

Edgar Filing: UNITED STATES STEEL CORP - Form 8-K

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d)

On April 26, 2016, the Board of Directors (the “Board”) of United States Steel Corporation (the “Corporation”) appointed Paul A. Mascarenas, who was elected to the Board effective March 1, 2016, to serve on the Compensation & Organization and Corporate Governance & Public Policy committees of the Board. Mr. Mascarenas had previously not been assigned to serve on any board committee.

On April 26, 2016, the Corporation’s stockholders elected Stephen J. Girsky as a member of the Board. Following his election, the Board appointed Mr. Girsky to serve on the Audit and Corporate Governance & Public Policy committees of the Board.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of the Corporation was held on April 26, 2016. The following matters were acted upon:

1. ELECTION OF DIRECTORS

Patricia Diaz Dennis, Dan O. Dinges, John G. Drosdick, John J. Engel, Stephen J. Girsky, Mario Longhi, Paul A. Mascarenas, Robert J. Stevens and David S. Sutherland were elected as directors, to serve an annual term expiring at the 2017 annual meeting of stockholders, by the following votes:

| Nominee | Votes For | Votes Against | Abstentions |
|----------------------|------------|---------------|-------------|
| Patricia Diaz Dennis | 66,942,307 | 3,906,171 | 1,271,029 |
| Dan O. Dinges | 67,248,614 | 3,787,675 | 1,083,218 |
| John G. Drosdick | 66,718,577 | 4,080,378 | 1,320,552 |
| John J. Engel | 67,388,839 | 3,545,547 | 1,185,121 |
| Stephen J. Girsky | 67,491,988 | 3,587,440 | 1,040,079 |
| Mario Longhi | 66,129,661 | 5,260,751 | 729,095 |
| Paul A. Mascarenas | 67,317,260 | 3,635,733 | 1,166,514 |
| Robert J. Stevens | 67,570,271 | 3,439,323 | 1,109,913 |
| David S. Sutherland | 67,272,806 | 3,684,849 | 1,161,852 |

The Corporation de-classified the Board beginning in 2014 and there are three directors with continuing terms that were not elected at the Annual Meeting. Continuing as Class I Directors, with terms expiring at the 2017 annual meeting of stockholders, are: Murry S. Gerber, Glenda G. McNeal and Patricia A. Tracey.

2. ADVISORY VOTE ON EXECUTIVE COMPENSATION

The results of the non-binding advisory vote to approve the compensation of certain executive officers of the Corporation were as follows:

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 56,179,352 | 14,743,655 | 1,196,500 |

3. APPROVAL OF THE CORPORATION'S 2016 OMNIBUS INCENTIVE COMPENSATION PLAN

The 2016 Omnibus Incentive Compensation Plan was approved by the following votes:

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 62,795,182 | 7,276,071 | 2,048,254 |

4. APPROVAL OF AN AMENDMENT OF THE CORPORATION'S RESTATED CERTIFICATE OF CORPORATION

The Amendment of the Restated Certificate of Incorporation was approved by the following votes:

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 105,278,222 | 5,171,009 | 4,702,507 |

5. RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Corporation was ratified by the following votes:

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 109,698,710 | 3,765,485 | 1,687,543 |

Item 8.01. Other Events

On April 27, 2016, the Corporation issued a press release related to the election of Mr. Girsky to the board of directors. The full text of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

9.01(d) Exhibits:

Exhibit

No. Description

99.1 Press Release dated April 27, 2016

SIGNATURE

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

UNITED STATES STEEL CORPORATION

By: /s/ Colleen M. Darragh

Name: Colleen M. Darragh

Title: Vice President and Controller

Dated: April 27, 2016