

SYPRIS SOLUTIONS INC  
Form SC TO-I/A  
May 22, 2007

As filed with the Securities and Exchange Commission on May 22, 2007

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

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**SCHEDULE TO  
(Rule 13e-4)  
(Amendment No. 1)**

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**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

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**Sypris Solutions, Inc.**  
**(Name of Subject Company (Issuer) and Filing Person (Offeror))**

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**Options to Purchase Common Stock, par value \$0.01 per share**  
**(Title of Class of Securities)**

**871655106**  
**(CUSIP Number of Class of Securities (Underlying Common Stock))**

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**Jeffrey T. Gill**  
**President and Chief Executive Officer**  
**Sypris Solutions, Inc.**  
**101 Bullitt Lane, Suite 450**  
**Louisville, Kentucky 40222**  
**(502) 329-2000**  
**(Name, address, and telephone number of person authorized to receive notices and  
communications on behalf of filing person)**

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*with a copy to:*  
**Robert A. Heath, Esq.**  
**Caryn F. Price, Esq.**  
**Wyatt, Tarrant & Combs, LLP**  
**500 W. Jefferson Street, Suite 2800**  
**Louisville, Kentucky 40202**  
**(502) 589-5235**

**CALCULATION OF FILING FEE**

<b>Transaction valuation*</b>	<b>Amount of filing fee**</b>
\$2,316,006	\$79.52

\* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 1,143,058 shares of common stock of Sypris Solutions, Inc., having an aggregate value of \$2,316,006 as of May 14, 2007 will be exchanged or cancelled pursuant to this offer. The aggregate value of such options was calculated based

on the Black-Scholes option pricing model.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$30.70 per million dollars of the value of the transaction.

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**Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

**Amount Previously Paid: \$79.52**

**Filing Party: Sypris Solutions, Inc.**

**Form or Registration No.: 005-48797**

**Date Filed: May 15, 2007**

**“ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.**

**Check the appropriate boxes below to designate any transactions to which the statement relates:**

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

**Check the following box if the filing is a final amendment reporting the results of the tender offer: “**

**SCHEDULE TO  
(AMENDMENT NO. 1)**

This Amendment No. 1 to Schedule TO amends and supplements the Schedule TO filed with the Securities and Exchange Commission (the "Schedule TO"), in connection with an offer by Sypris Solutions, Inc., a Delaware corporation ("Sypris"), to exchange certain stock options to purchase shares of Sypris's common stock that are held by eligible participants that have exercise prices equal to or greater than \$7.90 per share, for shares of common stock or for new options to be granted under the 2004 Sypris Equity Plan, upon the terms and subject to the conditions set forth in the Offer to Exchange Certain Outstanding Options for New Options or Shares of Common Stock, dated May 14, 2007 (the "Offer to Exchange").

**ITEM 12. EXHIBITS.**

Item 12 of the Schedule TO is hereby amended and restated as follows:

<b>Exhibit Number</b>	<b>Description</b>
99.(a)(1)(a)*	Offer to Exchange Certain Unexercised Options for New Options and Common Stock dated May 14, 2007
99.(a)(1)(b)*	Exchange Offer Letter
99.(a)(1)(c)*	Form of Announcement of Program email
99.(a)(1)(d)*	Standard Terms of Awards Granted Executives Under the 2007 Stock Option Exchange Program
99.(a)(1)(e)*	Standard Terms of Awards Granted Employees Under the 2007 Stock Option Exchange Program
99.(a)(1)(f)*	Withdrawal Form
99.(a)(1)(g)*	Form of Confirmation of Receipt of Election Form
99.(a)(1)(h)*	Form of Confirmation of Receipt of Withdrawal Form
99.(a)(1)(i)*	Form of Reminder of Deadline Emails
99.(a)(1)(j)*	Stock Value Calculator
99.(a)(1)(k)*	Election Form
99.(a)(1)(l)	Form of Email Notice to Participants
99.(a)(1)(m)	Additional Participant Information Regarding Tax Withholding Obligations and Form of Stock Ownership
99.(b)	None
99.(d)(1)**	2004 Sypris Equity Plan
99.(g)	None
99.(h)	None

\* Previously filed with the Schedule TO filed with the Securities and Exchange Commission on May 15, 2007, and incorporated herein by reference.

\*\* Incorporated by reference to Sypris's Registration Statement on Form S-8 (File No. 333-114982) filed with the Commission on April 29, 2004.

**Signature**

After due 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.

**Sypris Solutions, Inc.**

/s/ John R.  
McGeeney  
Name: John R. McGeeney  
Title: General Counsel and  
Secretary

Date: May 22, 2007

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**Exhibit Index**

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