

# SECURITIES AND EXCHANGE COMMISSION

## FORM 6-K

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

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### FILER

#### ArcelorMittal

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Type: **6-K** | Act: **34** | File No.: [333-146371](#) | Film No.: **13527839**  
SIC: **3312** Steel works, blast furnaces & rolling mills (coke ovens)

#### Mailing Address

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

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FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

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Dated January 14, 2013

Commission File Number: 333-146371

ARCELORMITTAL  
(Translation of registrant's name into English)

19 Avenue de la Liberté  
L-2930 Luxembourg  
Luxembourg  
(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

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):

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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):

\_\_\_\_\_

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

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



THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENT ON FORM F-3 (NO. 333-179763) OF ARCELORMITTAL AND THE PROSPECTUSES INCORPORATED THEREIN.

### Exhibit List

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| Exhibit 5.1        | Opinion of Elvinger, Hoss & Prussen as to the validity of the shares under Luxembourg law.                    |
| Exhibit 5.2        | Opinion of Cleary Gottlieb Steen & Hamilton LLP as to the validity of the debt securities under New York law. |
| Exhibit 23.1       | Consent of Elvinger, Hoss & Prussen (included in Exhibit 5.1 above).  |
| Exhibit 23.2       | Consent of Cleary Gottlieb Steen & Hamilton LLP (included in Exhibit 5.2 above).                              |

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## SIGNATURES

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.

Date: January 14, 2013

By: /s/ Henk Scheffer  
Name: Henk Scheffer  
Title: Company Secretary

## Exhibit Index

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ELVINGER, HOSS & PRUSSEN  
LUXEMBOURG LAW FIRM

Exhibit 5.1

ArcelorMittal S.A.  
19, Avenue de la Liberté  
L-2930 Luxembourg

Luxembourg, 14 January, 2013

O/Ref. : PH/TKA  
Re : Legal opinion

Dear Sirs,

1. We have acted as Luxembourg counsel to ArcelorMittal, a *société anonyme* organised under the laws of Luxembourg with registered office at 19, avenue de la Liberté, Luxembourg, registered with the Luxembourg Register of Commerce and Companies (“RCS”) under number B 82.454 (the “**Company**”), in connection with the Company’s offering, pursuant to a post-effective amendment N°1 to the Registration Statement on Form F-3 (the “**Registration Statement**”) filed on 9 January 2013 with the Securities and Exchange Commission (the “**Commission**”) pursuant to the Securities Act of 1933, as amended (the “**Securities Act**”), of 104,477,612 ordinary shares of the Company without nominal value (the “**Relevant Shares**”).

2. For the purpose of this opinion, we have reviewed the following documents:

- 2.1 an e-mailed copy of the Registration Statement (the “**Registration Statement**”);
- 2.2 a copy of the Company's restated articles of association (*statuts coordonnés*) as at May 8, 2012 as deposited in the Company’s file with the RCS on January 11, 2013 (the “**Articles**”);
- 2.3 an e-mailed scanned copy of the certificate issued by the Company Secretary of the Company together with another authorised representative of the Company dated January 9, 2013 confirming the resolutions passed by the board of directors of the Company (the “**Board of Directors**”) on January 9, 2013 (the “**Officers’ Certificate**”);

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GEDI:3410682v2





- 2.4 an electronic *certificat de non-inscription d'une décision judiciaire* (certificate as to the non-inscription of a court decision) issued by the RCS on January 11, 2013 (the “**RCS Certificate**”) certifying that as of January 10, 2013 no court decision as to *inter alia* the *faillite* (bankruptcy), *concordat préventif de faillite* (moratorium), *gestion contrôlée* (controlled management), *sursis de paiement* (suspension of payments) or *liquidation judiciaire* (compulsory liquidation), and no foreign court decision as to *faillite*, *concordat* or other analogous procedures according to Council Regulation (EC) n°1346/2000 of 29 May 2000 on insolvency proceedings (“**Regulation 1346/2000**”) is filed with the RCS in respect of the Company;
- 2.5 a copy of the list of authorised signatories of the Company dated October 1, 2012 and filed with the RCS on October 24, 2012; and
- 2.6 an electronic extract issued by the RCS in relation to the Company dated January 11, 2013 (the “**Extract**”).

