

**Third Supplement dated March 6, 2013
to the Prospectus dated June 22, 2012
as amended by the First Supplement dated September 7, 2012
as amended by the Second Supplement dated February 25, 2013**

voestalpine

voestalpine AG

(a joint stock corporation under the laws of Austria, registered number FN 66209t)

as Issuer

EUR 1,200,000,000 programme for the issuance of debt instruments (the “Programme”)

This document constitutes a supplement for the purposes of Article 13 of the Loi relative aux prospectus pour valeurs mobilières (the “Luxembourg Prospectus Law”) which implements Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003 (the “Prospectus Directive”) into Luxembourg law to the base prospectus of voestalpine AG dated June 22, 2012 (the “Prospectus”) as amended by the first supplement dated September 7, 2012 (the “First Supplement”) and the second supplement dated February 25, 2013 (the “Second Supplement”) in respect of non-equity securities within the meaning of Article 22 no. 6 (4) of Commission Regulation 2004/809/EC of April 29, 2004 as amended (the “Third Supplement”).

This Third Supplement is supplemental to and must be read in conjunction with the Prospectus dated June 22, 2012 as amended by the First Supplement and the Second Supplement (the “Supplemented Prospectus”).

voestalpine AG (the “Company” or the “Issuer”, and, together with its consolidated subsidiaries, “voestalpine”, the “voestalpine Group” or the “Group”) has requested the *Commission de Surveillance du Secteur Financier* (the “CSSF”) of the Grand Duchy of Luxembourg (“Luxembourg”) in its capacity as competent authority under the Luxembourg law which implements the Prospectus Directive, to provide the competent authorities in the Federal Republic of Germany (“Germany”) and the Republic of Austria (“Austria”) with a certificate of approval attesting that this Third Supplement has been drawn up in accordance with the Luxembourg Prospectus Law relating to prospectuses for securities (each a “Notification”). The Issuer may request the CSSF to provide from time to time competent authorities in additional host Member States within the European Economic Area with a Notification.

This Third Supplement was approved by the CSSF, was filed with the CSSF and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of the Issuer (www.voestalpine.com), and will be available free of charge at the registered office of the Issuer.

RESPONSIBILITY STATEMENT

voestalpine AG, with its registered office at voestalpine-Straße 1, 4020 Linz, Republic of Austria is solely responsible for the information given in this Third Supplement. The Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Third Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

RIGHT TO WITHDRAW

Investors who have already agreed to purchase Notes to be issued under the Programme prior to publication of this Third Supplement are entitled to withdraw their purchase orders pursuant to Article 13(2) of the Luxembourg Prospectus Law within two working days after the publication of this Third Supplement; accordingly the final date of withdrawal is March 8, 2013. A withdrawal, if any, is to be addressed to the relevant bank or savings bank or any other distributor with whom the relevant agreement to purchase or subscribe has been entered into.

IMPORTANT NOTICE

Terms defined or otherwise attributed meanings in the Supplemented Prospectus have the same meaning in this Third Supplement. In case of any inconsistencies between (i) the statements in this Third Supplement and (ii) any statements contained in the Supplemented Prospectus or incorporated by reference into the Supplemented Prospectus, the statements contained in this Third Supplement shall prevail. Full information on the Issuer and any Notes is only available on the basis of the combination of the Supplemented Prospectus, this Third Supplement and the relevant final terms (the “**Final Terms**”).

This Third Supplement shall only be distributed in connection with the Supplemented Prospectus.

The Issuer confirms that the Supplemented Prospectus and this Third Supplement contain all information with regard to the Issuer and any Notes which is material in the context of the Programme and the issue and offering of Notes thereunder, that the information contained therein is accurate in all material respects and is not misleading, that the opinions and intentions expressed therein are honestly held, that there are no other facts, the omission of which would make the Supplemented Prospectus and this Third Supplement as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect, and that all reasonable enquiries have been made to ascertain all facts and to verify the accuracy of all statements contained therein.

