

# BRUSH WELLMAN INC

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 9/14/1998

Address	17876 ST CLAIR AVE CLEVELAND, Ohio 44110
Telephone	216-486-4200
CIK	0000014957
Fiscal Year	12/31

# SECURITIES AND EXCHANGE COMMISSION

## WASHINGTON, DC 20549

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### FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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## BRUSH WELLMAN INC.

(Exact name of registrant as specified in its charter)

OHIO  
(State or other jurisdiction of  
incorporation or organization)

34-0119320  
(I.R.S. Employer Identification No.)

**17876 ST. CLAIR AVENUE  
CLEVELAND, OHIO 44110**  
(Address of principal executive offices)

**BRUSH WELLMAN INC.  
SAVINGS AND INVESTMENT PLAN**  
(Full title of the plan)

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**MICHAEL C. HASYCHAK  
SECRETARY AND TREASURER  
BRUSH WELLMAN INC.  
17876 ST. CLAIR AVENUE  
CLEVELAND, OHIO 44110  
(216) 486-4200**

(Name, address and telephone number,  
including area code, of agent for service)

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### CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee(1)
Common Stock, \$1 Par Value(2)	1,050,000 shs.	\$14.75	\$15,487,500	\$4,568.81
Interests in the Plan	Indeterminate(3)			

(1) Estimated in accordance with Rule 457(c) and 457(h) under the Securities Act of 1933, as amended (the "Securities Act"), solely for purposes of calculating the registration fee. The fee with respect to the shares registered herein is based on the average of the high and low sale prices on September 10, 1998 of the registrant's Common Stock as reported on the New York Stock Exchange.

- (2) Each share of Common Stock includes an associated right to purchase one share of Common Stock (the "Right"). Until the occurrence of certain prescribed events, none of which has occurred, the Right is not exercisable.
- (3) In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminable amount of interests to be offered or sold pursuant to the employee benefit plan discussed herein.

## **PART II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

The contents of Registration Statement No. 33-45323, previously filed by Brush Wellman Inc. on February 3, 1992 with the Securities and Exchange Commission in connection with its Savings and Investment Plan, are incorporated herein by reference.

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on this 14th day of September, 1998.

#### **BRUSH WELLMAN INC.**

*By: /s/ Gordon D. Harnett*

-----  
*Gordon D. Harnett, President  
and Chief Executive Officer*

## POWER OF ATTORNEY

Each person whose signature appears below hereby appoints Michael C. Hasychak as the undersigned's lawful attorney-in-fact and agent, with full power of substitution and resubstitution, to execute in the undersigned's name, place and stead, any amendments to the foregoing Registration Statement and to file the same with the Securities and Exchange Commission. Such attorney shall have full power and authority to do and perform, in the name and on behalf of each of the undersigned, every act whatsoever necessary or desirable to be done, as fully to all intents and purposes as the undersigned might or could do in person. The undersigned each hereby ratifies and approves the acts of such attorney.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on this 8th day of September, 1998 in the capacities indicated:

*/s/ Gordon D. Harnett*

-----  
Gordon D. Harnett  
Chairman of the Board, President, Chief  
Executive Officer, and Director (principal  
executive officer)

*/s/ Joseph P. Keithley*

-----  
Joseph P. Keithley  
Director

*/s/ Carl Cramer*

-----  
Carl Cramer  
Vice President and Chief Financial Officer  
(principal financial and accounting officer)

-----  
William P. Madar  
Director

*/s/ Albert C. Bersticker*

-----  
Albert C. Bersticker  
Director

-----  
Robert M. McInnes  
Director

*/s/ Charles F. Brush, III*

-----  
Charles F. Brush, III  
Director

*/s/ William R. Robertson*

-----  
William R. Robertson  
Director

*/s/ David L. Burner*

-----  
David L. Burner  
Director

*/s/ John Sherwin, Jr.*

-----  
John Sherwin, Jr.  
Director

Pursuant to the requirements of the Securities Act of 1933, as amended, the administrator of the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio on this 14th day of September, 1998.

**BRUSH WELLMAN INC.  
SAVINGS AND INVESTMENT PLAN**

*By: /s/ Jennifer L. Bates*  
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*Jennifer L. Bates*  
*Member of the Administrative*  
*Committee*

## INDEX TO EXHIBITS

Exhibit -----	Description -----
4.1	Second Amended and Restated Articles of Incorporation of the Company dated January 27, 1998 filed as Exhibit 3(a) to the Company's Form 10-K Annual Report for the year ended December 31, 1997 and incorporated herein by reference.
4.2	Regulations of the Company as amended April 27, 1993 filed as Exhibit 3(b) to the Company's Form 10-K Annual Report for the year ended December 31, 1994 and incorporated herein by reference.
4.3	Rights Agreement between the Company and National City Bank N.A. dated January 27, 1998 filed as Exhibit 4(d) to the Company's Form 10-K Annual Report for the year ended December 31, 1997 and incorporated herein by reference.
5	Opinion of Thompson Hine & Flory LLP.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Thompson Hine & Flory LLP (included as part of Exhibit 5).
24	A Power of Attorney granted by each director executing this Registration Statement is set forth on the signature page to this Registration Statement.

## Exhibit 5

September 10, 1998

Brush Wellman Inc.  
17876 St. Clair Avenue  
Cleveland, Ohio 44110

Gentlemen:

We have acted as counsel to Brush Wellman Inc., an Ohio corporation (the "Company"), in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement") filed under the Securities Act of 1933, as amended (the "Act"), relating to the reservation of 1,050,000 shares of Common Stock, \$1 par value per share (the "Common Shares"), of the Company for issuance under the Company's Savings and Investment Plan (the "Plan") which may be offered or sold pursuant to the Plan.

In connection with the foregoing, we have examined: (a) the Articles of Incorporation and Code of Regulations of the Company (each as amended to date), (b) the Plan, and (c) such records of the corporate proceedings of the Company and such other documents as we deemed necessary to render this opinion.

Based on such examination, we are of the opinion that:

1. The Company is a corporation duly organized and validly existing under the laws of the State of Ohio.
2. The Common Shares available for issuance under the Plan, when issued pursuant to the Plan, will have been legally issued and will be fully paid and nonassessable, provided that the consideration received by the Company is at least equal to the par value of such shares.

We hereby consent to the use of this Opinion as Exhibit 5 to the Registration Statement and the reference to our firm in Item 5 of Part II of the Registration Statement.

Very truly yours,

*/s/ Thompson, Hine & Flory LLP*

*Thompson Hine & Flory LLP*



## Exhibit 23.1

### CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Brush Wellman Inc. Savings and Investment Plan of our report dated January 27, 1998, with respect to the consolidated financial statements of Brush Wellman Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended December 31, 1997 and our report dated March 25, 1998, with respect to the related financial statement schedule included therein, filed with the Securities and Exchange Commission.

**ERNST & YOUNG LLP**

Cleveland, Ohio  
September 10, 1998

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**End of Filing**

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