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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) **August 10, 2012**



**SYNALLOY CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>0-19687</b> (Commission File Number)	<b>57-0426694</b> (IRS Employer Identification No.)
<b>775 Spartan Blvd, Ste 102, P.O. Box 5627, Spartanburg, SC 29304</b> (Address of principal executive offices)		<b>29304</b> (Zip Code)
Registrant's telephone number, including area code: <b>(864) 585-3605</b>		
INAPPLICABLE (Former name or former address if changed since last report)		

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 (see General Instruction A.2. below):

- 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))

**Section 1 – Registrant’s Business and Operations**

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

On August 10, 2012, Synalloy Corporation (“Synalloy”) entered into a stock purchase agreement to acquire all of the outstanding shares of capital stock of Lee-Var, Inc., a Texas corporation doing business as Palmer of Texas (“Palmer”).

Palmer is a manufacturer of liquid storage solutions and separation equipment for the petroleum, municipal water, wastewater, chemical and food industries.

The purchase price for the acquisition is \$25,575,000 in cash, and is subject to working capital and fixed asset adjustments at and after closing. Palmer shareholders will also have the ability to receive earn-out payments ranging from \$2,500,000 to \$10,500,000 if the business unit achieves targeted levels of EBITDA over a three year period following closing; and Synalloy will have the ability to claw-back portions of the purchase price over a two year period following closing if EBITDA falls below baseline levels.

Synalloy intends to fund the purchase price through an increase in its current credit facility and new long-term bank debt in the amount of approximately \$22,500,000. The revised credit facility will require the Company to pledge all tangible and intangible properties, including Palmer. Although Synalloy has obtained a commitment from a bank for this funding, the loan has not yet closed, and closing will be subject to Synalloy completing and finalizing the acquisition of Palmer.

The stock purchase agreement includes customary representations, warranties, covenants, closing conditions, termination provisions, indemnification provisions, and agreements, including among others, that each party will use commercially reasonable efforts to complete the acquisition. The agreement also provides for Synalloy to enter into a three-year employment agreement with the current President and a one-year employment agreement with the current Controller of Palmer.

The acquisition is expected to close by August 25, 2012.

A copy of the press release, dated August 13, 2012, announcing the Acquisition is attached hereto as Exhibit 99.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

- (c) Exhibits
- 99 Synalloy Corporation Press Release dated August 13, 2012

SIGNATURES

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

**SYNALLOY CORPORATION**

By: /S/ RICHARD D. SIERADZKI

Richard D. Sieradzki

Chief Financial Officer and Principal Accounting Officer

Dated: August 13, 2012

Exhibit Number

Name

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99

Press Release of Synalloy Corporation dated August 13, 2012



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### Synalloy Announces Agreement to Acquire Palmer of Texas

Spartanburg, S.C., August 13, 2012 – Synalloy Corporation (Nasdaq: SYNL), a producer of stainless steel pipe, fabricator of stainless and carbon steel piping systems, and producer of specialty chemicals, announces that it has entered into an agreement to acquire Palmer of Texas (“Palmer”), a leading manufacturer of liquid storage solutions and separation equipment for the petroleum, municipal water, wastewater, chemical and food industries.

In recent years, Palmer’s business has been focused on providing fiberglass (FRP) and steel tanks to the oil industry. Their primary facility in Andrews, Texas, is strategically located in the heart of the Permian Basin of west Texas and also serves other liquid rich shale areas including the Anadarko Basin, Eagle Ford Shale and the Barnett Shale. Palmer also operates a temporary facility on the Sabine River in Orange, Texas, where it builds oversized FRP tanks for international customers. With 137 employees, Palmer generated \$32 million in revenues for the trailing twelve months ended May 31, 2012.

The all-cash transaction is valued at \$25,575,000, plus working capital and fixed asset adjustments at and after closing. Palmer shareholders will also have the ability to receive earn-out payments ranging from \$2,500,000 to \$10,500,000 if the business unit achieves targeted levels of EBITDA over a three year period following closing; and Synalloy will have the ability to claw-back portions of the purchase price over a two year period following closing if EBITDA falls below baseline levels. Synalloy intends to fund the purchase price through an increase in its existing credit facility and new long-term debt in the amount of approximately \$22.5 million. Although Synalloy has obtained a commitment from a bank for this funding, the loan has not yet closed, and closing will be subject to Synalloy completing and finalizing the acquisition of Palmer.

The transaction is expected to be immediately accretive to Synalloy’s earnings. At Palmer’s current level of revenues, Synalloy is projecting a contribution of \$.30 per share to its annual earnings. The transaction is expected to close by August 25, 2012.

“We are very pleased to add the Palmer team to the Synalloy family. Jim Lee, Palmer’s President since 1989, has done an outstanding job of growing Palmer’s business, and Jim and his management team have agreed to continue to run the Palmer operation going forward. Palmer’s business is an excellent complement to Synalloy’s Metals unit as we service many of the same markets and have the ability to drive efficiencies in purchasing and operations,” said Craig C. Bram, Synalloy’s President and CEO.

For more information about Synalloy Corporation, please visit our web site at [www.synalloy.com](http://www.synalloy.com).

#### Forward-looking Statements

Statements included herein that are not historical in nature, are intended to be, and are hereby identified as “forward-looking statements” for purposes of the safe harbor provided by Section 21E of the Securities and Exchange Act of 1934, as amended. These forward-looking statements are based on current expectations, estimates and projections about our industry, our business, our customer relationships, management’s beliefs and assumptions made by management. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict and, in many cases, are beyond the control or knowledge of management. Therefore, actual results may differ materially from those expressed or forecasted in such forward-looking statements. We undertake no obligation to publicly update or revise forward-looking statements, whether as a result of new information, future events or otherwise. Additional information concerning some of the factors that could cause materially different results is included in our reports on forms 10-K, 10-Q and 8-K filed with the Securities and Exchange Commission. Such reports are available from the Securities and Exchange Commission’s public reference facilities and its website, <http://www.sec.gov>.

Contact: Rick Sieradzki at (864) 596-1558

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