The documents listed under paragraphs 2.1 through 2.6 are hereinafter referred to as the “**Documents**”.

3. We have made an enquiry on the website of the Bar of Luxembourg (*Barreau de Luxembourg*) ([www.barreau.lu](http://www.barreau.lu)) on January 11, 2013 at 17:30 pm (CET) as to whether bankruptcy proceedings against the Company have been filed with the court in Luxembourg and we have made an electronic company search on the Company on the website of the RCS on January 11, 2013 at 17:31 pm (CET) (the “Company Search”). Our enquiries showed that no bankruptcy procedure had been filed to that time and we have received the RCS Certificate. It should be noted that such searches are subject to the disclaimers on the relevant websites and are not capable of revealing whether a writ has been served on the Company but has not yet been enrolled with the court and thus we cannot opine thereon or as to whether a writ commencing any such proceeding has been served on the Company but has not yet been enrolled with the court. The search at the RCS showed further that as at its date no compulsory liquidation procedure is pending in relation to the Company. It should be noted that notice of a winding-up order or a resolution to that effect passed may not be filed with the RCS immediately or may, even though filed, not be published on the website of the RCS immediately. Thus, we cannot opine as to whether any liquidation procedure has been initiated but not yet filed and published with the RCS.

4. For this opinion, we have relied on the accuracy and completeness of the Articles and that they correctly reflect the issued share capital of the Company. We have furthermore assumed that all copies of documents that we have reviewed conform to the originals, that all originals are genuine and complete and that each signature is the genuine signature of the individual as signatory on the document. In addition, we have assumed and have not verified the accuracy as to factual matters of each document we have reviewed. We have also assumed that the statements made in the Officers' Certificate are a true record of the proceedings and facts described therein, and that the resolutions described in the Officers' Certificate were validly passed in a duly convened and constituted meeting of the Board of Directors and that such resolutions are and remain in full force and effect without modification and have not been amended, rescinded or terminated and that the information contained therein is true, complete and accurate at the date of this opinion. We have furthermore assumed that the Articles have not been amended and that the List of Authorised Signatories remains in full force and effect and has not been amended, rescinded or terminated.

5. This opinion is confined to matters of Luxembourg law (as defined below). Accordingly, we express no opinion with regard to any system of law other than the laws of Luxembourg as they stand as of the date hereof and as such laws as of the date hereof have been interpreted in published case law of the courts of Luxembourg ("**Luxembourg law**"). This opinion speaks as of the date hereof. No obligation is assumed to update this opinion or to inform any person of any changes of law or other matters coming to our knowledge and occurring after the date hereof, which may affect this opinion letter in any respect.

6. On the basis of the above assumptions and subject to the qualifications set out below, having considered the Documents listed above and having regard to all relevant laws of Luxembourg, we are of the opinion that:

- 6.1 The Company is a public limited liability company (*société anonyme*) duly incorporated and existing in Luxembourg. The Company possesses the capacity to be sued and to sue in its own name.

6.2. The Company has all the necessary corporate power and authority to issue and deliver the Relevant Shares and has taken all necessary corporate actions, and no other action is required to be taken by it, to authorise the issuance and delivery of the Relevant Shares.

6.3. The existing Shares are validly issued, fully paid and non-assessable (which term when used herein means that no further sums are required to be paid to the Company by the holders thereof in connection with the issue of such Relevant Shares).

6.4. Subject to due payment of their issue price at the time of their issue, the Relevant Shares will be validly issued, fully paid and non-assessable.

