STEEL DYNAMICS INC
Form 10-K
February 27, 2013

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
Commission File Number 0-21719

Steel Dynamics, Inc.
(Exact name of registrant as specified in its charter)

Indiana	**35-1929476**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
7575 West Jefferson Blvd, Fort Wayne, IN	**46804**
(Address of principal executive offices)	(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Name of each exchange on which registered**
Common Stock, $.0025 par value	Nasdaq Global Select Stock Market

Securities registered pursuant to Section 12(g) 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 ý No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No ý

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 ý No o

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 ý No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ý	Accelerated file o	Non-accelerated filer o (Do not check if a smaller reporting company.)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No ý

The aggregate market value of the voting stock held by non-affiliates of the registrant computed by reference to the price at which the common equity was last sold as of June 30, 2012, was approximately, $2,065,324,161. Registrant has no non-voting shares. For purposes of this calculation, shares of common stock held by directors, officers and 5% stockholders known to the registrant have been deemed to be owned by affiliates, but this should not be construed as an admission that any such person possesses the power, direct or indirect, to direct or cause the direction of the management or policies of the registrant or that such person is controlled by or under common control with the registrant.

As of February 15, 2013, Registrant had outstanding 220,114,512 shares of common stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of registrant's definitive proxy statement referenced in Part III, Items 10 through 14 of this report, to be filed prior to April 30, 2013, are incorporated herein by reference.

Table of Contents

STEEL DYNAMICS, INC.

Table of Contents

Table of Contents

PART I

Special Note Regarding Forward-Looking Statements

Throughout this report, or in other reports or registration statements filed from time to time with the Securities and Exchange Commission under the Securities Exchange Act of 1934, or under the Securities Act of 1933, as well as in documents we incorporate by reference herein or herefrom, or in press releases or oral statements made by our officers or Regulation FD authorized representatives, we may make statements that express our opinions, expectations, or projections regarding future events or future results, in contrast with statements that reflect present or historical facts. These predictive statements, which we generally precede or accompany by such typical conditional words as "anticipate," "intend," "believe," "estimate," "plan," "seek," "project" or "expect," or by the words "may," "will," or "should," are intended to operate as "forward looking statements" of the kind permitted by the Private Securities Litigation Reform Act of 1995. That legislation protects such predictive and cautionary statements by creating a "safe harbor" from liability in the event that a particular prediction does not turn out as anticipated.

While we always intend to express our best judgment when we make statements about what we believe will occur in the future, and although we base these statements on assumptions that we believe to be reasonable when made, these forward looking statements are not a guarantee of performance, and you should not place undue reliance on such statements. Forward looking statements are subject to many uncertainties and other variable circumstances, many of which are outside of our control, that could cause our actual results and experience to differ materially from those we thought would occur.

The following listing represents some, but not necessarily all, of the factors that may cause actual results to differ from those we may have anticipated or predicted:

the adverse impact of a recurrent economic recession resulting in a decrease of demand for our products:

the continued weak demand for our products within the non-residential construction or other metal consuming industries;

the potential impact of continuing high unemployment rates on demand for end products which utilize steel components;

conditions affecting steel or recycled metals consumption;

U.S. or foreign trade policy affecting the amount of foreign imported steel, or adverse outcomes of pending and future trade cases alleging unlawful practices in connection with steel imports;

cyclical changes in market supply and demand for steel and recycled ferrous and nonferrous metals;

increased price competition brought about by excess domestic and global steelmaking capacity;

changes in the availability or cost of raw materials, such as recycled ferrous metals, iron substitute materials, including pig iron, iron concentrate, or other raw materials or supplies, which we use in our production processes;

periodic fluctuations in the availability and cost of electricity, natural gas, or other utilities;

the occurrence of unanticipated equipment failures and plant outages;

margin compression resulting from our inability to pass increases in costs of raw materials and supplies to our customers;

labor unrest, work stoppages and/or strikes involving our own workforce, those of our important suppliers or customers, or those affecting the steel industry in general;

Table of Contents

the impact of, or changes in, environmental law or in the application of other legal or regulatory requirements upon our production processes or costs of production or upon those of our suppliers or customers, including actions by government agencies, such as the U.S. Environmental Protection Agency or related state agencies, on pending or future environmentally related construction or operating permits;

the impact of United States government or various governmental agencies introducing laws or regulatory changes in response to the subject of climate change and greenhouse gas emissions, including the introduction of carbon emissions trading mechanisms;

private or governmental liability claims or litigation, or the impact of any adverse outcome of any litigation on the adequacy of our reserves or the availability or adequacy of our insurance coverage;

changes in our business strategies or development plans which we may adopt or which may be brought about in response to actions by our suppliers or customers, and any difficulty or inability to successfully consummate or implement any planned or potential projects, acquisitions, joint ventures or strategic alliances;

the impact of regulatory or other governmental action or inaction upon our receipt of required permits or approvals, or the impact of litigation costs or outcomes, construction delays, cost overruns, technology risk or operational complications upon our ability to complete, start-up or continue to profitably operate a project or a new business, or to complete, integrate and operate any potential acquisitions as anticipated; and

uncertainties involving new products or new technologies.

We also refer you to and urge you to carefully read the *Risk Factors* discussion at Item 1A of this report to better understand some of the principal risks and uncertainties inherent in our business or in owning our securities, as well as the section entitled *Management Discussion and Analysis of Financial Condition and Results of Operations* at Item 7. You should also review the notes to consolidated financial statements under headings in Note 1 *Use of Estimates* and in Note 8 *Commitments and Contingencies*.

Any forward looking statements which we make in this report or in any of the documents that are incorporated by reference herein speak only as of the date of such statement, and we undertake no ongoing obligation to update such statements. Comparisons of results between current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

ITEM 1. BUSINESS

Our Company

We are one of the largest steel producers and one of the largest metals recyclers in the United States based on a current estimated annual steelmaking capability of 6.4 million tons and actual recycling volumes. Actual metals recycling shipments during 2012, 2011, and 2010, respectively, were 5.6 million gross tons, 5.9 million gross tons, and 5.2 million gross tons of ferrous materials; and 1.1 billion pounds, 1.1 billion pounds and 961 million pounds of nonferrous metallics. Our steel shipments during 2012, 2011, and 2010 were 5.8 million tons, 5.8 million tons, and 5.3 million tons, respectively. We reported net sales of $7.3 billion, $8.0 billion, and $6.3 billion during 2012, 2011, and 2010, respectively. At December 31, 2012, we employed approximately 6,670 individuals, 90% of whom were non-union.

Table of Contents

Steel Dynamics, Inc. was incorporated in Indiana in August 1993. Our principal executive offices are located at 7575 W. Jefferson Boulevard, Fort Wayne, Indiana 46804 and our telephone number is 260.969.3500.

The primary sources of our revenues are from the manufacture and sale of steel products, processing and sale of recycled ferrous and nonferrous metals, and, to a lesser degree, fabrication and sale of steel joist and decking products. Our operations are managed and reported based on three operating segments: steel operations, metals recycling and ferrous resources operations, and steel fabrication operations.

Steel Operations. Steel operations consist of our five electric-arc furnace mini-mills, producing steel from steel scrap, utilizing continuous casting, automated rolling mills, and various downstream finishing facilities. Our steel operations accounted for 62%, 61%, and 61% of our consolidated net sales in 2012, 2011, and 2010 respectively. Collectively, our steel operations sell directly to end users and service centers. These products are used in numerous industry sectors, including the automotive, agriculture, energy, construction, commercial, transportation and industrial machinery markets.

Sheet Products. Our Flat Roll Division sells a broad range of sheet steel products, such as hot rolled, cold rolled and coated steel products, including a large variety of specialty products such as light gauge hot rolled, galvanized, Galvalume® and painted products. The Techs operations, comprised of three galvanizing lines, also sells specialized galvanized sheet steels used in non-automotive applications. Our sheet operations represented 57%, 60%, and 63% of this segment's net sales in 2012, 2011, and 2010, respectively.

Long Products. Our Structural and Rail Division sells structural steel beams and pilings and a variety of standard strength and industrial quality grade rail for the railroad industry. Our Engineered Bar Products Division primarily sells special bar quality and merchant bar quality rounds and round-cornered squares. Our Roanoke Bar Division sells billets and merchant steel products, including angles, plain rounds, flats and channels. Steel of West Virginia primarily sells merchant beams, channels and specialty structural steel sections.

Metals Recycling and Ferrous Resources Operations. This operating segment primarily includes our metals recycling operations, liquid pig iron production facility, and Minnesota iron operations. Our metals recycling and ferrous resources operations accounted for 32%, 35%, and 35% of our consolidated net sales in 2012, 2011, and 2010, respectively.

Metals Recycling. Our metals recycling operations represent our metals sourcing and processing operations and are the most significant source of income in this segment. Our metals recycling operations sell ferrous metals to steel mills and foundries, and nonferrous metals, such as copper, brass, aluminum and stainless steel to ingot manufacturers, copper refineries and mills, smelters, and specialty mills. Our metals recycling operations represented 94%, 95%, and 96% of this segment's net sales during 2012, 2011, and 2010, respectively. Our metals recycling operations also sell ferrous metals to our own steel mills as a raw material. These shipments to our steel mills represented 46%, 43%, and 42% of our metals recycling ferrous shipped tons in 2012, 2011, and 2010, respectively.

Ferrous Resources. Our ferrous resource operations consist of our two ironmaking initiatives: Iron Dynamics (IDI), a liquid pig iron production facility, and our Minnesota iron operations, consisting of an iron nugget production facility and planned operations to supply the nugget facility with its primary raw material, iron concentrate. IDI primarily produces liquid pig iron, which is used as a scrap substitute raw material input exclusively at our Flat Roll Division. Our Minnesota iron operations consists of Mesabi Nugget, (owned 81% by us); our planned future iron mining operations which is currently in the permitting process, Mesabi Mining; and, our iron tailings operations, Mining Resources (owned 80% by us). The construction of the Mesabi Nugget facility

Table of Contents

was completed in 2009, and initial production of iron nuggets commenced January 2010. Since that time, we have refined this pioneering production process and changed equipment configurations to increase production and plant availability. The facility's designed annual production capacity is 500,000 metric tons. In 2012, 2011 and 2010, Mesabi Nugget produced and shipped 169,000, 160,000 and 67,000 metric tons of iron-nuggets, respectively, for use by our own steel mills. Our iron tailings operation, Mining Resources, started operations in the fourth quarter of 2012 and expects to be at full capacity during the first half of 2013. This operation provides iron ore tailings to be concentrated for use by Mesabi Nugget as a low-cost iron concentrate to the nugget production process.

Steel Fabrication Operations. Our steel fabrication operations include six New Millennium Building Systems plants, which fabricate steel joists, trusses, girders, and decking used within the non-residential construction industry. Steel fabrication operations accounted for 5%, 3%, and 3% of our consolidated net sales in 2012, 2011, and 2010, respectively.

Competitive Strengths / Business Strategies

We believe our financial strategy, coupled with our competitive advantages of maintaining a low, highly variable cost structure, producing a diversified value-added product offering, controlling a secure supply of recycled ferrous metals, fostering an entity-wide entrepreneurial culture and having an experienced senior management team, positions us well to continue to strengthen our leadership position during the economic recovery.

One of the Lowest Cost Steel Producers in the United States; State-of-the-Art Facilities / Continue to Maintain Low Production Costs

We are focused on continuing to maintain and enhance one of the lowest operating cost structures in the North American steel industry. Our low operating costs are primarily a result of our efficient plant designs and operations, our high productivity rate, such as our productivity rate of approximately .3 man hours per hot band ton produced at our Flat Roll Division's mill, low ongoing maintenance cost requirements and strategic locations near our customers and sources of our primary raw material, steel scrap.

We will continue to strive to optimize the use of our equipment, enhance our productivity and explore new technologies to further improve our unit costs of production at each of our facilities. We believe that as one of the lowest cost producers in each of our primary operating segments, we are able to better manage through cyclical and non-cyclical downturns, and to consistently maximize our profitability. We continuously seek to maximize the variability of our cost structure and to reduce per unit and fixed costs. Our incentive compensation plans at all employee levels are based on both divisional and consolidated company performance. Incentive compensation is designed to reward high productivity and efficient use of physical resources and capital employed.

Secure Supply of Ferrous Raw Materials / Develop Metals Recycling and Ferrous Resources Business Platform

We maintain a secure supply of ferrous raw material resources through the benefit of our metals recycling operations, as well as through our current ironmaking facilities. Ferrous materials represent our single-largest component of our steel operations total manufacturing costs, excluding the Techs, representing 66% and 68% of such costs in 2012 and 2011, respectively. During 2012 and 2011, our metals recycling operations provided our steel operations with 51% and 52%, respectively, of its ferrous scrap requirements based on volume. During both 2012 and 2011, we consumed 6.0 million tons of metallic materials in our steel making furnaces, of which iron units other than scrap represented approximately 8% and 7%, respectively. Our ironmaking operations internally supplied 90% and 87%

Table of Contents

of these iron units in 2012 and 2011, respectively through the transfer of liquid pig iron, hot briquetted iron, and iron nuggets, which are higher-quality, energy-saving ferrous raw materials.

We expect domestic and global demand for steel products to continue to increase, and we believe there may be supply constraints of various commodities, including ferrous materials. During periods of economic downturn, significant reductions in available prime industrial scrap are a direct result of lower domestic manufacturing rates. Additionally, as consumers utilize assets for longer periods of time and replace items less frequently, the flow of other sources of scrap, such as auto bodies, appliances, and other goods, is also constrained. The world demand for domestic ferrous resources has increased in nearly every year in the past decade, impacting scrap availability as exports increase to developing countries.

We believe our metals recycling and ferrous resources operations not only provide us with a quality, cost effective, and secure, raw material platform, but we also believe it provides us with significant revenue generating and profitability opportunities, that allow for funding of future growth, whether in ferrous resources or in other ventures. We intend to continue to participate in the development of new technologies to increase the effectiveness of our metals recycling recovery capabilities and to consider new strategic relationships in order to increase the amount of unprocessed metals we have the ability to source and eventually sell.

Diversified Product Mix / Expand Product Offerings

Our current products in our steel segment include hot rolled, cold rolled, galvanized, Galvalume® and painted sheet steel; various structural steel beams and rails; special bar quality steel; and various merchant steel products, including beams, angles, flats and channels. In addition, we offer steel finishing and fabrication services. In the metals recycling operations of our metals recycling and ferrous resources segment, our products include an array of both ferrous and nonferrous scrap processing, scrap management, transportation, and brokerage products and services. Finally, our steel fabrication segment produces steel joists and steel decking materials. This diversified mix of products enables us to access a broad range of end-user markets, serve a broad customer base, and helps mitigate our market exposure to any one product or end-user market. In addition, our value-added product offerings help to balance our exposure to commodity grade products.

We will continue to seek additional opportunities to further expand our range of products, whether through the expansion of existing facilities such as the expansion at our Engineered Bar Products Division into high-quality small-diameter SBQ bars or the expansion at our Structural and Rail Division into carbon steel and head-hardened rails, greenfield projects, or acquisitions or ventures that may become available in both the domestic steel and recycling industries. Maximization of our Minnesota iron operations as well as the expansions and upgrades of existing facilities, are further important steps in pursuing our strategy of secure raw material sourcing and product line expansion.

Strategic Geographic Locations / Enter New Geographic Markets

The locations of our steelmaking facilities, near sources of scrap materials and near our customer base, allow us to realize freight savings for inbound scrap as well as for outbound steel products destined for our customers. Recycled steel scrap and iron units represent the most significant component of our cost of steel manufacturing. Our metals recycling facilities are located in the Upper Midwest and Southeastern United States, and thus further expand our geographic service area. We believe these regions account for a majority of the total steel scrap produced in the United States. Our coated sheet steel products are also more cost effectively available through our locations in Pittsburgh, Pennsylvania and Jeffersonville, Indiana due to river access. In October 2010, we purchased certain joist assets from another manufacturer, including three plants located in Arkansas, Nevada, and northern Mexico, which along with our locations in the Midwest and Southeast, provides us with a national footprint allowing us to serve the entire joist and deck domestic market and national accounts.

Table of Contents

We may seek to enter new markets in strategic geographic locations that offer attractive growth opportunities.

Experienced Management Team and Unique Corporate Culture / Foster Entrepreneurial Culture

Our senior management team is highly experienced and has a proven track record in the steel and metals recycling industries. Management's objectives are closely aligned with our stockholders through meaningful stock ownership positions and performance-based compensation programs that are correlated to the company's profitability. Our corporate culture is also unique for all of our operating segments. We emphasize decentralized decision-making and have established incentive compensation programs specifically designed to reward employee teams for their efforts toward enhancing productivity, improving profitability and controlling costs.

We intend to continue to foster our entrepreneurial corporate culture and emphasize decentralized decision making and responsibility, while rewarding teamwork, innovation and operating efficiency. We will also continue to focus on maintaining the effectiveness of our incentive-based bonus plans that are designed to enhance overall productivity and align the interests of our management and employees with our stockholders.

Industry Segments

We have three reporting segments: steel operations, metals recycling and ferrous resources operations, and steel fabrication operations. Please refer to Item 8. *Consolidated Financial Statements and Supplementary Data* for additional information.

Steel Operations

Our steel operations segment consists of steelmaking and coating operations. The following chart summarizes the locations and the current capacities of our facilities:

Steel Production Capacity (tons)	Casting	Rolling/Billet
Sheet Products:		
Flat Roll Division Butler, Indiana	3,050,000	3,000,000
Long Products:		
Structural and Rail Division Columbia City, Indiana	2,200,000	1,800,000
Engineered Bar Products Division Pittsboro, Indiana(1)	750,000	625,000
Roanoke Bar Division Roanoke, Virginia	650,000	
Merchant Bars		500,000
Billets		150,000
Steel of West Virginia Huntington, West Virginia(2)	280,000	320,000
	6,930,000	6,395,000

Steel Coating Capacity (tons)	Galvanizing	Painting
Sheet Products:		
Flat Roll Division Butler, Indiana	720,000	240,000
The Techs Pittsburgh, Pennsylvania	1,005,000	
Flat Roll Division Jeffersonville, Indiana	300,000	190,000
	2,025,000	430,000

(1) Rolling capacity expected to increase to 950,000 tons by end of 2013 from the expansion project currently in process.

Table of Contents

(2) Rolling capacity expected to increase to 355,000 tons in the first half of 2013 due to equipment enhancements currently in process.

Note: Capacities represent manufacturing capabilities based on mill configuration and related employee support. These capacities do not represent expected volumes in a given year. In addition, estimates of mill capacity, particularly rolling capacity, are highly dependent on the specific product mix manufactured. Each of our mills can and do roll many different types and sizes of products; therefore, our capacity estimates assume a typical product mix.

SHEET PRODUCTS

Our sheet steel products are produced by both our Flat Roll Division, which consists of our flat roll mill, galvanizing and painting facilities in Butler, Indiana; our galvanizing and painting facilities in Jeffersonville, Indiana; and The Techs, our Pittsburgh, Pennsylvania-based galvanizing company, which operates three galvanizing facilities: GalvTech, MetalTech, and NexTech.

Our flat roll mill manufactures flat rolled, hot rolled, cold rolled and coated steel products. We produced 2.8 million tons and 2.9 million tons at this facility in 2012 and 2011, respectively. Our products are characterized by high quality surface characteristics, precise tolerances and light gauge. In addition, this mill has achieved ISO 9001:2008 ANSI/ISO/ASQ Q9001-2008 certification. We believe that these certifications have enabled us to serve a broad range of customers who may require certifications for themselves or to satisfy the end-users of our steel products.

Our flat roll mill has two twin-shell electric arc furnaces, which enable us to melt scrap in one vessel while tapping the other vessel and refilling it with steel scrap and iron units to make it ready for the next heat. This results in more heats and greater productivity. We have three ladle metallurgy stations, two continuous thin-slab casters, and two tunnel furnaces. Our hot rolling mill, which progressively reduces the slab in thickness, consists of a seven-stand rolling mill capable of rolling sheet steel down to 1.0 mm, with excellent surface quality, which enables us to access markets previously available only to more expensive cold finished material.

Located within our flat roll mill, we have a hot rolled galvanizing line capable of coating steel in gauges from .044 to .160 inches and in widths ranging from 40 to 61 inches. Also within our flat roll mill, we have a cold rolled galvanizing line capable of coating steel in gauges from .012 to .070 inches and in widths ranging from 40 to 61 inches. Our on-site paint line receives material directly from our other processing lines and is capable of painting hot rolled galvanized coil, cold rolled coil and cold rolled galvanized coil in gauges of .012 to .070 inches and in widths ranging from 40 to 61 inches. We believe this enables us to realize substantial savings in the production of painted coil and pass along savings and efficiencies to our customers when compared to remote off-site coating facilities.

