

**UNITED STATES
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 year ended June 30, 2004

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**

[Table of Contents](#)

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

INDEX TO FINANCIAL STATEMENTS

Items 1. and 2. Financial Statements and Exhibits

| | Pages |
|--|--------------|
| a. Financial Statements: | |
| Reports of Independent Registered Public Accounting Firms | 3 |
| Statements of Financial Condition June 30, 2004 and 2003 | 5 |
| Statements of Income and Changes in Plan Equity For the Years Ended June 30, 2004, 2003 and 2002 | 6 |
| Notes to the Financial Statements | 7 |
| b. Exhibits: | |
| 23.1 Consent of Schneider Downs & Co., Inc. | |
| 23.2 Consent of PricewaterhouseCoopers, LLP | |

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants and Administrator of
The Universal Stainless & Alloy Products, Inc.
1996 Employee Stock Purchase Plan
Bridgeville, Pennsylvania

We have audited the accompanying statement of financial condition of the 1996 Employee Stock Purchase Plan (the "Plan") as of June 30, 2004, and the related statement of income and changes in plan equity for the year then ended. These financial statements are the responsibility of the Plan administrator. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards 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. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial condition of the Plan as of June 30, 2004, and the income and changes in plan equity for the year then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ Schneider Downs & Co., Inc.

Pittsburgh, Pennsylvania
September 27, 2004

Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of
the Universal Stainless & Alloy Products, Inc.
1996 Employee Stock Purchase Plan

In our opinion, the accompanying statement of financial condition and the related statements of income and changes in plan equity present fairly, in all material respects, the financial condition of the Universal Stainless & Alloy Products, Inc. 1996 Employee Stock Purchase Plan (the "Plan") at June 30, 2003, and the income and changes in plan equity for the years ended June 30, 2003 and 2002 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan'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 the standards of the Public Company Accounting Oversight Board (United States). Those standards 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 our opinion.

/s/ PricewaterhouseCoopers LLP

Pittsburgh, Pennsylvania
September 25, 2003

[Table of Contents](#)

UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.
1996 EMPLOYEE STOCK PURCHASE PLAN
STATEMENTS OF FINANCIAL CONDITION
June 30, 2004 and 2003

| | <u>2004</u> | <u>2003</u> |
|--------------------------------------|-----------------|-----------------|
| Assets: | | |
| Cash | \$40,293 | \$36,368 |
| Total assets | <u>\$40,293</u> | <u>\$36,368</u> |
| Liabilities and Plan equity: | | |
| Payable to Plan sponsor | \$40,109 | \$25,325 |
| Refunds payable to Plan participants | 9 | 10,975 |
| Total liabilities | <u>40,118</u> | <u>36,300</u> |
| Plan equity | <u>175</u> | <u>68</u> |
| Total liabilities and Plan equity | <u>\$40,293</u> | <u>\$36,368</u> |

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

[Table of Contents](#)

UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.
1996 EMPLOYEE STOCK PURCHASE PLAN
STATEMENTS OF INCOME AND CHANGES IN PLAN EQUITY
For the Years Ended June 30, 2004, 2003 and 2002

| | <u>2004</u> | <u>2003</u> | <u>2002</u> |
|--|----------------------|----------------------|----------------------|
| Additions: | | | |
| Contributions by participating employees | \$ 67,542 | \$ 59,179 | \$ 52,273 |
| Interest on bank deposits | 137 | 174 | 147 |
| Total additions | <u>67,679</u> | <u>59,353</u> | <u>52,420</u> |
| Deductions: | | | |
| Stock distributions | 67,422 | 46,020 | 50,309 |
| Participant withdrawals | 13 | 13,150 | 1,982 |
| Administrative costs | 137 | 174 | 147 |
| Total deductions | <u>67,572</u> | <u>59,344</u> | <u>52,438</u> |
| Net increase (decrease) in Plan equity | 107 | 9 | (18) |
| Plan equity, beginning of year | 68 | 59 | 77 |
| Plan equity, end of year | <u>\$ 175</u> | <u>\$ 68</u> | <u>\$ 59</u> |

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

UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.
1996 EMPLOYEE STOCK PURCHASE PLAN
NOTES TO THE FINANCIAL STATEMENTS
June 30, 2004

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 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.

[Table of Contents](#)

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, 2004, 2003 and 2002, the shares issued were 9,281, 8,949 and 7,131, respectively. Since inception of the Plan, 67,033 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.

Consent of Independent Accountants

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 33-13511) of Universal Stainless & Alloy Products, Inc. of our report dated September 27, 2004 relating to the financial statements of the Universal Stainless & Alloy Products, Inc. 1996 Employee Stock Purchase Plan, which appears in this Form 11-K.

/s/ Schneider Downs & Co., Inc.

Schneider Downs & Co., Inc.
Pittsburgh, Pennsylvania

September 27, 2004

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 33-13511) of Universal Stainless & Alloy Products, Inc. of our report dated September 25, 2003 relating to the financial statements of the Universal Stainless & Alloy Products, Inc. 1996 Employee Stock Purchase Plan, which appears in this Form 11-K.

/s/ PricewaterhouseCoopers LLP

Pittsburgh, Pennsylvania
September 29, 2004