

UNIVERSAL STAINLESS & ALLOY PRODUCTS INC  
Form DEF 14A  
April 15, 2016  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)**

**of the Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Universal Stainless & Alloy Products, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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## Universal Stainless & Alloy Products, Inc.

600 Mayer Street

Bridgeville, Pennsylvania 15017

April 15, 2016

Dear Stockholders:

You are cordially invited to attend the 2016 Annual Meeting of Stockholders of Universal Stainless & Alloy Products, Inc., to be held at 10:00 a.m., local time, on May 10, 2016, at the Hyatt Regency Pittsburgh International Airport, 1111 Airport Boulevard, Pittsburgh, PA 15231.

The attached Notice of Annual Meeting of Stockholders and Proxy Statement describe the matters to be acted upon at the Annual Meeting. Please review them carefully.

YOUR VOTE IS IMPORTANT. Whether or not you personally plan to attend the Annual Meeting, please take a few moments now to sign, date and return your proxy in the enclosed postage-paid envelope. Regardless of the number of shares you own, your presence by proxy is important to establish a quorum, and your vote is important for proper corporate governance.

Thank you for your interest in Universal Stainless & Alloy Products, Inc.

Sincerely,

Dennis M. Oates

Chairman of the Board, President and Chief Executive Officer

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## Universal Stainless & Alloy Products, Inc.

600 Mayer Street

Bridgeville, Pennsylvania 15017

### NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

**TO BE HELD ON May 10, 2016**

The Annual Meeting of Stockholders will be held on May 10, 2016 beginning at 10:00 a.m., local time, at the Hyatt Regency Pittsburgh International Airport, 1111 Airport Boulevard, Pittsburgh, PA 15231.

Only holders of the Company's common stock at the close of business on March 24, 2016 will be entitled to vote at the Annual Meeting. A list of persons who were stockholders as of that date and time will be available for examination by any stockholder at the Annual Meeting and for the ten days prior to the meeting during regular business hours, at the Company's executive offices located at 600 Mayer Street, Bridgeville, PA 15017. Stockholders as of the record date may vote in person or by proxy. At the Annual Meeting we will:

1. Elect a Board of Directors;
2. Vote on an advisory, non-binding resolution to approve the compensation for the Company's named executive officers;
3. Vote to amend 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;
4. Vote to ratify the appointment of Schneider Downs & Co., Inc. as the Company's independent registered public accountants for 2016; and
5. Attend to any other business properly presented at the meeting.

**Your Board of Directors unanimously recommends that you vote in favor of the director nominees described in this Proxy Statement, for the advisory, non-binding resolution to approve the compensation of the Company's named executive officers, in favor of the amendments 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 and in favor of the ratification of Schneider Downs & Co., Inc. as the Company's independent registered public accountants for 2016.**

This booklet includes the Universal Stainless & Alloy Products, Inc. proxy statement. Enclosed with this booklet are a proxy card and a return envelope that requires no postage if mailed within the United States. A copy of the Universal Stainless & Alloy Products, Inc. 2015 Annual Report on Form 10-K is also enclosed.

By Order of the Board of Directors,

Paul A. McGrath

Vice President of Administration, General Counsel and Secretary

April 15, 2016

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**Proxy Statement**

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 10, 2016.**

The proxy statement, the 2016 President's Letter and the 2015 Annual Report of Universal Stainless & Alloy Products, Inc. are available to review at: <http://www.proxydocs.com/USAP>.

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April 15, 2016

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

**600 MAYER STREET**

**BRIDGEVILLE, PENNSYLVANIA 15017**

**PROXY STATEMENT**

**For 2016 Annual Meeting of Stockholders**

**BACKGROUND**

This Proxy Statement and the accompanying form of proxy are being furnished in connection with the solicitation by the Board of Directors of Universal Stainless & Alloy Products, Inc., a Delaware corporation ( "Universal Stainless" or the "Company" ), of proxies to be voted at this Annual Meeting of Stockholders. This Proxy Statement and form of proxy are first being sent or given to the stockholders on or about April 15, 2016. The cost of solicitation of proxies will be borne by Universal Stainless, including expenses incurred in connection with the preparation and mailing of the Proxy Statement. The solicitation will be by mail and may also be made personally and by telephone by directors, officers and employees of Universal Stainless, without any compensation, other than their regular compensation as directors, officers or employees. Arrangements will be made with brokerage houses, banks and other custodians, nominees and fiduciaries for the forwarding of solicitation material to the beneficial owners of the Company's common stock, and Universal Stainless will reimburse them for reasonable out-of-pocket expenses incurred by them in connection therewith.

**VOTING PROCEDURES**

***Who May Vote***

Universal Stainless common stockholders of record at the close of business on March 24, 2016 are entitled to vote at the Annual Meeting. Stockholders have one vote per share on each matter being voted on.

***Voting Methods***

Stockholders of record may complete, sign, date and return their proxy cards in the postage-paid envelope provided. If you sign, date and return your proxy card but do not mark any voting selections, your shares represented by your proxy card will be voted as recommended by the Board of Directors.

If you hold your shares in a broker, bank or other nominee account, you are a beneficial owner of Universal Stainless common stock. In order to vote your shares, you must give voting instructions to the nominee holder of your shares. Universal Stainless asks the nominee holders to obtain voting instructions from the beneficial owners of shares. Proxies that are transmitted by nominee holders on behalf of beneficial owners will be voted as instructed by the nominee holder.

Finally, you may vote in person if you attend the Annual Meeting. You may obtain directions to attend the Annual Meeting and vote in person by contacting Paul A. McGrath, Secretary, at (412) 257-7600.

We urge you to return the proxy card promptly.

***Revoking Your Proxy***

You may revoke your proxy at any time before it is voted at the Annual Meeting by:

- notifying the Secretary of Universal Stainless in writing that you have revoked your proxy;
- sending a revised proxy dated later than the earlier proxy; or
- voting in person at the Annual Meeting.



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### ***Quorum and Voting Information***

A quorum is required to conduct business at the Annual Meeting. As of the record date, 7,489,746 shares of Universal Stainless common stock were issued and outstanding. A majority of the voting power of the issued and outstanding common stock, present in person or represented by proxy, constitutes a quorum. If you submit a properly executed proxy card, even if you abstain from voting or withhold votes from director nominees, you will be considered part of the quorum. Broker non-votes also count as shares present for purposes of determining whether a quorum is present.

Abstentions are tabulated with respect to each proposal (other than with regard to the election of directors). Abstentions are not considered to be votes cast and thus will not have any effect on the outcome of any proposal to be considered at the Annual Meeting. Brokers who hold shares in street name for customers have the authority to vote only on certain routine matters in the absence of instruction from the beneficial owners. A broker non-vote occurs when the broker does not have the authority to vote on a particular proposal in its discretion in the absence of voting instructions. The ratification of the appointment of Schneider Downs & Co. as the Company's independent registered public accountants is considered a routine matter with respect to which brokers will have the authority to vote in the absence of voting instructions. Brokers will not have the authority in the absence of voting instructions to vote in the election of directors or with respect to the approval of the advisory, non-binding resolution to approve the compensation for the Company's named executive officers or the approval of, amendments 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. Under applicable Delaware law, broker non-votes will not be counted for purposes of determining whether any proposal has been approved and are not expected to have any effect on the outcome of any proposal to be considered at the Annual Meeting.

The affirmative vote of a plurality of the shares of common stock represented in person or by proxy at the Annual Meeting and entitled to vote thereon is required for the election of directors. With regard to the election of directors, votes may be cast in favor of nominees or withheld.

Each of (i) the approval of the advisory, non-binding resolution to approve the compensation for the Company's named executive officers; (ii) the approval of amendments 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 and (iii) the ratification of the appointment of Schneider Downs & Co., Inc. as the Company's independent registered public accountants for 2016 require the affirmative vote of a majority of the votes cast at the meeting. Abstentions and broker non-votes will not have any effect with respect to these proposals.

### ***Confidential Voting Policy***

Universal Stainless maintains a policy of keeping stockholder votes confidential. Overall voting results for the matters considered at the Annual Meeting will be disclosed publicly in accordance with applicable rules and regulations of the Securities and Exchange Commission (the "SEC").

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**PROPOSALS YOU MAY VOTE ON**

***1. Election of Directors***

There are five nominees for election this year. Detailed information on each nominee is provided under the heading "Nominees for Election as Directors." All directors are elected annually and serve a one-year term, until the next Annual Meeting and until their successors are duly elected and qualified. If any candidate is unable to stand for election at this Annual Meeting, the Board may reduce its size or designate a substitute. If a substitute is designated, shares represented by validly submitted and unrevoked proxies that would have been voted for the original candidate will be voted for the substituted candidate.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR EACH OF THE NOMINEE DIRECTORS.**

***2. Approval of the Compensation for the Named Executive Officers in an Advisory, Non-Binding Vote***

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 enables our stockholders to vote to approve, on an advisory (non-binding) basis, the compensation of our named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the SEC, including the compensation discussion and analysis, the compensation tables and any related material. Our Board of Directors has adopted a policy to hold an annual advisory (non-binding) stockholder vote to approve the compensation of our named executive officers until the next stockholder vote on the frequency of such advisory votes. We are required to hold such frequency votes at least every six years, and we expect the next such frequency vote to be held in 2017.

As described in detail under the heading "Compensation Discussion and Analysis," our executive compensation programs are designed to provide compensation levels to attract and retain exceptional managerial talent for the present and future and to offer incentive-based programs (i) in order to challenge managers to support the corporate business goals from within their area of authority and (ii) in the interests of Company stockholders. Please read the "Compensation Discussion and Analysis" for additional details about our executive compensation programs, including information about the fiscal year 2015 compensation of our named executive officers.

Highlights of our executive compensation programs include the following:

- the Compensation Committee's intention is for a substantial portion of the named executive officers' compensation to be at risk;
- the balance between annual and longer term compensation achieves consistency in goal setting that considers both short term results and building a platform for future profitable growth;
- incentive compensation is based on measurable and objective financial and business metrics;
- award opportunities under the incentive programs are contingent on meeting performance targets that, in the view of the Compensation Committee, are significant challenges to management; and
- the Company has stock ownership guidelines for its named executive officers, which call for a minimum level of stock ownership, which is designed to further link their interests to increased stockholder value.

The Compensation Committee continually reviews the compensation programs for our named executive officers to ensure that they achieve the desired goal of offering total compensation consisting of base salary and incentive opportunities that are performance-oriented and linked to the interests of stockholders. We are asking our stockholders to indicate their support for our named executive officer compensation as described in this proxy statement. This proposal, commonly known as a "say-on-pay" proposal, gives our stockholders the opportunity to express their views on our named executive officers' compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this proxy statement. Accordingly, we will ask our stockholders to vote "FOR" the following resolution at the Annual Meeting:



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RESOLVED, that the Company's stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company's Proxy Statement for the 2016 Annual Meeting of Stockholders, pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the compensation discussion and analysis, the compensation tables and any related material disclosed in that proxy statement.

The say-on-pay vote is advisory, and therefore not binding on the Company, the Compensation Committee or our Board of Directors. Our Board of Directors and our Compensation Committee value the opinions of our stockholders and to the extent there is any significant vote against the named executive officer compensation as disclosed in this proxy statement, we will consider our stockholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE APPROVAL, ON AN ADVISORY, NON-BINDING BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SEC, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, THE COMPENSATION TABLES AND ANY RELATED MATERIAL DISCLOSED IN THIS PROXY STATEMENT.**

### ***3. Approval of Amendments to the Company's Existing Employee Stock Purchase Plan***

On November 10, 2015, the Compensation Committee of the Board of Directors approved amendments to the Company's existing Employee Stock Purchase Plan (the ESPP) to extend the expiration date of the ESPP by five (5) years to June 30, 2021 and to increase the number of shares reserved for issuance under the ESPP by 100,000 shares, subject to stockholder approval. There are currently 200,000 shares of the Company's common stock reserved under the ESPP, of which approximately 21,364 shares are available for future sales under the ESPP. Under the ESPP as proposed to be amended, approximately 121,364 shares would be available for future sales.