In Jeffersonville, Indiana, we have a cold rolled galvanizing facility located within the Clark Maritime Centre on the Ohio River. This facility is capable of coating cold rolled steel in gauges from .012 to .040 inches and in widths between 40 and 61 inches. This gauge range is lighter than that available from our Butler facility and creates further expansion of our value added product offerings. Our flat roll mill provides our Jeffersonville facility with cold rolled material.

The Techs facilities produced 657,000 tons and 713,000 tons in 2012 and 2011, respectively. The Techs facilities have galvanizing lines with varying capabilities. NexTech is capable of coating cold rolled steel in gauges from .007 to .020 inches and in widths between 24 and 43 inches. GalvTech is capable of coating cold rolled steel in gauges from .012 to .040 inches and in widths between 30 and 60 inches. MetalTech is capable of coating cold rolled steel in gauges from .015 to .160 inches and in widths between 24 and 52 inches. In addition to third party steel producers, our Flat Roll Division provides The Techs with required steel material. The Techs has achieved the ISO 9001:2008 ANSI/ISO/ASQ Q9001-2008 certification.

Table of Contents

The following table summarizes the types of sheet products we sold during the respective years.

Products:	2012	2011
Hot rolled	28%	29%
Pickled and Oiled	9	9
Cold rolled	4	4
Hot rolled galvanized	16	16
Cold rolled galvanized	24	25
Galvalume®	3	3
Painted	16	14
Total	100%	100%

Hot rolled Products. Our flat roll mill produces hot rolled products that include a variety of high quality low and medium carbon and high-strength low-alloy hot rolled bands in widths from 40 to 62 inches and in thicknesses from .375 inches down to .042 inches. We also produce an array of lighter gauge hot rolled products, including high strength low alloy and medium carbon steels. These products are suitable for automobile suspension arms, frames, wheels, and other unexposed parts in auto and truck bodies; truck, trailer and recreational vehicle parts and components; mechanical and structural steel tubing; gas and fluid transmission piping, building and construction products; rail cars; ships, barges, and other marine equipment; agricultural equipment and farm implements; lawn, garden, and recreation equipment; industrial machinery and shipping containers; and highway guard rails. We believe that our basic hot rolled material has shape characteristics that exceed those of other thin-slab flat roll steel mini-mills and compares favorably with those of the integrated steel mills.

We sell a portion of our hot rolled coils produced at our flat roll mill directly to end-users, or more often to intermediate steel processors and service centers, where they may be pickled, cold rolled, annealed, tempered, galvanized, or painted by those customers. The rest of the hot rolled coils are directed to our cold mill, where we add value to this product through our own pickling, cold rolling, annealing, tempering, galvanizing, and painting processes. A portion of our cold rolled production is shipped to our Jeffersonville, Indiana galvanizing facility.

Cold Rolled Products. Cold rolled steel is hot rolled steel that has been further processed through a pickler and then passed through a rolling mill until the desired gauge, or thickness, and other physical properties have been achieved. Cold rolling reduces gauge and hardens the steel and, when further processed through an annealing furnace and a temper mill, improves uniformity, ductility and formability. Cold rolling can also impart various surface finishes and textures. Cold rolled steel is used in exposed steel applications that demand higher surface quality or finish, such as exposed automobile and appliance panels. Cold rolled material is often coated or painted. As a result of higher processing costs, cold rolled prices are typically higher than hot rolled prices.

Coated Products. Hot rolled or cold rolled steel can be coated with zinc to render it corrosion-resistant and to improve its paintability. Galvanized, galvannealed, Galvalume®, electro-galvanized and aluminized products are types of coated steels. These are also the highest value-added sheet products because they require the greatest degree of processing and tend to have the strictest quality requirements. Coated steel is used in high volume applications, such as automobiles, household appliances, roofing and siding, heating and air conditioning equipment, air ducts, switch boxes, chimney flues, awnings, garbage cans and food containers. Our paint lines in Butler and Jeffersonville incorporate state-of-the-art coil coating equipment with quick color change capability and on-line color matching which allows us to produce pre-painted steel products that are used in many of these same end products.

Table of Contents

We also produce hot rolled pickled and oiled, hot rolled galvanized, hot rolled galvannealed, cold rolled galvanized, cold rolled galvannealed and fully processed cold rolled sheet. As a result of our lighter gauge hot rolling capabilities, our hot rolled galvanized and galvannealed steel products are capable of replacing products that have traditionally only been available as more expensive cold rolled galvanized or cold rolled galvannealed steel. This material is typically used in transportation products, building products, such as raised garage door panels, heating and cooling products, appliances, furniture and lighting equipment.

Customers. Steel processors and service centers typically act as intermediaries between primary steel producers and the many end-user manufacturers that require further processing of hot rolled coils. The additional processing performed by the intermediate steel processors and service centers include pickling, galvanizing, cutting to length, slitting to size, leveling, blanking, shape correcting, edge rolling, shearing and stamping. We believe that our intermediate steel processor and service center customers will remain an integral part of our customer base. The location of our Jeffersonville facility on the Ohio River also creates opportunities for market expansion into other geographic regions. The Techs produces galvanized flat rolled products that are similar to those produced by our Flat Roll Division and sold to a similar customer base. Each of The Techs facilities specializes in the galvanizing of specific types of flat rolled steels in generally non-automotive applications, servicing a variety of customers in the heating, ventilation and air conditioning (HVAC), construction, agriculture and consumer goods markets. We exported 2% of our sheet products during both 2012 and 2011.

During 2012, we sold our flat rolled products to approximately 300 customers. Heidtman Steel Products, Inc, which is principally owned by one of our directors, accounted for approximately 3% of our consolidated net sales in both 2012 and 2011, respectively.

The following table summarizes the types of customers who purchased our sheet steel products during the respective years:

	2012	2011
Customers:		
Service centers (including end-user intermediaries)	57%	57%
Construction	9	10
Heating, ventilation and air conditioning	4	4
Pipe and tube	6	6
Other original equipment manufacturers (OEM)	24	23
Total	100%	100%

Table of Contents

Markets. Flat rolled products represent the largest portion of the domestic steel market. Flat rolled products consist of hot rolled, cold rolled and coated steel. The following table shows the U.S. shipments of these products, as reported by the American Iron and Steel Institute (AISI).

	Years Ended December 31,				
	2012	**2011**	**2010**	**2009**	**2008**
U.S. Shipments (tons, in millions):					
Hot Rolled(1)	29.5	29.6	25.5	18.1	28.1
Cold Rolled(2)	12.4	11.8	11.1	8.7	13.6
Coated(3)	20.5	19.0	17.2	12.2	18.3
Total	62.4	60.4	53.8	39.0	60.0
Sheet steel as a percentage of total U.S. steel shipments	65%	66%	64%	63%	61%

(1) Includes pipe/tube, sheet, strip and plate in coils.

(2) Includes blackplate, sheet, strip and electrical.

(3) Includes tin coated, hot dipped, galvanized, electrogalvanized and all other metallic coated.

Competitors. Our sheet steel-making operations compete with many North American integrated hot rolled coil producers, such as U.S. Steel (Gary, Indiana); AK Steel Corporation (Middletown, Ohio); and ArcelorMittal (Cleveland, Ohio, and Indiana Harbor, Indiana). In addition, we compete with a number of mini-mills, such as Nucor Corporation (Crawfordsville, Indiana); Gallatin Steel Company (Ghent, Kentucky); and North Star Bluescope Steel (Delta, Ohio).

Competitors in our sheet steel-coating operations include Nucor Corporation (Crawfordsville, Indiana, Hickman, Arkansas and Berkeley, South Carolina); Sharon Coatings (Sharon, Pennsylvania); U.S. Steel (Granite City, Illinois, Pittsburgh, Pennsylvania, Fairless, Pennsylvania and Fairfield, Alabama); Wheeling Nisshin (Follansbee, West Virginia); and Severstal (Columbus, Mississippi).

LONG PRODUCTS

Structural

Our Structural and Rail Division in Columbia City, Indiana, produces structural steel beams, pilings and other steel components for the construction, transportation and industrial machinery markets, as well as standard strength and industrial quality grade rails for the railroad industry. Expansion plans scheduled to come on line before the end of 2013 include the installation of a state-of-the-art heat-treating system that when operational, will allow us to produce head hardened plain carbon steel rails.

We produced 980,000 tons and 876,000 tons at this facility during 2012 and 2011, respectively. Our facility melts scrap and iron units in two single-shell electric arc furnaces. Our two continuous casters are each capable of casting four strands of various sized blooms and beam blanks. Caster one casts in lengths of 17 to 48 feet and caster two in lengths of 17 to 49 feet. We can transport the cast strands directly through a reheat furnace to our original four-stand, all reversing, hot rolling mill; to our medium section rolling mill; or into a storage area for reheating and rolling in either mill at a later time. Our original hot rolling mill rolls the product into either a structural steel product or a rail product. The medium section rolling mill can produce lighter structural shapes and merchant bar. Our Columbia City, Indiana, facility has achieved the ISO 9001:2008 ANSI/ISO/ASQ Q9001-2008 certification.

Table of Contents

Products. We have the capability to produce various structural steel products such as wide flange beams, American Standard beams, miscellaneous beams, H piling material, and channel sections. The following listing shows structural steel products and their intended markets:

Structural Products	End Use
Wide flange, American Standard and miscellaneous beams	Framing and structural girders, columns, bridge stringers, ribs or stiffeners, machine bases or skids, truck parts, and construction equipment
H piling	Foundation supports
Channel sections	Diaphragms, stiffeners, ribs and components in built-up sections

We have also initiated certain value-added services for the Midwestern fabricator market, including exact length and exact piece count capabilities.

Customers. The principal customers for our structural steel products are steel service centers, steel fabricators and various manufacturers. Service centers, though not the ultimate end-user, provide valuable mill distribution functions to the fabricators and manufacturers, including small quantity sales, repackaging, cutting, preliminary processing and warehousing. The majority of our structural steel products are sold to service centers. Exports accounted for 13% and 10% of our Structural and Rail Division's sales in 2012 and 2011, respectively.

Markets. According to the Steel Manufacturers Association, domestic structural steel consumption in 2012, 2011, and 2010 was approximately 6.1 million tons, 5.9 million tons, and 5.4 million tons, respectively. Consumption of structural steel products is influenced both by new construction and manufacturing activity and by the selection of steel over alternative structural or manufacturing materials.

Competitors. Our structural steel products compete with various electric arc furnace structural steelmakers, some of which have cost structures and flexible management cultures similar to our own. Notable competitors include Nucor Corporation (Berkeley, South Carolina); Nucor-Yamato Steel (Blytheville, Arkansas); Gerdau (Midlothian, Texas and Petersburg, Virginia); and ArcelorMittal (LaPlace, Louisiana). We also believe, however, that both geography and product choice play significant roles. There are currently no other structural mills located in the Midwest, one of the largest structural steel consuming regions in the United States, and we believe we provide customer service benefits to service centers, fabricators and manufacturers located in the region. We also believe that most of Canada's structural steel consumption is located in Canada's eastern provinces, closer to us than to either of our two largest competitors. Moreover, we provide a broad product mix, focusing on the mid-range and larger section served only by Nucor-Yamato Steel and Gerdau from locations more remote than our facility.

Rail Products

Our Structural and Rail Division in Columbia City, Indiana currently produces standard strength rails for the railroad industry. We produced and shipped approximately 144,000 tons and 117,000 tons of rail during 2012 and 2011, respectively, and plan to further expand rail shipments in 2013, including the addition of premium rail. In addition, our rail-welding facility has the ability to weld longer length rails to lengths up to 1,700 feet. Such long strings offer substantial savings to the railroads both in terms of initial capital cost and through reduced maintenance. In contrast, current production of rail in the United States, and available imported rail, is limited to a maximum of 80-foot lengths, as a result of existing plant layout restrictions and the physical limitations of ocean freight.

Table of Contents

Products. We are currently capable of manufacturing standard rail grades in weights of 115 lbs. per yard, 136 lbs. per yard, and 141 lbs. per yard, in 240 feet rail lengths, which no one else presently produces in or imports into the United States or Canadian rail markets.

Customers. The marketplace for steel rails in the United States, Canada and Mexico is specialized and defined, with nine major railroads and a large distribution network. We continue the qualification process, and supply rail in 240' lengths and Continuous Welded Rail (CWR) throughout this network. We have broadened our customer base to reach Burlington Northern Santa Fe, Union Pacific, Canadian Pacific Railway, Norfolk Southern, CSX Transportation, Kansas City Southern, LB Foster Co., and most recently Kansas City Southern de Mexico and Ferromex. We have been approved and qualified to supply CWR rail for the tightest and most stringent welding specifications within the North American Rail market, i.e., Amtrak (Passenger Rail).

Markets. According to AISI data, domestic rail shipments averaged approximately 1.0 to 1.1 million tons annually over the 2010 to 2012 period, including standard rail and premium or head-hardened rail. Of the total shipments of rail during 2011, approximately 75% was produced domestically and approximately 25% was imported, mainly from Japan and Europe. There are currently no rail producers in Canada.

Competitors. At present, the rail market is principally served by two other producers: Rocky Mountain Steel (Pueblo, Colorado), a division of Evraz Oregon Steel Mills, Inc., and ArcelorMittal (Steelton, Pennsylvania). Each of these producers has the capability to produce either standard or premium rail, although neither is currently equipped to produce rail in 240-foot lengths, or weld rail into longer sections. Global competitors include high quality integrated and electric furnace steel producers in Europe and Asia, including Voest-Alpine, Nippon Steel, NKK, Tata, Moravia Steel, and Lucchini, SPA.

Engineered Bar Products

Our engineered bar mill located in Pittsboro, Indiana is capable of producing a broad array of engineered special bar quality (SBQ), merchant bar quality (MBQ), and reinforcing bar products. The mill consists of a 100-ton single-shell AC furnace, a three-strand continuous caster currently capable of casting both a 7"×7" billet and a 14"×10" bloom, a reheat furnace, and a rolling mill consisting of a roughing mill and intermediate mill, as well as reducing and sizing blocks used in the production of SBQ rounds. We produced 542,000 tons and 638,000 tons during 2012 and 2011, respectively, at this facility. We generally employ this facility primarily for the manufacture of SBQ products. Expansion plans that are scheduled to come on line before the end of 2013 are intended to increase the mill's capacity to produce special-bar-quality (SBQ) steel bars from 625,000 tons to 950,000 tons, and to expand the mill's product offering of high-quality small-diameter (1-inch to 3-inch) precision SBQ bars.

Adjacent to our engineered bar mill, we have a finishing facility which provides various downstream finishing operations for our SBQ steel bars. Currently, the facility has an estimated annual processing capacity of 190,000 tons. Processing operations include turning, polishing, straightening, chamfering, precision saw-cutting and heat-treating capabilities. In addition, non-destructive testing services are available, including eddy current, flux leakage and ultrasonic inspection. The additional processing capabilities provide essential processes and services that have been requested by our growing SBQ customer base. Additionally, our facility has achieved the ISO 9001:2008 ANSI/ISO/ASQ Q9001-2008 certification.

Products. We are capable of producing a broad line of engineered SBQ products. SBQ products are uniquely designed for applications ranging from gears and shafts to mining equipment and oil patch tubing. We can produce SBQ rounds in sizes from 1.5 to 9 inches and SBQ round cornered squares in sizes from 2 to 8 inches. Approximately 25% and 30% of our products produced had additional processing completed in our bar finishing facility in 2012 and 2011, respectively.

Table of Contents

Customers. SBQ products are principally consumed by cold finishers, forgers, intermediate processors, OEM manufacturers, steel service centers, and distributors. Major customers include Caterpillar, OneSteel Grinding, and Michigan Seamless Tube. Export sales accounted for 7% and 3% of our Engineered Bar Product Division's sales in 2012 and 2011.

Markets. According to AISI data, domestic apparent hot rolled bar steel demand has increased from approximately 4.5 million tons annually in 2010 to approximately 5.7 million tons in 2012. According to the AISI, apparent demand of light structural shapes, also characterized by a major dimension of less than 3 inches, increased from 1.9 million tons in 2010 to over 2.3 million tons in 2012. These amounts include both SBQ and merchant bar products.

Competitors. Our major competitors for SBQ products include Republic Engineered Products (Akron, Ohio); The Timken Company (Canton, Ohio); Gerdau (Jackson, Michigan), and Nucor (Memphis, Tennessee and Monroe, Michigan).

Merchant Bar Products

Our primary merchant bar producing facility is our Roanoke, Virginia mill. Originally constructed in the mid-1950's this mini-mill has gone through several major upgrades and expansions. Currently, the mill consists of a primary 100-ton electric arc furnace, a ladle metallurgy furnace, a five-strand continuous caster capable of casting up to 6 inch square billets, a reheat furnace, and a rolling mill with automatic in-line straightening, shearing and bundling capabilities. Additionally, the Roanoke facility has achieved the ISO 9001:2008 certification.

During 2012 and 2011, Roanoke produced 623,000 tons and 590,000 tons of billets respectively, and 466,000 tons and 454,000 tons of finished steel products, respectively. The excess steel billet production is sold to mills without sufficient melting capacities, including some of our own mills, such as our Steel of West Virginia facility. In addition, our steel fabrication operations also purchase angles from our Roanoke facility.

Products. We are capable of producing a broad line of merchant steel products consisting of angles, plain rounds, flats, channels, and reinforcing bars of various lengths and sizes. We also produce various sizes and grades of billets.

Customers. These merchant bar products are sold primarily to steel service centers as well as rebar distributors, joist producers, and OEMs, while billets are sold to other steel mills, including our Steel of West Virginia mill. Roanoke exported less than 1% of its tons in both 2012 and 2011.

Markets. The apparent domestic hot rolled bar and reinforcing bar combined demand increased from approximately 11 million tons annually in 2010 and 2011 to approximately 12 million tons annually in 2012 according to AISI data. In addition the AISI apparent domestic demand of bar-sized light shapes averaged approximately 2.1 million tons annually during the 2010 to 2012 period. These amounts include both SBQ and merchant bar products.

Competitors. Our major competitors for merchant bar products are Nucor Corporation (Darlington, South Carolina, Auburn, New York, Birmingham, Alabama, Jackson, Mississippi, Kankakee, Illinois and Marion, Ohio); Commercial Metals Company (Cayce, South Carolina and Birmingham, Alabama); and Gerdau (Charlotte, North Carolina, Cambridge, Ontario, Whitby, Ontario, Cartersville, Georgia, Jacksonville, Florida, Joliet, Illinois, Knoxville, Tennessee, Sayerville, New Jersey and Jackson, Tennessee).

Table of Contents

Specialty Shapes

Our Steel of West Virginia mill consists of two 70-ton electric arc furnaces, a three strand continuous caster capable of casting squares from 4 × 4 inches to 8 × 8 inches and rectangles from 5 ×4 inches to 4 × 9.75 inches, two rolling mills and various types of fabrication equipment. Unlike most other mills, Steel of West Virginia frequently performs finishing operations on its products, such as cutting to length, additional straightening, hole punching, shot blasting, welding and coating. Through this additional finishing, we create custom finished products that are generally placed directly into our customers' assembly operations. Steel of West Virginia has fabrication facilities in Huntington, West Virginia and Memphis, Tennessee. We produced 296,000 tons and 269,000 tons of various merchant and structural steel products at this facility during 2012 and 2011, respectively. Additionally, Steel of West Virginia has achieved the ISO 9001:2008 certification.

Products. We produce or fabricate specialty steel sections and custom-finished products, which are placed directly into customers' assembly lines. Our flexible manufacturing capabilities enable us to meet demand for a variety of custom-ordered and designed products. Many of these products are produced in small quantities for low volume end uses.

Customers. Our customers are primarily OEMs producing truck trailers, industrial lift trucks, merchant products, guardrail posts, manufactured housing, mining, and off-highway construction equipment. While we have a wide variety of customers, the largest are in the truck trailer and industrial lift truck industries.

Markets. Steel of West Virginia operations generally sell into smaller niche markets. During 2012 and 2011, Steel of West Virginia exported 9% and 7% of its sales.

Competitors. Our industrial truck products compete with European operations, such as Mannstaedt (Germany); Tata Steel (United Kingdom); and Hoesch (Germany). Our major truck trailer beam competitor is a division of Gerdau (Manitoba, Canada and Memphis, Tennessee). Our other product offerings compete on a national basis with Nucor (Berkeley, South Carolina and Darlington, South Carolina) and Gerdau (Cartersville, Georgia).

Metals Recycling and Ferrous Resources Operations

METALS RECYCLING

Our metals recycling operations include both ferrous and nonferrous scrap metal processing, transportation, marketing, brokerage, and consulting services in over 70 locations primarily in the Midwest and Southeast portion of the United States. In addition, OmniSource designs, installs and manages customized scrap management programs for industrial manufacturing companies at nearly 400 locations throughout North America. Our steel mills utilize a portion of the steel scrap processed through OmniSource as raw material in our steelmaking operations, and the remainder is sold to other consumers, such as other steel manufacturers and foundries. In 2012, 2011, and 2010, OmniSource supplied our steel mills with approximately 51%, 52%, and 47%, respectively, of the tons of their ferrous raw material requirements, representing approximately 46%, 43%, and 42%, respectively, of OmniSource's 2012, 2011, and 2010 ferrous shipped tons.

