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 (Amendment No.)

☑ 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 Rule 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 computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.**
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	(4) Proposed maximum aggregate value of transaction:
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☐	**Fee paid previously with preliminary materials.**
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United States Steel Corporation

United States Steel Corporation
Governance and Compensation Update

In-Season Engagement 2016

The Carnegie Way: Transforming U. S. Steel

2015 was the 2nd full year of the Carnegie Way, a multi-year transformation to return the Corporation to iconic status and sustainable profitability

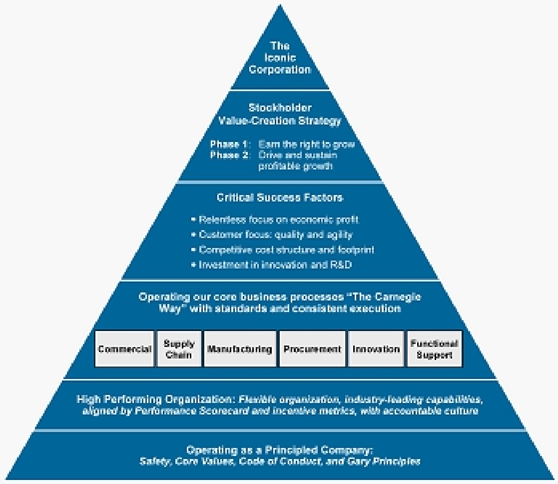
The Carnegie Way Transformation Strategy

- Disciplined approach to transforming the Corporation for the new realities of the marketplace
- Objective is to focus management and employees on the factors we can control, including:
  - Creating a lower and more flexible cost structure
  - Building a more agile business model that will produce more consistent results across industry cycles
  - Developing differentiated, innovative products, processes and approaches to doing business
- Focused on greater customer intimacy, operational excellence, and increased investment in research and development

Substantial Benefits Realized in 2015

- $815 million of Carnegie Way benefits realized in 2015, significantly exceeding 2014's benefits of $575 million

The Vision of the Carnegie Way



The Carnegie Way is delivering benefits faster than expected and has positioned the Corporation to mitigate many of the negative effects of the challenging economic environment

Strong Performance Amidst Unprecedented Market Challenges

The Carnegie Way helped mitigate the adverse impacts of a challenging economic environment

Significant Macroeconomic Challenges in 2015

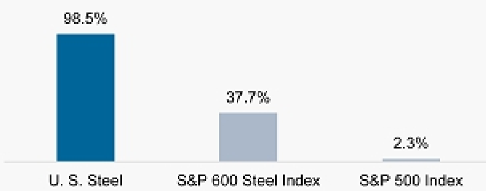
- U. S. Steel faced a wave of unprecedented macroeconomic challenges in 2015, including:
  - Continued excess in global steel capacity and significantly high import levels
  - A dramatic decline in steel prices of nearly $200 per ton vs. 2014
  - A decline in oil prices and rig counts by approximately 50% vs. 2014
  - The continued strength of the U.S. dollar
- These challenges were largely outside of management's control but adversely impacted our revenues, earnings and stock price performance

U. S. Steel's Accomplishments in 2015

- Despite the macroeconomic challenges, management remained committed to U. S. Steel's values and the transformational process of the Carnegie Way:

1. Realized $815 million of Carnegie Way benefits
2. Achieved positive adjusted EBITDA of $202 million despite $5.9 billion decrease in revenue
3. Maintained positive operating cash flow of $359 million
4. Repayment of debt by almost $380 million
5. Strong year-end cash and liquidity positions

Strong TSR Performance in 2016[1]



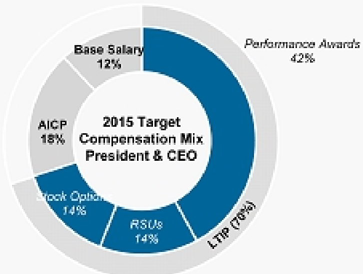
[1] Source: Capital IQ; 2016 TSR through 31-March 2016

Thoughtful Compensation Program

Our pay decisions and outcomes demonstrate the strong link in pay and performance and our accountability to deliver value to stockholders

Program Design Aligns Pay and Performance

Variable, at-risk compensation accounted for approximately 74% of our CEO's target compensation in 2015



CEO Pay: 2015 vs. 2014

While certain elements of CEO compensation increased, total compensation declined over the last year

