

MATERION Corp
Form DEFA14A
April 21, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

MATERION CORPORATION

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4)Date Filed:

April 21, 2014

Dear fellow shareholders:

We have previously sent to you proxy materials for the Materion Corporation Annual Meeting of Shareholders. I again write to you to solicit your support in approving the proposals up for vote at this annual meeting.

As a reminder, the annual meeting will be held on May 7, 2014 to vote on the following proposals:

- (1) To elect four directors, each to serve for a term of three years and until a successor is elected and qualified;
- (2) To approve the Materion Corporation 2006 Stock Incentive Plan (As Amended and Restated as of May 7, 2014);
- (3) To approve the Materion Corporation 2006 Non-employee Director Equity Plan (As Amended and Restated as of May 7, 2014);
- (4) To ratify Ernst & Young LLP as the independent registered public accounting firm for Materion Corporation for the year 2014;
- (5) To approve, by non-binding vote, named executive officer compensation;
- (6) To approve an amendment to Materion's Amended and Restated Code of Regulations to opt out of the Ohio Control Share Acquisition Act;
- (7) To approve amendments to Materion's Amended and Restated Articles of Incorporation and Amended and Restated Code of Regulations to declassify the Board of Directors (implementation of this Proposal 7 is conditioned upon the approval of Proposal 8); and
- (8) To approve amendments to Materion's Amended and Restated Articles of Incorporation and Amended and Restated Code of Regulations to eliminate cumulative voting in the election of directors (implementation of this Proposal 8 is conditioned upon the approval of Proposal 7).

Our Board of Directors recommends that you vote FOR all of the nominees for director in Proposal 1 and FOR Proposals 2 through 8.

With respect to Proposal 1, the four nominees receiving the greatest number of votes for their election will be elected as directors of Materion Corporation, subject to the Company's Majority Voting Policy. The approval of each of Proposals 2, 3, 4 and 5 requires the affirmative vote of a majority of the votes cast on such proposals at the 2014 annual meeting. The approval of each of Proposals 6, 7 and 8 requires the affirmative vote of a majority of the outstanding shares of common stock of Materion Corporation as of March 10, 2014, the record date.

Your vote is important, no matter how many or how few shares you may own. To ensure that your shares are represented at the meeting, please vote today by telephone, via the Internet, or by signing, dating and returning the proxy card provided to you in the proxy materials.

Sincerely,

Richard J. Hipple
Chairman, President and Chief Executive Officer
