

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

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): November 12, 2013

Sypris Solutions, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-24020
(Commission
File Number)

61-1321992
(I.R.S. Employer
Identification No.)

101 Bullitt Lane, Suite 450
Louisville, Kentucky
(Address of Principal
Executive Offices)

40222
(Zip Code)

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

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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Section 2 – Financial Information

Item 2.02 Results of Operations and Financial Condition.

On November 12, 2013, Sypris Solutions, Inc. (the “Company”) announced its financial results for the third quarter ended September 29, 2013. The full text of the press release is set forth in Exhibit 99.1 hereto. The Company has also released certain supplemental financial information that can be accessed through the Company’s website at <http://www.sypris.com>.

The information in this Form 8-K and the attached Exhibit is being furnished pursuant to Item 2.02 “Results of Operations and Financial Condition” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Section 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 11, 2013, the board of directors of Sypris Solutions, Inc. (the “Company”) elected Gary L. Convis, age 71, as a Class III member of the Company’s board of directors. The full text of the press release is set forth in Exhibit 99.2 hereto.

The Company anticipates that, in his role as a director of the Company, Mr. Convis will provide strategic guidance to the Company with his extensive knowledge of the Toyota Production System and first-hand experience with many of the companies that make up the heavy vehicle manufacturing marketplace.

There are no arrangements or understandings pursuant to which Mr. Convis was selected as a director of the Company.

Mr. Convis will be compensated in accordance with the Sypris Solutions, Inc. Directors Compensation Program on the same basis as each of the other non-employee directors.

Gary L. Convis has served as Chief Operations Officer for Bloom Energy since January 2012. Mr. Convis served as Special Advisor to the Chief Executive Officer and President of Dana Holding Corporation from January 2010 to December 2011 and as Vice Chairman of Dana Holding Corporation from January 2009 to December 2009. Mr. Convis served as Chief Executive Officer and President of Dana Holding Corporation from April 2008 to December 2008. From 2003 to 2007, Mr. Convis served as an Executive Vice President of Toyota Motor Engineering & Manufacturing North America, Inc. and as Managing Officer of Toyota Motor Corp from May 2003 to July 2007. He started his career with Toyota in 1984 as part of the start-up team for New United Motor Manufacturing, Inc., Toyota’s joint venture with General Motors. Additionally, Mr. Convis served 18 years with Ford Motor Corporation following a three-year tenure with General Motors. Mr. Convis has served on the Board for a number of companies, including Toyota Motor Manufacturing Kentucky Inc., where he served as Chairman of the Board (from May 2003 to July 2007); Cooper-Standard Holdings Inc. (from 2007 to May 2010); Dana Holding Corporation (from January 2008 to December 2009); and Achates Power, Inc. (since 2007) a developer of internal combustion engines.

Section 7 – Regulation FD

Item 7.01 Regulation FD Disclosure.

On November 12, 2013, Sypris Solutions, Inc. (the “Company”) announced its financial results for the third quarter and ended September 29, 2013. The full text of the press release is set forth in Exhibit 99.1 hereto. The Company has also released certain supplemental financial information that can be accessed through the Company’s website at <http://www.sypris.com>.

The information in this Form 8-K and the attached Exhibit as well as the supplemental information referenced above is being furnished pursuant to Item 7.01 “Regulation FD Disclosure” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press release issued November 12, 2013.
99.2	Press release issued November 12, 2013

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: November 12, 2013

Sypris Solutions, Inc.

By: /s/ Brian A. Lutes

Brian A. Lutes
Vice President & Chief Financial Officer

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
99.1	Registrant's press release dated November 12, 2013.
99.2	Registrant's press release dated November 12, 2013.

Sypris Reports Third Quarter Results

Industrial Margins Expand

LOUISVILLE, Ky.--(BUSINESS WIRE)--November 12, 2013--Sypris Solutions, Inc. (Nasdaq/NM:SYPR) today reported financial results for its third quarter ended September 29, 2013.

HIGHLIGHTS

For the Third Quarter:

- Revenue for the Company decreased 3% from the third quarter of last year.
- Revenue for the Industrial Group increased 2% from the third quarter of last year to \$66.7 million, while gross profit increased 13% to \$7.4 million.
- While revenue for the Electronics Group decreased from the third quarter of last year to \$9.6 million, revenue increased 24% sequentially.

