

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): June 16, 2025 (June 13, 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 “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, and solely as provided in Section 9.13 therein, Nippon Steel Corporation, a Japanese corporation (“NSC”).

On June 13, 2025, President Trump issued an executive order (the “Order”) finding that the threatened impairment to U.S. national security arising as a result of the transaction contemplated by the Agreement (the “Transaction”) could be adequately mitigated through entry into and compliance with a national security agreement on terms determined by the U.S. government. On June 13, 2025, the Company, Parent and NSC entered into a qualifying national security agreement with the U.S. government. A copy of the joint press release issued by the Company and NSC announcing the issuance of the Order and entry into the national security agreement is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

All regulatory approvals required for the completion of the Transaction have been received. The Transaction remains subject to the satisfaction of customary closing conditions, and is expected to be completed promptly.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
99.1	Press Release, dated June 13, 2025, titled “President Trump Approves Historic Partnership between U. S. Steel and Nippon Steel”.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 and NSC’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 “Agreement”); risks arising from transaction-related litigation, either brought by or against the parties; the risk that the parties to the 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 or NSC’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 Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, 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.

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: June 16, 2025

UNITED STATES STEEL CORPORATION

By: /s/ Manpreet S. Grewal

Name: Manpreet S. Grewal

Title: Vice President, Controller & Chief Accounting Officer



President Trump Approves Historic Partnership between U. S. Steel and Nippon Steel

President Trump Signs Executive Order to Unleash Unprecedented Investment in American Steelmaking

Pittsburgh and Tokyo – June 13, 2025 – United States Steel Corporation (“U. S. Steel”) (NYSE: X) and Nippon Steel Corporation (“Nippon Steel”) (TSE: 5401) together with its wholly owned subsidiary Nippon Steel North America, Inc. (“NSNA”) (collectively, the “Companies”) today announced that President Trump has approved the Companies’ historic partnership that will unleash unprecedented investments in steelmaking in the United States, protecting and creating more than 100,000 jobs.¹

On May 30, 2025, the partnership was celebrated by thousands of steel workers with President Trump at U. S. Steel’s Irvin Plant of Mon Valley Works in West Mifflin, Pennsylvania.

Commenting on the news, the Companies stated: “We thank President Trump and his Administration for their bold leadership and strong support for our historic partnership. This partnership will bring a massive investment that will support our communities and families for generations to come. We look forward to putting our commitments into action to make American steelmaking and manufacturing great again.”

In addition to President Trump’s Executive Order approving the partnership, the Companies have entered into a National Security Agreement (“NSA”) with the U.S. Government. The NSA provides that approximately \$11 billion in new investments will be made by 2028, which includes the initial investment in a greenfield project that would be completed after 2028. The NSA also includes commitments related to governance (including a Golden Share to be issued to the U.S. Government), domestic production, and trade matters. Along with President Trump’s Executive Order, the Companies have completed the U.S. Department of Justice review process.

With those approvals, all necessary regulatory approvals for the partnership have now been received, and the partnership is expected to be finalized promptly.

¹ According to a study done by Parker Strategy Group, commissioned by U. S. Steel. Total jobs figure includes direct, indirect and induced jobs.

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