Levenson Ryan Form 3 May 15, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement MATERIAL SCIENCES CORP [MASC] Levenson Ryan (Month/Day/Year) 05/10/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 3280 PEACHTREE ROAD. (Check all applicable) **SUITE 2670** (Street) 6. Individual or Joint/Group 10% Owner _X_ Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person ATLANTA, GAÂ 30305 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Common Stock I By Privet Fund LP (1) 872,818 By Privet Fund Management Common Stock 951,996 Ι LLC (2) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

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

currently valid OMB control number.

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Securities Underlying Derivative Security
(Month/Day/Year)

2. Date Exercisable and Securities Underlying Derivative Security

3. Title and Amount of Securities Underlying Ownership Ownership Or Exercise

6. Nature of Indirect Ownership Ownership Ownership Or Exercise Form of Securities Underlying Or Exercise Ownership Ownersh

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(Instr. 4) Price of Derivative Derivative Security: Date **Expiration Title** Amount or Security Direct (D) Exercisable Number of or Indirect Shares (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Levenson Ryan
3280 PEACHTREE ROAD, SUITE 2670 Â X Â Â

ATLANTA, GAÂ 30305

Signatures

/s/ Ryan Levenson 05/15/2013

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) These shares are owned directly by Privet Fund LP and indirectly by each of Privet Fund Management LLC and Ryan Levenson.
- (2) These shares are owned directly by Privet Fund Management LLC and indirectly by Ryan Levenson.

Note: File three copies of this Form, one of which must be manually signed. If space 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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