

UNITED STATES
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 13, 2020



Synalloy Corporation

(Exact name of registrant as specified in its charter)

Delaware	0-19687	57-0426694
<i>(State or other jurisdiction of incorporation or organization)</i>	<i>(Commission File Number)</i>	<i>(I.R.S. Employer Identification No.)</i>

4510 Cox Road, Suite 201, Richmond, Virginia	(804) 822-3260	23060
<i>(Address of principal executive offices)</i>	<i>(Registrant's telephone number, including area code)</i>	<i>(Zip Code)</i>

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of exchange on which registered</u>
Common Stock, par value \$1.00 per share	SYNL	NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 **Entry into a Material Definitive Agreement**

On August 13, 2020, Synalloy Corporation, a Delaware corporation (“Synalloy”), and its subsidiaries entered into a Fourth Amendment to the Third Amended and Restated Loan Agreement (the “Credit Agreement Amendment”) with Truist Bank, formerly known as Branch Banking and Trust Company (“Truist”). The description of the Credit Agreement Amendment is set forth in Item 2.03 of this report and is incorporated into this Item 1.01 by reference.

The description of the Credit Agreement Amendment contained in this Current Report on Form 8-K is a summary and is qualified in its entirety by the terms of such amendment. The Company will file the Credit Agreement Amendment referenced in this section with the U.S. Securities and Exchange Commission as an exhibit to its next Quarterly Report on Form 10-Q.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

On August 13, 2020, Synalloy and its subsidiaries, as borrowers, entered into the Credit Agreement Amendment with Truist to amend the definition of the Fixed Charge Coverage Ratio (the "Coverage Definition"). The Coverage Definition was amended to include in the numerator of the calculation an impairment charge for the goodwill, equipment, and inventory of Palmer of Texas Tanks, Inc. ("Palmer") in the amount of the lesser of the actual impairment charge for the goodwill, equipment, and inventory of Palmer or \$6,000,000. This amendment to the Coverage Definition is effective for the quarter ended June 30, 2020 and for the directly following three quarters after June 30, 2020. Additionally, for the quarter ending June 30, 2020 and thereafter, the fixed charge coverage numerator may exclude, with the specific written approval of Truist to be provided or withheld in Truist's discretion, losses from the discontinued operations of Palmer, which the Company expects to record in the third quarter of 2020.

The description of the Credit Agreement Amendment contained in this Current Report on Form 8-K is a summary and is qualified in its entirety by the terms of such amendment. The Company will file the Credit Agreement Amendment with the U.S. Securities and Exchange Commission as an exhibit to its next Quarterly Report on Form 10-Q.

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/ Sally M. Cunningham
Sally M. Cunningham
Chief Financial Officer

Dated: August 14, 2020