
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) October 30, 2007

Brush Engineered Materials Inc.

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction
of incorporation)

001-15885

(Commission
File Number)

34-1919973

(IRS Employer
Identification No.)

17876 St. Clair Avenue, Cleveland, Ohio

(Address of principal executive offices)

44110

(Zip Code)

Registrant's telephone number, including area code

216-486-4200

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)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure

On October 30, 2007, Brush Engineered Materials Inc., an Ohio corporation (the “Company”), updated its website with a slide presentation that will be presented by Richard Hipple, Chairman, President and Chief Executive Officer to investors on October 30, 2007. A copy of the presentation is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

Exhibits:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	October 2007 Presentation

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.

Brush Engineered Materials Inc.

October 30, 2007

By: Michael C. Hasychak

Michael C. Hasychak
Vice President, Treasurer and Secretary



... a leader in creating innovative engineered material solutions and services to make our customers competitive on a global basis

... while enhancing earnings growth, shareholder value, and stability ... by broadening technology, market, and geographic reach

Investor Presentation

October 2007

Forward-Looking Statements

These slides contain (and the accompanying oral discussion will contain) “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties and other factors that could cause the actual results of the Company to differ materially from the results expressed or implied by these statements, including health issues, litigation and regulation relating to our business, our ability to achieve profitability, significant cyclical fluctuations in our customers’ businesses, competitive substitutes for our products, risks associated with our international operations, including foreign currency rate fluctuations, energy costs and the availability and prices of raw materials and other factors disclosed in periodic reports filed with the Securities and Exchange Commission. Consequently these forward-looking statements should be regarded as the Company’s current plans, estimates and beliefs.

The Company does not undertake and specifically declines any obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect any future events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

Brush Engineered Materials Inc. Profile

- A leading manufacturer of high performance specialty engineered materials and services ... *an enabling materials technology company*
- Four segments ... with operations, service centers and major office locations in North America, Europe and Asia
- Serving long-term growth oriented global markets from consumer electronics to heavy mining equipment

Brush Engineered Materials – Major Business Units

Q-3 2007 Revenue

Advanced Material Technologies and Services

Williams Advanced Materials

PVD Targets
Optical Coatings
Refining
Electronic Packaging
52%

Engineered Material Systems

TMI (Specialty Clad and Plated Strip)

Automotive Connectors
Telecommunications
Consumer electronics
8%

Specialty Engineered Alloys

Alloy (Cu based Be and Ni Alloys)

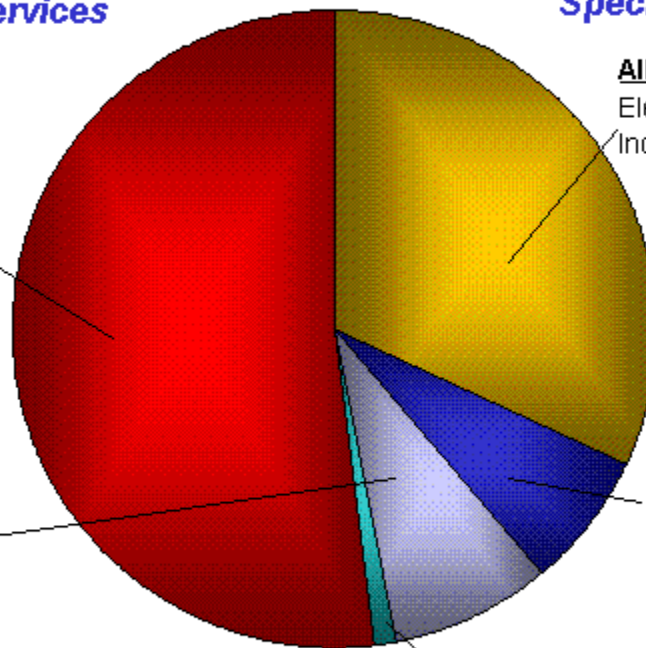
Electronic Connectors
Industrial Components
32%

Be and Be Composites

Be Products

Defense/Aerospace
Specialty Commercial Products
7%

Other 1%



Brush Engineered Materials ... core competency

A common approach to markets and culture across our operating companies

- Collaborating with customers worldwide to solve material application challenges ... *with a focus on enabling technology and services*
- "Own" a Niche orientation ... non-commodity
- Focus on global growth and service
- Constantly looking ahead to realign product and service portfolios towards favorable trends ... targeted to achieve strong profitable growth
- Employees who are *passionately* focused on exceeding customer expectations

Overview

- **Company:** **Brush Engineered Materials Inc.**
founded 1931, publicly traded since 1956
- **NYSE Ticker:** **BW**
- **Shares Outstanding:** **Approximately 20.7million at 9/28/07**
- **Market Cap:** **Approximately \$1 billion at 9/28/07**
- **Component of:** **S&P Super Composite 1500**
Russell 2000
S&P Small Cap 600
- **Annual Revenue:** **\$763 million @ 12/31/06, approximately \$1 billion expected in 2007**
- **Diluted EPS:** **\$2.45 for 2006 which includes a favorable tax valuation allowance benefit of \$1.07, or \$1.38 excluding the allowance**
- **Debt to Total Capitalization:** **11% at 9/28/07**

Third Quarter 2007 Recap

- Quarterly Revenue
 - Up \$30.5 million or 15% compared to third quarter 2006
 - The nineteenth consecutive quarter where sales were higher than the comparable quarter the previous year
 - Metal prices accounted for approximately 2% of the sales increase and organic growth was 13%
 - International sales 40% of the total
- EPS
 - Earnings per share of \$0.48 diluted compared to \$0.35 diluted for the third quarter of 2006

