

NATIONAL STEEL CO  
Form 6-K  
July 01, 2015

---

**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 June 30, 2015**  
**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

---



General Meeting

Debenture Holders General Meeting

Bank Liquidator

Itaú Unibanco S.A.

CETIP

CETIP S.A. – OTC Mercados Organizados.

1

---

CETIP21	Module CETIP21 – Marketable Securities, managed and operated by CETIP
CNPJ	Corporate taxpayer’s ID
Civil Procedure Code	Law nº 5.869 of January 11, 1973, as amended
Placement Agreement	“Private Instrument of Public Placement with Restricted Efforts of Non-Convertible Unsecured Debentures, in a Single Series, under Firm Placement Commitment of the 9 <sup>th</sup> Issue of Companhia Siderúrgica Nacional”, entered into between the Issuer and Lead Manager
Material Subsidiary	Any entity controlled by the Issuer, in which Issuer’s proportional interest (including any indirect interest by means of other subsidiaries) in Subsidiary’s consolidated total assets (after exclusions due to consolidation) exceeds ten percent (10%) of Issuer’s consolidated total assets at the end of the last fiscal year ended, pursuant to the accounting practices adopted in Brazil
Lead Manager	BB – Banco de Investimento S.A., a financial institution composing the securities distribution system, with headquarters in the City and State of Rio de Janeiro, at Rua Senador Dantas, nº 105, 36º andar, corporate taxpayer’s ID (CNPJ) 24.933.830/0001-30
CVM	Brazilian Securities and Exchange Commission
Date of Payment	The date of payment of the Issue Debentures
Date of Issue	June 25, 2015, for all legal effects and purposes
Maturity Date	March 30, 2022
Debentures	The ten thousand (10,000) non-convertible unsecured debentures, in a single series, of the ninth (9 <sup>th</sup> ) Issuer’s issue



Debenture Holders	Debenture Holders
Business Day	Any weekday, except for Saturdays, Sundays and national holidays.
Issue	Ninth (9 <sup>th</sup> ) issue of Issuer's debentures
Issuer	Companhia Siderúrgica Nacional
Indenture	This present "Private Indenture of the 9 <sup>th</sup> Issue of Non-Convertible Unsecured Debentures, in a Single Series, for Public Offering with Restricted Distribution Efforts of Companhia Siderúrgica Nacional"
Settlement Bank	Itaú Corretora de Valores S.A.
Assumptions of Early Maturity	Events that may trigger the early maturity of Debentures, provided for in item 6.3 hereof
IGP-M	General Market Price Index, calculated and published by Getúlio Vargas Foundation
CVM Rule nº 28/83	CVM Rule nº 28 of November 23, 1983, as amended
CVM Rule nº 358/02	CVM Rule nº 358 of January 3, 2002, as amended
CVM Rule nº 400/03	CVM Rule nº 400 of December 29, 2003, as amended
CVM Rule nº 476/09	CVM Rule nº 476 of January 16, 2009, as amended
Qualified Investors	Qualified investors, as defined in Article 109 of CVM Rule nº 409 of August 18, 2004, observing the provision of Article 4 of CVM Rule nº 476/09
JUCESP	Board of Trade of the State of São Paulo

Compensatory Interest Rates

Compensatory interest rates incurred on the Debentures Unit Face Value,  
calculated under the terms of item 5.6 hereinbelow

3

---

Brazilian Corporation Law	Law nº 6.404 of December 15, 1976, as amended
MDA	Assets Distribution Module, managed and operated by CETIP
Restricted Offer	Debentures Offer, as defined in item 3.1.3 hereof
Period of Capitalization	Time interval starting on the Date of Payment, in case of first Period of Capitalization, or on the immediately preceding date of payment of Compensatory Interest Rates, in case of other Periods of Capitalization and shall end on the date estimated for the payment of Compensatory Interest Rates corresponding to the current period. Each Period of Capitalization succeeds the previous one without interruption until the Maturity Date, except for the assumptions of early maturity of Debentures or total Optional Early Redemption.
Optional Early Redemption	Optional early redemption of Debentures, fully or partially, which may occur at the Issuer's discretion, under the terms of item 6.2 hereof
DI Rate	One-day Interbank deposits (DI) daily average rate, over extra-group, daily calculated and published by CETIP, based on a year of two hundred and fifty-two (252) Business Days, in the daily bulletin available on its Webpage ( <a href="http://www.cetip.com.br">www.cetip.com.br</a> )
Unit Face Value	The unit face value of Debentures, corresponding to ten thousand reais (R\$10,000.00), on the Date of Issue

## **2. AUTHORIZATION**

2.1. This present Indenture is executed based on the authorization of the Issuer's Board of Directors, resolved at meeting held on June 9, 2015.

