "X". Our common stock is also traded on the Chicago Stock Exchange under the symbol "X".

Option to purchase additional shares

The underwriter has an option to buy up to 6,000,000 additional shares of common stock from us. The underwriter has 30 days from the date of this prospectus supplement to exercise this option. If any additional shares of our common stock are purchased, the underwriter will offer the additional shares of our common stock on the same terms as those on which the shares are being offered.

No Sale of Similar Securities

Our directors and executive officers have entered into lock-up agreements with Morgan Stanley & Co. LLC prior to the commencement of this offering pursuant to which we and each of these persons or entities, with limited exceptions, for a period of 30 days after the date of this prospectus supplement (the "Restricted Period"), may not, without the prior written consent of Morgan Stanley & Co. LLC:

- (1) offer, pledge, announce the intention to sell, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, directly or indirectly, any shares of our common stock (including, without limitation, common stock which may be deemed to be beneficially owned by such directors and executive officers in accordance with the rules and regulations of the SEC and securities which may be issued upon exercise of a stock option or warrant); or
- (2) enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of the common stock, whether any such transaction described in clause (1) or (2) above is to be settled by delivery of common stock or such other securities, in cash or otherwise.

The foregoing restrictions described above with respect to us shall not apply to:

- the issuance of the common stock sold in this offering;

- the grant of options, awards of restricted stock and restricted stock units or the issuance of shares of our common stock to employees or directors by us in the ordinary course of business or pursuant to any of our plans existing at the time of this offering, including, but not limited to, our employee stock option plan, our dividend reinvestment and stock purchase plan and our 401(k) plans;
- the issuance by us of shares of our common stock upon the exercise of options or vesting of restricted stock units granted under our employee plans; and
- the issuance by us of shares of our common stock upon the conversion of our 2026 Convertible Notes.

The restrictions described above with respect to our directors and executive officers shall not apply to:

- transfers of shares of common stock (or stock options exercisable for common stock) by gift (including charitable donations or gifts) or for estate planning purposes (provided that each donee or distributee agrees to be bound by the lock-up agreement); and
- sales of shares of our common stock for the purpose of settling taxes owed in respect of (i) the exercise of stock options that expire during the Restricted Period, (ii) the vesting of restricted stock, restricted stock units or shares under performance awards during such period and (iii) awards of restricted stock, restricted stock units or shares under performance awards made during such period,

provided that, no filing by any party under the Exchange Act or other public announcement shall be required or made voluntarily in connection with such transfer or sale (other than (x) a filing on a Form 5 made after the expiration of the Restricted Period or (y) a filing on a Form 4 solely in respect of a transaction for a purpose referred to in the second bullet point above, provided such Form 4 specifies that such transaction occurred for such purpose).

Further, the restrictions described above with respect to us and our directors and executive officers shall not apply to:

- the establishment of a trading plan pursuant to Rule 10b5-1 under the Exchange Act for the transfer of shares of common stock or any security convertible into or exercisable or exchangeable for common stock (provided that such plan does not provide for the transfer of common stock or any security convertible into or exercisable or exchangeable for common stock during the Restricted Period and to the extent a public announcement or filing under the Exchange Act, if any, is required of or voluntarily made by or on behalf of such director or executive officer or us regarding the establishment of such plan, such announcement or filing shall include a statement to the effect that no transfer of common stock may be made under such plan during the Restricted Period); and
- transfers of shares of common stock or any security convertible into or exercisable or exchangeable for common stock pursuant to an established trading plan pursuant to Rule 10b5-1 under the Exchange Act that was in effect on or prior to, and only such shares or securities scheduled for sale thereunder on, the date hereof (provided that to the extent a public announcement or filing under the Exchange Act, if any, is required of or voluntarily made by or on behalf of such director or executive officer or us regarding such transfers pursuant to such 10b5-1 trading plan, such announcement or filing shall include an explanatory statement to the effect that such transfers were made under an established trading plan pursuant to Rule 10b5-1 that was in effect prior to the date hereof).

The common stock is listed on the NYSE under the symbol “X.”

Price Stabilization and Short Positions

In connection with this offering, the underwriter may engage in stabilizing transactions, which involves making bids for, purchasing and selling shares of our common stock in the open market for the purpose of preventing or retarding a decline in the market price of the common stock while this offering is in progress. These stabilizing transactions may include making short sales of the common stock, which involves the sale by the underwriter of a greater number of shares of our common stock than they are required to purchase in this offering, and purchasing shares of our common stock on the open market to cover positions created by short sales. A naked short position is more likely to be created if the underwriter is concerned

that there may be downward pressure on the price of the common stock in the open market that could adversely affect investors who purchase in this offering. To the extent that the underwriter creates a naked short position, they will purchase shares in the open market to cover the position.

The underwriter has advised us that, pursuant to Regulation M of the Securities Act, they may also engage in other activities that stabilize, maintain or otherwise affect the price of our common stock, including the imposition of penalty bids.

These activities may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of our common stock, and, as a result, the price of our common stock may be higher than the price that otherwise might exist in the open market. If the underwriter commences these activities, they may discontinue them at any time. The underwriter may carry out these transactions on the NYSE, in the over-the-counter market or otherwise.

Foreign Jurisdictions

Other than in the United States, no action has been taken by us or the underwriter that would permit a public offering of the securities offered by this prospectus supplement in any jurisdiction where action for that purpose is required. The securities offered by this prospectus supplement may not be offered or sold, directly or indirectly, nor may this prospectus supplement or any other offering material or advertisements in connection with the offer and sale of any such securities be distributed or published in any jurisdiction, except under circumstances that will result in compliance with the applicable rules and regulations of that jurisdiction. Persons into whose possession this prospectus supplement comes are advised to inform themselves about and to observe any restrictions relating to the offering and the distribution of this prospectus supplement. This prospectus supplement does not constitute an offer to sell or a solicitation of an offer to buy any securities offered by this prospectus supplement in any jurisdiction in which such an offer or a solicitation is unlawful.