First Nine Months 2007 Recap

- Record sales of \$715 million, up 29% over first nine months of 2006
- Earnings per share of \$1.98 compares to prior year's \$0.96
- Sales growth, adjusting for metal price increased 25%
- A new first nine month sales high, even after adjusting for metal price inflation
- Eight consecutive quarters of greater than 15% growth
- Operating profit percentage improves approximately 7% from 5.5% *(excluding non-recurring charges and benefits)*

Strong conditions in key markets driving solid sales and earnings growth

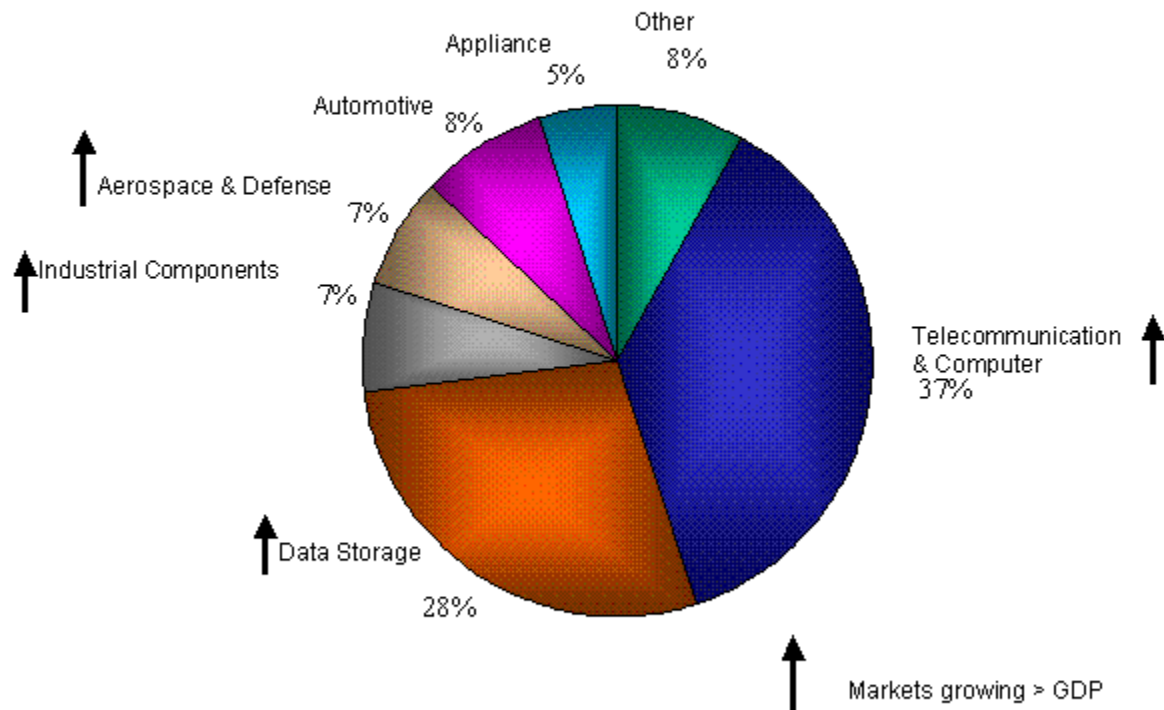
- Strong sales growth driven by
 - Broad based demand increase and new products
 - Added sales from acquisitions
 - Higher metal prices
- Consumer electronics a primary factor
 - Portable devices, such as cell phones
 - Hard disk drives/data storage
 - Gaming devices
- Industrial products growth another important factor
 - Oil and gas
 - Heavy equipment
 - Aerospace

Advancing the World's Technologies

- Strong customer collaboration ... providing enabling technology solutions and service
- Materials that meet design challenges requiring
 - Strength
 - Reliability
 - Electrical conductivity
 - Miniaturization
 - Weight reduction
 - Corrosion resistance
 - Reflectivity
 - Thermal conductivity
- Targeting profitable growth applications in growing markets

Global Leader in High Performance Engineered Materials

Q3 2007 Estimated Revenue by Market



Typical End Uses



Notebook computers
and network servers

Cellular phones, i-Pods and other
wireless communication devices



Defense



Electronic components
in cars and trucks



Commercial
Aerospace

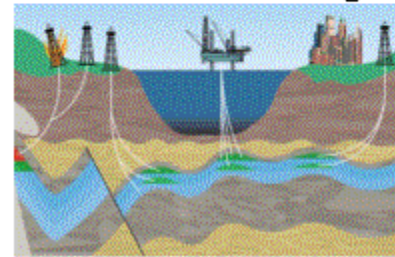


Medical
Devices



Data Storage

Industrial products for
Oil & Gas and Mining



Applications - Cell Phones

Grounding Clips and Audio Jacks (Alloy):

- Brush 60
- Alloy 25/190/290

Internal Antenna Contacts (Alloy):

- Brush 60/17410
- Alloy 25/190/290

Internal Electronics (Alloy):

- Thin Film Materials – Power amplifiers, SAW and BAW devices, filters, and IC's
- Frame Lid Assemblies for SAW
- Thin Film Material for backlight applications using LED technology
- Shield Cleaning

Micro Mezzanine Connectors for LCD Screen (Alloy):

- Brush 60

Battery Contacts (Alloy):

- Brush 60
- Alloy 25/190/290

I/O Connector Contacts (Alloy):

