

MATERIAL SCIENCES CORP  
Form 8-K  
August 12, 2010

**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): August 12, 2010

**Material Sciences Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**01-8803**  
(Commission  
File Number)

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

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**2200 East Pratt Boulevard**

**Elk Grove Village, Illinois**  
(Address of Principal Executive Offices)

**(847) 439-2210**

**60007**  
(Zip Code)

**(Registrant's Telephone Number, Including Area Code)**

**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 ( *see* General Instruction A.2. below):

- ..  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(b))
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2)
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On August 12, 2010, Material Sciences Corporation (the Company ) issued a press release announcing that it had filed an application to list its common stock on the NASDAQ Capital Market. The NASDAQ listing application is subject to review and approval by NASDAQ's Listing Qualifications Department to ensure compliance with all NASDAQ Capital Market Standards. While the Company intends to satisfy all of NASDAQ's requirements for initial listing, no assurance can be given that its application will be approved. The Company's common stock will continue to trade on the OTC Bulletin Board under its current symbol, MASC.OB, during the NASDAQ review process.

A copy of the press release is attached hereto as Exhibit 99.1, and the information contained therein is incorporated herein by reference. The information contained in Item 8.01 to this Form 8-K, including the exhibit, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and the information shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

| <b>Exhibit No.</b> | <b>Description of Exhibits</b>       |
|--------------------|--------------------------------------|
| <b>99.1</b>        | Press Release dated August 12, 2010. |

**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.

MATERIAL SCIENCES CORPORATION  
(Registrant)

Date: August 12, 2010

By: /s/ CLIFFORD D. NASTAS  
Name: **Clifford D. Nastas**  
Title: **Chief Executive Officer**