MATERION Corp Form 8-K May 29, 2013

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):

Materion Corporation

(Exact name of registrant as specified in its charter)

34-1919973 Ohio 001-15885

(State or other jurisdiction (Commission File (I.R.S. Employer of incorporation) Number) Identification No.)

May 1, 2013

6070 Parkland Blvd., Mayfield Hts.,

44124 Ohio

(Address of principal executive

(Zip Code)

Registrant's telephone number, including area code: 216-486-4200

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:

- " 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 5.02 Departure of Directors or Certain Officer; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 1, 2013, at the 2013 Annual Meeting of Shareholders, the shareholders of Materion Corporation ("Materion" or the "Company") approved the Materion Corporation Management Incentive Plan (the "Plan"). Under the Plan, the Company's executive officers (and other key employees designated by the Company's Board of Directors) are entitled to receive cash bonuses depending on the achievement of certain specified performance goals. The foregoing description of the Plan does not purport to be complete, and is qualified in its entirety by reference to the full text of the Plan, a copy of which is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibits.

Exhibit Number Description

10.1 Materion Corporation Management Incentive Plan

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.

Materion Corporation

Date: May 29, 2013 By: /s/ Michael C. Hasychak

Michael C. Hasychak

Vice President, Treasurer and

Secretary

Exhibit Index Exhibit Number 10.1

Description Materion Corporation Management Incentive Plan