Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Unit (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock par value \$1.00 per share	21,735,000(1)	\$23.00	\$499,905,000	\$50,340.44(2)

(1) Includes 2,835,000 shares of common stock issuable upon

About this prospectus supplement

Where you can find more information

Incorporation of certain information by reference

## Forward-looking statements

! &

## Summary

The following information supplements, and should be reara

## **Risk factors**

An investment in our common stock involves significant risks. Before investing in our common stock, you should carefully consider the risks set forth in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2015, as well as the following risks. These risks are not the only ones facing us. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations or the value of our common stock.

#### Risks related to this offering and our common stock

# 

	 Price range of common stock		Cash dividend per share		
	High		Low		
2014					
First quarter	\$ 31.15	\$	23.32	\$	0.05
Second quarter	28.80		22.47		0.05
<sup>bb</sup> Third quarter	46.55		25.67		0.05
Fourth quarter	42.25		26.00		0.05
2015					
First quarter	27.49		20.13		

Use of proceeds



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As of June 30, 2016		As adjusted	
(dollars in millions)	Actual	for this offering	
Total cash and cash equivalents	\$ 820	\$ 1,239	
Debt:			
6.65% Senior notes due 2037	350	350	
7.50% Senior notes due 2022	400	400	
6.875% Senior notes due 2021	251	251	
8.375% Senior secured notes due 2021	980	980	
7.375% Senior notes due 2020	450	450	
7.00% Senior notes due 2018	161	161	
Environmental revenue bonds	490	490	
Recovery zone facility bonds	70	70	
Fairfield caster lease	29	29	
Other capital leases and all other obligations	1	1	
Third amended and restated credit agreement	—		
USSK revolver	—	—	
USSK credit facilities	—	—	
Less discounts and deferred issuance costs	42	42	
Total Debt	\$ 3,140	\$ 3,140	

As of June 30, 2016

## **Description of common stock**

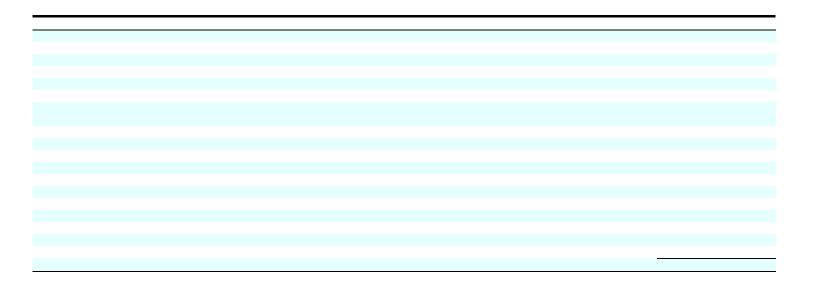
Please read the information discussed under the heading "Description of capital stock" beginning on page 12 of the accompanying prospectus, which the following information supplements and, in the event of inconsistencies, supersedes. The following description does not purport to be complete and, except as noted above, should be read in conjunction with the description in the accompanying prospectus.

#### General

Stock transfer agent and registrar

Delaware law, our certificate of incorporation and by-laws contain provisions that may have an anti-takeover effect

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**Commissions and discounts** 

Price stabilization and short positions

Foreign jurisdictions

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#### Ratio of earnings to fixed charges

#### (Unaudited) **Continuing operations**

Year ended December 31,	2015	2014	2013	2012	2011	2010
Ratio of earnings to fixed charges (a)		l 0]c07fin"e	a0 caś tofin (c) s,			
Ratio of earnings to combined fixed charges and preference dividends (g)		1.07	1 ss th thar exp	en(rd_ar capitalii s	iontaroeidar i"ne	

(a) For the purposes of calculating the ratio of earnings to fixed charges, "earnings" are defined as income from continuing operations before income taxes and before adjustment for noncontrolling interests in consolidated subsidiaries or income (loss) from equity investees, less capitalized interest, plus fixed charges, and distributions from equity investees. "Fixed charges" consist of interest, whether expensed or capitalized, on all indebtedness, amortization of premiums, disc200ets sundapipalialized spenesspond ated tto lind elityphess20 lind an interest component equal to one-third of rental expense, representing the portion of rental expense that management believes is attributable to interest. (b) Earnings were not sufficient to cover fixed charges by \$1,500 hillition for the Utar Mie a December 94, 5635, fi201d charges m cbest o 201i

(c) Earnings were not sufficient to cover fixed charges by \$2,278 million for the year ended December 31, 2013.

(d) Earnings were not sufficient to cover fixed charges by \$80 million for the year ended December 31, 2012.

(e) Earnings were not sufficient to cover fixed charges by \$64 million for the year ended December 31, 2011.

(f) Earnings were not sufficient to cover fixed charges by \$415 million for the year ended December 31, 2010.

(g) For the puy \$80 snillced culfifter fitter intro of the interview of th figes andgear 201 inne

Satisfaction and discharge; defeasance and covenant defeasance

**Record dates** 

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