# 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) August 17, 2012**

# Materion Corporation
**(Exact name of registrant as specified in its charter)**

| **Ohio** | **001-15885** | **34-1919973** |
|---|---|---|
| **(State or other jurisdiction of incorporation)** | **(Commission File Number)** | **(IRS Employer Identification No.)** |

| **6070 Parkland Blvd., Mayfield Heights, Ohio** | **44124** |
|---|---|
| **(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 (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))

**Item 7.01 Regulation FD Disclosure**

On August 17, 2012, Materion Corporation updated its website with a slide presentation that will be presented by Richard J. Hipple, Chairman, President and Chief Executive Officer to investors. A copy of the presentation is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

Exhibits:

| Exhibit Number | Description of Exhibit |
|---|---|
| 99.1 | August 2012 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.

Materion Corporation

August 17, 2012

By: */s/ Michael C. Hasychak*
Michael C. Hasychak
Vice President, Treasurer and Secretary

Exhibit 99.1

MATERION

# Materion Corporation – Investor Presentation

August 2012

# 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 and/or maintain 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, the timing and ability to achieve further efficiencies and synergies resulting from our name change and product line alignment under the Materion name and brand, 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.

# Materion (MTRN)

- An Advanced Material Company
  - Lighter, stronger, faster, smaller, reliable
- Strong Global Positions in Attractive and Growing Markets
- Solid Record of Long-term Growth
- Strong Value Added* Margins
- Market Cap: $410 Million
- Annual Sales: $1.4 Billion (Forecast 2012)
- Strong Balance Sheet: Debt/Debt + Equity <23%
- EBITDA**: $90-95 Million (Forecast 2012)

* Excludes metal pass-through

** Earnings before interest, taxes, depreciation and amortization. See A-27 in the Appendix for reconciliation to GAAP.

# Identify High Growth Secular Markets

| Market | Q2 2012 % of Value-added Sales | Trends | Key Drivers |
|---|---|---|---|
| Consumer Electronics |  26% |  | • Smartphone growth<br>• Tablet computers & LEDs<br>• Miniaturization |
| Industrial Components & Commercial Aerospace |  19% |  | • New airplane builds & retrofits<br>• Increasing air travel<br>• Heavy equipment builds |
| Defense & Science |  11% |  | • DoD & foreign military budgets<br>• Demand for communications satellites<br>• High performance optical devices |
| Automotive Electronics |  10% |  | • Increasing global car production<br>• HEV/EV lithium ion battery components<br>• Engine control & electronic systems |
| Energy |  8% |  | • Directional drilling<br>• Rig counts<br>• Solar, batteries & smart grid devices |
| Medical |  8% |  | • Glucose testing<br>• Blood analysis test coating for medical diagnosis<br>• Diagnostics equipment |
| Telecommunications Infrastructure |  6% |  | • Global 3G/4G builds<br>• Base stations<br>• Undersea fiber-optics expansion |

# Unique Global Positions – Advanced Materials

| | | Leading Global Position |
|---|---|---|
|  | • High Purity Gold Products for Semiconductor Fabrication (Wireless & LED)<br>– Offering “full metal management” capabilities | ☑ |
|  | • Precision Optical Coatings – Visible to Infrared Bandwidth<br>– “Go To” Supplier for defense, thermal imaging, space and medical applications | ☑ |
|  | • Only Fully Integrated Producer of Beryllium and Beryllium Alloys in the World<br>– Over 75 years of reserves at Utah | ☑ |
|  | • Unique Copper-Nickel-Tin Material ToughMet®<br>– Multiple advanced applications growing at over 30% annually | ☑ |
|  | • Blood Analysis Test Coatings for Medical Diagnosis | ☑ |

MATERION TODAY:

# New Name, Same Impressive Performance

| Sales growth (2005 – 2011) | Operating profit growth (2005 – 2011) | Repositioning of company |
|---|---|---|
| **12%*** CAGR | **19%** CAGR | **Successful** |

*Excluding pass-through metal

# High Operating Margins

## Removing High Value Metals Clarifies Margins

**2011**

| | Operating Profit % | Operating Profit % of Value-Added(1) |
|---|---|---|
| Advanced Materials | 3% - 5% | 16% – 18% |
| Integrated Metals | 6% - 8% | 8% – 10% |
| Company | 3% – 5% | 10% – 12% |

(1) Value added sales excludes metal pass-through

# Successful Repositioning – Snapshot

| | 2002 | | 2011 |
|---|---|---|---|
| Revenue | $373M | → | $1.5B |
| Revenue % in Advanced Materials | 47% | → | 76% |
| Debt-to-Debt-Plus-Equity | 43% | → | 17% |
| Working capital * % of sales | 41% | → | 23% |
| Cyclicality | High | → | Lower |
| Growth | Low | → | Higher |

* A/R, Inventory & A/P

# High Value-Added Business Model

1. Identify high growth secular markets
2. Target the fastest growing niches of those markets


3. Expand with innovative products
4. Add synergistic acquisitions
5. Ensure financial discipline

# A Global Platform

## Operations in US and 11 Countries

- Customers in >50 countries
- Expanded presence in Asia

## Significant International Sales* Q2 2012


*Percentage of value added sales

# Continually Develop Innovative Products

- Leveraging customer-centric product development
- Active research programs to take advantage of secular trends
- Key product areas include
  - LEDs
  - Medical
  - Commercial Optics
  - Computer Hard Drives
  - Energy
  - Science
  - Commercial Aerospace
  - Hybrid & Electric Vehicles
  - Wireless

# A Strong Record of Synergistic Acquisitions

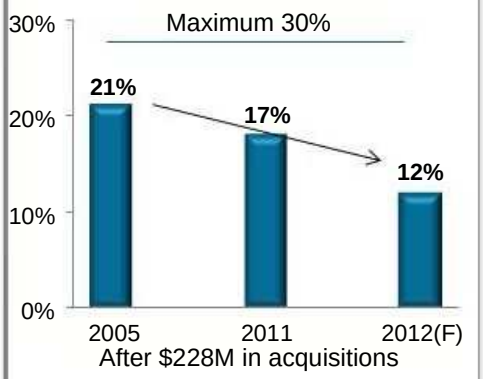
| Acquisitions 2005 - 2012 | Impact | | |
|---|---|---|---|
| | Add complementary products / technology | Expand market position | Accretive in year 1 |
| OMC – shield kit cleaning – 2005 | ✓ | ✓ | ✓ |
| TFT – thin film coatings – 2005 | ✓ | ✓ | ✓ |
| CERAC – inorganic chemicals – 2006 | ✓ | ✓ | ✓ |
| Techni-Met – thin film coatings – 2008 | ✓ | ✓ | ✓ |
| Barr – thin film coatings – 2009 | ✓ | ✓ | ✓ |
| Academy – precious metals – 2010 | ✓ | ✓ | ✓ |
| EIS Optics – thin film coatings – 2011 | ✓ | ✓ | TBD |
| AMC – metal matrix composites – 2012 | ✓ | ✓ | TBD |

