
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 3, 2023

Universal Stainless & Alloy Products, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39467
(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))

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>
Common Stock, par value \$0.001 per share	USAP	The Nasdaq Stock Market, LLC
Preferred Stock Purchase Rights		The Nasdaq Stock Market, LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.07. Submission of Matters to a Vote of Security Holders

On May 3, 2023, Universal Stainless & Alloy Products, Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (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:

<u>NAME</u>	<u>FOR</u>	<u>WITHHELD</u>	<u>BROKER NON-VOTES</u>
Dennis M. Oates	4,727,885	214,205	2,382,421
Christopher L. Ayers	4,090,934	851,156	2,382,421
Judith L. Bacchus	4,767,517	174,573	2,382,421
M. David Kornblatt	4,153,419	788,671	2,382,421
Udi Toledano	4,136,960	805,130	2,382,421

2. Advisory, non-binding resolution to approve the compensation of the Company’s named executive officers:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTENTIONS</u>	<u>BROKER NON-VOTES</u>
4,555,299	167,476	219,315	2,382,421

3. Advisory, non-binding resolution to recommend the frequency of advisory, non-binding stockholder votes to approve the compensation of the Company’s named executive officers:

<u>ONE YEAR</u>	<u>TWO YEARS</u>	<u>THREE YEARS</u>	<u>ABSTENTIONS</u>	<u>BROKER NON-VOTES</u>
3,996,312	116,220	675,613	153,945	2,382,421

In accordance with the recommendation of the Company’s Board of Directors on this matter and these voting results, the Company has determined to hold an advisory, nonbinding vote to approve the compensation of the Company’s named executive officers each year until the next stockholder vote on the frequency of such advisory, non-binding votes. A stockholder vote on the frequency of such advisory, non-binding votes is required to be held at least once every six years.

4. Ratification of the appointment of Schneider Downs & Co., Inc. as the Company’s independent registered public accountants for 2023:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTENTIONS</u>
7,111,814	135,928	76,769

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/ John J. Arminas

John J. Arminas

Vice President, General Counsel and Secretary

Dated: May 5, 2023