

As filed with the Securities and Exchange Commission on May 13, 1998
 Registration Nos. 33-94546, 333-07195, 33-94544, 333-07199 and 333-07111

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1
 TO FORM S-8
 REGISTRATION STATEMENTS
 Under
 The Securities Act of 1933

SYPRIS SOLUTIONS, INC.
 (Exact name of Registrant as specified in its charter)

Delaware

61-1321992

(State of incorporation)

(I.R.S. Employer Identification No.)

455 South Fourth Street
 Louisville, Kentucky 40202
 (Address, including zip code, of Registrant's principal executive offices)

SYPRIS SOLUTIONS, INC. 1994 STOCK OPTION PLAN FOR KEY EMPLOYEES
 (FORMERLY GROUP TECHNOLOGIES CORPORATION 1994 STOCK OPTION PLAN FOR KEY EMPLOYEES)
 SYPRIS SOLUTIONS, INC. INDEPENDENT DIRECTORS' STOCK OPTION PLAN
 (FORMERLY GROUP TECHNOLOGIES CORPORATION INDEPENDENT DIRECTORS' STOCK OPTION PLAN)
 SYPRIS SOLUTIONS, INC. STOCK OPTION PLAN DATED JANUARY 22, 1990
 (FORMERLY GROUP TECHNOLOGIES CORPORATION STOCK OPTION PLAN DATED JANUARY 22, 1990)
 (Full title of the plans)

JEFFREY T. GILL
 President and Chief Executive Officer
 Sypris Solutions, Inc.
 455 South Fourth Street
 Louisville, Kentucky 40202
 (502) 585-5544
 (Name, address, and telephone number, including area code, of agent for service)

Copies to:
 ROBERT A. HEATH, ESQ.
 Wyatt, Tarrant & Combs
 2800 Citizens Plaza
 Louisville, Kentucky 40202
 (502) 589-5235

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
See Below.*	N/A*	N/A*	N/A*	N/A*

* No additional securities are to be registered, and registration fees were paid upon filing of the original Registration Statement Nos. 33-94546, 333-07195, 33-94544, 333-07199 and 333-07111. Therefore, no further registration fee is required.

SYPRIS SOLUTIONS, INC.
POST-EFFECTIVE AMENDMENT NO. 1 TO
REGISTRATION STATEMENTS ON FORM S-8

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the "Amendment") to those certain Registration Statements on Form S-8 (File Nos. 33-94546, 333-07195, 33-94544, 333-07199 and 333-07111) (the "Registration Statements") is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Act") by Sypris Solutions, Inc., a Delaware corporation ("Sypris" or the "Registrant"), which is the successor to Group Technologies Corporation, a Florida corporation ("GTC"), following a statutory merger effective on March 30, 1998 (the "Merger") for the purpose of changing GTC's state of incorporation. Prior to the Merger, Sypris had no assets or liabilities other than nominal assets or liabilities. In connection with the Merger, Sypris succeeded by operation of law to all of the assets and liabilities of GTC. The Merger was approved by the shareholders of GTC at a meeting for which proxies were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act").

Except as modified by this Amendment No. 1, Sypris, by virtue of this Amendment, expressly adopts the Registration Statements as its own registration statements for all purposes of the Act and the 1934 Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The contents of the Registration Statements are incorporated herein by reference. In addition, the following documents filed with the Securities and Exchange Commission are incorporated by reference in this Amendment to the Registration Statements:

(a) GTC's Annual Report on Form 10-K for the fiscal year ended December 31, 1997.

(b) The Registrant's (as successor to GTC) Quarterly Report on Form 10-Q for the quarter ended March 29, 1998.

(c) The Registrant's Current Report on Form 8-K filed April 14, 1998, as amended by the Registrant's Current Report on Form 8-K/A filed May 13, 1998.

(d) The description of the Registrant's common stock, \$.01 par value (the "Common Stock"), which is contained in the Registrant's current report on Form 8-K/A filed May 13, 1998, pursuant to Section 13 of the 1934 Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all of the shares of the Common Stock offered have been sold or which deregisters all of the shares of Common Stock then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Pursuant to Article IX of the Registrant's Certificate of Incorporation ("Article IX"), a director of the Registrant shall not be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Registrant or its stockholders, (ii) for acts or omissions not in

good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. Article IX states that if the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Registrant shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this section of Article IX by the stockholders of the Registrant shall not adversely affect any right or protection of a director of the Registrant existing at the time of such repeal or modification.

Article XI of the Registrant's Certificate of Incorporation ("Article XI") provides that the Registrant shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party, or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he, or a person for whom he is the legal representative, is or was a director, officer, employee or agent of the Registrant or is or was serving at the request of the Registrant as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person. The Registrant shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of Directors of the Registrant.

