
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

Form 11-K

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2018

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 001-15885

**MATERION CORPORATION
RETIREMENT SAVINGS PLAN**

(Full Title of the Plan)

MATERION CORPORATION

6070 Parkland Blvd.

Mayfield Heights, OH 44124

(Name of issuer of the securities held
pursuant to the plan and the address
of its principal executive office.)

Materion Corporation Retirement Savings Plan

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Report of Independent Registered Public Accounting Firm

To the Plan Administrator and Plan Participants of the Materion Corporation Retirement Savings Plan:

Opinion on the Financial Statements

We have audited the accompanying statement of net assets available for benefits of Materion Corporation Retirement Savings Plan (the "Plan") as of December 31, 2018 and 2017 and the related statement of changes in net assets available for benefits for the year then ended, and the related notes and schedules (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2018 and 2017, and the changes in net assets available for benefits for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on the Plan's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Plan in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Supplemental Information

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2018 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ Meaden & Moore, LTD

MEADEN & MOORE, LTD.

We have served as the Plan's auditor since 2017.

Cleveland, Ohio

June 26, 2019

**Materion Corporation Retirement Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2018 and 2017**

	<u>2018</u>	<u>2017</u>
Assets		
Investments at fair value	\$ 253,786,035	\$ 283,180,914
Receivables:		
Employer contributions	2,402,198	2,076,818
Participant contributions	457,366	447,924
Notes receivable from participants	6,146,485	5,747,361
Total receivables	9,006,049	8,272,103
Pending sales	—	22
Total Assets	262,792,084	291,453,039
Net assets available for benefits	\$ 262,792,084	\$ 291,453,039

See accompanying notes to financial statements.

Materion Corporation Retirement Savings Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2018

Additions	
Investment income:	
Net depreciation in fair value of investments	\$ (28,020,226)
Interest and dividends	13,656,952
Total investment loss	(14,363,274)
Interest income on notes receivable from participants	109,422
Contributions:	
Participants	12,623,218
Employer	5,161,498
Catch-up	607,462
Rollover	3,271,771
Total contributions	21,663,949
Total additions	7,410,097
Deductions	
Benefit payments	36,071,052
Total deductions	36,071,052
Net decrease	(28,660,955)
Net assets available for benefits:	
Beginning of year	291,453,039
End of year	\$ 262,792,084

See accompanying notes to financial statements.

**Materion Corporation Retirement Savings Plan
Notes to Financial Statements**

Note A - Description of the Plan

The following description of the Materion Corporation Retirement Savings Plan (the "Plan") provides only general information. Materion Corporation (the "Company") is the plan sponsor. Participants should refer to the plan document and Summary Plan Description for a more complete description of the Plan's provisions, copies of which may be obtained from the plan sponsor.

General

The Plan is a defined contribution plan that covers certain eligible employees of the Company and participating employers who have adopted the Plan. (Company references include participating employers where appropriate.) The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Administrative Committee (the "Committee") is responsible for the general administration of the Plan. Fidelity Management Trust Company is the trustee and record keeper for the Plan.

Eligible participants are automatically enrolled in the Plan once they have attained 18 years of age unless they affirmatively decline to participate.

Contributions

The Plan allows employees of the Company to make contributions from 1% to 50% of their earnings through pre-tax (salary reduction), Roth and/or after-tax contributions, subject to IRC limitations for 401(k) contributions, which was \$18,500 for 2018. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions up to \$6,000 for 2018.

Currently, pre-tax, Roth and/or after-tax contributions are matched by the Company at the rate of 50% on contributions up to 2% of compensation and 25% on contributions between 3% and 6% of compensation. For pay periods prior to March 25, 2017, basic contributions were matched by the Company at the rate of 25% on contributions up to 6% of compensation for all participants. The rate at which such basic contributions are matched by the Company may be decreased or increased (up to a 100% rate) by action of the Company's Board of Directors.

