

SYNALLOY CORP
Form 8-K
June 29, 2017

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): June 29, 2017

Synalloy Corporation
(Exact name of registrant as specified in its charter)

Delaware 0-19687 57-0426694
(State or other jurisdiction of incorporation)(Commission File Number) (IRS Employer Identification No.)
4510 Cox Road, Suite 201 23060
Richmond, Virginia
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: (864) 585-3605

Inapplicable
(Former name or former address if changed since last report)

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. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.
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.

ITEM 7.01 Regulation FD Disclosure

On June 29, 2017, Synalloy Corporation (“Synalloy”) issued a press release announcing that it has acquired a three percent (3%) ownership position in Universal Stainless & Alloy Products, Inc. (“Universal Stainless”) and that it has exchanged letters with Universal Stainless’ management regarding Synalloy’s proposal to merge the two companies and highlighting the compelling value provided thereby.

A copy of the press release is attached as Exhibit 99.1.

ITEM 8.01 Other Events

The disclosures under Item 7.01 of this Current Report on Form 8-K are incorporated into this Item 8.01 by reference.

A copy of the press release described in Item 7.01 is attached as Exhibit 99.1.

Additional Information

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. This communication relates to a proposal which Synalloy Corporation (“Synalloy”) has made for a business combination transaction with Universal Stainless & Alloy Products, Inc. (“Universal Stainless”). In furtherance of this proposal and subject to future developments, Synalloy (and, if a negotiated transaction is agreed, Universal Stainless) may file one or more registration statements, proxy statements, tender offer statements or other documents with the U.S. Securities and Exchange Commission (the “SEC”). This communication is not a substitute for any proxy statement, registration statement, tender offer statement, prospectus or other document Synalloy and/or Universal Stainless may file with the SEC in connection with the proposed transaction.

Investors and security holders of Synalloy and Universal Stainless are urged to read the proxy statement(s), registration statement, tender offer statement, prospectus and other documents filed with the SEC carefully in their entirety if and when they become available as they will contain important information about the proposed transaction. Any definitive proxy statement(s) or prospectus(es) (if and when available) will be mailed or otherwise be made available to stockholders of Universal Stainless and/or Synalloy, as applicable. Investors and security holders will be able to obtain free copies of these documents (if and when available) and other documents filed with the SEC by Synalloy through the web site maintained by the SEC at <http://www.sec.gov>.

Synalloy and/or Universal Stainless and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. You can find information about Synalloy’s executive officers and directors in Synalloy’s definitive proxy statement filed with the SEC on April 4, 2017. You can find information about Universal Stainless’ executive officers and directors in Universal Stainless’ definitive proxy statement filed with the SEC on April 13, 2017. Additional information regarding the interests of such potential participants will be included in one or more registration statements, proxy statements, tender offer statements or other documents filed with the SEC if and when they become available. You may obtain free copies of these documents using the sources indicated above.

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any offer, solicitation or sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Forward-Looking Statements

Statements included herein regarding Synalloy and/or Universal Stainless, including, without limitation, the proposed business combination of the two companies, that are not historical in nature, are intended to be, and are hereby identified as "forward-looking statements" within the meaning of federal securities laws. These statements include, but are not limited to, statements regarding a Synalloy business combination with Universal Stainless, financing of the proposed transaction, the combined company's expected future performance (including expected results of operations and financial guidance), the combined company's future financial condition, operating results, strategy and plans, financial projections and estimates and their underlying assumptions; statements regarding plans, objectives and expectations with respect to future operations, products and services; and statements regarding future performance. Such statements are subject to certain risks and uncertainties, many of which are difficult to predict and generally beyond our control, that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. We undertake no obligation to publicly update or revise forward-looking statements, whether as a result of new information, future events or otherwise. Additional information concerning some of the factors that could cause materially different results is included in our reports and in Universal Stainless' reports on Forms 10-K, 10-Q and 8-K filed with the Securities and Exchange Commission. Such reports are available from the Securities and Exchange Commission's public reference facilities and its website, <http://www.sec.gov>.

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number Description

99.1 Press release issued by Synalloy Corporation on June 29, 2017.

SIGNATURES

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.

SYNALLOY CORPORATION

By: /S/ CRAIG C. BRAM
Craig C. Bram
Chief Executive Officer

Dated: June 29, 2017

EXHIBIT INDEX

Exhibit Number Description

99.1 Press release issued June 29, 2017.