

BRUSH ENGINEERED MATERIALS INC
Form 8-K
May 07, 2008

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):

May 7, 2008

Brush Engineered Materials Inc.

(Exact name of registrant as specified in its charter)

Ohio

001-15885

34-1919973

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

17876 St. Clair Avenue, Cleveland, Ohio

44110

(Address of principal executive offices)

(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))

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 7, 2008, Brush Engineered Materials Inc., an Ohio corporation (the "Company"), announced that its Board of Directors has voted to increase the size of the Board of Directors from nine to ten, and has elected Craig S. Shular to serve as a director of the Company. He will serve as a member of the Board's Audit Committee and Governance and Organization Committee.

Mr. Shular is currently the Chairman, President and Chief Executive Officer of Graftech International Ltd. Mr. Shular joined GrafTech as its Chief Financial Officer in 1999, and has served as a director since 2003.

Mr. Shular will be entitled to receive the same compensation for service as a director as is provided to the Company's other non-employee directors. On May 7, 2008, the Board of Directors of the Company authorized an increase to the annual retainer fee for non-employee directors of \$5,000 to \$65,000 per year. Other than this change, non-employee directors receive the compensation as described in the Company's proxy statement dated March 27, 2008 as filed with the Securities and Exchange Commission.

Mr. Shular will be entering into the Indemnification Agreement entered into by the Company and its directors as described in Exhibit 10.2 to the Current Report on Form 8-K dated May 5, 2005.

A copy of the Company's press release dated May 7, 2008, announcing the election of Mr. Shular to the Board of Directors, is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

99.1 Brush Engineered Materials Inc. press release dated May 7, 2008.

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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.

Brush Engineered Materials Inc.

May 7, 2008

By: *Michael C. Hasychak*

Name: Michael C. Hasychak

Title: Vice President, Treasurer and Secretary

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Brush Engineered Materials Inc. press release dated May 7, 2008.