Added over $440M to sales and approximately 30% of company profit in 2011

# Ensure Financial Discipline

## Maintain strong balance sheet

**Debt-to-Debt-Plus-Equity**




After $228M in acquisitions

## Strong cash flow

- Cash flow from operations $30M - $75M annually for the past five years
- Capex below depreciation
- Reduction in working capital goal to <20% sales

**Resources to finance organic growth and acquisitions while returning cash to shareholders**

# Financial Goals Next 3-5 Years

| | Past 3-5 Years | | Next 3-5 years |
|---|---|---|---|
| Revenue growth – organic | 12% | → | >10% |
| Acquisitions | $35M - $40M Per year | → | $50 - $100M Per Year |
| Margins (OP % VA) | 10% - 14% | → | 14% - 18% |
| Working capital % sales | 23% - 25% | → | <20% |
| Debt-to-Debt-Plus-Equity | 16% - 18% | → | <30% |
| ROIC (pre-tax) | 9% - 12% | → | >20% |

THESIS

# Positioned to Deliver Long-Term, Sustainable Growth

IN SUMMARY

# Why Invest in Materion Corporation?

**Positioning**

**A leader in high-growth markets**

- Global player, strong secular market drivers
- Sustainable long-term growth

**Performance**

**Strong performance record**

- Proven business model
- Target, capture niche, then expand

**Growth**

**Executing three point strategy**

- Clear financial goals, performance continuing to improve

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# Appendix

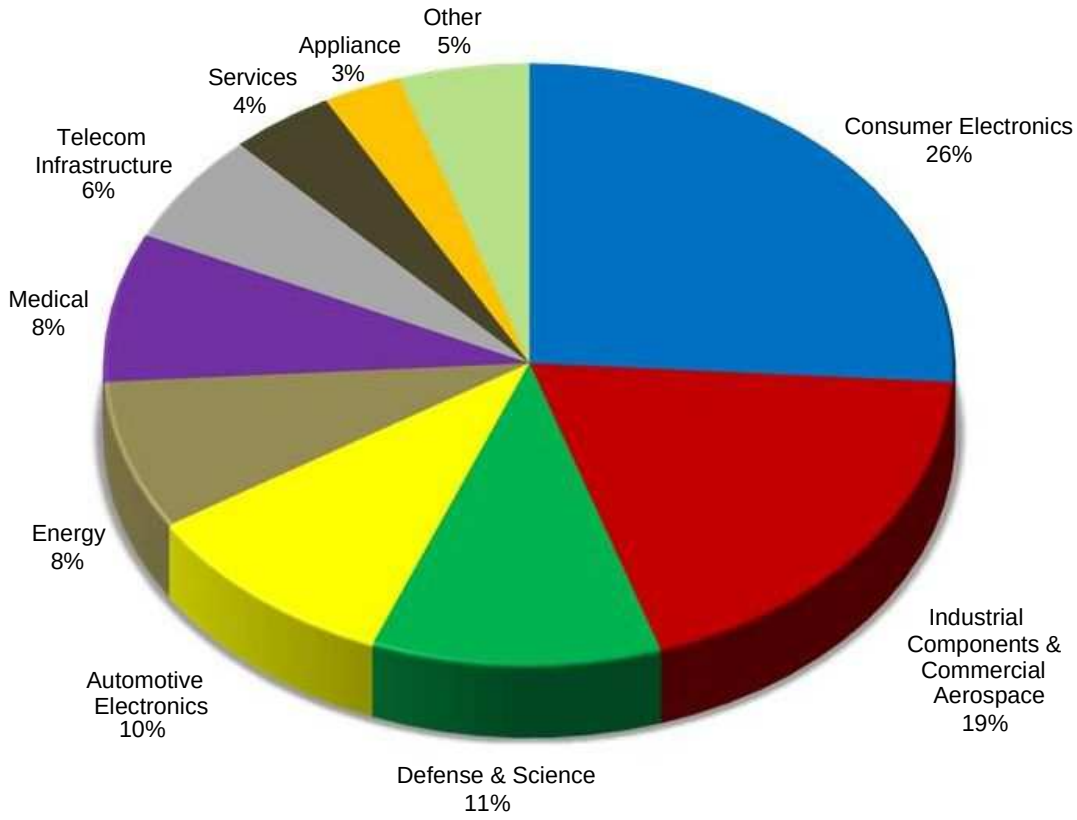
# Target High Growth, Leading-Edge Markets

## Reportable Segments

| Key Markets | ADVANCED MATERIAL TECHNOLOGIES<br>Precious, Non-precious, Specialty Metal and Inorganic Materials, Electronic Packages and Components | PERFORMANCE ALLOYS<br>Bulk and Strip Form Products and Beryllium Hydroxide | BERYLLIUM & COMPOSITES<br>Beryllium and Beryllia Ceramic Products | TECHNICAL MATERIALS<br>Specialty Strip Metal Products |
|---|---|---|---|---|
| CONSUMER ELECTRONICS | ▲ | ▲ | ▲ | ▲ |
| DEFENSE & SCIENCE | ▲ | ▲ | ▲ | ▲ |
| INDUSTRIAL COMPONENTS & COMM. AEROSPACE | ▲ | ▲ | ▲ | |
| TELECOM INFRASTRUCTURE | ▲ | ▲ | ▲ | ▲ |
| AUTOMOTIVE ELECTRONICS | ▲ | ▲ | ▲ | ▲ |
| ENERGY | ▲ | ▲ | ▲ | ▲ |
| MEDICAL | ▲ | ▲ | ▲ | ▲ |