For the Nine Months:

- Revenue for the Company decreased 14% compared to the first nine months of last year.
- Despite an 8% decline in revenue for our Industrial Group as compared to the first nine months of last year, gross margin increased 50 basis points to 11.5%.
- Revenue and gross profit for the Electronics Group declined to \$24.6 million and a loss of \$0.7 million, respectively, reflecting the impact of sequestration and other defense-related spending delays.

The Company reported revenue of \$76.3 million for the third quarter compared to \$78.8 million for prior year period. Additionally, the Company reported a net loss of \$2.0 million, or \$0.10 per share, as compared to a net loss of \$5.7 million, or \$0.29 per diluted share, for the prior year comparable period.

For the nine months ended September 29, 2013, the Company reported revenue of \$236.9 million compared to \$274.1 million for the prior year comparable period. The Company reported a net loss for the nine months ended September 29, 2013 of \$9.9 million, or \$0.52 per share, as compared to income of \$4.0 million, or \$0.18 per diluted share, for the prior year period comparable period.

The results for the first nine months of 2013 included a \$6.9 million non-cash impairment of goodwill, a foreign currency related loss of \$0.5 million, partially offset by a gain of \$1.6 million from the sale of idle assets. Net income for the nine months ended September 30, 2012 included a gain of \$2.6 million in connection with the sale of idle assets, a gain of \$1.9 million from the sale of marketable securities, offset by a loss from discontinued operations of \$7.1 million and a foreign currency translation loss of \$0.9 million.

“Our Industrial Group responded well to the reduction in production of commercial vehicles, which resulted in a 10% sequential decline in quarterly revenue,” said Jeffrey T. Gill, president and chief executive officer. “We expect the demand in the overall commercial vehicle market to remain flat throughout the remainder of 2013, before rebounding in the second quarter of 2014 as OEMs focus on the introduction of the new model year vehicles and engine technologies that offer far greater fuel efficiency than previous models.

“Our Aerospace and Defense business continues to be affected by budgetary and funding uncertainties within the U.S. Department of Defense that are not expected to be eliminated in the near term. For the longer term, we are continuing to invest in R&D in order to position the business and its product offerings for future growth and profitability, with a specific emphasis on trusted solutions for identity management, cryptographic key distribution and cyber analytics.”

The Industrial Group

Revenue for our Industrial Group was \$66.7 million in the third quarter compared to \$74.4 million for the second quarter of 2013 and \$65.2 million for the third quarter of last year. Gross profit for the third quarter was \$7.4 million, or 11.1% of revenue, compared to \$8.9 million, or 11.9% of revenue for the second quarter of 2013 and \$6.6 million, or 10.1% of revenue for the third quarter of 2012.

The Electronics Group

Revenue for our Electronics Group was \$9.6 million in the third quarter of 2013 compared to \$7.7 million for the second quarter of 2013 and \$13.6 million in the third quarter of last year, reflecting a number of factors including budgetary and funding uncertainties within the U.S. Department of Defense. Gross profit for the quarter was a loss of \$0.2 million, compared to a loss of \$0.5 million for the second quarter of 2013 and profit of \$2.8 million for the third quarter of 2012, primarily reflecting the lower sales volume and change in product mix.

Outlook

Mr. Gill added, “We will continue to concentrate on the daily execution of our business. We expect recent investments in production cells and automation by our Industrial Group to contribute to further margin expansion going forward. Our Electronics Group will continue to face near-term revenue challenges that we expect to be ongoing until the outlook for defense spending is clarified.”

Sypris Solutions is a diversified provider of outsourced services and specialty products. The Company performs a wide range of manufacturing, engineering, design and other technical services, typically under multi-year, sole-source contracts with corporations and government agencies in the markets for truck components and assemblies and aerospace and defense electronics. For more information about Sypris Solutions, visit its Web site at www.sypris.com.

