

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): February 11, 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 1.01 Entry into a Material Definitive Agreement.

On February 11, 2011, USEC Inc. (“USEC” or the “Company”) and the United States Department of Energy (“DOE”) entered into an amendment (the “Amendment”) to the Agreement dated June 17, 2002 between DOE and USEC, as amended (the “2002 Agreement”). The Amendment revises the remaining four milestones under the 2002 Agreement relating to the financing and operation of the Company’s American Centrifuge uranium enrichment plant in Piketon, Ohio (the “American Centrifuge Plant”).

The 2002 Agreement provides that USEC will develop, demonstrate and deploy the American Centrifuge technology in accordance with 15 milestones. In November 2010, USEC requested an extension from DOE of the remaining four milestones. USEC and DOE have agreed to the following modifications to the 2002 Agreement, as more fully described in the Amendment:

- The milestone of “secure firm financing commitment(s) for the construction of the commercial American Centrifuge Plant with an annual capacity of approximately 3.5 million separative work units (“SWU”) per year” is extended to November 2011 (the “Financing Milestone”);
- The milestone of “begin commercial American Centrifuge Plant Operations” is extended to May 2014;
- The milestone of “commercial American Centrifuge Plant annual capacity at 1 million SWU per year” is extended to August 2015; and
- The milestone of “commercial American Centrifuge Plant annual capacity at approximately 3.5 million SWU per year” is extended to September 2017;
- DOE and USEC agree to discuss adjustment of the last three milestones as may be appropriate based on a revised deployment plan to be submitted by USEC by January 30, 2012 following the completion of the November 2011 Financing Milestone; and
- DOE and USEC again acknowledged that no part of the 2002 Agreement, including the milestones for the American Centrifuge Plant, is dependent on the issuance by DOE of a loan guarantee to USEC.

However, USEC has communicated to DOE that obtaining a timely commitment and funding for a loan guarantee from DOE is necessary in order for USEC to meet the remaining four milestones and complete the American Centrifuge Plant.

The foregoing summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment and the 2002 Agreement. The Amendment is filed as Exhibit 10.1 to this report. The full text of the 2002 Agreement is filed as Exhibit 99.3 to USEC’s current report on Form 8-K filed June 21, 2002. Modification 1 to the 2002 Agreement is filed as Exhibit 10.15 to USEC’s annual report on Form 10-K for the year ended December 31, 2005. Modification 2 to the 2002 Agreement is filed as Exhibit 10.1 to USEC’s current report on Form 8-K filed January 13, 2009. Modification 3 to the 2002 Agreement is filed as Exhibit 10.1 to USEC’s current report on Form 8-K filed February 2, 2010.

The Company, or its subsidiaries, is also a party to a number of other agreements or arrangements with the U.S. government, as described in the Company’s annual report on Form 10-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.1	Modification No. 4 dated February 11, 2011, to Agreement dated June 17, 2002 between the U.S. Department of Energy and USEC Inc.

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.

February 15, 2011

By:

/s/ John C. Barpoulis

John C. Barpoulis

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

EXHIBIT INDEX

**Exhibit
Number**

Description

10.1 Modification No. 4 dated February 11, 2011, to Agreement dated June 17, 2002 between the U.S. Department of Energy and USEC Inc.

MODIFICATION NO. 4
TO
AGREEMENT BETWEEN
THE U.S. DEPARTMENT OF ENERGY (“DOE”)
AND
USEC INC. (“USEC”)

The U.S. Department of Energy (“DOE”) and USEC INC. (“USEC”) hereby agree to modify the AGREEMENT BETWEEN THE U.S. DEPARTMENT OF ENERGY (“DOE”) AND USEC INC. (“USEC”), dated June 17, 2002, as amended (“June 17th Agreement”), as follows:

1. The November 2010 milestone established by Modification 3 to the Agreement, dated January 28, 2010, is hereby extended, and shall read as follows:

“November 2011 Secure Firm Financing Commitment(s) for the Construction of the Commercial American Centrifuge Plant with an annual capacity of ~3.5 million SWU per year.”

2. The following three milestones set out in Article 3 on page 8 of the June 17th Agreement, as amended by Modifications Nos. 2 and 3, are replaced with the following:

“May 2014 Begin Commercial American Centrifuge Plant Operations
August 2015 Commercial American Centrifuge Plant annual capacity at 1 million SWU per year
September 2017 Commercial American Centrifuge Plant annual capacity at ~3.5 million SWU per year”

3. The definition of “Secure Firm Financing Commitment(s) for the Construction of the Commercial American Centrifuge Plant” is amended by deleting “or not later than May 2011, whichever date is earlier” so that it reads as follows:

“Secure Firm Financing Commitment(s) for the Construction of the Commercial American Centrifuge Plant” -This milestone is met when USEC has executed third party debt or equity commitments which, together with USEC equity contributions, based on reasonable projections acceptable to DOE, are sufficient to meet the estimated costs to construct the Commercial American Centrifuge Plant with an annual capacity of ~3.5 million SWU per year. Such “executed third party debt or equity commitments” must, in the reasonable judgment of DOE, be likely to close and fund not later than within nine months of execution of such commitments and DOE’s evaluation of such commitments shall include, *inter alia*, the conditions set forth therein and market conditions.”

4. References in the June 17th Agreement to the November 2010 milestone shall be replaced with “November 2011” and deemed to be revised to refer to the November 2011 Secure Firm Financing Commitment(s) for the Construction of the Commercial American Centrifuge Plant milestone as revised by this Modification No. 4.

5. The first full paragraph on page 9 of the June 17th Agreement is revised to read as follows:

“USEC shall submit its Phase I Plan covering the milestones relating to the first twelve months after execution of this Agreement to DOE no later than June 30, 2002, and the Deployment Working Group shall reach agreement on Phase I of the DWG Plan no later than July 31, 2002. USEC shall submit its Phase II Plan covering the milestones through the end of 2004 by September 30, 2002, and its Phase III Plan covering the milestones through the end of 2006 by November 30, 2002. USEC shall submit a revised Phase IV Plan covering the milestones from November 2011 through September 2017 by January 30, 2012. The Deployment Working Group will meet periodically to consider amendments to each of these Plans as required to take account of changing circumstances, more complete information and the procedures and remedies outlined below.”

6. DOE and USEC agree to discuss adjustment of the remaining milestones in the June 17th Agreement, as currently modified, as may be appropriate based on the revised Phase IV Plan by USEC.

7. The following provision remains incorporated at the end of Article 5, *Miscellaneous*, of the Agreement:

“E. *Loan, Loan Guarantee, or Financial Assistance*

No part of this Agreement, including the terms, conditions, and milestones for the Commercial American Centrifuge Plant, is dependent in any way on the issuance by the United States Government, including the Department of Energy, of a loan, loan guarantee, conditional commitment for a loan or loan guarantee, or any other financial assistance.”

8. All other terms and conditions of the June 17th Agreement, as previously modified remain the same.

/s/ Peter B. Lyons

Peter B. Lyons
Acting Assistant Secretary for Nuclear Energy
U.S. Department of Energy

/s/ John K. Welch

John K. Welch
President and Chief Executive Officer
USEC Inc.

February 11, 2011

Date

February 8, 2011

Date