Offering Restrictions

Canada

The shares may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the shares must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this prospectus supplement (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 of National Instrument 33-105 Underwriting Conflicts (NI 33-105), the underwriter is not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

European Economic Area

In relation to each Member State of the European Economic Area (each, a "Relevant Member State"), an offer to the public of any shares may not be made in that Relevant Member State, except that an offer to the public in that Relevant Member State of any shares may be made at any time under the following exemptions under the Prospectus Regulation:

- (a) to any legal entity which is a "qualified investor" as defined under the Prospectus Regulation;

- (b) to fewer than 150 natural or legal persons (other than “qualified investors” as defined under the Prospectus Regulation), subject to obtaining the prior consent of the underwriter for any such offer; or
- (c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Shares shall result in a requirement for us or the underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or a supplemental prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an “offer to the public” in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any shares to be offered so as to enable an investor to decide to purchase or subscribe for any shares, and the expression “Prospectus Regulation” means Regulation (EU) 2017/1129.

United Kingdom

An offer to the public of any shares may not be made in the United Kingdom, except that an offer to the public in the United Kingdom of any shares may be made at any time under the following exemptions under the UK Prospectus Regulation:

- (a) to any legal entity which is a “qualified investor” as defined under the UK Prospectus Regulation;
- (b) to fewer than 150 natural or legal persons (other than “qualified investors” as defined under the UK Prospectus Regulation), subject to obtaining the prior consent of the underwriter for any such offer; or
- (c) in any other circumstances falling within section 86 of the Financial Services and Markets Act 2000 (as amended, “FSMA”),

provided that no such offer of shares shall result in a requirement for us or the underwriter to publish a prospectus pursuant to section 85 of the FSMA or a supplemental prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression an “offer to the public” in relation to any shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any shares to be offered so as to enable an investor to decide to purchase or subscribe for any shares, and the expression “UK Prospectus Regulation” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

In the United Kingdom, this prospectus supplement is being distributed only to, and is directed only at, persons who are “qualified investors” (as defined in the UK Prospectus Regulation) who are (i) persons having professional experience in matters relating to investments falling within Article 19 (5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Order”), or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order, or (iii) persons to whom it would otherwise be lawful to distribute it, all such persons together being referred to as “Relevant Persons.” In the United Kingdom, the shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such shares will be engaged in only with, Relevant Persons. This prospectus supplement and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by any recipients to any other person in the United Kingdom. Any person in the United Kingdom that is not a Relevant Person should not act or rely on this prospectus supplement or its contents. The shares are not being offered to the public in the United Kingdom.

Other Relationships

The underwriter and its affiliates have provided in the past to us and our affiliates and may provide from time to time in the future certain commercial banking, financial, advisory, investment banking and other services in the ordinary course of their business to us or our affiliates. They have received, or may in the future receive, customary fees and commissions for these transactions.

In addition, in the ordinary course of their business activities, the underwriter and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. The underwriter or its affiliates that have a lending relationship with us routinely hedge, and the underwriter or its affiliates currently hedge and are likely to hedge in the future, their credit exposure to us consistent with their customary risk management policies. Typically, the underwriter and its affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities. The underwriter and its affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, divest, long and/or short positions in such securities and instrument.

The underwriter and/or its affiliates may hold a portion of our 2025 Senior Secured Notes. The underwriter or affiliate of the underwriter that holds such securities will receive a portion of the proceeds from this offering to the extent such proceeds are used in the repayment of such indebtedness. See “Use of Proceeds.”

Settlement

We expect to deliver the shares of our common stock to the underwriter on or about February , 2021, which is the third business day following the date hereof (such settlement cycle being referred to as “T+3”). Under Rule 15c6-1 under the Exchange Act of 1934, as amended (the “Exchange Act”), trades in the secondary market generally are required to settle in two business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the shares prior to the second business day preceding the settlement date will be required, by virtue of the fact that the shares initially will settle in T+3, to specify an alternative settlement cycle at the time of any such trade to prevent failed settlement. Purchasers of the shares who wish to trade the shares prior to the second business day preceding the settlement date should consult their own advisors.

Legal Matters

Certain legal matters, including the validity of the shares of our common stock offered by this prospectus supplement, will be passed upon for us by Milbank LLP, New York, New York. Simpson Thacher & Bartlett LLP, New York, New York, will pass upon certain legal matters for the underwriter in connection with this offering.

Experts

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this prospectus supplement by reference to the [Annual Report on Form 10-K of U. S. Steel for the year ended December 31, 2019](#) and the audited historical combined financial statements of Big River Steel Holdings LLC and BRS Stock Holdco LLC for the year ended December 31, 2019 included in Exhibit 99.1 to U. S. Steel's Current Report on Form 8-K/A dated February 2, 2021 have been so incorporated in reliance on the reports of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.



United States Steel Corporation

Senior Debt Securities
Subordinated Debt Securities
Common Stock
Preferred Stock
Depositary Shares
Warrants
Stock Purchase Contracts
Stock Purchase Units

We may from time to time offer and sell senior debt securities, subordinated debt securities, common stock, preferred stock, depositary shares, warrants, stock purchase contracts, stock purchase units or any combination of these securities. The debt securities, preferred stock, warrants and purchase contracts may be convertible into or exercisable or exchangeable for common or preferred stock or other securities or debt or equity securities of one or more other entities.

We may offer and sell these securities to or through one or more underwriters, dealers or agents, directly to other purchasers, or through a combination of these methods, on a continuous or delayed basis, or to holders of other securities in exchanges in connection with acquisitions.