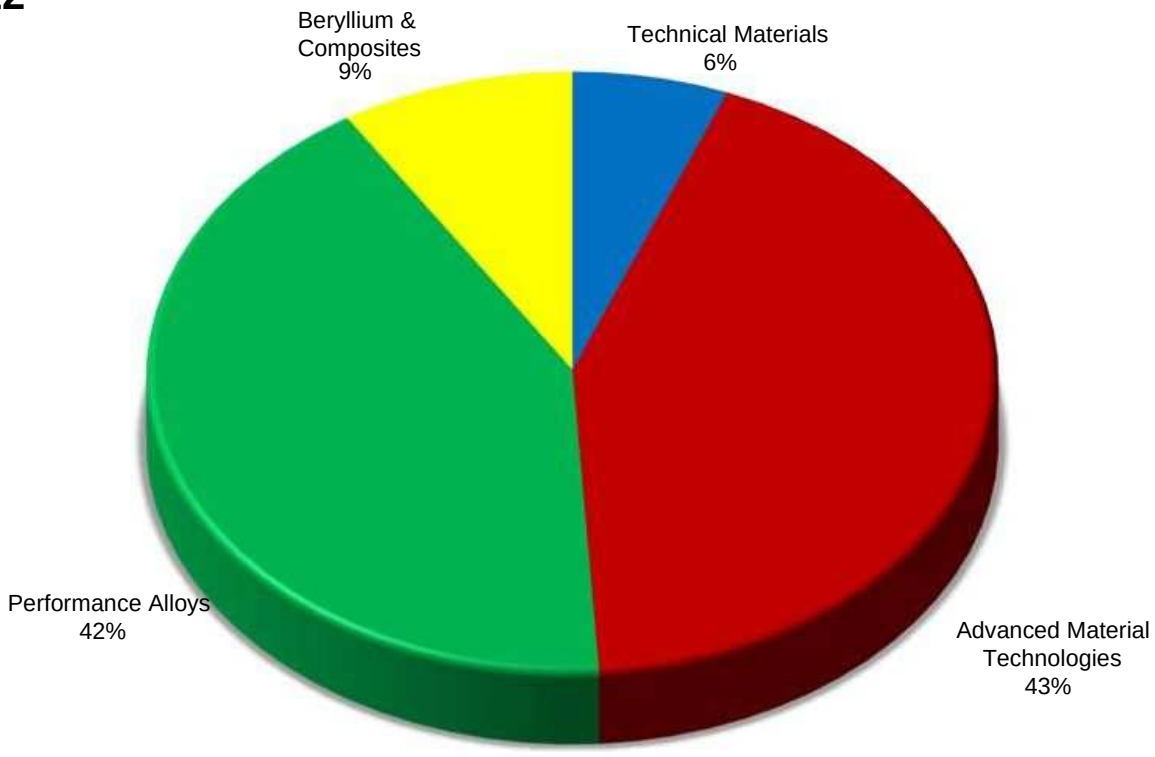
# Value Added Sales: Materion

## Q2 2012



# Value Added Sales: By Segment

## Q2 2012



# Value Added Sales: Advanced Material Technologies

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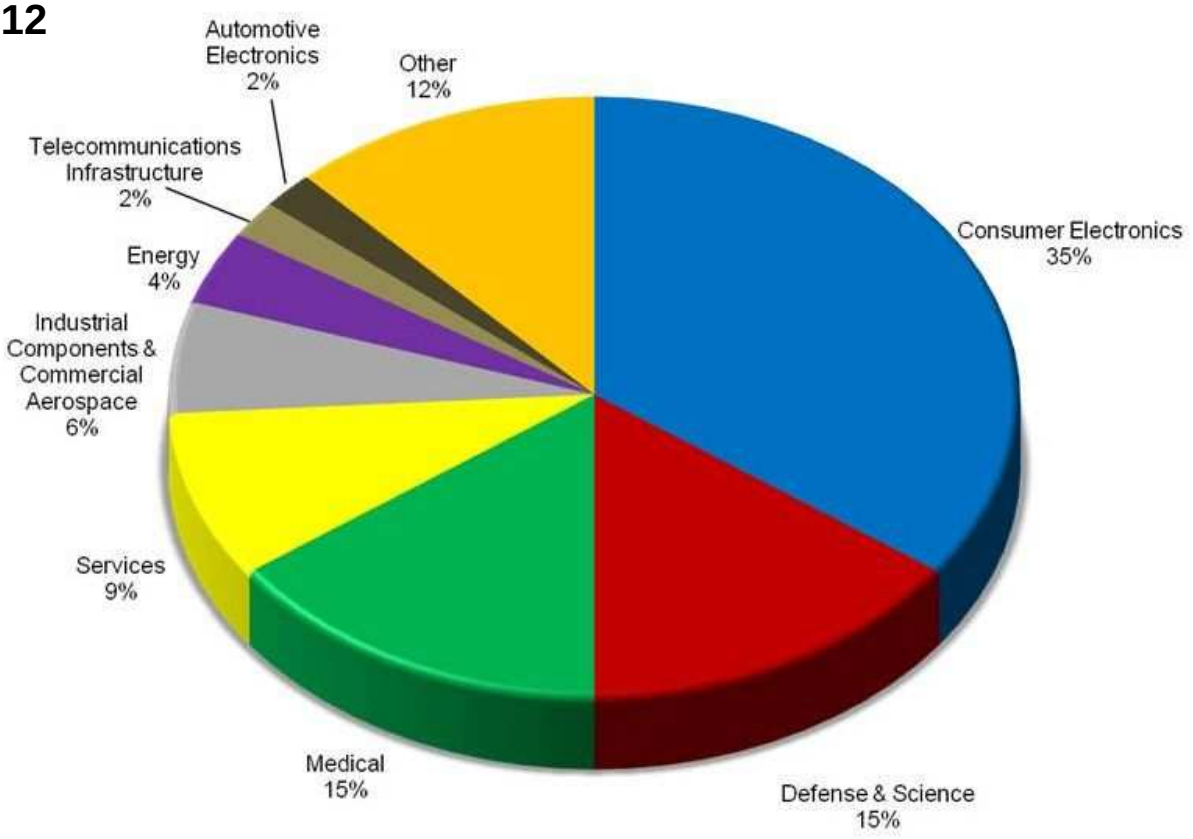
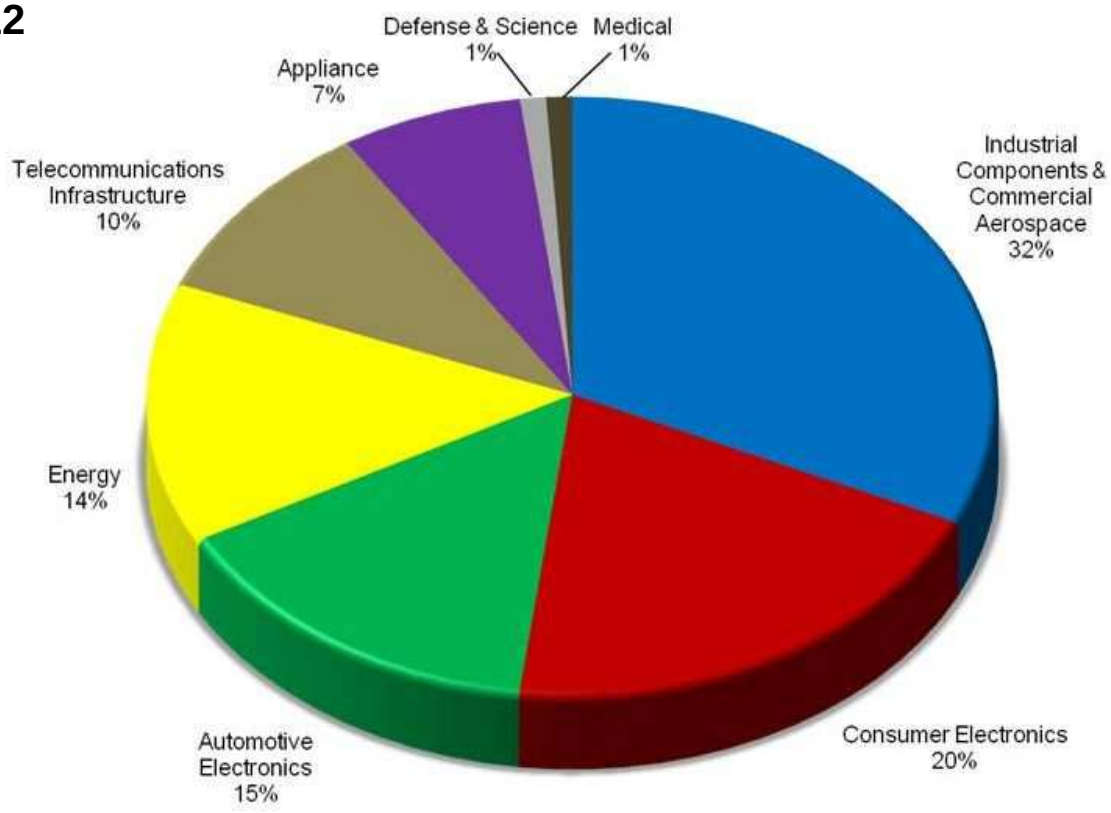
## Q2 2012



