

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) - May 13, 2015



SYNALLOY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

0-19687

57-0426694

(State or other jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer Identification No.)

775 Spartan Blvd., Suite 102 Spartanburg, SC 29301
Mailing Address: P.O. Box 5627, Spartanburg, SC

29304

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(864) 585-3605**

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))

ITEM 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Effective May 14, 2015, Synalloy Corporation (the "Company") amended its Restated Certificate of Incorporation to increase the number of shares of authorized Common Stock of the Company from 12,000,000 to 24,000,000 shares. The Company effectuated the amendment by filing of a Certificate of Amendment to the Restated Certificate of Incorporation (the "Certificate of Amendment") with the Delaware Secretary of State. The Certificate of Amendment was approved by the Company's Board of Directors and duly adopted by the Company's shareholders in accordance with Section 242 of the General Corporation Law of the State of Delaware.

A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated by reference herein.

ITEM 5.07. Submission of Matters to a Vote of Security Holders

A. The Annual Meeting of Shareholders was held Wednesday, May 13, 2015 in Richmond, VA. At this meeting, the Company's shareholders approved the following: the election of seven directors; amending the Company's Certificate of Incorporation to increase the number of shares of authorized Common Stock; the Synalloy Corporation 2015 Stock Awards Plan; the advisory vote on the compensation of named executives; and the ratification of the appointment of Dixon Hughes Goodman LLP as the Company's independent registered public accounting firm. Proposal 3 to amend the Company's Certificate to nullify cumulative voting at any election of directors failed to pass.

Proposal #1: Election of Directors: The following individuals were elected as directors at the Annual Meeting:

Name	Votes For	Votes Withheld
Craig C. Bram	6,590,063	101,645
Anthony A. Callander	5,418,400	1,273,308
Henry L. Guy	6,595,120	96,588
Amy J. Michtich	6,357,634	334,074
James W. Terry, Jr.	5,417,670	1,274,038
Vincent W. White	6,357,725	333,983
Murray H. Wright	6,585,835	105,873

Proposal #2: Amend the Certificate of Incorporation to increase the number of authorized shares from 12,000,000 to 24,000,000 shares was approved by the following vote:

For	Against	Abstain
7,350,687	621,380	35,933

Proposal #3: Amend the Certificate of Incorporation to nullify cumulative voting at any election of directors failed by the following vote:

For	Against	Abstain
2,935,700	3,747,375	8,633

Proposal #4: The Synalloy Corporation 2015 Stock Awards Plan was approved by the following vote:

For	Against	Abstain
6,171,415	507,120	13,173

Proposal #5: Advisory Vote on the Compensation of Named Executive Officers was approved by the following vote:

For	Against	Abstain
6,224,231	371,820	95,657

Proposal #6: The appointment of Dixon Hughes Goodman LLP Independent Public Accountants was ratified by the following vote:

For	Against	Abstain
7,888,051	108,954	12,995

ITEM 9.01. Financial Statements and Exhibits

(d) Exhibits

3.1 Certificate of Amendments to the Restated Certificate of Incorporation of Synalloy Corporation, effective May 14, 2015.

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: May 18, 2015

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Synalloy Corporation resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Article Four" so that, as amended, said Article shall be and read as follows:

The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is twenty-four million (24,000,000) shares of Common Stock, par value One Dollar (\$1.00) per share. Except as may be provided by the Laws of the State of Delaware or this Certificate of Incorporation, the holders of the Common Stock shall have exclusively all rights of stockholders. The holders of the Common Stock shall be entitled to one (1) vote per share and to vote such shares cumulatively at all elections of directors of the Corporation.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 13th day of May, 2015.

By: /s/ Craig C. Bram
Authorized Officer
Title: President & CEO
Name: Craig C. Bram