

MATERIAL SCIENCES CORP  
Form SC 13D  
June 27, 2012

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

Material Sciences Corporation  
(Name of Issuer)

Common Stock, par value \$0.02 per share  
(Title of Class of Securities)

576674105  
(CUSIP Number)

Privet Fund LP  
Attn: Ryan Levenson  
3280 Peachtree Rd NE  
Suite 2670  
Atlanta, GA 30305

With a copy to:

Rick Miller  
Bryan Cave LLP  
1201 W. Peachtree St., 14th Floor  
Atlanta, GA 30309  
Tel: (404) 572-6600

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

June 18, 2012  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with

respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Privet Fund LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)  
(b) (o)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
or 2(e)  o
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
- |              |    |                          |
|--------------|----|--------------------------|
| NUMBER OF    | 7  | SOLE VOTING POWER        |
| SHARES       |    | 0                        |
| BENEFICIALLY |    |                          |
| OWNED BY     | 8  | SHARED VOTING POWER      |
| EACH         |    | 540,074                  |
| REPORTING    | 9  | SOLE DISPOSITIVE POWER   |
| PERSON WITH: |    | 0                        |
|              | 10 | SHARED DISPOSITIVE POWER |
|              |    | 540,074                  |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
540,074
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.2%
- 14 TYPE OF REPORTING PERSON  
PN

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- 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Privet Fund Management LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)    
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS AF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
- |  |    |                                     |
|--|----|-------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | 7  | SOLE VOTING POWER<br>0              |
|  | 8  | SHARED VOTING POWER<br>600,053      |
|  | 9  | SOLE DISPOSITIVE POWER<br>0         |
|  | 10 | SHARED DISPOSITIVE POWER<br>600,053 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
600,053
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.7%
- 14 TYPE OF REPORTING PERSON  
OO
-

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1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Ryan Levenson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)b  
(b)o

3 SEC USE ONLY

4 SOURCE OF FUNDS AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
or 2(e)  o

6 CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES	7	SOLE VOTING POWER
		0

BENEFICIALLY OWNED BY EACH	8	SHARED VOTING POWER
		600,053

REPORTING PERSON WITH:	9	SOLE DISPOSITIVE POWER
		0

	10	SHARED DISPOSITIVE POWER
		600,053

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
600,053

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.7%

14 TYPE OF REPORTING PERSON  
IN

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Item 1. Security and Issuer.

The class of securities to which this statement relates is the Common Stock, par value \$0.02 per share (the “Common Stock”), of Material Sciences Corporation, a Delaware Corporation (the “Corporation”). The address of the Corporation’s principal executive offices is 2200 East Pratt Boulevard, Elk Grove Village, Illinois 60007.

Item 2. Identity and Background.

(a) This statement is being filed by (i) Privet Fund Management LLC, a Delaware limited liability company, (ii) Privet Fund LP, a Delaware limited partnership and (iii) Ryan Levenson (“Mr. Levenson”) (the foregoing persons are hereinafter referred to collectively as the “Reporting Persons”).

Mr. Levenson is the sole managing member of Privet Fund Management LLC, which is the general partner and investment manager of Privet Fund LP.

(b) The address of the principal offices of Privet Fund Management LLC and Privet Fund LP is 3280 Peachtree Rd NE, Suite 2670, Atlanta, GA 30305. The business address of Mr. Levenson is 3280 Peachtree Rd NE, Suite 2670, Atlanta, GA 30305.

(c) The principal business of Privet Fund Management LLC is providing administrative and management services to Privet Fund LP. The principal business of Privet Fund LP is that of private funds engaged in investment in securities for their own account. The principal occupation or employment of Mr. Levenson is manager of Privet Fund Management LLC.

(d) During the last 5 years, none of Privet Fund Management LLC, Privet Fund LP or Mr. Levenson has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last 5 years, none of Privet Fund Management LLC, Privet Fund LP or Mr. Levenson has been party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person or entity was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Levenson is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

The aggregate purchase price of the 600,053 shares of Common Stock beneficially owned by the Reporting Persons is approximately \$4,815,212 not including brokerage commissions, which was funded with partnership funds of Privet Fund LP. Privet Fund LP effects purchases of securities primarily through margin accounts maintained for it with prime brokers, which may extend margin credit to it as and when required to open or carry positions in the margin accounts, subject to applicable federal margin regulations, stock exchange rules, and the prime brokers’ credit policies.

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Item 4. Purpose of Transaction.

The Reporting Persons acquired their shares of Common Stock for investment. The Reporting Persons purchased shares of Common Stock because they believed that the shares may present significant opportunities for realization of increased stockholder value. The Reporting Persons plan to continuously evaluate, among other factors, the financial condition, results of operations, business and prospects of the Corporation, the securities markets in general and the market for the Common Stock in particular, prevailing economic conditions and expected trends, all with a view to determining whether to hold, decrease or increase their investment in the Common Stock, through open market, privately negotiated or any other transactions.

Except as set forth herein, the Reporting Persons have no present plans or proposals which relate to or would result in:

- (a) the acquisition by any person of additional securities or the disposition of securities of the Corporation;
  - (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Corporation or any of its subsidiaries;
  - (c) a sale or transfer of a material amount of assets of the Corporation or any of its subsidiaries;
  - (d) any change in the present Board of Directors or management of the Corporation, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the Board;
  - (e) any material change in the present capitalization or dividend policy of the Corporation;
  - (f) any other material change in the Corporation's business or corporate structure;
  - (g) changes in the Corporation's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Corporation by any person;
  - (h) causing a class of securities of the Corporation to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
  - (i) a class of equity securities of the Corporation becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
  - (j) any action similar to any of those enumerated above.
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Item 5. Interest in Securities of the Issuer.

