

NATIONAL STEEL CO
Form 6-K
February 16, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of the
Securities Exchange Act of 1934

For the month of February, 2010

Commission File Number 1-14732

COMPANHIA SIDERÚRGICA NACIONAL
(Exact name of registrant as specified in its charter)

National Steel Company
(Translation of Registrant's name into English)

Av. Brigadeiro Faria Lima 3400, 20º andar
São Paulo, SP, Brazil
04538-132
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports
under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby
furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

NOTICE TO US SHAREHOLDERS

The Offer is made for the securities of a Portuguese company. The Offer is subject to the disclosure requirements of Portugal that are different from those of the United States. It may be difficult for you to enforce your rights and any claim you may have arising under the US Federal Securities Laws, since the issuer is located in Portugal, and some or all of its officers and directors may be residents of Portugal. You may not be able to sue a Portuguese company or its officers or directors in a Portuguese Court for violations of the US Securities Laws. It may be difficult to compel a Portuguese company and its affiliates to subject themselves to a US Court's Judgment.

The text above is a free translation to English of the Addendum to the Portuguese Launching Announcement in relation to the Offer that was registered with the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários*) on 27 January 2010.

CSN CEMENT S. À R.L.

Société à responsabilité limitée
A company organized and existing under the laws of Luxembourg
Registered Office: L-5365 Münsbach,
9 Parc d'Activité Syrdall, City of Münsbach
Grand Duchy of Luxembourg

(A company entirely indirectly held by Companhia Siderúrgica Nacional, Public Company, a company organized and existing under the laws of Brazil, with registered office at Rua São José no. 20 - Grupo 1620, Centro, Rio de Janeiro - RJ, Brazil)

**ADDENDUM TO THE ANNOUNCEMENT FOR THE LAUNCH OF A GENERAL TAKEOVER BID FOR
THE ACQUISITION OF
SHARES REPRESENTING THE SHARE CAPITAL OF CIMPOR - CIMENTOS DE PORTUGAL, SGPS,
S.A.**

As an addendum to the Launching Announcement of a general takeover bid for the acquisition of 672,000,000 ordinary dematerialized registered shares in the unit par value of Euro 1 representing the share capital of CIMPOR - CIMENTOS DE PORTUGAL, SGPS, S.A. disclosed on 27 January 2010, CSN Cement S. à r.l., in the capacity of Offeror, hereby makes public the following amendments to paragraphs 9 to 11, 18, 21, 24 and 27 of the Launching Announcement, which shall now be read as follows:

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9. The consideration offered consists in a cash amount of € 6.18 (six euros and eighteen cents) for each Share. The physical and financial settlement of the Offer will occur on the third business day following the Stock Exchange Special Session of Euronext Lisbon - Sociedade Gestora de Mercados Regulamentados, S.A. (hereinafter referred to as Euronext Lisbon). Such Stock Exchange Special Session is expected to occur on 23 February 2010 and the physical and financial settlement on 26th February 2010. The overall amount of the Offer is € 4,152,960,000.00 (four billion one hundred fifty two million nine hundred sixty thousand euros).

10. The term of the Offer shall take place between 8:30 a.m. of the January 28th, 2010 and 3:00 p.m. of the February 22nd, 2010.

11. The Offer is subject to the acquisition by the Offeror, within the Offer, of a number of Shares that, when added to the Shares that may eventually be acquired outside the Offer by the Offeror, CSN and/or companies in a control or group relationship with the same, regardless of the location of the respective registered office, represent at least one third of the share capital of CIMPOR plus one share.

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18. The total consideration, corresponding to an amount of 4,152,960,000.00, is assured in accordance with article 177-2 of the PSC, as follows:

- a) an amount of 3,864,000,000.00 with an Undertaking to Pay issued by a banking syndicate which is composed by Banco Itaú BBA S.A., Banco Bradesco, S.A. and Banco do Brasil, S.A.
- b) an amount of 288,960,000.00 with a deposit with Banco Espírito Santo de Investimento, S.A.

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21. The addressees of the Offer may revoke their acceptance declaration through a communication addressed to the financial intermediary having received it up to the end of the Offer term, i.e. no later than 3:00 p.m. of the February 22nd, 2010.

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In response to a request by the Target Company, on 2 February 2010, the CMVM disclosed an understanding under which it held that (i) article 182-1 of the PSC, in this particular case, does not apply CIMPOR, since the reciprocity clause on which its applicability depends is not verified given that neither the Offeror, a company organized and existing under the laws of Luxembourg, nor CSN, which indirectly controls the Offeror, are subject to the same rules on Board of Directors limitations as provided for under article 182-1 of the PSC; and (ii) in spite of the inapplicability of such limitations, CIMPOR's Board of Directors is subject to the fiduciary obligations as provided for under article 181-5-d) of the PSC, notably the obligation to act loyally and with good-faith.

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27. The results of the Offer will be computed at the stock exchange special session of the Euronext Lisbon to be held on 23rd February 2010, at a time as designated on the relevant Stock Exchange Special Session Notice. Euronext Lisbon will be responsible for making public the results of the Offer.

Lisbon, 16th February 2010

The Offeror
CSN Cement S. à r.l.

The Financial Intermediary
Banco Espírito Santo de Investimento, S.A.

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, thereunto duly authorized.

Date: February 16, 2010

COMPANHIA SIDERÚRGICA NACIONAL

By: /s/ Benjamin Steinbruch

Benjamin Steinbruch
Chief Executive Officer

By: /s/ Paulo Penido Pinto
 Marques

Paulo Penido Pinto Marques
Chief Financial Officer and
Investor Relations Officer

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.