Our metals recycling operations processed and/or brokered approximately 5.6 million gross tons and 5.9 million gross tons of ferrous material during 2012 and 2011, respectively. OmniSource also processed and brokered approximately 1.1 billion pounds of nonferrous material during 2012 and 2011. OmniSource's revenues by major scrap category were 64% ferrous and 36% nonferrous (including stainless) in 2012 and 2011. During 2012 and 2011, approximately 10% and 11%, respectively, of OmniSource's revenues were from export sales primarily from nonferrous materials.

Table of Contents

We sell various grades of ferrous scrap metals to steel mills and foundries, and we sell various grades of nonferrous metals such as copper, brass, aluminum and stainless steel. We generally sell these nonferrous materials to aluminum sheet and ingot manufacturers, brass and bronze ingot makers, copper refineries and mills, smelters, specialty mills, alloy manufacturers and other consumers. Ferrous scrap metal is the primary raw material for electric arc furnaces such as those operated by our steel mills. We purchase ferrous and nonferrous scrap metals, processed and unprocessed, in a variety of forms for our metals recycling facilities.

Ferrous scrap comes from two primary sources: (i) manufacturers and industrial plants, metal fabrication plants, machine shops and factories which generate steel scrap referred to as prompt or industrial scrap, and (ii) scrap dealers, retail individuals, auto wreckers, demolition firms and others who generate steel and iron scrap referred to as "obsolete" scrap. Market demand and the composition, quality, size, weight and location of the materials are the primary factors that determine prices. We purchase nonferrous scrap from three primary sources: (i) manufacturers and other nonferrous scrap sources which generate or sell scrap aluminum, copper, stainless steel and other nonferrous metals; (ii) producers of electricity, telecommunication service providers, aerospace, defense and recycling companies that generate nonferrous scrap consisting primarily of copper wire, aluminum beverage cans and various other metals and alloys; and (iii) retail individuals who deliver directly to our facilities material which they collect from a variety of sources. During 2012, the company continued to expand its number of retail yards in strategic locations to increase cost-effective scrap sourcing. Additional retail yard expansion is planned for 2013. We also collect ferrous and nonferrous scrap from sources other than those that are delivered directly to our processing facilities by placing retrieval containers near these sources. The containers are subsequently transported to our processing facilities.

Our metals recycling facilities consist of offices, warehouse buildings and open-air collection and processing facilities of various sizes and acreages, equipped with specialized equipment for processing both ferrous and nonferrous metal where we receive, sort, process and store the metals. We equip our facilities with scales, shears, baling presses, briquetting machines, conveyors and magnetic separators, which enable us to efficiently process large volumes of scrap metals. To facilitate processing, shipping and receiving, we equip our ferrous metal processing centers with presses, shredders or hydraulic shears to prepare and compress scrap metal for easier handling. Cranes are utilized to handle scrap metals for processing and to load material for shipment. Many of our facilities have rail access as ferrous scrap is primarily shipped by open gondola railcar. Additionally, several of the metals recycling divisions have achieved certifications, including ISO 9001:2008 and ISO 14001:2004 certification. We continue to make improvements such as our successful installation and commissioning at three locations of the Gamma Tech analyzer which allows for a more precise measure of copper content in scrap metal. These additions have benefited our steel mills by providing a known, low-copper scrap source while providing OmniSource a competitive product advantage to other customers. During 2012 we began to construct enhanced downstream separation technology at two of our locations, which when operational in 2013 will further enhance the recovery of nonferrous materials from residual shredded material and decrease landfill costs.

Products. Our metals recycling operations primarily involve the purchase, processing and resale of ferrous and nonferrous scrap metals into reusable forms and grades.

We process an array of ferrous products used in foundry and steel mill applications for use in our own steel mills or for resale to other customers through a variety of methods, including sorting, shearing, cutting, torching, baling, shredding, briquetting and breaking. Our major ferrous products include heavy melting steel, busheling, bundled scrap, shredded scrap and other scrap metal products such as steel turnings and cast iron. These products vary in properties or attributes related to cleanness, size of individual pieces and residual alloys. These factors are determined by the specific needs and requirements of the consumer and affect the individual product's relative value. We process nonferrous products, including aluminum, brass, copper, stainless steel and other nonferrous metals for use in

Table of Contents

foundry, mill refining, and smelting applications. Our Superior Aluminum Alloys operations produce specification aluminum alloys in the form of ingots, sows and molten metal. In addition, we provide transportation logistics (truck, rail, and river barge), management services, marketing, brokerage, and consulting services related to the scrap industry.

Customers. We sell processed ferrous scrap to end-users such as steel producing mini-mills, integrated steelmakers, foundries, secondary smelters and metal brokers, who aggregate materials for other large users. Most of our ferrous-scrap customers purchase processed scrap through negotiated spot sales contracts which establish a quantity purchase for the month. The price we charge for ferrous scrap depends upon market demand and transportation costs, as well as, the quality and grade of the scrap. In many cases, our selling price also includes the cost of transportation to the end-user.

We sell processed nonferrous scrap to end-users such as specialty steelmakers, foundries, aluminum sheet and ingot manufacturers, copper refineries and smelters, brass and bronze ingot manufacturers, wire and cable producers, utilities and telephone networks.

Markets. According to the Institute of Scrap Recycling Industries (ISRI), approximately 74 million metric tons and 66 million metric tons of recycled iron and steel (including stainless and alloys) were processed in the United States during 2011 and 2010, respectively. In addition, approximately nine million and eight million metric tons of nonferrous scrap (including aluminum, copper, lead, and zinc) were processed during both 2011 and 2010, respectively. Scrap is a global commodity influenced by conditions in a number of industrialized and emerging-markets throughout Asia, Europe and North America. ISRI estimates that approximately 23 million metric tons and 19 million metric tons of ferrous scrap were exported from the United States in 2011 and 2010, respectively. Nonferrous exports from the United States were estimated by ISRI to be 3.4 million metric tons and 3.0 million metric tons in 2011 and 2010, respectively.

Scrap metal supplies are generated from a variety of sources. Industrial scrap or home scrap is generated from steel processing and manufacturing facilities utilizing steel in their production process. Obsolete scrap including post consumer waste, demolition of steel structures and automobiles represent a significant source of scrap generation. We do not purchase a material amount of scrap metal from a single source or from a limited number of major sources.

Competitors. The markets for scrap metals are highly competitive, both in the purchase of raw scrap and the sale of processed scrap. With regard to the purchase of raw scrap, we compete with numerous independent recyclers, as well as smaller scrap companies engaged only in collecting industrial scrap. In many cases we also purchase unprocessed scrap metal from smaller scrap dealers and other processors. Successful procurement of materials is determined primarily by the price offered by the purchaser for the raw scrap and the proximity of our processing facility to the source of the raw scrap. Both ferrous and nonferrous scrap sells as a commodity in both national and international markets, which are affected by relative economic conditions, currency fluctuations and the availability and cost of transportation. Competition for sales of processed scrap is based primarily on the price, quality and location of the scrap metals, as well as the level of service provided in terms of reliability and timing of delivery.

We also face potential competition for sales of processed scrap from other producers of steel products, such as integrated steel mills and steel mini-mills, some of which are vertically integrated in the scrap metals recycling business, as a number of steel manufacturers, as we do, currently operate their own scrap yards. In addition, other steel mills may compete with us in attempting to secure scrap supply through direct purchasing from our scrap suppliers. Scrap metal processors also face competition from substitutes for prepared ferrous scrap, such as pre-reduced iron pellets, hot briquetted iron, pig iron, iron carbide and other forms of processed iron. The availability and relative prices of substitutes

Table of Contents

for ferrous scrap could result in a decreased demand for processed ferrous scrap and could result in lower prices and/or lower demand for our scrap products.

The industry is highly fragmented with many smaller family-owned companies, although OmniSource also competes with a number of national and global companies, each of which has multiple locations in areas in which OmniSource also operates. These larger entities include The David J. Joseph Company (a subsidiary of Nucor Corporation), Sims Metal Management, PSC Metals, Aleris International, CMC, a division of Commercial Metals Company, and Schnitzer Steel. In addition, OmniSource competes with many regional scrap companies. No single scrap metals recycler has a significant market share in the domestic market.

FERROUS RESOURCES

Iron Dynamics

Iron Dynamics developed a process of producing liquid pig iron and hot briquetted iron (HBI) that serves as a substitute for a portion of the metallic raw material mix that goes into our electric arc furnaces to produce steel. Direct reduced iron (DRI) is a metallic product made from millscale and iron ore "fines" that has been reduced in a rotary hearth furnace, using natural gas and coal. The reduction method employed by Iron Dynamics uses coal as the reducing agent. The DRI is either compacted by briquetters to form HBI, or is processed further to produce liquid pig iron. HBI can be immediately used in our melting furnaces or stockpiled for later use. Liquid pig iron is tapped from Iron Dynamics' submerged arc furnace and immediately transferred in ladles to the flat roll mill's melt shop, where it is combined with scrap steel in the mill's electric arc furnaces.

The plant's primary focus is to maximize liquid pig iron production, due to the inherent economic benefits achieved when the material is used in the steelmaking process, such as reduced energy cost, reduced materials cost and quicker melting cycles. During 2012 and 2011 respectively, Iron Dynamics produced 226,000 and 230,000 metric tons, of which 208,000 metric tons, or 92%, and 198,000 metric tons, or 86%, was liquid pig iron. We have used and plan to use all of the facility's output in our Flat Roll steelmaking operations.

Minnesota Iron Operations Mesabi Nugget, Mesabi Mining, and Mining Resources.

Our Minnesota iron operations consists of Mesabi Nugget, (owned 81% by us); our planned future iron mining operations which is currently in the permitting process, Mesabi Mining; and, our iron tailings operations, Mining Resources (owned 80% by us). Mesabi Nugget is the world's first commercial ironmaking facility to use the ITmk3® process, an iron-nugget production technology pioneered by Kobe Steel, Ltd., which Kobe Steel is licensing to the venture. The construction of the Mesabi Nugget facility was completed in 2009, and initial production of iron nuggets commenced January 2010. Since that time, we have continued to refine this pioneering production process and changed equipment configurations to increase production, improve quality, and increase plant availability. A planned six-week outage in the fall of 2012 was used to complete the groundwork necessary for the implementation of further improvements expected to be made in the first half of 2013. These modifications are expected to improve both volume and product quality. The facility's designed annual production capacity is 500,000 metric tons. In 2012, 2011 and 2010, Mesabi Nugget produced and shipped 169,000, 160,000 and 67,000 metric tons of iron-nuggets, respectively, for use by our own steel mills. Our iron tailings operation, Mining Resources, started operations in the fourth quarter of 2012 and expects to be at full capacity during the first half of 2013. This operation, which involves the extraction of iron ore tailings from previously developed stockpiles or water-filed tailings basins, provides iron ore tailings to be concentrated for use by Mesabi Nugget as low-cost iron concentrate in the nugget production process.

Table of Contents

Sources, Availability and Cost of Steel and Other Operations' Raw Materials.

Scrap Metals. Our principal raw material of our steel operations segment is scrap metal derived from, among other sources "home scrap," generated internally at steel mills themselves; industrial scrap, generated as a by-product of manufacturing; and "obsolete" scrap recycled from end-of-life automobiles, appliances, railroad cars and railroad track materials, agricultural machinery and demolition scrap from obsolete structures, containers and machines.

Scrap typically comprises more than 80% of the metallic melt mix in electric arc furnace steelmaking, in contrast to integrated mill steelmaking, where the proportion of scrap has traditionally been approximately 25% to 35%. Depending upon the scrap substitute material that may be available from time to time, and the relative cost of such material, the percentage of scrap used in our steelmaking operations could be reduced in our metallic melt mix.

Many variables can impact scrap prices, all of which reflect the pushes and pulls of the supply demand equation. These factors include the level of U.S. new steel production (for high-quality, low-residual scrap is a by-product of new steel manufacturing activity), the level of exports of scrap from the United States, the amount of obsolete scrap production and the effect of speculation on the amount of scrap offered on the market from time to time. Generally, as domestic steel demand increases, so does scrap demand and resulting scrap prices. The reverse is also normally, but not always, true with scrap prices following steel prices downward when supply exceeds demand.

The following table provides pricing per gross ton from American Metal Market and Iron Age (Pig Iron) estimates for ferrous materials used in steel production:

The price of steel scrap, as a commodity, has tended to be volatile, rising and falling with supply and demand and not always in lock step with or in proportion to the market price of new steel. When scrap costs greatly accelerate, this threatens one of the principal elements of a mini-mill's traditional lower cost structure the cost of its metallic raw material. Therefore, having a lower cost alternative source of iron for a portion of a mini-mill's melt mix, if realizable, would partially buffer the effects of high scrap prices and scrap price volatility. With the growing proportion of electric furnace steelmaking, both worldwide and domestically, we believe that the benefit of developing a cost-effective alternate iron source to augment scrap, our primary raw material, makes good economic sense in the long run.

Iron Units. In addition to scrap, direct reduced iron, hot briquetted iron, pig iron, and iron-nuggets are used in electric furnace mini-mill steel production. During 2012 and 2011, we

Table of Contents

consumed 6.0 million tons of metallic materials in our steel making furnaces, of which iron units other than scrap represented approximately 8% and 7% of the tons, respectively. Of these iron substitute units consumed, our Iron Dynamics and Mesabi Nugget operations together supplied 90% and 87% of these iron units in 2012 and 2011, respectively.

Iron Concentrate and Coal. At our Mesabi Nugget operations, iron concentrate and coal represent the most significant raw material inputs necessary to iron nugget production. We historically have been able to obtain all our iron concentrate needs from reliable external sources. These external sources generally price the iron concentrate quarterly with the price driven largely by a small number of suppliers and the global market for iron. Iron concentrate costs were therefore outside our control and could change independent of other ferrous scrap costs. Development of our own more stable low-cost iron sources, like Mining Resources and Mesabi Mining, is therefore a very meaningful step in securing a more stable supply of lower cost iron units.

Coal pricing is typically set annually, and although supply is generally sufficient as there are ample reliable sources domestically, unexpected mine outages can interrupt availability and potentially increase our costs. Given the annual pricing and the potential supply interruptions, the cost of coal may not correlate with the ever changing environment of iron unit, scrap and steel pricing.

Steel Fabrication Operations

Our steel fabrication operations primarily serve the non-residential construction industry. In October 2010, we purchased certain joist assets from another manufacturer, including three plants located in Hope, Arkansas; Fallon, Nevada; and Juarez, Mexico. These new facilities when combined with our existing facilities operating in Indiana, Florida and Virginia give us a national footprint that allow us to service the entire U.S. construction market, as well as national accounts such as large retail chains.

We fabricate trusses, girders, steel joists and steel decking primarily for the non-residential building components market. Total production of all products was 295,000 tons and 218,000 tons during 2012 and 2011, respectively. Our Flat Roll Division and Roanoke Bar Division supply a substantial portion of the steel utilized in these manufacturing operations.

Products. Our fabrication operations produce steel building components, including steel joists, girders, and trusses. Our individual joist products include bowstring, arched, scissor, double-pitched and single-pitched joists. Our Indiana, Florida and Virginia plants also produce a full range of steel roof, form, and composite floor decking.

Customers. Our primary fabrication customers are non-residential steel fabricators. Other customers include metal building companies, general construction contractors, developers, brokers and governmental entities. Our customers are located throughout the United States with a concentration in the eastern half of the country. Through our new locations at Arkansas, Nevada, and Juarez, Mexico we are facilitating the expansion of our fabrication operations' to U.S. construction markets in the Southwest and the West, and to national accounts.

Markets. Our fabrication operations primarily serve the non-residential construction industry. The recent downturn and slow recovery in the non-residential construction markets has resulted in demand for joist and deck products to decrease from previous levels seen in 2008 and prior. The steel joist and deck market in the United States was approximately 1.0 million tons in 2009 and 2010, rebounded slightly to 1.2 million tons in 2011, and then further to 1.3 million tons in 2012, per the Steel Manufacturers Association. We believe the ramp up of our recently acquired locations will continue to proceed as the market strengthens. We believe the long-term prospects for this business are sound, and market indices increases in the latter half of 2012 provide some positive signs of recovery.

Table of Contents

Competitors. Our main competitors in the joist business are Vulcraft, a division of Nucor Corporation; Canam Group; Quincy Joist Co.; Joist Structural; and Valley Joist. In the steel decking business, New Millennium's main competitors are Vulcraft; Wheeling Corrugating Co.; Quincy Joist Co.; Consolidated Systems, Inc.; and Canam Group.

Energy Resources

Electricity. Electricity is a significant input required in the electric arc furnaces in our steelmaking operations (excluding The Techs), representing 5% of steel production costs of goods sold in 2012 and 2011. We have entered into a fixed price interruptible electricity supply agreement that extends through December 31, 2014, for our Flat Roll Division in Butler, Indiana. The contract allows our supplier to interrupt service in the event of an emergency or in response to various market conditions. Our Engineered Bar Products Division has a combination of fixed pricing and market pricing for the various components of the electrical services (demand charge, energy charge, riders, etc.). Our Structural and Rail Division, Roanoke Bar Division, and Steel of West Virginia purchase electricity at current market prices.

Natural Gas. We purchase a portion of our steel operations' natural gas requirements at market prices and a portion by entering into hedging transactions on the futures markets for ultimate physical delivery in order to help minimize price volatility. These contracts typically have duration of up to 24 months, but on occasion may extend further. Natural gas represented 1.3% and 1.5% of steel operations (excluding The Techs) costs of goods sold in 2012 and 2011, respectively.

Patents and Trademarks

We currently do not own any material patents or patent applications for technologies that are in use in our production processes. We have seven major registered trademarks, as follows:

the mark "SDI" and a chevron alone;

the mark "SDI" and a chevron and "Steel Dynamics, Inc." to the right of the chevron;

the mark "SDI" and a chevron and "Steel Dynamics" to the right of the chevron;

the mark "OmniSource Corporation" with the circle logo design;

the slogan "The Best in Metals Recycling";

the mark "The Techs"; and

the mark "New Millennium Building Systems, LLC".

Research and Development

Our research and development efforts have consisted of efforts to develop or improve our operating practices, and our efforts to develop and improve alternative ironmaking technologies through Iron Dynamics and our investment in Mesabi Nugget. With the exception of Mesabi Nugget, most of these research and development efforts have been conducted in-house by our employees. We have joined with Kobe Steel, LTD in the development and commercialization of ITMK3® iron nugget production process technology being utilized at our Mesabi Nugget project.

Environmental Matters

Our steel operations, metals recycling and ferrous resources operations, and steel fabrication operations are subject to substantial and evolving local, state and federal environmental, health and safety laws and regulations concerning, among other things, emissions to the air, discharges to surface and ground water and to sewer systems, and the generation, handling, storage, transportation,

Table of Contents

treatment and disposal of toxic and hazardous substances. Our manufacturing operations are dependent upon both state and federal permits regulating discharges into the air or into the water in order to operate our facilities. We believe that in all current respects our steel operations, metals recycling and ferrous resources operations, and steel fabrication operations are in material compliance with all provisions of federal and state laws concerning the environment and we do not currently believe that future compliance with such provisions will have a material adverse effect on our results of operations, cash flows or financial condition.

Since the level of enforcement of environmental laws and regulations, or the nature of those laws that may be enacted from time to time are sometimes subject to changing social or political pressures, our environmental capital expenditures and costs for environmental compliance may increase in the future. In addition, due to the possibility of unanticipated regulatory or other developments, the amount and timing of future environmental expenditures may vary substantially from those currently anticipated. The cost of current and future environmental compliance may also place U.S. steel producers at a competitive disadvantage with respect to foreign steel producers, which may not be required to undertake equivalent costs in their operations.

Pursuant to the Resource Conservation and Recovery Act, or RCRA, which governs the treatment, handling and disposal of solid and hazardous wastes, the United States Environmental Protection Agency, or U.S. EPA, and authorized state environmental agencies conduct inspections of RCRA regulated facilities to identify areas where there may have been releases of solid or hazardous constituents into the environment and require the facilities to take corrective action to remediate any such releases. RCRA also allows citizens to bring certain suits against regulated facilities for potential damages and clean up. Our steelmaking facilities are subject to RCRA. Our manufacturing operations produce various by-products, some of which, for example, electric arc furnace or EAF dust, are categorized as industrial or hazardous waste, requiring special handling for disposal or for the recovery of metallics. We collect such co-products in approved baghouses and other facilities, but we are also examining alternative reclamation technologies to recycle some of these products. While we cannot predict the future actions of the regulators or other interested parties, the potential exists for required corrective action at these facilities, the costs of which could be substantial.

