OLYMPIC STEEL INC
Form 10-Q
November 07, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2008

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 0-23320

OLYMPIC STEEL, INC.

(Exact name of registrant as specified in its charter)

Ohio	34-1245650
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
5096 Richmond Road, Bedford Heights, Ohio	44146
Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code (216) 292-3800

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer þ	Non-accelerated filer o	Smaller reporting company o
		(Do not check if a smaller reporting company)	

Indicate by check mark whether the registrant is a shell company (as defined Rule 12b-2 of the Exchange Act). Yes o No þ

Indicate the number of shares of each of the issuer s classes of common stock, as of the latest practicable date:

Class	Outstanding as of November 7, 2008
Common stock, without par value	10,861,710

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Part I. FINANCIAL INFORMATION
Item 1. ***Financial Statements***

Olympic Steel, Inc.
Consolidated Balance Sheets
(in thousands)

	September 30, 2008 (unaudited)	December 31, 2007
Assets		
Cash and cash equivalents	$ 2,420	$ 7,707
Accounts receivable, net	131,797	88,414
Inventories	313,598	178,530
Prepaid expenses and other	6,894	8,737
Total current assets	454,709	283,388
Property and equipment, at cost	202,295	183,850
Accumulated depreciation	(95,577)	(94,199)
Net property and equipment	106,718	89,651
Goodwill	6,583	6,583
Other long-term assets	6,097	6,461
Total assets	$ 574,107	$ 386,083
Liabilities		
Accounts payable	$ 111,012	$ 73,408
Accrued payroll	19,251	9,393
Other accrued liabilities	15,473	9,489
Total current liabilities	145,736	92,290
Credit facility revolver	89,583	16,707
Other long-term liabilities	14,651	9,779
Deferred income taxes	1,830	3,787
Total liabilities	251,800	122,563

Shareholders Equity				
Preferred stock				
Common stock		118,716		114,582
Retained earnings		203,591		148,938
Total shareholders equity		322,307		263,520
Total liabilities and shareholders equity	$	574,107	$	386,083

The accompanying notes are an integral part of these balance sheets.

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Olympic Steel, Inc.
Consolidated Statements of Operations
(in thousands, except per share and tonnage data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
	(unaudited)		(unaudited)	
Tons sold				
Direct	237,576	271,716	837,655	841,891
Toll	30,090	37,241	98,849	114,780
	267,666	308,957	936,504	956,671
Net sales	$ 335,222	$ 256,089	$ 973,611	$ 792,907
Costs and expenses				
Cost of materials sold (exclusive of items shown separately below)	247,184	205,706	716,372	639,466
Warehouse and processing	16,607	15,670	50,022	43,617
Administrative and general	17,524	9,893	49,875	31,428
Distribution	7,047	6,594	22,723	19,367
Selling	5,195	3,890	15,984	11,856
Occupancy	1,484	1,483	5,298	4,687
Depreciation	2,384	2,175	6,984	6,527
Total costs and expenses	297,425	245,411	867,258	756,948
Operating income	37,797	10,678	106,353	35,959
Interest and other expense on debt	350	640	537	2,520
Income before income taxes	37,447	10,038	105,816	33,439
Income tax provision	13,280	4,009	38,890	12,712
Net income	$ 24,167	$ 6,029	$ 66,926	$ 20,727
Earnings per share:				
Net income per share basic	$ 2.22	$ 0.56	$ 6.17	$ 1.96

Weighted average shares outstanding basic	**10,871**	**10,727**	**10,840**	**10,595**
Net income per share diluted	**$ 2.21**	**$ 0.56**	**$ 6.13**	**$ 1.93**
Weighted average shares outstanding diluted	**10,952**	**10,821**	**10,916**	**10,747**

The accompanying notes are an integral part of these statements.

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Olympic Steel, Inc.
Consolidated Statements of Cash Flows
For the Nine Months Ended September 30,
(in thousands)

	2008	2007
	(unaudited)	
Cash flows from (used for) operating activities:		
Net income	$ 66,926	$ 20,727
Adjustments to reconcile net income to net cash from operating activities -		
Depreciation	6,984	6,527
(Gain) loss on disposition of property and equipment	(476)	29
Stock-based compensation	1,236	529
Other long-term assets	364	(3,243)
Other long-term liabilities	4,872	2,314
Long-term deferred income taxes	(1,957)	(591)
	77,949	26,292
Changes in working capital:		
Accounts receivable	(43,383)	(23,176)
Inventories	(135,068)	38,241
Prepaid expenses and other	1,843	(1,945)
Accounts payable	32,642	8,864
Accrued payroll and other accrued liabilities	15,842	1,910
	(128,124)	23,894
Net cash from (used for) operating activities	(50,175)	50,186
Cash flows from (used for) investing activities:		
Capital expenditures	(24,391)	(8,312)
Proceeds from disposition of property and equipment	816	13
Net cash used for investing activities	(23,575)	(8,299)
Cash flows from (used for) financing activities:		
Credit facility revolver borrowings (payments), net	72,876	(43,328)
Change in outstanding checks	4,962	(213)
Proceeds from exercise of stock options (including tax benefit) and employee stock purchases	2,898	4,667
Dividends paid	(12,273)	(1,064)

Net cash from (used for) financing activities	**68,463**	**(39,938)**
Cash and cash equivalents:		
Net change	**(5,287)**	**1,949**
Beginning balance	**7,707**	**5,211**
Ending balance	**$ 2,420**	**$ 7,160**

The accompanying notes are an integral part of these statements.