Forward Looking Statements

This press release contains “forward-looking” statements within the meaning of the federal securities laws. Each forward-looking statement herein is subject to risks and uncertainties, as detailed in our most recent Form 10-K and Form 10-Q and other SEC filings. Briefly, we currently believe that such risks also include the following: declining revenues and backlog in our aerospace and defense business lines as we attempt to transition from legacy products and services into new market segments and technologies; reliance on major customers or suppliers, especially in the automotive or aerospace and defense electronics sectors, including the risk of potentially adverse outcomes in ongoing contract renewal negotiations with Dana Holding Corporation and Meritor Inc.; our ability to successfully develop, launch or sustain new products and programs within the Electronics Group; dependence on, retention or recruitment of key employees especially in challenging markets; adverse impacts of new technologies or other competitive pressures which increase our costs or erode our margins; the costs of compliance with our auditing, regulatory or contractual obligations; potential impairments, non-recoverability or write-offs of assets or deferred costs; inventory valuation risks including excessive or obsolescent valuations; volatility of our customers' forecasts, production levels, financial conditions, market shares, product requirements or scheduling demands; the cost, quality, timeliness, efficiency and yield of our operations and capital investments, including working capital, production schedules, cycle times, scrap rates, injuries, wages, overtime costs, freight or expediting costs; regulatory actions or sanctions (including FCPA, OSHA and Federal Acquisition Regulations, among others); potential weaknesses in internal controls over financial reporting and enterprise risk management; the costs and supply of, or access to, debt, equity capital, or insurance; fees, costs or other dilutive effects of refinancing, or compliance with covenants; disputes or litigation involving customer, supplier, employee, lessor, landlord, creditor, stockholder, product liability or environmental claims; U.S. government spending on products and services that our Electronics Group provides, including the timing of budgetary decisions; changes in licenses, security clearances, or other legal rights to operate, manage our work force or import and export as needed; breakdowns, relocations or major repairs of machinery and equipment; pension valuation, health care or other benefit costs; labor relations; strikes; union negotiations; cyber security threats and disruptions; changes or delays in customer budgets, funding or programs; cost and availability of raw materials such as steel, component parts, natural gas or utilities; failure to adequately insure or to identify environmental or other insurable risks; revised contract prices or estimates of major contract costs; risks of foreign operations; currency exchange rates; war, terrorism, or political uncertainty; unanticipated or uninsured disasters, losses or business risks; inaccurate data about markets, customers or business conditions; or unknown risks and uncertainties. There can be no assurance that our expectations, projections or views expressed in any forward-looking statements will come to pass, and undue reliance should not be placed on these forward-looking statements. We undertake no obligation to update these statements, except as required by law.

SYPRIS SOLUTIONS, INC.**Financial Highlights**

(In thousands, except per share amounts)

	Three Months Ended	
	September 29, 2013	September 30, 2012
	(Unaudited)	
Revenue	\$ 76,278	\$ 78,763
Net loss	\$ (1,995)	\$ (5,739)
Basic (loss) income per common share:		
Continuing operations	\$ (0.10)	\$ 0.03
Discontinued operations	-	(0.33)
Net (loss) income per share	<u>\$ (0.10)</u>	<u>\$ (0.30)</u>
Diluted (loss) income per common share:		
Continuing operations	\$ (0.10)	\$ 0.03
Discontinued operations	-	(0.32)
Net loss per share	<u>\$ (0.10)</u>	<u>\$ (0.29)</u>
Weighted average shares outstanding:		
Basic	19,373	19,074
Diluted	19,373	19,567

	Nine Months Ended	
	September 29, 2013	September 30, 2012
	(Unaudited)	
Revenue	\$ 236,855	\$ 274,138
Net (loss) income	\$ (9,948)	\$ 3,987
Basic (loss) income per common share:		
Continuing operations	\$ (0.52)	\$ 0.56
Discontinued operations	-	(0.37)
Net (loss) income per share	<u>\$ (0.52)</u>	<u>\$ 0.19</u>
Diluted (loss) income per common share:		
Continuing operations	\$ (0.52)	\$ 0.55
Discontinued operations	-	(0.37)
Net (loss) income per share	<u>\$ (0.52)</u>	<u>\$ 0.18</u>
Weighted average shares outstanding:		
Basic	19,303	19,038
Diluted	19,303	19,423

Sypris Solutions, Inc.
Consolidated Statements of Operations
(in thousands, except for per share data)

