NATIONAL STEEL CO
Form 6-K
November 13, 2017

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 November, 2017
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 ___X___ 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 ___X____

Management's Proposal

Extraordinary Shareholders' Meeting

Dear Shareholders

Below is the Management's proposal of Companhia Siderúrgica Nacional ("Company") on the matters to be resolved at the Extraordinary Shareholders' Meeting of the Company, to be held on December 11, 2017, at 11 a.m., in our headquarters, at Av. Brig. Faria Lima, 3400, 20º andar, in São Paulo - SP ("ESM"), which will resolve on the following matters:

(i) re-approve the Financial Statements for the fiscal year ended on December 31, 2015, restated by the Management; and

(ii) take the management's accounts, assess, discuss and vote on the Company's Financial Statements for the fiscal year ended on December 31, 2016.

We propose that the Company's shareholders make an assessment of the management' accounts and approve the new Financial Statements for the fiscal year ended on December 31, 2015, voluntarily restated by the Company's Management ("Restated Financial Statements"), as well as the Financial Statements and Management's Report for the fiscal year ended on December 31, 2016 ("2016 Financial Statements"), as disclosed on October 28, 2017, on the websites of CVM - Brazilian Securities and Exchange Commission (www.cvm.gov.br), of B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br) and on the Investor Relations Webpage of the Company (www.csn.com.br/ri).

As explained in detail in explanatory note 2.ab of the Financial Statements disclosed on October 28, at the end of 2016, the Company decided to review the accounting treatment given to the transaction carried out by the Company on November 30, 2015 and concluded on December 31, 2015, which resulted in the combination of the businesses of mining and related logistics regarding its subsidiary CSN Mineração S.A ("CSN Mineração") and Nacional Minérios S.A. ("Namisa"), with no change to its business structure, which resulted in significant adjustments and, therefore, the need to restate the financial statements for the year ended on December 31, 2015. It should be noted that these financial statements, in turn, had already been voluntarily restated on November 14, 2016 due to the change in the interpretation of Technical Pronouncement CPC 15/IFRS 3 - Business Combination identified during discussions of the Company with its independent auditors on the accounting procedure for the submission of the item of interest of non-controlling shareholders of CSN Mineração in the consolidated financial statements.

With the reopening of the financial statements for the year ended on December 31, 2015, there was a detailed review of the transaction of the aforementioned business combination, as well as a thorough review of several items and transactions, including studies to support the establishment and maintenance of the amounts of long-term assets, such as investments in subsidiaries and affiliates, goodwill, property, plant and equipment and tax credits. Due to this review, one long-term asset that depends on estimates with observable assumptions was re-evaluated and, in turn, had its forecast of actualization adjusted.

Thus, the financial statements for the year ended on December 31, 2015, originally dated of March 28, 2016 and resubmitted on November 14, 2016 due to the adjustments in the non-controlling shareholders' interest, were restated for the second time as a result of the detailed reviews mentioned above, which led to significant adjustments in the following items:

a) Business combination between CSN Mineração and Namisa; and

b) Forecast of actualization of tax credits from income tax and social contribution.

Due to these adjustments, the 2015 Financial Statements have undergone the following changes:

- **Income Statement**

Amounts in R$ thousand

- **Balance Sheet**

Amounts in R$ thousand

As a result, a loss was recorded in the fiscal year ended on December 31, 2015, in the amount of R$1,214,120,757.10, and there is no proposal to allocate the result. The loss ascertained shall be absorbed by the existing profit reserves up to the limit available, pursuant to the Sole Paragraph of Article 189 of Law 6404/76 and the remaining balance shall be allocated in the Account of Accumulated Losses.

Thus, although the 2016 annual shareholders' meeting, held on April 28, 2016, established that the interim dividends stated by the Company, in March 2015, in the amount of R$275,000,000.00, would be allocated to the minimum mandatory dividend for the year ended in 2015, since the Restated Financial Statements had no net income, the said dividends were distributed from the profit reserve account (statutory reserve of working capital) existing at the time of the distribution.

In addition, given that a loss was recorded in the fiscal year ended on December 31, 2016, in the amount of R$934,746,624.28, there is also no proposal for allocation of the result, since all the loss calculated will be fully allocated to the Account of Accumulated Losses.

In this sense, we report that Attachment 9-1-II of CVM Instruction No. 481/09 is not being presented, since a loss was recorded in the 2015 and 2016 fiscal years.

We further clarify that the matters included in the ESM’s agenda were not resolved at the Annual Shareholders’ Meeting held on July 3, 2017, because the 2016 Financial Statements and the Restated Financial Statements were not yet available on the date.