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Olympic Steel, Inc.
Notes to Consolidated Financial Statements
(unaudited)
September 30, 2008

(1) Basis of Presentation:

The accompanying consolidated financial statements have been prepared from the financial records of Olympic Steel, Inc. and its wholly-owned subsidiaries (collectively Olympic or the Company), without audit and reflect all normal and recurring adjustments which are, in the opinion of management, necessary to fairly present the results of the interim periods covered by this report. Year-to-date results are not necessarily indicative of 2008 annual results and these financial statements should be read in conjunction with the Company s 2007 Annual Report on Form 10-K for the period ended December 31, 2007. All significant intercompany transactions and balances have been eliminated in consolidation.

(2) Accounts Receivable:

The Company maintained allowances for doubtful accounts and unissued credits of $3.2 million and $2.9 million at September 30, 2008 and December 31, 2007, respectively. The allowance for doubtful accounts is maintained at a level considered appropriate based on historical experience and specific customer collection issues that have been identified. Estimations are based upon a calculated percentage of accounts receivable, which remains fairly level from year to year, and judgments about the probable effects of economic conditions on certain customers, which can fluctuate significantly from year to year. The Company cannot guarantee that the rate of future credit losses will be similar to past experience. The Company considers all available information when assessing each quarter the adequacy of its allowance for doubtful accounts.

(3) Inventories:
Steel inventories consist of the following:

(in thousands)	September 30, 2007	December 31, 2007
Unprocessed	$ 256,963	$ 133,319
Processed and finished	56,635	45,211
Totals	$ 313,598	$ 178,530

(4) Investments in Joint Ventures:
The Company and the United States Steel Corporation (USS) each own 50% of Olympic Laser Processing (OLP), a company that produced laser welded sheet steel blanks for the automotive industry. OLP ceased operations during the first quarter of 2006. In December 2006, the Company advanced $3.2 million to OLP to cover a loan guarantee. As of September 30, 2008, the investment in and advance to OLP was valued at $2.5 million on the Company s Consolidated Balance Sheet. The Company believes the underlying value of OLP s remaining real estate, upon liquidation, will be sufficient to repay the $2.5 million advance at a later date.

(5) Debt:
The Company s secured bank-financing agreement (the Credit Facility) is a revolving credit facility collateralized by the Company s accounts receivable, inventories and substantially all of its property and equipment. Borrowings are limited to the lesser of a borrowing base, comprised of eligible receivables and inventories, or $130 million in the aggregate. A May 2008 amendment extended the maturity date of the Credit Facility to December 15, 2011, with annual extensions at the banks option.

The Credit Facility requires the Company to comply with various covenants, the most significant of which include: (i) minimum availability of $10 million, tested monthly; (ii) a minimum fixed charge coverage ratio of 1.25 and a maximum leverage ratio of 1.75, which are tested quarterly; (iii) restrictions on additional indebtedness; and (iv) limitations on dividends, capital expenditures and investments. At September 30, 2008, the Company had approximately $39 million of availability under the Credit Facility, and the Company was in compliance with its

covenants. The Credit Facility also contains an accordion feature which allows the Company to add up to $25 million of additional revolver capacity in certain circumstances.

Outstanding checks are included as part of Accounts Payable on the accompanying Consolidated Balance Sheets and such checks totaled $18.9 million as of September 30, 2008 and $13.9 million as of December 31, 2007.

(6) Shares Outstanding and Earnings Per Share:

Earnings per share have been calculated based on the weighted average number of shares outstanding as set forth below:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2008	2007	2008	2007
(in thousands, except per share data)				
Weighted average basic shares outstanding	10,871	10,727	10,840	10,595
Assumed exercise of stock options and issuance of stock awards	81	94	76	152
Weighted average diluted shares outstanding	10,952	10,821	10,916	10,747
Net income	$ 24,167	$ 6,029	$ 66,926	$ 20,727
Basic earnings per share	$ 2.22	$ 0.56	$ 6.17	$ 1.96
Diluted earnings per share	$ 2.21	$ 0.56	$ 6.13	$ 1.93

The Company has no anti-dilutive securities outstanding.

