

MATERIAL SCIENCES CORP  
Form 8-A12B  
September 16, 2010

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

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**MATERIAL SCIENCES CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**2200 East Pratt Boulevard**

**Elk Grove Village, Illinois**

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

**60007**

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(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class  
to be so registered**

**Name of each exchange on which  
each class is to be registered**

Common Stock, \$.02 par value per share

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: \_\_\_\_\_ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None.

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the common stock, par value \$0.02 per share, of Material Sciences Corporation (the Company) contained under the section captioned Description of Common Stock in the Registration Statement of the Corporation on Form 8-A filed October 23, 1984 (File No: 00-108803), as amended.

**Item 2. Exhibits.**

In accordance with the Instructions as to Exhibits of Form 8-A, no exhibits are required to be filed because no other securities of the Company are registered on The NASDAQ Stock Market LLC, and the securities registered hereby are not to be registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

MATERIAL SCIENCES CORPORATION

Dated: September 15, 2010

By: /s/ Clifford D. Nastas  
Clifford D. Nastas  
Chief Executive Officer