	Three Months Ended		Nine Months Ended	
	September 29, 2013	September 30, 2012	September 29, 2013	September 30, 2012
	(Unaudited)		(Unaudited)	
Net revenue:				
Industrial Group	\$ 66,650	\$ 65,176	\$ 212,231	\$ 230,548
Electronics Group	9,628	13,587	24,624	43,590
Total net revenue	<u>76,278</u>	<u>78,763</u>	<u>236,855</u>	<u>274,138</u>
Cost of sales:				
Industrial Group	59,233	58,602	187,846	205,146
Electronics Group	9,784	10,787	25,336	33,881
Total cost of sales	<u>69,017</u>	<u>69,389</u>	<u>213,182</u>	<u>239,027</u>
Gross profit (loss):				
Industrial Group	7,417	6,574	24,385	25,402
Electronics Group	(156)	2,800	(712)	9,709
Total gross profit	<u>7,261</u>	<u>9,374</u>	<u>23,673</u>	<u>35,111</u>
Selling, general and administrative	7,689	7,633	22,445	22,926
Research and development	547	1,084	2,843	2,513
Amortization of intangible assets	-	22	30	66
Impairment of goodwill	-	-	6,900	-
Operating (loss) income	<u>(975)</u>	<u>635</u>	<u>(8,545)</u>	<u>9,606</u>
Interest expense, net	124	98	390	320
(Gain) on sale of marketable securities	-	(1,313)	-	(1,850)
Other expense (income), net	38	561	(1,416)	(1,970)
(Loss) income from continuing operations before taxes	<u>(1,137)</u>	<u>1,289</u>	<u>(7,519)</u>	<u>13,106</u>
Income tax expense, net	858	697	2,429	1,989
(Loss) income from continuing operations	<u>(1,995)</u>	<u>592</u>	<u>(9,948)</u>	<u>11,117</u>
Loss from discontinued operations, net of tax	-	(6,331)	-	(7,130)
Net (loss) income	<u>\$ (1,995)</u>	<u>\$ (5,739)</u>	<u>\$ (9,948)</u>	<u>\$ 3,987</u>
Basic (loss) income per share:				
(Loss) income per share from continuing operations	\$ (0.10)	\$ 0.03	\$ (0.52)	\$ 0.56
Loss per share from discontinued operations	-	(0.33)	-	(0.37)
Net (loss) income per share	<u>\$ (0.10)</u>	<u>\$ (0.30)</u>	<u>\$ (0.52)</u>	<u>\$ 0.19</u>
Diluted (loss) income per share:				
(Loss) income per share from continuing operations	\$ (0.10)	\$ 0.03	\$ (0.52)	\$ 0.55
Loss per share from discontinued operations	-	(0.32)	-	(0.37)
Net (loss) income per share	<u>\$ (0.10)</u>	<u>\$ (0.29)</u>	<u>\$ (0.52)</u>	<u>\$ 0.18</u>
Dividends declared per common share	\$ 0.02	\$ 0.02	\$ 0.06	\$ 0.06
Weighted average shares outstanding:				
Basic	19,373	19,074	19,303	19,038
Diluted	19,373	19,567	19,303	19,423

Sypris Solutions, Inc.
Consolidated Balance Sheets
(in thousands, except for share data)

	September 29, 2013	December 31, 2012
	(Unaudited)	(Note)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 9,613	\$ 18,664
Accounts receivable, net	46,454	38,530
Inventory, net	37,600	33,958
Other current assets	4,483	4,946
Total current assets	98,150	96,098
Property, plant and equipment, net	46,138	53,050
Goodwill	-	6,900
Other assets	4,630	4,920
Total assets	\$ 148,918	\$160,968
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 46,001	\$ 36,267
Accrued liabilities	23,025	21,988
Total current liabilities	69,026	58,255
Long-term debt	13,026	19,000
Other liabilities	13,698	20,780
Total liabilities	95,750	98,035
Stockholders' equity:		
Preferred stock, par value \$0.01 per share, 975,150 shares authorized; no shares issued	—	—
Series A preferred stock, par value \$0.01 per share, 24,850 shares authorized; no shares issued	—	—
Common stock, non-voting, par value \$0.01 per share, 10,000,000 shares authorized; no shares issued	—	—
Common stock, par value \$0.01 per share, 30,000,000 shares authorized; 20,410,940 shares issued and 20,376,575 outstanding in 2013 and 20,190,116 shares issued and 20,155,268 outstanding in 2012	204	202
Additional paid-in capital	150,452	149,576
Retained deficit	(76,440)	(65,282)
Accumulated other comprehensive loss	(21,047)	(21,562)
Treasury stock, 34,365 and 34,848 shares in 2013 and 2012, respectively	(1)	(1)
Total stockholders' equity	53,168	62,933
Total liabilities and stockholders' equity	\$ 148,918	\$160,968

Note: The balance sheet at December 31, 2012 has been derived from the audited consolidated financial statements at that date but does not include all information and footnotes required by accounting principles generally accepted in the United States for a complete set of financial statements.

