

MATERIAL SCIENCES CORP  
Form S-8 POS  
March 26, 2010

As filed with the Securities and Exchange Commission on March 26, 2010

File No. 33-81064

**UNITED STATES**  
**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)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

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

**2200 East Pratt Boulevard**

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

**60007**  
(Zip Code)

**Material Sciences Corporation Savings and Investment Plan**

(Full Title of the Plan)

**Clifford D. Nastas**

**Chief Executive Officer**

**2200 East Pratt Boulevard**

**Elk Grove Village, Illinois 60007**

**(847) 439-2210**

(Name, address and 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. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 on Form S-8 (the "Post-Effective Amendment") relates to the Registration Statement on Form S-8 (Registration No. 33-81064) filed with the Securities and Exchange Commission on July 1, 1994 (the "Registration Statement") of Material Sciences Corporation, a Delaware corporation (the "Company"). The Registration Statement registered 500,000 shares of the Company's common stock, par value \$0.02 per share (the "Common Stock"), which were to be offered and sold pursuant to the Material Sciences Corporation Savings and Investment Plan (the "Plan").

On September 1, 2009, the Company terminated the Plan feature that allowed Plan participants to invest in Company stock funds holding shares of Common Stock. Accordingly, as of September 1, 2009, no new investments in Common Stock could be made under the Plan. This Post-Effective Amendment is being filed to deregister all shares of Common Stock and related plan interests not heretofore sold pursuant to the Registration Statement. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such Common Stock and plan interests.

**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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Elk Grove Village, State of Illinois, on March 26, 2010.

**MATERIAL SCIENCES CORPORATION**

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

/s/ CLIFFORD D. NASTAS  
**Clifford D. Nastas**

Chief Executive Officer and Director  
(Principal Executive Officer)

/s/ JAMES D. PAWLAK  
**James D. Pawlak**

Vice President, Chief Financial Officer,  
Corporate Controller and Corporate Secretary  
(Principal Financial and Accounting Officer)

/s/ TERRY BERNANDER  
**Terry L. Bernander**

Director

/s/ FRANK L. HOHMANN III  
**Frank L. Hohmann III**

Director

/s/ SAMUEL LICAVOLI  
**Samuel Licavoli**

Director

/s/ PATRICK J. McDONNELL  
**Patrick J. McDonnell**

Director

/s/ JOHN P. REILLY  
**John P. Reilly**

Non-Executive Chairman of the Board

/s/ DOMINICK J. SCHIANO  
**Dominick J. Schiano**

Director