

NATIONAL STEEL CO
Form 6-K
October 09, 2013

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 October, 2013
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

COMPANHIA SIDERÚRGICA NACIONAL

Corporate Taxpayer's ID (CNPJ/MF) 33.042.730/0001-04

Company Registry (NIRE) 35-3.0039609.0

Publicly-Held Company

**MINUTES OF THE EXTRAORDINARY
SHAREHOLDERS' MEETING OF COMPANHIA
SIDERÚRGICA NACIONAL HELD ON SEPTEMBER 30,
2013 AND DRAWN UP IN SUMMARY FORMAT**

- 1. Date, Time and Venue:** September 30, 2013, at 11:00 a.m., at the Company's headquarters, located at Avenida Brigadeiro Faria Lima n. 3.400, 19º e 20º andares e 15º andar, parte, Itaim Bibi, in the city and state of São Paulo.
- 2. Call Notice:** The call notice was published in the Official Gazette of the State of São Paulo, on pages 16, 13 and 11 on September 13, 17 and 18, 2013, respectively and in the *Valor Econômico* newspaper, on pages B11, B8 and B2, respectively, on the same dates, which will be filed at the Company's headquarters.
- 3. Quorum:** Shareholders representing more than a majority of the voting capital, as per the signatures in in the Shareholders' Attendance Book.
- 4. Presiding Table:** Juarez Saliba de Avelar was appointed by the Chairman of the Company's Board of Directors to preside over the Meeting and Claudia Maria Sarti was invited to act as secretary.
- 5. Agenda: (i)** to analyze, discuss and approve the (a) Protocol and Justification of Merger of Florestal Nacional S.A. by Companhia Siderúrgica Nacional ("Florestal Protocol and Justification"); (b) the Protocol and Justification of

the Partial Spin-off of CSN Cimentos S.A. and the Merger of the Spun-off Portion by Companhia Siderúrgica Nacional (“Cimentos Protocol and Justification”); and (c) the Protocol and Justification of the Partial Spin-off of Companhia Metalúrgica Prada and the Merger of the Spun-off Portion by Companhia Siderúrgica Nacional (“Prada Protocol and Justification”); (ii) to approve and ratify the hiring of APSIS Consultoria e Avaliações Ltda., a specialized company responsible for the appraisal reports of Florestal Nacional’s net equity to be transferred to CSN and the net assets to be spun-off by CSN Cimentos S.A. and Companhia Metalúrgica Prada and absorbed by the Company; (iii) to analyze and approve said appraisal reports of Florestal Nacional S.A.’s net equity and the net assets to be spun-off by CSN Cimentos S.A. and Companhia Metalúrgica Prada; (iv) to discuss and approve the (a) the merger of Florestal Nacional S.A., (b) the merger of the net assets spun off by CSN Cimentos S.A., and (c) the merger of the net assets spun off by Companhia Metalúrgica Prada, pursuant to the terms and conditions established in Florestal Protocol and Justification, Cimentos Protocol and Justification and Prada Protocol and Justification, respectively; (v) to grant powers to the Company’s Management to practice all necessary acts to implement the above-mentioned resolutions, if approved.

6. Resolutions: The shareholders representing more than a majority of the Company’s voting capital resolved to:

6.1. Authorize the drawing up of these minutes in summary format and their publication without the signatures of the attending shareholders, as per Paragraphs 1 and 2 of Article 130 of Law 6404 of November 15, 1976 (“Law 6404”).

6.2. Waive the reading of the Call Notice, the Florestal Protocol and Justification, the Cimentos Protocol and Justification, the Prada Protocol and Justification and the Appraisal Reports due to the fact that all attending members were cognizant of their content.

6.3. The following matters were resolved by a majority of the attending shareholders, the votes against being filed at the Company's headquarters:

6.3.1. Approval of the Florestal Protocol and Justification, entered into on September 10, 2013 between representatives of the Company and Florestal Nacional S.A., whose articles of association are filed at the São Paulo State Commercial Registry (JUCESP) under no. (NIRE) 35-3.0039121.7, headquartered at Avenida Brigadeiro Faria Lima n. 3.400, 20º andar, sala Volta Redonda, parte, Itaim Bibi, CEP 04538-132, in the city and state of São Paulo, and inscribed in the roll of corporate taxpayers (CNPJ/MF) under no. 09.295.323/0001-24 (“Florestal”), attached hereto as Exhibit I.

6.3.2. Approval of the Cimentos Protocol and Justification, entered into on September 10, 2013 between representatives of the Company and CSN Cimentos S.A. whose articles of association are filed at the Rio de Janeiro State Commercial Registry (JUCERJA) under no. (NIRE) 333.000.897.72, headquartered at Rodovia BR 393 (Lúcio Meira) s/n., Km 5,001, Vila Santa Cecília, CEP 27260-390, in the city of Volta Redonda, state of Rio de Janeiro, and inscribed in the roll of corporate taxpayers (CNPJ/MF) under no. 42.564.807/0001-05 (“Cimentos”), attached hereto as Exhibit II

6.3.3. Approval of the Prada Protocol and Justification, entered into on September 10, 2013 between representatives of the Company and Companhia Metalúrgica Prada, whose articles of association are filed at the São Paulo State Commercial Registry (JUCESP) under no. (NIRE) 35-3.0004858.0, headquartered at Rua Engenheiro Francisco Pita Brito n. 138, CEP 04753-900, in the city and state of São Paulo, and inscribed in the roll of corporate taxpayers (CNPJ/MF) under no. 56.993.900/0001-31 (“Prada”), attached hereto as Exhibit III.