Article XI provides that the Registrant shall pay the expenses of directors and executive officers of the Registrant, and may pay the expenses of all other officers, employees or agents of the Registrant, incurred in defending any proceeding, in advance of its final disposition, PROVIDED, HOWEVER, that the payment of expenses incurred by a director, officer, employee or agent in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the director, officer, employee or agent to repay all amounts advanced if it should be ultimately determined that the director, officer, employee or agent is not entitled to be indemnified under Article XI or otherwise. If a claim for indemnification or payment of expenses under Article XI is not paid in full within sixty days after a written claim therefor has been received by the Registrant, the claimant may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Registrant shall have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under applicable law.

The rights conferred by Article XI shall not be exclusive of any other rights a claimant may have or acquire under any statute, provision of the Certificate of Incorporation, bylaws, agreement, vote of stockholders or disinterested directors or otherwise. The Registrant's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or non-profit entity, shall be reduced by any amount such person may collect as indemnification from such other corporation,

partnership, joint venture, trust, enterprise or non-profit enterprise. Any repeal or modification of Article XI shall not adversely affect any right or protection of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

In addition, the Registrant maintains directors' and officers' liability insurance covering certain liabilities which may be incurred by directors and officers of the Registrant in connection with the performance of their duties.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

See Index to Exhibits on page 9.

ITEM 9. UNDERTAKINGS.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Littleton, State of Colorado, on the 21st day of April 1998.

SYPRIS SOLUTIONS, INC.

By: /S/ JEFFREY T. GILL
 Jeffrey T. Gill
 President and Chief Executive Officer

POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeffrey T. Gill, David D. Johnson and Anthony C. Allen as his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments and post-effective amendments to this Registration Statement, and to file the same with all exhibits thereto, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to Registration Statement has been signed by the following persons in the capacities indicated and on the dates indicated.

SIGNATURES	TITLE	DATE
/S/ JEFFREY T. GILL Jeffrey T. Gill	President, Chief Executive Officer and Director	April 21, 1998
/S/ DAVID D. JOHNSON David D. Johnson	Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer)	April 21, 1998
/S/ ANTHONY C. ALLEN Anthony C. Allen	Vice President, Controller and Assistant Secretary (Principal Accounting Officer)	April 21, 1998

/S/ ROBERT E. GILL Robert E. Gill	Chairman of the Board and Director	April 21, 1998
R. Scott Gill	Senior Vice President, Secretary and Director	April __, 1998
/S/ HENRY F. FRIGON Henry F. Frigon	Director	April 21, 1998
/S/ WILLIAM L. HEALEY William L. Healey	Director	April 21, 1998
/S/ ROGER W. JOHNSON Roger W. Johnson	Director	April 21, 1998
/S/ SIDNEY R. PETERSEN Sidney R. Petersen	Director	April 21, 1998
/S/ ROBERT SROKA Robert Sroka	Director	April 21, 1998

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION OF EXHIBIT	PAGE
4(a)	Sypris Solutions, Inc. (formerly Group Technologies Corporation) 1994 Stock Option Plan for Key Employees (incorporated herein by reference to Exhibit 10.33.2 to the Form S-8 Registration No. 333-07111, filed on June 28, 1996).	
4(b)	Sypris Solutions, Inc. (formerly Group Technologies Corporation) Independent Directors' Stock Option Plan (incorporated herein by reference to Exhibit 10.32.2 to the Form S-8 Registration No. 333-07111, filed on June 28, 1996).	
4(c)	Sypris Solutions, Inc. (formerly Group Technologies Corporation) Stock Option Plan Restated effective on June 26, 1996, dated January 22, 1990 (incorporated herein by reference to Exhibit 10.28.1 to the Form S-8 Registration No. 333-07111, filed on June 28, 1996).	
4(d)	Certificate of Incorporation of Sypris Solutions, Inc. (incorporated herein by reference to Appendix H to the Prospectus included in Group Technologies Corporation's Registration Statement on Form S-4/A No. 333-20299 filed February 12, 1998).	
4(e)	Bylaws of Sypris Solutions, Inc. (incorporated herein by reference to Appendix I to the Prospectus included in Group Technologies Corporation's Registration Statement on Form S-4/A No. 333-20299 filed February 12, 1998).	
5	Opinion of Wyatt, Tarrant & Combs.	10
23(a)	Consent of Wyatt, Tarrant & Combs (contained in Exhibit 5).	10
23(b)	Consent of Ernst & Young LLP	13
24	Power of Attorney (precedes signatures).	