Participants may also elect to make a direct rollover contribution ("rollover") to the Plan of an eligible rollover distribution from another employer-sponsored qualified plan.

The Plan has an annual retirement contribution feature. This annual retirement contribution is made for all U.S. employees who are employed on the last day of each plan year, beginning December 31, 2012, and who are not covered under the Company's defined benefit plan, which was closed to new entrants as of May 26, 2012. The annual retirement contribution is calculated as a percentage of the employee's eligible compensation each year beginning on and after May 26, 2012 and is based on the following table:

Age Plus Points Service	Contribution Percentage
Under 35	1.5%
35.00-49.99	2.5%
50.00-64.99	3.5%
65.00 and over	4.5%

"Age Plus Points Service" is the sum of the participant's age and years of service determined as of the last day of the Plan Year, carried out to two decimal places.

Vesting

All participant and Company matching contributions are fully and immediately vested. All employees hired prior to May 26, 2012 who are eligible to receive the annual retirement contribution are fully vested in this contribution at all times. All employees hired on and after May 26, 2012 will be fully vested in the annual retirement contribution after 3 years of continuous service with the Company.

Materion Corporation Retirement Savings Plan
Notes to Financial Statements - Continued

Forfeitures

Non-vested participants whose services with the Company have been terminated will forfeit their entire annual retirement contribution. Forfeitures are used periodically to reduce employer matching contributions made to the Plan. Forfeited amounts used were \$42,000 and \$81,034 in 2018 and 2017, respectively.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contributions, rollovers, and Plan earnings based on the participant's relative investment holdings. Administrative expenses are also allocated to participant's accounts based on the participant's account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participant Loans

A participant may borrow funds from his/her account, provided such loan is secured by 50% of the value of the participant's account, immediately prior to the loan and evidenced by a promissory note executed by the participant; however, a loan may not be drawn from the participant's annual retirement contributions.

Participants may borrow from their accounts with a minimum loan amount of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from 1-5 years or up to 15 years for the purchase of a principal residence. The \$50,000 limit is reduced by the participant's highest outstanding loan balance during the preceding 12-month period. A participant may not have more than one loan outstanding at any point in time. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates at the date of issuance as determined monthly by the plan administrator. Principal and interest is paid ratably through bi-weekly, or weekly (as applicable) payroll deductions over not more than five years, except for loans to purchase a principal residence. If a participant terminates employment with the Company, they may continue to make loan payments through a pre-authorized check agreement. If the loan is not repaid, it will automatically be treated as a distribution to the participant after one full calendar quarter of nonpayment.

Payment of Benefits

At retirement, death or other termination, a participant (or his death beneficiary) is eligible to receive a distribution of all employee and Company matching and vested annual retirement contributions credited to the employee's account plus or minus any net gain or loss thereon. Prior to termination of employment, distribution of certain amounts is permitted, not including, however, annual retirement contributions.

The value of distributions and withdrawals is based on the value of a participant's vested account on the valuation date immediately preceding the date of distribution or withdrawal and is deducted from the participant's account as of such valuation date. Benefits are recorded when paid.

Distribution to a participant or a person designated by the participant as his death beneficiary is made under one or more (as applicable) of the following methods as elected by the participant (or in certain cases the death beneficiary):

- i. Lump sum payment in cash;
- ii. Lump sum payment in cash, except that a participant's interest in the Company Stock Fund and the PAYSOP ("Payroll Stock Ownership Plan") contributions account will be paid in full shares of Common Stock of the Company, with any fractional shares being paid in cash; and
- iii. Periodic distributions, not more frequently than monthly, of at least \$200.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan's provisions. Administrative expenses paid by the Plan include record keeping, legal and trustee fees. Expenses relating to purchases, sales, or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. All other administrative expenses of the Plan are paid by the Company. Expenses that are paid by the Company are excluded from these financial statements.

Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions in any of the funds provided by the Plan. Participant elections may be adjusted or reallocated at any time by the participants. The Administrative Committee may adopt rules, procedures and restrictions (e.g., timing and frequency restrictions) for transfers to or from any of the investment options.