(7) Stock Options:

In January 1994, the Olympic Steel, Inc. Stock Option Plan (Option Plan) was adopted by the Board of Directors and approved by the shareholders of the Company. Pursuant to the provisions of the Option Plan, key employees of the Company, non-employee directors and consultants may be offered the opportunity to acquire shares of common stock by the grant of stock options, including both incentive stock options (ISOs) and nonqualified stock options. ISOs are not available to non-employee Directors or consultants. A total of 1,300,000 shares of common stock were originally reserved for issuance under the Option Plan. To the extent possible, shares of treasury stock are used to satisfy shares resulting from the exercise of stock

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options. The purchase price of a share of common stock pursuant to an ISO will not be less than the fair market value of a share of common stock at the grant date. Options vest over periods ranging from six months to five years and all expire 10 years after the grant date.
The Option Plan terminates on January 5, 2009. Termination of the Option Plan will not affect outstanding options. As of September 30, 2008, there were no remaining shares of common stock available for grant under the Option Plan.
On January 1, 2006, the Company adopted the provisions of Statement of Financial Accounting Standards No. 123-R (SFAS No. 123-R), *Share-Based Payment*, and elected to use the modified prospective transition method. The modified prospective transition method required that compensation cost be recognized in the financial statements for all awards granted after the date of adoption as well as for existing awards for which the requisite service has not been rendered as of the date of the adoption. The modified prospective transition did not require prior periods to be restated.
Prior to the adoption of SFAS No. 123-R, the Company accounted for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees, and Related Interpretations*. The Company has elected to use the short-cut method to calculate the historical pool of windfall tax benefits upon adoption of SFAS No. 123-R. The election to use the short-cut method had no effect on the Company s financial statements.
Under the intrinsic value method used prior to January 1, 2006, compensation expense for stock-based compensation was not recognized in the Company s Consolidated Statements of Operations because all stock options granted by the Company had an exercise price equal to or greater than the market value of the underlying common stock on the option grant date.
The following table summarizes the effect of the impact of SFAS No. 123-R on the results of operations:

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	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2008	2007	2008	2007
(in thousands, except per share data)				
Stock option expense before taxes	$ 53	$ 53	$ 158	$ 97
Stock option expense after taxes	$ 35	$ 33	$ 100	$ 60
Impact per basic share	$	$	$ 0.01	$ 0.01
Impact per diluted share	$	$	$ 0.01	$ 0.01

All pre-tax charges related to stock options were included in the caption Administrative and General on the accompanying Consolidated Statement of Operations.

No options were granted during the first nine months of 2008. Options to purchase 24,170 shares of common stock were granted during the second quarter of 2007. The fair value of options granted during 2007 was $22.55 per share. The fair value of each option grant was estimated as of the date of grant using the Black-Scholes option pricing model with the following assumptions:

	2008	2007
Risk-free interest rate	N/A	4.58%
Expected life in years	N/A	10
Expected volatility	N/A	57.7%
Expected dividend yield	N/A	0.4%

The expected volatility assumption was derived by referring to changes in the Company s historical common stock prices over a time frame similar to that of the expected life of the award.

The following table summarizes stock option award activity during the nine months ended September 30, 2008:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2007	203,807	$ 10.99		
Granted				
Exercised	(133,800)	7.97		
Canceled				
Outstanding at September 30, 2008	70,007	$ 16.75	6.0 years	$ 1,960
Exercisable at September 30, 2008	49,893	$ 12.15	5.2 years	$ 1,626

The total intrinsic value of stock options exercised during the nine months ended September 30, 2008 and 2007 was $4.8 million and $8.4 million, respectively. Net cash proceeds from the exercise of stock options were $1.1 million and $1.5 million for the nine months ended September 30, 2008 and 2007, respectively. Income tax benefits of $1.8 million and $3.2 million were realized from stock option exercises during the nine months ended September 30, 2008 and 2007, respectively. The fair value of options vested during the nine months ended September 30, 2008 and 2007 totaled $158 thousand and $97 thousand, respectively.

As of September 30, 2008, approximately $324 thousand of expense, before taxes, with respect to non-vested stock option awards has yet to be recognized and will be amortized into expense over a weighted-average period of 1.27 years.

(8) Restricted Stock Units and Performance Share Units:

At the Annual Meeting of Shareholders held on April 27, 2007, the shareholders of the Company approved the Olympic Steel 2007 Omnibus Incentive Plan (the Plan). The Plan authorizes the Company to grant stock options, stock appreciation rights, restricted shares, restricted share units, performance shares, and other stock- and cash-based awards to employees and Directors of, and consultants to, the Company and its affiliates. Under the plan, 500,000 shares of common stock are available for grants.

On May 1, 2007 and January 2, 2008, the Compensation Committee of the Company s Board of Directors approved the grant of 1,800 restricted stock units (RSUs) to each non-employee Director. Subject to the terms of the Plan and the RSU agreement, the RSUs vest at the end of 2007 and 2008, respectively. The RSUs are not converted into shares of common stock until the Board member either resigns or is terminated from the Board of Directors.

