

MATERION Corp  
Form S-8  
May 04, 2011

As filed with the Securities and Exchange Commission on May 4, 2011.

Registration No. \_\_\_\_\_

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
MATERION CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)**

Ohio  
(State or Other Jurisdiction  
of Incorporation or Organization)

34-1919973  
(I.R.S. Employer Identification No.)

6070 Parkland Boulevard  
Mayfield Heights, Ohio 44124  
(Address of Principal Executive Offices) (Zip Code)  
**Materion Corporation 2006 Stock Incentive Plan**  
**(As Amended and Restated as of May 4, 2011)**

(Full Title of the Plan)  
Michael C. Hasychak  
Vice President, Secretary and Treasurer

Materion Corporation  
6070 Parkland Boulevard  
Mayfield Heights, Ohio 44125  
(Name and Address of Agent for Service)

(216) 486-4200

(Telephone Number, including area code, of Agent For Service)

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.

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

**CALCULATION OF REGISTRATION FEE**

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|--------------------------------------|-----------------------------|---|---|----------------------------|
| Common Shares, without par value     | 800,000                     | \$ 41.60                                      | \$33,280,000                                  | \$3,863.81                 |

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- (1) Pursuant to Rule 416 of the Securities Act of 1933 (the Securities Act ), this registration statement also covers such additional Common Shares, without par value (the Common Shares ), of Materion Corporation (the Registrant ) as may become issuable pursuant to the anti-dilution provisions of the Registrant s 2006 Stock Incentive Plan (As Amended and Restated as of May 4, 2011) (the Plan ).
  - (2) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of such securities on the New York Stock Exchange on May 2, 2011, within five business days prior to filing.
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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Pursuant to General Instruction E to Form S-8, the contents of Registration Statement No. 333-133429 on Form S-8, as filed by the Registrant (then named Brush Engineered Materials Inc.) with the Securities and Exchange Commission (the SEC) on April 20, 2006 are incorporated herein by reference.

**Item 8. Exhibits.**

| Exhibit Number | Description  |
|----------------|--|
| 4.1            | Amended and Restated Articles of Incorporation of the Registrant (filed as Annex B to the Registration Statement on Form S-4, Registration No. 333-95917, filed by the Registrant on February 1, 2000, and incorporated herein by reference) |
| 4.2            | Amendment to Amended and Restated Articles of Incorporation of the Registrant, (filed as Exhibit 3a to the Current Report on Form 8-K, File No. 1-15885, filed by the Registrant on March 8, 2011 and incorporated herein by reference)      |
| 4.3            | Amended and Restated Code of Regulations of the Registrant (filed as Exhibit 3.1 to Current Report on Form 8-K, File No. 1-15885, filed by the Registrant on February 4, 2011, and incorporated herein by reference)                         |
| 4.4            | 2006 Stock Incentive Plan (As Amended and Restated as of May 4, 2011) (filed as Appendix A to the Registrant's Proxy Statement dated March 25, 2011, File No. 1-15885, and incorporated herein by reference)                                 |
| 5              | Opinion of Counsel   |
| 23.1           | Consent of Independent Registered Public Accounting Firm   |
| 23.2           | Consent of Counsel (Included in Exhibit 5)   |
| 24             | Power of Attorney  |

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Mayfield Heights, State of Ohio, on May 4, 2011.

**MATERION COPORATION**

By: /s/ Michael C. Hasychak  
Michael C. Hasychak  
Vice President, Secretary and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on May 4, 2011.

| Signature              | Title  |
|------------------------|--|
| Richard J. Hipple *    | Chairman of the Board, President,<br>Chief Executive Officer and Director<br>(principal executive officer) |
| John D. Grampa *       | Senior Vice President and Chief Financial Officer<br>(principal financial and accounting officer)          |
| Joseph P. Keithley *   | Director   |
| Vinod M. Khilnani *    | Director   |
| William B. Lawrence *  | Director   |
| William P. Madar *     | Director   |
| N. Mohan Reddy *       | Director   |
| William R. Robertson * | Director   |
| John Sherwin, Jr. *    | Director   |
| Craig S. Shular *      | Director   |

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\* Michael C. Hasychak, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this registration statement on behalf of the above indicated officers and directors thereof pursuant to a power of attorney filed with the Securities and Exchange Commission.

May 4, 2011

By: /s/ Michael C. Hasychak  
Michael C. Hasychak,  
Attorney-in-Fact

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**EXHIBIT INDEX**

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