This prospectus describes some of the general terms that may apply to these securities. The specific terms and conditions of any securities to be offered, including their offering prices and the plan of distribution for any particular offering, will be described in a supplement to this prospectus. You should read this prospectus and any prospectus supplement carefully before you invest. This prospectus may not be used to sell our securities unless it is accompanied by a prospectus supplement.

Our common stock is listed on the New York Stock Exchange under the symbol "X." Our principal executive offices are located at 600 Grant Street, Pittsburgh, Pennsylvania 15219-2800, and our telephone number is (412) 433-1121.

Investing in these securities involves certain risks. See "Risk Factors" on page 5 and the other information included and incorporated by reference in this prospectus for a discussion of the factors you should carefully consider before deciding to purchase these securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

If you are in a jurisdiction where offers to sell, or solicitations of offers to purchase, the securities offered by this document are unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this document does not extend to you. The information contained in this document speaks only as of the date of this document, unless the information specifically indicates that another date applies.

The date of this prospectus is February 15, 2019.

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ABOUT THIS PROSPECTUS

This prospectus is a part of a “shelf” registration statement that we have filed with the Securities and Exchange Commission (the “SEC”). By using a shelf registration statement, we may offer and sell, at any time or from time to time, in one or more offerings, any combination of the securities described in this prospectus. The exhibits to our registration statement contain the full text of certain contracts and other important documents we have summarized in this prospectus. Since these summaries may not contain all the information that you may find important in deciding whether to purchase the securities we offer, you should review the full text of these documents. The registration statement and the exhibits can be obtained from the SEC as indicated under the heading “Where You Can Find More Information.”

This prospectus only provides you with a general description of the securities we may offer. Each time we sell securities, we will provide you with a prospectus supplement that contains specific information about the terms of those securities, including, where applicable, the following:

- the type and amount of securities that we propose to sell;
- the initial public offering price of the securities;
- the names of any underwriters or agents through or to which we will sell the securities;
- the compensation of those underwriters or agents; and
- information about any securities exchanges or automated quotation systems on which the securities will be listed or traded.

The prospectus supplement and any “free writing prospectus” that we authorize to be delivered to you may also add, update or change information contained in this prospectus. You should read this prospectus, the prospectus supplement and any free writing prospectus together with the additional information described below under the heading “Where You Can Find More Information.”

Whenever references are made in this prospectus to information that will be included in a prospectus supplement, to the extent permitted by applicable law, rules or regulations, we may instead include such information or add, update, change or supersede the information contained in this prospectus by means of a free writing prospectus, post-effective amendment to the registration statement of which this prospectus is a part, through filings we make with the SEC that are incorporated by reference into this prospectus or by any other method as may be then permitted under applicable laws, rules or regulations. If information varies between this prospectus and the accompanying prospectus supplement, you should rely on the information in the accompanying prospectus supplement.

WHERE YOU CAN FIND MORE INFORMATION

United States Steel Corporation (“U. S. Steel”) files annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are accessible through the Internet at the SEC’s website at <http://www.sec.gov>. Many of our SEC filings are also accessible on our website at <http://www.ussteel.com>. The reference to our website is intended to be an inactive textual reference only. The information on or connected to our website is not a part of this prospectus or the accompanying prospectus supplement and is not incorporated into this prospectus or any prospectus supplement.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to “incorporate by reference” into this prospectus and any prospectus supplement the information in documents we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus, and later information that we file with the SEC will update and supersede this information. We incorporate by reference the following documents and any future filings we make with the SEC under Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 until the termination of the offering of the securities described in this prospectus (other than any documents, portions of documents or information deemed to have been furnished and not filed in accordance with the SEC rules). These documents contain important information about us. The SEC file number for these documents is 1-16811.

- [Our Annual Report on Form 10-K for the year ended December 31, 2018;](#)
- [Our Definitive Proxy Statement on Schedule 14A, dated March 9, 2018; and](#)
- The description of our common stock contained in our registration statement on Form S-4 filed with the SEC on September 7, 2001, as amended.

Any statement contained in a document incorporated by reference to this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed to constitute a part of this prospectus except as so modified or superseded.

Any statement contained in a document incorporated by reference into this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any other subsequently filed document which is also incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed to constitute a part of this prospectus except as so modified or superseded.

We will provide, upon written or oral request, to each person to whom a prospectus is delivered, including any beneficial owner, a copy of any or all of the information that has been incorporated by reference into the prospectus but not delivered with the prospectus. You may request a copy of these filings at no cost.

Requests for documents should be directed to:

United States Steel Corporation
Office of the Secretary
600 Grant Street
Pittsburgh, Pennsylvania 15219-2800
(412) 433-1121
(412) 433-2811 (fax)

FORWARD-LOOKING STATEMENTS

This prospectus and the information incorporated by reference in it contain information that may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). We intend the forward-looking statements to be covered by the safe harbor provisions for forward-looking statements in these sections.

Generally, we have identified such forward-looking statements by using the words “believe,” “expect,” “intend,” “estimate,” “anticipate,” “project,” “target,” “forecast,” “aim,” “should,” “will” and similar expressions or by using future dates in connection with any discussion of, among other things, operating performance, trends, events or developments that we expect or anticipate will occur in the future, statements relating to volume growth, share of sales and earnings per share growth, and statements expressing general views about future operating results. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking. Forward-looking statements are not historical facts, but instead represent only the Company’s beliefs regarding future events, many of which, by their nature, are inherently uncertain and outside of the Company’s control. It is possible that the Company’s actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in these forward-looking statements. Management believes that these forward-looking statements are reasonable as of the time made. However, caution should be taken not to place undue reliance on any such forward-looking statements because such statements speak only as of the date when made. Our Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our Company’s historical experience and our present expectations or projections. These risks and uncertainties include, but are not limited to, the risks and uncertainties described in this prospectus and in the information incorporated herein by reference, including in “Item 1A. Risk Factors” in our [Annual Report on Form 10-K for the year ended December 31, 2018](#), and those described from time to time in our future reports filed with the Securities and Exchange Commission that are incorporated herein by reference.