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The Compensation Committee of the Company s Board of Directors also granted 32,378 and 34,379 performance-earned restricted stock units (PERSUs) to the senior management of the Company on May 1, 2007 and January 2, 2008, respectively. The PERSUs may be earned based on the Company s performance for periods ranging from 32 to 36 months from the date of grant, and would be converted to shares of common stock based on the achievement of two separate financial measures: (1) the Company s EBITDA (50% weighted); and (2) return on invested capital (50% weighted). No shares will be earned unless the threshold amounts for the performance measures are met. Up to 150% of the targeted amount of PERSUs may be earned.
The following table summarizes the activity related to RSUs and PERSUs for the nine months ended September 30, 2008:

	RSUs		**PERSUs**	
	Vested	**Unvested**	**Vested**	**Unvested**
Balance as of December 31, 2007		9,000		32,378
Granted		9,000		34,379
Vested	9,000	(9,000)		
Forfeited				
Balance as of September 30, 2008	9,000	9,000		66,757

Under SFAS No. 123-R, stock-based compensation expense recognized on RSUs and PERSUs for the nine months ended September 30, 2008 and 2007, respectively, is summarized in the following table:

	For the Three Months Ended September 30,		**For the Nine Months Ended September 30,**	
	2008	**2007**	**2008**	**2007**
(in thousands, except per share data)				
Stock award expense before taxes	$ 360	$ 292	$ 1,079	$ 431
Stock award expense after taxes	$ 231	$ 179	$ 682	$ 267
Impact per basic share	$ 0.02	$ 0.02	$ 0.06	$ 0.03
Impact per diluted share	$ 0.02	$ 0.02	$ 0.06	$ 0.03

All pre-tax charges related to RSUs and PERSUs were included in the caption, Administrative and General, on the accompanying Consolidated Statement of Operations.

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(9) Supplemental Cash Flow Information:

Interest paid during the first nine months of 2008 totaled $830 thousand, compared to $3.0 million in the first nine months of 2007. Income taxes paid during the first nine months of 2008 and 2007 totaled $35.9 million and $9.1 million, respectively.

(10) Impact of Recently Issued Accounting Pronouncements:

In July 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes: an Interpretation of FASB Statement No. 109*. This interpretation clarifies the accounting for uncertainty in income taxes recognized in an entity s financial statements in accordance with Statement of Financial Account Standards No. 109, *Accounting for Income Taxes*. FIN 48 prescribes a recognition threshold and measurement principles for financial statement disclosure of tax positions taken or expected to be taken on a tax return. The Company adopted FIN 48 on January 1, 2007. The adoption had no effect on the opening balance of retained earnings as of January 1, 2007.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 (SFAS No. 157), *Fair Value Measurements*. This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. This statement was initially effective as of January 1, 2008, but in February 2008, the FASB delayed the effective date for applying the standard to non-financial assets and non-financial liabilities that are recognized or disclosed at fair value in the financial statements on a non-recurring basis. We adopted SFAS No. 157 as of January 1, 2008 for assets and liabilities within its scope and the impact was immaterial to our financial statements. Non-financial assets and non-financial liabilities for which we have not applied the provisions of SFAS No. 157 included those measured at fair value in goodwill impairment testing.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160 (SFAS No. 160), *Noncontrolling Interests in Consolidated Financial Statements an Amendment of Accounting Research Bulletin No. 51*. SFAS No. 160 requires all entities to report noncontrolling interests in subsidiaries (also known as minority interests) as a separate component of equity in the consolidated statement of financial position, to clearly identify consolidated net income attributable to the parent and to the noncontrolling interest on the face

of the consolidated statement of income and to provide sufficient disclosure that clearly identifies and distinguishes between the interest of the parent and the interests of controlling owners. SFAS No. 160 is effective as of January 1, 2009. The Company is currently evaluating SFAS No. 160; however, it does not expect any material financial statement implications relating to the adoption of this statement, because the Company does not currently have any non-controlling interests in its subsidiaries.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141R (SFAS No. 141R), *Business Combinations*. This statement requires the acquiring entity in a business combination to recognize all assets acquired and liabilities assumed in the transaction, establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed and requires the acquirer to disclose certain information related to the nature and financial effect of the business combination. SFAS No. 141R is effective for business combinations entered into in fiscal years beginning on or after December 15, 2008. Depending on the terms, conditions and details of the business combinations, if any, that take place subsequent to January 1, 2009, SFAS No. 141R may have a material impact on the Company s future financial statements.

