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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

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**United States Steel Corporation**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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*The following materials were first posted by United States Steel Corporation to its internal company news application, X App, on March 26, 2024:*



## NSC | USS: Weekly Articles of Interest – March 26, 2024

### X App

#### Headline (80-character limit):

- NEW: Articles of Interest – Nippon Steel | U. S. Steel Proposed Transaction

#### Sub-headline (80-character limit):

- EXPANDED EDITION for the week of March 25, 2024

#### Description (300-character limit):

- Nippon Steel’s proposed acquisition of U. S. Steel continued to generate a significant amount of media coverage last week, so we’re delivering an expanded edition to ensure you see the strong, continued support being expressed for this deal. Click to read more.

#### Accompanying visuals:



Image 1

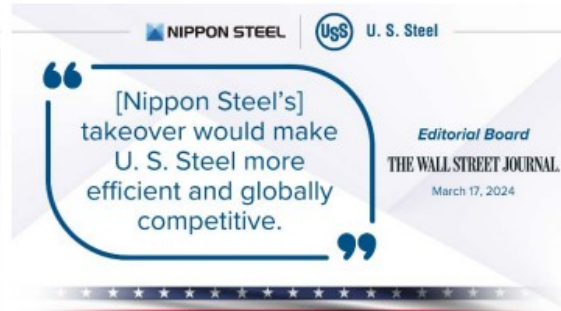


Image 2



Image 3



Image 4

NIPPON STEEL U.S. Steel

“Nippon’s takeover is no threat to the U.S. economy, but could enhance it.”

Editorial Board  
**FT FINANCIAL TIMES**  
 March 19, 2024

Image 5

NIPPON STEEL U.S. Steel

“Their stated concern is that the takeover represents a national security threat, even though Japan is a closer-than-ever ally and trading partner. [...] The unstated concern here is more election threat than national security threat.”

  
**Bill Saporito**  
 Editor at Large  
 Inc. Magazine  
**The Washington Post**  
 March 20, 2024

Image 6

NIPPON STEEL U.S. Steel

“A strong Nippon Steel is better for this region than a weak U. S. Steel.”

Editorial Board  
**Pittsburgh Post-Gazette**  
 March 21, 2024

Image 7

NIPPON STEEL U.S. Steel

“... blocking the purchase would be destructive to American interests overseas and at home. [...] A negative decision would chill future investment in the United States and wound America’s partner in the Pacific, a vital relationship as tensions with China rise.”

  
**Roger Lowenstein**  
 Journalist & Author  
**The New York Times**  
 March 21, 2024

Image 8

NIPPON STEEL U.S. Steel

“The Japanese firm promised new investment and new technology, which could help create a stronger and more competitive domestic steel industry. It committed to abide by U.S. Steel’s collective bargaining agreement with United Steelworkers and to not shift jobs abroad. Mr. Biden should argue that the Nippon Steel deal would be a success in his drive to preserve American manufacturing.”

Editorial Board  
**The Washington Post**  
 March 22, 2024

Image 9

NIPPON STEEL U.S. Steel

“U. S. Steel is an American icon. [...] But even more iconic than U. S. Steel are the commitments that Biden would be undermining if he blocked the deal — to sound economic policy that supports long-term prosperity, the value of foreign investment, and support for America’s allies, the rule of law and economic freedom.”


  
**Michael Strain**  
 Director, Economic Policy Studies  
 American Enterprise Institute  
**FT FINANCIAL TIMES**  
 March 18, 2024

Image 10


 U. S. Steel

“Not only is Japan a U.S. ally, it is the key U.S. ally against the key adversary, China. Nippon Steel has committed to maintaining production in the U.S., which is the relevant national security issue. Precisely because this is a sensitive security topic, the U.S. should be thrilled that it wants to buy the company.”

  
**Matthew Yglesias**  
 Columnist  
**Bloomberg**  
 March 17, 2024

Image 11


 U. S. Steel

“[The deal] will encourage other foreign companies to invest in America, creating wealth and new job opportunities, and further shoring up the American economy, particularly amid inflation worries. [...] Nippon Steel has the potential, and the incentive, to restore U.S. Steel into a strong and leading steelmaker once again.”

  
**Veronique de Rugy**  
 Columnist  
**The Sun**  
 March 21, 2024

Image 12


 U. S. Steel

**MOVING FORWARD TOGETHER  
 AS  
 THE BEST STEELMAKER  
 WITH  
 WORLD-LEADING CAPABILITIES**

Image 13

**Body copy (no character limits):**

Below are links to recent articles of interest\* gathered in one place to save you time and help you keep up with the latest news.

Visit [BestDealForAmericanSteel.com](https://www.bestdealforamericansteel.com) for additional information about this proposed transaction and to sign up to receive alerts when updates are posted to the site.

\* Please note: Some articles included in this series may require subscriptions to view.

