SYPRIS SOLUTIONS INC

Form 5

January 28, 2015

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362 January 31,

2005

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no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

Estimate
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5 obligations ownership of SECURITIES may continue.

See Instruction

. .

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer GILL JEFFREY T Symbol SYPRIS SOLUTIONS INC [SYPR] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) _X_ Director _X__ 10% Owner _X_ Officer (give title 12/31/2014 _ Other (specify below) below) 101 BULLITT LN., STE. 450 President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

LOUISVILLE, KYÂ 40222

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit Acquired Disposed (Instr. 3,	(A) o of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	Â	Â	Â	Â	Â	Â	2,903,902	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	23,975	I	By Spouse	
Common Stock	Â	Â	Â	Â	Â	Â	1,918,108.923	I	GFP I, LP	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) of Disposed of (D			7. Title and Amo Underlying Secu (Instr. 3 and 4)	
	Security				(Instr. 3, 4, and 5) (A) (I	Date Exercisable	Expiration Date	Title	An Nu Sh
Options (Right to Buy) (2)	\$ 2.8	04/01/2014	Â	A4	200,000 Â	A 04/01/2017(3)	04/01/2019	Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topolong o who I while / I was oss	Director	10% Owner	Officer	Other			
GILL JEFFREY T 101 BULLITT LN., STE. 450 LOUISVILLE, KY 40222	ÂΧ	ÂX	President and CEO	Â			

Signatures

Andrea J. Luescher by Power of Attorney on file with the Commission

01/28/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The amounts reported here in consist of limited partnership interest grants of GFP I, LP, a Delaware limited partnership. The reporting person, his spouse and the trusts for the benefit of his three children are limited partners of GFP I, LP and the reporting person is a director, executive officer and 50% shareholder of Gill Family Capital Management, Inc. the general partner of GFP I, LP.
- (2) Options granted pursuant to the 2010 Sypris Omnibus Plan.
- (3) Vesting is 100% on the third anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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