#### ***Extend the Plan to 2021***

The ESPP provides employees of the Company and its subsidiaries the opportunity to acquire an ownership interest in the Company through the purchase of Company common stock at a price below current market prices. Other than the extension of the expiration date and the increase in reserved shares described above, the amended ESPP continues to provide essentially the same substantive terms and provisions as the existing ESPP. It is the intention of the Company that the ESPP qualify as an employee stock purchase plan under Section 423 of the Code. The ESPP is not subject to the provisions of the Employee Retirement Income Security Act of 1974.

The following summary description of the Company's Employee Stock Purchase Plan, as proposed to be amended, is qualified in its entirety by reference to a form of the amendment to the ESPP, which is attached hereto as Appendix A, and the existing ESPP, filed as Exhibit 4.1 to the Registration Statement on Form S-8 filed by the Company with the Securities and Exchange Commission on October 4, 1996.

#### ***Description of the Plan***

***Administration of the ESPP.*** The Compensation Committee has authority to interpret and implement the terms of the ESPP. The Compensation Committee will have the discretion to set the terms of each offering in accordance with the provisions of the ESPP, to make all determinations regarding the ESPP, including eligibility, and otherwise administer the ESPP.

***Number of Authorized Shares.*** A total of 300,000 shares of our common stock will be reserved under the amended ESPP, of which approximately 121,364 shares will be available for future sale under the ESPP, subject to adjustment in the event of any significant change in our capitalization, such as a stock split, a combination or exchange of shares, or a stock dividend or other distribution.

***Eligibility and Participation.*** All of our employees generally are eligible to participate if they are customarily employed by us or any participating subsidiary for at least 20 hours per week and more than five months in any

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calendar year. As of March 31, 2016, approximately 610 employees were eligible to participate in the ESPP. The Compensation Committee may exclude from an offering period highly-compensated employees or employees who have not satisfied a minimum period of employment with us which may not exceed a period of two years. In addition, an employee may not be granted rights to purchase stock under our ESPP if such employee would:

- immediately after any grant of purchase rights, own stock possessing 5% or more of the total combined voting power or value of all classes of our capital stock; or
- hold rights to purchase stock under all of our employee stock purchase plans that would accrue at a rate that exceeds \$25,000 worth of our capital stock for each calendar year.

*Offering Periods.* The ESPP currently provides for purchases pursuant to two consecutive six-month offering periods each year. Unless otherwise specified by the Compensation Committee, a participant may purchase a maximum of 100 shares of common stock during an offering period. During each offering period, participants authorize payroll deductions on an after-tax basis from the participant's base pay, subject to certain limits.

*Exercise of Purchase Rights.* Amounts deducted and accumulated by the participant are used to purchase shares of our common stock at the end of each offering period. The purchase price of the shares will not be less than 85% of the fair market value of our common stock on the first trading day of the offering period or on the last trading day of the offering period, whichever is lower. Participants may withdraw from participation in the ESPP at any time during an offering period, and will be paid their accrued payroll deductions that have not yet been used to purchase shares of common stock. Participation ends automatically upon termination of employment with us.

*Amendment and Termination.* The ESPP will automatically terminate on June 30, 2021, unless we terminate it sooner. In addition, our Board of Directors has the authority to amend, suspend or terminate the ESPP, except that, subject to certain exceptions described in the ESPP, no such action may adversely affect any outstanding rights to purchase stock under our ESPP.

*Benefits Under ESPP.* Benefits to be received by participants under the ESPP, including our executive officers, are not currently determinable because participation in the ESPP is voluntary and the benefits are subject to the market price of the common stock at future dates.

### ***Federal Income Tax Considerations***

THE FOLLOWING DISCUSSION ADDRESSES ONLY THE GENERAL FEDERAL INCOME TAX CONSEQUENCES UNDER THE PLAN. IT DOES NOT ADDRESS THE IMPACT OF STATE AND LOCAL TAXES, THE FEDERAL ALTERNATIVE MINIMUM TAX OR SECURITIES LAWS RESTRICTIONS, AND IS INTENDED FOR GENERAL INFORMATION PURPOSES ONLY. IT IS NOT INTENDED AS A TAX ADVICE TO PARTICIPANTS IN THE PLAN, WHO SHOULD CONSULT THEIR OWN TAX ADVISORS.

It is the intention of the Company to have the ESPP qualify as an Employee Stock Purchase Plan under Section 423 of the Code. The provisions of the ESPP, accordingly, shall be construed so as to extend and limit participation in a manner consistent with the requirements of that Section of the Code. The Company believes that the following federal income consequences normally will apply with respect to the ESPP.

The payroll deductions withheld from a participant's pay under the ESPP will be taxable income to the participant and must be included in the participant's gross income for federal income tax purposes in the year which such amounts otherwise would have been received.

A participant will not be required to recognize any income for federal income tax purposes either at the time the participant is granted an option (which will be on the first day of the offering period) or by virtue of the exercise of the option (which will take place on the last day of such offering period). The federal income tax consequences

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of a sale or disposition of shares acquired under the ESPP depend in part on the length of time the shares are held by a participant before such sale or disposition. If a participant sells or otherwise disposes of shares acquired under the ESPP (other than any transfer resulting from death) within two years after the first day of the applicable offering period or one year after the shares are acquired (the Holding Period), the participant must recognize ordinary compensation income in the year of such disposition in an amount equal to the excess of (i) the fair market value of the shares on the date such shares were acquired over (ii) the price paid for the shares by the participant. The amount of ordinary compensation income recognized by the participant will be added to the participant's basis in such shares for purposes of determining any additional gain or loss realized by the participant on the sale of the shares. Any such additional gain or loss will be taxed as capital gain or loss, long or short, depending on how long the participant held the shares.

If a participant sells shares acquired under the ESPP after the Holding Period or if the participant dies, the participant or the participant's estate must include as ordinary compensation income in the year of sale (or the taxable year ending upon death) an amount equal to the lesser of (i) the excess of the fair market value of the shares on the first day of the offering period over the option price (determined as if the option had been exercised on the first day of the offering period), or (ii) the excess of the fair market value of the shares at the time of sale of the shares or on the date of death over the price paid for the shares by the participant. Except in the case of a transfer as a result of death, the amount of ordinary income recognized by the participant will be added to the participant's basis in such shares. Any gain realized upon the sale in excess of such basis will be taxed as a long-term capital gain. Any loss realized will be treated as long-term capital loss.

The Company will not receive any income tax deduction as a result of issuing shares pursuant to the ESPP, except to the extent that a participant is required to include as ordinary income amounts arising upon the sale or disposition of such shares as discussed above.

### ***Vote Required***

Approval of the amendments to the ESPP will require the affirmative vote of a majority of the votes cast at the meeting, assuming the presence of a quorum. If the stockholders do not approve the amendment of the ESPP, it will not be implemented, but the Company reserves the right to adopt such other compensation plans and programs as it deems appropriate and in the best interests of the Company and our stockholders.

### **THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE APPROVAL OF THE AMENDMENTS TO THE ESPP.**

#### ***4. Ratification of the Appointment of Schneider Downs & Co., Inc. as the Company's Independent Registered Public Accountants for 2016.***

The Audit Committee has appointed Schneider Downs & Co., Inc. (SD) as our independent registered public accountants for 2016. The Board has directed that the appointment of the independent registered public accountants be submitted for ratification by the stockholders at the Annual Meeting. SD has served as our independent registered public accountants since 2003.

Stockholder ratification of the selection of SD as Universal Stainless' independent registered public accountants is not required by Universal Stainless' By-laws or otherwise. However, the Board of Directors is submitting the appointment of SD to the stockholders for ratification as a matter of what it considers to be best practices in corporate governance. If the stockholders fail to ratify the appointment, the Audit Committee will retain discretion as to whether or not to retain SD. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the best interest of Universal Stainless and its stockholders.

### **THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF SCHNEIDER DOWNS & CO., INC. AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2016.**

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**NOMINEES FOR ELECTION AS DIRECTORS**

**Dennis M. Oates**, 63, has been a Director of Universal Stainless since 2007. Mr. Oates has been President and Chief Executive Officer of the Company since 2008. In 2010, Mr. Oates was elected to the additional role of Chairman of the Board of Directors. Mr. Oates served as Senior Vice President of the Specialty Alloys Operations of Carpenter Technology Corporation, a manufacturer, fabricator and distributor of specialty metals and engineered products, from 2003 to 2007. Prior to joining Carpenter in 2003, Mr. Oates served for five years as President and Chief Executive Officer of TW Metals, a distributor of metal products. Previously, he held the post of President and Chief Operating Officer for Connell Limited Partnership, a metals recycling and metal fabrication company. Mr. Oates began his career at Lukens Steel Company, a subsidiary of Lukens Inc., where he ultimately became President and Chief Operating Officer. Mr. Oates is past Chairman of the North American Specialty Metals Council and currently serves on the Metals Service Center Institute Board of Directors. Mr. Oates served as the Vice Chairman of Specialty Steel Institute of North America from 2011 to 2016. In 2016, Mr. Oates became the Chairman of Specialty Steel Institute of North America. Mr. Oates is a current Board Member of the National Association of Corporate Directors, Three Rivers Chapter.

The Board believes that Mr. Oates's qualifications include among other things: extensive knowledge of the specialty steel industry and aerospace markets, significant leadership experience and a detailed understanding of the Company's operations.

**Christopher L. Ayers**, 49, has been a Director of Universal Stainless since 2009. Mr. Ayers has been the President and Chief Executive Officer of WireCo WorldGroup, Inc., a leading producer of specialty steel wire ropes and high performance synthetic ropes, since July 2013. Prior to that, Mr. Ayers served as an Executive Vice President of Alcoa Inc. and President of its Global Primary Products Business from May 2011 to May 2013. Prior to becoming President of that business, Mr. Ayers served as the Chief Operating Officer from September 2010 to May 2011. Mr. Ayers also served as the Chief Operating Officer of Alcoa Cast, Forged and Extruded Products from February 2010 to August 2010. From 1999 through 2008, Mr. Ayers served in various management roles at Precision Castparts Corp., a manufacturer of metal components and products, including as Executive Vice President from 2006 to 2008, President PCC Forgings Division from 2006 to 2008, President Wyman Gordon Forgings from 2004 to 2006 and Vice President/General Manager from 2003 to 2004.

The Board believes that Mr. Ayers's qualifications include among other things: extensive knowledge of the specialty steel industry and a detailed understanding of the Company's operations.

**Douglas M. Dunn**, 73, has been a Director of Universal Stainless since 1997. Mr. Dunn has been the managing partner of Dunn Associates, a partnership owning and managing real estate investments, since 1971. Since 2011, Mr. Dunn has served on the Board of Directors of Umami Sustainable Seafood Inc., an owner and operator of aquaculture operations. Mr. Dunn was Dean of the Graduate School of Industrial Administration (now the Tepper School of Business), Carnegie Mellon University, from 1996 to 2002. Mr. Dunn has served on other boards of directors of companies and organizations in such fields as technology and consulting.

The Board believes that Mr. Dunn's qualifications include among other things: his experience and education regarding senior leadership positions and his familiarity with the financial aspects of the Company's business.

**M. David Kornblatt**, 56, has been a Director of Universal Stainless since 2008. Since February 2014, Mr. Kornblatt has been Director of Corporate Development of Triumph Group, Inc., a New York Stock Exchange-listed manufacturer of aircraft components and accessories. Prior to that, since 2009 Mr. Kornblatt was Executive Vice President, Chief Financial Officer and Treasurer of Triumph, and since 2007, Mr. Kornblatt was Senior Vice President and Chief Financial Officer of Triumph. Prior to joining Triumph, Mr. Kornblatt held the post of Senior Vice President and Chief Financial Officer of Carpenter Technology Corporation, a manufacturer, fabricator and distributor of specialty metals and engineered products, which he joined in 2006. From 2002 until

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its acquisition by Johnson Controls, Inc. in 2005, Mr. Kornblatt was with York International Corporation, a supplier of heating, ventilation, air conditioning and refrigeration products, serving as Vice President of Finance for York Americas and then as Vice President and Chief Financial Officer.