- **Pittsburgh Post-Gazette (March 21, 2024):** [Stop pandering to Pittsburgh: Politicians should drop opposition to Nippon Steel](#)
  - **Nikkei Asia (March 20, 2024):** [Politics should not thwart Nippon Steel's plan to buy U. S. Steel](#)
  - **The National Interest (March 20, 2024):** [Joe Biden's Handling of U. S. Steel Sale Harms U.S.-Japan Ties](#)
  - **The Washington Post (March 20, 2024):** [We have nothing to fear from Nippon Steel](#)
  - **The New York Times (March 21, 2024):** [It Hurts to See Biden Imitating Trump on Trade](#)
  - **The Washington Post (March 22, 2024):** [In U. S. Steel merger, Biden gets in the way of Bidenomics](#)
  - **The Wall Street Journal (March 17, 2024 – *subscription required*):** [Steel-Making in the Swamp](#)
  - **Bloomberg (March 17, 2024 – *subscription required*):** [Biden's Industrial Policy is Just Politics by Another Name](#)
  - **Financial Times (March 18, 2024 – *subscription required*):** [Protectionism is running amok in the U.S.](#)
  - **Financial Times (March 19, 2024 – *subscription required*):** [The contrasting tales of TikTok and Nippon Steel](#)
  - **The New York Sun (March 21, 2024 – *subscription required*):** [Nippon Steel's Purchase of U. S. Steel Would Boost American Prosperity, Yet Politicians Stand in the Way](#)
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The following materials were first displayed by United States Steel Corporation on digital screens in the company's facilities on March 26, 2024:



U. S. Steel

“Nippon Steel’s bid to purchase U. S. Steel is the best available option to ensure the long-term stability of the American steel industry, and to keep quality jobs — both white- and blue-collar — in Western Pennsylvania.”

*Editorial Board*

**Pittsburgh Post-Gazette**

ONE OF AMERICA'S GREAT NEWSPAPERS

March 21, 2024



“

[Nippon Steel’s]  
takeover would make  
U. S. Steel more  
efficient and globally  
competitive.

”

*Editorial Board*

**THE WALL STREET JOURNAL.**

March 17, 2024



“ Deepening U.S.-Japan industrial collaboration in the materials sector -- following that in semiconductors -- benefits the economic security of both countries. Introducing advanced steel technology, one of Nippon Steel's strengths, to U. S. Steel's plants would likely strengthen the U.S. supply network. ”

*Editorial Board*

**NIKKEI Asia**

March 20, 2024





“ ... the Japanese aim to invest in America’s manufacturing sector, which would benefit our economy with an unprecedented inflow of capital and resources and revitalize a critical industrial sector. ”



**Heino Klinck**  
Former Deputy Assistant  
Secretary of Defense

THE  
NATIONAL  
INTEREST

March 20, 2024



“

Nippon’s takeover is no threat to the U.S. economy, but could enhance it.

”

*Editorial Board*

**FT** FINANCIAL  
TIMES

March 19, 2024



“ Their stated concern is that the takeover represents a national security threat, even though Japan is a closer-than-ever ally and trading partner. [...] The unstated concern here is more election threat than national security threat. ”



**Bill Saporito**  
Editor at Large  
Inc. Magazine

**The Washington Post**

March 20, 2024





U. S. Steel

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LEARN MORE AT:



[BestDealForAmericanSteel.com](https://www.BestDealForAmericanSteel.com)



[X App](#) *(log-in required)*



## Additional Information and Where to Find It

This communication relates to the proposed transaction between the United States Steel Corporation (the “Company”) and Nippon Steel Corporation (“NSC”). In connection with the proposed transaction, the Company has filed and will file relevant materials with the United States Securities and Exchange Commission (“SEC”), including the Company’s proxy statement on Schedule 14A (the “Proxy Statement”), a definitive version of which was filed with the SEC on March 12, 2024. The Company commenced disseminating the definitive Proxy Statement to stockholders of the Company on or about March 12, 2024. The Company may also file other documents with the SEC regarding the proposed transaction. This communication is not a substitute for the Proxy Statement or for any other document that may be filed with the SEC in connection with the proposed transaction. The proposed transaction will be submitted to the Company’s stockholders for their consideration. BEFORE MAKING ANY VOTING DECISION, THE COMPANY’S STOCKHOLDERS ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC, INCLUDING THE PROXY STATEMENT (A DEFINITIVE FILING OF WHICH HAS BEEN MADE WITH THE SEC), AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY, NSC AND THE PROPOSED TRANSACTION.

The Company’s stockholders will be able to obtain free copies of the definitive Proxy Statement, as well as other documents containing important information about the Company, NSC and the proposed transaction once such documents are filed with the SEC, without charge, at the SEC’s website ([www.sec.gov](http://www.sec.gov)). Copies of the Proxy Statement and the other documents filed with the SEC by the Company can also be obtained, without charge, by directing a request to United States Steel Corporation, 600 Grant Street, Suite 1884, Pittsburgh, Pennsylvania 15219, Attention: Corporate Secretary; telephone 412-433-1121, or from the Company’s website [www.ussteel.com](http://www.ussteel.com).

