

UNIVERSAL STAINLESS & ALLOY PRODUCTS INC
 Form S-8
 October 02, 2002

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 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
 Bridgeville, Pennsylvania 15017
 (Address of principal executive offices)

STOCK INCENTIVE PLAN
 (Full title of the plan)

Clarence M. Mcaninch
 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)

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED (1) | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE | AMOUNT |
|---|--------------------------------|---|---|----------------|
| Common Stock, par value \$.001 per share | 300,000 shares | \$5.58 | \$1,674,000.00 | \$1,674,000.00 |

(1) This Registration Statement also registers additional securities to be offered or issued upon adjustment or changes made to the 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").

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(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h). The fee is calculated on the basis of the average of the high and low prices for the Registrant's Common Stock on September 30, 2002 as reported on the Nasdaq National Market.

The earlier Registration Statements on Form S-8 filed by Universal Stainless & Alloy Products, Inc. (the "Registrant") with the Securities and Exchange Commission (the "Commission") on April 7, 1995 (File No. 33-90970) and October 4, 1996 (File No. 333-13509), pertaining to the Registrant's 1994 Stock Incentive Plan, are hereby incorporated by reference. This incorporation 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. This Registration Statement is being filed to register an additional 300,000 shares of the Registrant's Common Stock under the Registrant's Stock Incentive Plan, formerly known as the 1994 Stock Incentive Plan (the "Plan"). The increase in available shares, the change in the name of the Plan and certain other amendments to the Plan were approved by the Registrant's stockholders at the Registrant's annual meeting held on May 21, 2002.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

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

| Exhibit No. ----- | Description ----- |
|----------------------|---|
| 5.1 | Opinion of Paul A. McGrath, Esq. regarding the legality of the securities registered hereunder. |
| 23.1 | Consent of PricewaterhouseCoopers LLP. |
| 23.2 | Consent of Paul A. McGrath, Esq. (included in the Opinion filed as Exhibit 5.1). |

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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 to be signed on its behalf by the undersigned, thereunto duly authorized, in Bridgeville, Pennsylvania, on this 19th day of September, 2002.

UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.

By: /s/ Clarence M. McAninch

Clarence M. McAninch
President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and officers of Universal Stainless & Alloy Products, Inc. hereby constitutes and appoints Clarence M. McAninch and Paul A. McGrath, and each of them, his true and lawful attorneys-in-fact and agents, for him and in his name, place and stead, in any and all capacities, to sign one or more amendments to this Registration Statement on Form S-8 under the Securities Act of 1933, as amended, including post-effective amendments and other related documents, and to file the same with the Securities and Exchange Commission under said Act, hereby granting power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully as 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 may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement and the foregoing Power of Attorney have been signed by the following persons in the capacities and on the date(s) indicated:

| Signature ----- | Capacity ----- | Date ---- |
|---|--|--------------------|
| /s/ Clarence M. McAninch ----- Clarence M. McAninch | President, Chief Executive Officer and Director (Principal Executive Officer) | September 19, 2002 |
| /s/ Richard M. Ubinger ----- Richard M. Ubinger | Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer) | September 19, 2002 |

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| | | |
|---|----------|--------------------|
| /s/ Douglas M. Dunn ----- Douglas M. Dunn | Director | September 19, 2002 |
| /s/ George F. Keane ----- George F. Keane | Director | September 19, 2002 |
| /s/ Udi Toledano ----- Udi Toledano | Director | September 19, 2002 |

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EXHIBIT INDEX

| Exhibit No. ----- | Description ----- | Sequential Page Nu ----- |
|----------------------|---|-----------------------------|
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