

Registration No. 333-265149
Registration No. 333-255910
Registration No. 333-255909
Registration No. 333-217794
Registration No. 333-212065
Registration No. 333-184336
Registration No. 333-184335
Registration No. 333-184334
Registration No. 333-136984
Registration No. 333-100263
Registration No. 333-13599
Registration No. 333-13509
Registration No. 333-13511
Registration No. 33-90970

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-265149
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POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 33-90970

*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)

25-1724540
(IRS Employer
Identification No.)

600 Mayer Street
Bridgeville, Pennsylvania 15017
(Address of Principal Executive Office)

Amended and Restated Universal Stainless & Alloy Products, Inc. 2017 Equity Incentive Plan
Amended and Restated Universal Stainless & Alloy Products, Inc. 1996 Employee Stock Purchase Plan
Universal Stainless & Alloy Products, Inc. 1994 Stock Incentive Plan
(Full title of plans)

John J. Arminas
Vice President, General Counsel and Secretary
Universal Stainless & Alloy Products, Inc.
600 Mayer Street
Bridgeville, PA 15017
(Name and address of agent for service)

(412) 257-7600
(Telephone number, including area code, of agent for service)

Copies to:

Pierre-Emmanuel Perais

Linklaters LLP
1290 Avenue of the Americas
New York, NY 10104
(212) 903-9306

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

These Post-Effective Amendments (these “Post-Effective Amendments”) relate to the following Registration Statements on Form S-8 (each, a “Registration Statement,” and collectively, the “Registration Statements”) filed with the Securities and Exchange Commission (the “SEC”) by Universal Stainless & Alloy Products, Inc., a Delaware corporation (the “Registrant” or “Universal”) and are filed to deregister any and all securities of the Registrant registered but unsold or otherwise unissued under each such Registration Statement as of the effectiveness of the Merger (as defined below) on January 23, 2025:

- Registration Statement on Form S-8 (File No. [333-265149](#)), registering 500,000 shares of the Registrant’s common stock, par value \$0.001 per share (“Common Stock”) reserved for issuance under the Amended and Restated Universal Stainless & Alloy Products, Inc. 2017 Equity Incentive Plan, as amended (the “2017 Plan”), filed with the SEC on May 23, 2022;
- Registration Statement on Form S-8 (File No. [333-255910](#)), registering 100,000 shares of Common Stock reserved for issuance under the Amended and Restated Universal Stainless & Alloy Products, Inc. 1996 Employee Stock Purchase Plan (the “A&R 1996 ESPP”), filed with the SEC on May 7, 2021;
- Registration Statement on Form S-8 (File No. [333-255909](#)), registering (i) 400,000 shares of Common Stock reserved for issuance under the 2017 Plan and (ii) 66,000 shares of Common Stock reserved for issuance under the 1994 Stock Incentive Plan (the “1994 Plan”) filed with the SEC on May 7, 2021;
- Registration Statement on Form S-8 (File No. [333-217794](#)), registering 568,357 shares of Common Stock reserved for issuance under the 2017 Plan, filed with the SEC on May 8, 2017;
- Registration Statement on Form S-8 (File No. [333-212065](#)), registering 100,000 shares of Common Stock reserved for issuance under the 1996 Employee Stock Purchase Plan (the “1996 ESPP”), filed with the SEC on June 16, 2016;
- Registration Statement on Form S-8 (File No. [333-184336](#)), registering 50,000 shares of Common Stock reserved for issuance under the 1996 ESPP, filed with the SEC on October 9, 2012;
- Registration Statement on Form S-8 (File No. [333-184335](#)), registering 500,000 shares of Common Stock reserved for issuance under the Universal Stainless & Alloy Products, Inc. Stock Incentive Plan (the “Incentive Plan”), filed with the SEC on October 9, 2012;
- Registration Statement on Form S-8 (File No. [333-184334](#)), registering 712,318 shares of Common Stock reserved for issuance under the Omnibus Incentive Plan, filed with the SEC on October 9, 2012;
- Registration Statement on Form S-8 (File No. [333-136984](#)), registering 60,000 shares of Common Stock reserved for issuance under the 1996 ESPP, filed with the SEC on August 30, 2006;
- Registration Statement on Form S-8 (File No. [333-100263](#)), registering 300,000 shares of Common Stock reserved for issuance under the Incentive Plan, filed with the SEC on October 2, 2002;
- Registration Statement on Form S-8 (File No. [333-13599](#)), registering 11,800 shares of Common Stock reserved for issuance under the Universal Stainless & Alloy Products, Inc. 1996 Employee Stock Plan (the “Employee Stock Plan”), filed with the SEC on October 7, 1996;

- Registration Statement on Form S-8 (File No. [333-13509](#)), registering 220,000 shares of Common Stock reserved for issuance under the Incentive Plan, filed with the SEC on October 4, 1996;
- Registration Statement on Form S-8 (File No. [333-13511](#)), registering 90,000 shares of Common Stock reserved for issuance under the 1996 ESPP, filed with the SEC on October 4, 1996;
- Registration Statement on Form S-8 (File No. 33-90970), registering 430,000 shares of Common Stock reserved for issuance under the Incentive Plan, filed with the SEC on April 7, 1995;

On January 23, 2025, pursuant to that certain Agreement and Plan of Merger, dated October 16, 2024 (as such agreement may be amended, modified or supplemented from time to time, the “Merger Agreement”), by and among Universal, Aperam US Holdco LLC, a Delaware limited liability company (“Parent”), and Aperam US Absolute LLC, a Delaware limited liability company and a wholly owned subsidiary of Parent (“Merger Sub”), Merger Sub merged with and into Universal, with Universal surviving as a wholly-owned subsidiary of Parent (the “Merger”).

As a result of the Merger and the other transactions contemplated by the Merger Agreement, Universal has terminated any and all offerings of its securities pursuant to the Registration Statements. In accordance with an undertaking made by Universal in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statements that remain unsold at the termination of the offerings, by filing these Post-Effective Amendments, Universal hereby removes from registration all securities registered but unsold or otherwise unissued under such Registration Statements, if any, as of the date hereof, and the Registration Statements are hereby amended, as appropriate, to reflect the deregistration of such securities, and Universal hereby terminates the effectiveness of the Registration Statements.

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 these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bridgeville, Commonwealth of Pennsylvania, on this 23rd day of January 2025.

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

By: /s/ John J. Arminas
Name: John J. Arminas
Title: Vice President, General Counsel and Secretary

No other person is required to sign these Post-Effective Amendments in reliance upon Rule 478 under the Securities Act of 1933, as amended.