

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

August 20, 2019



TIMKENSTEEL CORPORATION

(Exact name of registrant as specified in its charter)

Ohio

1-36313

46-4024951

(State or Other Jurisdiction of Incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

1835 Dueber Avenue, SW, Canton, OH 44706

(Address of Principal Executive Offices) (Zip Code)

(330) 471-7000

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, without par value	TMST	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.04. Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.

TimkenSteel Corporation (the “*Company*”) is changing the service provider for its 401(k) plans from Empower Retirement to Merrill, a Bank of America company. In connection with this action, a blackout period under the TimkenSteel Corporation Savings and Investment Pension Plan, the TimkenSteel Corporation Bargaining Savings and Investment Pension Plan, the TimkenSteel Corporation Savings Plan for Certain Bargaining Employees, and the TimkenSteel Corporation Voluntary Investment Pension Plan (the “*401(k) Plans*”) will begin as of 4:00 p.m. Eastern Time on September 23, 2019 and will end as of 8:00 a.m. Eastern Time on October 14, 2019 (the “*Blackout Period*”). On August 20, 2019, the Company received a notice required by Section 101(i)(2)(E) of the Employee Retirement Income Security Act of 1974, as amended, regarding the Blackout Period.

During the Blackout Period, participants in the 401(k) Plans will be unable to obtain loans, withdrawals or distributions from the 401(k) Plans, change or direct investments in their individual accounts, including those involving the TimkenSteel stock fund (regarding TimkenSteel common shares, without par value), change contributions, update beneficiaries, or access their accounts online or by phone.

Also on August 20, 2019, the Company sent a notice (the “*Insider Notice*”) to its directors and executive officers informing them of the Blackout Period. The Insider Notice was required pursuant to Section 306 of The Sarbanes-Oxley Act of 2002 and Section 104 of Regulation BTR under the Securities Exchange Act of 1934, as amended.

A copy of the Insider Notice is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Any inquiries regarding the Blackout Period may be directed to:

TimkenSteel Corporation
1835 Dueber Avenue SW
Canton, OH 44706
Attention: Frank A. DiPiero
330-471-7000

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Blackout Notice to TimkenSteel Corporation Directors and Executive Officers

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.

Date: August 23, 2019

TimkenSteel Corporation

By: /s/Frank A. DiPiero
Name: Frank A. DiPiero
Title: Executive Vice President,
General Counsel and Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Blackout Notice to TimkenSteel Corporation Directors and Executive Officers



To: Directors and Executive Officers of TimkenSteel Corporation

From: Frank A. DiPiero, Executive Vice President, General Counsel and Secretary

Date: August 20, 2019

Re: Notice Regarding Blackout Period and Regulation BTR Trading Restrictions

The purpose of this notice is to inform you of temporary restrictions on your ability, directly or indirectly, to buy, sell or transfer certain TimkenSteel equity securities or exercise TimkenSteel stock options in connection with an upcoming 401(k) plan blackout period.

TimkenSteel Corporation (“TimkenSteel”) has decided to change the service provider for its 401(k) plans from Empower to Merrill. In order to implement this transition, participants in the 401(k) plans have been advised that 401(k) activity will be restricted such that they will not be able to direct or diversify investments in their individual accounts, obtain a loan or receive a distribution (or withdrawal) from the 401(k) plans, change contributions, update beneficiaries or access account information online or by phone for a specified period of time (the “Blackout Period”). Most importantly for purposes of this notice, during the Blackout Period, participants in the 401(k) plans will not be able to direct or diversify investments in the TimkenSteel stock fund (regarding TimkenSteel common shares, without par value) under the 401(k) plans or request a loan or distribution from the 401(k) plans. The Blackout Period will begin as of 4:00 p.m. Eastern Time on September 23, 2019 and will end as of 8:00 a.m. Eastern Time on October 14, 2019.

Pursuant to The Sarbanes-Oxley Act of 2002 (the “Act”), TimkenSteel is notifying you of upcoming restrictions, in connection with the 401(k) plans service provider transition, on your ability, directly or indirectly, to buy, sell or transfer TimkenSteel equity and derivative securities. These temporary restrictions are mandated by the Act in the event of certain blackout periods that last more than three consecutive business days and impact the TimkenSteel Corporation Savings and Investment Pension Plan, the TimkenSteel Corporation Bargaining Savings and Investment Pension Plan, the TimkenSteel Corporation Savings Plan for Certain Bargaining Employees, or the TimkenSteel Corporation Voluntary Investment Pension Plan (the “401(k) Plans”), including the TimkenSteel stock fund as an investment option under the 401(k) Plans. **Specifically, you will be prohibited from directly or indirectly purchasing, selling, exercising or otherwise acquiring or transferring during the Blackout Period any equity securities (including stock options and other derivative securities) of TimkenSteel that you acquired in connection with your service or employment as a director or executive officer of TimkenSteel. Please note that these prohibited transactions are not limited to those involving your direct ownership, but also include any transaction in equity securities in which you have a pecuniary interest (for example, transactions by your immediate family members living in your household, as well as certain entities in which you have financial involvement, etc.).**

Certain transactions are exempt from this trading prohibition (such as bona fide gifts, transfers by will or laws of descent and distribution, and sales of stock not acquired in connection with service or employment as a director or executive officer of TimkenSteel). However, those exemptions are limited. If you hold

both securities covered by the prohibition and securities exempt from the prohibition, any sale or other transfer of securities by you during the Blackout Period will be treated as a transaction involving covered securities, unless you can identify the source of the sold or transferred securities and demonstrate that you use the same identification for all related purposes (such as tax reporting and disclosure requirements). Given the applicable rules and the limited time period involved, we recommend that you avoid any change in your beneficial ownership of TimkenSteel equity and derivative securities during the Blackout Period. The restrictions on trading during the Blackout Period are in addition to those under TimkenSteel's Policy Regarding Trading in Stock and Prohibiting the Improper Use or Disclosure of Material, Non-Public Information (and any associated regularly scheduled blackout periods) that restrict or will restrict your ability to trade in TimkenSteel securities.

The rules are complex, and criminal and civil penalties may be imposed upon directors and executive officers who violate the rules. Therefore, please contact me at 330-471-3326, 1835 Dueber Avenue SW, Canton, OH 44706, if you have any questions or if you believe that a transaction in which you have a pecuniary interest may occur during the Blackout Period.