- Brush 60/17410
- Alloy 25/190/290

Other Cell Phone Applications:

- Circuit Board and IC Inspection (Electronics/Be Products):
 - PF-60 Be; IF-1 Be; AlBeMet 162
- RoHS Compliance Assurance (Electronics):
 - PF-60 Be; IF-1 Be

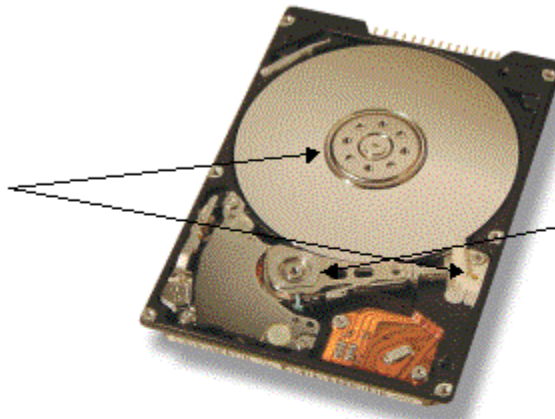
Applications – Hard Disk Drives

WAM

- Thin film materials for both the read/write head and disc platter.
- Chamber Services complement materials offering.

TMI

Disk drive arm clad material (Al/ss)

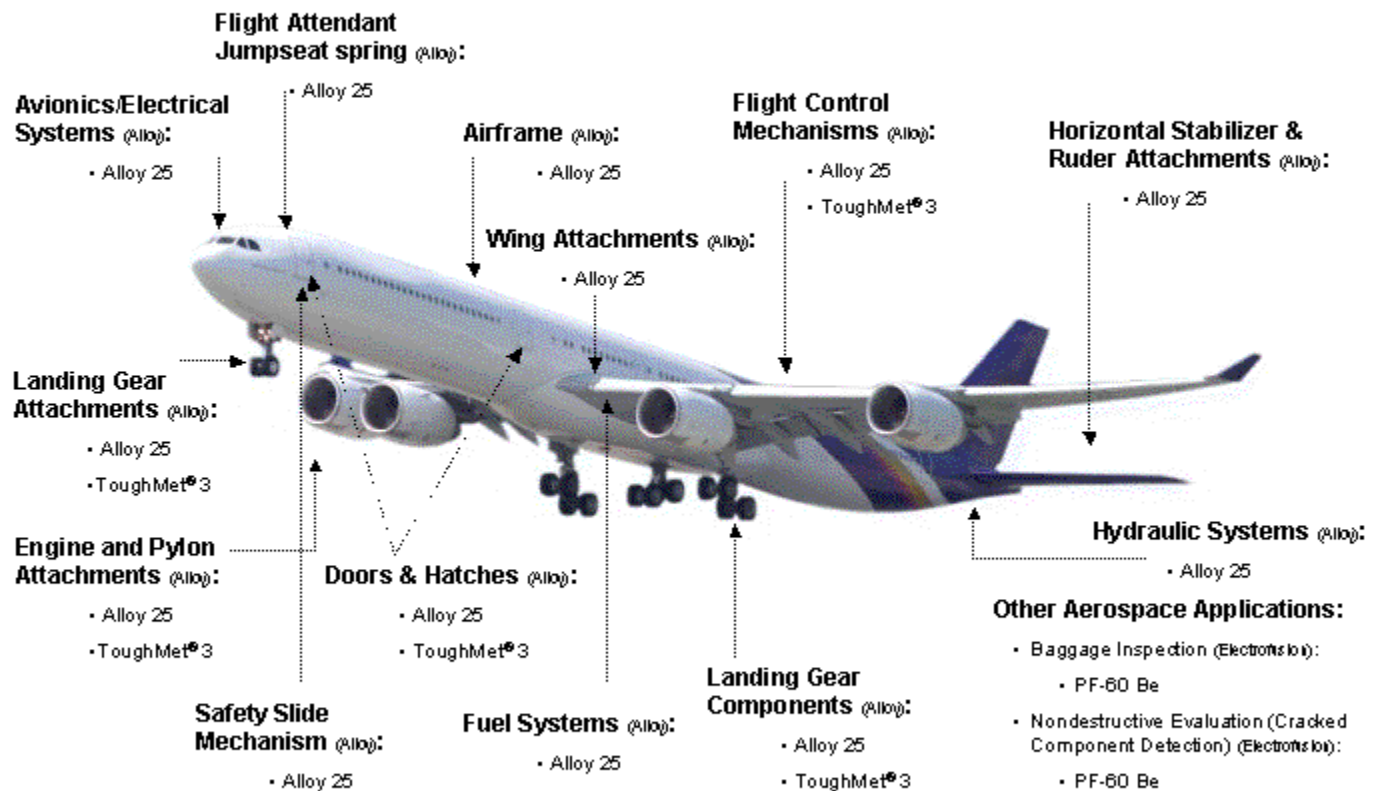


Applications growing into many commercial and mobile electronic products.