Component	2015	2014	% Chg.	Explanation
Base Salary	$1,428,750	$1,186,250	↑ 20%	• Decision made in Feb 2015 immediately following financially successful 2014 year • Reflects CEO experience and substantial efforts in company transformation • Within reasonable range of peer median
AICP	$ 0	$4,007,981	↓ 100%	• No payout as a result of performance in 2015
LTIP	$8,749,925	$7,535,918	↑ 16%	• Increase to pay opportunity to encourage focus on turnaround over long-term; not guaranteed – must deliver on performance for payout to be made
All Other Compensation *For further detail, see the next slide*	$1,054,990	$481,364	↑ 119%	• Comprised half of formulaic accruals under non-qualified defined contribution plan related to prior year AICP award • Also includes expenses relating to CEO security in response to threats arising because of his employment
Total	**$11,233,665**	**$13,211,513**	**↓ 15%**	

Breakdown of "All Other Compensation"

All other compensation granted to CEO is predicated on necessary policies and procedures to help protect and further stockholder interests

The increase in "all other compensation" in 2015 is primarily attributed to the CEO's retirement account, security and use of the Corporation's aircraft

All Other Compensation	2015	Rationale
U. S. Steel Savings Plan Contributions	$37,100	• Includes employer-matched contributions that were made in the form of stock and other non-elective employer contributions (i.e. 401(k) plan)
Non-Qualified DC Plan Accruals	$510,747	• Formulaic and for 2015 was based on incentive payouts following financially successful year in 2014
Security	$275,936	• Required by the Board following increased threats made against CEO's safety
Personal Aircraft Use	$210,458	• Private plane use is required for security reasons following increased threats made against CEO's safety
Aggregate Other Perquisites	$20,749	• Reasonable amounts to cover financial planning and tax services, company-paid physicals, etc.
Total	**$1,054,990**	• Other all compensation is reasonable and in line with peers

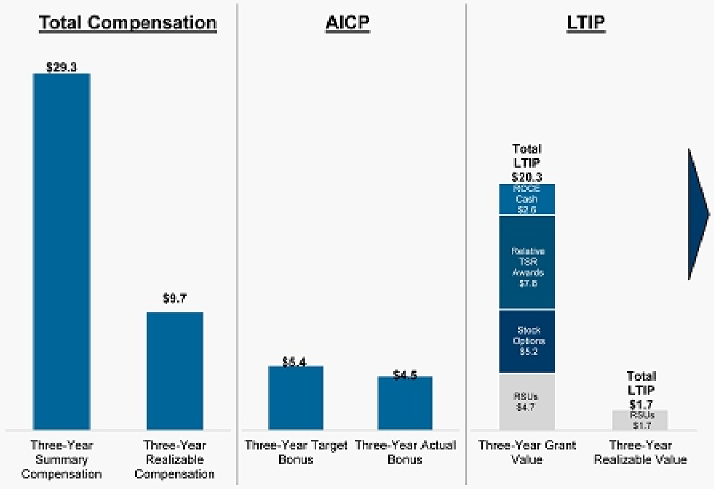
The CEO's safety is paramount to the success of the Corporation and value creation for stockholders

Demonstrated Pay for Performance Alignment

We maintain pay for performance alignment even in a challenging environment

CEO Realizable Pay

3-Year Aggregate CEO Compensation (2013-2015)



Pay Outcomes Reflect Performance

- Realizable compensation for our CEO over the last 3 years is 67% below the target value granted as reported in the summary compensation table
  - Average payout for executives under the annual incentive is 72% of target in the last 5 years
  - No payouts under the performance awards in the last 5 years

Executive Compensation Program Design

Compensation program aligns incentives with the Carnegie Way

Element	Form	Key Characteristics and Performance Measures
Annual Incentive Compensation Plan (AICP)	Performance-Based Cash	• Drive the achievement of key business results on an annual basis • Payouts are determined based on: **Net Sales** • Determines if the plan is funded; no payouts are made if net sales goal is not achieved **Cash Flow** • Determines 40% of the award payout **EBIT** • Determines 60% of the award payout **Individual Perf.** • Modifier; may increase award by 30% or reduce or eliminate an award **Safety** • Provides an additional 5% of target award if goal is achieved
Long-Term Incentive Program (LTIP)	Performance Awards (60%)	• Provide an incentive for executives to earn shares and cash based on our performance over a three-year performance period • Payouts are determined based on: **50%** • Relative TSR vs. performance peer group; negative TSR cap added in 2016 **50%** • Weighted average ROCE over the three-year performance period, with the first, second and third years weighted at 20%, 30% and 50%, respectively • Relative TSR component requires above median performance for payout to be made
	RSUs (20%)	• Provide strong retention benefits, especially during times of challenging economic and industry conditions, and enable executives to build ownership in the Corporation • Vest ratably over three years
	Stock Options (20%)	• Reward executives for an increase in stock price over the term of the option • Vest ratably over three years and subject to a term of ten years

