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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 28, 2013**

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**Universal Stainless & Alloy Products, Inc.**

(Exact name of registrant as specified in its charter)

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**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**

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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 2.02. Results of Operations and Financial Condition.

On October 28, 2013, Universal Stainless and Alloy Products, Inc. issued a press release regarding its preliminary results for the third quarter ended September 30, 2013. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this Current Report on Form 8-K, including the attached press release regarding the Company's preliminary results for the third quarter ended September 30, 2013, 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 Press Release dated October 28, 2013

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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/ Michael D. Bornak  
Vice President of Finance,  
Chief Financial Officer and Treasurer

Dated: October 28, 2013



CONTACTS: Dennis Oates  
Chairman,  
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FOR IMMEDIATE RELEASE

**UNIVERSAL STAINLESS REPORTS PRELIMINARY THIRD QUARTER 2013 RESULTS  
- Full third quarter results to be reported on November 4, 2013**

**BRIDGEVILLE, PA, October 28, 2013** – **Universal Stainless & Alloy Products, Inc. (Nasdaq: USAP)** announced today that, based on preliminary results, it expects net sales for the third quarter of 2013 to approximate \$48 million. The Company also expects to incur a net loss of approximately \$1.7 million, or \$0.24 to \$0.26 per diluted share, for the third quarter of 2013.

Cash flow from operations is expected to increase to approximately \$11 million for the third quarter of 2013, reflecting the Company's progress in reducing both inventory and long-term debt levels.

Chairman, President and CEO Dennis Oates commented: "There was welcome improvement in our sales from the 2013 second quarter reflecting sequential growth in shipment volume to all our end markets with the exception of heavy equipment. At the same time, a shift in sales mix, lower surcharges and reduced fixed cost absorption negatively impacted our profitability. We did see some pick-up in order entry starting in September and into October. We expect these increased orders to mostly benefit early 2014 as we still see additional short term inventory destocking and normal year-end inventory management occurring through the fourth quarter."

**Third Quarter 2013 Conference Call Details:**

The Company plans to report full financial results for the third quarter of 2013 on Monday, November 4, 2013. In conjunction with the earnings release, the Company will host a conference call at 10:00 a.m. (Eastern) on November 4<sup>th</sup>. The call will be webcast simultaneously for all interested parties over the Internet.

Listeners can access the conference call live at [www.univstainless.com](http://www.univstainless.com). Please allow 5 minutes prior to the call to visit the site to download and install any necessary audio software. After the call has taken place, its archived version will be available at this web site through the end of the fourth quarter.

**About Universal Stainless & Alloy Products, Inc.**

Universal Stainless & Alloy Products, Inc., headquartered in Bridgeville, PA., manufactures and markets semi-finished and finished specialty steels, including stainless steel, nickel alloys, tool steel and certain other alloyed steels. The Company's products are used in a variety of industries, including aerospace, power generation, oil & gas and heavy equipment manufacturing. Established in 1994, our experience, technical expertise, and dedicated workforce stand committed to providing the best quality, delivery, and service possible. More information is available at [www.univstainless.com](http://www.univstainless.com).

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**Forward-Looking Information Safe Harbor**

*Except for historical information contained herein, the statements in this release are forward-looking statements that are made pursuant to the “safe harbor” provision of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve known and unknown risks and uncertainties that may cause the Company’s actual results in future periods to differ materially from forecasted results. Those risks include, among others, the concentrated nature of the Company’s customer base to date and the Company’s dependence on its significant customers; the receipt, pricing and timing of future customer orders; changes in product mix; the limited number of raw material and energy suppliers and significant fluctuations that may occur in raw material and energy prices; risks related to property, plant and equipment, including the Company’s reliance on the continuing operation of critical manufacturing equipment; risks associated with labor matters; the Company’s ongoing requirement for continued compliance with laws and regulations, including applicable safety and environmental regulations; the ultimate outcome of the Company’s current and future litigation and matters; risks related to acquisitions that the Company may make; and the impact of various economic, credit and market risk uncertainties. Many of these factors are not within the Company’s control and involve known and unknown risks and uncertainties that may cause the Company’s actual results in future periods to be materially different from any future performance suggested herein. Any unfavorable change in the foregoing or other factors could have a material adverse effect on the Company’s business, financial condition and results of operations. Further, the Company operates in an industry sector where securities values may be volatile and may be influenced by economic and other factors beyond the Company’s control. Certain of these risks and other risks are described in the Company’s filings with the Securities and Exchange Commission (SEC) over the last 12 months, copies of which are available from the SEC or may be obtained upon request from the Company.*

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