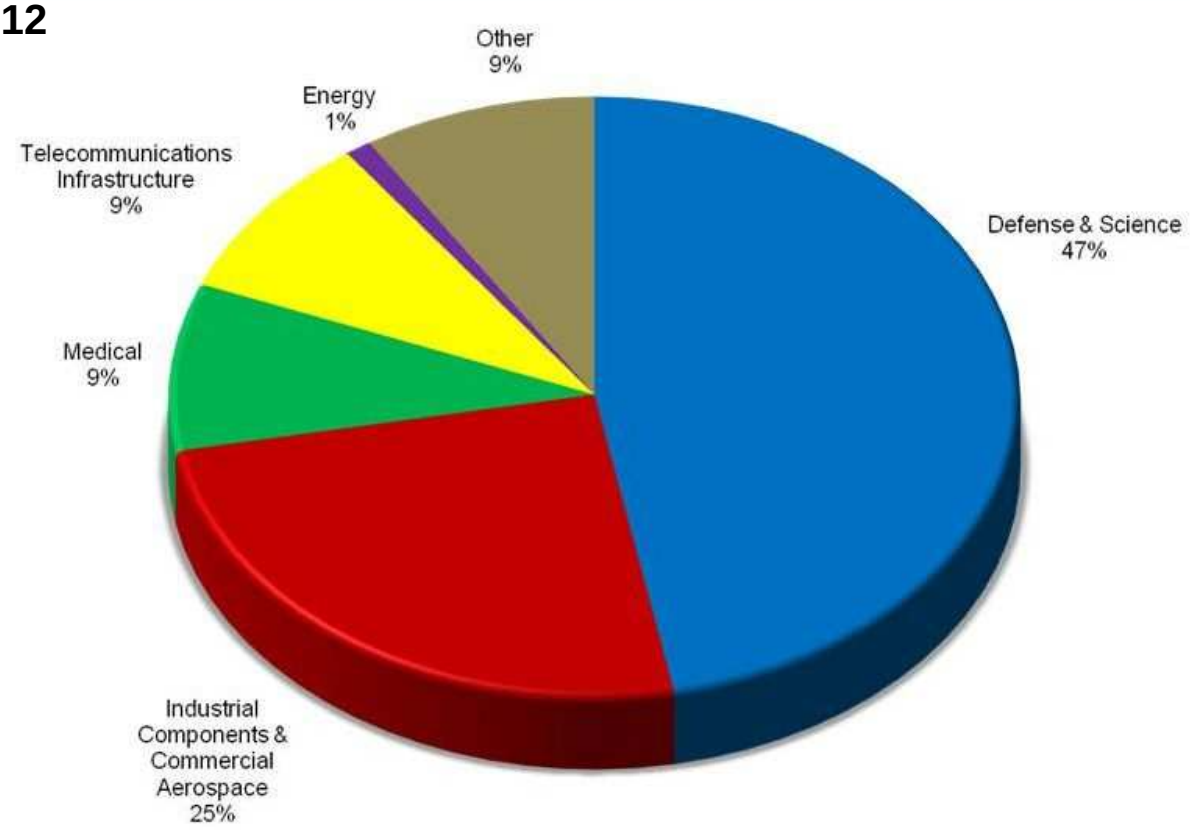
# Value Added Sales: Performance Alloys

**Q2 2012**



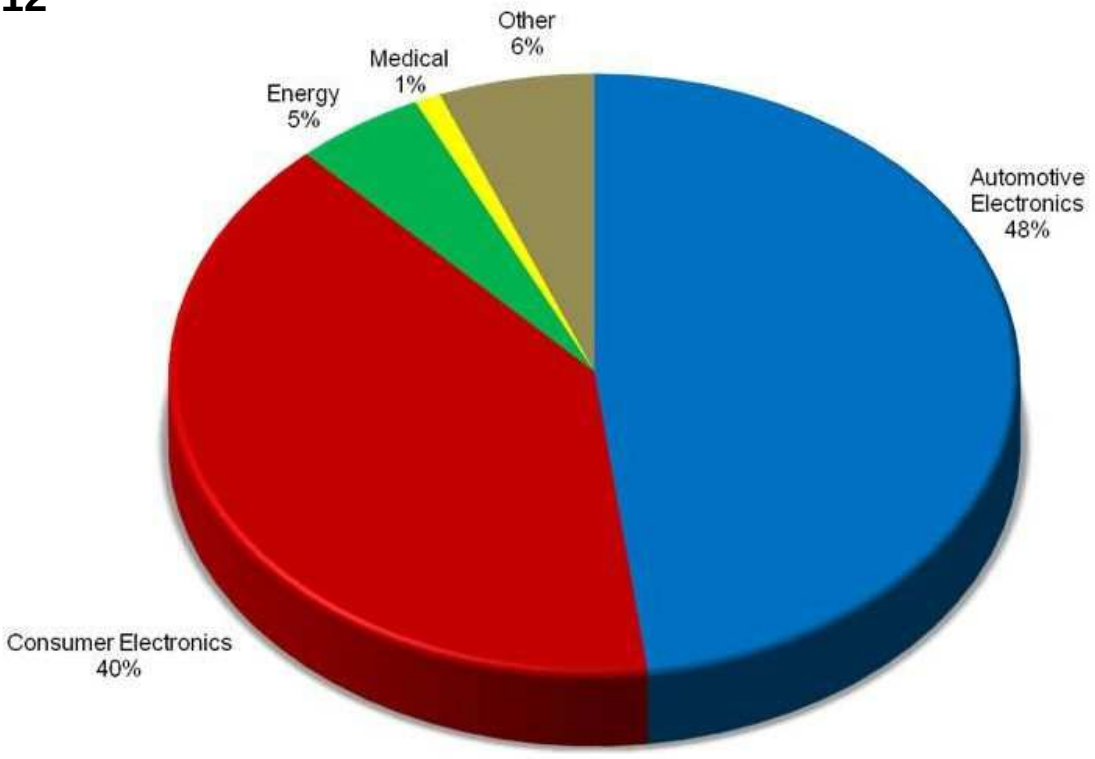
# Value Added Sales: Beryllium and Composites

