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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 7(a)(2)(B) of the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price per Unit(1)</b>	<b>Proposed Maximum Aggregate Offering Price(1)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$1.00 per share	2,866,273	\$22.08	\$63,287,308	\$7,671

- (1) Calculated pursuant to Rule 457(c) of the Securities Act of 1933 based on the average of the high and low prices of the common stock reported on the New York Stock Exchange on February 8, 2019.
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## **UNITED STATES STEEL CORPORATION**

### **Dividend Reinvestment and Stock Purchase Plan**

#### **2,866,273 Shares of Common Stock**

Our Common Stock is traded on the  
New York Stock Exchange under the symbol "X."

Our principal executive offices are located at  
600 Grant Street, Pittsburgh, Pennsylvania 15219-2800.

Our telephone number is (412) 433-1121.

#### **Investing in our Common Stock involves risks. See "Risk Factors" on page 3.**

The price you pay for all Shares of Common Stock  
will be based upon the price of the stock in the market.

On February 14, 2019, the closing price of our  
Common Stock was \$22.65 per share.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the suacy or accuracy of

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[ABOUT THIS PROSPECTUS](#)

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You should rely only on the information contained or incorporated by reference in this prospectus or any free writing prospectus filed by us with the Securities and Exchange Commission ("SEC"). We have not authorized any other person to provide you with different information with respect to this offering of Common Stock. You should only assume that the information in this prospectus is accurate as of the date on the front of those documents. Our business, financial condition, results of operations and prospects may have changed since that date. This document may only be used where it is legal to sell Common Stock. We are not making an offer of Common Stock in any state where the offer is not permitted.

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## OUR COMPANY

U. S. Steel is an integrated steel producer of flat-rolled and tubular products with major production operations in North America and Europe. An integrated steel producer uses iron ore and coke as primary raw materials for steel production. U. S. Steel has annual raw steel production capability of 22.0 million net tons (17.0 million tons in the United States and 5.0 million tons in Europe). U. S. Steel is also engaged in other business activities consisting primarily of railroad services and real estate operations.

U. S. Steel's principal executive offices are located at 600 Grant Street, Pittsburgh, Pennsylvania 15219-2800, and its telephone number is (412) 433-1121. For more information about U. S. Steel, see "Where You Can Find More Information."

## RISK FACTORS

Investing in our Common Stock involves risks. See the risk factors described in our Annual Report on Form 10-K for our most recent fiscal year, which is incorporated by reference in this prospectus. Also, these risk factors are updated from time to time in our Quarterly Reports on Form 10-Q. Before making an investment decision, you should carefully consider these risks as well as other information we include or incorporate by reference in this prospectus. These risks could materially affect our business, results of operations or financial condition and cause the value of our Common Stock to decline. You could lose all or part of your investment.

## DESCRIPTION OF THE PLAN

The following describes and constitutes the Plan, as in effect on the date of this prospectus.

### Purpose

**1. *What is the purpose of the Plan?***

The purpose of the Plan is to provide our stockholders with a convenient and economical method to automatically reinvest their cash dividends in shares of our Common Stock without paying transaction or processing fees and to make optional cash payments to purchase additional shares of our Common Stock. The Plan is intended to benefit





**Written correspondence and deposit of certificated shares\*:**

EQ Shareowner Services  
P.O. Box 64874  
St. Paul, MN 55164-0874

**Certified and overnight delivery:**

**ADDITIONAL INFORMATION**

For current information concerning the Plan features listed below, visit the following website: [www.shareowneronline.com](http://www.shareowneronline.com).

- Current Plan Administrator Information
- Discount
- Threshold Price (applies when Discount is in effect)
- Requests for Waivers
- Source of Shares—Open Market Purchase or U. S. Steel Issuance

U. S. Steel makes only limited determinations in connection with the Plan. If you need to contact U. S. Steel, please send an email to: [shareholderservices@uss.com](mailto:shareholderservices@uss.com).

**Participation**

**4. Who is eligible to participate?**

Any person or entity is eligible to participate in the Plan. If you live outside the United States, you should make sure that participation would not violate any laws or regulations in the country in which you reside.