## **3. REQUIREMENTS**

3.1. The Issue shall be conducted observing the following requirements:





**3.1.1. Filing and Publication of the Corporate Act**

3.1.1.1. The minutes of the Issuer's Board of Directors' Meeting which resolved on this present Issue was duly filed at JUCESP and published in the Official Gazette of the State of São Paulo and in "Valor Econômico" newspaper, pursuant to Article 62, item I of the Brazilian Corporation Law.

**3.1.2. Registry and Recording of Indenture**

3.1.2.1. This Indenture and any amendments shall be registered at JUCESP, pursuant to Article 62, item II and Paragraph 3 of the Brazilian Corporation Law.

**3.1.3. Exemption of Registry at CVM**

3.1.3.1. The public offering of Debentures shall be conducted pursuant to CVM Rule n° 476/09 and other applicable legal and regulatory provisions; therefore, the registration of offering before the CVM is automatically exempted referred to by Article 19 of Law n° 6.385 of December 7, 1976, as amended ("Restricted Offer").

**3.1.4. Registration at ANBIMA**

3.1.4.1. The Restricted Offer shall be registered at ANBIMA solely for the purposes of sending information to ANBIMA's Database, according to the procedures to be defined by referred entity, as this is a public offering with restricted distribution efforts, under the terms of Article 1, Paragraph 2 of "ANBIMA Code of Regulation and Best Practices for Public Offerings and Acquisition of Marketable Securities", after the issue of specific guidelines in this regard.

**4. CHARACTERISTICS OF THE ISSUE**

**4.1. Purpose of the Issuer**

4.1.1. The Issuer's purpose is the manufacturing, transformation, trading, including imports and exports of steel products, steel byproducts, as well as the exploration of any other related or similar activities, which directly or indirectly refers to the Issuer's purpose, such as: mining, cement and carbochemical industries, manufacturing and assembly of steel frames, construction, transportation, navigation, port activities.

4.2. **Number of the Issue**

4.2.1. This is the ninth (9<sup>th</sup>) issue of Issuer's debentures.

4.3. **Number of Series**

4.3.1. The Issue shall be made in a single series.

4.4. **Amount of Issue**

4.4.1. Total Issue amount will be one hundred million Reais (R\$100,000,000.00), on the Date of Issue.

4.5. **Amount of Debentures**

4.5.1. Ten thousand (10,000) Debentures shall be issued.

4.6. **Bank liquidator and Agent Bank**

4.6.1. The Bank Liquidator shall be Itaú Unibanco S.A., a financial institution with headquarters in the City and State of São Paulo, at Avenida Engenheiro Armando de Arruda Pereira, 707, 10º andar, corporate taxpayer's ID (CNPJ) 60.701.190/0001-04.

4.6.2. The Agent Bank shall be Itaú Corretora de Valores S.A., a financial institution with headquarters in the City and State of São Paulo, at Avenida Brigadeiro Faria Lima, nº 3.400, 10º andar, corporate taxpayer's ID (CNPJ) 61.194.353/0001-64.

4.7. **Use of Proceeds**

4.7.1. The net proceeds raised by the Issuer by means of the Issue and the Restricted Offer, aiming at executing the usual management businesses, shall be fully allocated to the early redemption of promissory notes of the second (2<sup>nd</sup>) Issuer's issue, which shall occur on the date of payment of Debentures.

4.8. **Registration for Distribution, Trading and Electronic Custody**

4.8.1. Debentures shall be registered for distribution in MDA and for secondary trading at CETIP21, and CETIP conducts the financial settlement and the electronic custody of Debentures.

4.8.2. Only Qualified Investors may subscribe the Debentures, pursuant to Article 2 of CVM Rule n° 476/09.

4.8.3. Debentures only may be traded in securities regulated markets after elapsing ninety (90) days of each subscription or acquisition by Qualified Investors, observing the provisions of Articles 13 and 15 of CVM Rule n° 476/09, the Issuer also complying with Article 17 of the referred Rule.