## Q2 2012



# Value Added Sales: Technical Materials

## Q2 2012



# Core Technologies

1. High Purity Gold and Silver for Industrial Applications
2. Powder Science and Processing (Vacuum, Hot and Cold Isostatic Pressing ) … Metal and Chemical
3. Full Metal Processing Technology (Melting, Casting, Rolling, Extrusion)
4. Selective Electroplating
5. Light Wave Management and Coating Technology
6. Thin Film Large Area Coating
7. Numerous “Specialties” … Cladding, Electron Beam Welding, Diffusion Bonding
8. Shield Kit Cleaning
9. Chemical Synthesis
10. Amorphous Metals

# Continuing to Execute Three Point Strategy

**Increasing Shareholder Value**

1. Grow and diversify revenue base
2. Expand margins
3. Improve fixed and working capital utilization

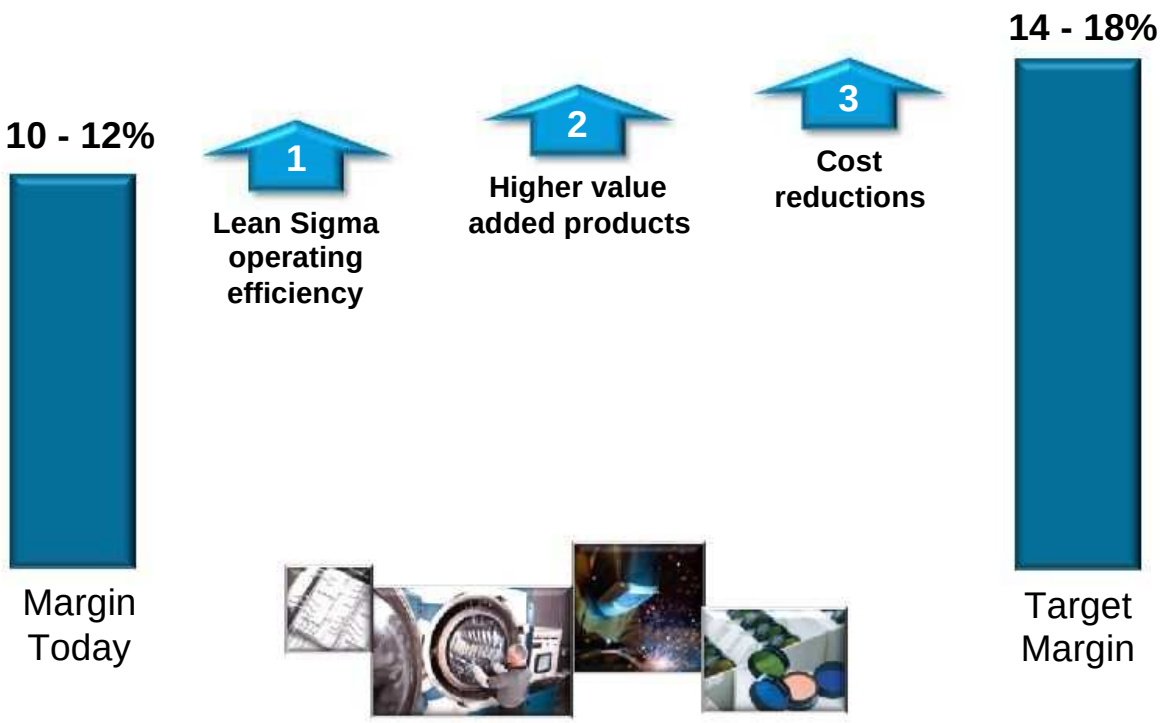
# Expand and Diversify Revenue Base

- Targeting expansion in secular growth markets including:
  - smart mobile devices, 3G / 4G, commercial aerospace, oil & gas, alternative energy, optics, LED / LCD
- Ongoing global expansion
  - Asia
- Strategic acquisition → fast accretion
  - Technology breadth
  - Global reach
  - Product diversification

STRATEGY #2: MARGINS

# Expand Margins – Key Drivers

(OP % VA)



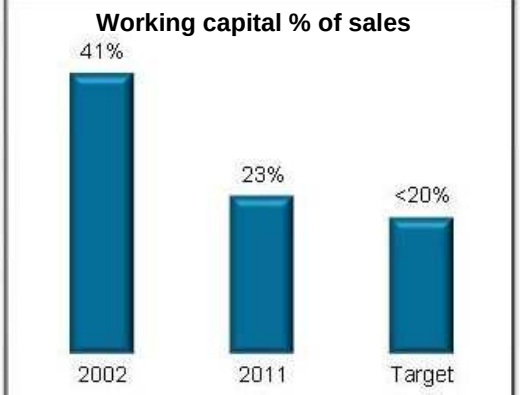
STRATEGY #3: CAPITAL EFFICIENCY

# Improve Fixed and Working Capital Efficiency

## Lean Sigma

- Cycle time reduction
- Yield improvement
- On-time shipments

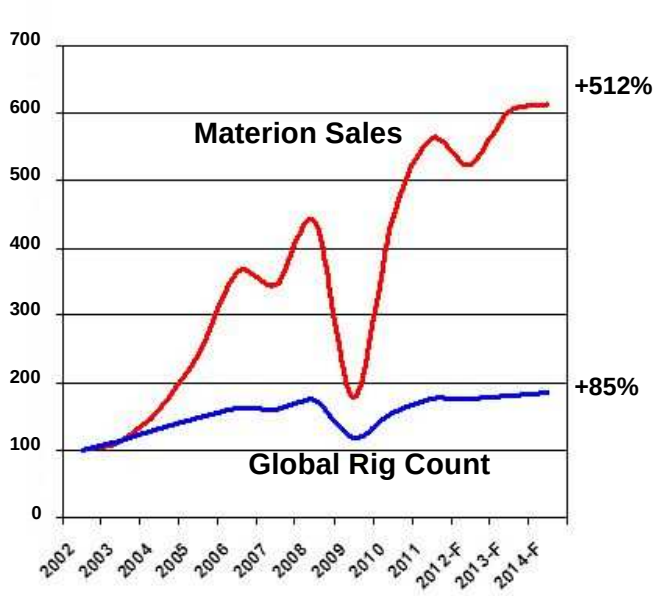
## Improve Working Capital Efficiency



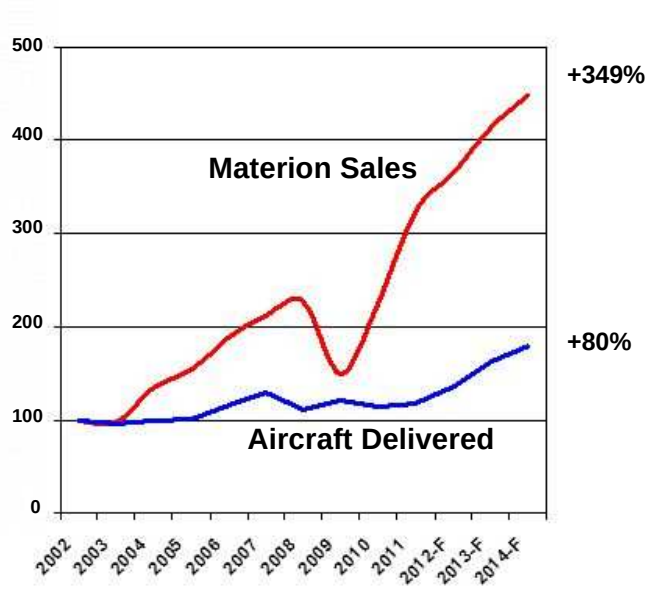

Based on 2012 projected sales, each 5% of working capital efficiency = $50M of cash

