

MATERIAL SCIENCES CORP

Form SC 13G

July 24, 2009

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_\_) \*

Material Sciences Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

576674105  
(CUSIP Number)

July 15, 2009  
(Date of Event which Requires  
Filing of this Statement)

Check the appropriate box to designate the rule pursuant to  
which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1      Names of Reporting Persons

Sycamore Opportunities Fund, L.P.

IRS Identification No. of Above Person (entities only)

26-3597882

2      Check the Appropriate Box if a Member of a Group

(a)

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(b) [ ]

3 SEC USE ONLY

4 Citizenship or Place of Organization

Delaware

5 Sole Voting Power

739,386

NUMBER OF SHARES 6 Shared Voting Power

-0-

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 Sole Dispositive Power

739,386

8 Shared Dispositive Power

-0-

9 Aggregate Amount Beneficially Owned by each Reporting Person

739,386

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* [ ]

11 Percent of Class Represented by Amount in Row 9

5.67%

12 Type of Reporting Person (See Instructions)

PN

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Item 1(a). Name of Issuer.

Material Sciences Corporation

Item 1(b). Address of Issuer's Principal Executive Offices.

2200 East Pratt Boulevard, Elk Grove Village, IL 60007

Item 2(a). Name of Person Filing.

Sycamore Opportunities Fund, L.P.

Item 2(b). Address of Principal Business Office or, if none, Residence.

The business address of Sycamore Opportunities Fund,

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L.P. is 100 Drakes Landing Rd Suite 300 Greenbrae, CA 94904.

Item 2(c).           Citizenship.

Sycamore Opportunities Fund, L.P. is a Delaware limited partnership.

Item 2(d).           Title of Class of Securities.

Common Stock

Item 2(e).           CUSIP Number.

576674105

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)    Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)    Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)    Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

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(d)    Investment company registered under section 8 of the Investment Company act of 1940 (15 U.S.C. 80a-8).

(e)    An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).

(f)    An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).

(g)    A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G).

(h)    A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i)    A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company act of 1940 (15 U.S.C. 80a-3).

(j)    Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Reference is made hereby made to Items 5-9 and 11 of pages two (2) and three (3) of this Schedule 13G, which Items are incorporated by reference herein.

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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10.            Certification.

By signing below, Sycamore Opportunities Fund, L.P. certifies that, to the best of its knowledge and belief, the securities referred to above on page two (2) of this Schedule 13G were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Signature

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: July 16, 2009

Sycamore Opportunities Fund, L.P.

/s/ Richard B. Fullerton

By: Richard B. Fullerton  
its: Managing Member of RBF Capital, LLC

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its general partner

Attention: Intentional misstatements or omissions of fact  
constitute Federal criminal violations (See 18 U.S.C. 1001)