

MATERIAL SCIENCES CORP  
Form 8-K  
January 28, 2011

**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): January 28, 2011

**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**  
(IRS Employer  
Identification No.)

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**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)**

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

**Item 8.01 Other Events.**

On January 28, 2011, Material Sciences Corporation (the Company) issued a press release announcing that the company's board of directors has authorized the repurchase of up to one million shares of common stock. These one million shares are in addition to the 114,081 shares remaining available for repurchase under the Board's January 7, 2008 authorization. The share repurchases will be made from time to time at MSC's discretion, subject to market conditions and other factors, and will be funded with internally generated cash. As of January 27, 2011, the Company had 12,909,133 shares outstanding.

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.**

Exhibit No.	Document
99.1	Press Release dated January 28, 2011

**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**

By: /s/ James D. Pawlak  
James D. Pawlak  
Vice President, Chief Financial Officer, Corporate  
Controller and Corporate Secretary

Date: January 28, 2011