
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**



UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

25-1724540
(I.R.S. Employer
Identification No.)

600 Mayer Street
Bridgeville, Pennsylvania
(Address of principal executive offices)

15017
(Zip Code)

UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC. 2017 EQUITY INCENTIVE PLAN
(Full title of the plan)

Paul A. McGrath
Vice President of Administration, General Counsel and Secretary
Universal Stainless & Alloy Products, Inc.
600 Mayer Street
Bridgeville, Pennsylvania 15017
(Name and address of agent for service)

(412) 257-7600
(Telephone number, including area code, of agent for service)

Copies of all communications to:

Jeffrey W. Acre
K&L Gates LLP
K&L Gates Center
210 Sixth Avenue
Pittsburgh, Pennsylvania 15222
(412) 355-6500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Universal Stainless & Alloy Products, Inc., a Delaware corporation (the “Registrant”), filed a Registration Statement on Form S-8 on October 9, 2012 (File No. 333-184334) (the “Registration Statement”) to register, under the Securities Act of 1933, as amended, an aggregate of 712,318 shares of the Registrant’s common stock, par value \$0.001 per share (“Common Stock”), issuable under the Registrant’s Omnibus Incentive Plan (the “Prior Plan”). Pursuant to Item 512(a)(3) of Regulation S-K, this Post-Effective Amendment No. 1 (this “Amendment”) to the Registration Statement deregisters 168,357 shares of Common Stock which are reserved but unissued under the Prior Plan as of May 3, 2017 (the “Effective Date”) and which are not subject to outstanding awards under the Prior Plan as of such date (collectively, the “Carried Forward Shares”).

On the Effective Date, the stockholders of the Registrant approved the Universal Stainless & Alloy Products, Inc. 2017 Equity Incentive Plan (the “2017 Plan”), and the 2017 Plan became effective as of the Effective Date. Pursuant to the terms of the 2017 Plan, no further awards will be made under the Prior Plan on or after the Effective Date, but awards previously granted under the Prior Plan will not be affected by the adoption of the 2017 Plan. Substantially concurrently with the filing of this Amendment, the Registrant is filing a separate Registration Statement on Form S-8 (the “New Registration Statement”), which registers the offering and sale of 568,357 shares of Common Stock, which amount includes the Carried Forward Shares, under the 2017 Plan. Pursuant to Rule 457(p) under the Securities Act, the registration fee of \$848 previously paid at the time of the filing of the Registration Statement with respect to the Carried Forward Shares is being carried forward and applied to the registration fee payable in connection with the registration of shares of Common Stock pursuant to the New Registration Statement.

