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USX CORP
Form 425
November 30, 2001

Filed by United States Steel LLC and USX Corporation
Pursuant to Rule 425 under the Securities Act of 1933
And deemed filed pursuant to Rule 13e-4
Of the Securities Exchange Act of 1934
Subject Company: USX Corporation
Commission File No. 333-71454

Reminder Notice

This announcement is neither an offer to purchase nor a solicitation of an offer to sell any securities. The exchange offers are made solely by the Prospectus dated November 5, 2001 and the related Letters of Transmittal and Notices of Guaranteed Delivery and are being made to all holders of Outstanding Securities. The exchange offers are not being made to, nor will tenders be accepted from or on behalf of, holders of Outstanding Securities in any jurisdiction in which the making or accepting of the exchange offers would not be in compliance with the laws of such jurisdiction.

\$365,000,000

United States Steel LLC
to be converted into
United States Steel Corporation
Offers to Exchange
10% Senior Quarterly Income Debt Securities due 2031
(SQUIDS(SM)) for the following Securities (the
"Outstanding Securities"):
6.50% Cumulative Convertible Preferred Stock of USX Corporation
(Cusip No. 902905 819)
6.75% Convertible Quarterly Income Preferred Securities (QUIPS(SM)) of
USX Capital Trust I (Cusip No. 90339 E201)
8.75% Cumulative Monthly Income Preferred Shares (MIPS(R)), Series A, of
USX Capital LLC (Cusip No. P96460 103)

Each of the Exchange Offers and Withdrawal Rights
will expire at 5:00 p.m New York City Time,
unless earlier terminated or extended, on
December 7, 2001.

All Outstanding Securities must be tendered on or prior
to this date.

United States Steel LLC is offering to exchange, subject to the terms and conditions described in the Prospectus dated November 5, 2001 and the accompanying letters of transmittal, the following Outstanding Securities:

- |X| \$50 principal amount of its 10% Senior Quarterly Income Debt Securities due 2031 ("SQUIDS"), for each validly tendered and accepted share of 6.50% Cumulative Convertible Preferred Stock ("Preferred Stock") of USX Corporation (CUSIP 902905 819);
- |X| \$50 principal amount of SQUIDS, for each validly tendered and accepted 6.75% Convertible Quarterly Income Preferred Security of USX Capital Trust I (CUSIP 90339 E201), plus a cash payment for accrued but unpaid distributions; and
- |X| \$25 principal amount of SQUIDS, for each validly tendered and

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accepted 8.75% Cumulative Monthly Income Preferred Share, Series A, of USX Capital LLC (CUSIP P96460 103), plus a cash payment for accrued but unpaid dividends.

Holders of shares of 6.50% Preferred Stock tendered and accepted in the exchange offers will not be paid accrued dividends on the Exchange Date. Rather, all holders of 6.50% Preferred Stock as of December 3, 2001 will receive payment on December 31, 2001 in the amount of the full quarterly dividend payable on the 6.50% Preferred Stock for the fourth quarter.

If you have any questions about the transaction please e-mail them to USS_Exchange@GS.com, or call the Dealer Manager or Information Agent at the numbers below.

The Dealer Manager for the Exchange
Offers is:
GOLDMAN, SACHS & Co.
85 Broad Street
New York, New York 10004
Toll Free: (800) 828-3182

The Information Agent for the
Exchange Offers is:
MELLON INVESTOR SERVICES LLC
44 Wall Street - 7th Floor
New York, New York 10005
Toll Free: (866) 293-6624
Tel: (917) 320-6286

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SQUIDS(SM) and QUIPS(SM) are service marks and MIPS(R) is a registered trademark of Goldman, Sachs & Co.