Example – Hard Disk Drive PMR Material Stack

Recording Layer	CoCrPt + Oxide
Orient Interlayer	Ru
Soft Underlayer	Cobalt Based Alloys
AFC Layer	Ru
Soft Underlayer	Cobalt Based Alloys
Substrate (Glass or Aluminum)	

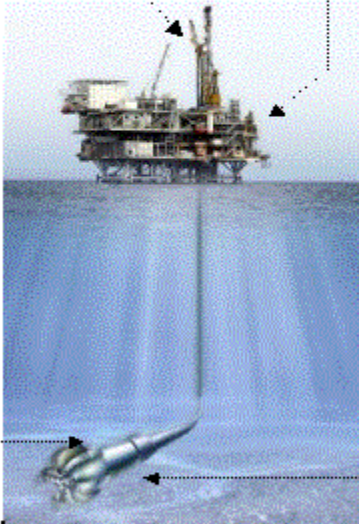
Applications - Aerospace



Applications - Oil & Gas

Wellhead Control Equipment (Alloy):

- Brush Alloy 25
- ToughMet® 3

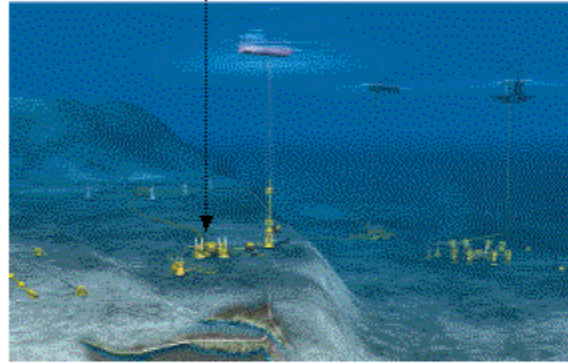


Structural Rig Components (Alloy):

- ToughMet® 3

Under Water Wellhead Equipment (Alloy):

- Brush Alloy 25
- ToughMet® 3



Directional Drilling Equipment (Alloy):

- Brush Alloy 25
- ToughMet® 3

Other Oil & Gas Applications:

- Elemental Analysis (Electron Spectroscopy):
 - PF-60 Be; IF-1 Be
- Down Hole X-Ray Inspection (Electron Spectroscopy):
 - PS-200 Be

Drill Bits (Alloy):

- Brush Alloy 25
- ToughMet® 3

Applications - Medical

Seizure Control (WAM/TFT):

- Thin Film Deposition Implantable Electrode – Parkinson's disease (R&D)

X-Ray Mammography (Electron/ion):

- IS-50M Be

Implantable Glucose Analysis (WAM/TFT):

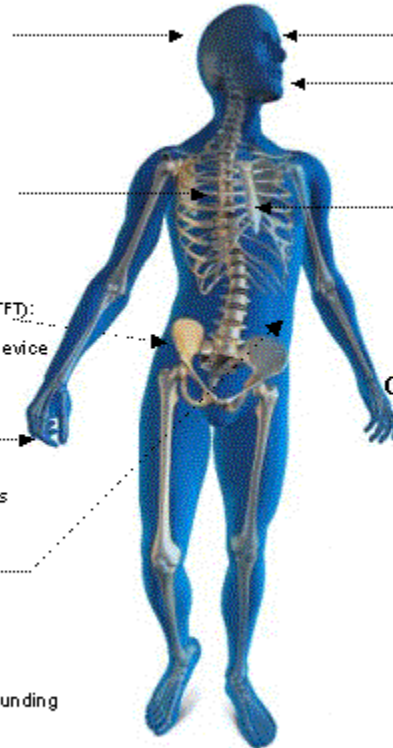
- Thin Film Coatings – Electrode Monitoring device

External Glucose Analysis (WAM/TFT):

- Thin Film Materials – One-time use
- Refining & Recycling – Metal recovery services

Insulin Pump (Alloy):

- EMI Shielding
- Electrical Terminals in Connectors
- Mechanical Chips
- Connector Systems for equipotential grounding



Vision (WAM/TFT):

- Ocular Implantable Hybrid Circuit

Dental X-Ray (Electron/ion):

- PS-200 Be

Cardiac Rhythm Management (TM):

- Electronic Interconnects/Components
- Niobium/Titanium Electron Beam Weld

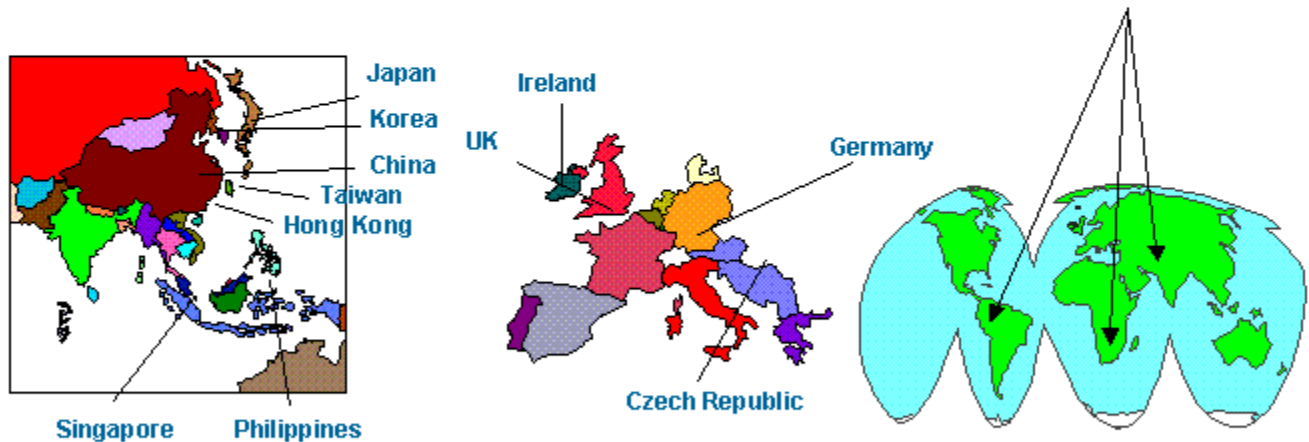
Other Medical Applications:

- CT Scan (Electron/ion): PF-60 Be; PS-200 Be
- Bone X-Ray (Electron/ion): PF-60 Be
- Ultrasonic Scalpels (Be Products): S-200F Be
- Advanced Drug Delivery Components (TM): Clad Stainless
- Hypodermic Components (TM): Multigauge Stainless
- Diagnostic Electronic Components (TM): Gold Plating
- Anesthesia Monitoring Components (TM): Gold Plating
- Biopsy Instruments (TM): Stainless Electro Weld Beam
- Cauterizing Electronic Scalpel (TM): Clad Stainless

Global Sales and Distribution Network

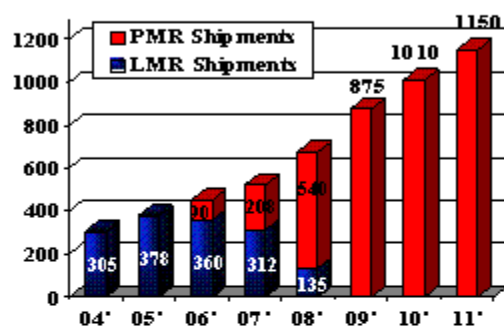
- Operations in the U.S. and eleven foreign countries
- Q-3 2007 International sales were 40% and growing at a faster rate than domestic sales
- Act globally ... service locally!

◀ ----- Asia / Pacific ----- ▶ ◀ ----- Europe ----- ▶ ◀ - Exports from USA - ▶



BEM – Targeting Growth Applications in Growing Markets

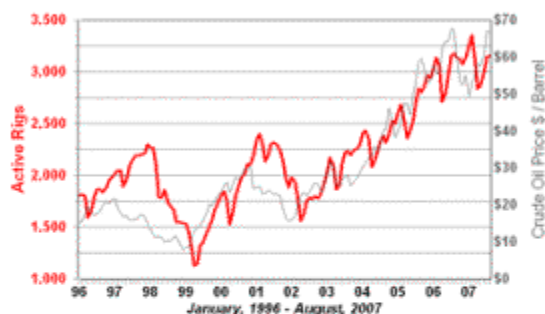
Disk Drive Head Demand



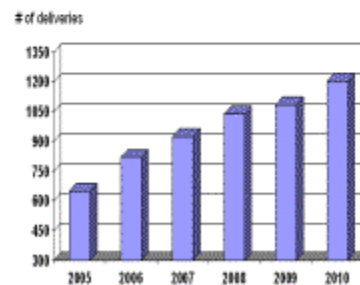
Mobile Telecommunications



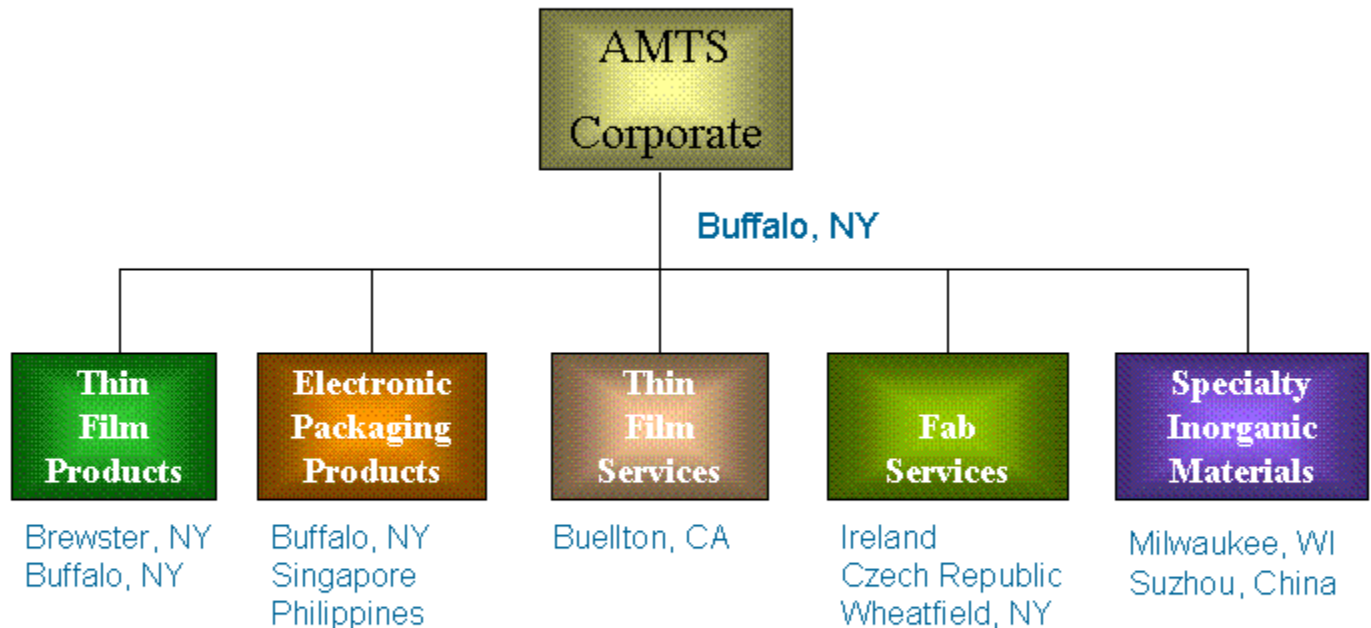
O&G - Rotary Rig Count



Build Schedule for Boeing/Airbus



Advanced Material Technologies and Services Business Structure Today and Evolving



