

ENTEGRIS INC  
Form S-4/A  
June 30, 2005  
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As filed with the Securities and Exchange Commission on June 30, 2005

Registration No. 333-124719

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**AMENDMENT NO. 2**

to

**FORM S-4**

**REGISTRATION STATEMENT**

*UNDER THE SECURITIES ACT OF 1933*

**ENTEGRIS, INC.**<sup>(1)</sup>

**EAGLE DE, INC.**

(Exact Name of Registrant as Specified in Its Charter)

<b>Minnesota</b>	<b>2033</b>	<b>41-1941551</b>
<b>Delaware</b>	<b>2033</b>	<b>41-1941551<sup>(2)</sup></b>
<b>(State or Other Jurisdiction of</b>	<b>(Primary Standard Industrial</b>	<b>(I.R.S. Employer</b>
<b>Incorporation or Organization)</b>	<b>Classification Code Number)</b>	<b>Identification Number)</b>

**3500 Lyman Boulevard**

**Chaska, Minnesota 55318**

**(952) 556-3131**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**John D. Villas**

**Chief Financial Officer**

**Entegris, Inc.**

**3500 Lyman Boulevard**

**Chaska, Minnesota 55318**

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(952) 556-3131

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

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*Copies to:*

**Douglas P. Long**  
**Faegre & Benson LLP**  
**90 South Seventh Street**  
**2200 Wells Fargo Center**  
**Minneapolis, MN 55402**

**David B. Walek**  
**Ropes & Gray LLP**  
**One International Place**  
**Boston, MA 02110**

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**Approximate date of commencement of proposed sale to public:** As soon as practicable following the effective date of this registration statement and the date on which all other conditions to the merger of Mykrolis Corporation with and into Eagle DE, Inc. pursuant to the merger agreement described in the enclosed joint proxy statement/prospectus have been satisfied or waived. Eagle DE, Inc. is the successor issuer, within the meaning of Rule 12g-3 under the Securities Exchange Act of 1934, to Entegris, Inc. in connection with the reincorporation merger of Entegris, Inc. with and into Eagle DE, Inc. The Registrant hereunder shall be Entegris, Inc. and its successor issuer, Eagle DE, Inc., a Delaware corporation.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

(1) Entegris, Inc., a Minnesota corporation, will reincorporate in Delaware in connection with this offering by way of a merger with and into its wholly owned subsidiary, Eagle DE, Inc., a Delaware corporation, which will change its name to Entegris, Inc. in such reincorporation merger and which expressly adopts this Registration Statement for all purposes under the Securities Act. Eagle DE, Inc. is referred to as Entegris Delaware in this joint proxy statement/prospectus.

(2) Upon completion of the reincorporation merger referred to above, Entegris Delaware will retain the I.R.S. employer identification number currently assigned to Entegris.

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**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this joint proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**PRELIMINARY COPY**

**SUBJECT TO COMPLETION, DATED JUNE 30, 2005**

**MERGER PROPOSED YOUR VOTE IS IMPORTANT**

The boards of directors of Entegris, Inc. and Mykrolis Corporation have each unanimously approved a strategic merger of equals of the two companies. The combined company, which will be headquartered in Chaska, Minnesota immediately after the merger, will have approximately 2,700 full-time employees worldwide, excluding temporary workers. We believe that the merger will benefit the stockholders of both companies, and we ask for your support in voting for the merger proposals at our respective stockholder meetings.

Immediately prior to the merger, Entegris will reincorporate in the State of Delaware. Mykrolis will then merge with and into Entegris. In the merger, each share of Mykrolis common stock will be converted into the right to receive 1.39 shares of Entegris common stock and cash in lieu of fractional shares. After completion of the merger, the current stockholders of Entegris are expected to own approximately 56% of the combined company and the current stockholders of Mykrolis are expected to own approximately 44% of the combined company. The merger will be tax-free to Entegris stockholders and Mykrolis stockholders, except Mykrolis stockholders may recognize gain on any cash received in lieu of fractional shares of Entegris. No stockholders of Entegris or Mykrolis will have dissenters' appraisal rights in the reincorporation or the merger.