6.3.4. Approval and ratification of the hiring of the specialized company APSIS Consultoria e Avaliações Ltda., a privately-held company, headquartered at Rua da Assembleia nº 35, 12º andar, in the city and state of Rio de Janeiro, inscribed in the roll of corporate taxpayers (CNPJ/MF) under no. 08.681.365/0001-30 and registered with the Rio de Janeiro State Regional Accounting Council (CRC/RJ) under no. 005112/O-9 (“AP SIS”), responsible for the appraisal of

Edgar Filing: NATIONAL STEEL CO - Form 6-K

Florestal's net equity and Cimentos and Prada's net assets to be spun-off, evaluated at their book value based on the specific balance sheets of each company involved on August 31, 2013 ("Appraisal Report").

6.3.5. Approval of the (i) Appraisal Report of Florestal's net equity, (ii) Cimentos' Appraisal Report, with the net assets to be transferred to the Company and (iii) Prada's Appraisal Report, with the net assets to be transferred to the Company. All shareholders fully agree with the terms and amounts contained in said documents, constituting Exhibits IV, V and VI of these minutes and to be considered as part of same for all legal means and purposes.

6.3.6. Approval of the merger of Florestal by the Company and the extinction of all Florestal's shares owned by the Company, based on Article 226, Paragraph 1 of Law 6404/76, the Company therefore succeeding Florestal in all its rights and obligations and fixed and non-fixed assets and liabilities, without interruption, as per Article 227 of Law 6404/76 and the approved Florestal Protocol and Justification;

6.3.6.1. Considering that the Company holds all the shares issued by Florestal and that this ownership is fully reflected in its equity through the equity accounting method, there will be no increase in the Company's capital, no issue of shares and no amendments to the Company's Bylaws or changes in its shareholders' interests due to the merger mentioned in this item.

6.3.6.2. Variations in Florestal's net equity between August 31, 2013, the reference date of the Appraisal Report, and the present date, will be automatically absorbed by the Company's equity.

6.3.7. Approval of the merger of Cimentos' spun-off net assets by the Company, the Company to succeed Cimentos in all its rights and obligations related to the assets spun-off and merged by the Company, as per Article 229, Paragraph 1 of Law 6404/76. Therefore, the Company will be the successor only of those Cimentos obligations transferred to it with the respective net assets spun off and merged by the Company, and will not be jointly liable for Cimentos' other obligations, as per Article 233, Sole Paragraph of Law 6404/76.

6.3.7.1. Considering that the Company holds all the shares issued by Florestal and that this ownership is fully reflected in its equity through the equity accounting method, there will be no increase in the Company's capital, no issue of shares and no amendments to the Company's Bylaws or changes in its shareholders' interests due to the merger of the net assets spun off by Cimentos.

6.3.7.2. Equity variations in Cimentos' net assets between August 31, 2013, the reference date of the Appraisal Report, and the present date, will be automatically absorbed by the Company's equity.

6.3.8. Approval of the merger of Prada's spun-off net assets by the Company, the Company to succeed Prada in all its rights and obligations related to the assets spun-off and merged by the Company, as per Article 229, Paragraph 1 of Law 6404/76. Therefore, the Company will be the successor of only those Prada obligations transferred to it with the respective net assets spun off and merged by the Company, and will not be jointly liable for Prada's other obligations, as per Article 233, Sole Paragraph of Law 6404/76.

6.3.8.1. Considering that the Company holds all the shares issued by Prada and that this ownership is fully reflected in its equity through the equity accounting method, there will be no increase in the Company's capital, no issue of shares and no amendments to the Company's Bylaws or changes in its shareholders' interests due to the merger of the net assets spun off by Prada.

6.3.8.2. Equity variations in Prada's net between August 31, 2013, the reference date of the Appraisal Report, and the present date, will be automatically absorbed by the Company's equity.

6.3.9. The Board of Executive Officers is authorized to sign all documents and perform all acts necessary for compliance with the resolutions taken at this Meeting.

7. Documents Filed: The following documents were filed at the Company's headquarters, enumerated and initialed by the presiding board: (i) Florestal Protocol and Justification; (ii) Cimentos Protocol and Justification; (iii) Prada Protocol and Justification; (iv) Florestal Nacional's Appraisal Report; (v) Cimentos' Appraisal Report; (vi) Prada's Appraisal Report.

8. Closure: There being no further business to discuss, the meeting was adjourned for the drawing up of these minutes, which were subsequently read, approved and signed by the Chairman, Secretary and all those present.

This is a free English translation of the original minutes drawn up in the Company's records.

São Paulo, September 30, 2013.

Claudia Maria Sarti

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: October 8, 2013

COMPANHIA SIDERÚRGICA NACIONAL

By: _____ /s/ Benjamin Steinbruch

Benjamin Steinbruch
Chief Executive Officer

By: _____ /s/ David Moise Salama

David Moise Salama
Investor Relations Executive 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.