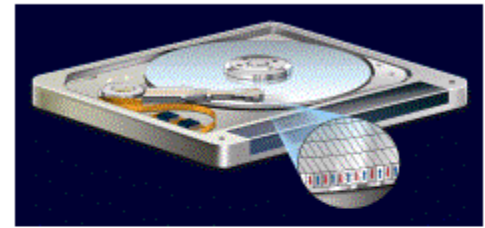
Additional Service Operations: Taiwan, Suzhou, Ireland, Singapore, California

Operating Locations

Williams Advanced Materials also has broad capabilities in precious and non-precious materials

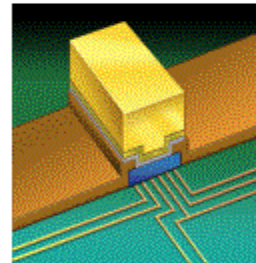
- **Comprehensive product line**

- High purity / proprietary PVD targets
- Micro-electronic packaging materials
- Specialty inorganic chemicals



- **Strong end use markets**

- Data storage
- Wireless/handsets
- semiconductor
- Optical media
- Optics



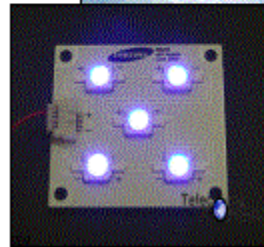
- **Industry leading service and support**

- Global sales and applications support
- "Best-in-class" response times
- Growing business in chamber services
- Low-cost operations in Singapore, Taiwan and the Philippines
- New offices in Korea, Japan, Shanghai, Czech Republic



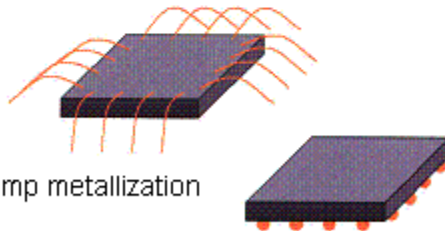
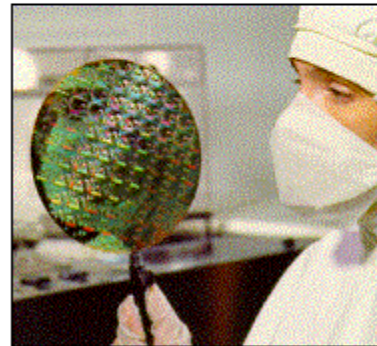
Key Markets – Wireless and Photonics

- Thin Film and Packaging materials for varied wireless and photonic applications including RF Power Amplifiers, HBT's, SAW Devices, Light Emitting Diodes (LEDs), Laser Recorders and Micro Electro Mechanical Systems (MEMS)



Key Markets – Semiconductor Wafer Fabrication

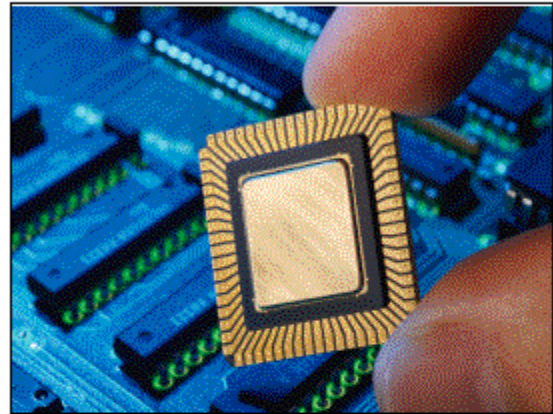
- Thin film materials and chamber services for silicon wafer and UBM (Under Bump Metallization) technologies.
- Numerous commercial and military microelectronic applications.



Under bump metallization

Key Markets – Semiconductor Packaging

- High reliability semiconductor packaging materials.
- Applications focused in space, military and satellite market segments.



