

SYPRIS SOLUTIONS INC  
Form 8-K  
December 20, 2011  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 20, 2011**

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**Sypris Solutions, Inc.**  
**(Exact name of registrant as specified in its charter)**

|                                     |                     |                       |
|-------------------------------------|---------------------|-----------------------|
| <b>Delaware</b>                     | <b>0-24020</b>      | <b>61-1321992</b>     |
| <b>(State or Other Jurisdiction</b> | <b>(Commission</b>  | <b>(I.R.S.</b>        |
| <b>of Incorporation)</b>            | <b>File Number)</b> | <b>Employer</b>       |
| <b>101 Bullitt Lane, Suite 450</b>  |                     | <b>Identification</b> |
|                                     |                     | <b>No.)</b>           |
| <b>Louisville, Kentucky</b>         | <b>40222</b>        |                       |
| <b>(Address of Principal</b>        | <b>(Zip Code)</b>   |                       |

**Executive Offices)**

**Registrant's telephone number, including area code: (502) 329-2000**

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**Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:**

**Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**

**Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**

**Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**

**Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

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**Item 1.01. Entry into a Material Definitive Agreement.**

On December 20, 2011, the Board of Directors authorized the Company to enter into an Executive Equity Repurchase Agreement (the “Agreement”) whereby certain members of the Company’s management team, including executive officers and directors, would grant the Company a first right to purchase shares of common stock of the Company (the “Common Stock”) beneficially owned by those individuals at then-current market prices, subject to certain exceptions.

There are two circumstances, subject to certain exceptions in each case, in which a party to the Agreement would be required to offer to sell shares of Common Stock beneficially held by such person to the Company. The first is when any party to the Agreement proposes to transfer more than 1,500 shares of Common Stock to a third party. The second is when a party to the Agreement separates service from the Company. In that second circumstance, the Company has the right to acquire all of the shares of Common Stock beneficially owned by the departing person. In both circumstances, the price per share, if accepted by the Company, would be based on the average of the closing prices of the Common Stock on NASDAQ for a trailing five trading day period.

The Agreement has a five year term, subject to earlier termination by the Company, and participation by each individual is voluntary.

**Item 8.01. Other Events.**

On December 20, 2011, the Company issued a press release announcing that its Board of Directors has authorized a share repurchase program authorizing the Company to repurchase up to \$5 million of the Company’s outstanding common stock from time to time over the next twelve months, subject to renewal by the Board. The Company’s repurchases may be executed through open market purchases, privately negotiated transactions or through the Equity Repurchase Agreement described above or other arrangements which comply with the provisions of the Securities Exchange Act of 1934 and the terms of the Company’s existing credit facility. The program does not require that the Company purchase any specific number of shares or make purchases by a certain time and date. The program may be suspended or discontinued at any time without prior notice.

**Item 9.01 Financial Statements & Exhibits**

(d) Exhibits

99.1 Press Release dated, December 20, 2011.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 20, 2011 **Sypris Solutions, Inc.**

By: /s/ John R. McGeeney  
John R. McGeeney  
General Counsel and Secretary

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**INDEX TO EXHIBITS**

**Exhibit**

**Number Description**

99.1 Registrant's press release dated December 20, 2011.