

MATERIAL SCIENCES CORP  
Form 8-K  
January 17, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of report (Date of earliest event reported): January 13, 2006**

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**Material Sciences Corporation**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

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

**95-2673173**  
(IRS Employer  
Identification No.)

**2200 East Pratt Boulevard**  
**Elk Grove Village, Illinois 60007**  
(Address of Principal Executive Offices, including Zip Code)

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(847) 439-2210

(Registrant's Telephone Number, Including Area Code)

Not Applicable

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

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

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**Item 2.02 Results of Operations and Financial Condition**

On January 10, 2006, Material Sciences Corporation ( MSC ) issued a press release announcing its earnings for the fiscal three and nine months ended November 30, 2005, a copy of which was furnished by MSC as Exhibit 99.1 to its Current Report on Form 8-K filed on January 10, 2006, and is incorporated herein by reference. On January 13, 2006, MSC hosted a conference call to discuss its earnings for the fiscal three and nine months ended November 30, 2005. The transcript of that conference call is furnished herewith as Exhibit 99.1 and incorporated by reference herein.

The information, including Exhibit 99.1, in this Form 8-K is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this Form 8-K shall not be incorporated by reference into any filing under the Securities Act of 1933, except as shall otherwise be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

| (c) | <u>Exhibit No.</u> | <u>Document</u>   |
|-----|--------------------|---|
|     | 99.1               | Transcript of conference call held on January 13, 2006. |

**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**

/s/ Jeffrey J. Siemers

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By: Jeffrey J. Siemers

Its: Executive Vice President, Chief Administrative and  
Financial Officer and Secretary

Date: January 17, 2006