**Materion Corporation Retirement Savings Plan
Notes to Financial Statements - Continued**

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event the plan terminates, participants will receive distributions as if each participant of the Plan had then terminated his or her employment.

Note B - Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").

Investment Valuation

Investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note E for further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes gains and losses on investments bought and sold, as well as held during the year.

The Materion Corporation Retirement Plan Investment Committee is responsible for determining the Plan's valuation policies and analyzing information provided by the investment custodians and issuers that is used to determine the fair value of the Plan's investments. The Materion Corporation Retirement Plan Investment Committee is comprised of three senior executive members of Materion and reports to the Board of Directors of the Company.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2018 or 2017. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from those estimates.

Note C - Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (the "IRS") dated March 10, 2014, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

U.S. GAAP requires Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2018, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Materion Corporation Retirement Savings Plan
Notes to Financial Statements - Continued

Note D - Transactions with Related Parties and Parties-in-Interest

Certain investments that are held by the Plan are investment funds managed by Fidelity Investments. Fidelity Management Trust Company, a subsidiary of Fidelity Investments, is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

The Plan invests in the common stock of the Company. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transaction rules under ERISA. During 2018, the Plan received \$127,674 in cash dividends from investments in common stock of the Company.

During 2018, the Plan had the following transactions related to shares of Materion Corporation Common Stock:

Purchases	2,928,866
Sales	3,933,302

Other than as described above, the Plan did not have any agreements or transactions with parties-in-interest.

Note E - Fair Value Measurements

The fair value framework establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below.

Level 1 - Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 - Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 - Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

The following is a description of the valuation methods used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2018.

Materion Common Stock : The fair values of these securities are based on observable market quotations for identical assets and are valued at the closing price reported on the active market on which the individual securities are traded.

Mutual Funds : These investments are publicly traded investment vehicles, which are valued daily at the closing price reported on the active market on which the individual securities are traded. These investments are classified within Level 1 of the valuation hierarchy.

Money Market Funds : These investments include short-term instruments and cash and are valued based on quoted market prices.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement.

Materion Corporation Retirement Savings Plan
Notes to Financial Statements - Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018 and 2017:

Assets at Fair Value as of December 31, 2018

	Level 1	Level 2	Level 3	Total
Materion Common Stock	\$ 14,136,013	\$ —	\$ —	\$ 14,136,013
Mutual Funds	221,559,879	—	—	221,559,879
Money Market Funds	18,090,143	—	—	18,090,143
Total investments	<u>\$ 253,786,035</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 253,786,035</u>

Assets at Fair Value as of December 31, 2017

	Level 1	Level 2	Level 3	Total
Materion Common Stock	\$ 15,951,849	\$ —	\$ —	\$ 15,951,849
Mutual Funds	247,709,410	—	—	247,709,410
Money Market Funds	19,519,655	—	—	19,519,655
Total investments	<u>\$ 283,180,914</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 283,180,914</u>

Note F - Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note G - Subsequent Events

In May 2019, the Company's Board of Directors approved changes to the Materion Corporation Pension Plan (the "Pension Plan"). The Company will freeze the pay and service amounts used to calculate pension benefits for active participants in the Pension Plan as of December 31, 2019.

The Company match and annual non-elective retirement contribution provisions of the Plan were also amended. For pay periods subsequent to December 31, 2019, the Company will match in cash at a rate of 100% of the first 4% of the participant's contribution. The annual non-elective retirement contribution will be calculated as a percentage of the employee's eligible compensation each year and is based on the following table:

Age	Contribution Percentage
Under 40	1.50%
40.00-44.99	1.75%
45.00-49.99	2.00%
50.00-54.99	2.25%
55.00 and over	2.50%

In connection with this change, the Company amended the Plan to provide a one-time transition contribution to all U.S. employees in 2019. Eligible participants will receive a transition benefit contribution under the Plan equal to the greater of \$500 or 1% of their 2019 eligible earnings. Payment of this transition contribution is subject to satisfaction of related eligibility requirements.