We highlight, as appropriate, that the Company's Audit Committee recommended the approval of the 2016 Financial Statements and the Restated Financial Statements in a meeting held on October 27, 2017, whose summary was also made available by the Company on the websites of CVM and B3, through the Empresas.Net System.

In addition, we also highlight, pursuant to Item III of Article 9 of CVM Instruction No. 481, of December 17, 2009 ("CVM Instruction 481/09"), as amended, that the information in **Attachment I** of this proposal reflects our comments on the Company's financial situation, as well as on the 2016 Financial Statements and the Restated Financial Statements.

São Paulo, November 10, 2017.

The Management

Companhia Siderúrgica Nacional

Attachment I - Comments of the Officers

(pursuant to item 10 of Attachment 24 of CVMI 480)

Base Date: December 31, 2016

10. COMMENTS OF THE OFFICERS

10.1 - The comments below refer to the consolidated financial statements of the Company for the year ended on December 31, 2016, December 31, 2015 and December 31, 2014.

a) overall financial and equity conditions

CSN is a diversified industrial group that operates through business units that integrate and complem
main activities are the exploration and trade of iron ore, the production of flat and long steel, the mar
and energy assets. The high quality of its assets and goods, combined with strong cost management
industry competitors and reduce the volatility of its results.

The information in this item should be read and analyzed together with our consolidated financial sta
Exchange Commission (www.cvm.gov.br).

On December 31, 2016, the Company presented a current liquidity ratio of 2.26, compared to 3.23 or
on December 31, 2016 was due to the payment of debt service. On December 31, 2015, the variation

On December 31, 2016, the Company's net debt totaled R$24.8 billion, over R$25.7 billion on Decem
and financing in US dollar, and R$4.2 billion amortization of principal and interest, as shown in explar
billion and R$21.7 billion, respectively, with an 18% increase between these fiscal years due to the de

The following table reflects the Company's financial condition in the last three years:

*Note: The amount of loans and financing in the table above includes transaction costs, pursuant to t

b) capital structure and possibility of redemption of shares or stocks

The Company seeks to optimize its capital structure in order to reduce its financial costs and maximiz
Company in the last three years, with funding from equity and third-party capital:

c) payment capacity regarding the financial commitments undertaken
The Company currently has a liquidity position that allows it to honor its short-term commitments. Th
amortization schedule of its debt.

Also has as its main purpose reducing the Company's financial leverage, therefore the Management i
12-month period, is highly likely for any of the assets included in the plan. The Company considers se
this context, the Company did not segregate and did not reclassify such assets as discontinued opera

The following charts show the cash and cash equivalents against maturities of loans and financing on

*Amounts referring to loans and financing include transaction costs.

d) funding sources used for the working capital and for investments in non-current assets
The funding sources used by the Company for working capital and for investment in non-current asse
debentures, and bank credit notes (CCB), as well as own resources. These financing sources in the do
capital, only for capex through Finep ("Financer of Studies and Projects").

e) funding sources for working capital and investments in non-current assets that the Com

The Executive Board believes that if it becomes necessary to cover any liquidity shortfalls, the Compa

Also has as its main purpose reducing the Company's financial leverage, therefore the Management i
12-month period, is highly likely for any of the assets included in the plan. The Company considers se
this context, the Company did not segregate and did not reclassify such assets as discontinued opera

f) levels of indebtedness and characteristics of debts, also describing:

(i) Significant loan and financing agreements

a) Significant loan and financing agreements on December 31, 2016

Amounts in R$ thousand

(*) The balances of prepayments, Fixed Rate Notes and Intercompany Bonds with related parties of th
December 31, 2015).

- **Maturities of loans, financing and debentures presented in noncurrent liabilities**

On December 31, 2016, the principal updated of interest and monetary restatement of long-term loar

Amounts in R$ thousand

- **Funding of loans and amortizations, financing and debentures**

The table below shows the amortizations and funding during the fiscal year:

Amounts in R$ thousand

1. Includes unrealized exchange and monetary variations.

In 2016, the Group contracted and amortized loans, as shown below:

- **Funding**

Amounts in R$ thousand

1. In 2016, CSN contracted a credit line with FINEP in the amount of R$173,822 thousand, of which t
Company had a financial investment connected to CDB as a guarantee for a surety letter in the amou

- **Amortizations**

Amounts in R$ thousand

- **Covenants**

Some of the Company's debt agreements include the compliance with certain non-financial obligatior audited financial statements according to regulatory terms and the payment of commission for the as agreements.

