

SECURITIES AND EXCHANGE COMMISSION

FORM 6-K

Current report of foreign issuer pursuant to Rules 13a-16 and 15d-16 Amendments

Filing Date: **2003-02-10** | Period of Report: **2003-02-10**
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FILER

IPSCO INC

CIK: **879933** | IRS No.: **000000000** | Fiscal Year End: **1231**
Type: **6-K** | Act: **34** | File No.: **001-14568** | Film No.: **03548066**
SIC: **3312** Steel works, blast furnaces & rolling mills (coke ovens)

Mailing Address

*P O BOX 1670 REGINA
SASKATCHEWAN A9 S4P3C7*

Business Address

*PO BOX 1670 REGINA
SASKATCHEWAN S4P 3C7 A9
2123733000*

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
Pursuant to Section 13a-16 15d-16 of the
Securities Exchange Act of 1934

For the month of February 2003

Commission File Number: 001-14568

IPSCO INC.

(Exact name of registrant as specified in its charter)

P.O. Box 1670 Regina, Saskatchewan S4P 3C7
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

| | | | |
|-----------|-------|-----------|-------|
| Form 20-F | ----- | Form 40-F | ----- |
| | | X | |

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b) (1).

Note: Regulation S-T Rule 101(b) (1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b) (7):

Note: Regulation S-T Rule 101(b) (7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a

material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No X
----- -----

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____

EXHIBIT INDEX

| EXHIBIT NO. ----- | DESCRIPTION ----- | PAGE NO. ----- |
|----------------------|--------------------------------------|-------------------|
| 1. | News Release dated February 10, 2003 | 1-5 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

IPSCO Inc.
(Registrant)

Date: February 10, 2003

By: /s/ John Comrie

John Comrie
Secretary

[GRAPHIC OMITTED]

[LOGO - IPSCO]

NEWS RELEASE

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FOR RELEASE FEBRUARY 10, 2003, 6 AM EST

IPSCO ENDS 2002 PROFITABLY

PLEASE NOTE THAT IPSCO RESULTS ARE REPORTED IN U.S. DOLLARS

[LISLE, ILLINOIS] [February 10, 2003] -- IPSCO Inc. (NYSE/TSX: IPS) announced today record sales of \$1.08 billion, up 20% over 2001 and 14% higher than the previous record set in 2000. Net income was \$20.3 million compared to \$38.9 million last year. Net income attributable to common shareholders was \$8.9 million, compared to \$27.4 million in 2001. Both basic and diluted earnings per share in 2002 were \$0.19, compared to \$0.67 and \$0.66 per share respectively in 2001. The 2002 fourth quarter and annual results included a one-time gain on the sale of assets of \$4.1 million, \$0.09 per share, while the 2001 results included two non-recurring items totaling \$18.6 million or \$0.45 per share. Operating profit per ton shipped for the year was \$17, compared to \$16 per ton in 2001.

Fourth quarter net income was \$12.8 million. Net income attributable to common shareholders was \$10.0 million, \$0.19 per diluted share, a significant improvement over the \$15.5 million loss (\$0.38 per diluted share) reported last year. Sales for the quarter were \$256.1 million, up \$33.6 million or 15% over the fourth quarter of 2001.

"While IPSCO had record sales and production levels, and continued to enjoy solid market penetration as a result of our newer facilities in the United States, we were disappointed with our profitability," said David Sutherland, President and Chief Executive Officer. "Demand for our plate products was adversely affected by soft market conditions in the industrial markets we serve, and low drilling rates throughout North America hurt sales and earnings for tubular products, most notably oil country tubular goods in Canada."

Record annual sales volume of 2,896,900 tons exceeded 2001 shipments by 19%. Sales of steel mill products, comprising hot rolled coil, cut plate and discrete plate, totaled 2,115,000 tons. The 35% improvement over 2001 reflected the first full year of operation for the Mobile Steelworks. Sales volume for tubular products, which include standard pipe, hollow structurals, and energy related tubular products, fell by 11%.

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Liquid steel production for the year 2002, which included a full year's output from all three IPSCO steelworks, reached a record 3,007,700 tons, almost 25% higher than in 2001.

Sales volume for the fourth quarter totaled 638,700 tons, up 6% over the fourth quarter of 2001. Quarterly sales of steel mill products were 461,400 tons, 16% higher than in the fourth quarter of 2001. Tubular product sales of 177,300 tons in the fourth quarter were down 15% from the year earlier period.

