

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

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Date of Report (Date of earliest event reported): April 28, 2011

**USEC Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of incorporation)*

**1-14287**

*(Commission File Number)*

**52-2107911**

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

**2 Democracy Center  
6903 Rockledge Drive  
Bethesda, MD 20817  
(301) 564-3200**

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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) At the 2011 Annual Meeting of Shareholders held on April 28, 2011 (the “Annual Meeting”), the shareholders of USEC Inc. (“USEC” or the “Company”) approved the First Amendment (the “Amendment”) to the USEC Inc. 2009 Equity Incentive Plan (the “Plan”). The Amendment was adopted by the Board of Directors of the Company on February 17, 2011, subject to approval of the shareholders. As described in the Company’s proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 17, 2011 (the “Proxy Statement”), the Amendment:

- Increases by 3,000,000 (from 4,500,000 to 7,500,000) the number of shares with respect to which awards may be granted under the Plan;
- Modifies the existing “clawback” provision of the Plan to also provide that any awards under the Plan will be subject to any compensation recovery or “clawback” policy that may be adopted by the Board from time to time, including retroactively, in order to implement final rulemaking under Section 954 of the Dodd-Frank Act or any future changes in law or regulation;
- Makes more explicit that with respect to all awards whose vesting is contingent on performance, no dividends or dividend equivalents shall be paid unless and until the award vests; and
- Extends the expiration date of the Plan from February 25, 2019 to February 17, 2021 (the tenth anniversary of the Board’s adoption of the Amendment).

The above summary is qualified in its entirety by reference to the complete text of the Amendment, which is attached as Exhibit 10.1 to this report and is incorporated by reference herein. A complete copy of the Plan is filed as Exhibit 10.1 to the Company’s current report on Form 8-K filed with the Securities and Exchange Commission on May 6, 2009 and is incorporated by reference herein.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its Annual Meeting on April 28, 2011. As of the record date, March 4, 2011, there were 122,067,721 shares of common stock outstanding, each entitled to one vote. 86.1% of those shares were represented at the Annual Meeting.

At the Annual Meeting, USEC’s shareholders voted on five proposals and cast their votes as described below. The proposals are described in detail in the Company’s Proxy Statement.

Proposal 1

USEC’s shareholders elected eleven directors (listed below) to hold office until the next annual meeting of shareholders and until his or her successor is elected and has qualified. There were no abstentions. The number of votes cast for or withheld and the broker non-votes were as follows:

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
James R. Mellor, Chairman	73,331,707	1,905,980	29,899,507
Michael H. Armacost	68,535,231	6,702,456	29,899,507
Joyce F. Brown	68,472,063	6,765,624	29,899,507
Sigmund L. Cornelius	74,046,095	1,191,592	29,899,507
Joseph T. Doyle	68,691,297	6,546,390	29,899,507
H. William Habermeyer	68,627,860	6,609,827	29,899,507
William J. Madia	73,721,932	1,515,755	29,899,507
W. Henson Moore	73,761,969	1,475,718	29,899,507
Walter E. Skowronski	73,937,965	1,249,722	29,899,507
M. Richard Smith	73,997,820	1,239,867	29,899,507
John K. Welch	73,641,271	1,596,416	29,899,507

Proposal 2

USEC’s shareholders cast their votes with respect to the advisory vote on executive compensation as set forth below:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
62,534,681	10,234,393	2,468,613	29,899,507

Proposal 3

USEC’s shareholders cast their votes with respect to the advisory vote on the frequency of the advisory vote on executive compensation as set forth below:

<b>3 Years</b>	<b>2 Years</b>	<b>1 Year</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
24,745,616	724,145	49,417,654	350,272	29,899,507

Proposal 4

USEC’s shareholders approved the First Amendment to the USEC Inc. 2009 Equity Incentive Plan as set forth below:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
68,951,680	3,892,283	2,393,724	29,899,507

Proposal 5

USEC's shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for 2011 as set forth below:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
103,453,538	1,378,952	304,704	0

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
10.1	First Amendment to the USEC Inc. 2009 Equity Incentive Plan

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**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.

**USEC Inc.**

May 3, 2011

By:

/s/ John C. Barpoulis

**John C. Barpoulis**

Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

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## EXHIBIT INDEX

**Exhibit  
Number**

**Description**

10.1

First Amendment to the USEC Inc. 2009 Equity Incentive Plan

FIRST AMENDMENT TO THE  
USEC INC. 2009 EQUITY INCENTIVE PLAN

The USEC Inc. 2009 Equity Incentive Plan (the "Plan") is amended as set forth below, effective as of February 17, 2011, subject to the approval of the stockholders of USEC INC.:

1. The second sentence of Section 1.1 of the Plan is amended and restated as follows:

The Plan originally became effective as of February 25, 2009 (the "Effective Date"), subject to the approval of the shareholders of the Company. The Plan was subsequently amended, effective as of February 17, 2011, subject to the approval of the Company's shareholders. The Plan shall continue in effect until its termination by the Committee; *provided, however*, that any Award shall be granted, if at all, within ten (10) years from February 17, 2011.

2. The first sentence of Section 4.1 of the Plan is amended and restated as follows:

Subject to adjustment as provided in Section 16, the number of Shares reserved for delivery under the Plan pursuant to Awards settled in Shares shall be the sum of (i) 7,500,000 Shares, plus (ii) the number of Shares, if any, underlying grants under the 1999 Plan that are forfeited, cancelled, terminated or are settled in cash without delivery of Shares on or after April 30, 2009.

3. The following sentence is added at the end of each of Section 8.5 and Section 9.4 of the Plan:

Notwithstanding the foregoing, where the vesting of the Award is contingent upon performance, no dividends or Dividend Equivalent Rights shall be paid unless and until the Award vests.

4. The following sentence is added at the end of Section 19.1 of the Plan:

In addition, any Awards under the Plan shall be subject to any compensation recovery or "clawback" policy that may be adopted by the Board or the Committee from time to time, including retroactively, in order to implement final rulemaking under Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act or any future changes in law or regulations.

IN WITNESS WHEREOF, this First Amendment has been executed by a duly authorized officer of USEC Inc. as of the day first above written.

By: /s/ Peter B. Saba

Name: Peter B. Saba  
Title: Senior Vice President,  
General Counsel and Secretary