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Item 2. ***Management s Discussion and Analysis of Financial Condition and Results of Operations***

The following discussion and analysis should be read in conjunction with our unaudited consolidated financial statements and accompanying notes contained herein and our consolidated financial statements, accompanying notes and Management s Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the year ended December 31, 2007. The following Management s Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements. Factors that might cause a difference include, but are not limited to, those discussed under Item 1A (Risk Factors) in our Annual Report on Form 10-K. The following section is qualified in its entirety by the more detailed information, included in our financial statements and the notes thereto, which appears elsewhere in this Quarterly Report on Form 10-Q.

Overview

We are a leading U.S. steel service center with over 53 years of experience. Our primary focus is on the direct sale and distribution of large volumes of processed carbon, coated and stainless flat-rolled sheet, coil and plate products. We act as an intermediary between steel producers and manufacturers that require processed steel for their operations. We serve customers in most carbon steel consuming industries, including manufacturers and fabricators of transportation and material handling equipment, construction and farm machinery, storage tanks, environmental and energy generation, automobiles, food service and electrical equipment, military vehicles and equipment, as well as general and plate fabricators and steel service centers. We distribute our products primarily through a direct sales force.

We operate as a single business segment with 17 strategically-located processing and distribution facilities in Connecticut, Georgia, Illinois, Iowa, Michigan, Minnesota, North Carolina, Ohio, Pennsylvania and South Carolina. This geographic footprint allows us to focus on regional customers and larger national and multi-national accounts, primarily located throughout the midwestern, eastern and southern United States.

We sell a broad range of steel products, many of which have different gross profits and margins. Products that have more value-added processing generally have a greater gross profit and higher

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margins. Accordingly, our overall gross profit is affected by, among other things, product mix, the amount of processing performed, the availability of steel, volatility in selling prices and material purchase costs. We also perform toll processing of customer-owned steel, the majority of which is performed by our Michigan operation. We sell certain products internationally, primarily in Puerto Rico and Mexico. All international sales and payments are made in U.S. dollars. Recent international sales have been immaterial to our consolidated financial results.

Our results of operations are affected by numerous external factors including, but not limited to, general and global business, economic, monetary and political conditions, competition, steel pricing and availability, energy and transportation prices, pricing and availability of raw materials used in the production of steel, inventory held in the supply chain, customer demand for steel, customers ability to manage their credit line availability and layoffs or work stoppages by our own, our suppliers or our customers personnel. The steel industry also continues to be affected by the global consolidation of our suppliers, competitors and end-use customers.

At September 30, 2008, we employed approximately 1,200 people, of which approximately 200 of the hourly plant personnel at our Minneapolis and Detroit facilities are represented by four separate collective bargaining units. A collective bargaining agreement covering approximately five Detroit maintenance workers was extended to July 31, 2009. Collective bargaining agreements covering Minneapolis and other Detroit employees expire in 2009 and subsequent years. We have never experienced a work stoppage and we believe that our relationship with employees is good. However, any prolonged work stoppages by our personnel represented by collective bargaining units could have a material adverse impact on our business, financial condition, results of operations and cash flows.

Critical Accounting Policies

This discussion and analysis of financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and assumptions that affect the amounts reported in the financial statements. Actual results could differ from these estimates under different assumptions or conditions. On an ongoing basis, we monitor and evaluate our estimates and assumptions.

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For further information regarding the accounting policies that we believe to be critical accounting policies and that affect our more significant judgments and estimates used in preparing our consolidated financial statements, see Management s Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the year ended December 31, 2007.

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Results of Operations

The following table sets forth certain income statement data for the three and nine months ended September 30, 2008 and 2007 (dollars are shown in thousands):

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2008		2007		2008		2007	
	$	% of net sales	$	% of net sales	$	% of net sales	$	% of net sales
Net sales	$335,222	100.0%	$256,089	100.0%	$973,611	100.0%	$792,907	100.0%
Gross profit (1)	88,038	26.3%	50,383	19.7%	257,239	26.4%	153,441	19.4%
Operating expenses (2)	50,241	15.0%	39,705	15.5%	150,886	15.5%	117,482	14.8%
Operating income	$ 37,797	11.3%	$ 10,678	4.2%	$106,353	10.9%	$ 35,959	4.5%

(1) Gross profit is calculated as net sales less the cost of materials sold.

(2) Operating expenses are calculated as total costs and expenses less the cost of materials sold.

Tons sold decreased 13.4% to 268 thousand in the third quarter of 2008 from 309 thousand in the third quarter of 2007. Tons sold in the third quarter of 2008 included 238 thousand from direct sales and 30 thousand from toll processing, compared with 272 thousand direct tons and 37 thousand toll tons in the comparable period of last year. Tons sold decreased 2.1% to 937 thousand in the first nine months of 2008 from 957 thousand in the first nine months of 2007. Tons sold in the first nine months of 2008 included 838 thousand direct tons and 99 thousand from toll processing, compared with 842 thousand direct tons and 115 thousand toll tons in the comparable period last year. Tons sold in the fourth quarter of 2008 are expected to be lower than third quarter 2008 levels due to normal seasonal patterns. Additionally, recessionary fears in the United States and unprecedented volatility in global financial markets could lead to further declines in sales levels during the fourth quarter of 2008.