The combined company will be a Delaware corporation named Entegris, Inc. Entegris common stock is currently traded on The NASDAQ National Market under the symbol ENTG, and we intend to apply to have the combined company's shares listed on The NASDAQ National Market at the time of the merger. The listing of Entegris' shares of common stock on The NASDAQ National Market at that time is a condition to the closing of the merger. Upon completion of the merger, Mykrolis common stock, which is listed on the New York Stock Exchange under the symbol MYK, will be delisted.

We are asking stockholders of Entegris to consider and vote upon proposals to:

- approve and adopt the merger agreement providing for the merger and the merger (including the issuance of Entegris common stock in connection with the merger);
- reincorporate Entegris under the Delaware General Corporation Law and approve and adopt the agreement and plan of merger providing for the reincorporation; and
- approve a classified board of directors for Entegris.

Entegris' special meeting will be held on August 3, 2005, at 9:00 a.m., local time, at the Oak Ridge Conference Center, 1 Oak Ridge Drive, Chaska, Minnesota. Entegris' board of directors unanimously recommends that Entegris' stockholders vote **FOR** each of the foregoing proposals.

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We are asking stockholders of Mykrolis to:

consider and vote upon a proposal to approve and adopt the merger agreement providing for the merger and the merger; and vote on the election of Mykrolis directors as described in the attached notice and joint proxy statement/prospectus. If the merger is completed, the terms of the Mykrolis directors, including those elected at the meeting, will expire upon such completion.

Mykrolis special meeting in lieu of annual meeting will be held on August 3, 2005, at 10:00 a.m., local time, at 129 Concord Road, Billerica, Massachusetts. Mykrolis board of directors unanimously recommends that Mykrolis stockholders vote **FOR** the merger and the adoption of the merger agreement, and **FOR** the election of the nominated directors.

In considering the recommendations of Entegris and Mykrolis boards of directors with respect to the merger, you should be aware that certain directors and officers of Entegris and Mykrolis may have interests in the merger that are different from, or in addition to, their interests as Entegris or Mykrolis stockholders generally, as described in more detail in this joint proxy statement/prospectus.

We cannot complete the merger unless stockholders of both companies approve it and Entegris stockholders approve the proposed reincorporation of Entegris in Delaware. Approvals of the classified board of directors of Entegris and the election of Mykrolis directors are not conditions of the merger.

**This joint proxy statement/prospectus provides you with detailed information about the stockholder meetings and the proposed merger and the other proposals to be voted on. We urge you to read this material, including the section describing certain risk factors beginning on page 18, carefully and in its entirety.**

We enthusiastically support this combination of our two outstanding companies and join with all the other members of our respective boards of directors in recommending that you vote **FOR** the proposals described herein.

JAMES E. DAUWALTER  
Chief Executive Officer  
*Entegris, Inc.*

GIDEON ARGOV  
Chief Executive Officer  
*Mykrolis Corporation*

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated [                      ], 2005,  
and is first being mailed to Entegris and Mykrolis stockholders on or about July 5, 2005.

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**REFERENCES TO ADDITIONAL INFORMATION**

Except where we indicate otherwise, as used in this joint proxy statement/prospectus, *Entegris* refers to Entegris, Inc. and its consolidated subsidiaries prior to Entegris, Inc.'s reincorporation merger with and into its wholly owned subsidiary, Eagle DE, Inc. *Mykrolis* refers to Mykrolis Corporation and its consolidated subsidiaries, and *Entegris Delaware* refers to Eagle DE, Inc. and, after the reincorporation merger, Eagle DE, Inc. (which is a Delaware corporation that will be renamed Entegris, Inc. in the reincorporation merger) and its consolidated subsidiaries. This joint proxy statement/prospectus incorporates important business and financial information about Entegris and Mykrolis from documents that each company has filed with the Securities and Exchange Commission but that have not been included in or delivered with this joint proxy statement/prospectus. For a list of documents incorporated by reference into this joint proxy statement/prospectus, see *Where You Can Find More Information* beginning on page 149.

This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus by accessing the Securities and Exchange Commission's website maintained at [www.sec.gov](http://www.sec.gov).

