

UNIVERSAL STAINLESS & ALLOY PRODUCTS INC
Form 8-K
May 13, 2016

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))

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:

| NAME | FOR | WITHHELD | BROKER NON-VOTES |
|----------------------|------------|-----------------|-----------------------------|
| 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 Kornblatt | 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:

| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|------------|----------------|--------------------|-----------------------------|
| 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:

| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|------------|----------------|--------------------|-----------------------------|
| 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:

| FOR | AGAINST | ABSTENTIONS |
|------------|----------------|--------------------|
| 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.

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: May 13, 2016