THE COMPANY

United States Steel Corporation (U. S. Steel) is an integrated steel producer of flat-rolled and tubular products with major production operations in North America and Europe. An integrated steel producer uses iron ore and coke as primary raw materials for steel production. U. S. Steel has annual raw steel production capability of 22 million net tons (17 million tons in the United States and 5 million tons in Europe). U. S. Steel is also engaged in other business activities consisting primarily of railroad services and real estate operations.

United States Steel Corporation is a Delaware corporation. U. S. Steel's principal executive offices are located at 600 Grant Street, Pittsburgh, Pennsylvania 15219-2800, and its telephone number is (412) 433-1121. For more information about U. S. Steel, see "Where you can find more information about U. S. Steel."

References in this prospectus to the "Registrant," "Company," "United States Steel," "U. S. Steel," "U. S. Steel," "we," "us" and "our" are to United States Steel Corporation and its subsidiaries.

RISK FACTORS

Investing in our securities involves risks. See the risk factors described in our Annual Report on Form 10-K for our most recent fiscal year, which is incorporated by reference in this prospectus, in any applicable prospectus supplement and any risk factors set forth in our other filings with the SEC, pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act. Before making an investment decision, you should carefully consider these risks as well as other information we include or incorporate by reference in this prospectus. These risks could materially affect our business, results of operations or financial condition and cause the value of our securities to decline. You could lose all or part of your investment.

USE OF PROCEEDS

The net proceeds from the sale of the offered securities will be used for general corporate purposes unless we specify otherwise in the prospectus supplement or free writing prospectus applicable to a particular offering. General corporate purposes may include the repayment of debt, acquisitions, stock repurchases, capital expenditures, funding employee obligations, investments in subsidiaries and joint ventures, and additions to working capital. Net proceeds may be temporarily invested prior to use.

DESCRIPTION OF THE DEBT SECURITIES

The following is a general description of the debt securities (the “Debt Securities”) that we may offer from time to time. The particular terms of the Debt Securities offered by any prospectus supplement and the extent, if any, to which the general provisions described below may apply will be described in the applicable prospectus supplement. Although our securities include securities denominated in U.S. dollars, we may choose to issue securities in any other currency, including the euro.

The Debt Securities will be either senior Debt Securities or subordinated Debt Securities. We will issue the senior Debt Securities under the senior indenture, dated as of May 21, 2007, between The Bank of New York Mellon, formerly known as The Bank of New York, or any successor trustee, and U. S. Steel, as supplemented by the First Supplemental Indenture, dated as of May 21, 2007, the Eighth Supplemental Indenture, dated as of August 4, 2017 and the Ninth Supplemental Indenture, dated as of March 15, 2018 and as further amended and supplemented from time to time. We will issue the subordinated Debt Securities under a subordinated indenture to be entered into between U. S. Steel and a trustee. The senior indenture and the subordinated indenture are collectively referred to in this prospectus as the indentures, and each of the trustee under the senior indenture and the trustee under the subordinated indenture are referred to in this prospectus as the trustee. References to specific “Sections” refer to the applicable Sections of the applicable indenture.

The following description is only a summary of the material provisions of the indentures. We urge you to read the appropriate indenture because it, and not this description, defines your rights as a holder of the Debt Securities. See the information under the heading “Incorporation of Certain Information by Reference” to contact us for a copy of the appropriate indenture.

General

The senior Debt Securities will be unsubordinated obligations, will rank on par with all other unsubordinated debt obligations of U. S. Steel and, unless otherwise indicated in the related prospectus supplement, will be unsecured. The subordinated Debt Securities will be subordinate in right of payment to Senior Indebtedness (as hereinafter defined under the heading “Subordinated Debt Securities — Subordination”). A description of the subordinated Debt Securities is provided below under the heading “Subordinated Debt Securities.” The specific terms of any subordinated Debt Securities will be provided in the related prospectus supplement. For a complete understanding of the provisions pertaining to the subordinated Debt Securities, you should refer to the subordinated indenture attached as an exhibit to this registration statement.

Terms

The indentures do not limit the principal amount of debt we may issue.

The Debt Securities of any series may be issued in definitive form or, if provided in the related prospectus supplement, may be represented in whole or in part by a global security or securities, registered in the name of a depository designated by U. S. Steel. Each Debt Security represented by a global security is referred to as a “book-entry security.”

Debt Securities may be issued from time to time pursuant to this prospectus, and will be offered on terms determined at the time of sale. Debt Securities may be issued in one or more series with the same or various maturities and may be sold at par, a premium or an original issue discount. Debt Securities sold at an original issue discount may bear no interest or interest at a rate that is below market rates. Debt Securities may be denominated in U.S. dollars or other currencies, and unless otherwise provided in the applicable prospectus supplement, Debt Securities denominated in U.S. dollars will be issued in denominations of \$1,000 and integral multiples thereof.

Please refer to the applicable prospectus supplement for the specific terms of the Debt Securities offered including the following:

1. Designation of an aggregate principal amount, purchase price, denomination and whether senior or subordinated;

2. Date of maturity;
3. If other than U.S. currency, the currency for which the Debt Securities may be purchased;
4. The interest rate or rates and, if floating rate, the method of calculating interest;
5. The times at which any premium and interest will be payable;
6. The place or places where principal, any premium and interest will be payable;
7. Any redemption or sinking fund provisions or other repayment obligations;
8. Any index used to determine the amount of payment of principal of and any premium and interest on the Debt Securities;
9. The application, if any, of the defeasance provisions to the Debt Securities;
10. If other than the entire principal amount, the portion of the Debt Securities that would be payable upon acceleration of the maturity thereof;
11. Any obligation we may have to redeem, purchase or repay the Debt Securities at the option of a holder upon the happening of any event and the terms and conditions of redemption, purchase or repayment;
12. Whether the Debt Securities will be issued in whole or in part in the form of one or more global securities, and in such case, the depository for the global securities;
13. Any additional covenants applicable to the Debt Securities being offered;
14. Any additional events of default applicable to the Debt Securities being offered;
15. The terms of subordination, if applicable;
16. The terms of conversion, if applicable;
17. Any material provisions of the applicable indenture described in this prospectus that do not apply to the Debt Securities; and
18. Any other specific terms including any terms that may be required by or advisable under applicable law.