However, we reserve the right to deny, modify, suspend or terminate participation by any person or entity in our sole discretion.

If you live outside of the U. S., you should first determine if there are any laws or governmental regulations that would prohibit your participation in the Plan. U. S. Steel reserves the right to terminate participation of any stockholder if it deems it advisable under any foreign laws or regulations.

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**5. How do I participate?**

**Enrollment Process.** You may enroll online at [shareowneronline.com](http://shareowneronline.com) or by sending a completed *Account Authorization Card* to the Plan Administrator. *Account Authorization Cards* may be obtained by calling or writing to the Plan Administrator.

If you are a U.S. resident, you may also enroll by completing a *Shareowner Enrollment Card* and returning it to the Plan Administrator.





**8. If I join the Plan, must I own a minimum number of shares?**

Yes. Participants must maintain a balance of at least one share to keep their Plan account open. The Plan Administrator reserves the right to sell, without prior notification, all partial shares in an account in which the share balance fails to meet the one-share minimum requirement after the applicable period of participation in the Plan.

**Purchases**

**9. What is the source and pricing of shares?**

**Source of Shares.** Stock needed to meet the requirements of the Plan will either be purchased in the open market or issued directly by U. S. Steel, at U. S. Steel's sole discretion.

**Price of Shares Purchased In the Open Market.** If the shares are purchased in the open market, your price per share will be the weighted average price of the shares purchased on that day, or those days.

With respect to open market purchases, the Plan Administrator will facilitate the purchase of shares for the Plan on any securities exchange where U. S. Steel Common Stock is traded, in the over-the-counter market or in privately negotiated transactions. Neither U. S. Steel nor any participant has any authority or power to direct the time or the price at which any market purchase is completed or as to the selection of a broker or dealer through or from whom such purchases are to be made. The funds of participants may be pooled by the Plan Administrator for the purpose of purchasing shares.

Trading fees paid by U. S. Steel and not charged to you will be reported to you as taxable income on Form 1099-DIV. All computations of shares are calculated to three decimals and fractional shares are credited to your Plan account.

**Price of Shares Purchased from U. S. Steel.** If the shares are purchased from U. S. Steel, your price per share (the "Purchase Price") will be the average of the daily high and low sale prices on the New York Stock Exchange Composite Index (the "NYSE Composite") as reported by Bloomberg LP, or such other source as U. S. Steel shall determine from time to time, on the Investment Date. If there is no trading of U. S. Steel Common Stock on the NYSE on the day the price per share is to be determined, the Purchase Price will be determined by U. S. Steel on the basis of such market quotations as it considers appropriate.

Because the method for purchasing shares may periodically change between the above options, there can be no assurance that the method for determining your price per share will not change. To obtain the current method, please follow the instructions under "Additional Information" above.

**10. How are optional cash payments made?**

**Investment Methods.** Optional cash investments will be invested weekly, and no later than 35 trading days following receipt, except where postponement is necessary to comply with Regulation M under the Securities Exchange Act of 1934 or other applicable provisions of securities law. In making purchases for the participant's account, the Plan Administrator may commingle the participant's funds with those of other participants of the Plan. Purchases may be subject to certain fees and conditions.

**By Check.** To make an investment by mail, payments must be in U. S. dollars and drawn on a U. S. or Canadian financial institution. Cash, money orders, traveler's checks or third party checks are not accepted.

**By Automatic Withdrawal from Your Bank Account.** You may setup a one-time, semi-monthly automatic withdrawal from a designated bank account. The request may be submitted online, by telephone or by sending an *Account Authorization Card* by mail. Requests are processed and become

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effective as promptly as administratively possible. Once the automatic withdrawal is initiated, funds will be debited from the participant's designated bank account on or about the 5th and/or the 19th of each month and will be invested in U. S. Steel Common Stock on the next Investment Date. Changes or a discontinuation of automatic withdrawals can be made online at **shareowneronline.com** " "



**Selling Shares**

**14. How can I sell Plan shares?**

Sales are usually made through a broker, who will receive brokerage commissions. Typically, the shares are sold through the exchange on which the Common Stock of U. S. Steel are traded. Depending on the number of U. S. Steel shares to be sold and current trading volume, sale transactions may be completed in multiple transactions and over the course of more than one day. All sales are subject to market conditions, system availability, restrictions and other factors. The actual sale date, time or price received for any shares sold through the Plan cannot be guaranteed.

