

AK STEEL HOLDING CORP  
Form 8-K  
March 16, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 16, 2017**

**AK STEEL HOLDING CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other Jurisdiction**  
  
**of Incorporation)**

**1-13696**  
**(Commission**  
  
**File Number)**

**31-1401455**  
**(IRS Employer**  
  
**Identification No.)**

**9227 Centre Pointe Drive**

**West Chester, Ohio**  
**(Address of Principal Executive Offices)**

**45069**  
**(Zip Code)**

**Registrant's telephone number, including area code: (513) 425-5000**

**Not Applicable**

**(Former name or former address if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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 8.01 Other Events.**

On March 16, 2017, AK Steel Holding Corporation (the Company) issued a press release announcing that AK Steel Corporation, its wholly-owned subsidiary (AK Steel), commenced an offer to purchase (the Tender Offer) for cash any and all of the \$529.8 million outstanding principal amount of its 7.625% senior notes due 2020 (CUSIP C001546 AL4) (the Notes). The Tender Offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 16, 2017, and a related Letter of Transmittal and Notice of Guaranteed Delivery, which set forth the terms and conditions of the Tender Offer in full detail. Holders who validly tender their Notes at or prior to 5:00 p.m. New York City time on March 22, 2017 (the Expiration Date) will be eligible to receive the purchase price of \$1,021.25 per \$1,000 principal amount of Notes tendered. Tendering holders will also receive accrued and unpaid interest from the last applicable interest payment date to, but not including, the settlement date of the Tender Offer.

AK Steel expressly reserves the right, in its sole discretion, subject to applicable law, to terminate the Tender Offer at any time prior to the Expiration Date. The Tender Offer is subject to the satisfaction of certain conditions set forth in the Offer to Purchase.

A copy of the Company's press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

**Exhibit**

<b>Number</b>	<b>Description of Exhibit</b>
99.1	Press Release issued on March 16, 2017.

**SIGNATURES**

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.

**AK STEEL HOLDING CORPORATION**

Date: March 16, 2017

By: /s/ Joseph C. Alter  
Name: Joseph C. Alter  
Title: Corporate Secretary