The Board believes that Mr. Kornblatt's qualifications include among other things: extensive knowledge of the aerospace markets and a detailed understanding of the financial and accounting aspects of the Company's business.

**Udi Toledano**, 65, has been a Director of Universal Stainless since its founding in 1994. In 2010, Mr. Toledano was appointed Lead Director of the Company. Since July 2013, Mr. Toledano has been the Chairman of Alleghany Capital Corporation, a subsidiary of Alleghany Corporation, an owner and operator of businesses with a core position in property and casualty reinsurance and insurance. Prior to that, Mr. Toledano managed UTA Capital LLC, a special situation investment fund, since January 2010 and was the President of AAT Capital, Inc., a private investment company, since 2008. From 2000 until 2009, Mr. Toledano was the President of Millennium 3 Capital, Inc., a private investment company, and he managed Millennium 3 Opportunity Fund, a venture capital fund. Mr. Toledano has served on boards of both public and private companies in various fields, including manufacturing technology, software, real estate, energy and healthcare.

The Board believes that Mr. Toledano's qualifications include among other things: extensive knowledge of the financial areas of the Company's business and a detailed understanding of the accounting aspects of the Company.

*Unless the applicable stockholder specifies otherwise, each signed and returned*

*Proxy that is not revoked will be voted FOR the election to the Board of Directors*

*of Universal Stainless of each of the five nominees named above.*



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**THE BOARD OF DIRECTORS**

The Board of Directors of Universal Stainless held four meetings during 2015. During 2015, the Audit Committee held five meetings; the Compensation Committee held four meetings and the Nominating and Governance Committee held four meetings. Each director attended at least 75% of the meetings of the Board of Directors and each Committee of which he was a member. The Company expects that its directors will attend annual stockholders meetings, and all directors attended our annual meeting of stockholders last year.

The Board of Directors affirmatively has determined that Messrs. Dunn and Toledano have no relationship with the Company other than as disclosed in this Proxy Statement and are independent under applicable Nasdaq rules. Mr. Kornblatt is Director of Corporate Development of Triumph Group, Inc. Triumph made no purchases from the Company in 2015 or 2014 but has purchased products from the Company in relatively small amounts in the past. At this time, it is not known if any purchases will be made in 2016. The Board of Directors determined that Mr. Kornblatt's relationship is immaterial because of the relatively small amount of purchases involved historically, as well as the fact that Mr. Kornblatt will not receive any direct benefits from Triumph's ordinary course business transactions with the Company, if any, all of which are expected to be negotiated at arm's-length with Triumph and involve prevailing market prices. As a result, the Board of Directors concluded that this relationship would not impair Mr. Kornblatt's independence and that he also is independent under applicable Nasdaq rules. Mr. Ayers is President and Chief Executive Officer of WireCo WorldGroup, Inc., which produces wire rope for industrial usage and is sold under various brand names. Some of the product produced by WireCo WorldGroup could be purchased by the Company, however the wire rope products purchased by the Company are purchased from third parties in the normal course of business and the Company would not know the identity of the actual producers of the product. The Board of Directors determined that Mr. Ayers' relationship is immaterial because of the relatively small amount of purchases of this product and the inability to determine the identity of the actual producer, as well as the fact that Mr. Ayers will not receive any direct benefits from WireCo WorldGroup's ordinary course business transactions that may ultimately involve the Company. All of the transactions are with third parties and are negotiated at arm's-length with the third parties and involve prevailing market prices. As a result, the Board of Directors concluded that this relationship would not impair Mr. Ayers' independence and that he also is independent under applicable Nasdaq rules.

As part of regular meetings, the Board of Directors oversees the executive officers' management of risks relevant to the Company. While the full Board of Directors has overall responsibility for risk oversight, the Board of Directors has delegated responsibility related to certain risks to the Audit Committee and the Compensation Committee. The Audit Committee is responsible for overseeing management of risks related to the Company's financial statements and financial reporting process, the qualifications, independence and performance of the Company's independent accountants and the performance of the Company's internal audit function. The Compensation Committee is responsible for overseeing management of risks related to compensation of the Company's executive officers and the Company's equity-based and certain other compensation plans. The full Board of Directors regularly reviews reports from management on various aspects of the Company's business, including related risks, tactics and strategies for addressing them.

***Board Leadership Structure***

The Board of Directors believes that Mr. Oates's combined role of Chairman and Chief Executive Officer is in the best interests of the Company and its stockholders and that Mr. Oates is the individual best situated to serve as Chairman because of his detailed and in-depth knowledge of the issues, opportunities and challenges facing the Company, his familiarity with the Company's business and industry and his ability to identify strategic priorities essential to the future success of the Company. The Board believes that this structure provides for clear leadership responsibility and accountability, while still providing for effective corporate governance and oversight by a Board of Directors with an independent Lead Director.

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Mr. Toledano serves as the Board's Lead Director. Mr. Toledano's responsibilities as Lead Director include the following:

- preside at all meetings of the Board of Directors at which the Chairman is not present, including meetings of independent directors held in executive session;
- have the authority to call meetings of the independent directors when deemed appropriate;
- serve as a liaison between the Chairman and the independent directors;
- consult with the Chairman on agendas and schedules for Board and committee meetings; and
- facilitate communication between the Board of Directors and the Company's senior management.

The Lead Director assures that appropriate independence is brought to bear on important Board and governance matters. In addition, there is strong leadership vested in and exercised by the independent committee chairs, and each director may request inclusion of specific items on the agendas for Board and committee meetings.

Considering all of the above, the Board of Directors believes a combination of the Chairman and Chief Executive Officer functions is the best Board leadership structure and is in the best interests of the Company and its stockholders at this time.

### ***Committees of the Board of Directors***

The standing committees of the Board of Directors are the Audit Committee, Compensation Committee and Nominating and Governance Committee. The Board of Directors has determined that each member of each of these committees meets the independence standards under applicable Nasdaq rules. The Board of Directors has adopted a written charter for each of the standing committees. A current copy of the charter for each of these committees is available on the Company's website at [www.univstainless.com](http://www.univstainless.com).

The Audit Committee currently consists of Mr. Kornblatt as Chairman and Messrs. Ayers, Dunn and Toledano. The Audit Committee reviews the scope and timing of services of Universal Stainless' independent registered public accountants. The Audit Committee reports on Universal Stainless' financial statements following completion of the independent registered public accountants' audit, and Universal Stainless' policies and procedures with respect to internal accounting and financial controls. In addition, the Audit Committee appoints the independent registered public accountants for the ensuing year, and the Chairman of the Audit Committee conducts reviews of the financial reports with management of the Company and the Company's independent registered public accountants. The Audit Committee has the opportunity to meet in executive session with the Company's independent registered public accountants at each regularly scheduled Audit Committee meeting. The Board of Directors also has delegated to the Audit Committee responsibility for reviewing and approving related party transactions, which the Company defines as those required to be disclosed by applicable regulations of the SEC, as those regulations may be amended or modified from time to time. While the Audit Committee has no written policies for the review and approval of related party transactions, the Audit Committee will analyze any proposed related party transactions against reasonable business practices.

The Compensation Committee currently consists of Mr. Ayers as Chairman, and Messrs. Dunn, Kornblatt and Toledano. The Compensation Committee reviews and authorizes the compensation and benefits of all officers of Universal Stainless, reviews general policy matters relating to compensation and benefits of employees of Universal Stainless, and administers Universal Stainless' Omnibus Incentive Plan.

The Nominating and Governance Committee currently consists of Mr. Dunn as Chairman, and Messrs. Ayers, Kornblatt and Toledano. The Nominating and Governance Committee recommends candidates to be nominated by the Board of Directors for election by the stockholders to serve on the Board of Directors and creates and maintains the overall corporate governance policies for the Company.



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The Nominating and Governance Committee will consider candidates proposed by the stockholders of the Company, taking into consideration the needs of the Board of Directors and the candidate's qualifications. While we do not have a formal diversity policy, in order to find the most valuable talent available to meet these criteria, the Board of Directors generally considers candidates' diversity in geographic origin, background and professional experience. Our goal is to include board members with the skills and characteristics that, taken together, will facilitate a strong and effective Board of Directors. The Nominating and Governance Committee considers the particular experience, attributes, reputation and qualifications of directors standing for re-election and potential nominees for election, as well as the needs of our board of directors as a whole and its individual committees. The Nominating and Governance Committee's evaluation process does not vary based on whether the candidate is recommended by a stockholder.

To have a candidate considered by the Nominating and Governance Committee and the Board of Directors, a stockholder must submit the recommendation in writing to the Company's Secretary at the address given on the first page of this Proxy Statement and must fully comply with Section 15 of Article III of the Company's Second Amended and Restated Bylaws, including by providing all of the information described in that section.

Advance written notice of a proposed nomination by a stockholder must be received by the Company's Secretary by certified mail at the principal executive offices of the Company no later than (i) with respect to an election of directors to be held at an annual meeting of stockholders, 90 days prior to the anniversary of the previous year's annual meeting of stockholders, or (ii) with respect to an election of directors to be held at a special meeting of stockholders or at an annual meeting that is held more than 70 days prior to the anniversary of the previous year's annual meeting, the close of business on the tenth day following the date on which notice of such meeting is first given to the stockholders.

### ***Director Compensation***

Members of the Board of Directors of Universal Stainless who are employed by Universal Stainless presently receive no additional remuneration for acting as directors. Universal Stainless compensates its non-employee directors at the rate of \$25,000 per year, plus \$3,750 for each regular quarterly meeting of the Board of Directors attended. In addition, Universal Stainless reimburses directors for reasonable out-of-pocket expenses incurred by them in connection with their attendance at Board of Directors and committee meetings. Each non-employee director is further entitled to compensation of \$750 for attending each meeting held in addition to the regularly scheduled quarterly meetings as referenced above, up to a maximum annual payment of \$10,000 for compensation relating to non-scheduled meetings.

The members of the Board of Directors of Universal Stainless who also serve as members of the Audit Committee or Compensation Committee receive \$1,000 for each regularly scheduled Audit Committee or Compensation Committee meeting attended. Two regularly scheduled Audit Committee meetings typically are held in the first quarter of the year, and one meeting typically is held in each of the remaining quarters of the year. Four regularly scheduled Compensation Committee meetings ordinarily are held during the year.

Certain members of the Board of Directors of Universal Stainless are also eligible for the grant of options under the Company's Omnibus Incentive Plan. Eligible Directors are directors who are not employees of Universal Stainless and do not own in excess of 5% of the Company's outstanding common stock. Eligible Directors are granted options to purchase 10,000 shares per year of common stock in four equal installments of 2,500 shares. The installments are granted on May 31, August 31, November 30 and February 28 of each year. The per share exercise price is equal to the closing price of a share of the Company's common stock on The Nasdaq Global Market for the trading day immediately preceding the date of the grant. Options granted to Eligible Directors vest in three installments beginning on the first anniversary of the grant date, at which time 33% of the options representing whole shares will vest. On the second anniversary of the grant date, an additional 33% of the options representing whole shares will vest, and the remainder of the options will vest on the third anniversary of the grant date. Options granted to Eligible Directors will expire on the tenth anniversary of the grant date. All of the current directors who are not employees of Universal Stainless are Eligible Directors.

