

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
Amendment No. 2\*

SYPRIS SOLUTIONS, INC.  
(Name of Issuer)

COMMON STOCK, \$.01 PAR VALUE  
(Title of Class of Securities)

871655 106  
(CUSIP Number)

Jeffrey T. Gill  
455 South Fourth Street  
Louisville, Kentucky 40202  
(502) 585-5544

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 28, 1998  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box. /\_\_/

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. - 871655 10 6

- (1) Names of Reporting Persons. . . . . R. Scott Gill  
 S.S. or I.R.S. Nos. of  
 Above Persons (entities only) . . . . .
- (2) Check the Appropriate Box  
 if a Member of a Group  
 (See Instructions). . . . . (a)  
 (b)
- (3) SEC Use Only. . . . .
- (4) Source of Funds (See Instructions). . . . . 00
- (5) Check if Disclosure  
 of Legal Proceedings is  
 Required pursuant to  
 Items 2(d) or 2(e). . . . .
- (6) Citizenship or Place  
 of Organization. . . . . U.S.

Number of Shares Beneficially  
 Owned by Each Reporting Person  
 With:

- (7) Sole Voting Power. . . . . 2,362,705  
 (8) Shared Voting Power. . . . . 3,274,666  
 (9) Sole Dispositive Power . . . . . 2,362,705  
 (10) Shared Dispositive Power . . . . . 3,274,666
- (11) Aggregate Amount Beneficially  
 Owned by Each Reporting Person . . . . . 5,637,371
- (12) Check if the Aggregate Amount  
 in Row (11) Excludes Certain  
 Shares (See Instructions). . . . .
- (13) Percent of Class Represented  
 by Amount in Row (11) . . . . . 59.6%
- (14) Type of Reporting Person . . . . . IN

See response to Item 5.

THIS AMENDMENT NO. 2 to the Schedule 13D dated April 9, 1998 (the "Schedule 13D"), as amended by Amendment No. 1 to the Schedule 13D dated January 15, 1999 (the "Amendment No. 1"), which were filed with the Securities and Exchange Commission by the Reporting Person and relate to the shares of common stock \$.01 par value, of Sypris Solutions, Inc., a Delaware corporation (the "Issuer"), hereby amends Item 5 of the Amendment No. 1 and the Schedule 13D. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the same meanings as set forth in the Schedule 13D, as heretofore amended.

Item 5.	Interest in Securities of the Issuer.	
(a)	Aggregate Amount Beneficially Owned by Each Reporting Person	5,637,371 (59.6%)
(b)	Sole Voting Power	2,362,705
	Shared Voting Power	3,274,666
	Sole Dispositive Power	2,362,705
	Shared Dispositive Power	3,274,666

Includes 10,000 shares of the common stock of the Issuer issuable upon exercise of independent directors' stock options held by the Reporting Person.

Includes 3,274,666 shares of the common stock of the Issuer owned by GFP, Ltd., a Kentucky limited partnership, of which the Reporting Person is a limited partner holding a .92949% ownership interest. Further, Gill Family Capital Management, Inc. (formerly known as Jeffscottco, Inc.), a Kentucky corporation (the "General Partner"), is the general partner of GFP, Ltd., with a .95974% ownership interest in GFP, Ltd. The Reporting Person is the President and Secretary of the General Partner, is one of two directors of the General Partner, and is a 50% shareholder of the General Partner. On the basis of the Reporting Person's positions with the General Partner, and pursuant to certain provisions of the limited partnership agreement of GFP, Ltd. (the "Partnership Agreement"), the Reporting Person may be deemed to share voting and dispositive power over the shares held of record by GFP, Ltd. with Robert E. Gill and Virginia G. Gill, each of whom is a limited partner of GFP, Ltd. holding a 47.94235% ownership interest and a 48.84082% ownership interest, respectively, and with Jeffrey T. Gill, a director, executive officer and 50% shareholder of the General Partner. Jeffrey T. Gill, his wife, and trusts for the benefit of Mr. Gill's minor children, of which Mr. Gill is a trustee, are limited partners of GFP, Ltd. The filing of this statement shall not be construed as an admission that the Reporting Person is the beneficial owner of the shares held of record by GFP Ltd.

As described in Note 1, above, the Reporting Person may be deemed to share the power to vote or direct the disposition of such shares with the following persons whose business or residence addresses and principal occupations are as follows: (a) Robert E. Gill, 253 Canton Avenue East, Winter Park, Florida 32789, Chairman of the Board of Sypris Solutions, Inc. (the "Issuer"), 455 South Fourth Street, Louisville, Kentucky 40202, a provider of specialized industrial products and technical services; (b) Virginia G. Gill, 253 Canton Avenue East, Winter Park, Florida 32789, homemaker; and (c) Jeffrey T. Gill, 455 South Fourth Street, Louisville, Kentucky 40202, President and Chief Executive Officer of the Issuer. All of such persons are citizens of the United States, and none of such persons have been convicted in or is a party to a proceeding described in Items 2(d) or 2(e).

(c) R. Scott Gill has not effected transactions in the Issuer's common stock during the past sixty days.

(d) Not applicable.

(e) Not applicable.

## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/S/ R. SCOTT GILL  
R. Scott Gill

Date: June 9, 1999