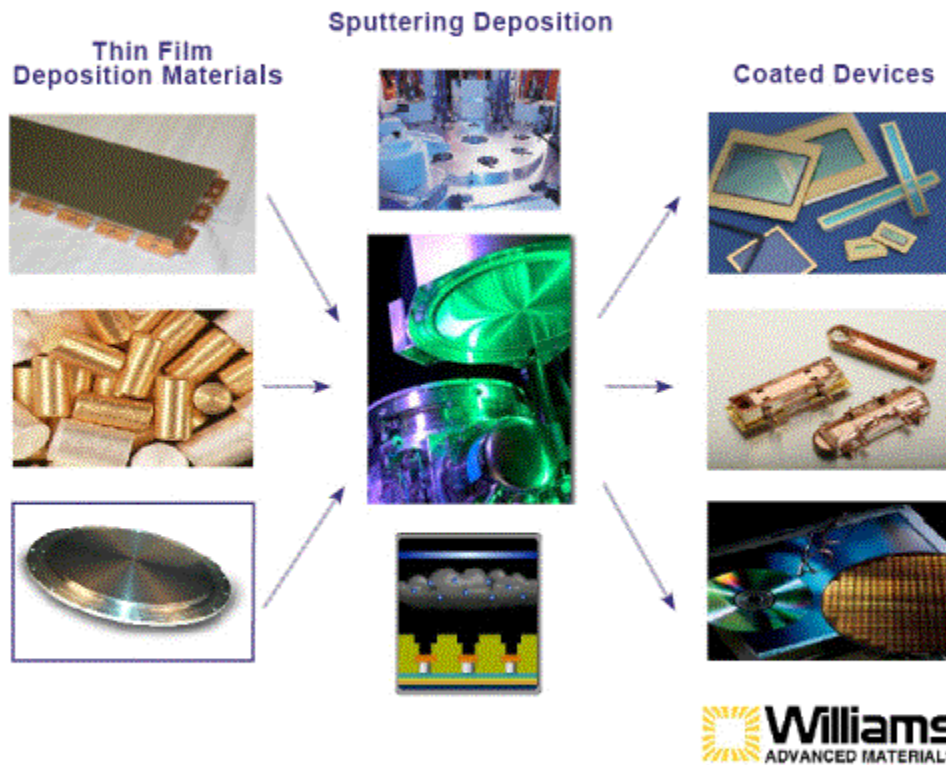
Solder preforms and clad materials



New Product and Technology Development

- Magnetic Media and Head Materials
- Under Bump Metallization (UBM) for Flip Chip
- FCCL Materials
- Wireless and Photonics
- Visi-Lid™ - A transparent lid for New Photonics applications
- Expanded refining/chamber services supporting the thin film materials business
- Silver Alloys for HD-DVD and Blue Ray Disc manufacturing
- Solar Panel Thin Film Materials
- MEMS and Photovoltaic Packaging Materials
- Nanotechnology Materials

Physical Vapor Deposition (PVD) Process



World's only Fully Integrated Beryllium Producer

**Bertrandite Ore
Mining & Extraction**



Delta, UT

**Casting, Rolling
& Finishing**



Elmore, OH

**Thin Gauge Rolling
& Finishing**



Reading, PA

**Service &
Distribution Centers**



Global Network

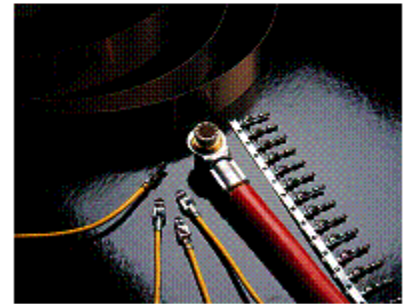
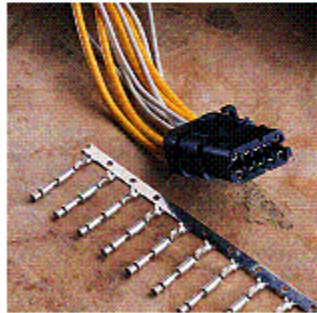
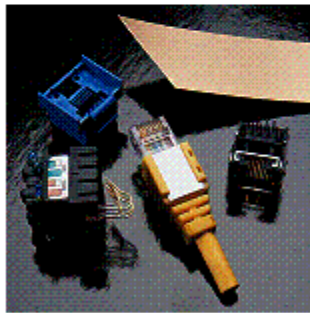
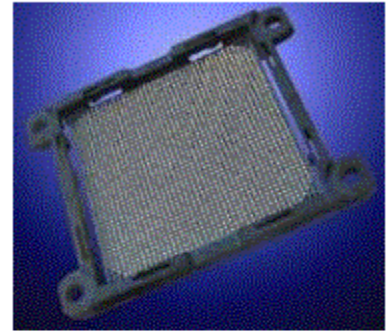
Also, new High Be Pebbles Plant underway with DOD Title III funding

Strip Alloy Applications

(strength, conductivity, spring characteristics ... typically 1 % to 2 % Beryllium)

Reliability and Miniaturization

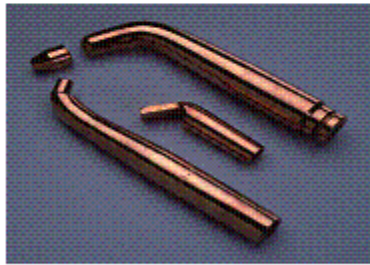
- Current Carrying Springs and Relays
- Integrated Circuitry Sockets
- Electrical and Electronic Connectors
- Air Bag Sensors
- Pressure Responsive Devices
- Fire Extinguisher Sprinkler Heads



Bulk Alloy Applications

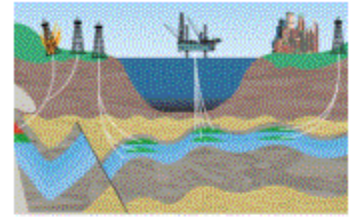
(strength, corrosion resistance, non-galling, conductivity ... typically 1% to 2% Beryllium)

- Aircraft Bushings
- Heavy Equipment Bearing and Wear Applications
- Oilfield well drilling, completion and production equipment
- Plastic Injection & Blow Molds
- Power Generation
- Undersea/Marine Housings for Telecom & Instrumentation
- Welding Electrodes & Dies



Toughmet® - a new unique solution for the most challenging wear and load conditions

- **Oil & Gas...deeper drilling...tougher conditions**
 - Rotary steering drills
 - Sour well drilling and completion tools
 - Sub-sea control valves
 - Blow-out preventions
- **Heavy equipment ... larger equipment ... critical uptime**
 - Heavily loaded bushings in mining and construction
 - On highway drive trains
 - Heavy pumps
 - On highway opportunities
- **Aero ... larger planes ... tougher conditions**
 - Landing gear, wheels, and brakes
 - Airframe attachments
 - Fluid power systems
 - Boeing 777, 787; Airbus 380, 350
 - Military