Except with respect to book-entry securities, Debt Securities may be presented for exchange or registration of transfer, in the manner, at the places and subject to the restrictions set forth in the Debt Securities and the applicable prospectus supplement. Such services will be provided without charge, other than any tax or other governmental charge payable in connection therewith, but subject to the limitations provided in the indentures.

Certain Covenants of U. S. Steel in the Indentures

Payment

U. S. Steel will pay principal of and premium, if any, and interest on the Debt Securities at the place and time described in the Debt Securities (Section 10.01). Unless otherwise provided in the applicable prospectus supplement, U. S. Steel will pay interest on any Debt Security to the person in whose name that security is registered at the close of business on the regular record date for that interest payment (Section 3.07).

Any money deposited with the trustee or any paying agent for the payment of principal of or any premium or interest on any Debt Security that remains unclaimed for two years after that amount has become due and payable will be paid to U. S. Steel at its request. After this occurs, the holder of that security must look only to U. S. Steel for payment of that amount and not to the trustee or paying agent (Section 10.03).

Merger and Consolidation

U. S. Steel will not merge or consolidate with any other entity or sell or convey all or substantially all of its assets to any person, firm, corporation or other entity, except that U. S. Steel may merge or consolidate with, or sell or convey all or substantially all of its assets to, any other entity if (i) U. S. Steel is the continuing entity, or the successor entity (if other than U. S. Steel) is organized and existing under the laws of the United States of America, any State thereof or the District of Columbia, and such entity expressly assumes payment of the principal and interest on all the Debt Securities, and the performance and observance of all of the covenants and conditions of the applicable indenture to be performed by U. S. Steel and (ii) there is no default under the applicable indenture. Upon such a succession, U. S. Steel will be relieved from any further obligations under the applicable indenture. The indentures define “substantially all of its assets” as, at any date, a portion of the non-current assets reflected in U. S. Steel’s consolidated balance sheet as of the end of the most recent quarterly period that represents at least 66-2/3% of the total reported value of such assets (Section 8.01).

Waiver of Certain Covenants

Unless otherwise provided in the applicable prospectus supplement, U. S. Steel may, with respect to the Debt Securities of any series, omit to comply with any covenant provided in the terms of those Debt Securities if, before the time for such compliance, holders of at least a majority in principal amount of the outstanding Debt Securities of that series waive such compliance in that instance or generally (Section 10.06).

Events of Default

An Event of Default occurs with respect to any series of Debt Securities when: (i) U. S. Steel defaults in paying interest on the Debt Securities of such series when due, and such default continues for 30 days; (ii) U. S. Steel defaults in paying principal of or premium, if any, on any of the Debt Securities of such series when due; (iii) U. S. Steel defaults in making deposits into any sinking fund payment with respect to any Debt Security of such series when due, and such default continues for 30 days; (iv) failure by U. S. Steel in the performance of any other covenant or warranty in the Debt Securities of such series or in the applicable indenture continues for a period of 90 days after notice of such failure as provided in that indenture; (v) certain events of bankruptcy, insolvency, or reorganization occur; or (vi) any other Event of Default provided with respect to Debt Securities of that series occurs (Section 5.01).

U. S. Steel is required annually to deliver to the trustee officers’ certificates stating whether or not the signers have any knowledge of any default in the performance by U. S. Steel of certain covenants (Section 10.04).

If an Event of Default regarding Debt Securities of any series issued under the indentures occurs and is continuing, either the trustee or the holders of not less than 25% in principal amount of the outstanding Debt Securities of such series may declare each Debt Security of that series due and payable (Section 5.02).

An Event of Default regarding one series of Debt Securities issued under an indenture is not necessarily an Event of Default regarding any other series of Debt Securities.

Holders of a majority in principal amount of the outstanding Debt Securities of any series will be entitled to control certain actions of the trustee under the indentures and to waive certain past defaults regarding such series (Sections 5.12 and 5.13). The trustee generally cannot be required by any of the holders of Debt Securities to take any action, unless one or more of such holders shall have provided to the trustee security or indemnity satisfactory to it (Section 6.02).

If an Event of Default occurs and is continuing regarding a series of Debt Securities, the trustee may use any sums that it holds under the relevant indenture for its own reasonable compensation and expenses incurred prior to paying the holders of Debt Securities of such series (Section 5.06).

Before any holder of any series of Debt Securities may institute action for any remedy, except payment on such holder’s Debt Security when due, the holders of not less than 25% in principal amount of the outstanding Debt Securities of that series must request the trustee to take action. Holders must also offer

and give the trustee satisfactory security and indemnity against liabilities incurred by the trustee for taking such action (Section 5.07).