You may instruct the Plan Administrator to sell shares under the Plan through a Batch Order, Market Order, Day Limit Order, Good-Til-Date/Canceled Limit Order or Stop Order.

**Batch Order (online, telephone, mail)**—The Plan Administrator will combine each request to sell through the Plan with other Plan participant sale requests for a Batch Order. Shares are then periodically submitted in bulk to a broker for sale on the open market. Shares will be sold no later than five business days (except where deferral is necessary under state or federal regulations). Bulk sales may be executed in multiple transactions and over more than one day depending on the number of shares being sold. ~~Orders may be canceled.~~ ~~Batch Order requests cannot be canceled.~~

**Market Order (online or telephone)**—Your request to sell shares in a Market Order will be at the prevailing market price when the trade is executed. If such an order is placed during market hours, the Plan Administrator will promptly submit the shares to a broker for sale on the open market. Once entered, a Market Order request cannot be canceled. Sales requests submitted near the close of the market may be executed on the next trading day, along with other requests ~~submitted during market hours.~~

**Day Limit Order (online or telephone)**—Your request to sell shares in a Day Limit Order will be promptly submitted by the Plan Administrator to a broker. The broker will execute the Day Limit Order as a Market Order when and if the stock reaches or exceeds the specified price on the day the order was placed (for orders placed outside of market hours, the next trading day). The order is automatically ~~the closes~~ " "













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The Plan, all related forms, and your Plan account shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania and cannot be modified orally.

26. *What fees are charged in connection with the Plan?*

**INVESTMENT SUMMARY AND PLAN SERVICE FEES**

<b>Summary</b>	
<b>Minimum cash investments</b>	
Minimum one-time optional cash purchase	\$ 100.00
Minimum recurring automatic investments	\$ 100.00
<b>Maximum cash investments</b>	
Maximum monthly investment	\$ 20,000.00
<b>Fees</b>	
<b>Investment fees</b>	
Dividend reinvestment	Company Paid
Check investment	Company Paid
One-time automatic investment	Company Paid
Recurring automatic investment	Company Paid
Dividend purchase trading commission per share	Company Paid
Optional cash purchase trading commission per share	\$ 0.06
<b>Sales fees</b>	
Batch Order	\$ 15.00
Market Order	\$ 25.00
Limit Order per transaction (Day/GTD/GTC)	\$ 30.00
Stop Order	\$ 30.00
Sale trading commission per share	\$ 0.12
Direct deposit of sale proceeds	\$ 5.00
<b>Other fees</b>	
Certificate issuance	Company Paid
Certificate deposit	Company Paid
Returned check / Rejected automatic bank withdrawals	\$ 35.00 per item
Prior year duplicate statements	\$ 15.00 per year

**Aggregation of Plan Accounts for Purpose of Limitations.** For the purposes of determining whether investments are within the above limitations, all Plan accounts which U. S. Steel believes to be under common control or management or to have common ultimate beneficial ownership may be aggregated. Unless U. S. Steel has determined that reinvestment of dividends and investment of optional cash investments for each such account would be consistent with the purposes of the Plan, U. S. Steel will have the right to aggregate all such accounts and to return, without interest, within 10 days of receipt, any amounts in excess of the investment limitations applicable to a single Plan account received in respect of all such accounts.

All summary limitations may be waived by U. S. Steel upon written request.

The fee for duplicate statements must be paid in advance. In all other cases, the applicable fees will be deducted from either the investment or proceeds from a sale.

Any trading fees paid by U. S. Steel for which you are not charged will be reported to you as taxable income on Form 1099-Div.

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All fees, including those for which there is currently "No Charge," are subject to change; however, we will not change any fees without first notifying you.