The Company exceptionally has not disclosed the financial statements for the year ended on Decemb to this exceptionality, the Company asked to the debenture holders of its 5th, 7th, 8th and 9th Deber There were no early maturity decrees in any of the Company's financing due to the delay in the discl

On December 31, 2016, the Company has provisioned R$30,843 thousand in the Consolidated, and R

b) Significant loan and financing agreements on December 31, 2015 and 2014

Amounts in R$ thousand

The balances of forfaiting transactions and risk balances totaled R$372,835 thousand on December 3

The balances of prepayment with related party of the parent company totaled R$5,929,037 thousand Notes and Intercompany Loans totaled R$4,088,749 thousand on December 31, 2015 (R$2,781,330 t

- **Maturities of loans, financing and debentures presented in noncurrent liabilities**

On December 31, 2015, the principal updated of interest and monetary restatement of long-term loar

Amounts in R$ thousand

- **Repricing of Loans**

In September 2015, the Company concluded the extension of part of its debt with Caixa Econômica F
R$2,208,000 thousand, moving the maturities from 2016 and 2017 to 2018 to 2022, in equal installm

- **Funding of loans and amortizations, financing and debentures**

The table below shows the amortizations and funding during the fiscal year concluded on December 3

Amounts in R$ thousand

1. Including interest, exchange rate variations and unrealized monetary variations.

2. The Company reclassified the 2014 balances of forfaiting transactions and drawee risk with comm
moved to the item of loans and financing.

In 2015, CSN Group contracted and amortized loans as shown below:

- **Funding**

Amounts in R$ thousand

- **Amortizations**

Amounts in R$ thousand

Debentures

- **Seventh issue**

In March 2014, the Company issued 40,000 debentures in a single series, all unsecured and non-conv
Cetip with final maturity in March 2021, with option of early redemption.

- **Eighth issue**

In January 2015, the Company issued 10,000 debentures in a single series, all unsecured and non-cor
of the CDI Cetip with final maturity in January 2022, with option of early redemption.

- **Ninth issue**

In June 2015, the Company issued 10,000 debentures in a single series, all unsecured and non-conve
the CDI Cetip with final maturity in March 2022, with option of early redemption.

Sureties

The sureties granted within the Company's loan and financing agreements include property, plant an
jointly controlled companies. On December 31, 2015, the Company settled the balance of loans with

(ii) other long-term relationships with financial institutions;

Not applicable.

(iii) degree of subordination between debts;

The labor and tax obligations, as well as the financial debts that have collateral, have the preferences

Considering all of the Company's current and noncurrent liabilities, on December 31, 2016, the amou
thousand, or 99.99%, on December 31, 2015 and R$29,864,452 thousand, or 99.94%, on December 3
guarantee.

There is no degree of subordination between the unsecured financial debts of the Company. The unse
in case of possible creditors’ insolvency) to the preference of the Company's debts with collateral, wh
liabilities of the Company, over R$4,782, or 0.01%, of the sum on December 31, 2015 and R$18,928

***(iv) any restrictions imposed on the Company, in particular concerning debt limits and co
and the sale of corporate control.***

The Company's loans and financing have certain restrictive contractual clauses, which are usual in fi

The financing contracted with BNDES is subject to the “Provisions Applicable to BNDES Agreements”.
the BNDES: (i) contract new debts (except those provided for in the said Provisions, including loans to
shares; (iv) issue debentures or beneficiary parties; (vi) sell or encumber assets of its permanent ass
indirect control.

The financing contracted with FINEP (Financer of Studies and Projects) and certain agreements for th
Company without the prior consent of FINEP or the insurer may lead to the early maturity of the finan

Under the terms of the agreements governing the 5th, 7th, 8th and 9th issues of Debentures of the C
transaction has previously been approved by debenture holders holding at least 75% of the outstand
the holders are assured the redemption of the debentures, for their nominal value plus a compensati
transaction.

Eurobonds issued by subsidiaries of the Company abroad provide that, among other provisions, the C
third parties, except if the Company is the entity resulting from this corporate reorganization or if thi
undertakes the guarantor obligations; and (ii) encumber its assets as guarantee for debt transaction
the terms allowed in the agreements of the transaction or if, at the same time, the Company guarant

