

---

---

# 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): October 18, 2019

---

## Universal Stainless & Alloy Products, Inc.

(Exact name of registrant as specified in its charter)

---

Delaware  
(State or other jurisdiction  
of incorporation)

000-25032  
(Commission  
File Number)

25-1724540  
(IRS Employer  
Identification No.)

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

15017  
(Zip code)

Registrant's telephone number, including area code: (412) 257-7600

---

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 (see General Instruction A.2.):

- 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))

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, par value \$0.001 per share	USAP	The NASDAQ Stock Market, LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 13(a) of the Exchange Act.

---

---

---

**Item 7.01. Regulation FD Disclosure.**

In the interests of transparency to its stockholders, Universal Stainless & Alloy Products, Inc. is providing a copy of its letter to Synalloy Corporation, dated October 15, 2019, herewith as Exhibit 99.1.

The information in this Current Report on Form 8-K, including the attached exhibits, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 [Letter from Universal Stainless & Alloy Products, Inc. to Synalloy Corporation, dated October 15, 2019.](#)

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 hereunto duly authorized.

UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.

By: /s/ Paul A. McGrath

Paul A. McGrath  
Vice President of Administration,  
General Counsel and Secretary

Dated: October 18, 2019



October 15, 2019

VIA FEDERAL EXPRESS AND EMAIL

Craig C. Bram  
President and Chief Executive Officer  
Synalloy Corporation  
4510 Cox Road, Suite 201  
Richmond, VA 23060

Dear Mr. Bram:

On behalf of the Board of Directors of Universal Stainless & Alloy Products, Inc. (the "Company"), I am writing in response to the unsolicited letter from you, dated October 14, 2019 (the "Interest Letter"), in which you, on behalf of the Board of Directors of Synalloy Corporation ("Synalloy"), expressed the interest of Synalloy in exploring a potential business combination between Synalloy and the Company.

I have shared the letter with the Company's Board of Directors and its independent financial and legal advisors. The Company's Board of Directors plans to thoroughly review the contents of the Interest Letter and other relevant information relating to Synalloy, with the benefit of advice from the Company's independent financial and legal advisors, and to respond in due course.

Sincerely,

/s/ Dennis M. Oates

Dennis M. Oates  
Chairman of the Board,  
President and Chief Executive Officer

600 Mayer Street, Bridgeville, PA 15017 phone 412.257.7600 web [www.univstainless.com](http://www.univstainless.com)