27. *How do I participate in the Large Cash Purchases?*

**Submission of Requests for Waiver.** Optional cash investments of more than \$20,000 monthly (including any investments in excess of \$20,000) ("Large Cash Purchase") may be made only by investors that submit a request for waiver, including waiver discounts. Large Cash Purchase requests may be approved by U. S. Steel in its sole discretion at any time. Investors who wish to make Large Cash Purchases for any month should call (651) 554-3812 to determine if U. S. Steel will be considering Large Cash Purchase requests for such month. When you inquire, you will be informed of one of the following:

- that U. S. Steel is not currently considering Large Cash Purchase requests; or
- that U. S. Steel will be considering Large Cash Purchase requests, in which case information will be provided about submitting a *Large Cash Purchase Request Form*.

*Large Cash Purchase Request Forms* may be obtained online at [shareowneronline.com](http://shareowneronline.com). Completed Large Cash Purchase requests must be delivered to







## U. S. FEDERAL INCOME TAX INFORMATION

This Plan assumes that each participant will use the first-in, first-out (FIFO) method when determining the tax basis of any shares sold. Participants may designate their preference for a different method of determining the tax basis of shares by identifying this preference in writing to the Plan Administrator. Participants may designate their preference for specific identification cost basis at any time.

### Dividend Income

Cash dividends reinvested under the Plan will be taxable as having been received by you even though you have not actually received them in cash. Any Discount on cash purchases and any Discount on dividend reinvestments is treated as a dividend to the stockholder. You will receive an annual statement from the Plan Administrator indicating the amount of reinvested dividends and Discounts reported to the U. S. Internal Revenue Service as dividend income. The statement will also reflect any trading fees paid by U. S. Steel on your behalf for purchases of shares.

### Gains and Losses From the Sale of Shares

You will not realize any taxable income from the issuance of certificates representing Plan shares. You may realize a gain or loss, however, at the time the shares are sold by the Plan Administrator or by you after withdrawal of the shares from the Plan. The amount of gain or loss realized, if any, is based on the difference between the amount you receive for the shares, including any fractional shares credited to your account (following termination of participation in the Plan), reduced by the expenses of sale, including brokerage commissions and service fees charged for the sale of shares, and your cost basis of the shares. In general, any gain or loss will be capital gain or loss. The capital gain or capital loss will be long-term capital gain or loss if you have held the shares for more than one year. Your holding period will begin the day following the applicable investment date and include any period during which the shares were held by the Plan in your name. You should consult your tax advisor as to the consequences of a sale of shares in view of your particular circumstances. Foreign Plan Participants

A foreign person (nonresident alien individual or foreign entity) is subject to tax withholding at a 30% rate on the gross amount of certain payments of U. S. source income including dividends, unless the beneficial owner of the payment is entitled to a reduced rate of, or exemption from, withholding tax under an income tax treaty. Foreign entity owned accounts may also be subject to 30% withholding. Three s Payment i

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**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Section 14. Other Expenses of Issuance and Distribution.**

The following table sets forth the various expenses payable by the Registrant in connection with the securities being registered hereby.

**Section 15. Indemnification of Directors and Officers.**

In accordance with Section 102(b)(7) of the DGCL, the Registrant's Restated Certificate of Incorporation limits personal liability of the Registrant's directors to the

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pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which the prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. *Provided, however,* that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify the re







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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> <i>/s/ DAN O. DINGES</i> Dan O. Dinges	Director	February 15, 2019
<hr/> <i>/s/ JOHN J. ENGEL</i> John J. Engel	Director	February 15, 2019
<hr/> <i>/s/ MURRY S. GERBER</i> Murry S. Gerber	Director	February 15, 2019
<hr/> <i>/s/ STEPHEN J. GIRSKY</i> Stephen J. Girsky	Director	February 15, 2019
<hr/> <i>/s/ PAUL A. MASCARENAS</i> Paul A. Mascarenas	Director	February 15, 2019
<hr/> <i>/s/ EUGENE B. SPERLING</i> Eugene B. Sperling	Director	February 15, 2019
<hr/> <i>/s/ PATRICIA A. TRACEY</i> Patricia A. Tracey	Director	February 15, 2019

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of United States Steel Corporation of our report dated February 15, 2019 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in United States Steel Corporation's Annual Report on Form 10-K for the year ended December 31, 2018. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP  
Pittsburgh, Pennsylvania  
February 15, 2019

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