May 12, 1998

Board of Directors
Sypris Solutions, Inc.
455 South Fourth Street
Louisville, Kentucky 40202

Ladies and Gentlemen:

We have acted as counsel to Sypris Solutions, Inc., a Delaware corporation (the "Company"), in connection with the Post-Effective Amendment No. 1 to Form S-8 (the "Amendment") being filed by the Company with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "Act") to adopt the registration of the following shares (collectively, the "Shares"): (1) 75,000 shares of the Company's common stock, on the Registration Statement on Form S-8, filed on July 13, 1995, as registration no. 33-94546, issuable under the Sypris Solutions, Inc. (formerly Group Technologies Corporation) 1994 Stock Option Plan for Key Employees (the "Key Employees Plan"); (2) 125,000 shares of the Company's common stock, on the Registration Statement on Form S-8, filed on June 28, 1996, as registration no. 333-07199, issuable under the Key Employees Plan; (3) 30,000 shares of the Company's common stock, on the Registration Statement on Form S-8, filed on July 13, 1995, as registration no. 33-94544, issuable under the Sypris Solutions, Inc. (formerly Group Technologies Corporation) Independent Directors' Stock Option Plan (the "Directors Plan"); (4) 45,000 shares of the Company's common stock, on the Registration Statement on Form S-8, filed on June 28, 1996, as

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registration no. 333-07195, issuable under the Directors Plan; and (5) 210,000 shares of the Company's common stock, on the Registration Statement on Form S-8, filed on June 28, 1996, as registration no. 333-07111, issuable under the Sypris Solutions, Inc. (formerly Group Technologies Corporation) Stock Option Plan Dated January 22, 1990 (the "1990 Plan").

As used herein, the term "Company" includes Group Technologies Corporation, a Florida corporation merged into the Company effective March 30, 1998. All share numbers herein reflect the 1-for-4 stock split effected by Group Technologies Corporation on March 30, 1998.

We have examined and are familiar with the Company, its organization and proceedings related thereto. We have also examined such other documents and procedures as we have considered necessary for the purpose of this opinion.

We have assumed, for purposes of this opinion, that, to the extent options are granted under the Key Employees Plan, the Directors Plan and the 1990 Plan (collectively, the "Plans"), the Shares will be validly authorized on the respective dates of exercise of any options under the Plans, and that, on the dates of exercise, the options will have been duly executed and delivered and will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms.

Based upon the foregoing and subject to the qualifications hereinafter set forth, we are of the opinion that the Shares are duly authorized and, when issued and sold in accordance with the Amendment, the prospectuses delivered to participants in the Plans pursuant to the requirements of the Act, the pertinent provisions of any applicable state securities laws and the Plans, will be duly and validly issued, fully paid and nonassessable.

We express no opinion with respect to Shares issuable under the Plans which are purchased by the Company on the open market or in private transactions and are not original issuance shares.

We are members of the Bar of the Commonwealth of Kentucky and, accordingly, do not purport to be experts on or express any opinion herein concerning any law other than the laws of the Commonwealth of Kentucky, the Delaware General Corporation Law and the federal law of the United States. Although we are not licensed to practice law in the State of Delaware, we believe we are sufficiently familiar with the Delaware General Corporation Law to render the opinions expressed herein.

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Our opinion is directed to the Board of Directors of the Company and may not be relied upon by any persons other than said directors, recipients of the prospectuses and participants in the Plans. We expressly disclaim any responsibility for advising you of any change hereafter occurring in circumstances touching or concerning the transaction which is the subject of this opinion, including any changes in the law or in factual matters occurring subsequent to the date of this opinion.

We hereby consent to the filing of this opinion, or copies thereof, as an Exhibit to the Amendment. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Sincerely,

WYATT, TARRANT & COMBS

/S/ WYATT, TARRANT & COMBS

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 to Form S-8 Registration Statements Nos. 33-94546, 333-07195, 33-94544, 333-07199 and 333-07111, pertaining to the Sypris Solutions, Inc. 1994 Stock Option Plan for Key Employees (Formerly Group Technologies Corporation 1994 Stock Option Plan for Key Employees), to the Sypris Solutions, Inc. Independent Directors' Stock Option Plan (Formerly Group Technologies Corporation Independent Directors' Stock Option Plan), and to the Sypris Solutions, Inc. Stock Option Plan Dated January 22, 1990 (Formerly Group Technologies Corporation Stock Option Plan Dated January 22, 1990), of (i) our report dated March 6, 1998 with respect to the consolidated financial statements of Group Technologies Corporation included in the Annual Report (Form 10-K) for 1997 and (ii) our report dated April 3, 1998 with respect to the consolidated financial statements of Group Financial Partners, Inc. included in the Current Report (Form 8-K) dated March 30, 1998, both filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Louisville, Kentucky
May 11, 1998