

SYPRIS SOLUTIONS INC  
Form 10-Q/A  
November 20, 2009

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

FORM 10-Q/A  
Amendment No. 1  
(Mark One)

Quarterly Report Pursuant To Section 13 Or 15(d) Of The Securities Exchange Act Of 1934  
For the quarterly period ended April 5, 2009

OR

Transition Report Pursuant To Section 13 Or 15(d) Of The Securities Exchange Act Of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 0-24020

SYPRIS SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

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

101 Bullitt Lane, Suite 450  
Louisville, Kentucky 40222  
(Address of principal executive  
offices) (Zip code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such reports).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer     Accelerated filer     Non-accelerated filer     Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
o Yes x No

As of November 10, 2009 the Registrant had 19,472,499 shares of common stock outstanding.

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EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 to the Quarterly Report on Form 10-Q of Sypris Solutions, Inc. (the “Company”) for the quarterly period ended April 5, 2009 as filed with the Securities and Exchange Commission on May 20, 2009 (“Original Filing”) is to furnish revised Exhibits 10.1 and 10.2 (in full text, rather than as redacted, pursuant to a confidential treatment request) to the Original Filing. Exhibits 10.1 and 10.2 furnished with the Original Filing consisted of a redacted form of the 2009A Amendment to Loan Documents and a redacted form of the Fourth Amendment to the Note Purchase Agreement for Sypris Solutions, Inc. (the “Agreements”). In light of the Company’s more recently announced amendments to each of those Agreements, the Company is withdrawing its outstanding request for confidential treatment with respect to the redacted portions of those Agreements.

This Amendment No. 1 does not amend or update any other information set forth in the Original Filing. This Amendment No. 1 does not reflect events occurring after the date of filing of the Original Filing or modify or update any disclosures in that filing, whether or not affected by subsequent events. With the exception of the matters described above, the Original Filing is unchanged and reflects the disclosures made as of its filing.

Part II. Other Information

Item 6. Exhibits

| Exhibit<br>Number | Description   |
|-------------------|---|
| 10.1              | 2009A Amendment to Loan Documents between JP Morgan Chase Bank, NA, Sypris Solutions, Inc., Sypris Test & Measurement, Inc., Sypris Technologies, Inc., Sypris Electronics, LLC, Sypris Data Systems, Inc., Sypris Technologies Marion, LLC and Sypris Technologies Kenton, Inc. dated April 1, 2009.   |
| 10.2              | Fourth Amendment to the Note Purchase Agreement dated as of April 1, 2009 between Sypris Solutions, Inc., Sypris Test & Measurement, Inc., Sypris Technologies, Inc., Sypris Electronics, LLC, Sypris Data Systems, Inc., Sypris Technologies Marion, LLC, Sypris Technologies Kenton, Inc., Sypris Technologies Mexican Holdings, LLC; and The Guardian Life Insurance Company Of America, Connecticut General Life Insurance Company , Life Insurance Company of North America, Jefferson Pilot Financial Insurance Company, Lincoln National Life Insurance Company, Lincoln Life & Annuity Company of New York. |
| 31(i).1*          | Section 302 certification of CEO.   |
| 31(i).2*          | Section 302 certification of CFO.   |
| 31(i).3           | Section 302 certification of CEO.   |
| 31(i).4           | Section 302 certification of CFO.   |
| 32*               | Section 906 certifications of CEO and CFO.  |
| 32.1              | Section 906 certifications of CEO and CFO.  |

\* Previously filed or furnished, as applicable, as exhibit to Quarterly Report on Form 10-Q for the quarter ended April 5, 2009, as filed with the Securities and Exchange Commission on May 20, 2009.



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 thereunto duly authorized.

SYPRIS SOLUTIONS, INC.  
(Registrant)

Date: November 20, 2009

By: /s/ Brian A. Lutes  
(Brian A. Lutes)  
Vice President & Chief Financial Officer

Date: November 20, 2009

By: /s/ Rebecca R. Eckert  
(Rebecca R. Eckert)  
Controller (Principal Accounting Officer)