Sypris Solutions, Inc.
Consolidated Cash Flow Statements
(in thousands)

	Nine Months Ended	
	September 29,	September 30,
	2013	2012
	(Unaudited)	
Cash flows from operating activities:		
Net (loss) income	\$ (9,948)	\$ 3,987
Loss from discontinued operations	-	(7,130)
(Loss) income from continuing operations	(9,948)	11,117
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:		
Depreciation and amortization	9,355	9,141
Gain on the sale of marketable securities	-	(1,850)
Stock-based compensation expense	1,452	1,331
Deferred revenue recognized	(6,000)	(5,919)
Deferred loan costs recognized	58	58
Gain on the sale of assets	(1,645)	(2,625)
Provision for excess and obsolete inventory	1,021	629
Goodwill impairment	6,900	-
Other noncash items	549	1,514
Contributions to pension plans	(477)	(1,312)
Changes in operating assets and liabilities:		
Accounts receivable	(7,931)	(887)
Inventory	(4,656)	(3,035)
Prepaid expenses and other assets	535	(638)
Accounts payable	9,888	(5,507)
Accrued and other liabilities	31	(930)
Net cash (used in) provided by operating activities	(868)	1,087
Cash flows from investing activities:		
Capital expenditures	(3,092)	(4,106)
Proceeds from sale of marketable securities	-	1,271
Proceeds from sale of assets	2,265	4,542
Net cash (used in) provided by investing activities	(827)	1,707
Cash flows from financing activities:		
Net payments on Credit Facility	(5,974)	(2,000)
Common stock repurchases	(9)	(575)
Indirect repurchase of shares for minimum statutory tax withholdings	(565)	(511)
Cash dividends paid	(808)	(801)
Proceeds from issuance of common stock	-	1
Net cash used in financing activities	(7,356)	(3,886)
Net decrease in cash and cash equivalents	(9,051)	(1,092)
Cash and cash equivalents at beginning of period	18,664	18,173
Cash and cash equivalents at end of period	\$ 9,613	\$ 17,081

CONTACT:
Sypris Solutions, Inc.
Brian A. Lutes, 502-329-2000
Chief Financial Officer

Sypris Elects Gary L. Convis to Its Board of Directors

Former Vice Chairman, CEO of Dana Holding Corporation

LOUISVILLE, Ky.--(BUSINESS WIRE)--November 12, 2013--Sypris Solutions, Inc. (Nasdaq/NM: SYPR) announced today that effective November 11, 2013 it has elected Gary L. Convis to join its Board of Directors as a Class III director.

Gary L. Convis has served as Chief Operations Officer for Bloom Energy since January 2012. Mr. Convis served as Special Advisor to the Chief Executive Officer and President of Dana Holding Corporation from January 2010 to December 2011 and as Vice Chairman of Dana Holding Corporation from January 2009 to December 2009. Mr. Convis served as Chief Executive Officer and President of Dana Holding Corporation from April 2008 to December 2008. From 2003 to 2007, Mr. Convis served as an Executive Vice President of Toyota Motor Engineering & Manufacturing North America, Inc. and as Managing Officer of Toyota Motor Corp from May 2003 to July 2007. He started his career with Toyota in 1984 as part of the start-up team for New United Motor Manufacturing, Inc., Toyota's joint venture with General Motors. Additionally, Mr. Convis served 18 years with Ford Motor Corporation following a three-year tenure with General Motors. Mr. Convis has served on the Board for a number of companies, including Toyota Motor Manufacturing Kentucky Inc., where he served as Chairman of the Board (from May 2003 to July 2007); Cooper-Standard Holdings Inc. (from 2007 to May 2010); Dana Holding Corporation (from January 2008 to December 2009); and Achatas Power, Inc. (since 2007) a developer of internal combustion engines.

Commenting on the announcement, Jeffrey T. Gill, president and chief executive officer of Sypris Solutions, said, "We are very pleased to have Gary join our board. Gary's successful, highly-profiled executive leadership experience with Toyota, GM, Ford and Dana, is expected to be of invaluable resource to Sypris as we continue to develop our global position as a leading supplier to the commercial vehicle, off highway and automotive industries."

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