In Export Credit Note transactions, the Company undertakes to: (i) not distribute extraordinary divide
belonging to the economic group of the Company), which results, cumulatively: (a) in the Company's
(b) materially restrict the Company's ability to meet its obligations set forth in the Export Credit Note
of the Company) either through a single operation or through a series of interrelated operations in th
revenues and consolidated operating income of the Company's group, as ascertained in the financial
authorization by the financier; and (iii) in the event of corporate changes of the Company related to t
request the prior consent of the Creditor, except if maintaining the indirect share control (pursuant to
transaction documents. It is hereby made clear that there is no restriction on any corporate and/or a
and/or its current parent companies, provided that these operating assets remain under the direct or

g) limits of use of the financing already contracted and percentage already used.
The Company has no financing with limits to be used. In the 2016 fiscal year, Finep granted a financin
innovation. The financing will be made available in installments according to a disbursement schedul
h) significant changes in each item of the financial statement
Income Statement for the Company's fiscal year (consolidated) - R$ thousand:

Comparison of the main accounts of the consolidated income of December 31, 2016, December 31, 2

Comparison of the Income (Loss) for the fiscal years ended on December 31, 2016 and De

Net Revenue from Sales and/or Services

In the fiscal year ended on December 31, 2016, the net revenue reached R$17,149 million, 12% high
2016 was due to the higher volume of ore traded together with the increase in the international price

Cost of goods and services sold

In the fiscal year ended on December 31, 2016, the consolidated cost of goods sold ("COGS") reache
the increase in raw material prices in the steel segment.

Gross Income (Loss)

In the fiscal year ended on December 31, 2016, the gross profit totaled R$4,509 million, 28% higher t

SG&A Expenses

SG&A expenses totaled R$2,215 million in the fiscal year ended on December 31, 2016, 17% higher t
volumes of Mineração and, as of 2016, 100% of the mining assets were consolidated.

Other Revenues (Expenses), net

In 2016, the account of "Other Operating Revenues and Expenses" totaled a negative of R$413 millio
million, and in 2015 totaled a positive of R$2,269 million, due to the accounting gain with the combin

Equity Income

The Equity Income was of R$65 million, lower than the R$1,160 million income in 2015. This variation
Mineração S.A. (“CSN Mineração”).

Net Financial Income

In 2016, the Company's net financial income was a negative of R$2,522 million over a negative of R$

- Increase of R$158 million in financial expenses, from R$3,125 million in 2015 to R$3,283 million
the CDI rate and the increase in costs with surety commissions and bank fees;

- Decrease of R$845 million in net expenses with exchange rate and monetary variations, from ar
47% devaluation of the real in 2015 to a 17% appreciation in 2016.

Income Tax and Social Contribution - Current and Deferred

During the 2016 fiscal year, after a technical review of the estimates of 2015 future taxable income a
expense to R$2,768 million, reflecting the write-off of tax credits with deferred income tax and social
Financial Statements.

Consolidated Net Profit (Loss)

Due to the explanations in the above items, in 2016 and 2015, the Company recorded a consolidated

Comparison of the Income (Loss) for the fiscal years ended on December 31, 2015 (restate

Net Revenue from Sales and/or Services

In the fiscal year ended on December 31, 2015, net revenue reached R$15,262 million, 5% lower thar

Cost of goods and services sold

In the fiscal year ended on December 31, 2015, COGS reached R$11,740 million, 1% higher than in 2

Gross Income (Loss)

In the fiscal year ended on December 31, 2015, the gross profit totaled R$3,522 million, 22% lower th

SG&A Expenses

SG&A expenses totaled R$1,901 million in the fiscal year ended on December 31, 2015, 28% higher t

Other Revenues (Expenses), net

In 2015, the account “Other Operating Income and Expenses” totaled R$2,269 million, resulting from the accounting gain with the combination of CSN’s and Namisa’s mining businesses in the amount of

Equity Income

The Equity Income was of R$1,160 million, higher than the R$331 million income in 2014. This is mai

Net Financial Income

In 2015, the Company's net financial income was a negative of R$3,365 million over a negative of R$

- Increase of R$18 million in financial expenses, from R$3,104 million in 2014 to R$3,125 million i decrease in related party accounts (reversal of interest on advances between Namisa and CSN).

- Increase of R$579 million in net expenses with exchange rate and monetary variations, from an rate variations.

Income Tax and Social Contribution - Current and Deferred

After a technical review of the estimates of 2015 future taxable income and the tax losses generated the write-off of tax credits with deferred income tax and social contribution that were included in non

Consolidated Net Profit (Loss)

Due to the explanations above, the Company recorded a consolidated net loss of R$1,216 million in 2

Balance Sheet of the Company (consolidated) - R$ thousand:

Comparison of the main accounts of the consolidated income of December 31, 2016, December 31, 2

Comparison between the balance sheets of December 31, 2016 and December 31, 2015:

Gross Income (Loss)

Cash and Cash Equivalents: mainly including financial investments in public and private securities and
R$4,871 million, 38% lower than the R$7,861 million on December 31, 2015. This decrease is mainly
Company's cash requirements.

