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): **July 7, 2022**

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 8.01 Other Events.

On July 7, 2022, TimkenSteel Corporation (the “Company”) entered into an agreement to purchase a group annuity contract from The Prudential Insurance Company of America (“Prudential”) to settle approximately $250 million of the Company’s approximate $800 million in U.S. pension obligations under the TimkenSteel Corporation Bargaining Unit Pension Plan (the “Pension Plan”). In connection with the agreement, Prudential will pay future benefits under the group annuity contract starting October 1, 2022 for a specified group of retirees and beneficiaries who are currently receiving payments from the Pension Plan. Benefits payable to the retirees and beneficiaries and to other Pension Plan participants will not be reduced as a result of this transaction. The group annuity contract will be purchased using existing assets of the Pension Plan and requires no cash contribution from the Company. The Company expects to realize a non-cash pension settlement gain of approximately $2 million in the third quarter of 2022.

A copy of the press release issued by the Company related to the purchase of the group annuity contract is attached hereto as Exhibit 99.1. The press release is also available on the Company’s website at timkensteel.com.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 The Company’s press release dated July 13, 2022 announcing the purchase of a group annuity contract.
104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 hereunto duly authorized.

TIMKENSTEEL CORPORATION

Date: July 13, 2022

By: /s/ Kristopher R. Westbrooks
Kristopher R. Westbrooks
Executive Vice President and Chief Financial Officer

TimkenSteel to Purchase Group Annuity Contract for Retiree Pension Benefits

CANTON, Ohio: July 13, 2022 – TimkenSteel (NYSE: TMST), a leader in high-quality specialty steel, manufactured components, and supply chain solutions, on July 7, 2022, entered into an agreement to purchase a group annuity contract from The Prudential Insurance Company of America (“Prudential”) to settle approximately $250 million of the company’s approximate $800 million in U.S. pension obligations under the TimkenSteel Corporation Bargaining Unit Pension Plan (the “Pension Plan”).

In connection with the agreement, Prudential will pay future benefits under the group annuity contract starting October 1, 2022, for a specified group of approximately 1,900 retirees and beneficiaries who are currently receiving payments from the Pension Plan. Prudential is a highly rated insurance company and was selected by the Pension Plan’s fiduciary, with the advice of an independent expert.

“Prudential was carefully selected as a highly rated and experienced retirement benefits provider,” said Kristopher R. Westbrooks, TimkenSteel’s executive vice president and chief financial officer. “This transaction is a significant step to further strengthen the Company’s balance sheet and de-risk our pension plan.”

Benefits payable to the retirees and beneficiaries and to other Pension Plan participants will not be reduced as a result of this transaction. The group annuity contract is an irrevocable commitment by Prudential to make annuity payments to participants and beneficiaries covered under the contract. TimkenSteel is notifying by mail those individuals who are covered by the forthcoming change and will provide a customer service number to address any questions that covered participants and beneficiaries may have.

The group annuity contract will be purchased using existing assets of the Pension Plan and requires no cash contribution from the company. Once finalized, this annuity purchase is expected to reduce TimkenSteel’s U.S. pension obligation by approximately $250 million, or 25% percent. The company expects to realize a non-cash pension settlement gain of approximately $2 million in the third quarter.

The Pension Plan’s fiduciaries, with the assistance of an independent expert, conducted an objective and thorough analysis of potential insurance companies with sufficient capacity, creditworthiness, and administrative claims-paying capabilities so that the Pension Plan could purchase the group annuity contract in accordance with applicable law and U.S. Department of Labor guidelines. Following this process, the Pension Plan fiduciaries selected Prudential to provide the group annuity contract.

ABOUT PRUDENTIAL

Prudential Financial, Inc. (NYSE: PRU), a global financial services leader and premier active global investment manager with more than $1.5 trillion in assets under management as of March 31, 2022, has operations in the United States, Asia, Europe, and Latin America. Prudential’s diverse and talented employees help make lives better and create financial opportunity for more people by expanding access to investing, insurance, and retirement security. Prudential’s iconic Rock symbol has stood for strength, stability, expertise, and innovation for more than a century. For more information, please visit news.prudential.com.

ABOUT TIMKENSTEEL CORPORATION

TimkenSteel (NYSE: TMST) manufactures high-performance carbon and alloy steel products from recycled scrap metal in Canton, OH, serving demanding applications in mobile, energy and a variety of industrial end markets. The company is a premier U.S. producer of alloy steel bars (up to 16 inches in diameter), seamless mechanical tubing and manufactured components. In the business of making high-quality steel for more than 100 years, TimkenSteel's proven expertise contributes to the performance of our customers' products. The company employs approximately 1,800 people and had sales of $1.3 billion in 2021. For more information, please visit us at www.timkensteel.com.

