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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):

February 5, 2008

Brush Engineered Materials Inc.

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

Ohio

001-15885

34-1919973

\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

\_\_\_\_\_  
(Commission  
File Number)

\_\_\_\_\_  
(I.R.S. Employer  
Identification No.)

17876 St. Clair Avenue, Cleveland, Ohio

44110

\_\_\_\_\_  
(Address of principal executive offices)

\_\_\_\_\_  
(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:

- ☐ 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 2.01 Completion of Acquisition or Disposition of Assets.**

On February 4, 2008, WAM Acquisition Corp. ("WAC"), an indirect subsidiary of Brush Engineered Materials Inc. ("Brush"), completed the previously announced acquisition of substantially all of the assets of Techni-Met, Inc. ("Techni-Met") relating to Techni-Met's manufacturing of precision coating materials, including, without limitation, the vacuum deposition of inorganic materials onto flexible polymeric films. The acquisition was completed pursuant to the Asset Purchase Agreement, dated as of December 20, 2007, by and between WAC (as assignee of Williams Advanced Materials Inc., a subsidiary of Brush ("WAM")) and Techni-Met.

The purchase price was approximately \$90 million, subject to adjustments for working capital and the value of precious metal inventories, plus assumed liabilities and is being financed with internally generated cash and borrowings of approximately \$30 million under Brush's existing Credit Agreement, dated as of November 7, 2007, by and among Brush, Williams Advanced Materials (Netherlands) B.V., JPMorgan Chase Bank, National Association, as administrative agent for itself and the other lenders party thereto, and several banks and other financial institutions or entities from time to time party thereto (the "Credit Agreement"). Certain of the lenders and other parties under the Credit Agreement and their respective affiliates have performed, and may in the future perform, various commercial banking, investment banking and other financial advisory services for Brush and its subsidiaries for which they have received, and will receive, customary fees and expenses.

WAM was one of the largest suppliers to Techni-Met during 2005, 2006 and 2007.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired.

To the extent required, the financial statements required by this item will be filed by amendment not later than 71 calendar days after the date this initial report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information.

To the extent required, the pro forma financial information required by this item will be filed by amendment not later than 71 calendar days after the date this initial report on Form 8-K is required to be filed.

(d) Exhibit 99.1 - Press release, dated February 4, 2008.

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**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.

*February 5, 2008*

*By: Michael C. Hasychak*

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*Name: Michael C. Hasychak*

*Title: Vice President, Treasurer and Secretary*

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Exhibit Index

Exhibit No.	Description
99.1	Brush Engineered Materials Inc. press release dated February 4, 2008

## **BRUSH ENGINEERED MATERIALS SUBSIDIARY COMPLETES ACQUISITION OF TECHNI-MET, INC.**

CLEVELAND, Ohio — February 4, 2008 — Brush Engineered Materials Inc. announced today that a wholly-owned subsidiary, Williams Advanced Materials Inc. (WAM), has completed the previously announced acquisition of the assets of privately held Techni-Met, Inc. The acquisition was completed following the granting of an early termination of the waiting period under the Hart-Scott-Rodino Improvements Act of 1976 and satisfaction of other conditions stipulated in the definitive agreement.

The transaction, valued at approximately \$90 million, is being financed with internally generated cash and proceeds of approximately \$30 million from the Company's new \$240 million revolving line of credit. The acquisition is expected to be accretive to earnings in 2008.

Based in Windsor, Connecticut, Techni-Met, Inc. has approximately 45 employees in two leased facilities in the Windsor area.

Techni-Met has been a long-standing customer of WAM and has partnered with the Company on various product development efforts over the years that have helped to support Techni-Met's growth. Physical vapor deposition (PVD) targets from Williams' Buffalo and Brewster, New York facilities are deposited by Techni-Met into single or multi-layer coatings onto flexible polymeric films. Value added films manufactured at the Windsor facilities supply a wide range of high-end applications in a range of advanced technology industries, including supporting downstream customers in developing more accurate diagnostic devices for diabetes management.

Commenting on the completion of the acquisition, Dick Hipple, Brush Engineered Materials' Chairman, President and CEO, said, "We are excited to have Techni-Met team up with Williams. The combination of these highly complementary businesses extends WAM's leadership and geographic reach in high-growth, technically demanding thin film markets, and allows us to pursue strategic growth opportunities in the medical diagnostics and other targeted markets. Further, it provides a new source of revenues and margin contribution to our organization."

Over the past few years, the Williams Advanced Materials organization has undergone expansions and completed several important acquisitions to strengthen its leadership position in global growth markets. In 2007, WAM opened a new precision cleaning and reconditioning services facility in the Czech Republic and a new PVD operations and services center near Shanghai, China. In 2006, the company acquired CERAC, incorporated in Milwaukee, Wisconsin, a leading domestic provider of specialty inorganic materials. In 2005, following the acquisition of OMC Scientific Holdings Limited in Ireland, WAM purchased Thin Film Technology, Inc. of Buellton, California, a leader in the production of precision optical coatings, thin film hybrid circuits, and highly engineered thin film coatings and services.

Williams Advanced Materials Inc. is headquartered in Buffalo, New York. The Company manufactures precious, non-precious and specialty metal products at its facilities in North America, Europe and Asia, and provides value added services on a global basis. Major markets for WAM's products include magnetic data storage, wireless, semiconductor, photonics, medical sensors, and key applications of the microelectronics markets.

Brush Engineered Materials Inc. is headquartered in Cleveland, Ohio. The Company, through its wholly-owned subsidiaries, supplies worldwide markets with beryllium products, alloy products, electronic products, precious metal products, and engineered material systems.

**FOR FURTHER INFORMATION, PLEASE CONTACT:**

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