FOURNIER ALAN

Form 4

February 15, 2013

FORM 4

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

OMB 3235-0287 Number:

Expires:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(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	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2013	DirectorX 10% Owner Officer (give title below) Other (specify below)		
200 (Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		

Filed(Month/Day/Year)

SUMMIT, NJ 07901

ck Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

,							Person		
(City)	(State)	Zip) Table	I - Non-D	erivative	Secur	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi r(A) or Di (Instr. 3,	sposed 4 and (A) or	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/13/2013		P	1,300	A	\$ 35.71	1,067,568	I	See footnote (1)
Common Stock	02/14/2013		P	1,000	A	\$ 35.98	1,068,568	I	See footnote (1)
Common Stock	02/15/2013		P	200	A	\$ 36.02	1,068,768	I	See footnote

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

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SEC 1474 (9-02)

number.

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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Amou or Title Numb of Share	ber	

Reporting Owners

DEFOREST AVENUE UITE 200 UMMIT, NJ 07901 OURNIER ALAN /O PENNANT CAPITAL MANAGEMENT LLC	Relationships				
	Director	10% Owner	Officer	Other	
PENNANT CAPITAL MANAGEMENT, LLC 1 DEFOREST AVENUE SUITE 200 SUMMIT, NJ 07901		X			
FOURNIER ALAN C/O PENNANT CAPITAL MANAGEMENT LLC 1 DEFOREST AVENUE, SUITE 200 SUMMIT, NJ 07901		X			

Signatures

Pennant Capital Management, LLC By:/s/ Alan Fournier, Principal	02/15/2013	
**Signature of Reporting Person	Date	
Alan Fournier By:/s/ Alan Fournier	02/15/2013	
**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)

Reporting Owners 2

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The reported securities are directly owned by certain private investment vehicles managed by Pennant Capital Management, LLC and may be deemed beneficially owned by Pennant Capital Management, LLC 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 Capital Management, LLC. 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.