

FOURNIER ALAN

Form 4

March 06, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *

**PENNANT CAPITAL
MANAGEMENT, LLC**

(Last) (First) (Middle)

**1 DEFOREST AVENUE, SUITE
200**

(Street)

SUMMIT, NJ 07901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

**UNIVERSAL STAINLESS &
ALLOY PRODUCTS INC [USAP]**

3. Date of Earliest Transaction

(Month/Day/Year)

03/04/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director

____ Officer (give title
below)

__X__ 10% Owner

____ Other (specify
below)6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person

__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/04/2013		P		2,900	A \$ 35.71	1,100,468	I	See footnote (1)
Common Stock	03/05/2013		P		3,100	A \$ 35.98	1,103,568	I	See footnote (1)
Common Stock	03/06/2013		P		100	A \$ 36.03	1,103,668	I	See footnote (1)

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 Deriv Secur Bene Own Follo Repor Trans (Instr
				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 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 03/06/2013

__Signature of Reporting Person Date

By: /s/Alan Fournier 03/06/2013

__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)

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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.

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