## Participants in the Solicitation

NSC, the Company and their directors, and certain of their executive officers and employees may be deemed to be participants in the solicitation of proxies from the Company’s stockholders in respect of the proposed transaction. Information regarding the directors and executive officers of the Company who may, under the rules of the SEC, be deemed participants in the solicitation of the Company’s stockholders in connection with the proposed transaction, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in the Proxy Statement, a definitive version of which was filed with the SEC on March 12, 2024. Information about these persons is included in each company’s annual proxy statement and in other documents subsequently filed with the SEC, and was included in the definitive version of the Proxy Statement filed with the SEC. Free copies of the Proxy Statement and such other materials may be obtained as described in the preceding paragraph.

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## Forward-Looking Statements

This communication contains information regarding the Company and NSC that may constitute “forward-looking statements,” as that term is defined under the Private Securities Litigation Reform Act of 1995 and other securities laws, that are subject to risks and uncertainties. We intend the forward-looking statements to be covered by the safe harbor provisions for forward-looking statements in those sections. Generally, we have identified such forward-looking statements by using the words “believe,” “expect,” “intend,” “estimate,” “anticipate,” “project,” “target,” “forecast,” “aim,” “should,” “plan,” “goal,” “future,” “will,” “may” and similar expressions or by using future dates in connection with any discussion of, among other things, statements expressing general views about future operating or financial results, operating or financial performance, trends, events or developments that we expect or anticipate will occur in the future, anticipated cost savings, potential capital and operational cash improvements and changes in the global economic environment, the construction or operation of new or existing facilities or capabilities, statements regarding our greenhouse gas emissions reduction goals, as well as statements regarding the proposed transaction, including the timing of the completion of the transaction. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking. Forward-looking statements include all statements that are not historical facts, but instead represent only the Company’s beliefs regarding future goals, plans and expectations about our prospects for the future and other events, many of which, by their nature, are inherently uncertain and outside of the Company’s or NSC’s control. It is possible that the Company’s or NSC’s actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in these forward-looking statements. Management of the Company or NSC, as applicable, 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. In addition, forward looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from the Company’s or NSC’s historical experience and our present expectations or projections. Risks and uncertainties include without limitation: the ability of the parties to consummate the proposed transaction on a timely basis or at all; the timing, receipt and terms and conditions of any required governmental and regulatory approvals of the proposed transaction; the occurrence of any event, change or other circumstances that could give rise to the termination of the definitive agreement and plan of merger relating to the proposed transaction (the “Merger Agreement”); the possibility that the Company’s stockholders may not approve the proposed transaction; the risks and uncertainties related to securing the necessary stockholder approval; the risk that the parties to the Merger Agreement may not be able to satisfy the conditions to the proposed transaction in a timely manner or at all; risks related to disruption of management time from ongoing business operations due to the proposed transaction; certain restrictions during the pendency of the proposed transaction that may impact the Company’s ability to pursue certain business opportunities or strategic transactions; the risk that any announcements relating to the proposed transaction could have adverse effects on the market price of the Company’s common stock or NSC’s common stock or American Depositary Receipts; the risk of any unexpected costs or expenses resulting from the proposed transaction; the risk of any litigation relating to the proposed transaction; the risk that the proposed transaction and its announcement could have an adverse effect on the ability of the Company or NSC to retain customers and retain and hire key personnel and maintain relationships with customers, suppliers, employees, stockholders and other business relationships and on its operating results and business generally; and the risk the pending proposed transaction could distract management of the Company. The Company directs readers to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 and Form 10-K for the year ended December 31, 2023, and the other documents it files with the SEC for other risks associated with the Company’s future performance. These documents contain and identify important factors that could cause actual results to differ materially from those contained in the forward-looking statements. Risks related to NSC’s forward-looking statements include, but are not limited to, changes in regional and global macroeconomic conditions, particularly in Japan, China and the United States; excess capacity and oversupply in the steel industry; unfair trade and pricing practices in NSC’s regional markets; the possibility of low steel prices or excess iron ore supply; the possibility of significant increases in market prices of essential raw materials; the possibility of depreciation of the value of the Japanese yen against the U.S. dollar and other major foreign currencies; the loss of market share to substitute materials; NSC’s ability to reduce costs and improve operating efficiency; the possibility of not completing planned alliances, acquisitions or investments, or such alliances, acquisitions or investments not having the anticipated results; natural disasters and accidents or unpredictable events which may disrupt NSC’s supply chain as well as other events that may negatively impact NSC’s business activities; risks relating to CO2 emissions and NSC’s challenge for carbon neutrality; the economic, political, social and legal uncertainty of doing business in emerging economies; the possibility of incurring expenses resulting from any defects in our products or incurring additional costs and reputational harm due to product defects of other steel manufacturers; the possibility that we may be unable to protect our intellectual property rights or face intellectual property infringement claims by third parties; changes in laws and regulations of countries where we operate, including trade laws and tariffs, as well as tax, environmental, health and safety laws; and the possibility of damage to our reputation and business due to data breaches and data theft. All information in this communication is as of the date above. Neither the Company nor NSC undertakes any duty to update any forward-looking statement to conform the statement to actual results or changes in the Company’s or NSC’s expectations whether as a result of new information, future events or otherwise, except as required by law.

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