

BRUSH WELLMAN INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 6/29/1995

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

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933 **BRUSH WELLMAN INC.**

(Exact name of registrant as specified in its charter)

OHIO

34-0119320

(State or other jurisdiction of
incorporation or organization)

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

17876 St. Clair, Cleveland, Ohio 44110

(Address of principal executive
offices including zip code)

1995 STOCK INCENTIVE PLAN

(Full Title of the Plan)

Michael C. Hasychak, Secretary

Brush Wellman Inc.

17876 St. Clair, Cleveland, Ohio 44110

(Name and address of agent for service) (216) 486-4200

(Telephone Number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maxi- mum offering price per share (2)	Proposed maxi- mum aggregate offering price (2)	Amount of registration fee
Common Stock of the par value of \$1 per share	750,000	\$21.0625	\$15,796,875	\$5,447.20

(1) Pursuant to Rule 416 of the Securities Act of 1933 (the "Securities Act"), this Registration Statement also covers such additional Common Shares as may become issuable pursuant to the antidilution provisions of the 1995 Stock Incentive Plan.

(2) Estimated pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act, on the basis of the average of the high and low sale prices for a share of Common Stock on the New York Stock Exchange on June 26, 1995, within five business days prior to filing.

Exhibit Index Appears on Page 6

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents previously filed by Brush Wellman Inc. (the "Registrant") with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference: the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1994; the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 2, 1995; and the description of Common Stock contained in the Registrant's Form 10 Registration Statement, File No. 1-7006, and all amendments and reports filed for the purpose of updating that description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated herein by reference and to be part hereof from the date of filing of such documents.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Article IV of the Registrant's Regulations, as amended April 27, 1993 (filed as Exhibit (3b) to Registrant's Form 10-K Annual Report for the year ended December 31, 1994), is incorporated herein by reference.

Reference is made to Section 1701.13(E) of the Ohio Revised Code relating to the indemnification of directors and officers of an Ohio corporation.

The Registrant maintains insurance on behalf of any person who is or was a director or officer against any loss arising from any claim asserted against him in any such capacity, subject to certain exclusions. The Registrant also maintains fiduciary liability insurance on behalf of any person involved in the management or administration of any employee benefit plan maintained by the Registrant.

Pursuant to the approval of the Board of Directors on February 28, 1989 and of its shareholders on April 25, 1989, the Registrant has entered into, or will enter into, Indemnification Agreements with (a) each Director of the Registrant and (b) such officers, employees and agents of the Registrant as may be designated by the Board of Directors from time to time, as discussed in pages 16 through 18 of the Registrant's Proxy Statement dated March 10, 1989 for its annual meeting held on April 25, 1989 (which discussion is incorporated herein by reference).

ITEM 8. EXHIBITS

4.1 Amended Articles of Incorporation, as amended February 28, 1989 (filed as Exhibit (3a) to the Registrant's Form 10-K Annual Report for the year ended December 31, 1994), incorporated herein by reference

4.2 Regulations of Brush Wellman Inc., as amended April 27, 1993 (filed as Exhibit (3b) to Registrant's Form 10-K Annual Report for the year ended December 31, 1994), incorporated herein by reference

4.3 Rights Agreement between the Registrant and Ameritrust Company National Association as amended February 28, 1989 (filed as Exhibit (4b) to the Registrant's Form 10-K Annual Report for the year ended December 31, 1994), incorporated herein by reference

4.4 1995 Stock Incentive Plan (filed as Exhibit A to Proxy Statement dated March 13, 1995), incorporated herein by reference)

5 Opinion and Consent of Jones, Day, Reavis & Pogue as to the validity of securities registered hereunder, dated June 29, 1995

23.1 Consent of Jones, Day, Reavis & Pogue (set forth in their opinion filed as Exhibit 5 to this Registration Statement)

23.2 Consent of Ernst & Young LLP, Independent Auditors

24 Powers of Attorney

ITEM 9. UNDERTAKINGS

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act; (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that paragraph (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. The undersigned Registrant hereby undertakes that, insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate

jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 June 29, 1995.

BRUSH WELLMAN INC.

By: /s/Michael C. Hasychak

Michael C. Hasychak,
Attorney-in-fact

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date ----
*Gordon D. Harnett ----- Gordon D. Harnett	President, Chief Executive Officer, Chairman of the Board and Director (principal executive officer)	June 29, 1995
*Carl Cramer ----- Carl Cramer	Vice President -- Finance, Chief Financial Officer and Director (principal financial and accounting officer)	June 29, 1995
*Albert C. Bersticker ----- Albert C. Bersticker	Director	June 29, 1995
*Dr. Charles F. Brush, III ----- Dr. Charles F. Brush, III	Director	June 29, 1995
*David L. Burner ----- David L. Burner	Director	June 29, 1995
*Frank B. Carr ----- Frank B. Carr	Director	June 29, 1995
*William P. Madar ----- William P. Madar	Director	June 29, 1995

*Gerald C. McDonough		

Gerald C. McDonough	Director	June 29, 1995
*Robert M. McInnes		

Robert M. McInnes	Director	June 29, 1995
*Henry G. Piper		

Henry G. Piper	Director	June 29, 1995
*John Sherwin, Jr.		