Modification of the Indentures

Each indenture contains provisions permitting U. S. Steel and the trustee to modify that indenture or enter into or modify any supplemental indenture without the consent of the holders of the Debt Securities in regard to matters as shall not adversely affect the interests of the holders of the Debt Securities, including, without limitation, the following: (a) to evidence the succession of another corporation to U. S. Steel; (b) to add to the covenants of U. S. Steel further covenants for the benefit or protection of the holders of any or all series of Debt Securities or to surrender any right or power conferred upon U. S. Steel by that indenture; (c) to add any additional events of default with respect to all or any series of Debt Securities; (d) to add to or change any of the provisions of that indenture to facilitate the issuance of Debt Securities in bearer form with or without coupons, or to permit or facilitate the issuance of Debt Securities in uncertificated form; (e) to add to, change or eliminate any of the provisions of that indenture in respect of one or more series of Debt Securities thereunder, under certain conditions designed to protect the rights of any existing holder of those Debt Securities; (f) to secure all or any series of Debt Securities; (g) to establish the forms or terms of the Debt Securities of any series; (h) to evidence the appointment of a successor trustee and to add to or change provisions of that indenture necessary to provide for or facilitate the administration of the trusts under that indenture by more than one trustee; or (i) to cure any ambiguity, to correct or supplement any provision of that indenture which may be defective or inconsistent with another provision of that indenture or to make other amendments that do not adversely affect the interests of the holders of any series of Debt Securities in any material respect (Section 9.01).

U. S. Steel and the trustee may otherwise modify each indenture or any supplemental indenture with the consent of the holders of not less than a majority in aggregate principal amount of each series of Debt Securities affected thereby at the time outstanding, except that no such modifications shall, without the consent of the holder of each Debt Security affected thereby (i) extend the fixed maturity of any Debt Securities or any installment of interest or premium on any Debt Securities, or reduce the principal amount thereof or reduce the rate of interest or premium payable upon redemption, or reduce the amount of principal of an original issue discount Debt Security or any other Debt Security that would be due and payable upon a declaration of acceleration of the maturity thereof, or change the currency in which the Debt Securities are payable or impair the right to institute suit for the enforcement of any payment after the stated maturity thereof or the redemption date, if applicable, or adversely affect any right of the holder of any Debt Security to require U. S. Steel to repurchase that security, (ii) reduce the percentage in principal amount of outstanding Debt Securities of any series, the consent of the holders of which is required for any waiver or supplemental indenture, (iii) modify the provisions of that indenture relating to the waiver of past defaults or the waiver or certain covenants or the provisions described under the heading "Modification of the Indentures," except to increase any percentage set forth in those provisions or to provide that other provisions of that indenture may not be modified without the consent of the holder of each Debt Security affected thereby, (iv) change any obligation of U. S. Steel to maintain an office or agency, (v) change any obligation of U. S. Steel to pay additional amounts, (vi) adversely affect the right of repayment or repurchase at the option of the Holder, or (vii) reduce or postpone any sinking fund or similar provision (Section 9.02).

Satisfaction and Discharge; Defeasance and Covenant Defeasance

Each indenture shall be satisfied and discharged if (i) U. S. Steel shall deliver to the trustee all Debt Securities then outstanding for cancellation or (ii) all Debt Securities not delivered to the trustee for cancellation shall have become due and payable, are to become due and payable within one year or are to be called for redemption within one year and U. S. Steel shall deposit an amount sufficient to pay the principal, premium, if any, and interest to the date of maturity, redemption or deposit (in the case of Debt Securities that have become due and payable), provided that in either case U. S. Steel shall have paid all other sums payable under that indenture (Section 4.01).

Each indenture provides, if such provision is made applicable to the Debt Securities of a series, (i) that U. S. Steel may elect either (A) to defease and be discharged from any and all obligations with respect to any Debt Security of such series (except for the obligations to register the transfer or exchange of such Debt

Security, to replace temporary or mutilated, destroyed, lost or stolen Debt Securities, to maintain an office or agency in respect of the Debt Securities and to hold moneys for payment in trust) (“defeasance”) or (B) to be released from its obligations with respect to such Debt Security under Section 8.01 of that indenture (being the restrictions described above under the heading “Certain Covenants of U. S. Steel in the Indentures”) together with additional covenants that may be included for a particular series and (ii) that Sections 5.01(3), 5.01(4) (as to Section 8.01) and 5.01(7), as described in clauses (iii), (iv) and (vi) under “Events of Default,” shall not be Events of Default under that indenture with respect to such series (“covenant defeasance”), upon the deposit with the trustee (or other qualifying trustee), in trust for such purpose, of money, certain U.S. government obligations and/or, in the case of Debt Securities denominated in U.S. dollars, certain state and local government obligations which through the payment of principal and interest in accordance with their terms will provide money, in an amount sufficient to pay the principal of (and premium, if any) and interest on such Debt Security, on the scheduled due dates. In the case of defeasance, the holders of such Debt Securities are entitled to receive payments in respect of such Debt Securities solely from such trust. Such a trust may only be established if, among other things, U. S. Steel has delivered to the trustee an Opinion of Counsel (as specified in the indentures) to the effect that the holders of the Debt Securities affected thereby will not recognize income, gain or loss for Federal income tax purposes as a result of such defeasance or covenant defeasance and will be subject to Federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such defeasance or covenant defeasance had not occurred. Such Opinion of Counsel, in the case of defeasance under clause (A) above, must refer to and be based upon a ruling of the Internal Revenue Service or a change in applicable Federal income tax law occurring after the date of the indentures (Section 13.04).

Record Dates

The indentures provide that in certain circumstances U. S. Steel may establish a record date for determining the holders of outstanding Debt Securities of a series entitled to join in the giving of notice or the taking of other action under the applicable indenture by the holders of the Debt Securities of such series.

Subordinated Debt Securities

Although the senior indenture and the subordinated indenture are generally similar and many of the provisions discussed above pertain to both senior and subordinated Debt Securities, there are many substantive differences between the two. This section discusses some of those differences.