# Strategy in Action: Outgrowing Growth Markets

## Growth of Materion Oil and Gas Sales vs. Market



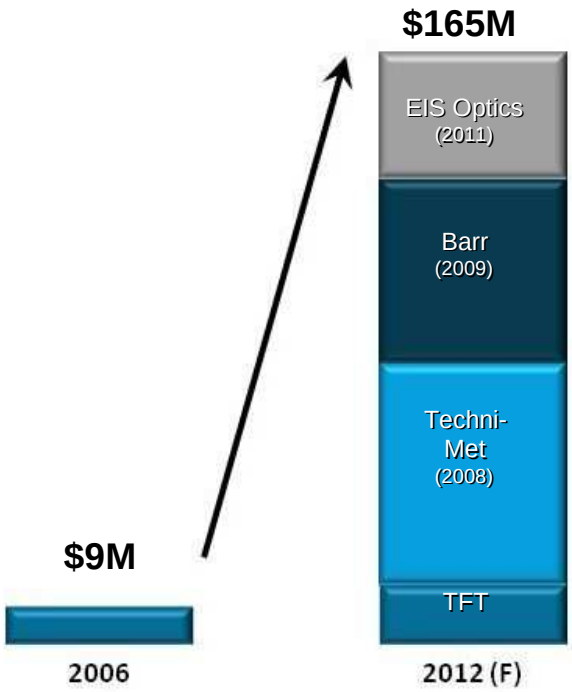

## Growth of Materion Aerospace Sales vs. Market



# Synergistic Acquisitions

**Case Study of Growing a Niche Business**
**– Optical Filters and Medical Coatings**

(Pro-Forma Revenues)




- Positioned in $1.2B+ market growing at 11% annually
- Markets served include: defense, aerospace, medical, energy, semiconductor, telecommunications, lighting and astronomy
- The recent acquisition of EIS Optics continues to expand our global footprint in Asia

# New Product and Technology Development

## Advanced Material Technologies

### Materials

- Optics Coating Materials and Large Format Components
- Thin Film Electrodes (medical diagnostics)
- Expanded refining/chamber services – Complement to Thin Film Materials & Coating businesses
- Nanotechnology Materials
- Materials for High Brightness LEDs
- Specialty Inorganic Compounds (Solar, Security)
- Precious Metal Materials – rod, bar, sheet, slugs, etc.
- Global Refining and Metal Recovery and Management Services
- Ultra high purity Precious Metals for medical and semiconductor applications
- Next generation magnetic data storage thin film head materials

# New Product and Technology Development

## Advanced Material Technologies

### Coatings

- Precision Optical Thin Film Coatings (specialty filters)
- Large format Thin Film Materials for large area coatings (Energy, Solar)
- Solar Panel Thin Film, Concentrator Materials and Barrier Film Coatings

### Packaging

- Optical package for New Photonics applications
- RF packages for the latest transistor technology (3G and 4G infrastructure)
- MEMS and Photovoltaic Packaging Materials

# New Product and Technology Development

## Performance Alloys

- ToughMet® Alloy for High Volume Bearing Applications
- BrushForm 158 for Voice Coil Motor (VCM) applications
- Materion R270 Strip
- “Next Generation” Alloy for Oil & Gas

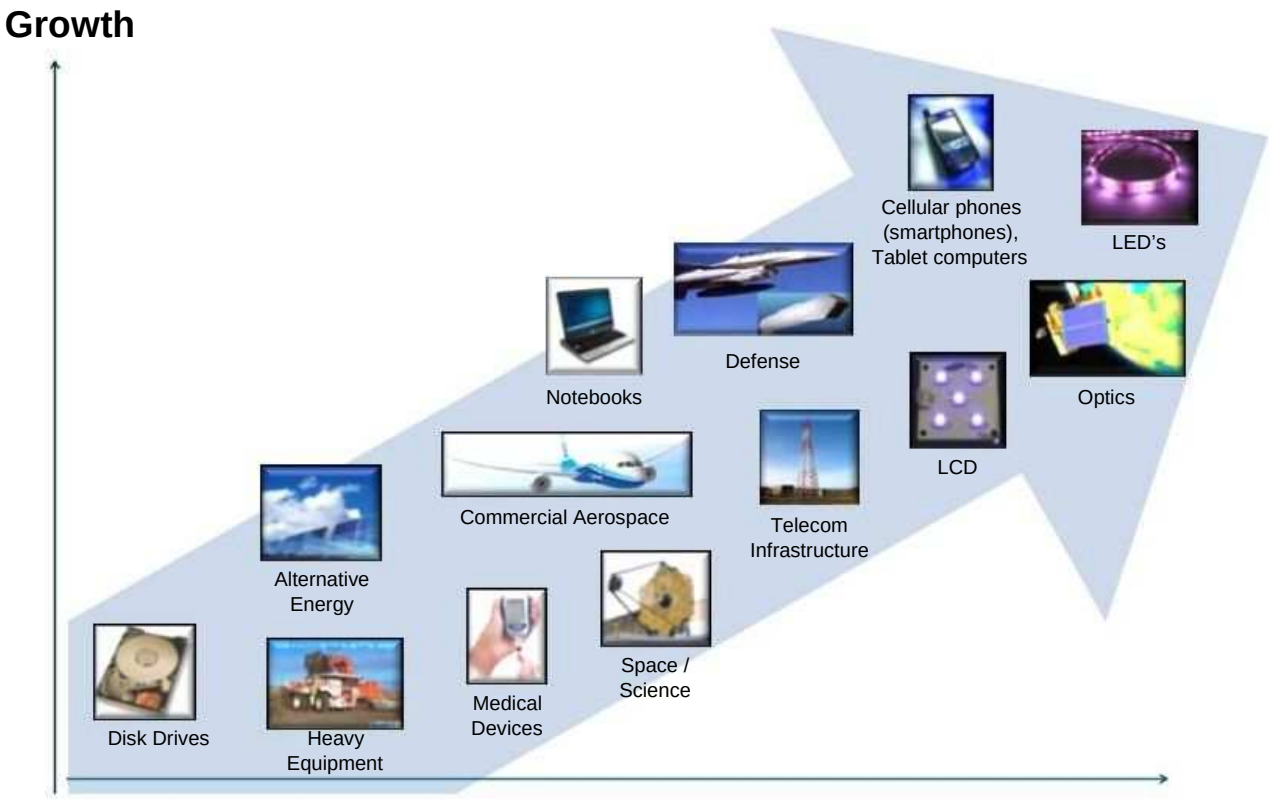
## Beryllium and Composites

- Nearer net shape fabrication (hot isostatic pressing)
- Truextent™ speaker diaphragms
- Investment Casting
- Amorphous Metals
- SupremEX™ Aluminum Metal Matrix Composites

