

MATERIAL SCIENCES CORP  
Form 8-K  
June 25, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 24, 2010

**Material Sciences Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**01-8803**  
(Commission  
File Number)

**95-2673173**  
(I.R.S. Employer  
Identification No.)

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**2200 East Pratt Boulevard**

**Elk Grove Village, Illinois**  
(Address of Principal Executive Offices)

**(847) 439-2210**

**60007**  
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( *see* General Instruction A.2. below):

- .. 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(b))
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2)
- .. 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.**

(a) The Company held its Annual Meeting of Shareholders on June 24, 2010.

(b) The following proposals were adopted by a majority of the shares voting for each proposal as follows:

Proposal One: Election of the following seven directors to serve until the annual meeting in 2011:

| <b>NOMINEE</b>       | <b>FOR</b> | <b>WITHHELD</b> |
|----------------------|------------|-----------------|
| Terry L. Bernander   | 8,209,067  | 39,900          |
| Frank L. Hohmann III | 8,218,440  | 30,527          |
| Samuel Licavoli      | 8,219,446  | 29,521          |
| Patrick J. McDonnell | 8,187,421  | 61,546          |
| Clifford D. Nastas   | 8,219,335  | 29,632          |
| John P. Reilly       | 8,210,005  | 38,962          |
| Dominick J. Schiano  | 8,219,571  | 29,396          |

There were 1,501,332 broker non-votes.

Proposal Two: Ratification of Deloitte & Touche LLP as the Company's independent, registered public accounting firm for the fiscal year ending February 28, 2011. Deloitte & Touche LLP was ratified as MSC's independent, registered public accounting firm with 9,728,926 votes cast for, 21,311 votes cast against and 62 votes abstaining.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MATERIAL SCIENCES CORPORATION  
(Registrant)

Date: June 24, 2010

By: /s/ James D. Pawlak  
Name: James D. Pawlak  
Title: Vice President, Chief Financial Officer, Corporate Controller and  
Corporate Secretary