Under the Comprehensive Environmental Response, Compensation and Liability Act, or CERCLA, the U.S. EPA and, in some instances, private parties have the authority to impose joint and several liability for the remediation of contaminated properties upon generators of waste, current and former site owners and operators, transporters and other potentially responsible parties, regardless of fault or the legality of the original disposal activity. Many states, including Indiana, have statutes and regulatory authorities similar to CERCLA and to the U.S. EPA. We have a number of waste handling agreements with various contractors to properly dispose of our electric arc furnace dust and certain other waste products of steelmaking. However, we cannot assure that, even if there has been no fault by us, we may not still be cited as a waste generator by reason of an environmental clean up at a site to which our waste products were transported.

In addition to RCRA and CERCLA, there are a number of other environmental, health and safety laws and regulations that apply to our facilities and may affect our operations. By way of example and not of limitation, certain portions of the federal Clean Air Act, Clean Water Act, Toxic Substances Control Act, Oil Pollution Act, Safe Drinking Water Act and Emergency Planning and Community Right-to-Know Act, as well as state and local laws and regulations implemented by the regulatory agencies, apply to our facilities' operations. Many of these laws allow both the governments and citizens to bring certain suits against regulated facilities for alleged environmental violations. Finally, any steelmaking and metals recycling company could be subject to certain toxic tort suits brought by citizens or other third parties alleging causes of action such as nuisance, negligence, trespass, infliction of emotional distress, or other claims alleging personal injury or property damage.

Table of Contents

Employees

Our work force consisted of approximately 6,670 full time employees at December 31, 2012, of which approximately 10% were represented by collective bargaining agreements. The largest group of unionized employees is at Steel of West Virginia. The remaining unionized employees are located in five different OmniSource metals recycling locations, each of which has its own agreement. We believe that our relationship with our employees is good.

Available Information

Our internet website address is *http://www.steeldynamics.com*. We make available on our internet website, under "Investor Center," free of charge, as soon as reasonably practicable after such materials are electronically filed with, or furnished to, the SEC, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports, as well as press releases, ownership reports pursuant to Section 16(a) of the Securities Act of 1933, our Code of Ethics for Principal Executive Officers and Senior Executive Officers, our Code of Business Conduct and Ethics and any amendments thereto to or waivers thereof, as well as our Audit, Compensation and Nominating and Corporate Governance Committee Charters. We do not intend to incorporate the contents of our or any other website into this report.

ITEM 1A. RISK FACTORS

Many factors could have an effect on our financial condition, cash flows and results of operations. We are subject to various risks resulting from changing economic, environmental, political, industry, business and financial conditions. The factors described below represent our principal risks.

Risks Related to our Industry

Our industry is affected by domestic and global economic factors including the risk of a recurrent recession.

Our financial results are substantially dependent not only upon overall economic conditions in the United States, in Europe and in Asia, but also as they may affect one or more of the industries upon which we depend for the sale of our products. The sluggish pace of the recovery from the deep global recession that began in the United States in 2008 is continuing to have an adverse effect on demand for our products and, therefore, the results of our operations, and a further prolongation of that recession could further decrease the demand for our products and further adversely affect our business. In addition, uncertainty over the potential economic consequences of the continuing budgetary impasse in the United States could have a further adverse impact on demand for our products. Moreover, the European debt crisis has created additional uncertainty that could further exacerbate the recovery. Metals industries have historically been vulnerable to significant declines in consumption and product pricing during periods of economic downturn. Likewise, the pace of domestic non-residential construction activity has historically slowed during economic downturns and has been at historically low levels in recent years.

Our business is also dependent upon certain industries, such as commercial and government construction, energy, metals service centers, automotive, agriculture, transportation, petrochemical and original equipment manufacturing, and these industries are also cyclical in nature. Therefore, these industries may experience their own fluctuations in demand for our products based on such things as economic conditions, energy prices, consumer demand and infrastructure funding decisions by governments. Many of these factors are beyond our control. As a result of the volatility in the industries we serve, we may have difficulty increasing or maintaining our level of sales or profitability. If the industries we serve were to suffer a downturn, then our business may be further adversely affected.

Table of Contents

Our level of production and our sales and earnings are subject to significant fluctuations as a result of the cyclical nature of the steel industry and some of the industries we serve.

The steel manufacturing business is cyclical in nature, and the price of the steel we make may fluctuate significantly due to many factors beyond our control. Furthermore, many of our products are commodities, subject to their own cyclical fluctuations in supply and demand in both metal consuming and metal generating industries, including the construction industry. The timing and magnitude of these price fluctuations are difficult to predict. The sale of our manufactured steel products is directly affected by demand for our products in other cyclical industries, such as the automotive, oil and gas, gas transmission, residential and commercial/industrial construction, commercial equipment, rail transportation, appliance, agricultural and durable goods industries. While the domestic automotive industry, which is a major consumer of new steel and a major generator of steel scrap, has shown recent signs of improvement, it has not yet fully recovered from the recent unprecedented downturn in demand. Economic difficulties, stagnant economies, supply/demand imbalances and currency fluctuations in the United States or globally could further decrease the demand for our products or increase the amount of imports of steel into the United States, which could decrease our sales, margins and profitability.

The scrap metal recycling industry has historically been, and is expected to remain, highly cyclical. A prolonged period of low scrap prices could result in the weakening of inbound scrap flows and thereby reduce our ability to obtain, process and sell recycled materials and this could have a material adverse effect on our metals recycling operations' results.

Scrap metal prices are volatile and operating results within the metals recycling industry in general have historically been cyclical, and are expected to remain highly cyclical in nature. Similarly, but not necessarily paralleling the price fluctuations in the steel business, the purchase prices for automobile bodies and various other grades of obsolete and industrial scrap, as well as the selling prices for processed and recycled scrap metals we utilize in our own manufacturing process or we resell to others through our metals recycling operations, are also highly volatile. As a metals recycler, we may attempt to respond to changing recycled metal selling prices by adjusting the scrap metal purchase prices we pay to others, but our ability to do this may be limited by competitive or other factors during periods of low scrap prices, when inbound scrap flow may slow considerably, as scrap generators hold onto their scrap in hopes of getting higher prices later. Conversely, periodic increased foreign demand for scrap can result in an outflow of available domestic scrap as well as resulting higher scrap prices domestically that cannot always be passed on to domestic scrap consumers, thereby further reducing available domestic scrap flows and scrap margins all of which could adversely affect our sales and profitability.

Imports of steel into the United States have in the past adversely affected, and may again adversely affect, U.S. steel prices, which could impact our sales, margins and profitability.

Global steelmaking capacity currently exceeds global consumption of steel products. Such excess capacity sometimes results in steel manufacturers in certain countries exporting steel at prices that are lower than prevailing domestic prices, and sometimes at or below their cost of production. Excessive imports of steel into the United States, as a result of excess world supply, have in past years exerted, and may again in the future exert downward pressure on U.S. steel prices and may reduce or may negatively affect our ability to increase our sales, margins, and profitability. U.S. steel producers compete with many foreign producers, including those in China. Competition from foreign producers is typically strong and is periodically exacerbated by weakening of the economies of certain foreign steelmaking countries. Greater steel exports to the United States tend to occur at depressed prices when steel producing countries experience periods of economic difficulty, decreased demand for steel products or excess capacity.

Table of Contents

In addition, we believe the downward pressure on, and periodically depressed levels of U.S. steel prices in some recent years have been further exacerbated by imports of steel involving dumping and subsidy abuses by foreign steel producers. Some foreign steel producers are owned, controlled or subsidized by foreign governments. As a result, decisions by these producers with respect to their production, sales and pricing are sometimes influenced to a greater degree by political and economic policy considerations than by prevailing market conditions, realities of the marketplace or consideration of profit or loss. However, while some tariffs and quotas are periodically put into effect for certain steel products imported from a number of countries that have been found to have been unfairly pricing steel imports to the U.S., there is no assurance that tariffs and quotas will always be levied, even if otherwise justified, and even when imposed many of these are only short-lived. When such tariffs or duties expire or if others are further relaxed or repealed, or if relatively higher U.S. steel prices make it attractive for foreign steelmakers to export their steel products to the United States, despite the presence of duties or tariffs, the resurgence of substantial imports of foreign steel could create downward pressure on U.S. steel prices.

China's current steelmaking overcapacity in relation to its steel consumption could have a material adverse effect on domestic and global steel pricing and could result in increased steel imports into the United States.

A significant factor in the worldwide volatility of steel pricing in recent years was the explosive growth in Chinese steel consumption in relation to its domestic production, which, until the third quarter of 2008, had vastly outpaced that country's capacity to produce steel in sufficient quantity to serve its internal demand. The shortage of Chinese domestic steel supply, during this time period, resulted not only in heightened Chinese demand for imported steel and other raw materials, with a consequent upward spiral in worldwide steel pricing for finished steel products, but also led to a rapid and significant expansion of steel production capacity in China, as well as many of the commodities, supplies and services utilized in steelmaking. However, the addition of new Chinese steel production capacity, coupled with the subsequent drop in Chinese steel consumption that began in 2008, and the continued utilization of a large amount of outdated, inefficient and government subsidized production capacity, has resulted in a situation in which China's steel producing capacity currently exceeds that country's decreasing demand for many kinds of steel products that we produce and has made China an increasingly larger net exporter of steel. Therefore, a combination of a slowdown in China's economic growth rate and steel consumption, coupled with its own expansion of steelmaking capacity, could result in a continuing stagnation or further weakening of both domestic and global steel demand and steel pricing. Also, should Chinese steelmaking capacity remain the same or further increase, or should its demand either further slow or weaken, China might not only remain a net exporter of steel but many Asian and European steel producers whose steel output previously fed China's steel import needs could find their way into the U.S. market through increased steel imports, causing a further erosion of margins or negatively impacting our ability to increase our prices.

The worldwide economic downturn that began in 2008 and the difficult conditions in the global industrial, capital and credit markets that resulted, have adversely affected and may continue to adversely affect our business and our industry, as well as the industries of many of our customers and suppliers upon whom we are dependent.

Many of the markets in which our customers participate, such as the automotive, consumer products, original equipment, agriculture, transportation, manufacturing, commercial, residential and government construction, and metals service center industries, are also cyclical in nature and experience significant fluctuations in demand for our steel products based on economic conditions, consumer demand, raw material and energy costs, and decisions by our government to fund or not fund infrastructure projects such as highways, bridges, schools, energy plants, railroads and transportation facilities. Many of these factors are beyond our control. These markets are highly competitive, to a

Table of Contents

large extent driven by end-use markets, and may experience overcapacity, all of which may affect demand for and pricing of our products.

A continued or further decline in consumer and business confidence and spending, together with severe reductions in the availability and cost of credit, as well as volatility in the capital and credit markets, could adversely affect the business and economic environment in which we operate and the profitability of our business. We are also exposed to risks associated with the creditworthiness of our suppliers and customers. If the availability of credit to fund or support the continuation and expansion of our customers' business operations is curtailed or if the cost of that credit is increased the resulting inability of our customers or of their customers to access either credit or absorb the increased cost of that credit could adversely affect our business by reducing our sales or by increasing our exposure to losses from uncollectible customer accounts. These conditions and a renewed disruption of the credit markets could also result in financial instability of some of our suppliers and customers. The consequences of such adverse effects could include the interruption of production at the facilities of our customers, the reduction, delay or cancellation of customer orders, delays or interruptions of the supply of raw materials we purchase, and bankruptcy of customers, suppliers or other creditors. Any of these events may adversely affect our profitability, cash flow, and financial condition.

Volatility and major fluctuations in scrap metal and pig iron prices and our potential inability to pass higher costs on to our customers may constrain operating levels and reduce profit margins.

Steel producers require large amounts of raw materials, including scrap metal and scrap substitute products such as pig iron, pelletized iron and other supplies such as graphite electrodes and ferroalloys. Our principal raw material is scrap metal derived primarily from junked automobiles, industrial scrap, railroad cars, railroad track materials, agricultural machinery and demolition scrap from obsolete structures, containers and machines. The prices for scrap are subject to market forces largely beyond our control, including demand by U.S. and international steel producers, freight costs and speculation. The prices for scrap have varied significantly, may vary significantly in the future and do not necessarily fluctuate in tandem with the price of steel. Moreover, some of our integrated steel producer competitors are not as dependent as we are on scrap as a part of their raw material melt mix, which, during periods of high scrap costs relative to the cost of blast furnace iron used by the integrated producers, give them a raw material cost advantage over mini-mills. While our vertical integration into the metals recycling business through our OmniSource subsidiary and into the ironmaking business, through our Iron Dynamics facility and our Minnesota iron operations should enable us to be a cost-effective supplier to our steelmaking operations, for some of our metallics requirements, we will still need to rely on other metallics and raw material suppliers, as well as upon general industry supply conditions for the balance of our needs.

Purchase prices for auto bodies, scrap metal and scrap substitute products such as pig iron that we consume, and selling prices for scrap and recycled metals that we sell to third parties are volatile and beyond our control. While OmniSource attempts to respond to changing recycled metal selling prices through adjustments to its metal purchase prices, its ability to do so is limited by competitive and other market factors. Changing prices could potentially impact the volume of scrap metal available to us and the volume and realized margins of processed metals we sell.

The availability and prices of raw materials may also be negatively affected by new laws and regulations, allocation by suppliers, interruptions in production, accidents or natural disasters, changes in exchange rates, worldwide price fluctuations, and the availability and cost of transportation.

If prices for ferrous metallics increase by a greater margin than corresponding price increases for the sale of our steel products, we may not be able to recoup such cost increases from increases in the selling prices of steel products. Conversely, depressed prices for ferrous scrap may constrain the supply of steel scrap, which may adversely affect our metals recycling operations and also the availability of

Table of Contents

certain grades of scrap for our steelmaking operations. Additionally, our inability to pass on all or any substantial part of any cost increases during periods of rapidly rising scrap prices, through scrap or other surcharges, or to provide for our customers' needs because of the potential unavailability of key raw materials or other inputs, may result in production curtailments or may otherwise have a material adverse effect on our business, financial condition, results of operations or prospects.

The cost and availability of electricity and natural gas are also subject to volatile market conditions.

Steel producers like us consume large amounts of energy, inasmuch as mini-mills melt steel scrap in electric arc furnaces and use natural gas to heat steel billets for rolling into finished products. We rely on third parties for the supply of energy resources we consume in our steelmaking activities. The prices for and availability of electricity, natural gas, oil and other energy resources are also subject to volatile market conditions, often affected by weather conditions as well as political and economic factors beyond our control. As large consumers of electricity and gas, we must have dependable delivery in order to operate. Accordingly, we are at risk in the event of an energy disruption. Prolonged black-outs or brown-outs or disruptions caused by natural disasters or by political considerations would substantially disrupt our production. Moreover, much of our finished steel products are typically delivered by truck. Unforeseen fluctuations in the price of fuel attributable to fluctuations in crude oil prices would also have a negative impact on our costs or on the costs of many of our customers. In addition, changes in certain environmental regulations in the U.S., including those that may impose output limitations or higher costs associated with climate change or greenhouse gas emissions legislation, could substantially increase the cost of manufacturing and raw materials, such as energy, to us and other U.S. steel producers.

Fluctuations in the value of the United States dollar relative to other currencies may adversely affect our business.

Fluctuations in the value of the dollar can be expected to affect our business. A strong U.S. dollar makes imported metal products less expensive, potentially resulting in more imports of steel products into the U.S. by our foreign competitors, while a weak U.S. dollar may have the opposite impact on imports.

Compliance with and changes in environmental and remediation requirements could result in substantially increased capital requirements and operating costs.

Existing laws or regulations, as currently interpreted or as may be interpreted in the future, as well as future laws or regulations, may have a material adverse effect on our results of operations and financial condition.

We are subject to comprehensive local, state, federal and international statutory and regulatory environmental requirements relating to, among other things:

- the acceptance, storage, treatment, handling and disposal of solid and hazardous waste;
- the discharge of materials into the air;
- the management and treatment of wastewater and storm water;
- the remediation of soil and groundwater contamination;
- global climate change legislation or regulation;
- the need for and the ability to timely obtain air, water or other operating permits;
- the remediation and reclamation of land used for iron mining;
- natural resource damages; and

Table of Contents

the protection of our employees' health and safety.

Compliance with environmental laws and regulations, which affect our steelmaking, metals recycling and ironmaking operations, is a significant factor in our business. We are required to obtain and comply with environmental permits and licenses, and failure to obtain or renew or the violation of any permit or license, if not remedied, could result in substantial fines and penalties, suspension of operations or the closure of a subject facility. Similarly, delays, increased costs or the imposition of onerous conditions to the securing or renewal of operating permits, such as those required by our Mesabi Mining, Mesabi Nugget or Mining Resources ironmaking operations, could have a material adverse effect on these operations.

Private parties might also bring claims against us for alleged property damage or personal injury resulting from the environmental impacts of our operations. Moreover, legal requirements change frequently, are subject to interpretation and have tended to become more stringent over time. Uncertainty regarding adequate pollution control levels, testing and sampling procedures, and new pollution control technology are factors that may increase our future compliance expenditures. We are unable to predict the ultimate cost of future compliance with these requirements or their effect on our operations, and we also cannot predict whether such costs can be passed on to customers through product price increases. Although we believe that we are in substantial compliance with all applicable laws and regulations, legal requirements frequently change and are subject to interpretation. New laws, regulations and changing interpretations by regulatory authorities, together with uncertainty regarding adequate pollution control levels, testing and sampling procedures, new pollution control technology and cost benefit analysis based on market conditions are all factors that may increase our future expenditures to comply with environmental requirements. The cost of complying with existing laws or regulations as currently interpreted or reinterpreted in the future, or with future laws or regulations, may have a material adverse effect on our results of operations and financial condition.

Our manufacturing and recycling operations produce significant amounts of by-products, some of which are handled as industrial waste or hazardous waste. For example, our mills generate electric arc furnace (EAF) dust, which the United States Environmental Protection Agency (USEPA) and other regulatory authorities classify as hazardous waste. EAF dust requires special handling, recycling and disposal.

In addition, the primary feed materials for the shredders operated by our metals recycling operations are automobile hulks and obsolete household appliances. Approximately 20% of the weight of an automobile hulk consists of unrecyclable material known as shredder fluff. After the segregation of ferrous and saleable nonferrous metals, shredder fluff remains. We, along with others in the recycling industry, interpret federal regulations to require shredder fluff to meet certain criteria and pass a toxic leaching test to avoid classification as a hazardous waste. We also endeavor to remove hazardous contaminants from the feed material prior to shredding. As a result, we believe the shredder fluff we generate is not normally considered or properly classified as hazardous waste. However, if laws or regulations, the interpretation of the laws or regulations, or testing methods change with regard to EAF dust or shredder fluff, we may incur significant additional expenditures.

The Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA" or "Superfund") enables USEPA and state agencies to recover from owners, operators, generators and transporters the cost of investigation and cleanup of sites which pose serious threats to the environment or public health. In connection with CERCLA and analogous state laws, we may be required to clean up contamination discovered at our sites including contamination that may have been caused by former owners or operators of the sites, conduct additional cleanup at sites where we have already participated in remediation efforts or to take remediation action with regard to sites formerly used in connection with our operations.

Table of Contents

In addition, we may be required to pay for, or to pay a portion of, the costs of remediation at sites to which we sent hazardous wastes for disposal, notwithstanding that the original disposal activity may have complied with all regulatory requirements then in effect. Pursuant to CERCLA, a potentially responsible party can be held jointly and severally liable for all of the cleanup costs associated with a third-party disposal site. In practice, a liable party often splits the costs of cleanup with other potentially responsible parties. We have received notices from USEPA, state agencies and third parties that we have been identified as potentially responsible for the cost of investigating and cleaning up a number of third-party disposal sites. In most cases, many other parties are also named as potentially responsible parties. Based upon information currently available to us, we do not believe the potential cost in connection with the remediation of these sites will have a material effect on our business.

Because CERCLA can be imposed retroactively on shipments that occurred many years ago, and because USEPA and state agencies are still discovering sites that pose a threat to public health or the environment, we can provide no assurance that we will not become liable in the future for significant costs associated with investigation and remediation of additional CERCLA clean-up sites.

CERCLA, including the Superfund Recycling Equity Act of 1999, limits the exposure of scrap metal recyclers for sales of certain recyclable material under certain circumstances. However, the recycling defense is subject to the conducting of reasonable care evaluations of current and potential consuming facilities.

Increased regulation associated with climate change and greenhouse gas emissions could impose significant additional costs on both our steelmaking and metals recycling operations.

The United States government or various governmental agencies may introduce regulatory changes in response to the potential impacts of climate change. International treaties or agreements may also result in increasing regulation of greenhouse gas emissions, including the introduction of carbon emissions trading mechanisms. Any such regulation regarding climate change and greenhouse gas, or GHG emissions, could impose significant costs on our steelmaking and metals recycling operations and on the operations of our customers and suppliers, including increased energy, capital equipment, environmental monitoring and reporting and other costs in order to comply with current or future laws or regulations concerning and limitations imposed on our operations by virtue of climate change and GHG emissions laws and regulations. The potential costs of "allowances," "offsets" or "credits" that may be part of potential cap-and-trade programs or similar future regulatory measures are still uncertain. Any adopted future climate change and GHG regulations could negatively impact our ability (and that of our customers and suppliers) to compete with companies situated in areas not subject to such limitations. Furthermore, recently promulgated more restrictive National Ambient Air Quality Standards make it substantially more time consuming, costly and difficult to obtain new permits or to modify existing permits.

