

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

Registration No. _____

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
(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 Including Zip Code)

BRUSH WELLMAN INC. 1997 STOCK INCENTIVE PLAN FOR NON-EMPLOYEE DIRECTORS

(Full Title of the Plan)

Michael C. Hasychak
Secretary and Treasurer
Brush Wellman 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 Shares, par value of \$1 per share	50,000	\$ 14.75	\$ 737,500	\$ 217.56

(1) Pursuant to Rule 416 of the Securities Act of 1933 (the "Securities Act"), this Registration Statement also covers such additional Common Shares of the par value of \$1 per share ("Common Shares"), as may become issuable pursuant to the anti-dilution provisions of the Brush Wellman Inc. 1997 Stock Incentive Plan for Non-Employee Directors (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 sale prices of such securities on the New York Stock Exchange on September 10, 1998, within five business days prior to filing.

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, 1997; the Registrant's Quarterly Reports on Form 10-Q for the quarters ended April 3, 1998 and July 3, 1998; 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, and the Current Report on Form 8-K dated July 27, 1998.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities and 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(a) Second Amended and Restated Articles of Incorporation of the Registrant (filed as Exhibit 3(a) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1997 and incorporated herein by reference).
- 4(b) Regulations of the Registrant (filed as Exhibit 3(b) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1994 and incorporated herein by reference).
- 4(c) Rights Agreement between the Registrant and National City Bank, N.A., dated January 27, 1998 (filed as Exhibit 4(d) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1997 and incorporated herein by reference).
- 4(d) Brush Wellman Inc. 1997 Stock Incentive Plan for Non-Employee Directors (filed as Exhibit B to the Registrant's Proxy Statement dated March 16, 1998, Commission File No. 1-7006, and incorporated herein by reference).
- 5 Opinion of Counsel.
- 23(a) Consent of Independent Auditors.

23(b) Consent of Counsel (included in Exhibit 5).

24 Power 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.

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 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 September 14, 1998.

BRUSH WELLMAN INC.

By: /s/ Michael C. Hasychak

Michael C. Hasychak, 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 and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- Gordon D. Harnett	Chairman of the Board, President, Chief Executive Officer and Director (principal executive officer)	September 14, 1998
* ----- Carl Cramer	Vice President and Chief Financial Officer (principal financial and accounting officer)	September 14, 1998
* ----- Albert C. Bersticker	Director	September 14, 1998
* ----- Charles F. Brush, III	Director	September 14, 1998
* ----- David L. Burner	Director	September 14, 1998
* ----- Joseph P. Keithley	Director	September 14, 1998
----- William P. Madar	Director	September 14, 1998
----- Robert M. McInnes	Director	September 14, 1998
* ----- William R. Robertson	Director	September 14, 1998
* ----- John Sherwin, Jr.	Director	September 14, 1998

* 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 thereof (constituting a majority of the directors) pursuant to a power of attorney filed with the Securities and Exchange Commission.

September 14, 1998

By: /s/ Michael C. Hasychak

Michael C. Hasychak, Attorney-in-Fact

EXHIBIT INDEX

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- 4(d) Brush Wellman Inc. 1997 Stock Incentive Plan for Non-Employee Directors (filed as Exhibit B to the Registrant's Proxy Statement dated March 16, 1998, Commission File No. 1-7006, and incorporated herein by reference).
- 5 Opinion of Counsel.
- 23(a) Consent of Independent Auditors.
- 23(b) Consent of Counsel (included in Exhibit 5).
- 24 Power of Attorney.

Exhibit 5

[BRUSH WELLMAN INC. LETTERHEAD]

September 11, 1998

Securities and Exchange Commission
Judiciary Plaza
450 5th Street, N.W.
Washington, D.C. 20549

Re: 1997 Stock Incentive Plan for Non-Employee Directors

Ladies and Gentlemen:

I have acted as counsel for Brush Wellman Inc., an Ohio corporation (the "Company"), in connection with the Brush Wellman Inc. 1997 Stock Incentive Plan for Non-Employee Directors (the "Plan"). I have examined such documents, records and matters of law as we have deemed necessary for purposes of this opinion, and based thereon, I am of the opinion that the shares of Common Stock, of the par value of \$1 per share, of the Company (the "Common Shares"), that may be issued or transferred and sold pursuant to the Plan will be, when issued or transferred and sold in accordance with the Plan and the Agreements, duly authorized, 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.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement on Form S-8 filed by the Registrant to effect registration of the 50,000 Common Shares to be issued and sold pursuant to the Plan under the Securities Act of 1933.

Very truly yours,

/s/ John J. Pallam

*John J. Pallam
Vice President and General Counsel*

Exhibit 23(a)

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Brush Wellman Inc. Deferred Compensation Plan for Nonemployee Directors (As Amended and Restated as of December 2, 1997) 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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of Brush Wellman Inc., an Ohio corporation ("the Company"), hereby constitutes and appoints Gordon D. Harnett, Carl Cramer, Michael C. Hasychak and Louis Rorimer, and each of them, as true and lawful attorneys 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 Common Shares of the Company to be offered in connection with the Company's 1997 Stock Incentive Plan for Non-Employee Directors, 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 8th day of September, 1998.

/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

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