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FORWARD-LOOKING STATEMENTS

This news release includes "forward-looking" statements within the meaning of the federal securities laws. You can generally identify the company's forward-looking statements by words such as "will," "anticipate," "aspire," "believe," "could," "estimate," "expect," "forecast," "outlook," "intend," "may," "plan," "possible," "potential," "predict," "project," "seek," "target," "should," "would," "strategy," or "strategic direction" or other similar words, phrases or expressions that convey the uncertainty of future events or outcomes. The company cautions readers that actual results may differ materially from those expressed or implied in forward-looking statements made by or on behalf of the company due to a variety of factors, such as: the potential impact of the COVID-19 pandemic on the company's operations and financial results, including cash flows and liquidity; whether the company is able to successfully implement actions designed to improve profitability on anticipated terms and timetables and whether the company is able to fully realize the expected benefits of such actions; deterioration in world economic conditions, or in economic conditions in any of the geographic regions in which the company conducts business, including additional adverse effects from global economic slowdown, terrorism or hostilities, including political risks associated with the potential instability of governments and legal systems in countries in which the company or its customers conduct business, and changes in currency valuations; climate-related risks, including environmental and severe weather caused by climate changes, and legislative and regulatory initiatives addressing global climate change or other environmental concerns; the effects of fluctuations in customer demand on sales, product mix and prices in the industries in which the company operates, including the ability of the company to respond to rapid changes in customer demand including but not limited to changes in customer operating schedules due to supply chain constraints, the effects of customer bankruptcies or liquidations, the impact of changes in industrial business cycles, and whether conditions of fair trade exist in U.S. markets; competitive factors, including changes in market penetration, increasing price competition by existing or new foreign and domestic competitors, the introduction of new products by existing and new competitors, and new technology that may impact the way the company's products are sold or distributed; changes in operating costs, including the effect of changes in the company's manufacturing processes, changes in costs associated with varying levels of operations and manufacturing capacity, availability of raw materials and energy, the company's ability to mitigate the impact of fluctuations in raw materials and energy costs and the effectiveness of its surcharge mechanism, changes in the expected costs associated with product warranty claims, changes resulting from inventory management, cost reduction initiatives and different levels of customer demands, the effects of unplanned work stoppages, and changes in the cost of labor and benefits; the success of the company's operating plans, announced programs, initiatives and capital investments, and the company's ability to maintain appropriate relations with the union that represents its associates in certain locations in order to avoid disruptions of business; unanticipated litigation, claims or assessments, including claims or problems related to intellectual property, product liability or warranty, employment matters, and environmental issues and taxes, among other matters; cyber-related risks, including information technology system failures, interruptions and security breaches; the company's ability to achieve its environmental, social, and governance ("ESG") goals, including its 2030 ESG goals; the availability of *financing and interest rates, which affect the company's cost of funds and/or ability to raise capital, including the ability of the company to refinance or repay at maturity the convertible notes due December 1, 2025; the company's pension obligations and investment performance, and/or customer demand and the ability of customers to obtain financing to purchase the company's products or equipment that contain its products; the overall impact of pension and other postretirement benefit mark-to-market accounting; the effects of the conditional conversion feature of the convertible notes due December 1, 2025, which, if triggered, entitles holders to convert the notes at any time during specified periods at their option and therefore could result in potential dilution if the holder elects to convert and the company elects to satisfy a portion or all of the conversion obligation by delivering common shares instead of cash; and the impacts from any repurchases of our common shares, including the timing and amount of any repurchases. Further, this news release represents our current policy and intent and is not intended to create legal rights or obligations. Certain standards of measurement and performance contained in this news release are developing and based on assumptions, and no assurance can be given that any plan, objective, initiative, projection, goal, mission, commitment, expectation, or prospect set forth in this news release can or will be achieved. Inclusion of information in this news release is not an indication that the subject or information is material to our business or operating results.*

Additional risks relating to the company's business, the industries in which the company operates, or the company's common shares may be described from time to time in the company's filings with the SEC. All of these risk factors are difficult to predict, are subject to material uncertainties that may affect actual results and may be beyond the company's control. Readers are cautioned that it is not possible to predict or identify all of the risks, uncertainties and other factors that may affect future results and that the above list should not be considered to be a complete list. Except as required by the federal securities laws, the company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.