From a medium and long-term perspective, we are likely to see an increase in costs relating to our assets that emit significant amounts of greenhouse gases as a result of these regulatory initiatives. These regulatory initiatives will be either voluntary or mandatory and may impact our operations directly or through our suppliers or customers. Until the timing, scope and extent of any future regulation becomes known, we cannot predict the effect on our financial condition, operating performance and ability to compete.

Table of Contents

Risks Related to the Business

Our senior secured credit facility contains, and any future financing agreements may contain, restrictive covenants that may limit our flexibility.

Restrictions and covenants in our existing debt agreements, including our senior secured credit facility, and any future financing agreements, may impair our ability to finance future operations or capital needs or to engage in other business activities. Specifically, these agreements maylimit or restrict our ability to:

incur additional indebtedness;

pay dividends or make distributions with respect to our capital stock, in excess of certain amounts;

repurchase or redeem capital stock;

make some investments;

create liens and enter into sale and leaseback transactions;

make some capital expenditures;

enter into transactions with affiliates or related persons;

issue or sell stock of certain subsidiaries;

sell or transfer assets; and

participate in some joint ventures, acquisitions or mergers.

A breach of any of the restrictions or covenants could cause a default under our senior secured credit facility, our senior notes, or our other debt. A significant portion of our indebtedness then may become immediately due and payable if the default is not remedied.

Under our senior secured credit facility, we are required to maintain certain financial covenants tied to our leverage, liquidity and profitability. In addition, we are subject to a quarterly borrowing base requirement limiting the maximum availability of our senior secured revolver. Our ability to meet such covenants or borrowing restrictions can be affected by events beyond our control. If a default were to occur, the lenders could elect to declare all amounts then outstanding to be immediately due and payable and terminate all commitments to extend further credit. If we are unable to repay those amounts, the lenders could proceed against the collateral granted to them to secure such indebtedness. We have pledged substantially all of our receivables and inventories and all shares of capital stock or other equity interests of our subsidiaries and intercompany debt held by us as collateral for our senior secured credit facility.

Table of Contents

We may face significant price and other forms of competition from other steel producers and scrap processors, which could have a material adverse effect on our business, financial condition, results of operation or prospects.

The global markets in which steel companies and scrap processors conduct business are highly competitive and are becoming even more so due to the current global economic downturn and to consolidations in recent years in the steel industry and in the scrap industry. Increased competition could cause us to lose market share, increase expenditures or reduce pricing, any one of which could have a material adverse effect on our business, financial condition, results of operations or prospects. The global steel industry has historically suffered from substantial over-capacity, and excess capacity in some of our products will intensify price competition for such products. The global demand for steel scrap has also recently decreased, due to market conditions, causing a decrease in the price of scrap metals. A decrease in price could result in some scrap generators exiting the marketplace which could further decrease the availability of scrap. This shortage in availability of scrap could have a material adverse effect on both our steelmaking and our metals recycling operations and thus on our business, financial condition, results of operations or prospects.

We are subject to significant risks relating to changes in commodity prices and may not be able to effectively protect against these risks.

We are exposed to commodity price risk during periods where we hold title to scrap metal products that we may hold in inventory for processing or resale. Prices of commodities, including recycled metals, can be volatile due to numerous factors beyond our control. In an increasing price environment for raw materials, competitive conditions may limit our ability to pass on price increases to our consumers. In a decreasing price environment for processed recycled metal, we may not have the ability to fully recoup the cost of raw materials that we procure, process and sell to our customers. In addition, new entrants into the market areas we serve could result in higher purchase prices for raw materials and lower margins from our recycled metal. We are unable to hedge positions in certain commodities, such as recycled ferrous metal, where no established futures market exists, or, where we may from time to time hedge our positions in certain nonferrous metal transactions, we could incur losses. Thus, our sales and inventory position will be vulnerable to adverse changes in commodity prices, which could materially adversely impact our operating and financial performance.

The profitability of our metals recycling operations depends, in part, on the availability of an adequate source of supply.

We procure our recyclable metal inventory from numerous sources. These suppliers generally are not bound by long-term contracts and have no obligation to sell recyclable metal to us. In periods of low industry prices, suppliers may elect to hold recyclable metal to wait for higher prices or intentionally slow their metal collection activities. If a substantial number of suppliers cease selling recyclable metal to us, we will be unable to recycle metal at desired levels and our results of operations and financial condition could be materially adversely affected. In addition, a slowdown of industrial production in the United States, as has recently occurred, reduces the supply of industrial grades of metal to the metal recycling industry, resulting in our having less recyclable metal available to process and market.

We may face risks associated with the implementation of our growth strategy.

Our growth strategy subjects us to various risks. As part of our growth strategy, we may expand existing facilities, build additional plants, acquire other businesses and metals assets, enter into joint

Table of Contents

ventures, or form strategic alliances that we believe will complement our existing business. These transactions will likely involve some or all of the following risks:

- the difficulty of competing for acquisitions and other growth opportunities with companies having materially greater financial resources than us;
- the inability to realize anticipated synergies or other benefits expected from an acquisition;
- the difficulty of integrating the new or acquired operations and personnel into our existing businesses;
- the potential disruption of ongoing businesses;
- the diversion of financial resources to new or acquired businesses;
- the diversion of management attention from other business concerns to new or acquired businesses;
- the loss of key employees and customers of acquired businesses;
- the potential exposure to unknown liabilities;
- the inability of management to maintain uniform standards, controls, procedures and policies;
- the difficulty of managing the growth of a larger company;
- the risk of entering markets in which we have little experience;
- the risk of becoming involved in labor, commercial, or regulatory disputes or litigation related to the new or acquired business;
- the risk of becoming more highly leveraged;
- the risk of contractual or operational liability to other venture participants or to third parties as a result of our participation;
- the inability to work efficiently with joint venture or strategic alliance partners; and
- the difficulties of terminating joint ventures or strategic alliances.

These transactions might be required for us to remain competitive, but we may not be able to complete any such transactions on favorable terms or obtain financing, if necessary, for such transactions on favorable terms. Future transactions may not improve our competitive position and business prospects as anticipated, and if they do not, our sales and earnings may be significantly reduced.

Technology, operating and start-up risks, as well as commodity market risks associated with our Mesabi Nugget ironmaking project may prevent us from realizing its anticipated benefits and could result in a loss of all or a part of our investment.

While we and certain of our current and former joint venture partners built and operated a successful small scale pilot plant on the Mesabi Iron Range in Minnesota for the production of a cost effective iron nugget using Kobe Steel's proprietary ITmK3® ironmaking process, there are technology, operational, market and start-up risks associated with the start-up of our world's first full scale commercial nugget plant utilizing this technology. Although, we believe this full scale plant will be capable of consistently producing high-quality iron nuggets for use as a scrap substitute feed stock in our steelmaking operations, and in sufficient quantities and at a cost that will compare favorably with the cost of steel scrap and other more conventional scrap substitute products, including pig iron, there can be no assurance that these expectations will be achieved. We have encountered and may from time to time encounter cost overruns, systems or process difficulties, or quality control problems or output

Table of Contents

restrictions. As a result our capital costs could increase, the expected cost benefits from the development of this iron nugget product could be diminished or lost, and we could lose all or a substantial portion of our investment in the project. We could also encounter commodity market risk if, during a sustained period, the cost to manufacture the nuggets is greater than projected or if the relative market price of scrap and other scrap substitutes, for which this iron nugget product is intended as a lower cost substitute, is lower than projected, which could render our nuggets non-economical. Moreover, we are undertaking certain ancillary ventures related to the ironmaking process, such as our nearby Mesabi Mining facility for which we have been and are continuing to seek operating permits to allow us to mine taconite ore for use in the production of nuggets. Mining is a business in which we have no previous experience and which is also subject to possible permitting and environmental risks and uncertainties.

We are subject to litigation which could adversely affect our profitability.

We are involved in various routine litigation matters, including administrative proceedings, regulatory proceedings, governmental investigations, environmental matters and commercial and construction contract disputes. We are also involved, along with eight other steel manufacturing companies, in a class action antitrust complaint filed in federal court in Chicago, Illinois that alleges a conspiracy to fix, raise, maintain and stabilize the price at which steel products were sold in the United States starting in 2005, by artificially restricting the supply of such steel products. All but one of the complaints purport to be brought on behalf of a class consisting of all direct purchasers of steel products. The other complaint purports to be brought on behalf of a class consisting of all indirect purchasers of steel products within the same time period. In addition, on December 28, 2010, we and the other co-defendants were served with a substantially similar complaint in the Circuit Court of Cocke County, Tennessee, purporting to be on behalf of indirect purchasers of steel products in Tennessee. The case has been removed to federal court. All complaints seek treble damages and costs, including reasonable attorney fees, pre- and post-judgment interest and injunctive relief. In January 2009, Steel Dynamics and the other defendants filed a Joint Motion to Dismiss all of the direct purchaser lawsuits. In June 2009, however, the Court denied the Motion. Following a period of discovery relating to the issue of class certification, plaintiffs, in May 2012, filed their Motion for Class Certification, and the parties are currently engaged in the briefing process relating to that issue. Due to the uncertain nature of litigation, we cannot presently determine the ultimate outcome of this litigation.

Although not presently necessary or appropriate to make a dollar estimate of exposure to loss, if any, in connection with the above matter, we may in the future determine that a loss accrual is necessary. Although we may make loss accruals, if and as warranted, any amounts that we may accrue from time to time could vary significantly from the amounts we actually pay, due to inherent uncertainties and the inherent shortcomings of the estimation process, the uncertainties involved in litigation and other factors. Additionally, an adverse result could have a material effect on our financial condition, results of operations and liquidity.

Unexpected equipment downtime or shutdowns could adversely affect our business, financial condition, results of operations or prospects.

Interruptions in our production capabilities could adversely affect our production costs, products available for sale and earnings during the affected period. In addition to equipment failures, our facilities are also subject to the risk of catastrophic loss due to unanticipated events such as fires, explosions or violent weather conditions. Our manufacturing processes are dependent upon critical pieces of steelmaking equipment, such as our furnaces, continuous casters and rolling equipment, as well as electrical equipment, such as transformers. This equipment may, on occasion, be out of service as a result of unanticipated failures or other events. We have experienced and may in the future experience material plant shutdowns or periods of reduced production as a result of such equipment

Table of Contents

failures or other events. These disruptions could have an adverse effect on our operations, customer service levels and financial results.

Governmental agencies may refuse to grant or renew some of our licenses and permits.

We must receive licenses, permits and approvals from state and local governments to conduct certain of our operations such as our Mesabi Mining operations, or to develop or acquire new facilities. Governmental agencies sometimes resist the establishment of certain types of facilities in their communities, including scrap metal collection and processing facilities. There can be no assurance that future approvals, licenses and permits will be granted or that we will be able to maintain and renew the approvals, licenses and permits we currently hold, and failure to do so could have a material adverse effect on our results of operations and financial condition.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

Table of Contents

ITEM 2. PROPERTIES

The following table describes our more significant properties as of December 31, 2011. These properties are owned or leased by us and are not subject to any significant encumbrances. We believe these properties are suitable and adequate for our current operations and are appropriately utilized.

Operations	Location	Property Type	Site Acreage Owned	Site Acreage Leased
Steel Operations				
Flat Roll Division:				
Butler Operations	Butler, IN	Steel Manufacturing and Coating Facility	1,106	
Jeffersonville Operations	Jeffersonville, IN	Steel Coating Facility		36
Structural and Rail Division	Columbia City, IN	Steel Manufacturing Facility	699	
Engineered Bar Division	Pittsboro, IN	Steel Manufacturing and Finishing Facility	285	
Roanoke Bar Division	Roanoke, VA	Steel Manufacturing Facility	292	
Steel of West Virginia	Huntington, WV	Steel Manufacturing and Finishing Facility	77	
The Techs	Pittsburgh, PA	Steel Coating Facilities	16	2
Metals Recycling and Ferrous Resources				
OmniSource:				
Georgia	Multiple Cities	Ferrous and Nonferrous Scrap Processing	103	23
Indiana	Multiple Cities	Ferrous and Nonferrous Scrap Processing	578	30
Michigan	Multiple Cities	Ferrous and Nonferrous Scrap Processing	304	11
North Carolina	Multiple Cities	Ferrous and Nonferrous Scrap Processing	506	
Ohio	Multiple Cities	Ferrous and Nonferrous Scrap Processing	239	26
South Carolina	Multiple Cities	Ferrous and Nonferrous Scrap Processing	232	100
Tennessee	Multiple Cities	Ferrous and Nonferrous Scrap Processing	52	2
Virginia	Multiple Cities	Ferrous and Nonferrous Scrap Processing	209	3
Iron Dynamics	Butler, IN	Liquid Ironmaking Facility	25	
SDI LaFarga, LLC	New Haven, IN	Copper Wire Rod Facility	35	
Mesabi Nugget	Hoyt Lakes, MN	Ironmaking Facility	*	*
Mesabi Mining	Hoyt Lakes, MN	Iron Ore Mining (under development)	*	*
Mining Resources	Chisholm, MN	Iron Ore Tailings Mining	**	**
Steel Fabrication Operations				
New Millennium Building Systems:				
Joist and Deck Operations	Butler, IN	Steel Fabrication Facility	95	
Joist and Deck Operations	Lake City, FL	Steel Fabrication Facility	75	
Joist and Deck Operations	Salem, VA	Steel Fabrication Facility	62	
Joist and Deck Operations	Hope, AR	Steel Fabrication Facility	72	
Joist Operations	Fallon, NV	Steel Fabrication Facility	43	
Joist Operations	Juarez, MX	Steel Fabrication Facility	17	
Joist Operations	Florence, SC	Steel Fabrication Facility (idle)	66	
Joist Operations	Continental, OH	Steel Fabrication Facility (idle)	54	
Corporate Headquarters	Fort Wayne, IN		20	

	Office Building (116,000 square feet)

*

The Mesabi Nugget and Mesabi Mining properties are located at the site of an open pit taconite mine on the Mesabi Iron Range near Hoyt Lakes, Minnesota. The site encompasses 7,981 acres of land owned outright by us (including mineral and surface rights) and land for which we acquired a leasehold interest (including 774 acres of mineral rights and 624 acres of surface rights). The properties were purchased from Cleveland Cliffs, Inc. and the mines were formerly operated by LTV Corporation. Mesabi Mining is currently working to obtain the necessary permits to commence mining operations. The iron concentrate eventually provided by the mines is intended as a raw material input for the iron nugget production.

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Mining Resources has leases for iron-bearing materials on 876 acres of iron tailings basins located in Chisholm, Minnesota.

Table of Contents

ITEM 3. LEGAL PROCEEDINGS

We are involved in various routine litigation matters, including administrative proceedings, regulatory proceedings, governmental investigations, environmental matters, and commercial and construction contract disputes.

We are also involved, along with eight other steel manufacturing companies, in a class action antitrust complaint filed in federal court in Chicago, Illinois in September 2008, which alleges a conspiracy to fix, raise, maintain and stabilize the price at which steel products were sold in the United States starting in 2005, by artificially restricting the supply of such steel products. All but one of the Complaints were brought on behalf of a purported class consisting of all direct purchasers of steel products between January 1, 2005, and the present. The other Complaint was brought on behalf of a purported class consisting of all indirect purchasers of steel products within the same time period. In addition, in December 2010, we and the other co-defendants were served with a substantially similar complaint in the Circuit Court of Cocke County, Tennessee, purporting to be on behalf of indirect purchasers of steel products in Tennessee. That case has been removed to the federal court in Chicago that is hearing the main complaint. All Complaints seek treble damages and costs, including reasonable attorney fees, pre- and post-judgment interest and injunctive relief. In January 2009, Steel Dynamics and the other defendants filed a Joint Motion to Dismiss all of the direct purchaser lawsuits, but this motion was denied in June 2009. Ongoing discovery has been primarily focused on class certification issues, and the parties are currently in the process of briefing relating to Plaintiffs' May 2012 Motion for Class Certification. Due to the uncertain nature of litigation, we cannot presently determine the ultimate outcome of this litigation. However, we have determined, based on the information available at this time, that there is not presently a "reasonable possibility" (as that term is defined in ASC 450-20-20), that the outcome of these legal proceedings would have a material impact on our financial condition, results of operations, or liquidity.

Although not presently necessary or appropriate to make a dollar estimate of exposure to loss, if any, in connection with the above matter, we may in the future determine that a loss accrual is necessary. Although we may make loss accruals, if and as warranted, any amounts that we may accrue from time to time could vary significantly from the amounts we actually pay, due to inherent uncertainties and the inherent shortcomings of the estimation process, the uncertainties involved in litigation and other factors. Additionally, an adverse result could have a material effect on our financial condition, results of operations and liquidity.

ITEM 4. MINE SAFETY DISCLOSURES

The information required to be furnished pursuant to Item 4 concerning mine safety disclosure matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K (17 CFR 229.104) is included in Exhibit 95 to this Annual Report.

Table of Contents

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The information required by Item 5 with respect to securities authorized for issuance under equity compensation plans is set forth in Part III, Item 12 of this Form 10-K. Our common stock trades on The NASDAQ Global Select Stock Market under the symbol STLD. The reported high and low "intra-day" sales prices of our common stock and our dividend information for the two most recent fiscal years are set forth in the following table (in dollars):

	Common Stock Market Price		Dividends Declared
	High	Low	
2012			
First Quarter	$ 16.66	$ 13.43	$ .100
Second Quarter	15.12	10.11	.100
Third Quarter	13.55	10.99	.100
Fourth Quarter	14.54	11.11	.100
2011			
First Quarter	$ 20.70	$ 17.33	$ .100
Second Quarter	19.84	14.80	.100
Third Quarter	16.55	9.91	.100
Fourth Quarter	13.90	8.78	.100

As of February 15, 2013 we had 220,114,512 shares of common stock outstanding and held beneficially by approximately 19,000 stockholders based on our security position listing. Because many of the shares were held by depositories, brokers and other nominees, the number of registered holders (approximately 1,670) is not representative of the number of beneficial holders.

We declared our first quarterly cash dividend during July 2004 and continued quarterly dividends throughout 2012. Our board of directors, along with executive management, approves the payment of dividends on a quarterly basis. The determination to pay cash dividends in the future will be at the discretion of our board of directors, after taking into account various factors, including our financial condition, results of operations, outstanding indebtedness, current and anticipated cash needs and growth plans. In addition, the terms of our senior secured revolving credit agreement and the indenture relating to our senior notes restrict the amount of cash dividends we can pay.

Table of Contents

Total Return Graph

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Steel Dynamics, Inc., the NASDAQ Composite Index, and the S&P Steel Index

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*

$100 invested on 12/31/07 in stock or index, including reinvestment of dividends.

Fiscal year ending December 31.

Table of Contents

ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth the selected consolidated financial and operating data of Steel Dynamics, Inc. The selected consolidated operating, other financial and balance sheet data as of and for each of the years in the five-year period ended December 31, 2012 were derived from our audited consolidated financial statements. You should read the following data in conjunction with *Management's Discussion and Analysis of Financial Condition and Results of Operations* and our consolidated financial statements and notes appearing elsewhere in this Form 10-K.

You should also read the following information in conjunction with the data in the table on the following page:

On June 9, 2008, we completed the acquisition of Recycle South, a privately-held, regional scrap metal recycling company located in the southeastern United States. Recycle South operations are reflected in our metals recycling and ferrous resources operating segment.

For purposes of calculating our "ratio of earnings to fixed charges", earnings consist of earnings from continuing operations before income taxes, extraordinary items and before adjustments for noncontrolling interests, adjusted for the portion of fixed charges deducted from these earnings, plus amortization of capitalized interest. Fixed charges consist of interest on all indebtedness, including capitalized interest, and amortization of debt issuance costs.

For purposes of calculating our "operational working capital" for all periods presented, we consider amounts invested in trade receivables and inventories, less current liabilities other than income taxes payable and debt as reported on our consolidated balance sheets.