## Technical Materials

- Hybrid & Electric Vehicle Battery Components
- Power Electronics
- Smart Grid Meters
- Computer Hard Drives (Dual Stage Activation)
- Medical Applications

# Positioned in Diverse Set of High-Growth Markets




**Entered multiple leading-edge growth markets since 2002**

# Applications: Smart Phones


**Internal Electronics**

- Precursor materials for GaAs wafer production

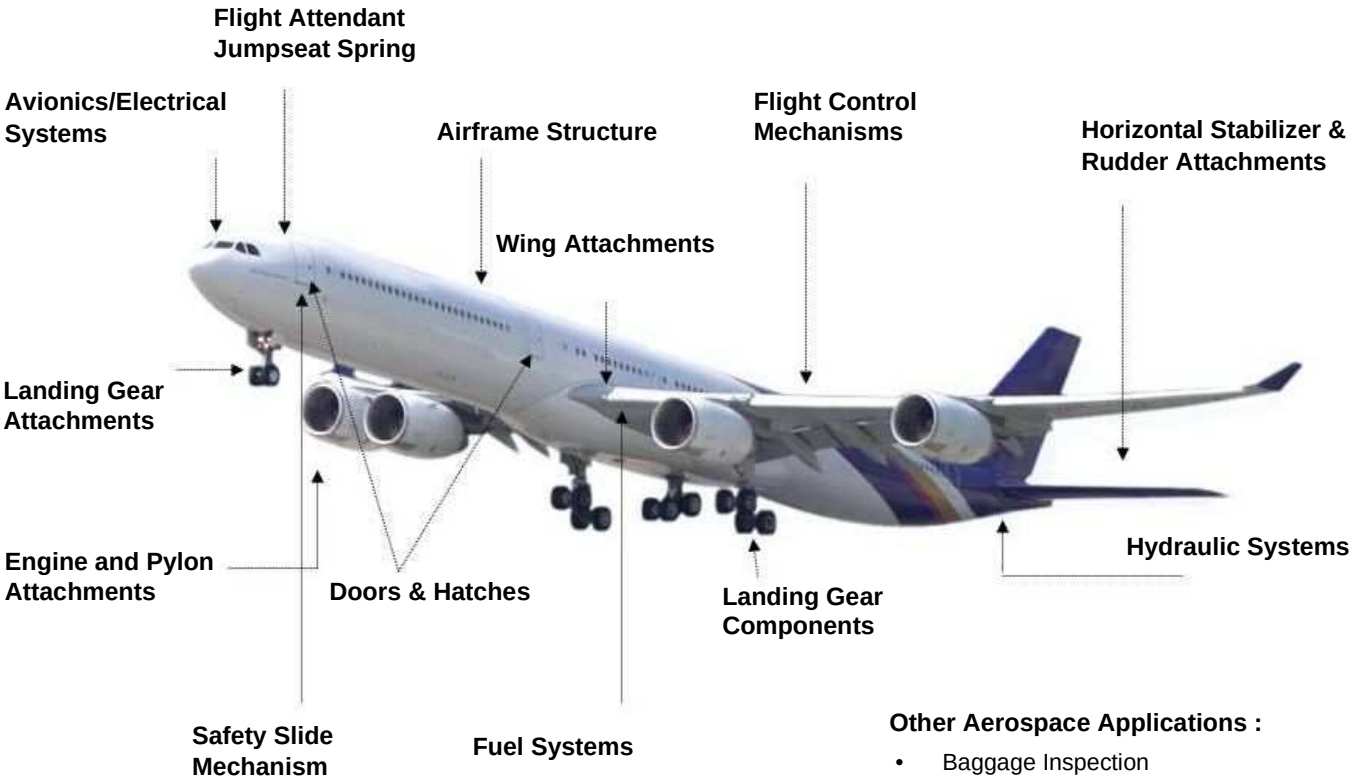
**Internal Electronics and LED**

- Thin Film Materials – Power amplifiers, LED, SAW and BAW devices, filters, and ICs
- Hermetic Solutions for SAW
- Refining / Recycling
- Precision Parts Cleaning

**Other Smart Phone Applications:**

- Circuit Board and IC Inspection
- RoHS Compliance Assurance
- Cellular Infrastructure with High Power RF Packaging
- Voice Coil Motor (auto-focus lens stabilizer)

# Applications: Aerospace




**Other Aerospace Applications :**

- Baggage Inspection
- Nondestructive Evaluation (Cracked Component Detection)

# Applications: Oil & Gas

**Wellhead Control Equipment**

**Structural Rig Components**

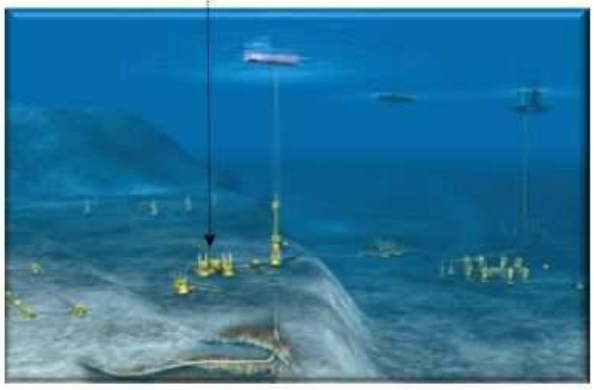
**Drill Bits**

**Directional Drilling Equipment**

*MWD, LWD, MPT Systems*

**Under Water Wellhead Equipment**

*ROV's, blow out preventers, hydraulic actuators, control fluid couplings*



**Other Oil & Gas Applications:**

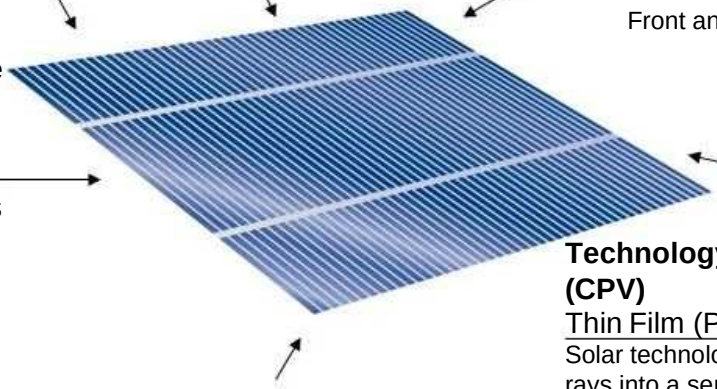
- **Artificial Lift Equipment**
- **Elemental Analysis**
- **Down Hole X-Ray Inspection**

# Applications: Solar Energy

**Technology: Crystalline Silicon (Si)**
Interconnect Materials
Front and backplane systems for high efficiency designs.

**Technology: Flexible** Solar Cells / Building Integrated Photovoltaic:
Thin Film Services:
Solar cells built in flexible substrates to accommodate applications such as roofing tiles or defense.