Subordination

Subordinated Debt Securities will be subordinate, in right of payment, to all Senior Indebtedness. “Senior Indebtedness” is defined to mean, with respect to U. S. Steel, the principal, premium, if any, and interest, fees, charges, expenses, reimbursement obligations, guarantees and other amounts owing with respect to all indebtedness of U. S. Steel (including indebtedness of others guaranteed by U. S. Steel), whether outstanding on the date of the indenture or the date Debt Securities of any series are issued under the indenture or thereafter created, incurred or assumed, unless, in any case, in the instrument creating or evidencing any such indebtedness or obligation, or pursuant to which the same is outstanding, it is provided that such indebtedness or obligation is not superior in right of payment to the subordinated Debt Securities or that such obligation is subordinated to Senior Indebtedness to substantially the same extent as the subordinated Debt Securities are subordinated to Senior Indebtedness.

Terms of Subordinated Debt Securities may contain Conversion or Exchange Provisions

The prospectus supplement applicable to a particular series of subordinated Debt Securities will describe the specific terms discussed above that apply to the subordinated Debt Securities being offered thereby as well as any applicable conversion or exchange provisions.

Modification of the Indenture Relating to Subordinated Debt Securities

The subordinated indenture may be modified by U. S. Steel and the trustee without the consent of the Holders of the subordinated Debt Securities for one or more of the purposes discussed above under the

heading “Modification of the Indentures.” U. S. Steel and the trustee may also modify the subordinated indenture to make provision with respect to any conversion or exchange rights for a given issue of subordinated Debt Securities.

Governing Law

The laws of the State of New York govern each indenture and will govern the Debt Securities (Section 1.12).

Book-Entry Securities

The following description of book-entry securities will apply to any series of Debt Securities issued in whole or in part in the form of one or more global securities, except as otherwise described in the applicable prospectus supplement.

Book-entry securities of like tenor and having the same date will be represented by one or more global securities deposited with and registered in the name of a depository that is a clearing agent registered under the Exchange Act. Beneficial interests in book-entry securities will be limited to institutions that have accounts with the depository (“participants”) or persons that may hold interests through participants. Ownership of beneficial interests by participants will only be evidenced by, and the transfer of that ownership interest will only be effected through, records maintained by the depository. Ownership of beneficial interests by persons that hold through participants will only be evidenced by, and the transfer of that ownership interest within such participant will only be effected through, records maintained by the participants. The laws of some jurisdictions require that certain purchasers of securities take physical delivery of such securities in definitive form. Such laws may impair the ability to transfer beneficial interests in a global security.

Payment of principal of and any premium and interest on book-entry securities represented by a global security registered in the name of or held by a depository will be made to the depository, as the registered owner of the global security. Neither U. S. Steel, the trustee nor any agent of U. S. Steel or the trustee will have any responsibility or liability for any aspect of the depository’s records or any participant’s records relating to or payments made on account of beneficial ownership interests in a global security or for maintaining, supervising or reviewing any of the depository’s records or any participant’s records relating to the beneficial ownership interests. Payments by participants to owners of beneficial interests in a global security held through such participants will be governed by the depository’s procedures, as is now the case with securities held for the accounts of customers registered in “street name,” and will be the sole responsibility of such participants.

A global security representing a book-entry security is exchangeable for definitive Debt Securities in registered form, of like tenor and of an equal aggregate principal amount registered in the name of, or is transferable in whole or in part to, a person other than the depository for that global security, only if (a) the depository notifies U. S. Steel that it is unwilling or unable to continue as depository for that global security or the depository ceases to be a clearing agency registered under the Exchange Act, (b) there shall have occurred and be continuing an Event of Default with respect to the Debt Securities of that series or (c) other circumstances exist that have been specified in the terms of the Debt Securities of that series. Any global security that is exchangeable pursuant to the preceding sentence shall be registered in the name or names of such person or persons as the depository shall instruct the trustee. It is expected that such instructions may be based upon directions received by the depository from its participants with respect to ownership of beneficial interests in such global security.

Except as provided above, owners of beneficial interests in a global security will not be entitled to receive physical delivery of Debt Securities in definitive form and will not be considered the holders thereof for any purpose under the indentures, and no global security shall be exchangeable, except for a security registered in the name of the depository. This means each person owning a beneficial interest in such global security must rely on the procedures of the depository and, if such person is not a participant, on the procedures of the participant through which such person owns its interest, to exercise any rights of a holder under the indentures. U. S. Steel understands that under existing industry practices, if U. S. Steel requests any action of holders or an owner of a beneficial interest in such global security desires to give or take any action that a holder is entitled to give or take under the indentures, the depository would authorize the

participants holding the relevant beneficial interests to give or take such action, and such participants would authorize beneficial owners owning through such participant to give or take such action or would otherwise act upon the instructions of beneficial owners owning through them.

Concerning the Trustee

The Bank of New York Mellon is also trustee for our 6.65% Senior Notes due June 1, 2037, our 6.875% Senior Notes due August 15, 2025, our 6.250% Senior Notes due March 15, 2026, and several series of obligations issued by various governmental authorities relating to environmental projects at various U. S. Steel facilities. The Bank of New York Mellon is a lender under our revolving credit facility. U. S. Steel and its subsidiaries also maintain ordinary banking relationships, including loans and deposit accounts, with The Bank of New York Mellon and its affiliates. We anticipate that we will continue to do so in the future.

DESCRIPTION OF CAPITAL STOCK

The following description of certain terms of our capital stock does not purport to be complete and is subject to, and qualified in its entirety by reference to, our restated certificate of incorporation, as amended (the “Certificate of Incorporation”), our amended and restated by-laws, as amended (the “By-Laws”), and the applicable provisions of the Delaware General Corporation Law (the “DGCL”). For more information on how you can obtain the Certificate of Incorporation and the By-Laws, see “Where You Can Find More Information.”

General

Under the Certificate of Incorporation, we are authorized to issue up to 440,000,000 shares of capital stock, consisting of 400,000,000 shares of common stock, par value \$1.00 per share, and 40,000,000 shares of preferred stock, without par value. As of February 12, 2019, there were 173,222,678 shares of common stock outstanding and no shares of preferred stock outstanding.

