

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 11-K

Annual Report Pursuant to Section 15(d) of the  
Securities Exchange Act of 1934  
For the fiscal years ended June 30, 1998 and 1997

Commission file number 33-13511

- A. Full title of the plan and the address of the plan,  
if different from that of the issuer named below:

UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.  
1996 EMPLOYEE STOCK PURCHASE PLAN

- B. Name of the issuer of the securities held pursuant to the  
plan and the address of its principal executive office:

UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.  
600 Mayer Street  
Bridgeville, PA 15107

UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.  
1996 EMPLOYEE STOCK PURCHASE PLAN

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Report of Independent Accountants

To the Board of Directors and Stockholders  
of Universal Stainless & Alloy Products, Inc.

In our opinion, the accompanying statement of financial condition and the related statement of income and changes in Plan equity present fairly, in all material respects, the financial condition of Universal Stainless & Alloy Products, Inc. 1996 Employee Stock Purchase Plan (the Plan) at June 30, 1998 and 1997, and the income and changes in Plan equity for each of the two years in the period ended June 30, 1998, in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

PricewaterhouseCoopers LLP  
Pittsburgh, Pennsylvania  
September 4, 1998

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UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.  
1996 EMPLOYEE STOCK PURCHASE PLAN  
STATEMENT OF FINANCIAL CONDITION  
as of June 30, 1998 and 1997

	1998	1997
	-----	-----
Assets:		
Cash	\$ 40,689	\$ 1,248
	-----	-----
Total assets	\$ 40,689	\$ 1,248
	=====	=====
Liabilities and Plan equity:		
Payable to Plan sponsor	\$ 34,148	\$ 1,140
Refunds payable to Plan participants	6,384	-
	-----	-----
Total liabilities	40,532	1,140
Plan equity	157	108
	-----	-----
Total liabilities and Plan equity	\$ 40,689	\$ 1,248
	=====	=====

The accompanying notes are an integral part of the financial statements.

UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.  
 1996 EMPLOYEE STOCK PURCHASE PLAN  
 STATEMENT OF INCOME AND CHANGES IN PLAN EQUITY  
 for the fiscal years ended June 30, 1998 and 1997

	1998	1997
	-----	-----
Additions:		
Contributions by participating	\$ 84,492	\$ 56,464
Interest on bank deposits	675	54
	-----	-----
Total additions	85,167	56,518
	-----	-----
Deductions:		
Stock distributions	72,949	44,566
Participant withdrawals	11,494	11,790
Administrative costs	675	54
	-----	-----
Total deductions	85,118	56,410
	-----	-----
Net increase in Plan equity	49	108
Plan equity, beginning of year	108	-
	-----	-----
Plan equity, end of year	\$ 157	\$ 108
	=====	=====

The accompanying notes are an integral part of the financial statements.

UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.  
 1996 EMPLOYEE STOCK PURCHASE PLAN  
 NOTES TO THE FINANCIAL STATEMENTS  
 June 30, 1998 and 1997

1. Description of the Plan

The Universal Stainless & Alloy Products, Inc. ("the Company") 1996 Employee Stock Purchase Plan (the "Plan") was adopted by the stockholders of the Company on May 22, 1996 for the benefit of substantially all employees of the Company. The Plan was established to enable eligible employees of the Company to acquire an ownership interest in the Company. The aggregate number of shares of common stock which may be purchased under the Plan shall not exceed 90,000 shares. The Plan is intended to be an employee stock purchase plan, as defined by Section 423 of the Internal Revenue Code.

Purchase rights are generally granted with respect to six-month purchase periods and are limited to the lesser of (i) 100 shares, (ii) the maximum number of whole shares that could be purchased by an amount equal to 10 percent of an employee's base compensation paid during the purchase period,

or (iii) a pro-rata share of the shares remaining in the aggregate authorization under the Purchase Plan. The purchase price for shares subject to the purchase right is the lesser of (i) 85 percent of the closing market price of such stock on the date of the grant of the purchase right, generally the day preceding the beginning of a six-month purchase period, or (ii) 85 percent of the closing market price of such stock on the date the purchase price is exercised, generally the last day of the six-month purchase period. No cash consideration is received for the granting of purchase rights.

No employee may be granted a purchase right under the Plan if the employee, immediately after the purchase right is granted, owns stock possessing five percent or more of the total combined voting power or value of all classes of stock of the Company. Also, no employee may purchase shares under the Plan in excess of \$25,000 of fair market value of such shares on the date of grant of the purchase right.

Employees may elect to participate by filing an enrollment form and authorizing payroll deductions of up to 10 percent of their base compensation; provided, however, that such amount may not exceed 100 shares multiplied by 85 percent of the fair market value of a share of company stock on the date of the grant of the purchase right. Payroll deductions begin with the first paycheck received after commencement of the relevant purchase period and end with the last paycheck received within the purchase period. The shares of stock subject to the purchase right are automatically purchased on the last day of the purchase period by applying the accumulated payroll deductions to the purchase of whole shares of common stock. Any amount remaining after the purchase of the maximum amount of whole shares is recorded as Plan equity and applied to the next purchase period; provided, however, if the employee purchased 100 shares during the purchase period, the balance is refunded.

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The Board of Directors of the Company has the power to terminate or amend the Plan at any time. If the Board does not take action to terminate the Plan earlier, the Plan will terminate on the last day of the first purchase period ending in 2005 or the date on which all shares available for issuance under the Plan have been sold pursuant to the purchase rights exercised under the Plan.

## 2. Summary of Significant Accounting Policies:

### Security Transactions

Security transactions are accounted for as of the last day of each six-month purchase period. Securities are issued directly by the Company to the participants of the Plan from unissued shares designated for the Plan, and a corresponding liability to the Plan sponsor is recorded. The Plan does not hold the securities as temporary investments. For the fiscal years ended June 30, 1998 and 1997, 7,827 and 5,990 shares were issued, respectively. Since inception of the Plan, 13,817 of the designated shares have been issued. The valuation of securities distributed is at cost determined in accordance with the Plan.

### Contributions and Deposits

Employee contributions are recorded on the accrual basis as of the date the contributions are withheld from the employees' compensation. Contributions to the Plan are initially invested in an interest-bearing account pending their investment in the Company's stock. Interest earned on such cash balances is returned to the Company to partially offset administrative costs of the Plan.

### Withdrawals and Refunds

Participant withdrawals from the Plan may occur at the election of the Participant, upon termination of employment or as a refund of contributions made in excess of the value of stock distributed during each purchase period. Participant withdrawals equal the cash contributed to the Plan less

the value of stock distributed to the Participant.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the members of the Board of Directors who administer the Plan have duly caused this annual report to be signed by the undersigned hereunto duly authorized.

UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.  
1996 EMPLOYEE STOCK PURCHASE PLAN

SIGNATURE	TITLE	DATE
/s/ Richard M. Ubinger ----- RICHARD M. UBINGER	PLAN ADMINISTRATOR	SEPTEMBER 29, 1998

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Consent of Independent Accountants

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (File No. 33-13511) of Universal Stainless & Alloy Products, Inc. of our report dated September 4, 1998, which appears on page 3 of the Annual Report of the Universal Stainless & Alloy Products, Inc. 1996 Employee Stock Purchase Plan for the years ended June 30, 1998 and 1997, included in this Annual Report on Form 11-K.

PricewaterhouseCoopers LLP  
Pittsburgh, Pennsylvania  
September 25, 1998