

BRUSH ENGINEERED MATERIALS INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 11/30/2001

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 S-8

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

BRUSH ENGINEERED MATERIALS INC.

(Exact Name of Registrant as Specified in Its Charter)

OHIO
(State or Other Jurisdiction
of Incorporation or Organization)

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

17876 St. Clair Avenue, Cleveland, Ohio 44110
(Address of Principal Executive Offices Including Zip Code)

BRUSH ENGINEERED MATERIALS INC. DEFERRED COMPENSATION PLAN

FOR NONEMPLOYEE DIRECTORS (AS AMENDED THROUGH SEPTEMBER 11, 2001)

(Full Title of the Plan)

Michael C. Hasychak

Vice President, Secretary and Treasurer Brush Engineered Materials Inc. 17876 St. Clair Avenue 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 Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, without par value (3)	60,000	\$ 10.74	\$ 644,400	\$ 154.02

(1) Pursuant to Rule 416 of the Securities Act of 1933 (the "Securities Act"), this Registration Statement also registers such additional shares of Common Stock of Brush Engineered Materials Inc., without par value ("Common Shares"), as may become issuable pursuant to the anti-dilution provisions of the Brush Engineered Materials Inc. Deferred Compensation Plan for Nonemployee Directors (as Amended through September 11, 2001) (the "Plan").

(2) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and

Regulations under the Securities Act, on the basis of the average of the high and low prices of a Common Share on the New York Stock Exchange on November 26, 2001, within five business days prior to filing.

(3) One right (each, a "Right") to purchase Series A Junior Participating Preferred Stock of Brush Engineered Materials Inc. will be issued with each Common Share. The terms of the Rights are described in the Form 8-A filed by Brush Engineered Materials Inc. on May 16, 2000.

Exhibit Index Appears on Page 2

PART II

This Registration Statement on Form S-8 relates to the registration of additional Common Shares under an employee benefit plan for which a Registration Statement on Form S-8 relating to Common Shares has already been filed and remains effective. Pursuant to General Instruction E to Form S-8, the contents of the following documents are hereby incorporated by reference:

- Registration Statement No. 333-48866 on Form S-8, filed by Brush Wellman Inc. (to which Brush Engineered Materials Inc. is a successor issuer) on June 26, 1992;
- Registration Statement No. 333-63353 on Form S-8, filed by Brush Wellman, Inc. on September 14, 1998; and
- Post-Effective Amendment No. 1 to the Registration Statement No. 333-63353 on Form S-8 described above, filed by Brush Engineered Materials Inc. on May 17, 2000.

ITEM 8. Exhibits.

4(a) Brush Engineered Materials, Inc. (formerly Brush Wellman Inc.) Deferred Compensation Plan for Nonemployee Directors effective January 1, 1992 (filed as Exhibit I to the Proxy Statement dated March 6, 1992, filed by Brush Wellman Inc., Commission File No. 1-7006), incorporated herein by reference.

4(b) 2000 Reorganization Amendment, dated May 16, 2000, to the Brush Engineered Materials Inc. Deferred Compensation Plan for Nonemployee Directors (filed as Exhibit 4(b) to Post-Effective Amendment No. 1 to Registration Statement No. 333-63353 on Form S-8), incorporated herein by reference.

4(c) Amendment No. 1 (Effective September 11, 2001) to Brush Engineered Materials Inc. Deferred Compensation Plan for Nonemployee Directors (As Amended as of May 16, 2000).

4(d) 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 Brush Engineered Materials Inc. on February 1, 2000 (Registration No. 333-95917), incorporated herein by reference.

4(e) 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(f) 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 Brush Engineered Materials Inc. on May 16, 2000), incorporated herein by reference.

5 Not applicable. No original issuance of Common Shares under the Plan.

23 Consent of Independent Auditors.

24 Power of Attorney for each officer and director of Brush Engineered Materials Inc. signing this Registration Statement through an attorney-in-fact.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 November 30, 2001.

BRUSH ENGINEERED MATERIALS INC.

By: /s/ Michael C. Hasychak

Michael C. Hasychak, Vice President,
Secretary and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on November 30, 2001.

Signature Title

* ----- Gordon D. Harnett	Chairman of the Board, Chief Executive Officer and Director (principal executive officer)
* ----- John D. Grampa	Vice President Finance and Chief Financial Officer (principal financial and accounting officer)
* ----- Albert C. Bersticker	Director
* ----- Charles F. Brush, III	Director
* ----- David H. Hoag	Director
* ----- Joseph P. Keithley	Director
* ----- William P. Madar	Director
* ----- N. Mohan Reddy Ph.D.	Director
* ----- William R. Robertson	Director
* ----- John Sherwin, Jr.	Director

* 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 officers and directors (constituting a majority of the directors) pursuant to a power of attorney filed as Exhibit 24 to this Registration Statement.

November 30, 2001

By: /s/ Michael C. Hasychak

Michael C. Hasychak, Attorney-in-Fact

EXHIBIT INDEX

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24 Power of Attorney for each officer and director of Brush Engineered Materials Inc. signing this Registration Statement through an attorney-in-fact.