Net sales increased 30.9% to $335.2 million in the third quarter of 2008 from $256.1 million in the third quarter of 2007. Net sales increased 22.8% to $973.6 million in the first nine months of 2008 from $792.9 million in the first nine months of 2007. The increase in net sales was primarily attributable to higher average selling prices. Total average selling prices for the third quarter of 2008 increased 51.1% over selling prices in the third quarter of 2007 and increased 21.8% over the selling prices in the second quarter of 2008.

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As a percentage of net sales, gross profit increased to 26.3% in the third quarter of 2008 from 19.7% in the third quarter of 2007. For the first nine months of 2008, gross profit increased to 26.4% from 19.4% in the first nine months of 2007. Higher selling prices were primarily the result of higher steel prices from steel producers that were passed through to our customers. Carbon steel prices have increased significantly during 2008, resulting in higher cost of materials sold. For the three and nine month periods ended September 30, 2008, the increase in average selling prices exceeded the increase in average cost of materials sold, resulting in higher gross profit, as we sold inventory which was acquired earlier in the year, at lower prices. The price of steel purchased from steel producers began to decrease in the late third quarter of 2008. In the fourth quarter of 2008, we expect our average selling prices to decrease from third quarter 2008 levels. We also expect our average cost of materials sold in the fourth quarter of 2008 to increase from third quarter 2008 levels, as we sell inventory which was acquired in the third quarter at higher price levels. As a result, we expect our average fourth quarter 2008 gross margin profit to fall from levels recognized in the third quarter of 2008.

Operating expenses in the third quarter of 2008 increased $10.5 million from the third quarter of 2007. Operating expenses in the first nine months of 2008 increased $33.4 million from the first nine months of 2007. Higher operating expenses in the first nine months of 2008 were primarily attributable to increased levels of variable incentive compensation associated with higher levels of profitability (the majority of which was recorded in general and administrative operating expense captions, with a portion also recorded in the warehouse and processing and selling expense captions), increased distribution expense resulting from higher fuel costs (recorded in the distribution expense caption) and increased warehouse and processing expense associated with higher levels of value-added services provided to our customers. As a percentage of net sales, operating expenses decreased to 15.0% for the third quarter of 2008 from 15.5% in the comparable 2007 period. Operating expenses increased to 15.5% for the first nine months of 2008, compared to 14.8% during the first nine months of 2007.

Interest and other expense on debt totaled $350 thousand for the third quarter of 2008 compared to $640 thousand for the third quarter of 2007. Interest and other expense on debt totaled $537 thousand for the first nine months of 2008, compared to $2.5 million for the first nine months of 2007. The decrease in interest expense was primarily attributable to lower average borrowings and borrowing rates, and the capitalization of interest into certain long-term capital projects in 2008. Our effective borrowing rate, exclusive of deferred financing fees and commitment fees, for the first nine months of 2008 was 4.0% compared to 6.9% in the first nine months of 2007.

For the third quarter of 2008, income before income taxes totaled $37.4 million compared to $10.0 million in the third quarter of 2007. For the first nine months of 2008, income before taxes totaled $105.8 million, compared to $33.4 million in the first nine months of 2007. An income tax provision of 36.8% was recorded for the first nine months of 2008, compared to a provision of 38.0% for the first nine months of 2007. We expect the effective tax rate to approximate 37% for the remainder of 2008. Income taxes paid totaled $35.9 million and $9.1 million for the first nine months of 2008 and 2007, respectively.

Net income for the third quarter of 2008 totaled $24.2 million or $2.21 per diluted share, compared to net income of $6.0 million or $.56 per diluted share for the third quarter of 2007. Net income for the first nine months of 2008 totaled $66.9 million or $6.13 per diluted share, compared to net income of $20.7 million or $1.93 per diluted share for the first nine months of 2007.

Liquidity and Capital Resources

Our principal capital requirements include funding working capital needs, purchasing, upgrading and acquiring processing equipment, facilities and other businesses and paying dividends. We use cash generated from operations, leasing transactions and our revolving credit facility to fund these requirements.

Working capital at September 30, 2008 totaled $309.0 million, a $117.9 million increase from December 31, 2007. Significant working capital changes included a $135.1 million increase in inventories and a $43.4 million increase in accounts receivable, partially offset by a $37.6 million increase in accounts payable (including outstanding checks). The fluctuations in inventories, accounts receivable and accounts payable are primarily attributable to higher steel prices and higher net sales.

