

MATERIAL SCIENCES CORP
Form 8-K
July 07, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): July 6, 2006

Material Sciences Corporation

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(State or other jurisdiction

of incorporation)

01-8803
(Commission File Number)

2200 East Pratt Boulevard

Elk Grove Village, Illinois 60007

(Address of Principal Executive Offices, including Zip Code)

(847) 439-2210

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

95-2673173
(IRS Employer

Identification No.)

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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

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 8.01 Other Events

On July 6, 2006, Material Sciences Corporation (MSC) issued a press release announcing the Securities and Exchange Commission has concluded its review of MSC 's material weaknesses reported for the fiscal year ended February 28, 2005. The press release is attached as exhibit 99.1 to this Form 8-K and is incorporated herein by reference in this Item 8.01.

Item 9.01 Financial Statements and Exhibits.

| (c) | Exhibit No. | Document |
|-----|-------------|----------------------------------|
| | 99.1 | Press Release dated July 6, 2006 |

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

/s/ James M. Froisland

By: James M. Froisland

Its: Senior Vice President, Chief Financial Officer,

Chief Information Officer and Corporate Secretary

Date: July 7, 2006