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If an Eligible Director ceases to serve as a director of Universal Stainless, the options that were previously granted to that director and that are vested as of the date of such cessation may be exercised by the director after the date that the director ceases to be a director of Universal Stainless and until the expiration date of such options. If an Eligible Director ceases to serve as a director of the Company or its subsidiaries due to the Company's mandatory retirement policy for directors, the options that were previously granted to that Eligible Director will continue to vest as specified in the grant and may be exercised by the Eligible Director after the date such Eligible Director ceases to be a director of the Company or its subsidiaries and until the expiration date of such options. If an Eligible Director ceases to serve as a director of the Company or its subsidiaries and has had ten (10) years of service with the Company as a Director or as an employee, the options that were granted subsequent to February 2, 2013 to that Eligible Director will continue to vest as specified in the grant and may be exercised by the Eligible Director after the date such Eligible Director ceases to be a director of the Company or its subsidiaries and until the expiration date of such options. If an Eligible Director dies while a director of Universal Stainless, the options that have been previously granted to that director and that are vested as of the date of his or her death may be exercised by the administrator of the director's estate, or by the person to whom those options are transferred by will or the laws of descent and distribution. Except as described above, unvested options will expire on the date an Eligible Director ceases to serve as a director of Universal Stainless. In no event, however, may any option be exercised after the expiration date of such option.

**2015 Non-employee Director Compensation**

<b>Name</b>	<b>Fees Earned or Paid in Cash (\$)</b>	<b>Option Awards \$(<sup>(1)</sup>)</b>	<b>Total (\$)</b>
Christopher L. Ayers	48,250	87,025	135,275
Douglas M. Dunn	48,250	87,025	135,275
M. David Kornblatt	48,250	87,025	135,275
Udi Toledano	48,250	87,025	135,275

- (1) Amounts in this column reflect the full grant date fair values of awards granted during the fiscal year, determined in accordance with Financial Accounting Standards Board ASC Topic 718 Compensation Stock Compensation. The assumptions made in calculating the grant date fair value of the option awards are set forth in Note 8 to the Company's audited financial statements for the year ended December 31, 2015, which are located in the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2015. As of December 31, 2015, each current non-employee director of the Company had the following number of option awards outstanding: Mr. Ayers 62,500, Mr. Dunn 100,000, Mr. Kornblatt 77,500 and Mr. Toledano 100,000. The grant date fair value of each option award granted to each director in 2015 is set forth in the following chart:

***Stock Ownership Guidelines***

Non-employee directors are expected to have direct ownership of at least 5,000 shares of the Company's common stock prior to five years from the date of their initial election to the Board of Directors. Subject to limited exceptions, until a director reaches the applicable ownership amount, the director may not sell shares of the Company's common stock without obtaining prior approval of the Board of Directors. The Board of Directors has determined that each director has achieved the applicable ownership amount to be in compliance with the guidelines.

***Mandatory Retirement Policy***

The Board of Directors has adopted a mandatory retirement policy with respect to the Company's directors. Under the policy, directors who attain the age of 75 prior to an annual meeting of the Company's stockholders are not eligible to be nominated for re-election to the Company's Board of Directors at that annual meeting.

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*Stockholder Communications with Directors*

The Board of Directors has approved a process for stockholders to communicate with its members. Stockholders and other interested parties who wish to communicate with our directors may address their correspondence to the Board of Directors as a whole, to a particular director, to the non-employee directors as a group or any other group of directors or committee of the Board, in care of Paul A. McGrath, Secretary, Universal Stainless & Alloy Products, Inc. at the address given on the first page of this Proxy Statement. Unless the communication is primarily commercial in nature or pertains to a topic that is irrelevant or improper for director consideration, the Secretary will forward the communication to the director or directors to whom it is addressed. Any communication involving solely a request for information about the Company, such as an inquiry about stock-related matters, may be handled directly by the Secretary.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL****OWNERS AND MANAGEMENT**

The following table sets forth certain information regarding beneficial ownership of shares of common stock of Universal Stainless, as of March 31, 2016, except as noted below, by (i) each stockholder known to Universal Stainless to be the beneficial owner of more than 5% of the outstanding shares of common stock, (ii) each director of Universal Stainless, (iii) each of the named executive officers of Universal Stainless and (iv) all directors and executive officers as a group. As of March 31, 2016, there were 7,489,746 shares of the Company's common stock issued and outstanding.

Name	BENEFICIAL OWNERSHIP <sup>(1)</sup>	
	Number of Shares	Percent of Total
RBC Global Asset Management (U.S.) Inc. <sup>(2)</sup>	1,005,577	13.4%
Pennant Capital Management, LLC <sup>(3)</sup>	703,219	9.4%
Rutabaga Capital Management <sup>(4)</sup>	492,070	6.6%
Dimensional Fund Advisors LP <sup>(5)</sup>	476,089	6.4%
Ameriprise Financial, Inc. <sup>(6)</sup>	400,365	5.4%
Aegis Financial Corporation <sup>(7)</sup>	378,957	5.1%
Minerva Advisors LLC <sup>(8)</sup>	374,220	5.0%
Christopher L. Ayers <sup>(9)(10)</sup>	64,259	*
Dennis M. Oates <sup>(9)(11)</sup>	160,061	2.1%
Douglas M. Dunn <sup>(9)(10)</sup>	169,259	2.2%
M. David Kornblatt <sup>(9)(10)</sup>	81,259	1.1%
Udi Toledano <sup>(9)(10)(12)</sup>	166,059	2.2%
Christopher M. Zimmer <sup>(9)(11)</sup>	56,400	*
Larry J. Pollock <sup>(9)(11)</sup>	8,520	*
Paul A. McGrath <sup>(9)(11)</sup>	51,336	*
Ross C. Wilkin <sup>(9)</sup>	3,810	*
Michael D. Bornak <sup>(9)(13)</sup>	300	*
All Executive Officers and Directors as a Group (ten persons) <sup>(14)</sup>	771,273	9.7%

\* Less than 1%.

- (1) For purposes of this table, beneficial ownership is calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended.
- (2) Address is: 50 South Sixth Street, Suite 2350, Minneapolis, MN 55402. The information provided is based solely on a Schedule 13G filed by RBC Global Management (U.S) Inc. on February 8, 2016.
- (3) Address is: One DeForest Avenue, Suite 200, Summit, NJ 07901. The information provided is based solely on a Schedule 13G filed by Pennant Capital Management, LLC on February 16, 2016.
- (4) Address is: 64 Broad St., 3<sup>rd</sup> floor, Boston, MA 02109. The information provided is based solely on a Schedule 13G/A filed by Rutabaga Capital Management on February 9, 2016.
- (5) Address is: Building One, 6300 Bee Cave Road, Austin, TX 78746. The information provided is based solely on a Schedule 13G filed by Dimensional Fund Advisors LP on February 9, 2016.

- (6) Address is: 145 Ameriprise Financial Center, Minneapolis, MN 55474. The information provided is based solely on a Schedule 13G filed by Ameriprise Financial, Inc. on February 5, 2016.
- (7) Address is: 6862 Elm Street, Suite 830, McLean, Virginia 22101. The information provided is based solely on a Schedule 13G filed by Aegis Financial Corporation on February 12, 2016.
- (8) Address is: 50 Monument Road, Suite 201, Bala Cynwyd, PA 19004. The information provided is based solely on a Schedule 13G filed by Minerva Advisors LLC on February 5, 2016.
- (9) Address is: c/o Universal Stainless & Alloy Products, Inc., 600 Mayer Street, Bridgeville, PA 15017.
- (10) Includes options to purchase 47,400, 82,400, 62,400 and 82,400 shares of common stock for Messrs. Ayers, Dunn, Kornblatt and Toledano, respectively, that have vested or will vest within 60 days of the date of this proxy statement.



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- (11) Includes options to purchase 107,375, 39,375, 3,750 and 33,750 of common stock for Messrs. Oates, Zimmer, Pollock and McGrath, respectively, which have vested or will vest within 60 days of the date of this proxy statement.
  
- (12) Includes shares of common stock of Universal Stainless owned by Mr. Toledano's wife, adult son and daughter, with respect to all, Mr. Toledano disclaims any beneficial ownership.
  
- (13) Mr. Bornak resigned from his position with Universal Stainless effective May 1, 2015.
  
- (14) Includes options of all the current directors and executive officers of the Company, to purchase an aggregate of 460,100 shares of common stock which have vested or will vest within 60 days of the date of this proxy statement.

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### **COMPENSATION DISCUSSION AND ANALYSIS**

#### **Compensation Program Objective**

The Company's Compensation Committee is responsible for establishing and administering the Company's policies governing the compensation of its executive officers, who are appointed by the Company's Board of Directors. The Compensation Committee is composed entirely of non-employee directors. The primary objective of the Company's executive compensation program is to attract, motivate and retain the executive talent needed to achieve the Company's business strategies and long-range plans and to optimize stockholder value in a competitive environment.

The Compensation Committee employs the following principles to provide an overall framework for the compensation of the Company's executive officers:

- reward outstanding performance;
- motivate executive officers to perform to the fullest of their abilities;
- tie a significant portion of executives' total compensation to the Company's annual and long-term financial performance and the creation of stockholder value;
- encourage executives to manage from the perspective of stockholders as a result of their equity stakes in the Company;
- offer compensation opportunities that attract and motivate the best talent; and
- retain those with the leadership abilities and skills necessary for building long-term stockholder value.

#### **Compensation Categories**

The Compensation Committee considers all elements of compensation when determining total compensation and the individual components of total compensation. The Compensation Committee allocates total compensation between that being paid currently and long-term compensation, cash and non-cash compensation and equity and other forms of non-cash compensation. The Compensation Committee believes that each of these compensation categories provides incentives and rewards to address different elements of the compensation program's objective, and when considered together serve to achieve the company's overall compensation objectives.

The Compensation Committee examines each of the compensation principles to determine the basis for allocating compensation to each different form of award. For example, the Compensation Committee examines the relationship of the award to the achievement of the Company's long-term goals, management's exposure to downside equity performance risk and the analysis of the cost to the Company versus expected benefit to the executive. As part of this analysis, the Compensation Committee believes that a meaningful portion of each executive's compensation should be placed at-risk and linked to the accomplishment of results that are expected to lead to the creation of value for the Company's stockholders from both the short-term and long-term perspectives.

The Compensation Committee recognizes that currently paid cash compensation provides the Company's executives with short-term rewards for success in achieving individual and Company performance goals. Currently paid cash consideration includes base salary and annual cash incentive compensation. The Compensation Committee believes that providing executives with competitive currently paid cash consideration is a central element of attracting, retaining and motivating high quality executives.

The Compensation Committee believes that currently paid non-cash compensation in the form of limited and reasonable perquisites provides the Company's executives with similar benefits as currently paid cash compensation. Items of currently paid non-cash compensation for certain named executive officers include a Company provided vehicle or car allowance, Company-sponsored health insurance and other non-cash

benefits.

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The Compensation Committee believes that long-term compensation is best provided by stock awards to management, which ties a significant portion of management's compensation to the Company's long-term performance and success. Equity compensation items such as stock options and the Company's employee stock purchase program align the executives' compensation potential with the performance of the Company and the creation of value for our stockholders.

### **Evaluation of Stockholder Say on Pay Vote Results**

When establishing or modifying the Company's compensation programs and arrangements for 2015 and its ongoing compensation philosophies and practices, the Committee took into account the results of the stockholder advisory vote on executive compensation, or say on pay vote, that occurred at our annual meeting in 2015. In that vote, approximately 98% of the votes cast approved our compensation programs and policies. The Committee believes that the strong support from our stockholders for the say on pay vote is evidence that the Company's stockholders overall believe that our pay-for-performance policies are working and that those policies are aligned with our stockholders' interests.

### **Compensation Elements**

Our executive compensation program consists primarily of the following elements:

#### ***Base Salary***

Base salary is used to recognize the experience, skills, knowledge and responsibilities required of the executive officers in their roles. When establishing the 2015 base salaries of the executive officers other than the Chief Executive Officer, the Compensation Committee and our Chief Executive Officer considered a number of factors, including the seniority of the individual, the functional role of the position, the level of the individual's responsibility, the historical base salary of the individual, the terms of the individual's employment agreement and the recommendations from the Chief Executive Officer. The Compensation Committee considered these same factors in establishing the base salary of the Chief Executive Officer, as well as additional factors such as the Chief Executive Officer's industry experience and profile. In addition, the Compensation Committee considered competitive market practices with respect to these salaries based on the Compensation Committee members' knowledge of the market and publicly-available data on certain competitor companies provided by management, although it did not set base salaries according to specific benchmarking standards.

