

BRUSH ENGINEERED MATERIALS INC  
Form 8-A12B/A  
July 31, 2008

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

**FORM 8-A  
(Amendment No. 2)  
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)

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 Act registration statement file number to which this  
form relates:

333-95917

(If applicable)

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

N/A

(Title of class)



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

On July 30, 2008, the Directors of Brush Engineered Materials Inc. (the Company) approved Amendment No. 2, dated as of July 30, 2008 (the Amendment), to the Rights Agreement, dated as of May 10, 2000 (the Rights Agreement) and amended December 7, 2004, between the Company and LaSalle Bank, N.A., as successor rights agent (LaSalle Bank). The Amendment removed LaSalle Bank as rights agent and appointed Wells Fargo 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. 2, dated as of July 30, 2008 to the Rights Agreement, dated as of May 10, 2000, as amended December 7, 2004, between the Company, LaSalle Bank N.A., as former successor rights agent and Wells Fargo Bank, N.A. as successor rights agent.

**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

Date: July 31, 2008

**EXHIBIT INDEX**

Number	Description
4.1	Amendment No. 2, dated as of July 30, 2008, to the Rights Agreement, dated as of May 10, 2000, as amended December 7, 2008, between the Company, LaSalle Bank, N.A. as former successor rights agent and Wells Fargo Bank N.A., as successor rights agent.

4