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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): November 6, 2019**

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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))

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

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

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.

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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 November 6, 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 November 6, 2019.](#)

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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/ Paul A. McGrath \_\_\_\_\_

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

Dated: November 6, 2019



November 6, 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"), on behalf of the Board of Directors of Synalloy Corporation ("Synalloy"), expressing the interest of Synalloy in exploring a potential business combination between Synalloy and the Company.

The Company's Board of Directors carefully and thoroughly reviewed the contents of the Interest Letter, with the benefit of advice from the Company's independent financial and legal advisors. While appreciative of Synalloy's indication of interest in the Company, our Board of Directors unanimously concluded that the pursuit of a potential business combination with Synalloy is not in the best interests of the Company and its stockholders. Our Board of Directors strongly believes that it would be more beneficial to our stockholders for the Company to continue to execute its current business strategies rather than combine with Synalloy.

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)