Materion Corporation Retirement Savings Plan
EIN: 34-1919973 Plan Number—003
Schedule H, Line 4i, Schedule of Assets (Held at End of Year) December 31, 2018

	<u>Description of Investment</u>	<u>Current Value</u>
Materion Corporation Common Stock*	314,203.439 shares	\$ 14,136,013
Mutual Funds:		
DFA U.S. Large Cap Value Fund	328,309.921 shares	10,551,881
DFA Emerging Markets Value I Fund	59,993.940 shares	1,610,837
Dodge & Cox International Stock Fund	48,685.241 shares	1,796,972
Fidelity Blue Chip Growth Fund*	432,297.888 shares	36,356,252
Fidelity Diversified International Fund K*	288,640.658 shares	9,115,272
Fidelity Freedom 2005 K Fund*	37,924.099 shares	439,161
Fidelity Freedom 2010 K Fund*	61,847.104 shares	893,072
Fidelity Freedom 2015 K Fund*	249,327.268 shares	2,947,048
Fidelity Freedom 2020 K Fund*	1,034,819.978 shares	15,160,113
Fidelity Freedom 2025 K Fund*	1,227,757.480 shares	15,629,353
Fidelity Freedom 2030 K Fund*	1,224,284.719 shares	19,172,299
Fidelity Freedom 2035 K Fund*	826,990.455 shares	10,734,336
Fidelity Freedom 2040 K Fund*	911,250.465 shares	8,237,704
Fidelity Freedom 2045 K Fund*	614,619.532 shares	6,299,850
Fidelity Freedom 2050 K Fund*	390,610.463 shares	4,031,100
Fidelity Freedom 2055 K Fund*	232,697.493 shares	2,731,869
Fidelity Freedom 2060 K Fund*	68,965.704 shares	726,899
Fidelity Freedom Income K Fund*	122,380.017 shares	1,342,509
Fidelity Spartan 500 Index*	269,226.242 shares	23,449,606
Harbor Small Cap Growth Fund Retirement	371,371.113 shares	3,773,130
Harbor Small Cap Value Institutional Class	141,296.288 shares	3,881,409
Prudential Global Real Estate Fund	77,036.536 shares	1,697,885
Loomis Global Bond	75,215.816 shares	1,214,735
Prudential Total Return Bond Q	1,206,575.400 shares	16,807,595
Vanguard Balanced Index Fund Institutional	372,211.680 shares	12,282,985
Vanguard Inflation-Protected Securities Fund Institutional	199,137.925 shares	1,985,405
Vanguard Mid-Cap Index Fund Institutional	230,031.793 shares	8,690,602
		<u>221,559,879</u>
Money Market Funds:		
Fidelity Cash Reserves Fund*	2,314.020 shares	2,314
Fidelity Government Money Market Fund*	18,087,828.580 shares	18,087,829
		<u>18,090,143</u>
Participant loans*	Interest rates ranging from 0.31% to 6.75% with maturity dates through 2033	6,146,485
		<u>\$ 259,932,520</u>

* Party-in-interest to the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MATERION CORPORATION
RETIREMENT SAVINGS PLAN

Date: June 26, 2019

By: /s/ Stephen Shamrock

Stephen Shamrock

Vice President, Controller and Investor Relations

Materion Corporation

EXHIBIT INDEX

Exhibit Number	Description
23.1	<u>Consent of Independent Registered Public Accounting Firm</u>

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference to the Registration Statement (Form S-8 No. 333-173917) pertaining to the Materion Corporation Retirement Savings Plan of our report dated June 26, 2019, with respect to the financial statements and related schedule of the Materion Corporation Retirement Savings Plan included in this Annual Report (Form 11-K) as of December 31, 2018 and 2017 and for the year ended December 31, 2018.

/s/ Meaden & Moore, Ltd.

Cleveland, Ohio
June 26, 2019