

NATIONAL STEEL CO  
Form 20-F/A  
July 15, 2010

As filed with the Securities and Exchange Commission on July 15, 2010

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

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**FORM 20-F/A**  
(Amendment No. 2)

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REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES  
EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
Commission file number: 1-14732

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**COMPANHIA SIDERÚRGICA NACIONAL**  
(Exact Name of Registrant as Specified in its Charter)

**NATIONAL STEEL COMPANY**  
(Translation of Registrant's name into English)

**THE FEDERATIVE REPUBLIC OF BRAZIL**  
(Jurisdiction of incorporation or organization)

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Paulo Penido Pinto Marques, Chief Financial Officer  
Phone: +55 11 3049-7100 Fax: +55 11 3049-7212  
invrel@csn.com.br

**Av. Brigadeiro Faria Lima, 3,400 – 20th floor**  
**04.538-132, São Paulo-SP, Brazil**  
(Address of principal executive offices)

**Securities registered or to be registered pursuant to Section 12(b) of the Act.**

<b><u>Title of each class</u></b>	<b><u>Name of each exchange on which registered</u></b>
Common Shares without par value	New York Stock Exchange*
American Depositary Shares, (as evidenced by American Depositary Receipts), each representing one share of Common Stock	New York Stock Exchange

\* Not for trading purposes, but only in connection with the registration of American Depositary Shares pursuant to the requirements of the Securities and Exchange Commission.

**Securities registered or to be registered pursuant to Section 12(g) of the Act:**

None

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the period covered by the annual report:

Common Shares, without par value.	793,403,838, including 34,734,384 common shares held in treasury. This amount considers the cancellation of shares and takes into account the one-for-three stock split that took place in January 2008, whereby each common share of our capital stock as of December 31, 2007 became represented by three common shares. For further information, see Item 7A. Major Shareholders, Item 9A. Offer and Listing Details and Item 10B. Memorandum and Articles of Association.
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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

**Large Accelerated Filer**

**Accelerated Filer**

**Non-accelerated Filer**

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

**U.S. GAAP**

**International Financial Reporting  
Standards as issued by the  
International Accounting  
Standards Board**

**Other**

If **Other** has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

**Item 17**

**Item 18**

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

**Yes**

**No**

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**EXPLANATORY NOTE**

We are amending our Annual Report on Form 20-F for the year ended December 31, 2008, or the Annual Report, to include amended copies of certain exhibits to our Annual Report regarding the following main agreements comprising the strategic partnership agreement with a consortium of Japanese and Korean companies, or Strategic Partnership Agreement, including Itochu Corporation, JFE Steel Corporation, Nippon Steel Corporation, Sumitomo Metal Industries, Ltd., Kobe Steel, Ltd., Nishin Steel Co., Ltd., and Posco, or Big Jump, concerning Nacional Minérios S.A., or Namisa, one of our subsidiaries:

- Share Purchase Agreement, dated October 21, 2008;
- Shareholders Agreement, dated December 30, 2008;
- High Silica ROM Iron Ore Supply Contract, dated October 21, 2008;
- Low Silica ROM Iron Ore Supply Contract, dated October 21, 2008;
- Iron Ore Supply Contract, dated October 21, 2008; and
- Port Operating Services Agreement, dated October 21, 2008.

These exhibits were amended after discussions with the Staff of the Securities and Exchange Commission, or the SEC, during their review of an application for confidential treatment of certain portions of the Strategic Partnership Agreement and are filed herewith redacted.

No other changes are being made to the Annual Report, as originally filed and as amended on March 18, 2010. The Annual Report, as amended by this amendment, continues to speak as of the date of its original filing and we have not updated the disclosure as of a later date.

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**Item 19. Exhibits**

<b>Exhibit</b>	<b>Description</b>
<b>Number</b>	
1.1	(1) Bylaws of CSN, as amended to date.
2.1	(1) Amended and Restated Deposit Agreement, dated as of November 1, 1997, and as further amended as of November 13, 1997 and as of June 10, 2004, among CSN, JPMorgan Chase Bank, as depositary, and the registered holders from time to time of the American Depositary Receipts, including the form of American Depositary Receipt (incorporated by reference to the Registration Statement on Form F-6 relating to the ADSs (File n° 333-115078) filed with the SEC on April 30, 2004).
8.1	(1) List of subsidiaries
10.1*	(2) Equity Swap Agreement, originally dated as of July 11, 2008 between CSN Madeira Ltda. and Goldman Sachs International.
<u>10.2*</u>	+ <u>Share Purchase Agreement, dated October 21, 2008, among the Company, Big Jump Energy Participações S.A., Itochu Corporation, JFE Steel Corporation, Nippon Steel Corporation, Sumitomo Metal Industries, Ltd., Kobe Steel, Ltd., Nishin Steel Co., Ltd., and Posco.</u>
<u>10.3*</u>	+ <u>Shareholders Agreement of Nacional Minérios S.A., dated December 30, 2008, between the Company and Big Jump Energy Participações S.A.</u>
<u>10.4*</u>	+ <u>High Silica ROM Iron Ore Supply Contract, dated October 21, 2008, between the Company and Nacional Minérios S.A.</u>
<u>10.5*</u>	+ <u>Low Silica ROM Iron Ore Supply Contract, dated October 21, 2008, between the Company and Nacional Minérios S.A.</u>
<u>10.6*</u>	+ <u>Iron Ore Supply Contract, dated October 21, 2008, between the Company and Nacional Minérios S.A.</u>
<u>10.7*</u>	+ <u>Port Operating Services Agreement, dated October 21, 2008, between the Company and Nacional Minérios S.A.</u>
<u>12.1</u>	+ <u>Section 302 Certification of Chief Executive Officer.</u>
<u>12.2</u>	+ <u>Section 302 Certification of Chief Financial Officer.</u>
13.1	(1) Section 906 Certification of Chief Executive Officer.
13.2	(1) Section 906 Certification of Chief Financial Officer.
15.1	(1) Management's report dated March 17, 2010, on the effectiveness of our internal control over financial reporting as of December 31, 2008.
15.2	(1) Consent of Golder Associates S.A.
(1)	Incorporated by reference from Amendment No. 1 to the Annual Report on Form 20-F for the year ended December 31, 2008, filed with the SEC on March 18, 2010.
(2)	Incorporated by reference from our Annual Report on Form 20-F for the year ended December 31, 2008, filed with the SEC on June 30, 2009.
+	Filed herewith.
*	Portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission as part of an application for confidential treatment pursuant to the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

The registrant hereby certifies that it meets all the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

July 15, 2010

Companhia Siderúrgica Nacional

By: /s/ Benjamin Steinbruch

Name: Benjamin Steinbruch

Title: Chief Executive Officer

By: /s/ Paulo Penido Pinto Marques

Name: Paulo Penido Pinto Marques

Title: Chief Financial Officer