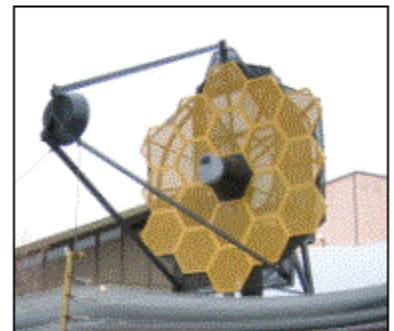
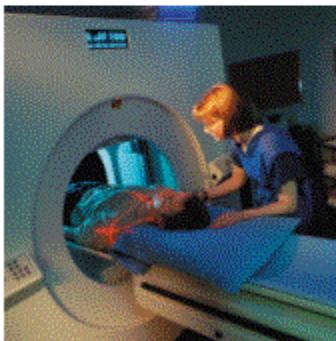


Replacing bronze, stainless, and nickel alloys ... strength, lubricity, and wear resistance

Beryllium Products – Applications

(lightweight, strength, dimensional, stability...typically 40% to 100% Beryllium)

- Optical mirrors for NASA space-based telescopes
- Infrared sensors for fighter jet optical targeting, radar and navigation/guidance systems and special ops (FLIR)
- Structural and electronic components for satellites
- X-ray windows in medical, security and commercial imaging systems
- Diaphragms for commercial and concert quality speaker systems



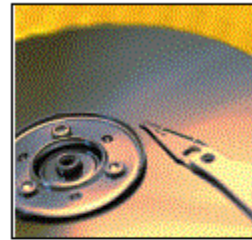
Technical Materials, Inc. – solving customers' problems with engineered strip metals

Mill Products

- Specialty cladding and inlay
- Electron beam welding of dissimilar materials
- Profiling shapes by milling and/or grinding
- Close tolerance rolling

Electroplating

- Precious and non-precious metals
- Overall and selective stripe capabilities
- Combination with current TMI technologies



**Disk
Drive
Arms**

**Automotive
Control
Components**



**Specialty
Electronic
Connectors**

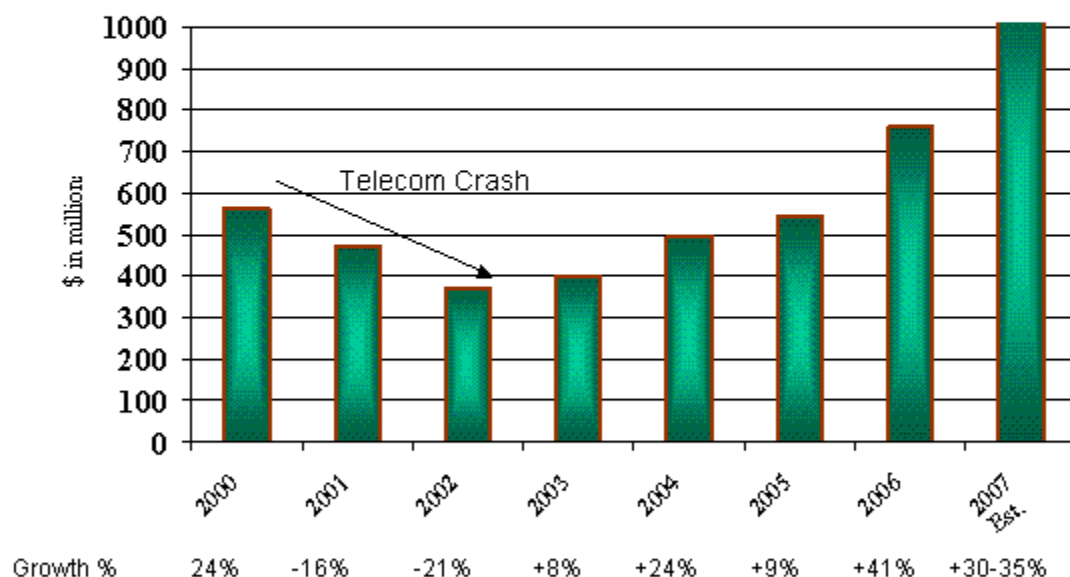
Automotive, Telecom/Computer, Medical, Energy

BEM – Execution Initiatives

- **Profitable organic growth through new products, applications, and services**
 - Close collaboration with customers
- **Expansion of international base and sales**
- **Broaden markets and technology**
- **Leverage above through "smart" acquisitions**
- **No let up in manufacturing excellence ... Lean Sigma process**
- **Increasing shareholder value**
- *Having the ability and passion to thrive on change !!!*

Annual Revenue: Historical

Our diversification and value creation initiatives are leading to strong growth in revenue and profitability



Our on-going shareholder value creation initiatives are focused in three key areas

Growth

- Expanding and diversifying the revenue base
 - Targeting profitable niche growth applications in growing markets
 - New product innovation and service
- Ongoing global expansion
- Strategic acquisitions, fast accretion

Margin Improvement

- Lean sigma-driven operating efficiency improvement
- New higher value add products
- Cost reductions

Fixed and Working Capital Utilization

- Inventory turn improvement
- Lean sigma-driven factory utilization gains

Strategic Highlights

- **Strong, diverse set of markets served**
- **Global market reach**
- **New products and services ... a culture of innovation**
- **Niche oriented product offerings**
- **Acquisitions adding to growth and earnings**
- **Focus on operational excellence paying dividends**
- **Strong cash flow**
- **Strong balance sheet provides liquidity to support growth**

Brush Engineered Materials – Material Solutions for the World's Leading Companies