**Technology: Cadmium Telluride (CdTe)**
Thin Film (PVD) Materials
Cadmium based solar cell architecture. N and P type Cadmium Semiconductor materials
TCO Transparent Conductive Oxide layers
Front and Back-contact layers



**Technology: Copper Indium Gallium Selenide (CIGS)**
Thin Film (PVD) Materials as well as Powders for Printing CIGS applications
Copper Indium Gallium Selenide thin film and screen printing applications for flexible and rigid solar cells.

**Technology: Concentrator Photovoltaic (CPV)**
Thin Film (PVD) Materials
Solar technology based on concentrating Solar rays into a semiconductor device via large lens.
Anti-Reflection Coating Materials
Precious metal contact materials

**Technology: Amorphous Silicon (a-Si, tandem and multi-junction)**
Thin Film (PVD) Materials
Silicon based photovoltaic cells
Front and back contact layers
TCO Transparent Conductive Oxide layers

Micro Electronic Packaging Products:
Bonding Ribbon - Au & Ag
Lead-free Solders
Metalized Ceramic Substrates

# Applications: Medical

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**Seizure Control**

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

**X-Ray Mammography**

**Subcutaneous Glucose Analysis**

- Thin Film Coatings – Electrode Monitoring device

**External Glucose Analysis**

- Subcutaneous sensors for glucose measurement

**Insulin Pump**

- EMI Shielding and Grounding
- Electrical Terminals in Connectors

**Radiation Therapy – Neutron Reflectors**

**Cardiac Rhythm Management**

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

**Other Medical Applications:**

- DNA Sequencing Optics
- CT Scan
- Diagnostic X-Rays
- Advanced Drug Delivery Components
- Diagnostic Electronic Components
- Anesthesia Monitoring Components
- Operating Instruments

# Applications: Telecommunications Infrastructure

**Base Stations**

- Coaxial Connectors
- High Power Amplifiers

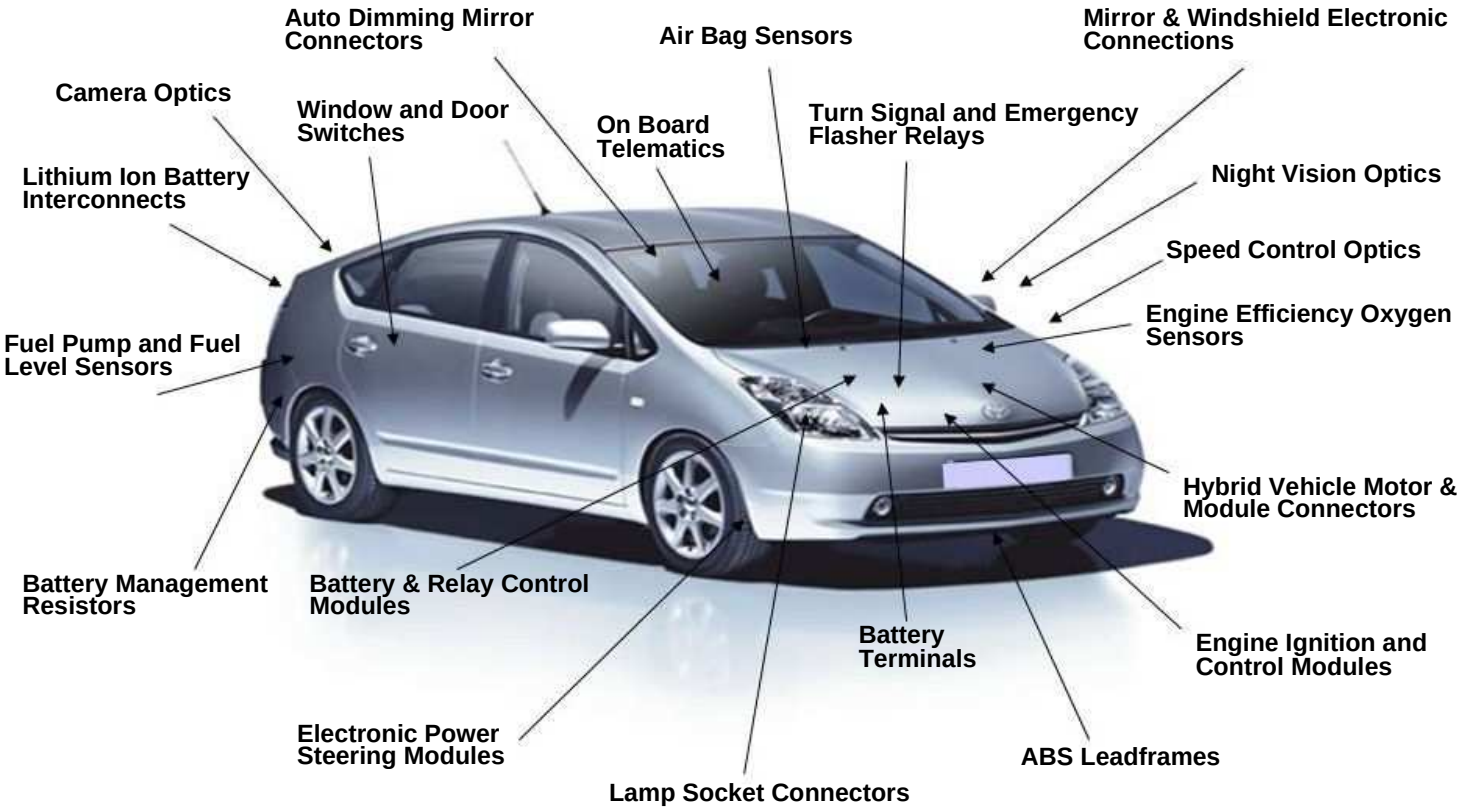
**Local Area Networks**

- Shielding
- Modular Jacks
- PCB Sockets
- Processor Sockets

**Other Telecommunications Infrastructure Applications**

- Undersea Repeater Housings

# Applications: Automotive Electronics



# Applications: Defense

- Infrared Sensors for Fighter Jet and UAV Optical Targeting
- Electronic Packaging for Defense Avionics, Radar and Electronic Countermeasure Systems
- Structural and Electronic Components for Satellites
- X-ray Windows in Security Imaging Systems
- Laser Protection Optical Coatings
- Night Vision System Optics

# EBITDA: Reconciliation to GAAP

## 2012 Forecast

(Millions)

| | | | |
|---|---|---|---|
| Net Income | $31.1 | to | $33.4 |
| Income Taxes | 15.0 | to | 15.7 |
| Interest Expense | 3.0 | to | 2.8 |
| Depreciation & Amortization | 40.9 | to | 43.1 |
| EBITDA* | $90.0 | to | $95.0 |

* Earnings before interest, taxes, depreciation and amortization