Table of Contents

	Years Ended December 31,				
	2012	2011	2010	2009	2008
	(dollars in thousands, except per share data)				
Operating data:					
Net sales	$ 7,290,234	$ 7,997,500	$ 6,300,887	$ 3,958,806	$ 8,080,521
Gross profit	719,898	931,518	675,666	399,076	1,231,259
Operating income	391,165	584,820	364,753	119,531	846,368
Net income (loss)	142,281	265,692	129,599	(11,019)	454,514
Net income (loss) attributable to Steel Dynamics, Inc.	163,551	278,120	140,709	(8,184)	463,386
Basic earnings (loss) per share	$ 0.75	$ 1.27	$ 0.65	$ (0.04)	$ 2.45
Weighted average common shares outstanding	219,159	218,471	216,760	200,704	189,140
Diluted earnings (loss) per share	$ 0.73	$ 1.22	$ 0.64	$ (0.04)	$ 2.38
Weighted average common shares and share equivalents outstanding	236,624	235,992	234,717	200,704	194,586
Dividends declared per share	$ 0.400	$ 0.400	$ 0.300	$ 0.325	$ 0.400
Other financial data:					
Capital expenditures	$ 223,525	$ 167,007	$ 133,394	$ 330,052	$ 412,497
Ratio of earnings to fixed charges	2.31x	3.40x	2.20x	.78x	5.44x
Other data:					
Shipments					
Steel operations (net tons)	5,832,776	5,842,694	5,295,852	4,045,787	5,608,898
Metals recycling and ferrous resources					
Ferrous metals (gross tons)	5,647,058	5,879,729	5,179,812	3,631,102	4,958,518
Nonferrous metals (thousands of pounds)	1,051,333	1,066,648	961,288	780,084	911,832
Mesabi Nugget (metric tons)	168,633	159,641	67,485		
Iron Dynamics (metric tons)	226,396	229,502	225,545	201,897	232,593
Steel fabrication operations (net tons)	295,161	217,838	164,431	145,259	286,612
Steel operations production (net tons)	5,884,775	5,931,833	5,413,093	4,187,526	5,584,019
Shares outstanding (in thousands)	219,523	218,874	217,575	216,000	181,820
Number of employees	6,670	6,530	6,180	5,990	6,652
Balance sheet data:					
Cash and equivalents, and short-term commercial paper	$ 407,437	$ 475,591	$ 186,513	$ 9,008	$ 16,233
Operational working capital	1,281,765	1,276,916	1,189,086	857,708	990,516
Net property, plant and equipment	2,231,198	2,193,745	2,213,333	2,254,050	2,072,857
Total assets	5,815,416	5,979,226	5,589,934	5,129,872	5,253,577
Long-term debt (including current maturities)	2,202,237	2,380,100	2,386,821	2,222,754	2,650,384
Equity	2,377,842	2,299,900	2,076,835	2,003,265	1,632,313

Table of Contents

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

This report contains some predictive statements about future events, including statements related to conditions in the steel and metallic scrap markets, Steel Dynamics' revenues, costs of purchased materials, future profitability and earnings, and the operation of new or existing facilities. These statements are intended to be made as "forward-looking," subject to many risks and uncertainties, within the safe harbor protections of the Private Securities Litigation Reform Act of 1995. Some factors that could cause such forward-looking statements to turn out differently than anticipated include: (1) the effects of a recurrent slowing in industrial demand; (2) changes in economic conditions, either generally or in any of the steel or scrap-consuming sectors which affect demand for our products, including the strength of the non-residential and residential construction, automotive, appliance, and other steel-consuming industries; (3) fluctuations in the cost of key raw materials (including steel scrap, iron units, and energy costs) and our ability to pass-on any cost increases; (4) the impact of domestic and foreign import price competition; (5) risks and uncertainties involving product and/or technology development; and (6) occurrences of unexpected plant outages or equipment failures.

More specifically, we refer you to the sections titled *Special Note Regarding Forward-Looking Statements* at the beginning of Part I of this Report and *Risk Factors* set forth in Item 1A of this Report, as well as in other subsequent reports we file with the Securities and Exchange Commission, for a more detailed discussion of some of the many factors, variable risks and uncertainties and subsequent developments that could cause actual results to differ materially from those we may have expected or anticipated. These reports are available publicly on the SEC web site, *www.sec.gov*, and on our web site, *www.steeldynamics.com*. Forward-looking or predictive statements we make are based upon information and assumptions, concerning our businesses and the environments in which they operate, which we consider reasonable as of the date on which these statements are made. Due to the foregoing risks and uncertainties however, as well as, matters beyond our control which can affect forward-looking statements, you are cautioned not to place undue reliance on these predictive statements, which speak only as of the date of this report. We undertake no duty to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Operating Statement Classifications

Net Sales. Net sales from our operations are a factor of volumes shipped, product mix and related pricing. We charge premium prices for certain grades of steel, product dimensions, certain smaller volumes, and for value-added processing or coating of the steel products. Except for our steel fabrication operations segment, we recognize revenue from sales and the allowance for estimated returns from these sales at the time the title of the product is transferred to the customer. Provision is made for estimated product returns and customer claims based on estimates and actual historical experience. Net sales from steel fabrication operations are recognized from construction contracts utilizing a percentage-of-completion method, which is based on the percentage of steel consumed to date as compared to the estimated total steel required for each contract.

Costs of Goods Sold. Our costs of goods sold represent all direct and indirect costs associated with the manufacture of our products. The principal elements of these costs are scrap and scrap substitutes (which represent the most significant single component of our consolidated costs of goods sold), steel, direct and indirect labor and related benefits, alloys, zinc, transportation and freight, repairs and maintenance, utilities (most notably electricity and natural gas), and depreciation.

Selling, General and Administrative Expenses. Selling, general and administrative expenses consist of all costs associated with our sales, finance and accounting, and administrative departments. These

Table of Contents

costs include, among other items, labor and related benefits, professional services, insurance premiums, property taxes, profit sharing, and amortization of intangible and other assets.

Interest Expense, net of Capitalized Interest. Interest expense consists of interest associated with our senior credit facilities and other debt net of interest costs that are required to be capitalized during the construction period of certain capital investment projects.

Other (Income) Expense, net. Other income consists of interest income earned on our temporary cash deposits and any other non-operating income activity, including gains on certain short-term investments and income from non-consolidated investments accounted for under the equity method. Other expense consists of any non-operating costs.

Overview

We are one of the largest steel producers and one of the largest metals recyclers in the United States based on a current estimated annual steelmaking capability of 6.4 million tons and actual metals recycling shipping volumes during 2012 and 2011 of 5.6 million gross tons and 5.9 million gross tons of ferrous materials, respectively, and 1.1 billion pounds of nonferrous metals. Our steel production during 2012 and 2011, excluding The Techs, was 5.2 million tons. The primary sources of our revenues are from the manufacture and sale of steel products; processing and sale of recycled ferrous and nonferrous metals; and to a lesser degree, fabrication and sale of steel joist and decking products. Our operations are managed and reported based on three operating segments: steel operations, metals recycling and ferrous resources operations, and steel fabrication operations.

During 2012, we had net sales of $7.3 billion, gross profit of $719.9 million (10%), and operating income of $391.2 million (5%); as compared to net sales of $8.0 billion, gross profit of $931.5 million (12%), and operating income of $584.8 million (7%) during 2011; and net sales of $6.3 billion, gross profit of $675.7 million (11%) and operating income of $364.8 million (6%) during 2010. Net income attributable to Steel Dynamics, Inc. was $163.6 million, or $0.73 per diluted share in 2012, compared with $278.1 million, or $1.22 per diluted share in 2011, and $140.7 million, or $0.64 per diluted share in 2010.

During 2012, operating income declined 33% or $193.7 million as compared to 2011. The majority of the decline related to steel operations, as operating income for the segment declined $162.5 million, or 25% year over year. The combination of global economic and political uncertainty continued to suppress consumer confidence, and dampened global steel demand. Downward pressure on steel margins arose from a weak U.S. economy, resulting in higher raw materials costs on a relative basis to lower selling values, caused in part by increased import activity. While overall steel volumes remained steady, as demand from automotive and manufacturing stayed strong throughout the year, and steel conversion costs stayed fairly steady to down, metal spread (which we define as the difference between average selling prices and the cost of ferrous scrap-our primary raw material) compressed. Average 2012 steel prices per ton shipped externally declined $66, while average ferrous scrap consumed for production only declined $32 per ton. Operating income of our metals recycling and ferrous resources segment decreased in 2012 to a loss of $36.5 million as compared to income of $26.6 million in 2011. At OmniSource, our metals recycling operations within our metals recycling and ferrous resources segment, ferrous and nonferrous metals sales volume and pricing decreased as demand weakened compared to 2011 in conjunction with moderate decreases in domestic and international steel mill utilization rates, and metal spreads compressed. This resulted in margin compression in both ferrous and nonferrous metals that resulted in operating profit at OmniSource decreasing $18.8 million, or 28%, to $47.7 million from that of 2011.

Table of Contents

Segment Operating Results 2012 vs. 2011 (*dollars in thousands*)

	Years Ended December 31,				
	2012	% Change	2011	% Change	2010
Net sales					
Steel	$ 4,701,108	(7)%	$ 5,070,306	27%	$ 3,999,639
Metals recycling and ferrous resources	3,611,796	(13)%	4,152,568	31%	3,179,032
Steel fabrication	371,406	34%	276,408	56%	177,378
Other	87,462	(17)%	105,148	19%	88,355
	8,771,772		9,604,430		7,444,404
Intra-company	(1,481,538)		(1,606,930)		(1,143,517)
Consolidated	$ 7,290,234	(9)%	$ 7,997,500	27%	$ 6,300,887
Operating income (loss)					
Steel	$ 495,640	(25)%	$ 658,120	50%	$ 439,795
Metals recycling and ferrous resources	(36,508)	(237)%	26,597	35%	19,686
Steel fabrication	2,114	132%	(6,584)	74%	(25,056)
Other(1)	(66,829)		(95,141)		(66,189)
	394,417		582,992		368,236
Intra-company	(3,252)		1,828		(3,483)
Consolidated	$ 391,165	(33)%	$ 584,820	60%	$ 364,753

(1) Other consists of the results of subsidiary operations that are below the quantitative thresholds required for reportable segments as well as unallocated corporate accounts, including profit sharing.

Steel Operations

Steel Operations. Steel operations consist of our five electric-arc furnace mini-mills, producing steel from steel scrap, utilizing continuous casting, automated rolling mills, and various downstream finishing facilities, including The Techs operations. Collectively, our steel operations sell directly to end users and service centers. These products are used in numerous industry sectors, including the automotive, construction, commercial, transportation, agriculture, and industrial machinery markets. During 2012, 2011, and 2010, our steel operations accounted for 62%, 61%, and 61% respectively, of our external net sales. Operating income for steel operations decreased $162.5 million, or 25%, to $495.6 million in 2012 versus 2011. This decrease is due primarily to reduced gross margins as decreases in average segment selling prices of $64 per ton shipped were only partially offset by $32 per ton decreases in scrap raw material costs.

Table of Contents

Steel operations shipping volumes for the respective periods were as follows:

	Years Ended December 31,					
	2012	% of external	2011	% of external	2010	% of external
Shipments (tons)						
Flat Roll Division	2,717,995		2,770,466		2,642,681	
The Techs	664,485		715,833		715,512	
Sheet products	3,382,480	62%	3,486,299	64%	3,358,193	68%
Structural and Rail Division	1,031,504		879,145		630,224	
Engineered Bar Products Division	535,882		634,964		568,360	
Roanoke Bar Division	581,180		544,384		504,613	
Steel of West Virginia	301,730		297,902		234,462	
Long products	2,450,296	45%	2,356,395	43%	1,937,659	39%
Total shipments	5,832,776	108%	5,842,694	108%	5,295,852	107%
Intra-segment shipments	(123,876)		(130,813)		(69,705)	
Segment shipments	5,708,900		5,711,881		5,226,147	
Intra-company shipments	(285,736)		(292,145)		(276,014)	
External shipments	5,423,164		5,419,736		4,950,133	

Sheet Products. Our Flat Roll Division sells a broad range of sheet steel products, such as hot rolled, cold rolled and coated steel products, including a large variety of specialty products such as light gauge hot rolled, galvanized, Galvalume® and painted products. The Techs operations, comprised of three galvanizing lines, also sells specialized galvanized sheet steels used in non-automotive applications. Sheet products represented 62% of our steel segment's shipped tons in 2012, as compared to 64% in 2011, and 68% in 2010.

Long Products. Our Structural and Rail Division sells structural steel beams and pilings and is also designed to produce and sell a variety of standard and premium-grade rail for the railroad industry. Our Engineered Bar Products Division primarily sells special bar quality and merchant bar quality rounds and round-cornered squares. Our Roanoke Bar Division sells billets and merchant steel products, including angles, plain rounds, flats and channels. Steel of West Virginia primarily sells merchant beams, channels and specialty structural steel sections.

Net sales for the steel segment decreased in 2012 by $369.2 million, or 7%, compared to 2011. While selling volumes for our steel products were basically flat overall in 2012 compared to 2011, there was a shift in mix to long products from sheet products. Sheet product shipments decreased 3% in 2012 compared to 2011, while long products increased 4%. Shipments in 2012 at our Structural and Rail Division increased 17%, including a 23% increase in standard rail shipments compared to 2011 to 144,000 tons in 2012, as compared to 117,000 tons in 2011. Although the non-residential construction market continued to remain slow, we saw some improvement in sales and order entry at our Structural and Rail Division in 2012, as compared to 2011. Residential construction has also clearly improved domestically, which is positive for the nonresidential construction industry, as it is a leading indicator for the sector. We continue to realize market share gains in rail, and plan to further expand standard rail shipments in 2013. Sales volume at our Engineered Bar Division decreased 16% in 2012 versus those in 2011. While the automotive and manufacturing sectors remained strong, transportation and heavy equipment softened as over-exuberant build rates early in 2012 resulted in oversupply. Even though end markets remain mixed, we believe there is additional momentum that could be seen in 2013 related to both the automotive and manufacturing.

Table of Contents

Our 2012 average steel operations' segment selling price per ton shipped, including intra-company shipments, decreased $64 compared with 2011. Sheet products 2012 average selling price per ton shipped decreased $81 compared with 2011, as the robust market in the first half of 2011 was not repeated in 2012, and long products average selling prices decreased $42 per ton compared with 2011.

Steel Operations Average Selling Prices and Volumes

Metallic raw materials used in our electric arc furnaces represent our single most significant manufacturing cost. Our metallic raw material cost per net ton consumed in our steel operations decreased $32 in 2012 compared with 2011. During 2012, 2011, and 2010, respectively, our metallic raw material costs represented 66%, 68%, and 62% of our steel operations' manufacturing costs, excluding the operations of The Techs, which purchases, rather than produces, the steel it further processes.

Metals Recycling and Ferrous Resources Operations

Metals Recycling and Ferrous Resources Operations. This operating segment primarily includes our metals recycling operations (OmniSource); our liquid pig iron production facility, Iron Dynamics (IDI); and our Minnesota iron operations. Our metals recycling and ferrous resources operations segment accounted for 32%, 35%, and 35% of our external net sales in 2012, 2011, and 2010, respectively. Operating income for the metals recycling and ferrous resources operations segment decreased $63.1 million in 2012 to a loss of $36.5 million.

Table of Contents

Metals recycling and ferrous resources shipping volumes during the respective periods were as follows:

	Years Ended December 31,				
	2012	% Change	2011	% Change	2010
Ferrous metal (gross tons)					
Total	5,647,058	(4)%	5,879,729	14%	5,179,812
Intra-segment	(11,488)		(12,227)		
Segment shipments	5,635,570	(4)%	5,867,502	13%	5,179,812
Intra-company	(2,575,182)		(2,552,472)		(2,161,145)
External shipments	3,060,388	(8)%	3,315,030	10%	3,018,667
Nonferrous metals (thousands of pounds)					
Total and segment shipments	1,051,333	(1)%	1,066,648	11%	961,288
Intra-segment	(10,281)				
Segment shipments	1,041,052	(2)%	1,066,648	11%	961,288
Intra-company	(8,207)		(8,273)		(8,886)
External shipments	1,032,845	(2)%	1,058,375	11%	952,402
Mesabi Nugget (metric tons) intra-company shipments	168,633	6%	159,641	137%	67,485
Iron Dynamics (metric tons)					
Liquid pig iron	198,849		188,688		177,548
Hot briquetted iron	18,641		31,646		45,365
Other	8,906		9,168		2,632
Intra-company shipments	226,396	(1)%	229,502	2%	225,545

Metals Recycling. Our metals recycling operations, OmniSource, represent our metals sourcing and processing operations and are the most significant source of revenues and earnings in this segment. These operations sell ferrous metals to steel mills and foundries, and nonferrous metals, such as copper, brass, aluminum and stainless steel to, among others, ingot manufacturers, copper refineries and mills, smelters, and specialty mills. Our metals recycling operations represented 94%, 95%, and 96% of this segment's net sales during 2012, 2011, and 2010; and $47.7 million, $66.4 million, and $65.7 million of this segments' operating income for these same periods, respectively.

During 2012, metals recycling recorded sales of $3.4 billion on shipments of 5.6 million gross tons of ferrous metals and 1.05 billion pounds of nonferrous metals, compared with sales of $3.9 billion on shipments of 5.9 million gross tons of ferrous and 1.07 billion pounds of nonferrous metals during 2011. Sales prices of ferrous and nonferrous metals both decreased 11% in 2012 versus 2011. The decreased volume and pricing of our ferrous metals is directly impacted by the weakening of both domestic and global steel mill utilization during the year. During 2012, the metals recycling operations provided approximately 51% of the steel scrap purchased by our steel mills. This represented 46% of the metals recycling operations' ferrous shipments for 2012, while similar amounts were 43% for 2011, and 42% for 2010.

Metals recycling operating income decreased $18.8 million, to $47.7 million, in 2012 as compared to 2011. Decreased exports of ferrous scrap along with moderating domestic steel mill utilization rates resulted in selling prices declining more so than did the cost of acquired scrap, and thus scrap metal margins compressed during 2012 versus those in 2011, negatively impacting gross

Table of Contents

margin and operating income. Nonferrous selling volumes and metal spreads decreased slightly in 2012 versus those in 2011.

Ferrous Resources. Our ferrous resource operations consist of our two ironmaking initiatives: Iron Dynamics (IDI), a liquid pig iron production facility, and our Minnesota iron operations, consisting of an iron nugget production facility and planned operations to supply the nugget facility with its primary raw material, iron concentrate. IDI primarily produces liquid pig iron, which is used as a scrap substitute raw material input exclusively at our Flat Roll Division. Our Minnesota iron operations consists of Mesabi Nugget, (owned 81% by us); our planned future iron mining operations which is currently in the permitting process, Mesabi Mining; and, our iron tailings operations, Mining Resources (owned 80% by us). The construction of the Mesabi Nugget facility was completed in 2009, and initial production of iron nuggets commenced January 2010. Since that time, we have continued to refine this pioneering production process and changed equipment configurations to increase production, improve quality, and increase plant availability. A planned six-week outage in the fall of 2012 was used to complete the groundwork necessary for the implementation of further improvements expected to be made in the first half of 2013. These modifications are expected to improve both volume and product quality. The facility's designed annual production capacity is 500,000 metric tons. In 2012, 2011 and 2010, Mesabi Nugget produced and shipped 169,000, 160,000 and 67,000 metric tons of iron-nuggets, respectively, for use by our own steel mills. Our iron tailings operation, Mining Resources, started operations in the fourth quarter of 2012 and expects to be at full capacity during the first half of 2013. This operation provides iron ore tailings to be concentrated for use by Mesabi Nugget as low-cost iron concentrate in the nugget production process. This is critical to our Minnesota operations as we will now be able to benefit from iron concentrate costing of less than $50 per metric ton, compared to market pricing, which is currently in excess of $140 per metric ton. We expect to see this benefit beginning in the second quarter of 2013.

Losses from our Minnesota iron operations reduced our net income in 2012 and 2011 by approximately $41.5 million and $34.0 million, respectively, compared to approximately $27.3 million in 2010 when the location commissioned initial start-up. The increased losses in 2012 were due to the continued start-up efforts and decreased market selling prices in 2012, as pig iron market prices (price index used to determine selling prices) decreased. In addition our IDI operation's operating income decreased $17.4 million, or 57%, compared to 2011, due to decreased selling prices, as pig iron market prices (price index used to determine selling prices) decreased.

Steel Fabrication Operations

Our steel fabrication operations represent the company's New Millennium Building Systems' plants located throughout the United States and Northern Mexico. Revenues from these plants are generated from the fabrication of trusses, girders, steel joists and steel decking used within the non-residential construction industry. Steel fabrication operations accounted for 5%, 3%, and 3% of our external net sales during 2012, 2011, and 2010, respectively. The operating income for the segment was $2.1 million in 2012, compared to a loss of $6.6 million in 2011, and a loss of $12.3 million in 2010 (excluding a $12.8 million impairment charge).

Table of Contents

Net sales for the segment increased by $95.0 million, or 34%, in 2012 compared to 2011; as our selling volumes increased 35% to 295,000 tons in 2012, and our average steel fabrication operations' selling price per ton shipped decreased $11, or 1%, in 2012 as compared to 2011. Our volume growth can be attributed to some modest growth within the non-residential construction market as a whole, our organic gains in market share, as well as our expansion into the south and southwest during 2011. Residential construction has also clearly improved domestically, which is positive for the nonresidential construction industry, as it is a leading indicator for the sector. The Architectural Billings Index has remained above the 50.0 threshold for the last five consecutive months in 2012 a positive indicator for future building activity. We are well positioned to grow with our expanded national footprint as we anticipate continuing to develop our market presence and penetration in the western portion of the United States, and further leverage improvements in the productivity and efficiency we realized in 2012.