7. This opinion is subject to any limitations arising from bankruptcy, insolvency, liquidation, moratorium, reorganisation and other laws of general application relating to or affecting the rights of creditors. Insofar as the foregoing opinions relate to the valid existence of the Company, they are based solely on the Articles and the searches described above in section 2. However such searches are not capable of conclusively revealing whether or not any bankruptcy (*faillite*), compulsory liquidation (*liquidation judiciaire*), reorganisation, reconstruction or reprieve from payment (*sursis de paiement*), controlled management (*gestion contrôlée*) or composition with creditors (*concordat*) proceedings or voluntary dissolution and liquidation proceedings have been initiated and the relevant corporate documents (including, but not limited to, the notice of a winding-up order or resolution, notice of the appointment of a receiver, manager, administrator or administrative receiver) may not be held at the RCS immediately and there may be a delay in the relevant notice appearing on such files.

8. This opinion is strictly limited to the matters stated herein and does not extend to, and is not to be read as extending by implication to, any other matters. In this opinion Luxembourg legal concepts are translated into English terms and not in their original French terms used in Luxembourg laws. The concepts concerned may not be identical to the concepts described by the same English terms as they exist under the laws of other jurisdictions. This opinion is governed by Luxembourg law and the Luxembourg courts shall have exclusive jurisdiction thereon.

9. It is understood that this opinion is to be used only in connection with the offer and sale of the Relevant Shares.

10. We hereby consent to the filing of this opinion as Exhibit 5.1 to the Report on Form 6-K filed by the Company and incorporated by reference into the Registration Statement and to the use of our name in the Registration Statement under the heading "**Validity of the Securities**" and under the heading "**Tax Considerations**", as Luxembourg counsel for the Company. In giving this consent, we do not thereby admit that we are experts with respect to any part of the Registration Statement, including this Exhibit, within the meaning of the term "expert" as used in the Securities Act or the rules and regulations of the Commission thereunder. The opinions expressed herein are rendered on and as of the date hereof, and we assume no obligation to advise you or any other person, or to make any investigations, as to any legal developments or factual matters arising subsequent to the date hereof that might affect the opinion expressed herein

Yours faithfully,

/s/ Philippe Hoss

Philippe Hoss  
Elvinger, Hoss & Prussen

# CLEARY GOTTlieb STEEN & HAMILTON LLP

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WASHINGTON, DC  
BRUSSELS  
LONDON  
FRANKFURT  
COLOGNE  
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COUNSEL

January 14, 2013

ArcelorMittal  
19, avenue de la Liberté  
L-2930 Luxembourg  
Grand Duchy of Luxembourg

Ladies and Gentlemen:

We have acted as special United States counsel to ArcelorMittal, a *société anonyme* organized under the laws of Luxembourg (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a post-effective amendment to the registration statement on Form F-3 (the “Registration Statement”) relating to the offering from time to time, together or separately and in one or more series (if applicable) of unsecured debt securities (the “Debt Securities”), which may or may not be subordinated and/or convertible into common shares of the Company, or of common shares of the Company (the “Common Shares” and together with the Debt Securities, the “Securities”). The Securities being registered under the Registration Statement will be offered on a continuous or delayed basis pursuant to the provisions of Rule 415 under the United States Securities Act of 1933, as amended (the “Securities Act”). Unless otherwise provided in any prospectus supplement forming a part of the Registration Statement relating to a particular series of Debt Securities, Debt Securities that are unsubordinated (“Senior Debt Securities”) are to be issued under an indenture (the “Senior Indenture”) to be entered into among the Company, Wilmington Trust, National Association, as trustee (the “Trustee”), and Citibank, N.A., as securities administrator (the “Securities Administrator”), and Debt Securities that are subordinated (“Subordinated Debt Securities”) are to be issued under an indenture (the “Subordinated Indenture”) entered into among the Company, the Trustee and the Securities Administrator.



In arriving at the opinions expressed below, we have reviewed the following documents:

- (a) the Registration Statement;
- (b) a form of the Senior Indenture, including the form of the Senior Debt Securities; and
- (c) a form of the Subordinated Indenture, including the form of the Subordinated Debt Securities.