The salaries of the executive officers are reviewed on an annual basis, as well as at the time of promotion or other changes in responsibilities, and modified for merit, the general performance of the Company, the executive's success in meeting or exceeding individual performance objectives and if significant corporate goals were achieved. If necessary, the Compensation Committee also reviews base salaries with market levels for the same positions in the companies of similar size to the Company represented in the compensation data it reviews. The terms of the employment agreements with the executive officers are also considered in the annual salary review process. In addition, the Compensation Committee also evaluates the performance of the Company and general market conditions.

#### ***Annual Incentive Compensation***

In 2015, the Compensation Committee utilized a variable incentive compensation plan that aligns the compensation with the performance expectations of the Board of Directors to motivate and reward executive officers and senior management for the achievement of Company performance metrics. The performance metrics are tied to the annual budget. The budget plan for a given fiscal year is developed at the business unit and corporate levels and is then reviewed and approved by our Board of Directors. Each of the executive officers and senior management are eligible for variable compensation expressed as a percentage of their individual base salary. Performance criteria under the Company's variable compensation plan are adjusted to eliminate the effects of accounting changes, unplanned acquisitions and other unforeseen changes that have an effect on the performance measurements. The Company's variable compensation plan also allows the Chief Executive Officer to recommend, and the Compensation Committee to award, additional discretionary bonuses to employees, including executive officers, based on outstanding individual performance.

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In order to align the incentive with the interests of the shareholders, the variable compensation plan is tied to metrics for Earnings per Share (EPS) and Return on Net Assets (RONA). The Compensation Committee considers EPS to be a fair measure of management's performance and RONA to be a fair measurement of longer-term management of the Company's assets. Recognizing that customer retention and growth is important to the long-term performance of the Company, another targeted goal is established for On Time Performance (OTP) based on the importance that OTP has in retaining and acquiring new customers. An additional targeted goal is that of Safety Performance, realizing that the safety of the employees is of utmost importance and having the Safety Performance as part of the metrics will promote a safe culture throughout the Company.

For the Chief Executive Officer, the annual variable compensation metrics include threshold metrics which equal 50% of his annual base salary, target metrics which equal 100% of his annual base salary and maximum metrics which in the aggregate amount to annual variable compensation equal to 145% his annual base salary. The other executive officers have annual variable compensation threshold metrics of 33% of their annual base salary and target metrics of 67% of their annual base salaries, with maximum metrics which in the aggregate amount to annual variable compensation equal to 97% of their annual base salaries. Senior management employees have variable compensation thresholds, targets and maximums that are set by the Chief Executive Officer, with the approval of the Compensation Committee.

The variable compensation plan for 2015 consisted of four weighted components, each with separate metrics for threshold, target and maximum values and a fifth metric based on the individual achieving certain goal with the compensation potential of 10% of the total target amount. The components, metrics and weighting are as follows:

Component	Threshold	Target	Maximum	Weight
Earnings per Share	\$ 1.00	\$ 1.30	\$ 1.60	45%
Return on Net Assets	4.1%	5.1%	6.1%	20%
On Time Performance	80%	85%	90%	20%
Safety Performance (OSHA Recordables)	8.5	7.5	6.5	5%
Individual Performance				10%

For 2015, management exceeded the target level of Safety, while falling short of the EPS, RONA and OTP threshold. The executive officers and other management employees did receive compensation for individual performance. The amounts payable to each of the named executive officers under the variable incentive compensation plan for 2015 are reflected in the Summary Compensation Table. While historically the Company used the variable incentive compensation plan as an opportunity to pay the executive officers a cash bonus in order to align the compensation of executive officers with the performance expectations of the Board of Directors and to motivate and reward such officers for their respective roles in the Company's achievement of certain performance metrics; the Company has offered each executive officer who participated in the variable incentive compensation plan in 2015 the opportunity to receive payment of all or any portion of the amount earned by such individual pursuant to the plan for 2015, as designated by such individual, in shares of the common stock, par value \$0.001 per share, of the Company issued pursuant to the Omnibus Plan in lieu of a cash payment, with the number of shares of common stock to be determined based on (i) the amount of the award under the variable incentive compensation plan otherwise payable to such individual in cash elected by such individual to be paid in common stock, as adjusted to reflect a 10% discount to such amount elected by the Participant to be received in common stock, and (ii) the closing price for the common stock in trading on the Nasdaq Global Select Market on March 3, 2016. The executive officers who elected to receive payment in shares of the common stock of all or any portion of the amount earned by such individual pursuant to the variable incentive compensation plan for 2015 agreed to not trade such stock for one year from the grant date. The grant date of the Awarded Shares is March 4, 2016, and as such the financial benefit of such election will be disclosed in the 2016 proxy.

***Omnibus Incentive Plan***

The purpose of the Company's Omnibus Incentive Plan is to provide long-term additional incentives for the Company's directors and key employees to further the growth, development and financial success of the Company and its subsidiaries by allowing them to personally benefit through the ownership of the Company's

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common stock. The Board of Directors also believes that the Omnibus Incentive Plan enables the Company to obtain and retain the services of the directors and key employees who are considered essential to the Company's long-range success by offering them an opportunity to own shares of the Company's common stock.

The number and mix of equity incentive awards granted to an executive officer under the Omnibus Incentive Plan is intended to reward prior performance and increase the potential of retaining the individual. Generally, the Compensation Committee does not consider an executive officer's equity holdings or previous equity grants in determining the number of equity incentive awards to be granted. The Compensation Committee believes that the Company's executive officers should be fairly compensated each year relative to market pay levels and relative to the Company's other executive officers and their level of responsibility. Moreover, the Compensation Committee believes that the Company's long-term incentive compensation program furthers the Company's emphasis on a positive correlation between compensation and performance.

The Compensation Committee is the plan administrator for the Omnibus Incentive Plan. In prior years, the Compensation Committee granted annual stock option awards to executive officers, with the exercise price of the grant being the closing price of the Company's common stock on The Nasdaq Global Market on the trading day immediately preceding the date of grant. This practice was consistent, and no grants were coordinated with the public release of non-public material information. In 2012, the Committee also began granting shares of restricted stock in order to provide a mix of outstanding executive equity awards that would reward long-term stability and growth in stock value. No shares of restricted stock were granted in 2015.

The equity awards made in 2015 are reflected in the Summary Compensation Table below. Generally, grants of stock options are made on the basis of level of responsibility, continued service to the Company and performance. The stock options generally vest over four years, with one-fourth vesting on each of the first four anniversary dates of the grant, contingent upon the executive officer's continued employment with the Company, with vesting subject to acceleration in limited circumstances. Stock options granted under the Omnibus Incentive Plan have a maximum life of ten years and an exercise price equal to the closing price of the Company's common stock on The NASDAQ Global Market on the trading day immediately preceding the date of grant.

For accounting purposes, the Company follows the requirements of Financial Accounting Standards Board ASC Topic 718 to record compensation expense for its stock option grants and restricted stock awards. The Company develops the assumptions necessary and the model appropriate to value the awards, as well as the timing of the expense recognition over the requisite service period, generally the vesting period of the award in accordance with FASB ASC Topic 718.

The options received by executive officers have been non-qualified stock options, which only accrue value if the stock price increases following the grant. For non-qualified stock options, the executive officers recognize taxable income from stock option awards when a vested option is exercised. The Company generally receives a corresponding tax deduction for compensation expense in the year of exercise. The amount included in the executive officer's wages and the amount the Company may deduct for federal income tax purposes is equal to the common stock price when the stock options are exercised less the exercise price multiplied by the number of stock options exercised. The Company does not pay or reimburse any executive officer for any taxes due upon exercise of a stock option.

The executive officers generally recognize taxable income from restricted stock awards when the vesting conditions are met. The Company generally receives a corresponding tax deduction for compensation expense in the year of vesting. The amount included in the executive officer's wages and the amount the Company may deduct for federal income tax purposes is equal to the common stock price of the restricted shares as of the date those shares become vested and non-forfeitable. The Company does not pay or reimburse any executive officer for any taxes due upon vesting of any restricted shares.

### ***Retirement Plans***

The Company maintains a 401(k) retirement plan for its hourly and salary employees. Pursuant to the plan, participants may elect to make pre-tax and after-tax contributions to the plan, subject to certain limitations

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imposed under the plan and the Internal Revenue Code of 1986, as amended. In addition, the Company is required to make periodic contributions to the plans based on service, except as described below.

The Company also participates in the Steelworkers Pension Trust (the Trust), a multi-employer defined benefit pension plan that is open to all hourly and salaried employees associated with the Bridgeville facility, which includes each of the named executive officers. The Company makes periodic contributions to the Trust based on hours worked at a fixed rate for each hourly employee and a fixed monthly contribution on behalf of each salaried employee. The Company also makes a monthly contribution to the 401(k) retirement plan on behalf of each salaried employee. The amount of the contribution will be dependent upon each salaried employee's contribution to the 401(k) retirement plan. The hourly and salaried employees may continue to make their own contributions to the 401(k) retirement plan.

### ***Employee Stock Purchase Plan***

Under the 1996 Employee Stock Purchase Plan, as proposed to be amended under proposal 3 of this Proxy Statement (the Purchase Plan), the Company is authorized to issue up to 300,000 shares of common stock to its full-time employees, nearly all of whom are eligible to participate. Under the terms of the Purchase Plan, employees can choose as of January 1 and July 1 of each year to have up to 10% of their total earnings withheld to purchase up to 100 shares of the Company's common stock each six-month period. The purchase price of the stock is 85% of the lower of its beginning-of-the-period or end-of-the-period market prices.

### ***Executive Severance Arrangements***

The Company provides certain severance benefits to its executive officers. These benefits help the Company to attract and retain an appropriate caliber of talent for its senior officer positions. With respect to executive officers, these severance benefits in part are intended to reflect the fact that it may be difficult for these employees to find comparable employment within a short period of time. The Company believes that its severance benefits are consistent with the level of benefits necessary to attract and retain the executive officers. The severance benefits are provided in connection with employment agreements entered into with the executive officer and are more fully described below under Executive Severance Benefits and Potential Payments Upon Change of Control.

### ***Other Benefits and Perquisites***

The Company provides the opportunity for its executive officers to receive certain perquisites and general health and welfare benefits. The Company offers these benefits to provide an additional incentive for its executives, to remain competitive in the general marketplace for executive talent and to enable its executives to better focus on their performance.

The Company has or may provide the following personal benefits and perquisites to its executive officers:

- eligibility to participate in the Company's health, dental, vision, disability and life insurance programs;
- a Company-provided vehicle or car allowance, along with the reimbursement of expenses related to operating, maintaining and insuring the vehicle;
- select club memberships; and
- in certain circumstances, the reimbursement of relocation expenses.

### ***Stock Ownership Guidelines***

The Board of Directors has implemented stock ownership guidelines for the Company's executive officers. The executive officers are expected to reach the applicable ownership amounts prior to five years from the date of their appointment or the designation by the Board of Directors causing the individual to become subject to the guidelines, whichever is later. The Chief Executive Officer is expected to acquire and hold 48,000 shares of the





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Company's common stock, at least 12,000 of which are to be directly owned and the balance of which may be beneficially owned in the form of stock options or other equity awards. The Chief Financial Officer and other executive officers are expected to acquire and hold 16,000 shares of common stock, at least 4,000 of which are to be directly owned and the balance of which similarly may be beneficially owned. Subject to limited exceptions, until any person subject to the guidelines reaches the applicable ownership amounts, the person may not sell shares of the Company's common stock without obtaining prior approval of the Board of Directors. The Board of Directors has determined that each executive officer subject to the stock ownership guidelines has achieved the applicable ownership amounts to be in compliance with the guidelines or is progressing at a reasonable pace towards compliance in a timely manner. The Board of Directors will continue to monitor best practices and review the stock ownership guidelines at least once every three years to determine if adjustments to the guidelines are warranted.