For the nine months ended September 30, 2008, we used $50.2 million of net cash for operations, of which $77.9 million of cash flow was generated from cash earnings and $128.1 million was used for working capital.
During the first nine months of 2008, we spent $24.4 million on capital expenditures. As of September 30, 2008, we anticipate an additional $27 million of capital expenditures to be spent during the next twelve months to further our value-added strategies in both existing and new facilities, equipment and technologies. In October 2008, we began construction of a new facility in Sumter, South Carolina. The facility is expected to be completed by the end of the second quarter of 2009 and involves the construction and equipping of a 110,000 square foot building at a total investment of approximately $12 million. A new stretcher-leveler cut-to-length line for our Minneapolis coil facility became operational in the third quarter of 2008. In July 2008, we purchased land and a building to house a new satellite facility in Dover, Ohio at a total investment of approximately $5 million. We expect the Dover facility to begin operations in the fourth quarter of 2008.
We are also continuing the process of implementing a new single information system to replace the existing systems we currently use. During the first nine months of 2008, we have expensed $2.1 million and capitalized $3.7 million associated with the implementation of the new information system. Since the project began in 2006, we have expensed $5.7 million and capitalized $7.7 million associated with the implementation of the new information system.
During the first nine months of 2008, we generated $68.5 million from financing activities, which primarily consisted of $72.9 million of borrowings under our revolving credit facility.
In October 2008, our Board of Directors approved a regular quarterly dividend of $.05 per share. The dividend is payable on December 15, 2008 to shareholders of record as of December 1, 2008. During 2008, our Board of Directors approved regular quarterly dividends of $.04 per share, which were paid on March 17, 2008 and June 16, 2008, and a regular quarterly dividend of $.05 per share and a special dividend of $1.00 per share, both of which were paid on September 15, 2008. We expect to make regular dividend distributions in the future, subject to the availability of cash and continuing determination by our Board of Directors that the payment of dividends remains in the best interest of our shareholders.

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Our secured bank-financing agreement is a revolving credit facility collateralized by our accounts receivable, inventories and substantially all of our property and equipment. Borrowings are limited to the lesser of a borrowing base, comprised of eligible receivables and inventories, or $130 million in the aggregate. A May 2008 amendment extended the maturity date of the credit facility to December 15, 2011, with annual extensions at the banks option. The credit facility requires us to comply with various covenants, the most significant of which include: (i) minimum availability of $10 million, tested monthly; (ii) a minimum fixed charge coverage ratio of 1.25, and a maximum leverage ratio of 1.75, which are tested quarterly; (iii) restrictions on additional indebtedness; and (iv) limitations on dividends, capital expenditures and investments. At September 30, 2008, we had approximately $39 million of availability under our credit facility and we were in compliance with our covenants. The credit facility also contains an accordion feature which allows us to add up to $25 million of additional revolver capacity in certain circumstances. Substantially higher steel prices in 2008 have resulted in increased working capital levels. We believe that funds available under our credit facility and lease arrangement proceeds, together with funds generated from operations, will be sufficient to provide us with the liquidity necessary to fund anticipated working capital requirements, capital expenditure requirements and our dividend declarations over at least the next 12 months. Further, we expect that our working capital levels will decrease in the fourth quarter of 2008, as we decrease our inventory levels and steel prices decline. In the future, we may, as part of our business strategy, acquire and dispose of other companies in the same or complementary lines of business, or enter into and exit strategic alliances and joint ventures. Accordingly, the timing and size of our capital requirements are subject to change as business conditions warrant and opportunities arise.

Forward-Looking Information

This Quarterly Report on Form 10-Q and other documents we file with the SEC contain various forward-looking statements that are based on current expectations, estimates, forecasts and projections about our future performance, business, our beliefs and management s assumptions. In addition, we, or others on our behalf, may make forward-looking statements in press releases or written statements, or in our communications and discussions with investors and analysts in the normal course of business through meetings, conferences, webcasts, phone calls and conference calls. Words such as may, will, anticipate, should, intend, expect,

believe, estimate, project, plan, potential, and continue, as well as the negative of these terms or similar expre
are intended to identify forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are subject to certain risks and uncertainties that could cause our actual results to differ materially from those implied by such statements including, but not limited to those set forth in Item 1A (Risk Factors), as found in our Annual Report on Form 10-K for the year ended December 31, 2007, and the following:

general and global business, economic, monetary and political conditions, including the ongoing global credit crisis;

competitive factors such as availability and pricing of steel, industry inventory levels and rapid fluctuations in customer demand and steel pricing;

the cyclicality and volatility within the steel industry;

the ability of customers (especially those that may be highly leveraged, those in the domestic automotive industry and those with inadequate liquidity) to absorb future steel price increases and/or maintain their credit availability during periods of rapidly increasing steel prices;

customer, supplier, and competitor consolidation, bankruptcy or insolvency;

layoffs or work stoppages by our own or our suppliers or customers personnel;

the availability and costs of transportation and logistical services;

equipment malfunctions or installation delays;

the amounts, timing and successes of our capital investments, including the construction of a new facility in Sumter, South Carolina and the start-up of our new satellite facility in Dover, Ohio;

the successes of our strategic efforts and initiatives to increase sales volumes, maintain or improve working capital turnover and free cash flows, reduce costs and debt levels and improve customer service;

the adequacy of our existing information technology and business system software;

the successful implementation of our new enterprise-wide information system;

the timing and outcome of OLP s efforts and ability to liquidate its remaining assets; and

our ability to pay regular quarterly cash dividends and the amounts and timing of any future dividends.