The outlook for overall product demand is one filled with considerable uncertainty based on market trends. Extremely soft conditions in the industrial markets we serve continue to depress steel mill product sales volume and pricing. Any change in this outlook for IPSCO's industrial markets would require an improvement in the overall economy. In addition, recent scrap market trends are resulting in cost increases. Consequently, the consensus of analysts' estimates of first quarter 2003 results is significantly higher than current conditions would warrant. While IPSCO expects to be profitable in the first quarter, the level will be heavily dependent on the performance of the energy tubular sector.

For further information on IPSCO, please visit the company's web site at WWW.IPSCO.COM.

THIS NEWS RELEASE CONTAINS FORWARD-LOOKING INFORMATION WITH RESPECT TO IPSCO'S OPERATIONS AND BELIEFS. ACTUAL RESULTS MAY DIFFER FROM THESE FORWARD LOOKING STATEMENTS DUE TO NUMEROUS FACTORS, INCLUDING WEATHER CONDITIONS, DRILLING RIG AVAILABILITY, DEMAND FOR OIL AND GAS, ENERGY COSTS, DEMAND FOR AND PRICES FOR PRODUCTS PRODUCED BY THE COMPANY, AND GENERAL ECONOMIC TRENDS. THESE AND OTHER FACTORS ARE OUTLINED IN IPSCO'S REGULATORY FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION, INCLUDING THOSE ON IPSCO'S ANNUAL REPORT FOR 2001, ITS MD&A, PARTICULARLY AS DISCUSSED UNDER THE HEADING "BUSINESS RISKS AND UNCERTAINTIES", AND FORM 40-F.

Company Contact:
 Bob Ratliff
 Vice President and Chief Financial Officer
 IPSCO
 Tel. (630) 810-4769 Release #03-06

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CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

(thousands of United States Dollars except for share,
 per share, ton and per ton data)

<TABLE>
 <CAPTION>

| | FOR THE THREE MONTHS ENDED | | | FOR THE TWELVE MONTHS ENDED | |
|--|----------------------------|---------------------|----------------------|-----------------------------|---------------------|
| | DECEMBER 31 2002 | DECEMBER 31 2001 | SEPTEMBER 30 2002 | DECEMBER 31 2002 | DECEMBER 31 2001 |
| <S> | <C> | <C> | <C> | <C> | <C> |
| Coil and Plate Tons Produced (thousands) | 662.7 | 606.1 | 690.9 | 2,783.2 | 2,238.2 |
| Finished Tons Shipped (thousands) | 638.7 | 604.8 | 697.8 | 2,896.9 | 2,435.1 |
| Sales | \$ 256,083 | \$ 222,464 | \$ 266,908 | \$ 1,081,709 | \$ 903,743 |
| Cost of sales | | | | | |
| Manufacturing and raw material | 212,190 | 196,082 | 225,885 | 925,343 | 770,788 |
| Amortization of capital assets | 11,833 | 11,119 | 13,737 | 51,049 | 37,107 |
| | 224,023 | 207,201 | 239,622 | 976,392 | 807,895 |
| Gross income | 32,060 | 15,263 | 27,286 | 105,317 | 95,848 |
| Selling, research and administration | 12,810 | 17,319 | 13,942 | 55,155 | 57,527 |
| Operating income (loss) | 19,250 | (2,056) | 13,344 | 50,162 | 38,321 |
| Other expenses (income): | | | | | |
| Non-recurring items | (6,464) | 10,000 | -- | (6,464) | (29,000) |
| Interest on long-term debt | 5,852 | 6,404 | 5,726 | 23,821 | 6,634 |
| Other interest (income) expense, net | (8) | 106 | (43) | 174 | (928) |
| Foreign exchange loss (gain) | (179) | 1,160 | 1,560 | 938 | 882 |
| Income (Loss) Before Income Taxes | 20,049 | (19,726) | 6,101 | 31,693 | 60,733 |
| Income Tax Expense (Benefit) | 7,218 | (7,101) | 2,197 | 11,414 | 21,865 |
| Net Income (Loss) | 12,831 | (12,625) | 3,904 | 20,279 | 38,868 |
| Dividends on Preferred Shares, including part VI.I tax | 1,402 | 1,395 | 1,408 | 5,608 | 5,692 |
| Interest on Subordinated Notes, net of income tax | 1,442 | 1,444 | 1,443 | 5,771 | 5,771 |
| Net Income (Loss) Attributable to Common Shareholders | \$ 9,987 | \$ (15,464) | \$ 1,053 | \$ 8,900 | \$ 27,405 |
| Earnings (Loss) Per Common Share- Basic | \$ 0.21 | \$ (0.38) | \$ 0.02 | \$ 0.19 | \$ 0.67 |
| - Diluted | \$ 0.19 | \$ (0.38) | \$ 0.02 | \$ 0.19 | \$ 0.66 |
| Number of Common Shares Outstanding (thousands) | 47,677 | 40,844 | 47,542 | 47,677 | 40,844 |
| Annualized Return on Common Shareholders' Equity | 5% | -8% | 0% | 1% | 4% |
| Operating Income (Loss) Per Ton | \$ 30 | \$ (3) | \$ 19 | \$ 17 | \$ 16 |