### **Internal Revenue Code Section 162(m) Deductibility Limit**

Under Section 162(m) of the Internal Revenue Code, the amount of compensation paid to the Company's named executive officers other than the Chief Financial Officer that is deductible with respect to the Company's corporate taxes is limited to \$1.0 million annually, except for qualified performance-based compensation. It is the current policy of the Compensation Committee to maximize, to the extent reasonably possible, the Company's ability to obtain a corporate tax deduction for compensation paid to the Company's executive officers to the extent consistent with the best interests of the Company and its stockholders. However, in certain circumstances, the Committee may determine that it is in the best interests of the Company and its stockholders to provide compensation to the Company's executive officers that is in excess of the deduction limits.

### **Compensation Committee Report**

The Compensation Committee administers the Company's executive compensation programs and policies. The Compensation Committee consists of Messrs. Ayers, Dunn, Kornblatt and Toledano, with Mr. Ayers serving as the chairman of the committee. The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management, and based on the review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's proxy statement.

### **Compensation Committee**

Christopher L. Ayers, Chairman

Douglas M. Dunn

M. David Kornblatt

Udi Toledano

### **Risk Assessment**

We believe our approach to goal setting, setting of targets with payouts at multiple levels of performance, and evaluation of performance results assist in mitigating excessive risk-taking that could harm our value or reward poor judgment by our executives. Several features of our programs reflect sound risk management practices. We believe we have allocated our compensation among base salary and short and long-term compensation target opportunities in such a way as to not encourage excessive risk-taking. Further, with respect to our incentive compensation programs, the metrics that determine payouts for our executive officers are challenging company-wide metrics, which means executives will receive incentive compensation only when the Company meets or exceeds such performance metrics. This is based on our belief that applying Company-wide metrics encourages decision-making that is in the best long-term interests of the Company and our stockholders. Finally, the multi-year vesting of our equity awards and our stock ownership guidelines properly account for the time horizon of risk. As a result, we do not believe that our compensation policies create risks that are reasonably likely to have a material adverse effect on the Company.

**Table of Contents****EXECUTIVE COMPENSATION**

The table below summarizes the compensation earned by the individuals, including the Chief Executive Officer and the Chief Financial Officer, who were our named executive officers for 2015, in accordance with SEC rules.

**Summary Compensation Table**

Name and Principal Position	Year	Salary (\$)	Option Awards (\$) <sup>(1)</sup>	Non-Equity Incentive Plan Compensation <sup>(2)</sup>	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) <sup>(3)</sup>	All Other Compensation (\$) <sup>(4)</sup>	Total (\$)
Dennis M. Oates, Chairman, President & Chief	2015	392,829	128,000	68,157	2,002	15,310	611,102
	2014	386,860	223,590	382,695	1,976	14,940	1,010,061
Executive Officer	2013	372,900	244,250	83,903	1,895	15,831	718,779
Christopher M. Zimmer, Executive Vice President, Chief	2015	237,033	48,000	27,451	2,002	15,640	331,979
	2014	224,346	115,650	148,121	1,976	15,240	505,333
Commercial Officer	2013	209,000	97,700	31,350	1,895	16,040	355,985
Larry J. Pollock, <sup>(5)</sup> Executive Vice President	2015	137,115	221,250	75,000	1,179	100,600	535,977
<b>Manufacturing</b>							
Paul A. McGrath, Vice President of Administration,	2015	203,256	48,000	23,510	2,002	7,840	286,194
	2014	200,108	72,100	131,989	1,976	7,440	413,613
	2013	192,827	97,700	28,925	1,895	8,240	329,587
<b>General Counsel and Secretary</b>							
Ross C. Wilkin, <sup>(6)</sup> Vice President of Finance, Chief	2015	84,039	165,750	75,000	685	360	326,944
<b>Financial Officer and Treasurer</b>							
Michael D. Bornak, <sup>(7)</sup> Vice President of Finance, Chief	2015	99,443				347	99,790
	2014	233,822	77,100	146,333	1,976	1,040	460,271
Financial Officer and Treasurer	2013	128,269	381,050	115,000	1,117	607	626,043

(1) Amounts in this column reflect the full grant date fair values of option awards granted during the fiscal year, determined in accordance with FASB ASC Topic 718. The assumptions made in calculating the grant date fair value of the option awards are set forth in Note 8 to the Company's audited financial statements for the year ended December 31, 2015, which are located in the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2015.

(2) Amounts in the Non-Equity Incentive Plan Compensation column represent cash awards under the variable incentive compensation plan, which is described in the Compensation Discussion and Analysis of this Proxy Statement under Annual Incentive Compensation.

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- (3) Amounts in this column reflect the change in the value of the executive officer's benefits under the Trust, a multi-employer pension plan sponsored by the United Steelworkers, based on the annual contribution to the Trust that the Company was required to pay to fund the executive's benefit accrued under the Trust for each year.
- (4) Reflects amounts payable to or on behalf of the respective executive for the following: Company contributions to the 401(k) Plan. In addition the 2015 amount includes (i) \$6,800 membership fees for Messrs. Oates, Zimmer and McGrath to the Southpointe Golf Club (ii) \$5,745 for an individual life insurance policy and \$1,725 for personal use of the company vehicle, for Mr. Oates, (iii) \$7,800 automobile allowance for Mr. Zimmer, and (iv) \$100,000 relocation expense for Mr. Pollock. The amounts reflected in the All Other Compensation column in previous years included business expenses that should not have been included and the amounts have been amended in this year's table.
- (5) Mr. Pollock was appointed Executive Vice President, Chief Manufacturing Officer of the Company effective May 11, 2015.
- (6) Mr. Wilkin was appointed Vice President of Finance, Chief Financial Officer and Treasurer of the Company effective August 3, 2015.
- (7) Mr. Bornak resigned from his position with Universal Stainless effective May 1, 2015.

**Table of Contents****2015 Grants of Plan-Based Awards**

Name	Grant Date	Threshold (\$)	Estimated Future payments under non-equity incentive awards <sup>(1)</sup> Target (\$)	Maximum (\$)	All Other Option Awards: Number of Securities Underlying Options (#) <sup>(2)</sup>	Exercise or Base Stock Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) <sup>(3)</sup>
Dennis M. Oates	11/11/15	201,880	403,760	605,640	20,000	11.18	128,000
Christopher M. Zimmer	11/11/15	81,213	164,887	246,100	7,500	11.18	48,000
Larry J. Pollock	05/11/15 11/11/15	75,900	154,100	230,000	15,000 7,500	19.77 11.18	173,250 48,000
Paul A. McGrath	11/11/15	68,941	139,971	208,912	7,500	11.18	48,000
Ross C. Wilkin	08/3/15 11/11/15	75,900	154,100	230,000	15,000 7,500	13.51 11.18	117,750 48,000

- (1) Reflects awards opportunities for 2015 under the Company's variable incentive compensation plan which is more fully described in the Compensation Discussion and Analysis of this Proxy Statement under "Annual Incentive Compensation".
- (2) The option awards reflected in this table are scheduled to vest in four equal installments on the first four anniversaries of the grant date.
- (3) The assumptions made in calculating the grant date fair value with respect to the option awards are set forth in Note 8 to the Company's audited financial statements for the year ended December 31, 2015, which are included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

**Table of Contents****Outstanding Equity Awards at Fiscal Year-End**

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Awards	Option Exercise Price (\$)	Option Expiration Date
			Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)		
Dennis M. Oates	107,375	37,125 <sup>(1)</sup>	2,500 @ 31.95	11/30/2017	
			50,000 @ 34.80	01/02/2018	
			10,000 @ 16.98	10/21/2018	
			10,000 @ 18.49	08/31/2019	
			12,500 @ 23.07	09/17/2020	
			12,500 @ 38.16	12/23/2021	
			12,500 @ 32.78	11/11/2023	
			14,500 @ 26.14	11/19/2024	
Christopher M. Zimmer	39,375	15,625 <sup>(2)</sup>	15,000 @ 36.94	04/28/2018	
			5,000 @ 16.98	10/21/2018	
			5,000 @ 18.49	08/31/2019	
			5,000 @ 23.07	09/17/2020	
			5,000 @ 38.16	12/23/2021	
			5,000 @ 32.78	11/11/2023	
			7,500 @ 26.14	11/19/2024	
			7,500 @ 11.18	11/11/2025	
Larry J. Pollock		22,500 <sup>(3)</sup>	15,000 @ 19.77	05/11/2025	
			7,500 @ 11.18	11/11/2025	
Paul A. McGrath	33,750	13,750 <sup>(4)</sup>	10,000 @ 32.07	08/31/2017	
			5,000 @ 16.98	10/21/2018	
			5,000 @ 18.49	08/31/2019	
			5,000 @ 23.07	09/17/2020	
			5,000 @ 38.16	12/23/2021	
			5,000 @ 32.78	11/11/2023	
			5,000 @ 26.14	11/19/2024	
			7,500 @ 11.18	11/11/2025	
Ross C. Wilkin		22,500 <sup>(5)</sup>	15,000 @ 13.51	08/03/2025	
			7,500 @ 11.18	11/11/2025	

(1) These options will vest and become exercisable as follows, assuming the executive remains employed with the Company as of the applicable vesting date: 3,125 option shares will vest on each of November 11, 2016 and November 11, 2017; 3,625 option shares will vest on each of November 19, 2016, November 19, 2017 and November 19, 2018; and 5,000 option shares will vest on each of November 11, 2016, November 11, 2017, November 11, 2018 and November 11, 2019.

(2) These options will vest and become exercisable as follows, assuming the executive remains employed with the Company as of the applicable vesting date: 1,250 option shares will vest on each of November 11, 2016 and November 11, 2017; 1,875 option shares will vest on each of November 19, 2016, November 19, 2017 and November 19, 2018; and 1,875 option shares will vest on each of November 11,

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2016, November 11, 2017, November 11, 2018 and November 11, 2019.

- (3) These options will vest and become exercisable as follows, assuming the executive remains employed with the Company as of the applicable vesting date: 3,750 option shares will vest on each of May 11, 2016, May 11, 2017, May 11, 2018 and May 11, 2019; and 1,875 option shares will vest on each of November 11, 2016, November 11, 2017, November 11, 2018 and November 11, 2019.

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- (4) These options will vest and become exercisable as follows, assuming the executive remains employed with the Company as of the applicable vesting date: 1,250 option shares will vest on each of November 11, 2016 and November 11, 2017; and 1,250 option shares will vest on each of November 19, 2016, November 19, 2017 and November 19, 2018; and 1,875 option shares will vest on each of November 11, 2016, November 11, 2017, November 11, 2018 and November 11, 2019.
- (5) These options will vest and become exercisable as follows, assuming the executive remains employed with the Company as of the applicable vesting date: 3,750 option shares will vest on each of August 3, 2016, August 3, 2017, August 3, 2018 and August 3, 2019; and 1,875 option shares will vest on each of November 11, 2016, November 11, 2017, November 11, 2018 and November 11, 2019.

**2015 Option Exercises and Stock Vested**

The table below provides information regarding stock awards that vested during 2015. Net shares received by each named executive officer upon exercise or vesting of equity awards, after shares are withheld for taxes, are subject to the stock ownership guidelines each as described in the *Compensation Discussion and Analysis* section above. No named executive officers exercised options in 2015.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#) <sup>(1)</sup>	Value Realized on Vesting (\$) <sup>(2)</sup>
Mr. Oates			25,000	217,500
Mr. Zimmer			3,000	26,100
Mr. Pollock				
Mr. McGrath			3,000	26,100
Mr. Wilkin				
Mr. Bornak				

- (1) Reflects the gross number of shares received upon the vesting of RSUs. Based on the tax withholding payment election, a portion of the shares reflected above may have been withheld to cover taxes due.
- (2) Reflects the fair market value of the underlying shares as of the vesting date.

