

MATERION Corp  
Form 4  
June 05, 2014

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KHILNANI VINOD M

(Last) (First) (Middle)

6070 PARKLAND BLVD.

(Street)

MAYFIELD HTS., OH 44124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MATERION Corp [MTRN]

3. Date of Earliest Transaction (Month/Day/Year)  
06/04/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	06/04/2014		A	42.053	A \$ 33.77	16,748.813	I	See Footnote (1)
Common Stock	06/04/2014		A	5	A \$ 34.38	9,020	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KHILNANI VINOD M 6070 PARKLAND BLVD. MAYFIELD HTS., OH 44124		X		

**Signatures**

Susan J. MacDonald / Atty  
in fact 06/05/2014  
\*\*Signature of Reporting Person Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Acquired and held by trust for the Materion Corporation 2006 Non-employee Director Equity Plan (As Amended and Restated on May 7, 2014).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. LAY: block; MARGIN-LEFT: 0pt; TEXT-INDENT: 0pt; MARGIN-RIGHT: 0pt" align="left">[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- [ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- [ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 5.07 Submission of Matters to a Vote of Security Holders

On May 25, 2010, Ameris Bancorp (the “Company”) held its Annual Meeting of Shareholders (the “Annual Meeting”) in Moultrie, Georgia. At the Annual Meeting, there were present in person or by proxy 10,722,516 shares of the Company’s common stock, representing 77.58% of the total outstanding eligible votes. At the Annual Meeting, the Company’s shareholders (1) elected four members of the Board of Directors of the Company, (2) ratified the appointment of Porter Keadle Moore, LLP as the Company’s independent auditor and (3) approved a non-binding advisory proposal on executive compensation. Each of the foregoing proposals was set forth and described in the Notice of Annual Meeting and Proxy Statement of the Company dated March 22, 2010. The voting results for each proposal are as follows:

1. The following director nominees were elected by a plurality vote to serve as Class I directors until the annual meeting to be held in 2013:

Nominee	For	Authority Withheld	Broker Non-Votes
Edwin W. Hortman, Jr.	7,149,829	268,679	3,304,008
Daniel B. Jeter	7,114,651	303,856	3,304,008

The following director nominee was elected by a plurality vote to serve as a Class III director until the annual meeting to be held in 2012:

Nominee	For	Authority Withheld	Broker Non-Votes
V. Wayne Williford	7,177,869	240,639	3,304,008

2. Ratification of the appointment of Porter Keadle Moore, LLP, as the Company’s independent auditor for the fiscal year ended December 31, 2010 by a vote of 10,525,349 for, 14,071 against, 183,096 abstaining and 0 broker non-votes.
3. Approval of a non-binding advisory proposal on executive compensation by a vote of 8,423,434 for, 1,960,729 against, 338,352 abstaining and 0 broker non-votes.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERIS BANCORP

By: /s/ Dennis J. Zember Jr.  
Dennis J. Zember, Jr.  
Executive Vice President and Chief Financial Officer  
(principal accounting and financial officer)

Dated: May 27, 2010