

UNIVERSAL STAINLESS & ALLOY PRODUCTS INC  
Form S-8  
October 09, 2012

As filed with the Securities and Exchange Commission on October 9, 2012

Registration No. 333-\_\_\_\_\_

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**25-1724540**  
(I.R.S. Employer Identification No.)

**600 Mayer Street**

**15017**

**Bridgeville, Pennsylvania**  
(Address of principal executive offices)

(Zip Code)

**STOCK INCENTIVE PLAN**

(Full title of the plan)

**Dennis M. Oates**

**Chairman, President and Chief Executive Officer**

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

**600 Mayer Street**

**Bridgeville, Pennsylvania 15017**

(Name and address of agent for service)

**(412) 257-7600**

(Telephone number, including area code, of agent for service)

*Copies of all communications to:*

**Douglas J. Ellis, Esq.**

**K&L Gates LLP**

**210 Sixth Avenue**

**Pittsburgh, Pennsylvania 15222**

**(412) 355-6500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer  Accelerated filer  x  
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, par value \$.001 per share	500,000	\$36.95(2)	\$18,475,000	\$2,520

- (1) This Registration Statement also registers additional securities to be offered or issued upon adjustments or changes made to registered securities by reason of any stock splits, stock dividends or similar transactions as permitted by Rule 416(a) and Rule 416(b) under the Securities Act of 1933, as amended (the Securities Act).
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act. The fee is calculated on the basis of the average of the high and low prices for the Registrant's Common Stock reported on the Nasdaq Global Select Market on October 5, 2012.

**EXPLANATORY NOTE**

This Registration Statement is being filed to register an additional [500,000] shares of the common stock, par value \$.001 per share (the Common Stock ), of Universal Stainless & Alloy Products, Inc. (the Registrant ) as a result of an increase in the number of shares of Common Stock reserved for issuance under the Universal Stainless & Alloy Products, Inc. Stock Incentive Plan (the Plan ). The prior Registration Statements on Form S-8 filed by the Registrant with the Commission in connection with the Plan on April 7, 1995 (File No. 33-90970), October 4, 1996 (File No. 333-13509) and October 2, 2002 (File No. 333-100263) are hereby incorporated by reference. This incorporation by reference is made pursuant to General Instruction E of Form S-8 regarding the registration of additional securities of the same class as other securities for which there has been filed a Registration Statement on Form S-8 relating to the same employee benefit plan.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**ITEM 1. PLAN INFORMATION.\***

**ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN INFORMATION\***

\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.**

The following documents filed by the Registrant with the Securities and Exchange Commission (the Commission ) are incorporated by reference into this Registration Statement:

1. The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 filed with the Commission on March 6, 2012;
2. The Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2012 and June 30, 2012 filed with the Commission on May 10, 2012 and August 8, 2012 respectively;
3. The Registrant's Current Reports on Form 8-K, filed March 23, 2012, May 22, 2012 and August 31, 2012; and
4. The description of the Registrant's Common Stock contained in the Registration Statement filed by the Registrant under Section 12 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered by this Registration Statement have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement; provided, however, that the Registrant is not incorporating by reference any information furnished (but not filed) under Item 2.02 or Item 7.01 of any Current Report on Form 8-K. Each document



incorporated by reference into this Registration Statement shall be deemed to be a part of this Registration Statement from the date of filing of such document with the Commission until the information contained therein is superseded or updated by any subsequently filed document that is incorporated by reference into this Registration Statement or by any document that constitutes part of the prospectus relating to the Registrant's Stock Incentive Plan, each meeting the requirements of Section 10(a) of the Securities Act.

**ITEM 8. EXHIBITS.**

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

- 4.1 Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Registration No. 33-85310).
- 4.2 Amended and Restated By-laws of the Registrant (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed November 27, 2007).
- 5.1 Opinion of K&L Gates LLP regarding the legality of the shares being registered hereunder (filed herewith).
- 23.1 Consent of Schneider Downs & Co., Inc., independent registered public accounting firm (filed herewith).
- 23.2 Consent of K&L Gates LLP (included in the opinion filed as Exhibit 5.1 hereto).
- 24.1 Power of Attorney (included on the signature page to this Registration Statement).
- 99.1 Stock Incentive Plan (incorporated by reference to Appendix A of the Registrant's Definitive Proxy Statement dated April 19, 2010).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bridgeville, Commonwealth of Pennsylvania, on this 9th day of October, 2012.

UNIVERSAL STAINLESS & ALLOY PRODUCTS,  
INC.

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

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person, whose signature appears below, constitutes and appoints Dennis M. Oates and Paul A. McGrath, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, the following persons in the capacities and on the dates indicated have signed this Registration Statement below.

Signature	Capacity	Date
 /s/ Dennis M. Oates  Dennis M. Oates	 Chairman, President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	 October 9, 2012
 /s/ Douglas M. McSorley  Douglas M. McSorley	 Vice President of Finance, Chief Financial Officer and Treasurer <i>(Principal Financial and Accounting Officer)</i>	 October 9, 2012
 /s/ Christopher L. Ayers  Christopher L. Ayers	 Director	 October 9, 2012

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Signature	Capacity	Date
/s/ Douglas M. Dunn	Director	October 9, 2012
Douglas M. Dunn		
/s/ M. David Kornblatt	Director	October 9, 2012
M. David Kornblatt		
/s/ Udi Toledano	Director	October 9, 2012
Udi Toledano		



**EXHIBIT INDEX**

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