Exhibit 4(c)

**AMENDMENT NO. 1
TO
BRUSH ENGINEERED MATERIALS INC.
DEFERRED COMPENSATION PLAN FOR NONEMPLOYEE DIRECTORS
(AS AMENDED AS OF MAY 16, 2000)**

RECITALS

WHEREAS, Brush Engineered Materials Inc. (the "Company") has adopted the Brush Engineered Materials Inc. Deferred Compensation Plan for Nonemployee Directors (As Amended as of May 16, 2000) (the "Plan").

WHEREAS, the Company now desires to amend the Plan further ("Amendment No. 1"); and

WHEREAS, the Board of Directors of the Company has approved this Amendment No. 1.

AMENDMENT

NOW, THEREFORE, the Plan is hereby amended by this Amendment No. 1, effective as of September 11, 2001, as follows:

1. Section 4.3 of the Plan is amended to read as follows:

"4.3. Investment of Assets. (a) The assets of the Trust Fund shall be held by the Trustee in the name of the Trust. As amounts are received by the Trustee, it shall invest the funds pursuant to the Trust Agreement, which shall authorize the Trustee to invest the funds contained in each Trust Account either (i) in Common Shares, (ii) in accordance with the Investment Policy, or (iii) in such other investment vehicles as may be approved by the Committee from time to time, in each case as the Director for whom such Trust Account is held may direct. Any Trust Account may be invested pursuant to a Director's election in part in Common Shares and in part in any other authorized investment or investments in increments of 5 percent. A Director may change his election from time to time with respect to future additions to his Deferred Compensation Account, but may not change such election with respect to amounts previously credited at any time except as provided in Section 4.3(b). However, in the event that a Director elects to invest all or a portion of the amounts in the Trust Account held for his benefit attributable to his compensation reduction election for the 1992 calendar year in Common Shares, such amounts shall be invested in accordance with the Company's Investment Policy until July 1, 1992, at which time such amounts (plus any earnings thereon and less any losses attributable thereto) shall be invested in Common Shares. All earnings, if any, with respect to a Director's Trust Account shall be credited to such Director's Trust Account and invested from time to time in accordance with such Director's latest investment election. All Common Shares credited to a Director's Trust Account shall be voted by the Trustee in accordance with such Director's instructions and, in the absence of any instructions, by the Trustee in proportion to the votes of all other shareholders.

(b) A Director who is 55 years of age or older may change his or her election with respect to amounts previously credited to his or her Deferred Compensation Account.

2. The following shall be inserted at the beginning of Section 5.1:

"Except as provided in Section 5.6,"

3. A new Section 5.6 be added as follows:

"5.6 Special Distributions. Notwithstanding any other provision of this Article V, a Director may elect to receive a distribution of part or all of his or her Deferred Compensation Account in one or more distributions if (and only if) the amount in the Director's Deferred Compensation Account subject to such distribution is reduced by 10%. A director may elect to receive such distribution in cash or Common Shares. Any distribution made pursuant to such an election shall be made within 30 days after the date such election is submitted to the Committee. The remaining 10% of the portion of the electing Director's Deferred Compensation Account subject to such distribution shall be forfeited to the Company. Notwithstanding any other provision of this Article V, a Director who is currently serving as a Director and who elects a distribution pursuant to Section 5.6 shall immediately terminate his or her deferrals under the Plan for the balance, if any, of the year during which the Director's election is submitted to the Committee and for the next two years.

4. Except as amended by Amendment No. 1, the Plan shall remain in full force and effect.

Exhibit 23

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Brush Engineered Materials Inc. Deferred Compensation Plan for Nonemployee Directors (As Amended Through September 11, 2001) of our report dated January 22, 2001, with respect to the consolidated financial statements of Brush Engineered Materials Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended December 31, 2000 filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Cleveland, Ohio
November 30, 2001

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and/or directors of Brush Engineered Materials Inc., an Ohio corporation ("the Company"), hereby constitutes and appoints Gordon D. Harnett, John D. Grampa and Michael C. Hasychak, and each of them, as true and lawful attorney or attorneys-in-fact for the undersigned, with full power of substitution and revocation, for him and in his name, place and stead, to sign on his behalf as an officer or director of the Company a registration Statement or Registration Statements on Form S-8 pursuant to the Securities Act of 1933 concerning certain shares of Common Stock of the Company to be offered in connection with the Company's Deferred Compensation Plan for Nonemployee Directors (as Amended through September 11, 2001), and to sign any and all amendments or post-effective amendments to such Registration Statement(s), 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 attorneys 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.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 5th day of October, 2001.

/s/ Gordon D. Harnett

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

/s/ Joseph P. Keithley

Joseph P. Keithley
Director

/s/ John D. Grampa

John D. Grampa
Vice President and Chief Financial Officer
(principal financial and accounting officer)

/s/ William P. Madar

William P. Madar
Director

/s/ Albert C. Bersticker

Albert C. Bersticker
Director

/s/ N. Mohan Reddy Ph.D.

N. Mohan Reddy Ph.D.
Director

/s/ Charles F. Brush, III

Charles F. Brush, III
Director

/s/ William R. Robertson

William R. Robertson
Director

/s/ David H. Hoag

David H. Hoag
Director

/s/ John Sherwin, Jr.

John Sherwin, Jr.
Director

End of Filing