</TABLE>

CONSOLIDATED STATEMENTS OF RETAINED EARNINGS (UNAUDITED)

(thousands of United States Dollars)

<TABLE>
 <CAPTION>

| | FOR THE THREE MONTHS ENDED | | | FOR THE TWELVE MONTHS ENDED | |
|--|----------------------------|---------------------|----------------------|-----------------------------|---------------------|
| | DECEMBER 31 2002 | DECEMBER 31 2001 | SEPTEMBER 30 2002 | DECEMBER 31 2002 | DECEMBER 31 2001 |
| <S> | <C> | <C> | <C> | <C> | <C> |
| Retained Earnings at Beginning of Period | \$ 486,132 | \$ 508,533 | \$ 486,589 | \$ 491,777 | \$ 475,551 |
| Net Income (Loss) | 12,831 | (12,625) | 3,904 | 20,279 | 38,868 |
| Dividends on Preferred Shares, including part VI.I tax | (1,402) | (1,395) | (1,408) | (5,608) | (5,692) |
| Interest on Subordinated Notes, net of income tax | (1,442) | (1,444) | (1,443) | (5,771) | (5,771) |
| Dividends on Common Shares | (1,520) | (1,292) | (1,510) | (6,078) | (11,179) |
| Retained Earnings at End of Period | \$ 494,599 | \$ 491,777 | \$ 486,132 | \$ 494,599 | \$ 491,777 |

</TABLE>

NOTES TO CONSOLIDATED INTERIM FINANCIAL STATEMENTS

1. The consolidated interim financial statements are unaudited and are based on Canadian generally accepted accounting principles and practices consistent with those used in the preparation of the annual financial statements.
2. Certain prior period amounts have been reclassified to conform with the current presentation.
3. The company sold certain of its assets held for sale in the fourth quarter 2002 resulting in a gain of \$6,464. The effect on basic earnings per common share was an increase in each of the fourth quarter 2002 and year 2002 of \$0.09.
4. The company settled the litigation with the turnkey contractors of the Montpelier Steelworks during the three month period ended June 30, 2001. As a result of the \$49 million settlement, the company recorded income of approximately \$39 million representing claims for lost business and reimbursement of legal costs and approximately \$10 million was recorded to cover the cost of capital asset improvements. The effect of the settlement on basic earnings per common share was an increase of \$0.61 in the second quarter ended June 30 and year ended December 31, 2001. The company recorded a \$10 million write-down of assets held for sale in the fourth quarter 2001 to reflect their most recent valuation. The effect of the write-down on basic earnings per common share was a decrease of \$0.16 in the fourth quarter and year ended December 31, 2001.

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CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(thousands of United States Dollars)

<TABLE>

<CAPTION>

| | FOR THE THREE MONTHS ENDED | | | FOR THE TWELVE MONTHS ENDED | |
|---|----------------------------|---------------------|----------------------|-----------------------------|---------------------|
| | DECEMBER 31 2002 | DECEMBER 31 2001 | SEPTEMBER 30 2002 | DECEMBER 31 2002 | DECEMBER 31 2001 |
| Cash Derived From (Applied To) | <C> | <C> | <C> | <C> | <C> |
| Operating Activities | | | | | |
| Working capital provided by operations | \$ 18,374 | \$ (21,292) | \$ 13,184 | \$ 72,397 | \$ 57,766 |
| Change in non-cash operating working capital | (50,013) | 39,469 | (5,135) | (59,795) | 50,557 |
| | (31,639) | 18,177 | 8,049 | 12,602 | 108,323 |
| Financing Activities | | | | | |
| Common share dividends | (1,520) | (1,292) | (1,510) | (6,078) | (11,179) |
| Issue of common shares (net of issue costs) | - | - | - | 90,670 | - |
| Common shares issued pursuant to share option plan | 1,011 | 32 | 113 | 2,953 | 391 |
| Preferred share dividends | (1,315) | (1,296) | (1,314) | (5,254) | (5,337) |
| Subordinated notes interest | - | - | (4,250) | (8,500) | (8,500) |
| Proceeds from sale-leaseback of capital assets | - | - | - | - | 15,000 |
| Issue of long-term debt | 38,300 | 25,000 | 10,000 | 83,300 | 120,000 |
| Repayment of long-term debt | (3,300) | (12,000) | (6,100) | (114,400) | (73,100) |
| | 33,176 | 10,444 | (3,061) | 42,691 | 37,275 |
| Investing Activities | | | | | |
| Expenditures for capital assets | (3,895) | (14,311) | (6,767) | (34,211) | (155,775) |
| Proceeds on sale of assets held for sale | 1,466 | - | - | 1,466 | - |
| Other | - | - | - | (1,706) | (1,993) |
| | (2,429) | (14,311) | (6,767) | (34,451) | (157,768) |
| Effect of exchange rate changes on cash and cash equivalents | 407 | 716 | (854) | (475) | (3,489) |
| Increase (Decrease) in Cash and Cash Equivalents less Bank Indebtedness | (485) | \$ 15,026 | (2,633) | 20,367 | (15,659) |
| Cash and Cash Equivalents less Bank Indebtedness at Beginning of Period | 23,344 | (12,534) | 25,977 | 2,492 | 18,151 |
| Cash and Cash Equivalents less Bank Indebtedness at End of Period | \$ 22,859 | \$ 2,492 | \$ 23,344 | \$ 22,859 | \$ 2,492 |

