

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **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))

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The Company filed Articles of Amendment with the Indiana Secretary of State for the purpose of amending its Amended and Restated Articles of Incorporation to increase the number of authorized shares of common stock from 400 million to 900 million. The increase in the number of authorized shares was approved by the Company's shareholders at the annual meeting of shareholders held May 22, 2008. The Articles of Amendment were effective as of June 2, 2009. The Articles of Amendment are attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) The following exhibit is included with this report:

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	Articles of Amendment to Amended and Restated Articles of Incorporation of Steel Dynamics, Inc.

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 , 2009

By: Theresa E. Wagler
Title: Executive Vice President

EX-3.1D 2 a09-14635_5ex3d1d.htm EX-3.1D

Exhibit 3.1d

**INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
CORPORATIONS CERTIFIED COPIES**

INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
302 West Washington Street, Room E018
Indianapolis, IN 46204

<http://www.sos.in.gov>

June 02, 2009

Company Requested: STEEL DYNAMICS, INC.

Control Number: 1994061014

Date	Transaction	# Pages
06/02/2009	Articles of Amendment	3



State of Indiana
Office of the Secretary of State

I hereby certify that this is a true and complete copy of this 3 page document filed in this office.

Dated: June 02, 2009
Certification Number: 2009060212664

Secretary of State

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State
 Packet: 1994061014
 Filing Date: 06/02/2009
 Effective Date: 06/02/2009



ARTICLES OF AMENDMENT OF THE
 ARTICLES OF INCORPORATION
 State Form 38333 (R10/1-03)
 Approved by State Board of Accounts,
 1995

TODD ROKITA
 SECRETARY OF STATE
 CORPORATIONS DIVISION
 302 W. Washington St., Rm. E018
 Indianapolis, IN 46204
 Telephones (317) 282-6576

INSTRUCTIONS: Use 8 1/2"X 11" white paper for attachments.

Present original and one copy to address in upper right hand corner of this form.

Please TYPE or PRINT.

Please visit our office on the web at www.sos.in.gov.

Indiana Code 23-1-38-1 *et seq.*

Filing Fee: \$30.00

ARTICLES OF AMENDMENT OF THE
 ARTICLES OF INCORPORATION OF

Name of Corporation Steel Dynamics, Inc.

Date of Incorporation 06/16/1994

The undersigned officers of the above referenced Corporation (*herein after referred to as the "Corporation"*) existing pursuant to the provisions at (*indicate appropriate act*)

Indiana Business Corporation Law Indiana Professional Corporation Act of 1983
 as amended (*hereafter referred to as the "Act"*), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:

ARTICLE I Amendment(s)

The exact text of Article(s) IV
 Incorporation is now as follows:

of the Articles of

(*Note: If amending the name of corporation, write Article "I" in space above and write "The name of the Corporation is " below.*)

The total number of shares of capital stock which the Corporation has authority to issue is 900,000,000 shares of common stock, par value \$0.0025 per share ("Common Stock"). The holders of Common Stock shall be entitled to one (1) vote per share on all matters to be voted on by the Corporation's shareholders. As and when dividends are declared or paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. The holders of the Common Stock shall be entitled to participate ratably on a per share basis in all distributions to the holders to the Common Stock in any liquidation, dissolution or winding up of the Corporation.

ARTICLE II

Date of each amendment's adoption:
 May 22, 2008

(Continued on the reverse side)

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State
Packet: 1994061014
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ARTICLE III Manner of Adoption and Vote

Mark applicable section: NOTE - Only in limited situations does Indiana law permit an Amendment without shareholder approval. Because a name change requires shareholder approval, Section 2 must be marked and either A or B completed.

SECTION 1 This amendment was adopted by the Board of Directors or incorporators and shareholder action was not required.

SECTION 2 The shareholders of the Corporation entitled to vote in respect to the amendment adopted the proposed amendment. The amendment was adopted by: *(Shareholder approval may be by either A or B.)*

A. Vote of such shareholders during a meeting called by the Board of Directors. The result of such vote is as follows:

188,955,976	Shares entitled to vote.
162,025,114	Number of shares represented at the meeting.
117,229,019	Shares voted in favor.
44,694,076	Shares voted against.

B. Unanimous written consent executed on _____, 20____ and signed by all shareholders entitled to vote.

ARTICLE IV Compliance with Legal Requirements

The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

I hereby verify, subject to the penalties of perjury, that the statements contained herein are true, this 1st day of June, 2009.

Signature of current officer or chairman of the board
/s/ Theresa E. Wagler

Printed name of officer or chairman of the board
 Theresa E. Wagler

Signator's title
 Executive Vice President

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF AMENDMENT

of

STEEL DYNAMICS, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

Indiana Secretary of State
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Effective Date: 06/02/2009

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, June 02, 2009.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, June 2, 2009.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

1994061014/2009060212661