

BRUSH ENGINEERED MATERIALS INC

Form 8-A12B/A

December 13, 2004

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UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-A
(Amendment No. 1)**

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

Brush Engineered Materials Inc.

(Exact Name of Registrant as Specified in Its Charter)

Ohio

34-1919973

(State of Incorporation or Organization)

(I.R.S. Employer
Identification No.)

17876 St. Clair Avenue, Cleveland, Ohio

44110

(Address of Principal Executive Offices)

(Zip Code)

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), please check the following box.

If this form relates to the registration of a class of securities pursuant to 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: 333-95917

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**

Rights to Purchase Series A Junior
Participating Preferred Stock, without
par value

New York Stock Exchange

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

N/A

(Title of class)

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EX-4.1 Amendment No.1, dated as of December 7, 2004, to the Rights Agreement, dated as of May 10, 2000, between the Company and National City Bank, N.A., as rights agent

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

On December 7, 2004, the Directors of Brush Engineered Materials Inc. (the Company) approved Amendment No. 1, dated as of December 7, 2004 (the Amendment), to the Rights Agreement, dated as of May 10, 2000 (the Rights Agreement), between the Company and National City Bank, N.A., as rights agent (National City). The Amendment removed National City as rights agent and appointed LaSalle National Bank, N.A. as successor rights agent.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which has been filed as an exhibit hereto and incorporated herein by this reference. Copies of the Rights Agreement are available free of charge from the Company.

Item 2. Exhibits

| Number | Description |
|---------------|---|
| 4.1 | Amendment No. 1, dated as of December 7, 2004, to the Rights Agreement, dated as of May 10, 2000, between the Company and National City Bank, N.A., as rights agent |

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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, thereto duly authorized.

BRUSH ENGINEERED MATERIALS INC.

By: /s/ Michael C. Hasychak

Name: Michael C. Hasychak

Title: Vice President, Treasurer and Secretary

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Date: December 13, 2004

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