**Pension Benefits**

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)
Dennis M. Oates	Steelworkers Pension Trust	8	15,215	
Christopher M. Zimmer	Steelworkers Pension Trust	8	14,747	
Larry J. Pollock	Steelworkers Pension Trust	0.5	1,179	
Paul A. McGrath	Steelworkers Pension Trust	13	28,723	
Ross Wilkin	Steelworkers Pension Trust	0.4	684	

In January 2003, the Company began participating in the Trust, a qualified multi-employer defined benefit pension plan sponsored by the United Steelworkers. Prior to that time, the Company had not provided any form of qualified or nonqualified defined benefit retirement benefits to employees, including the executive officers. For each year of participation in the Trust, the participant is entitled to receive an annual life annuity upon retirement at or following age 65 based on the Company contribution and the benefit rate determined by the Trust administrator. The Company is obligated to make a monthly contribution to the Trust on behalf of each participant. The standard form of distribution under the Trust consists of a single life annuity for unmarried participants and a joint and 50% survivor annuity for married participants. The participant is vested once he obtains five years of credited service.





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### **Employment Agreements with Executive Officers and Employee Directors**

In December 2007, Dennis M. Oates entered into an employment agreement with the Company related to his service as President and Chief Executive Officer of the Company. The employment agreement had an initial term which commenced on January 2, 2008 and continued until December 31, 2008, subject to automatic one-year extensions unless either party elects not to extend the term. Under the employment agreement, Mr. Oates received an initial annual base salary of \$300,000 per year, with the annual base salary being subject to increase. Mr. Oates also will participate in benefit plans or programs generally offered by the Company to salaried employees. Mr. Oates is eligible for variable compensation targeted at 100% of his base salary. If Mr. Oates's employment is terminated due to disability, he will receive 100% of his monthly salary for one month and then 60% of his monthly salary for the next five months under the Company's disability plan. If Mr. Oates's employment is terminated by the Company without cause or if Mr. Oates resigns for good reason (which includes following a change of control of the Company), he will be entitled to receive a severance payment equal to 1.5 times his full annual base salary and 18 months of continued health care benefits at no cost to him.

In April 2008, Christopher M. Zimmer entered into an employment agreement with the Company related to his service as Vice President of Sales and Marketing of the Company. The employment agreement had an initial term which commenced on April 21, 2008 and continued until April 31, 2009, subject to automatic one-year extensions unless either party elects not to extend the term. Under the employment agreement, Mr. Zimmer received an initial annual base salary of \$170,000 per year, with the annual base salary being subject to increase. Mr. Zimmer also will participate in benefit plans or programs generally offered by the Company to salaried employees. Mr. Zimmer is eligible for variable compensation up to 100% of his base salary. If Mr. Zimmer's employment is terminated due to disability, he will receive 100% of his monthly salary for one month and then 60% of his monthly salary for the next five months under the Company's disability plan. If Mr. Zimmer's employment is terminated by the Company without cause or if Mr. Zimmer resigns for good reason (which includes following a change of control of the Company), he will be entitled to receive a severance payment equal to eighteen months of his monthly base salary and eighteen months of paid medical insurance.

In August 2015, Larry J. Pollock entered into an employment agreement with the Company related to his service as Executive Vice President, Chief Manufacturing Officer. The employment agreement had an initial term which commenced on May 11, 2015 and continued until May 31, 2016, subject to automatic one-year extensions unless either party elects not to extend the term. Under the employment agreement, Mr. Pollock received an initial annual base salary of \$230,000 per year, with the annual base salary being subject to increase. Mr. Pollock also will participate in benefit plans or programs generally offered by the Company to salaried employees. Mr. Pollock is eligible for variable compensation up to 100% of his base salary with a minimum amount of variable compensation for the 2015 calendar year of \$75,000. If Mr. Pollock's employment is terminated due to disability, he will receive 100% of his monthly salary for one month and then 60% of his monthly salary for the next five months under the Company's disability plan. If Mr. Pollock's employment is terminated by the Company without cause or if Mr. Pollock resigns for good reason (which includes following a change of control of the Company), he will be entitled to receive a severance payment equal to twelve months of his base salary and an equal number of months of paid medical insurance.

In May 2013, Michael D. Bornak entered into an employment agreement with the Company related to his service as Vice President of Finance, Chief Financial Officer and Treasurer of the Company. The employment agreement had an initial term which commenced on June 3, 2013 and continued until May 31, 2014, subject to automatic one-year extensions unless either party elected not to extend the term. Under the employment agreement, Mr. Bornak received an initial annual base salary of \$230,000 per year, with the annual base salary being subject to increase. Mr. Bornak resigned from his position with Universal Stainless effective May 1, 2015. Mr. Bornak received no severance payment or benefit upon termination of his employment.

In February 2008, Paul A. McGrath entered into an employment agreement with the Company related to his service as Vice President of Administration, General Counsel and Corporate Secretary of the Company. The

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employment agreement had an initial term which commenced as of February 21, 2008 and continued until December 31, 2010, subject to automatic one-month extensions starting on November 1, 2008, and on the first day of each month thereafter the term of the Agreement is extended for one additional month, thereby maintaining a fifteen month term, unless either party elects not to extend the term. Mr. McGrath received an initial annual base salary of \$176,000 per year, with the annual base salary being subject to increase. Mr. McGrath also will participate in benefit plans or programs generally offered by the Company to salaried employees. Mr. McGrath is eligible for variable compensation up to 100% of his base salary. If Mr. McGrath's employment is terminated due to disability, he will receive 100% of his monthly salary for one month and then 60% of his monthly salary for the next five months under the Company's disability plan. If Mr. McGrath's employment is terminated by the Company without cause or if Mr. McGrath resigns for good reason (which includes following a change of control of the Company), he will be entitled to receive a severance payment equal to his full base pay rate for the remainder of the term of the agreement and 15 months of continued health care benefits at no cost to him.

In August 2015, Ross C. Wilkin entered into an employment agreement with the Company related to his service as Vice President of Finance, Chief Financial Officer and Treasurer of the Company. The employment agreement had an initial term which commenced on August 3, 2015 and continued until July 31, 2016, subject to automatic one-year extensions unless either party elects not to extend the term. Under the employment agreement, Mr. Wilkin received an initial annual base salary of \$230,000 per year, with the annual base salary being subject to increase. Mr. Wilkin also will participate in benefit plans or programs generally offered by the Company to salaried employees. Mr. Wilkin is eligible for variable compensation up to 100% of his base salary, with a minimum amount of variable compensation for the 2015 calendar year of \$75,000. If Mr. Wilkin's employment is terminated due to disability, he will receive 100% of his monthly salary for one month and then 60% of his monthly salary for the next five months under the Company's disability plan. If Mr. Wilkin's employment is terminated by the Company without cause or if Mr. Wilkin resigns for good reason (which includes following a change of control of the Company), he will be entitled to receive a severance payment equal to twelve months of his base salary and an equal number of months of paid medical insurance.

**Executive Severance Benefits and Potential Payments Upon Change of Control**

As described above, the Company has entered into agreements with our executive officers which will require it to provide compensation and benefits to the executive officers in the event of certain terminations of employment and/or a change in control of the Company. The compensation and benefits set forth in the tables below with respect to our named executive officers assume that any change in control or termination of employment was effective as of December 31, 2015. This information is based on the Company's best estimate of the compensation that would be provided to the executive officers upon a change of control or a termination of employment. No additional compensation is provided to executive officers upon a termination of employment by the Company for cause.

***Potential Payments upon Termination or Change in Control Dennis M. Oates***

	<b>Change in Control (\$)</b>	<b>Involuntary Not for Cause or Good Reason Termination (C/C) (\$)</b>	<b>Disability (\$)</b>	<b>Death (\$)</b>
<b>Executive Benefits and Payments Upon Termination</b>				
<b>Compensation:</b>				
Base Salary		605,640		
Stock Award				
<b>Benefits and Perquisites:</b>				
Post-termination Health Care		30,987		
Life Insurance Proceeds				1,403,760
Disability Benefits			134,586	
<b>Total:</b>		636,627	134,586	1,403,760

**Table of Contents***Potential Payments upon Termination or Change in Control Christopher M. Zimmer*

Executive Benefits and Payments Upon Termination	Change in Control (\$)	Involuntary Not for Cause or Good Reason Termination (C/C) (\$)	Disability (\$)	Death (\$)
<b>Compensation:</b>				
Base Salary		369,150		
Stock Awards				
<b>Benefits and Perquisites:</b>				
Post-termination Health Care		31,838		
Life Insurance Proceeds				246,100
Disability Benefits			82,033	
<b>Total:</b>		400,988	82,033	246,100

*Potential Payments upon Termination or Change in Control Paul A. McGrath*

Executive Benefits and Payments Upon Termination	Change in Control (\$)	Involuntary Not for Cause or Good Reason Termination (C/C) (\$)	Disability (\$)	Death (\$)
<b>Compensation:</b>				
Base Salary		261,139		
Stock Award				
<b>Benefits and Perquisites:</b>				
Post-termination Health Care		22,440		
Life Insurance Proceeds				208,912
Disability Benefits			69,637	
<b>Total:</b>		283,579	69,637	208,912

*Potential Payments upon Termination or Change in Control Ross C. Wilkin*

Executive Benefits and Payments Upon Termination	Change in Control (\$)	Involuntary Not for Cause or Good Reason Termination (C/C) (\$)	Disability (\$)	Death (\$)
<b>Compensation:</b>				
Base Salary		230,000		
Stock Awards				
<b>Benefits and Perquisites:</b>				
Post-termination Health Care		20,085		
Life Insurance Proceeds				230,000
Disability Benefits			76,667	
<b>Total:</b>		250,085	76,667	230,000



**Table of Contents***Potential Payments upon Termination or Change in Control Larry J. Pollock*

Executive Benefits and Payments Upon Termination	Change in Control (\$)	Involuntary Not for Cause or Good Reason Termination (C/C) (\$)	Disability (\$)	Death (\$)
<b>Compensation:</b>				
Base Salary		230,000		
Stock Awards				
<b>Benefits and Perquisites:</b>				
Post-termination Health Care		20,085		
Life Insurance Proceeds				230,000
Disability Benefits			76,667	
<b>Total:</b>		250,085	76,667	230,000
<b>Equity Compensation Plan Information:</b>				

Securities authorized for issuance under equity compensation plans at December 31, 2015 were as follows:

Plan Category	Number of shares to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of shares remaining available for future issuance under equity compensation plans <sup>(A)</sup>
Equity compensation plans approved by security holders	841,750	\$ 25.71	385,357
Equity compensation plans not approved by security holders			
<b>Total</b>	<b>841,750</b>	<b>\$ 25.71</b>	<b>385,357</b>

(A) Includes 363,993 shares of common stock not issued under the Omnibus Incentive Plan and 21,364 available under the 1996 Employee Stock Purchase Plan, as amended.

**Additional Information on Employment Agreements and Compensation Plans**

The summaries of the employment agreements and equity compensation plans provided above are qualified by reference to the full text of the specific agreement or plan, each of which is an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 and is incorporated into this Proxy Statement by reference. Copies of any such agreement or plan also may be obtained by making written request to the Company's Secretary.

**Compensation Committee Interlocks and Insider Participation**

The Compensation Committee administers the Company's executive compensation programs and policies. During 2015, Messrs. Ayers, Dunn, Kornblatt and Toledano, each a non-employee director at the time, served on the Compensation Committee. None of the members of the Compensation Committee (i) served as an officer or employee of the Company during 2015, (ii) ever served as an officer of the Company prior to 2015 or (iii) were engaged in 2015 in any transactions required to be disclosed in this Proxy Statement.



