
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): May 10, 2016

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))
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Item 1.01. Entry into a Material Definitive Agreement.

On May 10, 2016, at the 2016 Annual Meeting of Stockholders (the “Annual Meeting”) of Universal Stainless & Alloy Products, Inc. (the “Company”), the Company’s stockholders approved an amendment to the Company’s existing Employee Stock Purchase Plan to extend the expiration date of the plan to June 30, 2021 and increase the number of shares of the Company’s Common Stock reserved for issuance under the plan by 100,000 shares (the “Amendment”). Additional information regarding the voting results with respect to the approval by the Company’s stockholders of the Amendment is set forth under Item 5.07 below. The Amendment became effective on May 12, 2016 upon the Company’s execution thereof.

The foregoing is a description of the material terms and conditions of the Amendment and not a complete discussion of the Amendment. Accordingly, the foregoing is qualified in its entirety by reference to the full text of the Amendment which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 10, 2016, the Company held the Annual Meeting. Below are the voting results for each matter submitted for a vote of the Company’s stockholders at the Annual Meeting:

1. Election of Directors:

<u>NAME</u>	<u>FOR</u>	<u>WITHHELD</u>	<u>BROKER NON-VOTES</u>
Dennis M. Oates	5,467,849	335,572	772,329
Christopher L. Ayers	5,587,750	215,671	772,329
Douglas M. Dunn	5,436,861	366,560	772,329
M. David Komblatt	5,588,850	214,571	772,329
Udi Toledano	5,463,661	339,760	772,329

2. Approval of an amendment to the Company’s existing Employee Stock Purchase Plan to extend the expiration date of the plan to June 30, 2021 and increase the number of shares reserved for issuance under the plan by 100,000 shares:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTENTIONS</u>	<u>BROKER NON-VOTES</u>
5,725,637	68,128	9,656	772,329

3. Advisory, non-binding resolution to approve the compensation of the Company’s named executive officers:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTENTIONS</u>	<u>BROKER NON-VOTES</u>
5,576,118	19,402	35,901	772,329

4. Ratification of the appointment of Schneider Downs & Co., Inc. as the Company's independent registered public accountants for 2016:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTENTIONS</u>
6,414,315	127,782	33,653

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

10.1 Amendment to the Universal Stainless & Alloy Products, Inc. Employee Stock Purchase Plan, dated as of May 12, 2016.

**AMENDMENT TO THE
UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.
EMPLOYEE STOCK PURCHASE PLAN**

Pursuant to Article IX of the Universal Stainless & Alloy Products, Inc. Employee Stock Plan, originally effective July 1, 1996 and as amended (the "Plan"), the Plan is hereby amended as follows:

Article VI.A of the Plan is amended by restating the section in its entirety to read as follows:

- A. The Stock purchasable by Participants under the Plan shall, solely in the Board's discretion, be made available from either authorized but unissued Stock or from reacquired Stock, including shares of Stock purchased on the open market. The total number of shares which may be issued under the Plan shall not exceed 300,000 shares (subject to adjustment under Section VI.B, below).

Article X.B of the Plan is amended by restating the section in its entirety to read as follows:

- B. The Plan shall terminate upon the earlier of (i) the last business days of the first purchase period ending in 2021 or (ii) the date on which all shares available for issuance under the Plan have been sold pursuant to purchase rights exercised under the Plan.

EXECUTION

To record the adoption of this Amendment to the Plan, Universal Stainless & Alloy Products, Inc. has caused its appropriate officers to execute this Amendment as of the 12th day of May, 2016.

UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.

By: /s/ Dennis M. Oates
Name: Dennis M. Oates
Title: Chairman, President and Chief Executive Officer