
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
Amendment No. 1

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

For the fiscal year ended June 30, 2002

OR

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

Commission file number 1-14287

USEC Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

52-2107911
(I.R.S. Employer
Identification No.)

2 Democracy Center
6903 Rockledge Drive, Bethesda, MD
(Address of principal executive offices)

20817
(Zip Code)

Registrant's telephone number, including area code: (301) 564-3200

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

Title of Each Class	Name of Exchange on Which Registered
Common Stock, par value \$.10 per share	New York Stock Exchange
Preferred Stock Purchase Rights	New York Stock Exchange

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

None

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 No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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.

As of August 31, 2002, there were 81,513,000 shares of Common Stock, par value \$.10 per share, issued and outstanding. As of August 31, 2002, the market value of the Common Stock held by non-affiliates of the registrant calculated by reference to the closing price of the registrant's Common Stock as reported on the New York Stock Exchange was \$615.4 million.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Notice of Annual Meeting of Shareholders and Proxy Statement to be filed pursuant to Regulation 14A are incorporated by reference into Part III.

EXPLANATORY NOTE

USEC Inc. hereby amends the electronic filing (EDGAR) version of its Annual Report on Form 10-K for the fiscal year ended June 30, 2002, filed on September 20, 2002, to correct an error resulting from the EDGAR conversion process under the caption Short-Term Debt in Item 6, Selected Financial Data – Balance Sheet on page 23.

The electronic filing had reported short-term debt of \$50 million at June 30, 2001; there was no short-term debt at June 30, 2001. The filing had reported no short-term debt at June 30, 1999; short-term debt was \$50.0 million at June 30, 1999.

Item 6. Selected Financial Data

Selected financial data should be read in conjunction with the Consolidated Financial Statements and related notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations. Selected financial data as of and for each of the fiscal years in the five-year period ended June 30, 2002, have been derived from the Consolidated Financial Statements which have been audited by independent public accountants. Consolidated Financial Statements for fiscal 2002 were audited by PricewaterhouseCoopers LLP, and Consolidated Financial Statements for fiscal years 2001, 2000, 1999 and 1998 were audited by Arthur Andersen LLP.

	Fiscal Years Ended June 30,				
	2002	2001	2000	1999	1998
	(millions, except per share data)				
	Predecessor ⁽¹⁾				
Statement of Income Data					
Revenue:					
Separative work units	\$1,309.3	\$1,057.3	\$1,387.8	\$1,475.0	\$ 1,380.4
Uranium	116.9	86.6	101.6	53.6	40.8
Total revenue	1,426.2	1,143.9	1,489.4	1,528.6	1,421.2
Cost of sales	1,321.2	991.7	1,236.3	1,182.0	1,062.1
Uranium inventory valuation adjustment	—	—	19.5	—	—
Gross profit	105.0	152.2	233.6	346.6	359.1
Special charges (credit):					
Consolidating plant operations	(6.7) ⁽²⁾	—	141.5 ⁽²⁾	—	—
Suspension of development of AVLIS technology	—	—	(1.2)	34.7 ⁽³⁾	—
Workforce reductions	—	—	—	—	32.8
Privatization costs	—	—	—	—	13.8
Advanced technology development costs	12.6	11.4	11.4	106.4	136.7
Selling, general and administrative	50.7	48.8	48.9	40.3	34.7
Operating income	48.4	92.0	33.0	165.2	141.1
Interest expense	36.3	35.2	38.1	32.5	—
Other (income) expense, net	(10.4)	(8.1)	(10.5)	(16.8)	(5.2)
Income before income taxes	22.5	64.9	5.4	149.5	146.3
Provision (credit) for income taxes	6.3	(13.5) ⁽⁴⁾	(3.5)	(2.9) ⁽⁴⁾	—
Net income	\$ 16.2	\$ 78.4	\$ 8.9	\$ 152.4	\$ 146.3
Net income per share-basic and diluted	\$.20	\$.97	\$.10	\$ 1.52	
Dividends per share	\$.55	\$.55	\$.825	\$.825	
Average number of shares outstanding	81.1	80.7	90.7	99.9	

As of June 30,

	2002	2001	2000	1999	1998
	(millions)				Predecessor ⁽¹⁾
Balance Sheet Data					
Cash and cash equivalents	\$ 279.2	\$ 122.5	\$ 73.0	\$ 86.6	\$ 1,177.8 ⁽⁵⁾
Inventories:					
Current assets:					
Separative work units	708.1	918.3	596.0	648.8	687.0
Uranium ⁽⁶⁾	154.0	178.6	209.8	160.1	184.5
Materials and supplies	21.8	19.0	19.3	22.8	24.8
Long-term assets	415.5	420.2	436.4	574.4	561.0
Inventories, net	\$1,299.4	\$1,536.1	\$1,261.5	\$1,406.1	\$ 1,457.3
Total assets	\$2,168.0	\$2,207.5	\$2,084.4	\$2,360.2	\$ 3,471.3
Short-term debt	—	—	50.0	50.0	—
Long-term debt	500.0	500.0	500.0	500.0	—
Other liabilities	263.2	307.6	281.1	195.0	503.3 ⁽⁷⁾
Stockholders' equity	949.3	972.8	947.3	1,135.4	2,420.5 ⁽⁵⁾
Number of shares outstanding	81.3	80.6	82.5	99.2	

- (1) Selected financial data for fiscal 1998 have been derived from the financial statements of United States Enrichment Corporation ("Predecessor"), a U.S. Government-owned corporation. In fiscal 1998, there was no short or long-term debt, interest expense, provision for income taxes, net income per share, or dividends per share for the Predecessor.
- (2) The special credit of \$6.7 million (\$4.2 million or \$.05 per share after tax) in fiscal 2002 represents a change in estimate of costs for consolidating plant operations.

The plan to consolidate plant operations and cease uranium enrichment operations at the Portsmouth plant resulted in special charges of \$141.5 million (\$88.7 million or \$.97 per share after tax) in fiscal 2000, including asset impairments of \$62.8 million, severance benefits of \$45.2 million, and lease turnover and other exit costs of \$33.5 million.
- (3) The suspension of development of the AVLIS enrichment technology resulted in special charges of \$34.7 million (\$22.7 million or \$.23 per share after tax) in fiscal 1999.
- (4) The provision for income taxes includes a special income tax credit of \$37.3 million (or \$.46 per share) in fiscal 2001 and \$54.5 million (or \$.54 per share) in fiscal 1999 for deferred income tax benefits that arose from the transition to taxable status. The special charge in fiscal 2001 represents a change in estimate resulting from a reassessment of certain deductions for which related income tax savings were not certain.
- (5) An exit dividend of \$1,709.4 million was paid to the U.S. Government at the time of the initial public offering in July 1998.
- (6) Excludes uranium provided by and owed to customers.
- (7) Other liabilities include accrued liabilities for the disposition of depleted uranium. Pursuant to the USEC Privatization Act, depleted uranium generated by USEC at the time of the initial public offering in July 1998 was transferred to DOE, and the accrued liability of \$373.8 million for the disposition of depleted uranium was transferred to stockholders' equity in fiscal 1999.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) 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.

USEC Inc.

September 26, 2002

/s/ Henry Z Shelton, Jr.

Henry Z Shelton, Jr.
Senior Vice President and
Chief Financial Officer