</TABLE>

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(thousands of United States Dollars)

<TABLE>

<CAPTION>

| | DECEMBER 31 2002 (UNAUDITED) | DECEMBER 31 2001 |
|--|------------------------------------|---------------------|
| <S> | <C> | <C> |
| Current Assets | | |
| Cash and cash equivalents | \$ 22,859 | \$ 37,492 |
| Accounts receivable, less allowance | 153,752 | 116,708 |
| Inventories | 255,410 | 239,394 |
| Other | 2,847 | 2,031 |
| Future income taxes | 41,402 | 44,490 |
| | 476,270 | 440,115 |
| Non-Current Assets | | |
| Capital and other | 1,146,456 | 1,157,927 |
| Future income taxes | 121,586 | 126,123 |
| | 1,268,042 | 1,284,050 |
| Total Assets | \$ 1,744,312 | \$ 1,724,165 |
| Current Liabilities | | |
| Bank indebtedness | \$ - | \$ 35,000 |
| Accounts payable and accrued charges | 136,072 | 150,705 |
| Income and other taxes payable | - | 2,111 |
| Current portion of long-term debt | 35,386 | 21,100 |
| | 171,458 | 208,916 |
| Long-Term Liabilities | | |
| Long-term debt | 342,202 | 386,809 |
| Deferred pension liability | - | 234 |
| Future income taxes | 143,229 | 142,668 |
| | 485,431 | 529,711 |
| Shareholders' Equity | | |
| Preferred shares | 98,553 | 98,545 |
| Common shares | 351,311 | 256,163 |
| Subordinated notes | 104,250 | 104,250 |
| Retained earnings | 494,599 | 491,777 |
| Cumulative translation adjustment | 38,710 | 34,803 |
| | 1,087,423 | 985,538 |
| Total Liabilities and Shareholders' Equity | \$ 1,744,312 | \$ 1,724,165 |
| Ratio of Current Assets to Current Liabilities | 2.8 : 1 | 2.1 : 1 |

</TABLE>

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TONS SHIPPED BY QUARTER

(thousands)

<TABLE>

<CAPTION>

| | FOR THE THREE MONTHS ENDED | | | FOR THE TWELVE MONTHS ENDED | |
|---------------------------|----------------------------|---------------------|----------------------|-----------------------------|---------------------|
| | DECEMBER 31 2002 | DECEMBER 31 2001 | SEPTEMBER 30 2002 | DECEMBER 31 2002 | DECEMBER 31 2001 |
| <S> | <C> | <C> | <C> | <C> | <C> |
| Coil and Discrete Plate | 341.7 | 288.1 | 383.6 | 1,542.9 | 1,071.2 |
| Cut Plate | 119.7 | 108.0 | 142.4 | 572.1 | 489.7 |
| Total Steel Mill Products | 461.4 | 396.1 | 526.0 | 2,115.0 | 1,560.9 |
| Energy Tubulars | 105.3 | 120.0 | 91.9 | 381.4 | 445.0 |
| Large Diameter Tubulars | 15.0 | 23.2 | 15.0 | 129.3 | 134.4 |
| Non-Energy Tubulars | 57.0 | 65.5 | 64.9 | 271.2 | 294.8 |
| Total Tubular Products | 177.3 | 208.7 | 171.8 | 781.9 | 874.2 |
| Total Shipments | 638.7 | 604.8 | 697.8 | 2,896.9 | 2,435.1 |

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</TABLE>