

MATERION Corp  
Form S-8  
May 03, 2017

As filed with the Securities and Exchange Commission on May 3, 2017.

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

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MATERION CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

Ohio 34-1919973  
(State or Other Jurisdiction (I.R.S. Employer Identification No.)  
of Incorporation or Organization)

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 3, 2017)  
(Full Title of the Plan)

Gregory R. Chemnitz  
Vice President, General Counsel and Secretary  
Materion Corporation  
6070 Parkland Boulevard

Mayfield Heights, OH 44124  
(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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

|   |   |                           |  |
|---|---|---------------------------|--|
| Large accelerated filer   | X | Accelerated filer         |  |
| Non-accelerated filer (do not check if a smaller reporting company) |   | Smaller reporting company |  |
|   |   | Emerging growth company   |  |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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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 Stock, without par value      | 1,200,000                   | \$37.45                                       | \$44,940,000                                  | \$5,208.55                 |

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Pursuant to Rule 416 under the Securities Act of 1933 (the "Securities Act"), this registration statement also covers such additional shares of Common Stock, without par value (the "Common Shares"), of Materion Corporation (the (1) "Registrant"), as may become issuable pursuant to the anti-dilution provisions of the Materion Corporation 2006 Stock Incentive Plan (As Amended and Restated as of May 3, 2017) (the "Plan").

Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 (2) of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of the Common Shares on the New York Stock Exchange on May 1, 2017, within five business days prior to filing.

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Pursuant to General Instruction E to Form S-8, the contents of Registration Statement Nos. 333-133429, 333-173915 and 333-195762 on Forms S-8, as filed by the Registrant (named Brush Engineered Materials Inc. at the time of filing of the first such Form S-8) with the Securities and Exchange Commission (the "SEC") on April 20, 2006, May 4, 2011 and May 7, 2014, are incorporated herein by reference.

### Item 8. Exhibits.

| Exhibit Number | Description   |
|----------------|---|
| 4.1            | Amended and Restated Articles of Incorporation of the Registrant (filed as Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q (SEC File No. 001-15885) for the period ended June 27, 2014), incorporated herein by reference |
| 4.2            | Amended and Restated Code of Regulations of the Registrant (filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (SEC File No. 001-15885) for the period ended June 27, 2014), incorporated herein by reference       |
| 4.3            | Materion Corporation 2006 Stock Incentive Plan (As Amended and Restated as of May 3, 2017)  |
| 5.1            | Opinion of Counsel  |
| 23.1           | Consent of Independent Registered Public Accounting Firm  |
| 23.2           | Consent of Counsel (Included in Exhibit 5.1)  |
| 24.1           | 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 3, 2017.

## MATERION COPORATION

By: /s/ Gregory R. Chemnitz  
Gregory R. Chemnitz  
Vice President, General Counsel and Secretary

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Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated and on May 3, 2017.

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| Signature          | Title   |
|--------------------|---|
| *<br>Vijayvargiya  | Jugal K. President and Chief Executive Officer and Director (principal executive officer)               |
| *<br>P. Kelley     | Joseph Vice President, Finance and Chief Financial Officer (principal financial and accounting officer) |
| *<br>J. Hipple     | Richard Director  |
| *<br>P. Keithley   | Joseph Director   |
| *<br>M. Khilnani   | Vinod Director  |
| *<br>B. Lawrence   | William Director  |
| *<br>Mohan Reddy   | N. Director   |
| *<br>Shular        | Craig S. Director   |
| *<br>J. S. Solomon | Darlene Director  |
| *<br>B. Toth       | Robert Director   |
| *<br>Wild          | Geoffrey Director   |

\* Gregory R. Chemnitz, 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 3, 2017 /s/ Gregory R. Chemnitz  
 By: Gregory R. Chemnitz,  
 Attorney-in-Fact

EXHIBIT INDEX

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