(a) As of the date of this filing, Privet Fund LP beneficially owns 600,053 shares (the "Shares"), or approximately 5.7% of the outstanding Common Stock of the Corporation. All percentages of outstanding Common Stock are calculated based on information included in the definitive proxy statement filed by the Corporation on May 31, 2012, which reported that 10,484,499 shares of Common Stock were outstanding as of April 30, 2012.

(b) Privet Fund Management LLC is the Managing Partner of Privet Fund LP, and Ryan Levenson is the sole managing member of Privet Fund Management LLC. Accordingly, Privet Fund Management LLC and Mr. Levenson may be deemed to hold shared voting power and dispositive power with respect to the Shares held by Privet Fund LP.

As a result of the formation of a group constituted hereby, each of the Reporting Persons could be deemed to beneficially own all the Shares; however, each of the Reporting Persons disclaims beneficial ownership of the Shares held by other Reporting Persons except as expressly set forth above.

(c) Except as set forth on the cover pages hereto and under paragraph (b) above, each Reporting Person has the sole power to vote or direct the vote and to dispose or direct the disposition of the Shares reported herein as owned by each such Reporting Person.

(d) Except as set forth on Schedule 1 hereto, no transactions in the Common Stock were effected during the past 60 days by the Reporting Persons, or, to the best of the knowledge of the Reporting Persons, by any of the other persons named in response to Item 2, if any.

(e) To the best knowledge of the Reporting Persons, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares.

Item 6. Contracts, Arrangements, Understandings or Relationship With Respect to Securities of the Issuer.

Other than the Joint Filing Agreement filed as Exhibit 99.1 hereto, none of the Reporting Persons nor, to the best of their knowledge, any of the other persons named in response to Item 2, if any, has any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Corporation.

Item 7. Materials to be Filed as Exhibits.

Exhibit 99.1 Joint Filing Agreement.



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Signature

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: June 27, 2012

PRIVET FUND LP

By: Privet Fund Management LLC,  
Its Managing Partner

By: /s/ Ryan Levenson  
Name: Ryan Levenson  
Its: Sole Manager

PRIVET FUND MANAGEMENT LLC

By: /s/ Ryan Levenson  
Name: Ryan Levenson  
Its: Sole Manager

/s/ Ryan Levenson  
Ryan Levenson

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## SCHEDULE 1

Shares Acquired or Sold by the Reporting Persons in the Last 60 Days or Since Their Most Recent Schedule 13D Filing:

Unless otherwise indicated, all transactions were effected on the open market.

Trade Date	Nature of Transaction (Purchase/Sale)	Number of Shares	Price Per Share (1)
4/30/2012	Purchase	10,000	\$7.7169
5/2/2012	Purchase	10,000	\$7.5799
5/4/2012	Purchase	8,735	\$7.9887
5/7/2012	Purchase	2,744	\$8.1101
5/8/2012	Purchase	1,700	\$8.1882
5/11/2012	Purchase	700	\$7.8414
5/17/2012	Purchase	400	\$8.0596
5/17/2012	Purchase	10,000	\$8.0631
5/18/2012	Purchase	10,000	\$8.0520
6/14/2012	Purchase	12,499	\$8.0651
6/15/2012	Purchase	7,577	\$8.0144
6/18/2012	Purchase	12,695	\$8.1135
6/19/2012	Purchase	12,305	\$8.2654
6/19/2012	Purchase	8,063	\$8.2619
6/22/2012	Purchase	16,937	\$8.1802
6/25/2012	Purchase	18,439	\$8.2145

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## 2. Privet Fund Management LLC

Trade Date	Nature of Transaction (Purchase/Sale)	Number of Shares	Price Per Share (1)
4/26/2012	Purchase	1,000	\$8.1799
4/27/2012	Purchase	1,000	\$8.0899
4/30/2012	Purchase	480	\$7.8186
4/30/2012	Purchase	520	\$7.8158
4/30/2012	Purchase	1,000	\$7.6800
5/4/2012	Purchase	880	\$7.9788
5/4/2012	Purchase	120	\$7.9717
5/4/2012	Purchase	400	\$7.9800
5/4/2012	Purchase	300	\$7.9799
5/4/2012	Purchase	280	\$7.9793
5/4/2012	Purchase	20	\$7.9899
5/4/2012	Purchase	666	\$7.9899
5/4/2012	Purchase	334	\$8.0000
5/4/2012	Purchase	2,000	\$8.0000
5/7/2012	Purchase	623	\$8.0599
5/7/2012	Purchase	377	\$8.0796
5/7/2012	Purchase	523	\$8.0799
5/7/2012	Purchase	477	\$8.0999
5/7/2012	Purchase	1,700	\$8.0999
6/1/2012	Purchase	400	\$7.9999
6/1/2012	Purchase	100	\$7.9979
6/1/2012	Purchase	500	\$8.0000
6/20/2012	Purchase	1,171	\$8.1000
6/21/2012	Purchase	10,000	\$8.1500

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1 Not including any brokerage fees.