The Supplemented Prospectus, this Third Supplement and any Final Terms reflect the status as of their respective dates of issue. The delivery of the Supplemented Prospectus, this Third Supplement or any Final Terms and the offering, sale or delivery of any Notes may not be taken as an implication that the information contained in such documents is accurate and complete subsequent to their respective dates of issue or that there has been no adverse change in the financial situation of the Issuer since such date or that any other information supplied in connection with the Programme is accurate at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

No person has been authorised to give any information which is not contained in, or not consistent with, the Supplemented Prospectus or this Third Supplement or any other information supplied in connection with the Programme and, if given or made, such information must not be relied upon as having been authorised by or on behalf of the Issuer, the Dealers or any of them.

Neither the Arranger nor any Dealer nor any other person mentioned in the Supplemented Prospectus or this Third Supplement, excluding the Issuer, is responsible for the information contained in the Supplemented Prospectus or this Third Supplement or any other document incorporated therein by reference and, accordingly, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents. Save as disclosed herein or in the Supplemented Prospectus, there has been no other significant new factor, material mistake or material inaccuracy relating to the information included in the Supplemented Prospectus since its publication.

The distribution of this Third Supplement, the Prospectus, the First Supplement, the Second Supplement and any Final Terms and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Third Supplement, the Prospectus, the First Supplement, the Second Supplement or any Final Terms comes are required to inform themselves about and observe any such restrictions. For a description of restrictions applicable in the European Economic Area, the United States and the United Kingdom see section “Subscription and Selling restrictions” of the Prospectus. **In particular, the Notes have not been and will not be registered under the United States Securities Act of 1933, as amended, or with any securities regulatory authority of any state or other jurisdiction of the United States. The Notes may be subject to certain requirements under U.S. tax law. Subject to certain exceptions, the Notes may not be offered, sold or delivered within the United States of America or to, or for the account or benefit of, U.S. persons (as defined in Regulation S and the Internal Revenue Code, and regulations thereunder).**

This Third Supplement and the Supplemented Prospectus may only be used for the purpose for which they have been published. This Third Supplement, the Supplemented Prospectus and any Final Terms may not be used for the purpose of an offer or solicitation by and to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such an offer or solicitation. This Third Supplement, the Supplemented Prospectus and any Final Terms do not constitute an offer or an invitation to subscribe for or purchase any Notes.

PURPOSE

The purpose of this Third Supplement is to update the Supplemented Prospectus in connection with cartel investigations of the German competition authorities due to alleged violation of antitrust law regarding steel deliveries to the German automotive industry.

SUPPLEMENTAL INFORMATION

- 1. On page 19 (Risk Factors), the paragraph titled “Competition law risks.” is replaced by the following:**

In the steel industry’s recent past, a series of investigations by competition authorities have been carried out on both a national and an international level. For example, with respect to competition law offences in connection with voestalpine’s railway operations in Germany, proceedings are currently pending before the German competition authorities. As a result from such proceedings voestalpine has already been subject to fines in the amount of EUR 8.5 million and is likely to become subject to further fines and significant damage claims (see “*Business of the voestalpine Group – Legal proceedings*”). Furthermore and unrelated to these proceedings, the German competition authorities on February 28, 2013 searched the premises of voestalpine Deutschland GmbH in Munich due to alleged violations of antitrust law regarding steel deliveries to the German automotive industry. Also, it can not be excluded that the Group may in the future become involved in competition law investigations, in particular in situations where voestalpine participates in private and public procurement procedures. In such situations there is a risk that competition authorities, competitors or contractors may suspect illegal competition restricting agreements between the participants, and accordingly initiate proceedings. Such proceedings could have a material adverse effect on the reputation, business, financial condition and results of operations of voestalpine.

- 2. On page 105 (Business of the voestalpine Group), the following paragraph is added to the section titled “Legal proceedings”:**

On February 28, 2013, the German competition authorities searched the premises of voestalpine Deutschland GmbH in Munich due to alleged violations of antitrust law regarding steel deliveries to the German automotive industry. voestalpine verifies these allegations and fully supports the investigations of the German competition authorities.

ISSUER

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