

FOURNIER ALAN  
Form 4  
March 28, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PENNANT CAPITAL  
MANAGEMENT, LLC

2. Issuer Name and Ticker or Trading Symbol  
UNIVERSAL STAINLESS &  
ALLOY PRODUCTS INC [USAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1 DEFOREST AVENUE,, SUITE  
200  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/26/2013

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

SUMMIT, NJ 07901

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |                                   |
| Common Stock                    | 03/26/2013                           |  | P                              | 2,400 A \$ 35.78  | 695,350   | D <sup>(1)</sup>   |                                   |
| Common Stock                    | 03/27/2013                           |  | P                              | 5,059 A \$ 35.34  | 700,409   | D <sup>(1)</sup>   |                                   |
| Common Stock                    | 03/27/2013                           |  | P                              | 2,900 A \$ 35.34  | 425,512   | I  | See Footnote <sup>(2)</sup>       |
| Common Stock                    | 03/28/2013                           |  | P                              | 100 A \$ 35.96  | 700,509   | D <sup>(1)</sup>   |                                   |
|                                 |                                      |  |                                |   | 1,126,021   | I  |                                   |

Common  
Stock

See  
Footnote  
(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| PENNANT CAPITAL MANAGEMENT, LLC<br>1 DEFOREST AVENUE,<br>SUITE 200<br>SUMMIT, NJ 07901   |               | X         |         |       |
| FOURNIER ALAN<br>C/O PENNANT CAPITAL MANAGEMENT, LLC<br>1 DEFOREST AVENUE, SUITE 200<br>SUMMIT, NJ 07901                             |               | X         |         |       |
| BROADWAY GATE MASTER FUND, LTD.<br>GARDENIA COURT, SUITE 3307, 45 MARKET ST<br>CAMANA BAY, P.O. BOX 896<br>GRAND CAYMAN, E9 KY1-1103 |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| Pennant Capital Management, LLC, By: /s/ Alan Fournier,<br>Principal | 03/28/2013 |
| **Signature of Reporting Person                                      | Date       |
| /s/ Alan Fournier  | 03/28/2013 |
| **Signature of Reporting Person                                      | Date       |
| Broadway Gate Master Fund, Ltd., By: /s/ Alan Fournier,<br>Director  | 03/28/2013 |
| **Signature of Reporting Person                                      | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These securities are directly owned by Broadway Gate Master Fund, Ltd. ("Broadway Gate"), which is a reporting person, and may be deemed beneficially owned by Pennant Capital Management, LLC ("Pennant") as investment manager of Broadway Gate. The reported securities may also be deemed beneficially owned by Alan Fournier as Managing Member of Pennant. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(2) These securities are directly owned by certain private investment vehicles managed by Pennant and may be deemed beneficially owned by Pennant as investment manager of such private investment vehicles. The reported securities may also be deemed beneficially owned by Alan Fournier as Managing Member of Pennant. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.