

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-2
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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
(502) 329-2000
(Address, including zip code, and telephone number, including area
code, of registrant's principal executive offices)

Jeffrey T. Gill
President & Chief Executive Officer
Sypris Solutions, Inc.
101 Bullitt Lane, Suite 450
Louisville, Kentucky 40222
Telephone (502) 329-2000
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

With Copies to:

Robert A. Heath, Esq. Wyatt, Tarrant & Combs, LLP 2800 PNC Plaza Louisville, Kentucky 40202 Telephone (502) 589-5235	David H. Wollmuth, Esq. Kenneth G. Alberstadt, Esq. Wollmuth Maher & Deutsch LLP 500 Fifth Avenue, Suite 1200 New York, New York 10110 Telephone (212) 382-3300
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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If the registrant elects to deliver its latest annual report to security holders, or a complete and legible facsimile thereof, pursuant to Item 11(a)(1) of this Form, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-82446

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.01 par value (3)	690,000 shares	\$14.50	\$10,005,000	\$920.46

(1) Includes 90,000 shares issuable pursuant to an over-allotment option granted to the underwriters.

(2) Calculated pursuant to Rule 457(a) under the Securities Act of 1933 based on the public offering price of \$14.50 per share. The Registrant previously registered an aggregate of \$51,232,500 worth of common stock on a Registration Statement on Form S-2 (Registration Number 333-82446), at which time a filing fee of \$4,713.39 was paid. The Registrant has instructed a bank to transmit by wire transfer the additional filing fee of \$920.46 in connection with the Rule 462(b) Registration Statement to the Securities and Exchange Commission. The Registrant will not revoke such instruction, and the Registrant has sufficient funds in such account to cover the amount of the registration fee.

(3) Includes the Series A Preferred Stock purchase rights associated with the common stock.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the Registration Statement facing page, the signature page, an exhibit index, a legal opinion, an accountant's consent and the other documents listed on the exhibit index. Pursuant to Rule 462(b), the contents of the registration statement on Form S-2 (File No. 333-82446) of Sypris Solutions, Inc., including the exhibits thereto, are incorporated by reference into this Registration Statement.

SIGNATURES

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-2 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on March 20th, 2002.

SYPRIS SOLUTIONS, INC.

By: /s/ Jeffrey T. Gill

Jeffrey T. Gill, President and
Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeffrey T. Gill and David D. Johnson, and each of them, with the power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him, and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on the 20th day of March, 2002 in the capacities indicated:

Signature -----	Title -----
/s/ Jeffrey T. Gill ----- (Jeffrey T. Gill)	President, Chief Executive Officer and Director
/s/ David D. Johnson ----- (David D. Johnson)	Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Anthony C. Allen ----- (Anthony C. Allen)	Vice President and Controller (Principal Accounting Officer)
/s/ Henry F. Frigon ----- (Henry F. Frigon)	Director
/s/ Robert E. Gill ----- (Robert E. Gill)	Chairman of the Board and Director
/s/ R. Scott Gill ----- (R. Scott Gill)	Director
----- (William L. Healey)	Director
----- (Roger W. Johnson)	Director
----- (Sidney R. Petersen)	Director
/s/ Robert Sroka ----- (Robert Sroka)	Director

EXHIBIT INDEX

Exhibit Number -----	Description -----
5	Opinion of Wyatt, Tarrant & Combs, LLP.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Wyatt, Tarrant & Combs, LLP (included in Exhibit 5).
24	Power of attorney (included on the signature page of the Registration Statement).

[WYATT, TARRANT & COMBS, LLP LETTERHEAD]

March 20, 2002

Board of Directors
Sypris Solutions, Inc.
101 Bullitt Lane, Suite 450
Louisville, KY 40222

Gentlemen:

We have acted as counsel to Sypris Solutions, Inc., a Delaware corporation (the "Company"), in connection with the registration of 600,000 shares of the Company's common stock, par value \$.01 per share, and up to an additional 90,000 shares to cover over-allotments (the "Shares"), on the Registration Statement on Form S-2, filed by the Company under Rule 462(b) with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "Registration Statement").

We have examined, among other things, the Certificate of Incorporation, as amended, and bylaws of the Company and the Registration Statement and are familiar with the proceedings taken by the Company relating to the issuance of the Shares as contemplated by the Registration Statement. We have relied on certificates of officers of the Company and of public officials as to certain matters of fact relating to this opinion and have also examined such records, certificates and other documents as we have considered necessary or appropriate for the purposes of this opinion. We have assumed the genuineness of all signatures and the authenticity of all documents and records submitted to us as copies. We have assumed and have not verified the accuracy as to factual matters of each document we have received.

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 Registration Statement and the prospectus included therein and the pertinent provisions of any applicable state securities laws, will be validly issued, fully paid and nonassessable.

We are members of the Bar of the Commonwealth of Kentucky and do not purport to be experts on the laws of any jurisdiction other than the Commonwealth of Kentucky, the Delaware General Corporation Law and the Federal laws of the United States of America, and we express no opinion as to the laws of any jurisdiction other than those specified. 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.

Our opinion addresses only the specific legal matters set forth above. 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 Registration Statement and to the statement made regarding our firm under the caption "Legal Matters" in the prospectus included in the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission thereunder.

Sincerely,

/s/ WYATT, TARRANT & COMBS, LLP

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-2 No.) of Sypris Solutions, Inc. and the related Prospectus for the registration of 690,000 shares of its common stock to the reference to our firm under the caption "Experts" and to the use of our report dated January 28, 2002 included in Sypris Solutions, Inc.'s prior effective Registration Statement (Form S-2 No. 333-82446) and related Prospectus for the registration of shares of its common stock.

/s/ Ernst & Young LLP

Louisville, Kentucky
March 20, 2002