Financial Investments: On December 31, 2016, the balance of R$760 million included: (i) government
contracts, are traded on B3 S.A. – Brasil, Bolsa, Balcão, has Selic income and immediate liquidity; and
with CDI income, immediate liquidity and also traded at B3 S.A. – Brasil, Bolsa, Balcão.

Accounts Receivable: On December 31, 2016, accounts receivable from clients totaled R$1,997 millio
of steel segment, the expansion of the average term of collection, with a 6-day increase (35 days in 4
sale of steel products.

Inventories: On December 31, 2016, CSN's inventories totaled R$3,964 million, a 19.8% decreased w
days in 4Q16 vs. 126 days in 4Q15), due to the higher volume traded in the steel segment, reflecting

Other current assets: 33.8% decrease (from R$1,286 million on December 31, 2015 to R$852 million

- Taxes payable: The R$216 million decrease was basically due to IRPJ, CSLL, PIS/Cofins, ICMS to r

- Prepaid expenses: The R$92 million decrease is basically due to the reduction of shipments mad
the payment of 90% of the amount of the freight approximately 10 days before the conclusion of the
delivered, this balance is recorded as income.

- Derivative financial instruments: decrease of approximately R$116 million.

Noncurrent Assets

Deferred Taxes: During the 2016 fiscal year, after a technical review of the estimates of future taxabl
deferred taxes, limiting their recognition to 30% of liabilities deferred taxes. As a result, all credits ar
books for subsequent use.

Investments: On December 31, 2016, the investment account totaled R$4,568 million, 14.3% higher t
investment in the period is mainly due to the mark-to-market of investments classified as available-fo
actuarial gain resulting from CSN Mineração, a hedge gain of investments reflecting the investments
totaling R$387,989 thousand recorded in other operating income and expenses and R$131,916 thous

Property, Plant and Equipment: On December 31, 2016, the balance of the property, plant and equipr
mainly due to the acquisitions made in the period, of approximately R$1,636 million, of which R$1,41
million in the period.

Intangible Assets: On December 31, 2016, the balance of the intangible asset account reached R$7,2
goodwill and the fair value of intangible assets of the combination of the mining and related logistics

Liabilities

Loans and Financing: The Company's consolidated gross debt totaled R$30,441 million on December
repurchase and payment of interest rates on fixed rated notes agreements; (ii) amortization of prepa
against the dollar during the period.

Deferred Taxes: On December 31, 2016, the account of deferred tax liability totaled R$1,047 million,

- R$1,324 million related to unrecorded deferred income tax and social contribution;
- R$3,014 million of estimated losses with deferred income tax and social contribution credits;
- R$1,073 million of deferred income tax and social contribution arising from the combination of t
- Partially offset mainly by (i) R$1,590 million related to the taxation of exchange rate variations u
million from losses with financial assets available-for-sale; and (iii) R$1,311 million of tax losses and n

Pension and Health Plan: Balance of R$719 million on December 31, 2016 (R$514 million on Decembe
impacted by the reduction of the actual discount rate and the increase in the average medical cost (c

Net Equity: On December 31, 2016, the Company's net equity was of R$7,385 million, R$293 million l
Accounting cash flow, partially offset by the consolidated loss of R$853 million in the period.

Comparison between the balance sheets of December 31, 2015 and December 31, 2014:

Cash and Cash Equivalents: mainly including financial investments in public and private securities an
R$7,861 million, 9.5% lower than the R$8,686 million on December 31, 2014. This decrease is mainly

Financial Investments: Including public and private securities managed by their exclusive funds that w
traded on B3 S.A. – Brasil, Bolsa, Balcão. The balance of these financial investments totaled R$764 m
liquidity.

Accounts Receivable from Third Parties: On December 31, 2015, accounts receivable from third partie
accounts receivable from related parties and dividends receivable as a result of the incorporation pro

Inventories: On December 31, 2015, CSN's inventories totaled R$4,941 million, a 19.9% increase whe
due to the decrease in sales in the steel market.

Other Current Assets:6.4% decrease (from R$1,374 million on December 31, 2014 to R$1,286 million

- Taxes recoverable: R$398 million increase of recoverable PIS/COFINS and ICMS and income tax
extemporaneous credits in 2015;

- Prepaid expenses: R$83 million increase, due to the adjustment of the appropriation to the accr
group.

- Loans with related parties: Due to the combination of the mining and related logistics businesse
R$517 million decrease in the group of loans with related parties;

- Derivative financial instruments: decrease of approximately R$56 million.