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Should one or more of these or other risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, intended expected, believed, estimated, projected or planned. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. We undertake no obligation to republish revised forward-looking statements to reflect the occurrence of unanticipated events or circumstances after the date hereof, except as otherwise required by law.

Item 3. *Qualitative and Quantitative Disclosures About Market Risk*

During the past several years, the base price of carbon flat-rolled steel has fluctuated significantly. Higher raw material costs for steel producers could cause the price of steel to increase. We have witnessed unprecedented steel producer price increases during the first nine months of 2008 and we expect steel prices to decline during the fourth quarter of 2008. While we have generally been successful in the past in passing on producers price increases and surcharges to our customers, there is no guarantee that we will be able to pass on price increases to our customers in the future. Rising prices also increase the working capital requirements for us and our customers. Some customers may not have sufficient credit lines or liquidity to absorb significant increases in the price of steel. Declining or flattening prices could reduce our gross profit margin percentages to levels that are lower than our historical levels or our 2008 levels. Higher inventory levels held by us, other steel service centers, or end-use customers could cause competitive pressures that could also reduce gross profit.

Approximately 8.9% of our net sales in the first nine months of 2008 were directly to automotive manufacturers or manufacturers of automotive components and parts. The automotive industry experiences significant fluctuations in demand based on numerous factors such as general economic conditions and consumer confidence. The automotive industry is also subject, from time to time, to labor work stoppages. The domestic automotive industry, which has experienced a number of bankruptcies, is currently involved in significant restructuring and labor contract negotiations, which has resulted in lower production volumes. Certain customers in this industry represent an increasing credit risk.

Inflation generally affects us by increasing the cost of employee wages and benefits, transportation services, processing equipment, energy and borrowings under our credit facility.

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General inflation has not had a material effect on our financial results during the past two years; however, we have experienced increased distribution expenses as a result of higher fuel costs.

When raw material prices increase, competitive conditions will influence how much of the steel price increase can be passed on to our customers. When raw material prices decline, as is expected during the fourth quarter of 2008, customer demands for lower cost product result in lower selling prices. Declining steel prices have generally adversely affected our net sales and net income, while increasing steel prices generally favorably affect net sales and net income.

We are exposed to the impact of interest rate changes and fluctuating steel prices. We have not entered into any interest rate or steel commodity hedge transactions for speculative purposes or otherwise.

Our primary interest rate risk exposure results from variable rate debt. If interest rates in the future were to increase 100 basis points (1.0%) from September 30, 2008 rates and, assuming no change in total debt from September 30, 2008 levels, the additional annual interest expense to us would be approximately $896 thousand. We currently do not hedge our exposure to variable interest rate risk. However, we do have the option to enter into 30- to 180-day fixed base rate Euro loans under the credit facility.

Item 4. ***Controls and Procedures***

The evaluation required by Rule 13a-15 of the Securities Exchange Act of 1934 of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report has been carried out under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. These disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in reports that are filed with or submitted to the SEC is: (i) accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures; and (ii) recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2008, our disclosure controls and procedures were effective.

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There were no changes in our internal control over financial reporting that occurred during the third quarter of 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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Part II. OTHER INFORMATION
Items 1, 1A, 2, 3, 4 and 5 of this Part II are either inapplicable or are answered in the negative and are omitted pursuant to the instructions to Part II.
Item 6. ***Exhibits***

Exhibit	Description of Document	Reference
4.1	Notice of Removal of Rights Agent and Appointment of Successor Rights Agent and Amendment No. 1, dated as of September 16, 2008, by and among the Company, National City Bank and Mellon Investors Services LLC, to the Rights Amendment dated as of January 1, 2000.	Incorporated by reference to Exhibit 4.1 to Registrant s Form 8-K filed with the Commission on September 19, 2008 (Commission File No. 0-23320).
31.1	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith
31.2	Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith
32.1	Certification of the Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith
32.2	Certification of the Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith

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SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereto duly authorized.

OLYMPIC STEEL, INC.
(Registrant)

Date: November 7, 2008

By: **/s/ Michael D. Siegal**

Michael D. Siegal
Chairman of the Board and Chief Executive Officer

By: **/s/ Richard T. Marabito**

Richard T. Marabito
Chief Financial Officer
(Principal Financial and Accounting Officer)