

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**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): **June 5, 2009 (June 2, 2009)**

**STEEL DYNAMICS, INC.**

(Exact name of registrant as specified in its charter)

**Indiana**  
(State or other jurisdiction  
of incorporation)

**0-21719**  
(Commission File Number)

**35-1929476**  
(IRS Employer  
Identification No.)

**6714 Pointe Inverness Way, Suite 200, Fort Wayne, Indiana 46804**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **260-969-3500**

**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))
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**Item 8.01. Other Events.**

On June 2, 2009, Steel Dynamics, Inc. issued a press release titled "Steel Dynamics Announces Proposed Offerings of Common Stock and Convertible Senior Notes." The full text of the press release is furnished herewith and attached hereto as Exhibit 99.1

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	A press release dated June 2, 2009, titled "Steel Dynamics Announces Proposed Offerings of Common Stock and Convertible Senior Notes."

**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 hereto duly authorized.

STEEL DYNAMICS, INC.

/s/ Theresa E. Wagler

Date: June 5, 2009

By: Theresa E. Wagler  
Title: Chief Financial Officer

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EX-99.1 2 a09-14635\_8ex99d1.htm EX-99.1

Exhibit 99.1

**Press Release****June 2, 2009**6714 Pointe Inverness Way, Suite 200  
Fort Wayne, IN 46804-7932  
260.459.3553 Phone  
260.969.3590 Fax**Steel Dynamics Announces Proposed Offerings of Common Stock and Convertible Senior Notes**

*FORT WAYNE, INDIANA*, June 2, 2009 — Steel Dynamics, Inc. — (NASDAQ/GS: STLD) today announced its intention to offer, subject to market and other conditions, 27 million shares of common stock and \$150 million aggregate principal amount of convertible senior notes due 2014. The convertible senior notes will be guaranteed by certain subsidiaries of Steel Dynamics.

The underwriters in the common stock offering and the convertible senior notes offering will have a 30-day option to purchase, from the company, up to an additional 15% of the offered amount of common stock and convertible senior notes to cover over-allotments, if any. The offerings will be made pursuant to Steel Dynamics' shelf registration statement filed with the Securities and Exchange Commission. Neither the completion of the common stock offering nor the convertible senior notes offering will be contingent on the completion of the other.

Steel Dynamics intends to use the net proceeds from the offerings to repay term loan borrowings under its existing senior secured credit facility.

Merrill Lynch & Co., Goldman, Sachs & Co., Morgan Stanley and J.P.Morgan are serving as joint book-running managers for both the common stock and the convertible senior notes offerings. BMO Capital Markets, PNC Capital Markets LLC and Wachovia Securities are serving as co-managers for the common stock offering. ABN AMRO Incorporated and PNC Capital Markets LLC are serving as co-managers for the convertible senior notes offering.

Copies of the preliminary prospectuses relating to offerings meeting the requirements of Section 10 of the Securities Act of 1933, as amended, may be obtained, when available, from Merrill Lynch & Co., 4 World Financial Center, New York, New York 10080, Attention: Prospectus Department; Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004, Attention: Prospectus Department or by calling 212-902-1171; Morgan Stanley, 180 Varick Street, Second Floor, New York, New York 10014, Attention: Prospectus Department (email: prospectus@morganstanley.com); or J.P.Morgan, National Statement Processing, Prospectus Library, 4 Chase Metrotech Center, CS Level, Brooklyn, New York 11245 or by telephone at (718) 242-8002.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the convertible notes or the common stock, nor shall there be any sale of any of the convertible notes or the common stock in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction. A registration statement relating to these securities has been filed with the Securities and Exchange Commission and is effective.

**Cautionary Statement**

This release contains forward-looking statements with respect to market conditions and proposed offerings. In accordance with “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, cautionary statements identifying important factors, but not necessarily all factors, that could cause actual results to differ materially from those set forth in the forward-looking statements have been included in Steel Dynamics’ filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K and its Quarterly Report on Form 10-Q. Any forward-looking information in this press release is qualified in its entirety by the factors described in such Securities and Exchange Commission filings.

**Contact:** Fred Warner, Investor Relations Manager, (260) 969-3564 or fax (260) 969-3590  
*f.warner@steeldynamics.com*