Compensation Governance Reflective of Stockholder Feedback

Recent changes to our compensation program improve alignment with market practices, governance principles and stockholder feedback

- Strong alignment of pay and performance, with five-year average payout of 72% of target for the AICP and 0% of target for the performance awards under the LTIP based on TSR performance
- Goals for relative TSR component of performance awards are set above market median with target payout achieved at the 60th percentile of peer group
- Rigorous goal-setting process that aligns performance goals with key corporate strategic and financial goals
- Proactive engagement with stockholders with stockholder input and feedback reflected in compensation decisions
- Strong stock ownership guidelines for CEO (6x base salary midpoint)
- Clawback policy
- Anti-hedging and anti-pledging policies
- Double-trigger change-in-control arrangements
- No excise tax gross-ups or repricing of underwater stock options

Continued Improvement in our Governance Structures

Our corporate governance practices are responsive to stockholder feedback and reflective of market practices

Continuing Evolution of Governance Structures

- Commitment to Board refreshment with focus on recruiting directors with experiences and skills aligned with strategy; four directors added and four directors retired in the past two years
- Eliminated classified board structure
- Appointed an independent Board Chair
- Thorough annual Board and committee self-evaluations
- Majority vote standard for director elections
- History of engagement with and responsiveness to stockholders
- Robust risk oversight by full Board and committees
- Longstanding commitment to sustainability

Continued Refreshment to Align Board with Corporate Strategy

Board composition and refreshment reflects ongoing transformation

David S. Sutherland
Chairman of the Board
- Retired President, CEO, IPSCO, Inc.

Mario Longhi
President and Chief Executive Officer

Patricia Diaz Dennis – New in 2015
- Retired SVP and Asst. General Counsel, AT&T

Dan O. Dinges
- Chairman, President, CEO, Cabot Oil & Gas

John G. Drosdick
- Retired Chairman, CEO and President, Sunoco

John J. Engel
- Chairman, President, CEO, WESCO International

Murry S. Gerber
- Retired Chairman, CEO, EQT Corporation

Stephen J. Girsky – 2016 Nominee
- President, S.J. Girsky & Company

Paul A. Mascarenas – New in 2016
- Retired Chief Technical Officer, VP, Ford

Glenda G. McNeal
- EVP, American Express

Robert J. Stevens – New in 2015
- Retired Chairman, President, CEO, Lockheed Martin Corporation

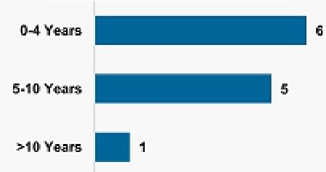
Patricia A. Tracey
- VP, Homeland Security and Defense Services, HP Enterprise Services

Directors added to the Board in the last two years

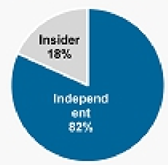
Relevant Board Skills & Expertise

Steel Industry	Strategic and Operational Oversight	Complex Financial Management
Business Transformation & Restructuring	International	Regulatory and Public Policy
Sustainability	Human Resources	Related Industry

Balance of Fresh Perspectives with Valuable Tenure & Experience



Highly Independent



Commitment to Diversity

25%
Female Directors

Commitment to Sustainable Business Practices

We have taken significant steps over the past decade to establish sustainable business practices that align with our core values

Safety

- Safety is our primary core value and we coined the term "Safety First" in 1912
- Long-standing commitment to the safety and health of employees
- Working to prevent all incidents and injuries at our facilities
- Focused on eliminating or safeguarding hazardous exposures
- Employee engagement and training is essential
- Management is accountable for results

Environmental Stewardship

- A core value for U. S. Steel
- Focused on four basic principles:
  - Compliance with environmental laws and regulations
  - Continuous improvement in environmental and resource management
  - Continued reduction of emissions
  - Community partnerships to protect and preserve natural resources

Ethics & Compliance

- Recognize that conducting business ethically is vital to the long-term success of U. S. Steel
- Foundation of the ethical culture is the Code of Ethical Business Conduct
- Expect directors and employees to take personal responsibility to act ethically
- U. S. Steel Ethics line is available at all times to provide a convenient way to raise ethics or compliance concerns involving the company