Common Stock

The holders of common stock are entitled to receive dividends when, as and if declared by the U. S. Steel board of directors out of funds legally available therefor, subject to the rights of any shares of preferred stock at the time outstanding. In the event of dissolution, liquidation or winding up of U. S. Steel, holders of the common stock will be entitled to share ratably in any assets remaining after the satisfaction in full of the prior rights of creditors, including holders of any then outstanding indebtedness, and subject to the aggregate liquidation preference and participation rights of any preferred stock then outstanding. The shares of common stock currently outstanding are fully paid and non-assessable.

The prospectus supplement relating to any common stock being offered will include specific terms relating to such offering.

Preferred Stock

Shares of preferred stock may be issued without the approval of the holders of common stock in one or more series, from time to time. Our board of directors is expressly authorized (i) to fix the descriptions, powers, preferences, rights, qualifications, limitations, restrictions and any other terms with respect to any series of preferred stock and (ii) to specify the number of shares of any series of preferred stock.

Holders of preferred stock may be entitled to receive dividends (other than dividends of common stock) before any dividends are payable to holders of common stock. Any future issuance of preferred stock may have the effect of delaying, deferring or preventing a change in control of U. S. Steel.

The prospectus supplement relating to any preferred stock being offered will include specific terms relating to the offering.

Stock Transfer Agent and Registrar

EQ Shareowner Services, 1110 Centre Pointe Curve Suite 101, Mendota Heights MN 55120-4100, serves as transfer agent and registrar for the common stock of U. S. Steel.

Delaware Law, Our Certificate of Incorporation and By-Laws Contain Provisions That May Have an Anti-Takeover Effect

Delaware Law. As a Delaware corporation, we are subject to the provisions of Section 203 of the DGCL. In general, Section 203 prohibits a publicly-held Delaware corporation from engaging in a “business combination” with an “interested stockholder” for a period of three years following the time that the person became an interested stockholder, unless:

- Prior to the time that the person became an interested stockholder the corporation’s board of directors approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder;

- Upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder, the stockholder owned at least 85% of the outstanding voting stock of the corporation at the time the transaction commenced, excluding for the purpose of determining the number of shares outstanding those shares owned by the corporation's officers and directors and by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or
- At or subsequent to the time, the business combination is approved by the corporation's board of directors and authorized at an annual or special meeting of its stockholders, and not by written consent, by the affirmative vote of at least 66 2/3% of its outstanding voting stock that is not owned by the interested stockholder.

A "business combination" includes, among other things, mergers, asset sales or other transactions resulting in a financial benefit to the stockholder. An "interested stockholder" is a person who, together with affiliates and associates, owns (or within three years did own) 15% or more of the corporation's voting stock.

Certificate of Incorporation and By-Laws. Various provisions contained in the Certificate of Incorporation and the By-laws could delay or discourage stockholder actions with respect to transactions involving an actual or potential change in control of us or a change in our management and may limit the ability of our stockholders to remove current management or approve transactions that our stockholders may deem to be in their best interests. Among other things, these provisions:

- require that any action required or permitted to be taken by our stockholders must be effected at a duly called annual or special meeting and may not be taken by written consent;
- provide that special meetings of stockholders may be called only by the board of directors and not by the stockholders;
- do not permit cumulative voting for directors;
- permit the issuance of preferred stock, at the discretion of our board of directors, from time to time, in one or more series, without further action by our stockholders, unless approval of our stockholders is deemed advisable by our board of directors or required by applicable law, regulation or stock exchange listing requirements; and
- provide that vacancies in our board of directors may be filled only by the affirmative vote of a majority of the remaining directors.

DESCRIPTION OF OTHER SECURITIES

We will set forth, in the applicable prospectus supplement, a description of any warrants, depositary shares, convertible or exchangeable securities, stock purchase contracts, or stock purchase units that may be offered pursuant to this prospectus.

SELLING SECURITY HOLDERS

The applicable prospectus supplement will set forth the name of each selling security holder and the number of and type of securities beneficially owned by such selling security holder prior to and after the completion of an offering that are covered by such prospectus supplement. The applicable prospectus supplement also will disclose whether any of the selling security holders have held any position or office with, have been employed by or otherwise have had a material relationship with us or any of our affiliates during the three years prior to the date of the prospectus supplement.

PLAN OF DISTRIBUTION

We may offer the offered securities in one or more of the following ways from time to time:

- To or through underwriting syndicates represented by managing underwriters;
- Through one or more underwriters without a syndicate for them to offer and sell to the public;
- Through dealers or agents;
- To investors directly in negotiated sales or in competitively bid transactions; or
- To holders of other securities in exchanges in connection with acquisitions.

The prospectus supplement for each series of securities we sell will describe the offering, including:

- The name or names of any underwriters;
 - The purchase price and the proceeds to us from that sale;
 - Any underwriting discounts and other items constituting underwriters' compensation;
 - Any indemnification arrangements between us and the underwriters;
 - Any stabilizing or market making transactions that the underwriters or any member of the selling group intend to engage in;
 - Any commissions paid to agents;
 - The initial public offering price and any discounts or concessions allowed or reallocated or paid to dealers; and
 - Any securities exchanges on which the securities will be listed.
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LEGAL MATTERS

The validity of the issuance of the offered securities will be passed upon for U. S. Steel by Hogan Lovells US LLP. Additional legal matters may be passed upon for us or any underwriters, dealers or agents by counsel that we will name in the applicable prospectus supplement.

EXPERTS

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report to Stockholders — Internal Control over Financial Reporting) incorporated in this Prospectus by reference to the [Annual Report on Form 10-K for the year ended December 31, 2018](#) have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.



Book-Running Manager

Morgan Stanley
