

# BRUSH ENGINEERED MATERIALS INC

## FORM 8-A12B

(Securities Registration (section 12(b)))

Filed 5/16/2000

Address	17876 ST. CLAIR AVE. CLEVELAND, Ohio 44110
Telephone	216-383-4062
CIK	0001104657
Industry	Metal Mining
Sector	Basic Materials
Fiscal Year	12/31

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF  
SECURITIES PURSUANT TO SECTION 12(b) OR 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934

### BRUSH ENGINEERED MATERIALS INC.

(Exact Name of Registrant as Specified in Its Charter)

Ohio  
-----  
(State of Incorporation or Organization)

34-1919973  
-----  
(I.R.S. Employer  
Identification no.)

17876 St. Clair Avenue, Cleveland, Ohio  
-----  
(Address of Principal Executive Offices)

44110  
-----  
(Zip Code)

If this form relates to the registration of a  
class of securities pursuant to Section 12(b)  
of the Exchange Act and is effective upon  
filing pursuant to General Instruction A.(c),  
please check the following box. [X]

If this form relates to the  
registration of a class of  
securities pursuant to  
Section 12(g) of the Exchange  
Act and is effective pursuant  
to General Instruction A.(d),  
please check the following  
box. [ ]

Securities Act Registration Statement file number to which this form relates:  
333-95917  
(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered -----	Name of Each Exchange on Which Each Class is to be Registered -----
Common Stock, without par value -----	New York Stock Exchange -----
Rights to Purchase Series A Junior Participating Preferred Stock, without par value -----	New York Stock Exchange -----

Securities to be registered pursuant to Section 12(g) of the Act:

N/A

-----  
(Title of class)

## ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

### A. Common Stock, Without Par Value.

The description of the common stock, without par value, of Brush Engineered Materials Inc. provided in the Registration Statement on Form S-4, filed with the Securities and Exchange Commission on February 1, 2000 (Registration No. 333-95917), is incorporated herein by reference.

### B. Rights to Purchase Series A Junior Participating Preferred Stock.

On May 10, 2000, the Directors of Brush Engineered Materials Inc. (the "Company") declared a dividend distribution of one right (a "Right") for each share of Common Stock, without par value, of the Company (a "Common Share") outstanding as of the close of business on May 16, 2000 (the "Record Date"), pursuant to the terms of a Rights Agreement, dated as of May 10, 2000 (the "Rights Agreement"), between the Company and National City Bank, N.A., as the Rights Agent. Each Right entitles the registered holder to purchase from the Company one one-hundredth of a share of Series A Junior Participating Preferred Stock, without par value (a "Preferred Share"), of the Company at a price of \$110.00 per one one-hundredth of a Preferred Share, subject to adjustment. The Rights Agreement also provides, subject to specified exceptions and limitations, that Common Shares issued or delivered from the Company's treasury after the Record Date will be entitled to and accompanied by Rights. The Rights are in all respects subject to and governed by the provisions of the Rights Agreement, a copy of which (including all exhibits thereto) is incorporated as Exhibit 4(a) hereto and incorporated in this description by this reference. A summary description of the Rights is set forth in Exhibit C to the Rights Agreement.

## ITEM 2. EXHIBITS.

Exhibit -----	Description of Document -----
3(a)	Amended and Restated Articles of Incorporation of Brush Engineered Materials Inc. (filed as Annex B to the Registration Statement on Form S-4 filed by the Company on February 1, 2000, Registration No. 333-95917), incorporated herein by reference.
3(b)	Amended and Restated Code of Regulations of Brush Engineered Materials Inc. (filed as Exhibit 4(b) to the Current Report on Form 8-K filed by Brush Wellman Inc. on May 16, 2000), incorporated herein by reference.
4(a)	Rights Agreement, dated as of May 10, 2000, by and between Brush Engineered Materials Inc. and National City Bank, N.A. as Rights Agent (filed as Exhibit 4(a) to the Current Report on Form 8-K filed by the Company on May 16, 2000), incorporated herein by reference.
4(b)	Form of Temporary Certificate for shares of Common Stock of Brush Engineered Materials Inc. (filed as Exhibit 4(b) to the Current Report on Form 8-K filed by the Company on May 16, 2000), incorporated herein by reference.

## **SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

### **BRUSH ENGINEERED MATERIALS INC.**

*By: /s/ Michael C. Hasychak*

-----  
*Name: Michael C. Hasychak*

*Title: Secretary*

*Date: May 16, 2000*

## EXHIBIT INDEX

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**End of Filing**

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