

MATERIAL SCIENCES CORP  
Form S-8 POS  
March 27, 2014

As filed with the Securities and Exchange Commission on March 27, 2014

File No. 333-182734

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Material Sciences Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**95-2673173**  
**(I.R.S. Employer**  
**Identification No.)**

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**2200 East Pratt Boulevard**

**Elk Grove Village, Illinois 60007**

**(Address of Principal Executive Offices and Zip Code)**

**Material Sciences Corporation 2012 Incentive Compensation Plan**

**(Full Title of the Plan)**

**Patrick J. Murley**

**Chief Executive Officer**

**Material Sciences Corporation**

**2200 East Pratt Boulevard**

**Elk Grove Village, Illinois 60007**

**(Name and address of agent for service)**

**(847) 439-2210**

**(Telephone number, including area code, of agent for service)**

*With copies to:*

**Gregory J. Schmitt**

**Hunton & Williams LLP**

**1445 Ross Avenue**

**Suite 3700**

**Dallas, Texas 75202**

**(214) 979-3000**

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

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

## DEREGISTRATION OF SECURITIES

Material Sciences Corporation, a Delaware corporation (the **Company** ), hereby amends its Registration Statement on Form S-8 (File No. 333-182734) initially filed with the Securities and Exchange Commission (the **Commission** ) on July 18, 2012 (the **Registration Statement** ) registering 2,130,789 shares of the **Company** 's common stock, par value \$0.02 per share (the **Common Stock** ), for the Material Sciences Corporation 2012 Incentive Compensation Plan, by deregistering all of the securities registered on the Registration Statement that have not been sold or otherwise remains unissued.

On January 8, 2014, the **Company**, Zink Acquisition Holdings Inc. ( **Zink Holdings** ), a Delaware corporation, and Zink Acquisition Merger Sub Inc. ( **Merger Sub** ), a Delaware corporation and a direct wholly-owned subsidiary of Zink Holdings, entered into an Agreement and Plan of Merger (the **Merger Agreement** ), pursuant to which on March 20, 2014, **Merger Sub** merged with and into the **Company**, with the **Company** continuing as the surviving corporation and a direct wholly-owned subsidiary of Zink Holdings (the **Merger** ). In connection with the **Merger**, the **Company** will cease to be a publicly traded company and will terminate all of its offerings of securities pursuant to its existing registration statements, including the Registration Statement.

As a result of the **Merger**, the offering pursuant to the Registration Statement has been terminated. In accordance with undertakings made by the **Company** in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, the **Company** hereby removes from registration the securities registered but unsold under the Registration Statement, if any.

**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-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Elk Grove, State of Illinois, on March 27, 2014.

**Material Sciences Corporation**

By: /s/ Patrick J. Murley  
Patrick J. Murley  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the dates included:

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ Patrick J. Murley Patrick J. Murley	Chief Executive Officer (Principal Executive Officer)	March 27, 2014
/s/ James D. Pawlak James D. Pawlak	Vice President, Chief Financial Officer, Corporate Controller and Corporate Secretary  (Principal Financial and Accounting Officer)	March 27, 2014
/s/ Ted W. Beneski Ted W. Beneski	Director	March 27, 2014