

SYNALLOY CORP  
Form SC 13D/A  
September 29, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

**Synalloy Corporation**

(Name of Issuer)

**Common Stock, par value \$1.00 per share**

(Title of Class of Securities)

**871565107**

(CUSIP Number)

**Privet Fund LP**

**Attn: Ryan Levenson**

**79 West Paces Ferry Road**

**Suite 200B**

**Atlanta, GA 30305**

**With a copy to:**

**Rick Miller**

**Bryan Cave LLP**

**1201 W. Peachtree St., 14th Floor**

**Atlanta, GA 30309**

**Tel: (404) 572-6600**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**September 25, 2017**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box " .

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*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

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NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

**1**

**Privet Fund LP**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4**

**WC**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION **Delaware**

**6**

NUMBER OF SOLE VOTING POWER

**7**

SHARES **0**

SHARED VOTING POWER

BENEFICIALLY **8**

**1,017,023**

OWNED BY SOLE DISPOSITIVE POWER

**9**

EACH **0**

REPORTING SHARED DISPOSITIVE POWER

**10**

PERSON **1,017,023**  
WITH:

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

**1,017,023**

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

**11.7%**

TYPE OF REPORTING PERSON

**PN**

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1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

**Privet Fund Management LLC**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

**WC, AF**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION **Delaware**  
NUMBER OF SOLE VOTING POWER

7  
SHARES **0**  
SHARED VOTING POWER

BENEFICIALLY 8  
**1,066,109**  
OWNED BY SOLE DISPOSITIVE POWER

9  
EACH **0**  
REPORTING SHARED DISPOSITIVE POWER

10  
PERSON **1,066,109**  
WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**1,066,109**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES   
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13  
**12.2%**

TYPE OF REPORTING PERSON

14  
**OO**

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1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

**Ryan Levenson**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION **United States**

7 NUMBER OF SOLE VOTING POWER  
SHARES **0**

8 BENEFICIALLY SHARED VOTING POWER  
OWNED BY **1,066,109**

9 SOLE DISPOSITIVE POWER  
EACH **0**

10 SHARED DISPOSITIVE POWER  
PERSON **10**

WITH: **1,066,109**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**1,066,109**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 **12.2%**

14 TYPE OF REPORTING PERSON

IN





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Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission on September 19, 2016, as amended on March 20, 2017 and April 3, 2017 (the “**Schedule 13D**”), with respect to the Common Stock, par value \$1.00 per share (the “**Common Stock**”), of Synalloy Corporation, a Delaware corporation (the “**Corporation**”). Capitalized terms not otherwise defined herein are used as defined in the Schedule 13D. The Reporting Persons hereby amend and supplement the Schedule 13D as follows.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 is hereby amended and restated in its entirety to read as follows:

The aggregate purchase price of the 1,066,109 shares of Common Stock beneficially owned by the Reporting Persons is approximately \$10,029,591.15, not including brokerage commissions, which was funded with partnership funds of Privet Fund LP. Privet Fund LP effects purchases of securities primarily through margin accounts maintained for it with prime brokers, which may extend margin credit to it as and when required to open or carry positions in the margin accounts, subject to applicable federal margin regulations, stock exchange rules, and the prime brokers’ credit policies.

**Item 5. Interest in Securities of the Issuer.**

Items 5(a) and 5(c) are hereby amended and restated in their entirety to read as follows:

(a) As of the date of this filing, the Reporting Persons beneficially own 1,066,109 shares (the “**Shares**”), or approximately 12.2%, of the outstanding Common Stock of the Corporation (calculated based on information included in the Form 10-Q filed by the Corporation for the quarterly period ended June 30, 2017, which reported that 8,716,893 shares of Common Stock were outstanding as of August 4, 2017).

(c) Except as set forth on Schedule 1 hereto, no transactions in the Common Stock were effected during the past 60 days by the Reporting Persons, or, to the best of the knowledge of the Reporting Persons, by any of the other persons named in response to Item 2, if any.



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**Signature**

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 29, 2017 **PRIVET FUND LP**

By: Privet Fund Management LLC, Its General Partner

By: /s/ Ryan Levenson  
Name: Ryan Levenson  
Its: Managing Member

**PRIVET FUND MANAGEMENT LLC**

By: /s/ Ryan Levenson  
Name: Ryan Levenson  
Its: Managing Member

/s/ Ryan Levenson  
Ryan Levenson

CUSIP No. **871565107** Page 7 of 7 Pages**SCHEDULE 1****Shares Acquired or Sold by the Reporting Persons in the Last 60 Days or Since Their Most Recent Schedule 13D Filing:****1. Privet Fund LP (1)**

<b>Trade Date</b>	<b>Nature of Transaction (Purchase/Sale)</b>	<b>Number of Shares</b>	<b>Price Per Share (2)</b>
9/25/2017	Purchase	22,036	\$ 11.80 (3)
9/26/2017	Purchase	16,104	\$ 11.90 (4)

(1) Not including any brokerage fees.

The price per share reported is a weighted average price. The Reporting Persons undertake to provide to the

(2) Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, further information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (3)-(4) to this Schedule 13D.

(3) These shares were purchased at prices ranging from \$11.05-\$11.90, inclusive.

(4) These shares were purchased at prices ranging from \$11.85-\$12.30, inclusive.