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

SCHEDULE 14A

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

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

United States Steel Corporation

(Name of Registrant as Specified In Its Charter)

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

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 is a transcript from a video made available by United States Steel Corporation to employees of its Big River Steel segment on April 10, 2024.

Transcript – Dan Brown “Future in 5” video
April 9, 2024

Tara Carraro (00:19):

Hey, Big River team. I'm Tara Carraro, Chief Communications Officer for U. S. Steel. As we move towards the anticipated close of the transaction with Nippon Steel Corporation, we know it's important that each of you are kept informed throughout the process. So to help with that, I am joined by Dan Brown to talk about what the deal means for Big River, for all of us as employees, and for the future of U. S. Steel. Dan, thanks for joining me today.

Dan Brown (00:48):

Thank you, Tara. I appreciate the opportunity to talk about Nippon and the deal today.

Tara Carraro (00:52):

Well, let's just jump into the first question then. Why is the Nippon Steel transaction the best deal for U. S. Steel?

Dan Brown (01:00):

I think absolutely it's the best deal for U. S. Steel. As you know, the Board of Directors unanimously approved this deal at a \$55 per share cash value, which they saw the value coming and what it brings to the table for U. S. Steel. It's great for our shareholders, great for our employees, great for everyone. This deal combines two storied companies with rich histories of providing excellent products and services and contributing to the development of society. There's a lot of potential for new opportunities for our employees, with a more diversified organization and with the people of Nippon Steel. This creates a truly global steel company with complementary capabilities, enhanced innovation capable of meeting our customers' evolving needs. This also benefits the United States by ensuring a more competitive domestic industry. And with our combined resources and capabilities, we will move forward together as the best steelmaker with world-class capabilities for the benefit of U. S. Steel's competitiveness, the broader American steel industry, and the many industries that rely on us. Its goal is to improve and grow U. S. Steel as a centerpiece of steel production in the United States. By leveraging Nippon Steel's world-leading technologies, as well as research and development progress, U. S. Steel will be able to achieve new levels of excellence. Following the closing of the transaction, U. S. Steel will retain its name, its brand, and its headquarters in Pittsburgh, Pennsylvania.

Tara Carraro (02:26):

So tell me, do you think merging with Nippon Steel will change how we do business?

Dan Brown (02:32):

Until the transaction is complete, it's business as usual. Nippon Steel has been clear in its intent to put U. S. Steel on a growth trajectory. Nippon Steel will contribute technological advances to create new opportunities for U. S. Steel's workforce. They are committed to investing in American steelmaking and domestic jobs while creating a leading global steel company. Together with Nippon Steel, we plan to achieve new levels of growth and strengthen our products and services while we deliver the differentiated, innovative, and sustainable solutions our customers have come to expect from us.

Tara Carraro (03:06):

So, Dan, you know our employees are always asking what they can do to help. So what should they be doing in anticipation of the merger?

Transcript – Dan Brown “Future in 5” video
April 9, 2024

Dan Brown (03:14):

Well, again, until the transaction is complete, it is business as usual. Teams need to be focused on safety and responsibly executing across all operations while continuing to deliver for all of our customers. Ensuring customers continue to receive best-in-class service is very important to us. The primary objective remains providing customers with the differentiated, innovative, and sustainable solutions they've come to expect from us.

Tara Carraro (03:40):

So focus on safety, environmental excellence, quality, and service, right?

Dan Brown (03:45):

That's correct. Those are the main priorities for our company.

Tara Carraro (03:48):

Well, thinking ahead a little bit, what should we expect next in the transaction?

Dan Brown (03:53):

The proposed merger with the Nippon Steel is subject to certain closing conditions, including regulatory approvals and a vote of the U. S. Steel stockholders. At the same time, other regulatory review processes are ongoing. We are engaging with the Committee on Foreign Investment in the United States, otherwise known as CFIUS, in connection with its review of the transaction. There will also be customary antitrust reviews of the proposed transaction in the United States and certain foreign jurisdictions, as well as certain other customary foreign regulatory approvals.

Tara Carraro (04:26):

That's great news, Dan. So we've been talking at more of a high level. So thinking specifically about Big River Steel, what does the transaction mean for the Big River team?

Dan Brown (04:37):

This transaction for Big River will strengthen the products and services that Big River Steel currently offers. Nippon Steel has made impressive advancements in producing automotive and electrical steel within their footprint. Their expertise in non-grain oriented steel, in GALVALUME steel, and in automotive steel will enhance our collective knowledge and capability. Nippon Steel was the best fit and choice for our company.

Tara Carraro (05:02):

Well, exciting times ahead I think for all of us, Dan. Thanks so much for taking the time to join me and to share your insights. We appreciate it.

Dan Brown (05:11):

Thank you, Tara. I appreciate the opportunity to speak with you on the Nippon transaction.

The following materials were first posted by United States Steel Corporation to its internal company news application, X App, for employees of its Big River Steel segment on April 10, 2024.

X App Post to BRS Team

April 10, 2024

Headline:

Hear from Dan Brown on the Nippon Steel transaction

Body copy:

Watch this short video where Dan Brown weighs in on what the anticipated deal with Nippon Steel will mean for USS and Tubular.

Video:

https://www.youtube.com/watch?v=2k70D91WU_8

Visual:



The following materials were emailed by United States Steel Corporation to employees of its Big River Steel segment on April 10, 2024.

From: Laura Wilson on behalf of Dan Brown
Subject: Learn more about the upcoming deal with Nippon Steel
Date: April 10, 2024 at 12:20 pm ET



BRS Team:

Please watch this [new video](#), where I speak to the upcoming deal with Nippon Steel and what it means for BRS. As always, you can visit bestdealforamericansteel.com for more information.

Regards,
Dan



The following materials were first displayed by United States Steel Corporation on digital screens in the company's facilities for employees of its Big River Steel segment on April 10, 2024.



U. S. Steel

WATCH TODAY!

In a new video, Dan Brown speaks to the upcoming deal with Nippon Steel and what it means for the Big River Steel team.

SCAN



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). 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.

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.

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.
