

MATERIAL SCIENCES CORP  
Form 8-K  
July 12, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): July 12, 2010**

**Material Sciences Corporation**

(Exact Name of Registrant as Specified in Its Charter)

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

**01-8803**  
(Commission  
File Number)

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

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**2200 East Pratt Boulevard**

**Elk Grove Village, Illinois**  
(Address of Principal Executive Offices)

**60007**  
(Zip Code)

**(847) 439-2210**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( *see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12(b))
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2)
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On July 12, 2010, Material Sciences Corporation (the Company ) entered into a stock repurchase plan with First Analysis Corporation ( First Analysis ) under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the 10b5-1 Repurchase Plan ), in connection with its previously authorized share repurchase program. Purchases under the 10b5-1 Repurchase Plan are expected to commence on or after July 12, 2010.

The Company has previously repurchased 885,919 shares of the one million shares authorized for repurchase on January 7, 2008. As a result, 114,081 shares are available for repurchase under the 10b5-1 Repurchase Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MATERIAL SCIENCES CORPORATION  
(Registrant)

Date: July 12, 2010

By: /s/ CLIFFORD D. NASTAS  
Name: **Clifford D. Nastas**  
Title: **Chief Executive Officer**