

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): April 8, 2025 (April 6, 2025)

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

Delaware  
(State or Other Jurisdiction  
of Incorporation)

1-16811  
(Commission  
File Number)

25-1897152  
(I.R.S. Employer  
Identification No.)

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

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

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

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

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

Emerging growth company

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

**Item 7.01. Regulation FD Disclosure.**

As previously disclosed, on December 18, 2023, United States Steel Corporation (the "Company") entered into an Agreement and Plan of Merger (such agreement, as it may be amended, modified or supplemented from time to time, the "Merger Agreement") by and among the Company, Nippon Steel North America, Inc., a New York corporation ("Parent"), 2023 Merger Subsidiary, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub"), and solely as provided in Section 9.13 therein, Nippon Steel Corporation, a Japanese corporation ("NSC"). Pursuant to the Merger Agreement, and upon the terms and subject to the conditions described therein, Merger Sub will merge with and into the Company, with the Company continuing as the surviving corporation and a wholly owned subsidiary of Parent (the "Merger"). Also as previously disclosed, on January 3, 2025, President Biden issued an order prohibiting the Merger (the "Order"), and on January 6, 2025, the Company and NSC announced that they jointly filed a lawsuit in the United States Court of Appeals for the District of Columbia Circuit challenging the violation by President Biden and the Committee on Foreign Investment in the United States ("CFIUS") of the constitutional due process and statutory rights of the Company, NSC and Parent; CFIUS's failure to review the Merger on national security grounds; and the basis for the Order (the "CFIUS Litigation"). On March 14, 2025, the Court granted a motion filed by the U.S. Department of Justice to extend the briefing deadlines in the CFIUS Litigation by twenty-one days and reschedule the oral argument in the CFIUS Litigation from April 24, 2025 to the week of May 12, 2025 to allow the government to complete its ongoing discussions with the parties regarding the Merger, with the goal of eliminating the need for resolution of the CFIUS Litigation on the merits.

On April 6, 2025, President Trump issued a Presidential Memorandum directing CFIUS to conduct a review of the Merger to assist President Trump in determining whether further action on such matter may be appropriate, with the CFIUS review to be conducted de novo, confidentially, and consistent with the procedures set forth for national security reviews under Section 721 of the Defense Production Act of 1950 (the “[Presidential Memorandum](#)”). The Presidential Memorandum directs CFIUS to submit a recommendation to President Trump by May 21, 2025. A copy of the Presidential Memorandum is attached hereto as Exhibit 99.1. On April 7, 2025, and in light of the Presidential Memorandum, the U.S. Department of Justice filed a motion to place the CFIUS Litigation in abeyance for sixty days from the date of the Presidential Memorandum to June 5, 2025, to provide CFIUS with the forty-five days contemplated in the Presidential Memorandum to complete its de novo review and President Trump with an additional fifteen days to act on any recommendation from CFIUS. The Company, Parent, and NSC consented to the motion, which remains subject to court approval.

In accordance with General Instruction B.2 of Form 8-K, the information contained in Item 7.01 and attached as Exhibit 99.1 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “[Exchange Act](#)”), or otherwise subject to the liabilities of that section, nor shall such information and exhibit be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

Exhibit No.	Description
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document).
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<a href="#">99.1</a>	<a href="#">Presidential Memorandum, dated April 6, 2025, titled “Review of Proposed United States Steel Corporation Acquisition”.</a>
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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Current Report on Form 8-K 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 trends, events or developments that we expect or anticipate will occur in the future, potential changes in the global economic environment, anticipated capital expenditures, the construction or operation of new or existing facilities or capabilities and the costs associated with such matters, 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 and may differ, possibly materially, from the anticipated events 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 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](#)”); risks arising from transaction-related litigation, either brought by or against the parties; 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 and related litigation; 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 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 Form 10-K for the year ended December 31, 2024, 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.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 8, 2025

UNITED STATES STEEL CORPORATION

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

THE WHITE HOUSE  
WASHINGTON

April 6, 2025

MEMORANDUM FOR THE SECRETARY OF THE TREASURY  
THE SECRETARY OF STATE  
THE ATTORNEY GENERAL  
THE SECRETARY OF HOMELAND SECURITY  
THE SECRETARY OF DEFENSE  
THE SECRETARY OF COMMERCE  
THE SECRETARY OF LABOR  
THE SECRETARY OF ENERGY  
THE UNITED STATES TRADE REPRESENTATIVE  
THE DIRECTOR OF NATIONAL INTELLIGENCE  
THE DIRECTOR OF THE OFFICE OF SCIENCE  
AND TECHNOLOGY POLICY

SUBJECT: Review of Proposed United States Steel  
Corporation Acquisition

On January 3, 2025, President Biden issued an order prohibiting the acquisition of United States Steel Corporation (U.S. Steel) by Nippon Steel Corporation, Nippon Steel North America, Inc., and 2023 Merger Subsidiary, Inc. (collectively, the Purchasers, and collectively with U.S. Steel, the Parties). In that order, President Biden reserved the right of the President "to issue further orders with respect to the Purchasers or U.S. Steel as shall in my judgment be necessary to protect the national security of the United States."

Section 1. Review. (a) Consistent with my authority under Article II of the Constitution and the laws of the United States, including section 721 of the Defense Production Act of 1950 (section 721), as amended, 50 U.S.C. 4565, I direct the Committee on Foreign Investment in the United States (CFIUS) to conduct a review of the acquisition of U.S. Steel by the Purchasers to assist me in determining whether further action in this matter may be appropriate.

(b) CFIUS's review shall be conducted de novo, confidentially, and consistent with the procedures set forth

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for national security reviews under section 721, including, but not limited to, identifying potential national security risks associated with the proposed transaction and providing adequate opportunity to the parties to respond to such concerns.

Sec. 2. Recommendation. Consistent with the procedures set forth in section 721, within 45 days of the date of this memorandum, CFIUS shall submit a recommendation to me describing whether any measures proposed by the parties are sufficient to mitigate any national security risks identified by CFIUS. This recommendation shall include a statement describing each member agency's position, including the reasons for such position.

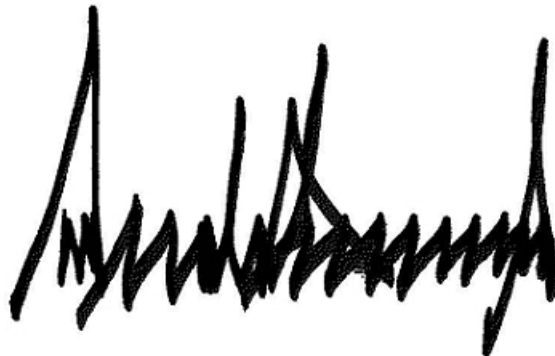
Sec. 3. General Provisions. (a) Nothing in this memorandum shall be construed to impair or otherwise affect:

(i) the authority granted by law to an executive department, agency, or the head thereof; or

(ii) the functions of the Director of the Office of Management and Budget relating to budgetary, administrative, or legislative proposals.

(b) This memorandum shall be implemented consistent with applicable law and subject to the availability of appropriations.

(c) This memorandum is not intended to, and does not, create any right or benefit, substantive or procedural, enforceable at law or in equity by any party against the United States, its departments, agencies, or entities, its officers, employees, or agents, or any other person.

A large, bold, handwritten signature in black ink, appearing to be 'A. M. ...', is centered on the page. The signature is highly stylized and somewhat illegible due to its cursive nature and heavy ink.