4.9. **Placement and Plan of Distribution**

4.9.1. Debentures shall be the purpose of a public offering with restricted distribution efforts, under the firm placement commitment provided by Lead Manager, pursuant to CVM Rule n° 476/09 and the Placement Agreement.

4.9.2. Debentures shall be distributed by means of MDA, pursuant to the plan of distribution provided for in this clause, solely destined to subscription by, at most, fifty (50) Qualified Investors, after looking for, at most, seventy-five (75) Qualified Investors, pursuant to Article 3 of CVM Rule n° 476/09.

4.9.3. The target public of the Restricted Offer shall be Qualified Investors. Pursuant to CVM Rule n° 476/09 and for the purposes of the Restricted Offer outlined in this clause: (a) all the investment funds shall be considered Qualified Investors, even if destined to unqualified investors; and (b) the individuals and legal entities considered Qualified Investors shall subscribe or acquire, within the scope of the Restricted Offer, Debentures at the minimum amount of one million Reais (R\$1,000,000.00).

4.9.4. Upon subscription and payment of Debentures, each Qualified Investor will sign a statement attesting, among other issues, is aware that (a) the Restricted Offer was not registered before CVM; and (b) Debentures are subject to trading restrictions provided for herein, in the Placement Agreement and applicable rules, and also through this statement shall express his express agreement with all the terms and conditions of the Debentures and of the Restricted Offer.

4.9.5. No discount shall be granted to those interested in acquiring Debentures within the scope of the Restricted Offer, as well as anticipated reservations shall not be made, nor maximum or minimum lots, regardless of the chronological order.

4.9.6. No liquidity cushion shall be created nor a Debentures liquidity warranty agreement. In addition, Debentures price stabilization agreement shall not be executed on the secondary market.



**5. CHARACTERISTICS OF DEBENTURES**

**5.1. Basic Characteristics**

*5.1.1. Unit Face Value*

5.1.1.1. Debentures' Unit Face Value shall be ten thousand Reais (R\$10,000.00), on the Date of Issue.

*5.1.2. Number of Series*

5.1.2.1. Issue shall occur in one (1) single series.

*5.1.3. Number of Debentures*

5.1.3.1. Ten thousand (10,000) Debentures shall be issued.

*5.1.4. Date of Issue*

5.1.4.1. For all legal purposes and effects, the Debentures' date of issue shall be June 25, 2015.

*5.1.5. Maturity*

5.1.5.1. Debentures shall mature on March 30, 2022, except for the eventual total Optional Early Redemption and early maturity under the terms provided for herein.



5.1.5.2. Upon maturity, the Issuer undertakes to pay for outstanding Debentures by balance of their Unit Face, plus due Compensatory Interest Rates, calculated as provided for herein.

5.1.6. *Form and Issue of Certificates*

5.1.6.1. Debentures shall be issued in the registered and book-entry form, without issuing certificates.

5.1.7. *Evidence of Debentures Ownership*

5.1.7.1. For all legal purposes, the ownership of Debentures shall be evidenced by the statement of Debentures deposit account issued by the Agent Bank. In addition, for Debentures electronically held under custody at CETIP, a statement shall be issued on behalf of Debenture holders by CETIP, which shall be equally considered proof of ownership.

5.1.8. *Convertibility and Type*

5.1.8.1. Debentures shall not be convertible into the Issuer's shares.

5.1.9. *Type*

5.1.9.1. Debentures shall be unsecured, pursuant to Article 58 of the Brazilian Corporation Law, and shall not rely on any preference or guarantee.

5.2. **Subscription**

5.2.1. *Subscription Term*

5.2.1.1. Debentures may be subscribed at any time, as of the start date of the Restricted Offer, within public offering term, which shall observe the provisions of CVM Rule n° 476/09 and the Placement Agreement.

5.2.2. *Subscription Price*

5.2.2.1. Debentures subscription price shall be its Unit Face Value.

5.3. **Payment Conditions**

5.3.1. Debentures shall be paid in cash, in domestic currency, on a single date, upon subscription, according to CETIP's clearance rules.

