

NATIONAL STEEL CO
Form 6-K
January 28, 2011

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 January, 2011

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

Publicly-held Company

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

Corporate Registry (NIRE): 3330001159-5

MINUTES OF THE EXTRAORDINARY SHAREHOLDERS MEETING OF COMPANHIA SIDERÚRGICA NACIONAL HELD ON JANUARY 28, 2011 AND DRAWN UP IN SUMMARY FORMAT

- 1. Date, time and venue:** Extraordinary Shareholders Meeting held on January 28, 2011, at 11:00 am, at the Company's headquarters, at Rua São José, 20, grupo 1602, parte, Centro, in the city and state of Rio de Janeiro.
- 2. Call Notices:** Call notices were published on January 13, 14 and 17, 2011 in the *Diário Oficial do Estado do Rio de Janeiro*, on pages 6, 5 and 3, respectively, and in *Valor Econômico* newspaper, on pages D3, D3 and C3, respectively. Said notices will be filed at the Company's headquarters.
- 3. Attendance:** Shareholders representing 55.86% of the Company's voting capital, as evidenced by the signatures in the Shareholders Attendance Book.

4. Presiding: The Board Member Antônio Francisco dos Santos chaired the Meeting, as appointed by the Chairman of the Board of Directors, and invited Mrs. Claudia Maria Sarti to act as secretary.

5. Agenda: (i) to examine, discuss and approve the Protocol and Justification of the Merger by Companhia Siderúrgica Nacional ("CSN") of its subsidiary CSN Aços Longos S.A., inscribed in the corporate roll of taxpayers (CNPJ/MF) under no. 05.023.529/0001-44 (CSN Aços Longos); (ii) to approve and ratify the hiring of KPMG Auditores Independentes, a specialized company responsible for drawing up the accounting appraisal report of CSN Aços Longos shareholders equity, to be transferred to CSN; (iii) to examine and approve the above-mentioned accounting appraisal report of CSN Aços Longos shareholders equity on the reference date of December 31, 2010; (iv) to discuss and approve the merger of CSN Aços Longos by CSN, pursuant to the terms and conditions established by the above-mentioned Protocol and Justification of Merger; (v) to grant power to the management of CSN to undertake all the acts necessary to implement the merger transaction to be resolved upon in the Shareholders Meeting referred to herein.

6. Resolutions: The following resolutions were taken by shareholders representing 55.86% of the Company's voting capital:

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6.1. Authorization for drawing up these minutes in summary format and omitting the signatures of attending shareholders at the time of publication, as allowed by paragraphs 1 and 2, respectively, of article 130 of Law 6,404, as of November 15, 1976 ("Law 6404/76").

6.2. Copies of Call Notice publications, Appraisal Reports and Protocol and Justification of the Merger were available at the meeting. Attending shareholders unanimously waived the reading of said notices, as all of them were cognizant thereof.

6.3. By unanimous vote of attending shareholders, being the votes filed at the Company's headquarters, the following resolutions were taken:

6.3.1. Approval, with no restrictions or reservations, the Protocol and Justification of the Merger signed by the representatives of the Company and CSN Aços Longos S.A., headquartered at Rod. BR 393 - Lúcio Meira, KM 5,001, s/nº, parte, Vila Sta. Cecília, in the city of Volta Redonda, state of Rio de Janeiro, inscribed in the corporate roll of taxpayers (CNPJ/MF) under no. 05.023.529/0001-44. Said document, which is attached to these Minutes as Exhibit I, include all conditions and justifications set forth for the merger of CSN Aços Longos by the Company.

6.3.2. Ratification of the hiring of the specialized company KPMG Auditores Independentes, company incorporated in the city of São Paulo, at Rua Dr. Renato Paes de Barros, nº 33, inscribed in the corporate roll of taxpayers (CNPJ/MF) under no. 57.755.217/0001-29, originally registered with the São Paulo State Regional Accounting Council under no. 2SP014428/O-6, a specialized appraisal company responsible for drawing up the accounting appraisal report of CSN Aços Longos shareholders' equity.

6.3.3. The above mentioned Appraisal Report was read and approved, having the shareholders fully agreed with all terms and conditions described in said document, which is attached to these Minutes as Exhibit II.

6.3.4. The merger of CSN Aços Longos S.A. by the Company was approved and the Company's Management is CSN is authorized to undertake all the acts necessary to make this resolution effective. As a result of the Merger, CSN will succeed CSN Aços Longos to all its rights and obligations, assets and liabilities, and with no interruption in current activities, in accordance with article 227 of Law 6404/76.

6.3.5. To establish that any equity variation existing from the reference date and the Merger effective date will be automatically added to the Company's shareholders' equity.

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6.3.6. As a result of the approved merger, to approve the cancellation of all shares in the capital stock of CSN Aços Longos held by the Company, pursuant to article 226, paragraph 1, of Law ° 6,404/76, as set forth in the Protocol and Justification of the Merger previously approved.

6.3.7. Considering that CSN is the holder of all the shares of CSN Aços Longos, in accordance with the terms of the Protocol and Justification of the Merger, CSN's capital stock will remain unaltered.

7. **Closure:** There being no further business to be discussed, the meeting was adjourned for the time necessary to draw up these Minutes. The meeting was reopened and the minutes were read, found in compliance and signed by the Chairman, the Secretary and all attending shareholders.

8. **Filed Documents:** The Call Notice for this Extraordinary Shareholders Meeting, the Protocol and Justification of the Merger, dated January 12, 2011; and the Appraisal Report, dated January 11, 2011, are filed at the Company's headquarters

Rio de Janeiro, January 28, 2011.

This is a free translation of the original minutes, drawn up in the proper book.

Claudia Maria Sarti

Secretary of the Meeting

Companhia Siderúrgica Nacional

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: January 28, 2011

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.