The purchase of various steel products is the largest single cost of goods sold item for our steel fabrication operations. During 2012, 2011, and 2010, the cost of steel products purchased represented 70% of the total cost of manufacturing for our steel fabrication operations; while the cost of steel decreased in 2012, as compared to 2011, by $28 per ton. As the decrease in input costs outpaced the decrease in selling prices, and sales volume increased, the segment's gross profit increased $16.6 million, or 58%, in 2012 versus 2011.

Steel Fabrication Operations Average Selling Prices and Volumes

Consolidated Results 2012 vs. 2011

Selling, General and Administrative Expense (SG&A). Selling, general and administrative expenses (including profit sharing and amortization of intangible assets) were $320.5 million during 2012, as compared to $346.7 million during 2011, a decrease of $26.2 million, or 8%. During each of 2012 and 2011, selling, general and administrative expenses represented approximately 4% of net sales. The decrease in SG&A expenses in 2012 compared to 2011 relates primarily to decreased profit sharing and incentive compensation expenses, which together were $34.0 million more in 2011 than in 2012, in conjunction with our higher profitability during 2011. Amortization of intangible assets decreased $4.4 million, or 11%, during 2012 compared to 2011 due to the accelerated amortization methods used for intangible assets related to customer and scrap generator relationships.

Impairment Charges. In the third quarter of 2012, we determined that we would terminate two small joint venture entities, which were not aligned with our long-term strategic focus. The decision to terminate these joint ventures triggered an assessment for impairment based on estimated realizable

Table of Contents

values, resulting in an impairment charge of $8.3 million being recorded. As these joint ventures are not reported within any of our reportable segments, reported segment results are not affected.

Interest Expense, net of Capitalized Interest. During 2012, gross interest expense decreased $18.7 million, or 10%, to $160.0 million, and capitalized interest decreased $336,000, or 19%, to $1.4 million, as compared to 2011. Gross interest expense decreased in 2012 as a result of our paying down $175 million in long-term debt primarily in the third quarter of 2012 in conjunction with a refinancing of our long-term debt during 2012, which also served to reduce our overall cost of debt and extend our overall maturity schedule.

Other (Income) Expense, net. Other expense, net was $28.5 million during 2012, as compared to income of $16.5 million during 2011, with interest income of $4.7 million in 2012 versus $4.5 million in 2011. The refinancing activity during 2012 resulted in the company recording expenses of $40.3 million related to tender and call premiums, write off of unamortized debt issuance costs, loss on early extinguishment of debt, and tender expenses, which are reflected in other expenses in 2012.

Income Taxes. During 2012, our income tax expense was $61.8 million, as compared to $158.6 million during 2011. Our effective income tax rate before noncontrolling interests was 30.3% and 37.4%, during 2012 and 2011, respectively. The lower effective income tax rate in 2012 is due primarily to the impact of reductions in our unrecognized tax positions due to tax audit settlements in 2012, which reduced our effective tax rate by 9.6%. This benefit was partially offset by an increase of the negative impact on the effective tax rate of larger noncontrolling interest losses on the lower 2012 pretax income.

Included in the $22.2 million balance of unrecognized tax benefits at December 31, 2012 are potential benefits of $9.5 million that, if recognized, would affect the effective tax rate. In addition to the unrecognized tax benefits, we had $6.2 million accrued for the payment of interest and penalties at December 31, 2012. We recognize interest and penalties related to our tax contingencies on a net-of-tax basis in income tax expense. During 2012, we recognized benefits from the reduction of interest expense of $5.9 million, net of tax, and benefits from the reduction of penalties of $413,000.

We file income tax returns in the U.S. federal jurisdiction as well as income tax returns in various state jurisdictions. The Internal Revenue Service (IRS) has completed its examinations of the years 2004 through 2009 and has effectively settled those years with the company. The IRS is currently examining our federal income tax returns for the years 2010 and 2011. At this time we do not believe there will be any significant examination adjustments that would result in a material change to our financial position or results of operations. It is reasonably possible that the amount of unrecognized tax benefits could change in the next twelve months as a result of these state and federal income tax audits. Based on the current audits in process, the payment of taxes as a result of audit settlements could be in an amount from zero to $12.6 million by the end of 2013. With few exceptions, we are no longer subject to federal, state and local income tax examinations by tax authorities for years ended before 2009.

Consolidated Results 2011 vs. 2010

During 2011, we had net sales of $8.0 billion, gross profit of $931.5 million (12%), and operating income of $584.8 million (7%); as compared to net sales of $6.3 billion, gross profit of $675.7 million (11%) and operating income of $364.8 million (6%) during 2010. Net income attributable to Steel Dynamics, Inc. was $278.1 million, or $1.22 per diluted share in 2011, compared with $140.7 million, or $0.64 per diluted share in 2010.

During 2011, as the domestic economy continued to show signs of improvement, we experienced further increased sales volumes and pricing, resulting in increased gross profit across all reporting segments in comparison to 2010. Steel operations experienced overall improved customer order volume

Table of Contents

and pricing with the most impactful demand improvements in 2011, as in 2010, in our sheet and special bar-quality steel products as the automotive, transportation, industrial, and agricultural and construction equipment markets continued to strengthen. Steel operations shipping volumes improved 9% and overall steel pricing increased 16% on a per ton basis, resulting in 2011 operating profit from steel operations increasing over that of 2010 by 50% to $658.1 million. Operating income of our metals recycling ferrous resources segment increased in 2011 to $26.6 million as compared to $19.7 million in 2010. At OmniSource ferrous and nonferrous metals sales volume and pricing increased as demand continued to improve in 2011 in conjunction with increases in domestic and international steel mill utilization rates, and other production increases. However, there was margin percentage compression in both ferrous and nonferrous metals that offset much of the sales volume and pricing gains, resulting in operating profit at OmniSource increasing slightly in 2011 compared to 2010.

Selling, General and Administrative Expense (SG&A). Selling, general and administrative expenses (including profit sharing and amortization of intangible assets) were $346.7 million during 2011, as compared to $298.1 million during 2010, an increase of $48.6 million, or 16%. During 2011 and 2010, selling, general and administrative expenses represented approximately 4% and 5% of net sales, respectively. The percentage decrease is primarily a result of increased net sales in 2011 compared with the prior year as measured against certain fixed cost components in selling, general and administrative expenses. The increase in SG&A expenses in 2011 compared to 2010 relates primarily to increased profit sharing expenses and incentive compensation, which together were $36.8 million more in 2011 than in 2010, in conjunction with company's increased profitability during 2011. Amortization of intangible assets decreased $5.6 million, or 12%, during 2011 compared to 2010 due to the accelerated amortization methods used for intangible assets related to customer and scrap generator relationships.

Interest Expense, net of Capitalized Interest. During 2011, gross interest expense increased $1.5 million, or 1%, to $178.7 million, and capitalized interest decreased $5.2 million, or 75%, to $1.7 million, as compared to 2010. The interest capitalization that occurred during these periods resulted from the interest required to be capitalized with respect to construction activities at our various operating segments, which were not as significant in 2011.

Other (Income) Expense, net. Other income, net was $16.5 million during 2011, as compared to $18.9 million during 2010, with interest income of $4.5 million in 2011 versus $4.1 million in 2010.

Income Taxes. During 2011, our income tax expense was $158.6 million, as compared to $83.9 million during 2010. Our effective income tax rate before noncontrolling interests was 37.4% and 39.3%, during 2011 and 2010, respectively. The lower effective income tax rate in 2011 is due primarily to additional permanent deductible items in 2011 and a reduction of the negative impact of noncontrolling interest losses due to the higher 2011 income.

Liquidity and Capital Resources

Our business is capital intensive and requires substantial expenditures for, among other things, the purchase and maintenance of equipment used in our steelmaking and finishing operations, and metals recycling and ferrous resources operations, and to remain in compliance with environmental laws. Our short-term and long-term liquidity needs arise primarily from capital expenditures, working capital requirements, principal and interest payments related to our outstanding indebtedness, and dividends.

Table of Contents

We have met these liquidity requirements with cash provided by operations, issuances of common stock, and long-term borrowings. Our availability at December 31, 2012 is as follows:

Cash and equivalents	$	375,917
Short-term commercial paper		31,520
Revolver availability		1,086,015
Total availability	$	1,493,452

Working Capital. Cash flow from operations of $445.7 million was driven mainly by net income plus non-cash items such as depreciation and amortization, deferred taxes and equity-based compensation. During 2012, our operational working capital position, representing amounts invested in trade receivables and inventories, less current liabilities other than income taxes payable and debt, increased $4.8 million to $1.3 billion compared to December 31, 2011. Trade receivables, of which over 98% were current or less than 60 days past due, decreased $80.4 million, or 11%, during 2012 to $642.4 million. Our largest customer is an affiliated company, Heidtman Steel, which represented 6% of our outstanding trade receivables at December 31, 2012, and 5% at December 31, 2011. Trade receivables decreased during 2012 due to decreased sales from lower sales levels late in the fourth quarter of 2012 as compared to the fourth quarter of 2011, and days sales outstanding has decreased slightly. Total inventories increased in 2012 by $2.9 million, or less than 1%, to $1.2 billion at December 31, 2012. Scrap inventory decreased $8.5 million in total in 2012 as decreases in ferrous scrap volume and cost were largely offset by increases in nonferrous volume and cost, most notably copper. Work-in-process and finished goods inventories decreased $9.1 million, with steel volumes relatively unchanged. Our trade payables decreased $60.7 million, or 14%, and general accruals decreased $21.6 million during 2012. The decrease in trade payables is a reflection of the decreased production activities and commodity raw material pricing and purchasing prior to December 31, 2012, compared to that at December 31, 2011. The decrease in general accruals is due primarily to the decreases in accrued profit sharing and incentive compensation due to the decreased profitability during 2012 when compared to 2011.

Capital Investments. During 2012, we invested $223.5 million in property, plant and equipment, of which $55.8 million was within our steel operations and $159.8 million related to our metals recycling and ferrous resource operations which included $60.6 million related to the construction of Mining Resources, which started up operations late in 2012. We believe these capital investments will benefit our net sales and related cash flows as each project reaches completion and attains appropriate operational metrics. Our current estimated 2013 cash allocation plan includes the investment of between $200.0 and $225.0 million in capital expenditures in our existing and announced operations.

Capital Resources and Long-term Debt. During 2012, our total outstanding debt decreased $177.9 million to $2.2 billion. Our total long-term debt to capitalization ratio, representing our long-term debt, including current maturities, divided by the sum of our long-term debt, redeemable noncontrolling interest, and total stockholders' equity, was 47.1% at December 31, 2012, as compared to 50.1% at December 31, 2011.

On January 11, 2012, we expanded our senior secured credit facility by adding a $275.0 million term loan that matures on September 30, 2016 (Term Loan). We used the net proceeds of the Term Loan, together with available cash, to fund the January 2012 purchase (pursuant to a tender offer) of $279.7 million (plus accrued interest) of our 7 3/8% Senior Notes due 2012. On August 16, 2012, we issued $400.0 million of 6 1/8% Senior Notes due 2019 (2019 Senior Notes) and $350.0 million of 6 3/8% Senior Notes due 2022 (2022 Senior Notes). A portion of the net proceeds from the issuance of the 2019 and 2022 Senior Notes were used to fund the August 16, 2012 purchase of another $62.2 million (plus accrued interest) of our 7 3/8% Senior Notes due 2012 (pursuant to a tender offer.) A further portion of these proceeds were used to fund the August 16, 2012 purchase (pursuant to a tender offer)

Table of Contents

of $410.5 million (plus accrued interest) of our 7 3/4% Senior Notes due 2016, and the August 31, 2012 redemption of the then remaining $89.5 million (plus accrued interest) outstanding 7 3/4% Senior Notes due 2016. The remaining proceeds from the issuance of the 2019 and 2022 Senior Notes along with available cash were used for the September 28, 2012 extinguishment of the then remaining $358.1 million (plus accrued interest through the November 1, 2012 maturity date) outstanding 7 3/8% Senior Notes due 2012.

At the conclusion of this refinancing activity, all $700.0 million of the 7 3/8% Senior Notes due 2012 were paid off, as was all $500.0 million of the 7 3/4% Senior Notes due 2016; and new debt was issued in the form of the $275.0 million term loan due 2016, the $400.0 million 6 1/8% Senior Notes due 2019, and the $350.0 million 6 3/8% Senior Notes due 2022. As a result of the refinancing activity, overall outstanding long-term debt was reduced by $175.0 million, our long-term debt maturity profile was extended, and the overall cost of debt was reduced.

The refinancing activity during 2012 resulted in us recording expenses of $40.3 million related to tender and call premiums, write off of unamortized debt issuance costs, loss on early extinguishment of debt, and tender expenses, which are reflected in other expenses in the consolidated statement of income for the year ended December 31, 2012.

We have a senior secured credit facility (Facility) that matures in September 2016 which provides for a $1.1 billion revolver (Revolver). Subject to certain conditions, we have the opportunity to increase the Revolver capacity by an additional $125.0 million. As noted above, the Facility was expanded in January 2012 by adding a $275.0 million Term Loan. The Facility is guaranteed by certain of our subsidiaries and is secured by substantially all of our accounts receivable and inventories and pledges of shares of our wholly owned subsidiaries' capital stock. The Revolver is available to fund working capital, capital expenditures, and other general corporate purposes.

The outstanding balance on the Revolver must be the lesser of $1.1 billion less other applicable commitments such as letters of credit and other secured debt, as defined within the Facility or the sum of 85% of our eligible accounts receivable and 65% of our eligible inventories, less other applicable commitments. At December 31, 2012, we had $1.1 billion of availability on the Revolver, $14.0 million of outstanding letters of credit and other obligations which reduce availability, and there were no borrowings outstanding.

The Facility contains financial covenants and other covenants that limit or restrict our ability to make capital expenditures; incur indebtedness; permit liens on property; enter into transactions with affiliates; make restricted payments or investments; enter into mergers, acquisitions or consolidations; conduct asset sales; pay dividends or distributions and enter into other specified transactions and activities. Our ability to borrow funds within the terms of the revolver is dependent upon our continued compliance with the financial and other covenants.

The financial covenants under our Facility state that we must maintain an interest coverage ratio of not less than 2.50:1.00. Our interest coverage ratio is calculated by dividing our last-twelve trailing months (LTM) consolidated adjusted EBITDA (earnings before interest, taxes, depreciation, amortization, and certain other non-cash transactions as allowed in our Facility) by our LTM gross interest expense, less amortization of financing fees. In addition, a net debt (as defined in the Facility) to consolidated LTM adjusted EBITDA ratio (leverage ratio) of not more than 5.00:1.00 must be maintained. If the net debt to EBITDA ratio exceeds 3.50:1:00 at any time, our ability to make restricted payments as defined in the credit agreement (which includes cash dividends to stockholders and share purchases, among other things), is limited. At December 31, 2012, our interest coverage ratio and net debt leverage ratio were 4.05:1.00 and 2.93:1.00, respectively. We were therefore in compliance with these covenants at December 31, 2012, and we anticipate we will remain in compliance during 2013.

Table of Contents

Cash Dividends. We declared cash dividends of $87.7 million, or $0.40 per common share ($0.10 per common share each quarter), during 2012 and $87.5 million, or $0.40 per common share ($0.10 per common share per quarter), during 2011. We paid cash dividends of $87.6 million and $81.9 million during 2012 and 2011, respectively. Our board of directors, along with executive management, approves the payment of dividends on a quarterly basis. The determination to pay cash dividends in the future will be at the discretion of our board of directors, after taking into account various factors, including our financial condition, results of operations, outstanding indebtedness, current and anticipated cash needs and growth plans. In addition, the terms of our senior secured revolving credit agreement and the indentures relating to our senior notes restrict the amount of cash dividends we can pay.

Other. Our ability to meet our debt service obligations and reduce our total debt will depend upon our future performance which, in turn, will depend upon general economic, financial and business conditions, along with competition, legislation and regulatory factors that are largely beyond our control. In addition, we cannot assure you that our operating results, cash flow, access to credit markets and capital resources will be sufficient for repayment of our indebtedness in the future. We believe that, based upon current levels of operations and anticipated growth, cash flow from operations, together with other available sources of funds, including additional borrowings under our senior secured credit facility through its term, which expires in September 2016, will be adequate for the next twelve months for making required payments of principal and interest on our indebtedness, funding working capital requirements, and anticipated capital expenditures.

During 2012, we received benefits from state and local governments in the form of real estate and personal property tax abatements and credits of approximately $4.9 million. Based on our current abatements and incentive credits, and utilizing our existing long-lived asset structure, we estimate the remaining annual benefit to our future operations to be approximately $4.3 million, $2.8 million, $2.4 million, $1.2 million, and $840,000 during the years 2013 through 2017, respectively, and $908,000 in total thereafter.

Contractual Obligations and Other Long-Term Liabilities

We have the following minimum commitments under contractual obligations, including purchase obligations, as defined by the U.S. Securities and Exchange Commission. A "purchase obligation" is defined as an agreement to purchase goods or services that is enforceable and legally binding and that specifies all significant terms, including fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. Other long-term liabilities are defined as long-term liabilities that are reflected on our balance sheet under generally accepted accounting principles. Based on this definition, the following table includes only those contracts which include fixed or minimum obligations. It does not include normal purchases, which are made in the

Table of Contents

ordinary course of business. The following table provides aggregated information about outstanding contractual obligations and other long-term liabilities as of December 31, 2012 (in thousands):

	Payments Due By Period				
	Total	**2013**	**2014 & 2015**	**2016 & 2017**	**2018 & After**
Long-term debt(1)	$ 2,202,237	$ 29,631	$ 862,585	$ 185,596	$ 1,124,425
Estimated interest payments on debt(2)	737,250	138,978	227,189	162,359	208,724
Purchase obligations(3)	126,365	106,235	13,314	3,181	3,635
Construction commitments(4)	74,472	74,472			
Lease commitments	43,932	10,585	14,171	6,729	12,447
Other commitments(5)	4,552	609	1,018	975	1,950
Total(6)	$ 3,188,808	$ 360,510	$ 1,118,277	$ 358,840	$ 1,351,181

(1) The long-term debt payment information presented above assumes that our term loan, senior notes and convertible senior notes remain outstanding until maturity. Refer to Note 2 to the consolidated financial statements elsewhere in this report for additional information regarding these transactions, and our long-term debt.

(2) The estimated interest payments shown above assume interest rates of 2.1% (variable rate at December 31, 2012) on the $275.0 million term loan issued January 2012 maturing in September 2016; 5.125% on our $287.5 million convertible senior notes due June 2014; 6 3/4% on our $500.0 million senior unsecured notes due April 2015; 6 1/8% on our $400.0 million senior unsecured notes due August 2019; 7 5/8% on our $350.0 million senior unsecured notes due March 2020; 6 3/8% on our $350.0 million senior unsecured notes due August 2022; 0.40% commitment fee on our available senior secured revolver; and an average of 4.9% on our other debt of $53.5 million.

(3) Purchase obligations include commitments we have for the purchase of electricity, fuel, iron concentrate, natural gas and its transportation, and zinc. These arrangements have "take or pay" or other similar commitment provisions. We have utilized such "take or pay" requirements during the past three years under these contracts.

(4) Construction commitments relate to firm contracts we have with various vendors for the completion of certain construction projects at our various divisions at December 31, 2012.

(5) Other commitments principally relate to certain pension and deferred compensation plan obligations.

(6) We expect to make cash outlays in the future related to our unrecognized tax benefits; however, due to the uncertainty of the timing, we are unable to make reasonably reliable estimates regarding the period of cash settlement with the respective taxing authorities. Accordingly, unrecognized tax benefits and related interest and penalties of $28.4 million as of December 31, 2012, have been excluded from the contractual obligations table above. Refer to Note 3 to the consolidated financial statements elsewhere in this report for additional information.

Table of Contents

Other Matters

Inflation

We believe that inflation has not had a material effect on our results of operations.

Environmental and Other Contingencies

We have incurred, and in the future will continue to incur, capital expenditures and operating expenses for matters relating to environmental control, remediation, monitoring and compliance. During 2012, we incurred costs related to the monitoring and compliance of environmental matters in the amount of approximately $37.7 million and capital expenditures related to environmental compliance of approximately $538,000. Over 78% of the costs incurred during 2012 for monitoring and compliance were related to the normal transportation of certain types of waste produced in the steelmaking process in accordance with legal requirements. We incurred combined environmental remediation costs of approximately $138,000 at all of our facilities during 2012. We have an accrual of $1.8 million (net of $745,000 of escrowed funds) recorded for environmental remediation related to our metals recycling operations and $2.9 million related to Minnesota operations. We believe, apart from our dependence on environmental construction and operating permits for our existing and proposed manufacturing facilities, that compliance with current environmental laws and regulations is not likely to have a materially adverse effect on our financial condition, results of operations or liquidity; however, environmental laws and regulations have changed rapidly in recent years, and we may become subject to more stringent environmental laws and regulations in the future, such as the impact of United States government or various governmental agencies introducing regulatory changes in response to the potential of climate change.

