



[Top of the Form](#)

**Item 1.01 Entry into a Material Definitive Agreement.**

EXPLANATORY NOTE

Pursuant to Instruction 2 to Item 5.02 of Form 8-K, this Form 8-K/A amends Items 1.01 and 5.02 of the Current Report on Form 8-K filed by USEC Inc. ("USEC" or the "Company") with the Securities and Exchange Commission on August 2, 2006 to describe an at-will employment arrangement between the Company and John C. Barpoulis which was approved by the Compensation Committee of the Board of Directors of the Company on September 8, 2006.

The information required by this Item 1.01 with respect to John C. Barpoulis' at-will employment arrangement is incorporated by reference from Item 5.02 below.

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

Appointment of Chief Financial Officer

On August 2, 2006, John C. Barpoulis was appointed senior vice president, chief financial officer and treasurer of the Company. Mr. Barpoulis, age 41, has served as interim chief financial officer since February 2006 and prior to that served as the Company's vice president and treasurer. Mr. Barpoulis joined USEC in March 2005. Prior to joining USEC, Mr. Barpoulis was vice president and treasurer of National Energy & Gas Transmission, Inc., formerly a subsidiary of PG&E Corp., from 2003 to 2005, and vice president and assistant treasurer from 2000 to 2003.

In connection with Mr. Barpoulis' appointment as senior vice president, chief financial officer and treasurer of USEC, Mr. Barpoulis' base salary was increased to \$340,000 per year. In addition, on September 8, 2006 the Compensation Committee approved the at-will employment arrangement with Mr. Barpoulis described in Exhibit 10.1 to this Form 8-K/A, which is incorporated herein by reference.

A copy of the press release announcing the appointment of Mr. Barpoulis is attached as Exhibit 99.1

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number--Description

10.1--Summary of Employment Arrangement for Chief Financial Officer.

99.1--Press release, dated August 2, 2006, issued by USEC Inc. announcing the appointment of John C. Barpoulis as chief financial officer.

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[Top of the Form](#)

**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.

USEC Inc.

September 11, 2006

By: */s/ Timothy B. Hansen*

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*Name: Timothy B. Hansen*

*Title: Senior Vice President, General Counsel and Secretary*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
10.1 99.1	Summary of Employment Arrangement for Chief Financial Officer Press release, dated August 2, 2006, issued by USEC Inc. announcing the appointment of John C. Barpoulis as chief financial officer.

**SUMMARY OF EMPLOYMENT ARRANGEMENT  
FOR CHIEF FINANCIAL OFFICER**

**John C. Barpoulis**

In connection with John C. Barpoulis' appointment as the senior vice president, chief financial officer and treasurer of USEC Inc., the following sets forth the principal terms of his at-will employment arrangement:

**Base Salary**

\$340,000 per annum

**Annual Incentive**

Entitled to participate in the Company's annual incentive program under the 1999 Equity Incentive Plan at a target annual award level of 0.7 times annual base salary. Actual award will be calculated as a percentage of the target award (from 0% to 150%) based on the achievement of pre-determined annual performance objectives. Maximum value (based on current annual base salary of \$340,000) would be \$357,000. Must take at least 35% of any annual incentive award in shares of restricted stock and may take the remainder of the award in cash or additional shares of restricted stock. If has satisfied applicable stock ownership guidelines may elect to take entire annual incentive award in cash. As an incentive to take more of compensation in the form of Company stock, will receive additional shares of restricted stock equal to 20 percent of the cash portion of annual incentive award that elects to take in restricted stock.

**Long-Term Incentives**

*Stock Options/Restricted Stock*

Entitled to participate in the Company's long term incentive program under the 1999 Equity Incentive Plan at a target annual award level of 0.7 times annual base salary, consisting of 50% non-qualified stock options and 50% restricted stock.

*3-Year Executive Incentive Plan*

Entitled to participate in the three-year performance component of the Company's long term incentive program (the "Executive Incentive Plan") for senior executive officers at an annual award level of 0.6 times annual base salary (or a total 3-year award of 1.8 times annual base salary). Under the Executive Incentive Plan, participants are awarded the right to earn shares of the Company's common stock (or an equivalent amount of cash or restricted stock units settleable for cash). Actual payouts of these awards, if any, will be determined by performance of the Company during the period March 1, 2006 through December 31, 2008 against three pre-determined performance goals. If the Company's performance against these goals is below the threshold level, then no payout will be made. Amounts will be paid at target in the event of a change in control, regardless of the Company's performance, and prorated amounts will be paid in accordance with performance in the event of certain qualifying terminations of service prior to the end of the performance period. To the extent the Company's performance exceeds the threshold performance level, a number of shares of common stock up to the maximum will be earned, as follows:

Number of Shares (1): \*  
Threshold (80%) (2): 38,842  
Target (100%): 48,552  
Maximum (120%): 58,262

(1) The actual number of shares that will be paid out at the end of the performance period, if any, cannot be determined because the shares earned will be based upon the Company's future performance against the performance goals.

(2) If the Company's performance is below the threshold level, then no shares will be earned. To the extent the Company's performance exceeds the threshold performance level, a varying amount of shares of common stock up to the maximum will be earned.

**Supplemental Executive Retirement Plan**

Entitled to benefits under the USEC Inc. 2006 Supplemental Executive Retirement Plan (SERP), an unfunded plan maintained for the purpose of providing deferred compensation for a select group of management or highly compensated employees for purposes of the Employee Retirement Income Security Act of 1974.

**Other Benefits**

Eligible to participate in other benefit arrangements available to the Company's executive officers, including the Company's pension, 401(k), supplemental 401(k) restoration, life, health and welfare benefit plans.

**Other Agreements**

Will receive the Company's standard change in control agreement for senior executive officers and the Company's standard director and officer's indemnification agreement.

**FOR IMMEDIATE RELEASE:**

August 2, 2006

**John C. Barpoulis appointed Senior Vice President, CFO and Treasurer**

BETHESDA, Md. – USEC Inc. (NYSE:USU) announced today that John C. Barpoulis has been appointed Senior Vice President, Chief Financial Officer and Treasurer. Barpoulis had been the acting chief financial officer since February 2006 and had been vice president and treasurer since May 2005.

“After making a careful and thorough search for the right person to lead our financial organization and secure financing for our American Centrifuge Plant, the Board unanimously agreed that the right person was already acting in the position,” said John K. Welch, USEC president and chief executive officer.

“John has been a strong leader of our financial organization and recently headed the Company’s strategic planning process. John’s financial acumen, teamwork with our senior management, and his demonstrated ability to do the job gives me strong confidence in selecting him. He is the right person for this point in USEC’s evolution,” Welch said.

Barpoulis, 41, joined USEC in March 2005 after serving as vice president and treasurer for National Energy & Gas Transmission, Inc., formerly a subsidiary of PG&E Corporation. Previously he served in financial positions of increasing responsibility in U.S. Generating Company, and served as a consultant with Berner, Lanphier and Associates, which provided analytical services to the U.S. Department of Defense.

Barpoulis received a bachelor of arts degree in physics from Vassar College and a bachelor of engineering degree in mechanical engineering from the Thayer School of Engineering at Dartmouth College. He also earned a master of business administration degree from the Tuck School of Business at Dartmouth College.

USEC Inc., a global energy company, is a leading supplier of enriched uranium fuel for commercial nuclear power plants.

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Contacts

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