

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

For Registration of Certain Classes of Securities
Pursuant to Section 12(b) or 12(g) of the
Securities Exchange Act of 1934

CABOT MICROELECTRONICS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

36-4324765

(State of incorporation
or organization)

(I.R.S. Employer Identification No.)

870 North Commons Drive
Aurora, Illinois

60504

(Address of principal
executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on
which each class is to be registered

None

None

If this form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), please check the following box. []

If this form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), please check the following box. []

Securities Act registration statement file number to which this form relates:
333-95093

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.001 par value per share

(Title of class)

Preferred Share Purchase Rights

(Title of class)

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Item 1. Description of the Registrant's Securities to be Registered.

The description of the Common Stock, \$0.001 par value per share, of
Cabot Microelectronics Corporation (the "Registrant") and the related Preferred
Share Purchase Rights to be registered hereunder is contained under the caption
"Description of Capital Stock" in the Prospectus constituting a part of the
Registration Statement on Form S-1 (No. 333-95093) filed by the Registrant with
the Securities and Exchange Commission on January 20, 2000, as amended, which

is incorporated herein by reference as Exhibit 1.

Item 2. Exhibits.

The following exhibits to this Registration Statement have been filed as exhibits to the Registration Statement on Form S-1 (No. 333-95093) and are hereby incorporated herein by reference:

1. Registration Statement on Form S-1 (No. 333-95093) filed on January 20, 2000, as amended.
2. Certificate of Incorporation of the Registrant (Exhibit 3.1 to the Registration Statement on Form S-1 (No. 333-95093)).
3. Amended and Restated Bylaws of the Registrant, (Exhibit 3.2 to the Registration Statement on Form S-1 (No. 333-95093)).
4. Form of Amended and Restated Certificate of Incorporation, (Exhibit 3.3 to the Registration Statement on Form S-1 (No. 333-95093)).
5. Form of Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock, (Exhibit 3.4 to the Registration Statement on Form S-1 (No. 333-95093)).
6. Form of certificate of common stock of the Registrant, \$0.001 par value per share (Exhibit 4.1 to the Registration Statement on Form S-1 (No. 333-95093)).
7. Rights Agreement (Exhibit 4.2 to the Registration Statement on Form S-1 (No. 333-95093)).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: April 3, 2000

CABOT MICROELECTRONICS
CORPORATION

By: /s/ William C. McCarthy

Name: William C. McCarthy
Title: Chief Financial Officer

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