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**AUDIT COMMITTEE REPORT**

The Audit Committee of the Board of Directors (the Committee) is composed of four members, each of whom have been determined by the Board of Directors to be independent, as defined under applicable Nasdaq listing standards as currently in effect. The Board of Directors has further determined that M. David Kornblatt, the Chairman of the Committee, is an audit committee financial expert as such term is defined in Item 407(d)(5)(ii) of Regulation S-K promulgated by the Securities and Exchange Commission (the SEC). The Committee operates under a written charter adopted by the Board of Directors. The Committee reviews and reassesses the Charter annually and recommends any changes to the Board for approval.

The Committee appoints the Company's independent registered public accountants. The Committee assists the Board in overseeing and monitoring the integrity of the Company's financial reporting process, its compliance with legal and regulatory requirements and the quality of its internal control and external audit processes.

The Committee has reviewed and discussed the consolidated financial statements with management and the independent registered public accountants. The Committee discussed with the independent registered public accountants matters required to be discussed by Statement on Auditing Standards No. 61 (Codification of Statements on Auditing Standards, AU §380).

The Committee also has received the written disclosures and the letter from SD, required by applicable requirements of the Public Company Accounting Oversight Board regarding SD's communications with the Committee concerning independence, and the Committee has discussed with that firm its independence from the Company.

Based on the foregoing review and discussions and relying thereon, the Committee recommended that the Board of Directors include the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC.

In accordance with the rules of the SEC, this report shall not be incorporated by reference into any of the Company's future filings made under the Securities Exchange Act of 1934, as amended (the Exchange Act), or the Securities Act of 1933, as amended (the Securities Act), and shall not be deemed to be soliciting material or to be filed with the SEC under the Exchange Act or the Securities Act.

**The Audit Committee**

M. David Kornblatt, Chairman

Christopher L. Ayers

Douglas M. Dunn

Udi Toledano

**Table of Contents****INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS**

The Audit Committee appointed SD as independent registered public accountants to audit the consolidated financial statements of the Company for the year ended December 31, 2015. Representatives of SD are expected to be present at the Annual Meeting. They will have an opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

***Principal Accountant Fees and Services***

The following table presents fees and other expenses for professional audit services rendered by SD for the audit of the Company's annual financial statements for the years ended December 31, 2015 and December 31, 2014, and fees and other expenses for other services rendered by SD during those periods:

	<b>2015</b>	<b>2014</b>
Audit fees	\$ 388,717	\$ 400,477
Audit-related fees	30,037	49,032
Tax fees		1,640
All other fees		1,844
<b>Total</b>	<b>\$ 418,754</b>	<b>\$ 452,993</b>

***Audit Fees***

Annual audit fees relate to services rendered in connection with the audit of the Company's consolidated financial statements and internal control over financial reporting and the quarterly reviews of financial statements included in the Company's Forms 10-Q.

***Audit-Related Fees***

Audit-related services include fees for benefit plan audits and consultation on accounting standards or transactions.

***Tax Fees***

Tax services include fees for tax compliance, tax advice and tax planning.

***All Other Fees***

The Company engaged its independent registered public accountants to review its Conflict Minerals compliance program.

The Audit Committee considered whether the provision of all services described above was compatible with maintaining the auditor's independence, and has determined such services for fiscal 2015 and 2014 were compatible with maintaining the auditor's independence. All services described above were pre-approved by the Audit Committee pursuant to Rule 2-01(c)(7)(i) of Regulation S-X promulgated by the SEC.

***Policy on Audit and Compliance Committee Pre-Approval of Audit and Permissible Non-Audit Services of the Independent Auditor***

The Audit Committee is responsible for appointing, setting compensation and overseeing the work of the independent auditor. The Audit Committee has established a policy regarding pre-approval of all audit and non-audit services provided by the independent auditor and pre-approved all of the audit and non-audit services provided by SD in 2015 and 2014. On an ongoing basis, management communicates specific projects and categories of service for which the advance approval of the Audit Committee is requested. The Audit Committee reviews these requests and advises management if the Audit Committee approves the engagement of the independent auditor. On a periodic basis, management reports to the Audit Committee regarding the actual spending for such projects and services compared to the approved amounts.



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**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires certain officers of Universal Stainless and its directors, and persons who beneficially own more than 10% of any registered class of Universal Stainless equity securities, to file reports of ownership in such securities and changes in ownership with the SEC, The NASDAQ Stock Market and Universal Stainless.

Based solely upon Universal Stainless review of the reports and representations provided to it by persons required to file reports under Section 16(a), Universal Stainless believes that all of the Section 16(a) filing requirements applicable to Universal Stainless reporting officers, directors and greater than 10% beneficial owners during 2015 were properly and timely satisfied. To date in 2016, Universal Stainless believes that all of the Section 16(a) filing requirements were properly and timely satisfied.

**STOCKHOLDER PROPOSALS**

Under Rule 14a-8 of the SEC, proposals of stockholders intended to be presented at the 2017 Annual Meeting of Stockholders must be received no later than December 16, 2016 for inclusion in the proxy statement and proxy card for that meeting. The Company's Second Amended and Restated Bylaws provide that in order for other business to be properly brought before an annual meeting by a stockholder other than pursuant to Rule 14a-8, the stockholder must give timely notice thereof in writing to the Company's Secretary. For such notice relating to stockholder proposals other than director nominations to be timely with respect to the 2017 Annual Meeting, the notices must be in writing and must be delivered or mailed by certified mail to the Secretary of the Corporation and received at the principal offices of the Corporation, not earlier than January 10, 2017 and not later than February 9, 2017; provided, however, that in the event that the date of the 2017 Annual Meeting is earlier than April 10, 2017 or later than July 9, 2017, notice by the stockholder must be received no earlier than January 10, 2017 and not later than the close of business on the later of February 9, 2017 and, if the first public announcement of the date of such advanced or delayed 2017 Annual Meeting is less than 100 days prior to the date of such annual meeting, the tenth day following the day on which public announcement of the date of the 2017 Annual Meeting is first made. Advance written notice of a proposed director nomination by a stockholder at the 2017 Annual Meeting must be received by the Secretary by certified mail at the principal executive offices of the Corporation no later than February 9, 2017, or, if the 2017 Annual Meeting is held earlier than March 1, 2017, the close of business on the tenth day following the date on which notice of the 2017 Annual Meeting is first given to the stockholders. If a stockholder presents a proposal at an Annual Meeting, other than through inclusion of such proposal in Universal Stainless proxy materials for that meeting, management proxies may use their discretionary voting authority with respect to such proposal to vote any share with respect to which a valid proxy is submitted.

**OTHER MATTERS**

The Board of Directors and management know of no matters to be presented at the Annual Meeting other than those set forth in this Proxy Statement. However, if any other business is properly brought before the meeting or any adjournment thereof, the proxy holders will vote in regard thereto in accordance with their best judgment, insofar as such proxies are not limited to the contrary.

By Order of the Board of Directors,

Paul A. McGrath

Vice President Administration, General Counsel and Secretary

Bridgeville, Pennsylvania

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**APPENDIX A**

**AMENDMENT TO THE**

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

**EMPLOYEE STOCK PURCHASE PLAN**

Pursuant to Article IX of the Universal Stainless & Alloy Products, Inc. Employee Stock Plan, originally effective July 1, 1996 and as amended (the Plan ), the Plan is hereby amended as follows:

Article VI.A of the Plan is amended by restating the section in its entirety to read as follows :

- A. The Stock purchasable by Participants under the Plan shall, solely in the Board's discretion, be made available from either authorized but unissued Stock or from reacquired Stock, including shares of Stock purchased on the open market. The total number of shares which may be issued under the Plan shall not exceed 300,000 shares (subject to adjustment under Section VI.B, below).

Article X.B of the Plan is amended by restating the section in its entirety to read as follows:

- B. The Plan shall terminate upon the earlier of (i) the last business days of the first purchase period ending in 2021 or (ii) the date on which all shares available for issuance under the Plan have been sold pursuant to purchase rights exercised under the Plan.

**EXECUTION**

To record the adoption of this Amendment to the Plan, Universal Stainless & Alloy Products, Inc. has caused its appropriate officers to execute this Amendment as of the day of May, 2016.

UNIVERSAL STAINLESS & ALLOY PRODUCTS,  
INC.

By:

Name: Dennis M. Oates

Title: Chairman, President and Chief Executive Officer

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**YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.**

**2016 Annual Meeting of**

**Shareholders**

**May 10, 2016,**

**10:00 A.M., local time**

**This Proxy is Solicited On Behalf  
Of The Board Of Directors**

**Please Be Sure To Mark, Sign, Date and Return Your Proxy Card  
in the Envelope Provided**

**p FOLD HERE DO NOT SEPARATE INSERT IN ENVELOPE PROVIDED p**

**PROXY**

**THE BOARD OF DIRECTORS OF THE COMPANY RECOMMENDS VOTES FOR EACH OF THE FOLLOWING:** Please mark your votes like this

	FOR	WITHHOLD AUTHORITY	AGAINST	ABSTAIN
1. Election of the following nominees as directors:  Nominees listed below	FOR all  ..	WITHHOLD AUTHORITY to vote (except as indicated to the contrary for all nominees listed below)  ..	..	..
2. Approval of the compensation for the Company's named executive officers.	..	..	..	..
3. Approval of amendments	..	..	..	..

NOMINEES:

(01) Christopher L. Ayers (04) Dennis M. Oates

(02) Douglas M. Dunn (05) Udi Toledano

(03) M. David Kornblatt

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**FOR AGAINST ABSTAIN**

**(Instruction: To withhold authority to vote for any individual nominee, strike a line through that nominee's name in the list above)**

4. Ratification of .. ..  
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D o w n s & C o . ,  
I n c . a s t h e  
C o m p a n y ' s  
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a c c o u n t a n t s  
f o r 2 0 1 6 .

5. OTHER MATTERS: Discretionary authority is hereby granted with respect to such other matters as may properly come before the meeting or any adjournment or postponement thereof.

**THE UNDERSIGNED HEREBY ACKNOWLEDGES RECEIPT OF THE NOTICE OF ANNUAL MEETING OF STOCKHOLDERS AND THE PROXY STATEMENT FURNISHED HERewith.**

**COMPANY ID:**

**PROXY NUMBER:**

**ACCOUNT NUMBER:**

**Signature**

**Signature**

**Date \_\_\_\_\_ , 2016.**

Note: Please print and sign your name exactly as it appears hereon. When signing as attorney, agent, executor, administrator, trustee, guardian or corporate officer, please give full title as such. Each joint owner should sign the Proxy. If a corporation, please sign as full corporate name by president or authorized officer. If a partnership, please sign in partnership name by authorized person.

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**PROXY**

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

**THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING  
OF STOCKHOLDERS TO BE HELD ON MAY 10, 2016**

The undersigned hereby appoints Dennis M. Oates and Paul A. McGrath, and each of them, with full power of substitution, proxies to vote all shares of Common Stock, par value \$0.001 per share, of Universal Stainless & Alloy Products, Inc., a Delaware corporation (the Company), for which the undersigned is entitled to vote at the Annual Meeting of Stockholders of the Company to be held at the Hyatt Regency Pittsburgh International Airport, 1111 Airport Boulevard, Pittsburgh, Pennsylvania 15231, on May 10, 2016 at 10:00 a.m., local time, and at any and all adjournments or postponements thereof.

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF ELECTING THE FIVE NOMINEES TO THE BOARD OF DIRECTORS, FOR PROPOSAL 2, FOR PROPOSAL 3, FOR PROPOSAL 4, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSON NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.**

**PLEASE MARK, SIGN, DATE AND PROMPTLY RETURN THIS PROXY CARD USING THE ENCLOSED ENVELOPE. YOU MAY REVOKE THIS PROXY AT ANY TIME BY FORWARDING TO THE COMPANY A SUBSEQUENTLY DATED PROXY RECEIVED BY THE COMPANY PRIOR TO THE TAKING OF A VOTE ON THE MATTERS HEREIN.**

**(Continued, and to be marked, dated and signed, on the other side)**