John Sherwin, Jr.	Director	June 29, 1995

*MICHAEL C. HASYCHAK, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Registration Statement on behalf of the above indicated Registrant and officers and directors thereof (constituting a majority of the directors) pursuant to powers of attorney filed with the Securities and Exchange Commission.

June 29, 1995

By: /s/Michael C. Hasychak

Michael C. Hasychak, Attorney-in-fact

EXHIBIT INDEX

Pagination
by
sequential
numbering
system

Exhibit Number	Exhibit Description
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24	Powers of Attorney

Exhibit 5

[JDRP Letterhead]

June 29, 1995

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

Re: 1995 Stock Incentive Plan

Gentlemen:

We have acted as counsel for Brush Wellman Inc., an Ohio corporation (the "Company"), in connection with its 1995 Stock Incentive Plan (the "Plan"). We have examined such documents, records and matters of law as we have deemed necessary for purposes of this opinion, and based thereon we are of the opinion that the shares of Common Stock of the par value of \$1 per share that may be issued or transferred and sold pursuant to the Plan and the agreements contemplated thereby (the "Agreements") are duly authorized and will be, when issued in accordance with the Plan and the Agreements, validly issued, 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 filing of this opinion as Exhibit 5 to the Registration Statement on Form S-8 being filed by the Company to effect registration of the 750,000 shares of Common Stock to be issued and sold pursuant to the Plan under the Securities Act of 1933.

Very truly yours,

JONES, DAY, REAVIS & POGUE

Exhibit 23.2

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 1995 Stock Incentive Plan of our report dated January 25, 1995, 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, 1994 and the related financial statement schedules included therein, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Cleveland, Ohio

June 28, 1995

POWER OF ATTORNEY -----

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and officers of BRUSH WELLMAN INC., an Ohio corporation (the "Corporation"), hereby constitutes and appoints Gordon D. Harnett, Carl Cramer, Michael C. Hasychak, Elizabeth M. Pesch and Louis Rorimer, and each of them, his true and lawful attorney or attorneys-in-fact, with full power of substitution and revocation, for him and in his name, place, and stead, to sign on his behalf as a director of officer, or both, as the case may be, of the Corporation a Registration Statement pursuant to the Securities Act of 1933 on Form S-8 concerning certain shares of the Corporation's Common Stock of the par value of \$1.00 per share to be offered in connection with the Corporation's 1995 Stock Incentive Plan, and to sign any and all amendments or post-effective amendments to such Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission or any state regulatory authority, granting unto said attorney or attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorney or attorneys-in-fact or any of them or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 29th day of June, 1995.

/s/Gordon D. Harnett

Chairman of the Board of
Directors, President and
Chief Executive Officer
(Principal Executive Officer)

/s/Carl Cramer

Vice President Finance and
Chief Financial Officer
(Principal Accounting Officer)

/s/Albert C. Bersticker

Albert C. Bersticker,
Director

/s/Dr. Charles F. Brush, III

Dr. Charles F. Brush, III,
Director

/s/David L. Burner

David L. Burner, Director

/s/Frank B. Carr

Frank B. Carr, Director

/s/William P. Madar

William P. Madar, Director

/s/Robert M. McInnes

Robert M. McInnes, Director

/s/Gerald C. McDonough

Gerald C. McDonough, Director

/s/John Sherwin, Jr.

John Sherwin, Jr., Director

/s/Henry G. Piper

Henry G. Piper, Director

Exhibit 24
BRUSH WELLMAN INC. -----

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS, that BRUSH WELLMAN INC., an Ohio corporation (the "Corporation"), hereby constitutes and appoints Gordon D. Harnett, Carl Cramer, Michael C. Hasychak, Elizabeth M. Pesch and Louis Rorimer, and each of them, its true and lawful attorney or attorneys- in-fact and agent or agents, with full power of substitution and revocation, for it and in its name, place and stead, to sign on its behalf in any and all capacities a Registration Statement pursuant to the Securities Act of 1933 on Form S-8 concerning certain shares of the Corporation's Common Stock of the par value of \$1 per share to be offered in connection with the Corporation's 1995 Stock Incentive Plan, and to sign any and all post-effective amendments to such Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission or any state regulatory authority, granting unto said attorney or attorneys-in-fact and agent or agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as it might or could do in person, hereby ratifying and confirming all that said attorney or attorneys-in-fact and agent or agents or any of them or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set its hand as of the 29th day of June, 1995.

BRUSH WELLMAN INC.

By: /s/Carl Cramer

Carl Cramer, Vice President

and Chief Financial Officer

End of Filing

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