In addition, we have reviewed the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of the Company and such other instruments and other certificates of public officials, officers and representatives of the Company and such other persons, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinions expressed below.

In rendering the opinions expressed below, we have assumed the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies. In addition, we have assumed and have not verified (i) the accuracy as to factual matters of each document we have reviewed, and (ii) that the Debt Securities will conform to the forms thereof that we have reviewed and will be duly authenticated in accordance with the terms of the Senior Indenture or Subordinated Indenture, as applicable.

Based on the foregoing, and subject to the further assumptions and qualifications set forth below, it is our opinion that:

1. The Senior Debt Securities, when duly authorized, issued and authenticated in accordance with the Senior Indenture, will be the valid, binding and enforceable obligations of the Company, entitled to the benefits of the Senior Indenture.
2. The Subordinated Debt Securities, when duly authorized, issued and authenticated in accordance with the Subordinated Indenture, will be the valid, binding and enforceable obligations of the Company, entitled to the benefits of the Subordinated Indenture.

Insofar as the foregoing opinions relate to the validity, binding effect or enforceability of any agreement or obligation of the Company, (a) we have assumed that the Company and each other party to such agreement or obligation has satisfied those legal requirements that are applicable to it to the extent necessary to make such agreement or obligation enforceable against it (except that no such assumption is made as to the Company regarding matters of the federal law of the United States of America or the law of the State of New York that in our experience normally would be applicable to general business entities with respect to such agreement or obligation), (b) such opinions are subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally and to general principles of equity and (c) such opinions are subject to the effect of judicial application of foreign laws or foreign governmental actions affecting creditors' rights.

We have further assumed that (i) the Registration Statement will be effective and will comply with all applicable laws at the time the Securities are offered or issued as contemplated by the Registration Statement, (ii) the Company will establish the final terms and conditions of the offering and issuance of the Debt Securities and will enter, together with the Trustee and the Securities Administrator, into any necessary supplemental indenture relating to such Debt Securities, (iii) the Senior Indenture, as duly authorized, executed and delivered by the Company at the time of the issuance of Senior Debt Securities, will conform to the form thereof contained in the Registration Statement, and (iv) the Subordinated Indenture, as duly authorized, executed and delivered by the Company at the time of the issuance of Subordinated Debt Securities, will conform to the form thereof contained in the Registration Statement.

We note that the designation in Section 1.14 of each of the Senior Indenture and the Subordinated Indenture of the U.S. federal courts sitting in New York City as the venue for actions or proceedings relating to the Subordinated Indenture (notwithstanding the waiver in Section 1.14) is subject to the power of such courts to transfer actions pursuant to 28 U.S.C. §1404(a) or to dismiss such actions or proceedings on the grounds that such a federal court is an inconvenient forum for such an action or proceeding.

The foregoing opinions are limited to the federal law of the United States of America and the law of the State of New York.

We hereby consent to the filing of this opinion as Exhibit 5.2 to the Report on Form 6-K furnished by the Company and incorporated by reference into the Registration Statement and to the reference to this firm in the prospectus constituting a part of the Registration Statement and in any prospectus supplements thereto under the heading "Validity of the Securities" as counsel for the Company who have passed on the validity of the Debt Securities being registered by the Registration Statement and under the heading "Tax Considerations" in any prospectus supplements as having advised the Company as to certain U.S. federal income tax considerations. In giving such consent, we do not thereby admit that we are experts with respect to any part of the Registration Statement, including this Exhibit, within the meaning of the term "expert" as used in the United States Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder. The opinions expressed herein are rendered on and as of the date hereof, and we assume no obligation to advise you or any other person, or to make any investigations, as to any legal developments or factual matters arising subsequent to the date hereof that might affect the opinion expressed herein.

Very truly yours,

CLEARY GOTTlieb STEEN & HAMILTON LLP

By /s/ John D. Brintzer

John D. Brintzer, a Partner