
**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 25, 2013

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.)

**Two 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.

USEC Inc. (“USEC” or the “Company”) has maintained the Employees' Retirement Plan of USEC Inc. (the “Qualified Plan”), a broad-based, tax-qualified defined benefit pension plan whose maximum benefits are limited by legislation. In addition, executive officers of the Company who are eligible to participate in the Qualified Plan (executive officers who were hired prior to September 1, 2008 at which time the Qualified Plan was closed to new participants), have had the opportunity to participate in the USEC Inc. Pension Restoration Plan (the “Pension Restoration Plan”), a non-qualified supplemental pension benefit that is designed to continue the accrual of pension benefits that exceed the legislated limits under the Qualified Plan. As part of its internal organizational structure review effort, effective August 5, 2013, the Company froze accrued benefits for active employees under the Qualified Plan. On July 25, 2013, the Board of Directors of the Company approved an amendment (the “Amendment”) to the Pension Restoration Plan to also freeze benefit accruals under the Pension Restoration Plan, effective August 5, 2013.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Second Amendment dated July 25, 2013 to the Pension Restoration Plan filed as Exhibit 10.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.1	Second Amendment dated July 25, 2013 to the USEC Inc. Pension Restoration Plan, as amended and restated effective January 1, 2008.

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.

July 26, 2013

By: /s/ John C. Barpoulis
John C. Barpoulis
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

EXHIBIT INDEX

**Exhibit
Number**

Description

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**SECOND AMENDMENT TO THE
USEC INC. PENSION RESTORATION PLAN
(As Amended and Restated Effective January 1, 2008)**

WHEREAS, the USEC Inc. Pension Restoration Plan (“Plan”) was amended and restated effective January 1, 2008; and further amended by the First Amendment dated August 1, 2008 and by resolution of the Compensation Committee of the Board of Directors on January 10, 2013; and

WHEREAS, a further amendment is desired in order to freeze the benefits accrued under the Plan effective August 5, 2013;

NOW, THEREFORE, the Plan is amended as follows, effective August 5, 2013:

I.

A new Section 1.4 is added to read as follows:

1.4. Plan Frozen August 5, 2013. The Qualified Plan (as defined in Section 1.2) was amended to freeze accruals thereunder effective August 5, 2013. Accordingly, benefits under the Plan also became frozen as of August 5, 2013.

II.

Section 4.1 is amended and restated to read as follows:

4.1 Amount of Benefits. The benefit payable under this Plan to the Participant with respect to Non-Grandfathered Benefits shall not increase after August 5, 2013, and accordingly shall be equal to the difference between the amount in (1) and the amount in (2) where -

(1) is the amount of the retirement benefit that would be payable under the Qualified Plan as of August 5, 2013 in the form of a single life annuity beginning at the Participant's Retirement, before the application of the Section 401 Limits in effect on August 5, 2013 and the Section 415 Limits in effect on August 5, 2013 and by taking into account “Compensation” (as defined or interpreted under the Plan) earned as of August 5, 2013, or deferred as of August 5, 2013 by a Participant under the terms of any nonqualified deferred compensation plan maintained by the Corporation;

(2) is the amount of the benefit actually payable as of August 5, 2013 under the Qualified Plan commencing at the Participant's Retirement in the form of a single life annuity.

The amount payable as Non-Grandfathered Benefits shall be the difference between the amount determined above and the amount of the Grandfathered Benefits.

III.

Section 4.2 is amended by adding the following at the end thereof:

The form of payment for Non-Grandfathered Benefits previously elected by the Participant under this Section 4.2 shall not be affected by the August 5, 2013 freeze in Plan benefits or any change in the form of benefit available under the Qualified Plan.

IV.

Section 4.3 is amended by adding the following at the end thereof:

The commencement date for Non-Grandfathered Benefits under Section 4.3 shall not be affected by the August 5, 2013 freeze in Plan benefits or any change in the time of payment under the Qualified Plan.

V.

Except as set forth herein, the Plan shall remain in full force and effect.

Executed this 25th day of July, 2013

USEC INC.

ATTEST:

By: /s/ Peter B. Saba
Senior Vice President, General Counsel,
Chief Compliance Officer
and Corporate Secretary

By: /s/ Richard V. Rowland
Vice President, Human Resources