Critical Accounting Policies and Estimates

Management's discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. We review the accounting policies we use in reporting our financial results on a regular basis. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent liabilities. We evaluate the appropriateness of these estimations and judgments on an ongoing basis. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Results may differ from these estimates due to actual outcomes being different from those on which we based our assumptions. We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

Revenue Recognition and Allowance for Doubtful Accounts. Except for our steel fabrication operations segment, we recognize revenues from sales and the allowance for estimated returns from these sales when the title of the product transfers. Provision is made for estimated product returns and customer claims based on historical experience. If the historical data used in our estimates does not reflect future returns and claims trends, additional provision may be necessary. Our steel fabrication operations segment recognizes revenues from construction contracts using a percentage of completion methodology based on steel tons used on completed units to date as a percentage of estimated total steel tons required by each contract. Steel fabrication operations accounted for 5%, 3%, and 3% of our net sales in 2012, 2011, and 2010, respectively.

We are exposed to credit risk in the event of nonpayment by our customers, which in steel operations are principally intermediate steel processors and service centers that sell our products to

Table of Contents

numerous industry sectors, including the automotive, agriculture, construction, commercial, transportation and industrial machinery markets. Our metals recycling operations sell ferrous metals to steel mills and foundries, and nonferrous metals, such as copper, brass, aluminum and stainless steel to, among others, ingot manufacturers, copper refineries and mills, smelters, and specialty mills. We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments based on known credit risks, historical loss experience and current economic conditions affecting our customers. We mitigate our exposure to credit risk by performing ongoing credit evaluations and taking further action when necessary, such as requiring letters of credit or other security interests to support the receivable from our customer. If the financial condition of our customers were to deteriorate, resulting in the impairment of their ability to make payments, additional allowance may be required.

Inventories. We record inventories at lower of cost or market. Cost is determined using a weighted average cost method for scrap, and on a first-in, first-out, basis for other inventory. We record amounts required, if any, to reduce the carrying value of inventory to its net realizable value as a charge to cost of goods sold. If steel selling prices were to decline in future periods, write-down of inventory could result, specifically raw material inventory such as scrap purchased during periods of peak market pricing.

Impairments of Long-Lived Tangible and Finite-Lived Intangible Assets. We review long-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of such assets may not be recoverable. Impairment losses are recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. The impairment loss is measured by comparing the fair value of the asset to its carrying amount. We consider various factors and determine whether an impairment test is necessary, including by way of examples, a significant and prolonged deterioration in operating results and projected cash flows, significant changes in the extent or manner in which an asset is used, technological advances with respect to assets which would potentially render them obsolete, our strategy and capital planning, and the economic climate in markets to be served. When determining future cash flows and if necessary, fair value, we must make judgments as to the expected utilization of assets and estimated future cash flows related to those assets. We consider historical and anticipated future results, general economic and market conditions, the impact of planned business and operational strategies and all available information at the time the estimates are made. Those estimates and judgments may or may not ultimately prove appropriate.

In the third quarter of 2012, we determined that we would terminate two small joint venture entities, which were not aligned with our long-term strategic focus. The decision to terminate these joint ventures triggered an assessment for impairment based on estimated realizable values, resulting in an impairment charge of $8.3 million being recorded. As these joint ventures are not reported within any of our reportable segments, reported segment results are not affected.

After the purchase of additional fabrication assets in the fourth quarter of 2010 and determining the future use of existing fabrication facilities, the company determined that the carrying value of certain fixed assets at its idled South Carolina fabrication facility exceeded their fair value as determined utilizing market and cost approaches. The resulting impairment charge of $12.8 million was recorded within the steel fabrications reporting segment in 2010.

Table of Contents

Goodwill and Other Indefinite-Lived Intangible Assets.

Our goodwill relates to various business combinations, and is allocated to the following reporting units at December 31(in thousands):

	2012	2011
OmniSource Metals Recycling/Ferrous Resources Segment	$ 564,793	$ 571,317
The Techs Steel Segment	142,783	142,783
Roanoke Bar Division Steel Segment	29,041	29,041
New Millennium Building Systems Steel Fabrication Segment	1,925	1,925
	$ 738,542	$ 745,066

At least once annually or when indicators of impairment exist, we perform an impairment test for goodwill. Goodwill is allocated to various reporting units, which are generally one level below our operating segments. We utilize a two-stepped approach to measuring goodwill impairment. The first step of the test determines if there is potential goodwill impairment. In this step we compare the fair value of the reporting unit to its carrying amount (which includes goodwill). The fair value of the reporting unit is determined by using an estimate of future cash flows utilizing a risk-adjusted discount rate to calculate the net present value of future cash flows (income approach), and by using a market approach based upon an analysis of valuation metrics of comparable peer companies. If the carrying amount exceeds the fair value, we perform the second step of the test, which measures the amount of impairment loss to be recorded, if any. In the second step, we compare the carrying amount of the goodwill to the implied fair value of the goodwill based on the net fair value of the recognized and unrecognized assets and liabilities of the reporting unit. If the implied fair value is less than the carrying value, an impairment loss is recorded to the extent that the fair value of the goodwill is less than its carrying value.

Key assumptions used to determine the estimated fair value of each reporting unit under the discounted cash flows method (income approach) include: (a) expected cash flows for the five-year period following the testing date (including market share, sales volumes and prices, costs to produce and estimated capital needs); (b) an estimated terminal value using a terminal year growth rate determined based on the growth prospects of the reporting unit; and (c) a discount rate based on management's best estimate of the after-tax weighted average cost of capital. Key assumptions used to determine the estimated fair value of each reporting unit under the market approach include the expected revenues and cash flows in the next year. We consider historical and anticipated future results, general economic and market conditions, the impact of planned business and operational strategies and all available information at the time the fair values of its reporting units are estimated. Those estimates and judgments may or may not ultimately prove appropriate.

Goodwill and other intangible assets acquired in recent transactions are naturally more susceptible to impairment, primarily due to the fact that they are recorded at fair value based on recent operating plans and economic conditions present at the time of acquisition. Consequently, if operating results and/or economic conditions deteriorate shortly after an acquisition, it could result in the impairment of the acquired assets. A deterioration of economic conditions may not only negatively impact the estimated operating cash flows used in our cash flow models, but may also negatively impact other assumptions used in our analyses, including, but not limited to, the estimated cost of capital and/or discount rates. Additionally, we are required to ensure that assumptions used to determine fair value in our analyses are consistent with the assumptions a hypothetical marketplace participant would use. As a result, the cost of capital and/or discount rates used in our analyses may increase or decrease based on market conditions and trends, regardless of whether our actual cost of capital has changed. Therefore, we may recognize an impairment of an intangible asset or assets in spite of realizing actual cash flows that are approximately equal to or greater than our previously forecasted amounts.

Table of Contents

Our other indefinite-lived intangible assets relate to trademarks acquired through various business combinations and is allocated to the following reporting units at December 31, 2012 and 2011 (in thousands):

OmniSource	Metals Recycling/Ferrous Resources Segment	$ 108,000
The Techs	Steel Segment	81,800
		$ 189,800

At least annually or when indicators of impairment exist, we perform an impairment test for indefinite-lived intangible assets through the comparison of the fair value of the specific intangible asset with its carrying amount. The fair value of the intangible asset is determined by using an estimate of future cash flows attributable to the asset and a risk-adjusted discount rate to compute a net present value of future cash flows. If the fair value is less than the carrying value, an impairment loss is recorded in an amount equal to the excess in carrying value.

Our fourth quarter 2012 annual goodwill and indefinite-lived intangible asset impairment analyses did not result in any impairment charges. Management does not believe that it is reasonably likely that our reporting units will fail step one of a goodwill impairment test in the near term. The OmniSource reporting unit's fair value exceeded its carrying value by approximately 13%; however, our analysis contemplates performance improvements similar to historical levels, and certain organic growth initiatives. The discount rate used in the analysis is a critical assumption, one in which a minor change can have a significant impact on the estimated fair value. A more than 100 basis point increase in the discount rate used in the OmniSource analysis would not result in an impairment charge for the reporting unit. We will continue to monitor operating results within all reporting units throughout the upcoming year in an effort to determine if events and circumstances warrant further interim impairment testing. Otherwise, all reporting units will again be subject to the required annual impairment test during the fourth quarter of 2013. Changes in judgments and estimates underlying our analysis of goodwill for possible impairment, including expected future operating cash flows and discount rate, could decrease the estimated fair value of our reporting units in the future and could result in an impairment of goodwill and indefinite-lived intangible assets.

Income Taxes. We are required to estimate our income taxes as a part of the process of preparing our consolidated financial statements. This requires us to estimate our actual current tax exposure together with assessing temporary differences resulting from differing treatments of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our consolidated balance sheet. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income and, to the extent we believe that recovery is not likely, we must establish a valuation allowance. We establish reserves to reduce some or all of the tax benefit of any of our tax positions at the time we determine that the positions become uncertain. We adjust these reserves, including any impact on the related interest and penalties, in light of changing facts and circumstances, such as the progress of a tax audit. A number of years may elapse before a particular matter for which we have established a reserve is audited by a taxing authority and finally resolved. The number of years with open tax audits varies depending on the tax jurisdiction. The tax benefit that has been previously reserved because of a failure to meet the "more likely than not" recognition threshold would be recognized in our income tax expense in the first interim period when the uncertainty disappears. Settlement of any particular issue would usually require the use of cash.

Table of Contents

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk

In the normal course of business, we are exposed to interest rate changes. Our objectives in managing exposure to interest rate changes are to limit the impact of these rate changes on earnings and cash flows and to lower overall borrowing costs. To achieve these objectives, we primarily use interest rate swaps to manage net exposure to interest rate changes related to our portfolio of borrowings.

The following table represents the principal cash repayments and related weighted-average interest rates by maturity date for our long-term debt as of December 31, 2012 (in thousands):

	Interest Rate Risk			
	Fixed Rate		Variable Rate	
	Principal	Average Rate	Principal	Average Rate
Expected maturity date:				
2013	$ 4,877	7.5%	$ 24,754	2.7%
2014	289,611	5.1	28,503	2.1
2015	502,217	6.7	42,253	2.1
2016	2,321	4.7	180,238	2.1
2017	2,136	5.9	901	3.0
Thereafter	1,124,426	6.7		
Total	$ 1,925,588	6.4%	$ 276,649	2.2%
Fair value	$ 2,036,767		$ 276,648	

Commodity Risk

In the normal course of business we are exposed to the market risk and price fluctuations related to the sale of our products and to the purchase of raw materials used in our operations, such as metallic raw materials, electricity, natural gas, iron concentrate, fuel, and zinc. Our risk strategy associated with product sales has generally been to obtain competitive prices for our products and to allow operating results to reflect market price movements dictated by supply and demand.

Our risk strategy associated with the purchase of raw materials utilized within our operations has generally been to make some commitments with suppliers relating to future expected requirements for some commodities such as electricity, natural gas and its transportation, fuel, and zinc. Certain of these commitments contain provisions which require us to "take or pay" for specified quantities without regard to actual usage for periods of up to 42 months for physical commodity requirements and for up to 8 years for commodity transportation requirements. Our commitments for these arrangements with "take or pay" or other similar commitment provisions for the years ending December 31 are as follows (in thousands):

2012	$ 106,235
2013	10,364
2014	2,950
2015	1,620
2016	1,561
Thereafter	3,635
	$ 126,365

Table of Contents

We utilized such "take or pay" requirements during the past three years under these contracts. We believe that production requirements will be such that consumption of the products or services purchased under these commitments will occur in the normal production process. We also purchase electricity consumed at our Flat Roll Division pursuant to a contract which extends through December 2014. The contract designates 160 hours annually as "interruptible service" and establishes an agreed fixed-rate energy charge per Mill/kWh consumed for each year through the expiration of the agreement.

In our metals recycling operations we have certain fixed price contracts with various customers and suppliers for future delivery of nonferrous metals. Our risk strategy has been to enter into base metal financial contracts with the goal to protect the profit margin, within certain parameters, that was contemplated when we entered into the transaction with the customer or vendor. At December 31, 2012, we had a cumulative unrealized gain associated with these financial contracts of $2.2 million, substantially all of which have a settlement date in 2013. We believe the customer contracts associated with the financial contracts will be fully consummated.

Table of Contents

ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Table of Contents

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Steel Dynamics, Inc. is responsible for the preparation and integrity of the company's consolidated financial statements and for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act, for the company (including its consolidated subsidiaries). We maintain accounting and internal control systems which are intended to provide reasonable assurance that assets are safeguarded against loss from unauthorized use or disposition, transactions are executed in accordance with management's authorization, and accounting records are reliable for preparing financial statements in accordance with accounting principles generally accepted in the United States. We are dedicated to ensuring that we maintain the high standards of financial accounting and reporting that we have established. Our culture demands integrity and an unyielding commitment to strong internal control practices and policies.

Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with U.S. generally accepted accounting principles; (3) provide reasonable assurance that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (4) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not always prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies and procedures may deteriorate.

Under the supervision and with the participation of our management, including our principal executive officer and our principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting. The framework on which such evaluation was based upon is contained in the report entitled "Internal Control Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO Report"). Based on that evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2012, the end of the period covered by this report.

/s/ MARK D. MILLETT	/s/ THERESA E. WAGLER
Chief Executive Officer	*Chief Financial Officer*

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Steel Dynamics, Inc.

We have audited Steel Dynamics, Inc.'s internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Steel Dynamics, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Steel Dynamics, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Steel Dynamics, Inc. as of December 31, 2012 and 2011, and the related consolidated statements of income, equity, and cash flows for each of the three years in the period ended December 31, 2012 of Steel Dynamics, Inc. and our report dated February 27, 2013 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP
Indianapolis, Indiana
February 27, 2013

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Steel Dynamics, Inc.

We have audited the accompanying consolidated balance sheets of Steel Dynamics, Inc. as of December 31, 2012 and 2011, and the related consolidated statements of income, equity, and cash flows for each of the three years in the period ended December 31, 2012. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Steel Dynamics, Inc. at December 31, 2012 and 2011, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2012, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Steel Dynamics, Inc.'s internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 27, 2013 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP
Indianapolis, Indiana
February 27, 2013

Table of Contents

STEEL DYNAMICS, INC.

CONSOLIDATED BALANCE SHEETS

(in thousands, except share data)

	December 31,	
	2012	**2011**
Assets		
Current assets		
Cash and equivalents	$ 375,917	$ 390,761
Investments in short-term commercial paper	31,520	84,830
Accounts receivable, net of related allowances of $11,571 and $18,303 as of December 31, 2012 and 2011, respectively	599,499	679,898
Accounts receivable-related parties	42,864	42,893
Inventories	1,202,507	1,199,584
Deferred income taxes	23,449	25,341
Income taxes receivable	893	16,722
Other current assets	19,576	15,229
Total current assets	2,296,225	2,455,258
Property, plant and equipment, net	2,231,198	2,193,745
Restricted cash	27,749	26,528
Intangible assets, net of accumulated amortization of $215,485 and $181,227 as of December 31, 2012 and 2011, respectively	416,635	450,893
Goodwill	738,542	745,066
Other assets	105,067	107,736
Total assets	$ 5,815,416	$ 5,979,226
Liabilities and Equity		
Current liabilities		
Accounts payable	$ 344,953	$ 414,240
Accounts payable-related parties	15,144	6,584
Income taxes payable	16,941	10,880
Accrued payroll and benefits	85,802	107,423
Accrued interest	35,306	36,265
Accrued expenses	81,900	80,947
Current maturities of long-term debt	29,631	444,078
Total current liabilities	609,677	1,100,417
Long-term debt		
Term note	247,500	
Senior notes	1,600,000	1,611,250
Convertible senior notes	287,496	287,500
Other long-term debt	37,610	37,272
Total long-term debt	2,172,606	1,936,022
Deferred income taxes	537,304	489,915
Other liabilities	19,173	82,278
Commitments and contingencies		
Redeemable noncontrolling interests	98,814	70,694
Equity		
Common stock voting, $.0025 par value; 900,000,000 shares authorized; 255,592,901 and 255,052,811 shares issued; and 219,522,655 and 218,873,720 shares outstanding, as of December 31, 2012 and 2011, respectively	637	636
Treasury stock, at cost; 36,070,246 and 36,179,091 shares, as of December 31, 2012, and 2011, respectively	(720,479)	(722,653)
Additional paid-in capital	1,037,687	1,026,157
Retained earnings	2,087,620	2,011,801
Total Steel Dynamics, Inc. equity	2,405,465	2,315,941
Noncontrolling interests	(27,623)	(16,041)

Total equity	2,377,842	2,299,900
Total liabilities and equity	$ 5,815,416	$ 5,979,226

See notes to consolidated financial statements.

Table of Contents

STEEL DYNAMICS, INC.

CONSOLIDATED STATEMENTS OF INCOME

(in thousands, except per share data)

	Years Ended December 31,		
	2012	**2011**	**2010**
Net sales			
Unrelated parties	$ 7,007,417	$ 7,718,714	$ 6,060,933
Related parties	282,817	278,786	239,954
Total net sales	7,290,234	7,997,500	6,300,887
Costs of goods sold	6,570,336	7,065,982	5,625,221
Gross profit	719,898	931,518	675,666
Selling, general and administrative expenses	257,943	263,595	227,046
Profit sharing	26,987	43,149	25,476
Amortization of intangible assets	35,553	39,954	45,586
Impairment charges	8,250		12,805
Operating income	391,165	584,820	364,753
Interest expense, net of capitalized interest	158,585	176,977	170,229
Other (income) expense, net	28,514	(16,476)	(18,935)
Income before income taxes	204,066	424,319	213,459
Income taxes	61,785	158,627	83,860
Net income	142,281	265,692	129,599
Net loss attributable to noncontrolling interests	21,270	12,428	11,110
Net income attributable to Steel Dynamics, Inc.	$ 163,551	$ 278,120	$ 140,709
Basic earnings per share attributable to Steel Dynamics, Inc. stockholders	$ 0.75	$ 1.27	$ 0.65
Weighted average common shares outstanding	219,159	218,471	216,760
Diluted earnings per share attributable to Steel Dynamics, Inc. stockholders, including the effect of assumed conversions when dilutive	$ .73	$ 1.22	$ .64
Weighted average common shares and share equivalents outstanding	236,624	235,992	234,717
Dividends declared per share	$ 0.40	$ 0.40	$ 0.30

See notes to consolidated financial statements.

65

Table of Contents

STEEL DYNAMICS, INC.

CONSOLIDATED STATEMENTS OF EQUITY

(in thousands)

	Shares		Common	Additional Paid-In	Retained	Noncontrolling	Treasury	
	Common	Treasury	Stock	Capital	Earnings	Interests	Stock	Total
Balances at January 1, 2010	216,000	36,590	$ 629	$ 972,985	$ 1,745,511	$ 14,997	$ (730,857)	$ 2,003,265
Proceeds from exercise of stock options, including related tax effect	1,413		4	14,010				14,014
Dividends declared					(65,087)			(65,087)
Contributions from noncontrolling investors						5,348		5,348
Transfer to redeemable noncontrolling interest						(23,800)		(23,800)
Tax adjustment to noncontrolling interests						(1,470)		(1,470)
Equity-based compensation	162	(162)		11,733			3,233	14,966
Comprehensive income and net income (loss)					140,709	(11,110)		129,599
Balances at December 31, 2010	217,575	36,428	633	998,728	1,821,133	(16,035)	(727,624)	2,076,835
Proceeds from exercise of stock options, including related tax effect	1,050		3	13,393				13,396
Dividends declared					(87,452)			(87,452)
Contributions from noncontrolling investors						12,989		12,989
Distributions to noncontrolling investor						(567)		(567)
Equity-based compensation	249	(249)		14,036			4,971	19,007
Comprehensive income and net income (loss)					278,120	(12,428)		265,692
Balances at December 31, 2011	218,874	36,179	636	1,026,157	2,011,801	(16,041)	(722,653)	2,299,900
Proceeds from exercise of stock options, including related tax effect	445		1	3,661				3,662
Dividends declared					(87,698)			(87,698)
Conversion of 5.125% convertible senior notes				(1)			5	4
Contributions from noncontrolling investors						9,839		9,839
Distributions to noncontrolling investor						(151)		(151)
Equity-based compensation	204	(109)		7,870	(34)		2,169	10,005
Comprehensive income and net income (loss)					163,551	(21,270)		142,281
Balances at December 31, 2012	219,523	36,070	$ 637	$ 1,037,687	$ 2,087,620	$ (27,623)	$ (720,479)	$ 2,377,842

See notes to consolidated financial statements.

Table of Contents

STEEL DYNAMICS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)