In addition, Entegris' Securities and Exchange Commission filings are available to the public on Entegris' website, [www.entegris.com](http://www.entegris.com), and Mykrolis' filings with the Securities and Exchange Commission are available to the public on Mykrolis' website, [www.mykrolis.com](http://www.mykrolis.com). Information contained on Entegris' website and Mykrolis' website is not incorporated by reference into this joint proxy statement/prospectus, and you should not consider information contained on those websites as part of this joint proxy statement/prospectus.

**Entegris will provide you with copies of this information relating to Entegris, without charge, if you request it in writing from Entegris, Inc., 3500 Lyman Boulevard, Chaska, Minnesota 55318.**

**If you would like to request documents from Entegris, please do so by July 27, 2005, in order to receive them before the Entegris special meeting.**

**Mykrolis will provide you with copies of this information relating to Mykrolis, without charge, if you request it in writing from Mykrolis Corporation, 129 Concord Road, Billerica, Massachusetts 01821.**

**If you would like to request documents from Mykrolis, please do so by July 27, 2005, in order to receive them before the Mykrolis special meeting in lieu of annual meeting.**

Entegris has supplied all information contained in or incorporated by reference in this joint proxy statement/prospectus relating to Entegris and Entegris Delaware, and Mykrolis has supplied all information contained in or incorporated by reference in this joint proxy statement/prospectus relating to Mykrolis. Entegris and Mykrolis have both contributed to the information contained in this joint proxy statement/prospectus relating to the merger.

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**ENTEGRIS, INC.**

**3500 Lyman Boulevard**

**Chaska, Minnesota 55318**

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**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

to be held on August 3, 2005

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NOTICE IS HEREBY GIVEN that the Special Meeting of Stockholders of Entegris, Inc., a Minnesota corporation, will be held on Wednesday, August 3, 2005, at 9:00 a.m., local time, at the Oak Ridge Conference Center, 1 Oak Ridge Drive, Chaska, Minnesota, for the following purposes:

1. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger (the merger agreement ), dated as of March 21, 2005, by and among Entegris, Inc., a Minnesota corporation, Eagle DE, Inc., a Delaware corporation and a wholly owned subsidiary of Entegris (referred to as Entegris Delaware ), and Mykrolis Corporation, a Delaware corporation, including the merger of Mykrolis with and into Entegris Delaware (immediately following the reincorporation merger described in proposal 2 below) as contemplated thereby and the issuance of new shares of common stock of Entegris Delaware to the stockholders of Mykrolis in the merger. In the merger, each outstanding share of Mykrolis common stock will be automatically converted into the right to receive 1.39 shares of Entegris Delaware common stock;
2. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger (the reincorporation merger agreement ) dated as of March 21, 2005, by and between Entegris and Entegris Delaware and the reincorporation merger contemplated thereby (the reincorporation merger ), whereby Entegris would reincorporate from a Minnesota corporation to a Delaware corporation, including approval of the proposed certificate of incorporation and bylaws of Entegris Delaware attached as *Annex C-1* and *Annex D*, respectively, to this joint proxy statement/prospectus, provided that if proposal 3 set forth below is not approved, the certificate of incorporation of Entegris Delaware will read as set forth on *Annex C-2* hereto and the bylaws of Entegris Delaware set forth on *Annex D* hereto will be revised by the board of directors of Entegris Delaware to remove the classified board provisions and include provisions substantially similar to Article IX set forth in *Annex C-2* hereto but will otherwise read as set forth on *Annex D*. In the reincorporation merger, each outstanding share of Entegris common stock will be automatically converted into one share of Entegris Delaware common stock and the name of Entegris Delaware will be changed to Entegris, Inc.;
3. To consider and vote upon a proposal to approve a classified board for Entegris Delaware as provided in Article IX of the proposed certificate of incorporation of Entegris Delaware set forth in *Annex C-1* hereto; and
4. To consider and vote upon a proposal to approve adjournments or postponements of the Entegris special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Entegris special meeting to approve the above proposals.

Each of the proposals is more fully described in this joint proxy statement/prospectus.

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June 17, 2005 has been fixed as the record date for the meeting. Only stockholders of record at the close of business on that date are entitled to receive notice of and vote at the meeting and any adjournment or postponement of the meeting.

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Neither the merger nor the reincorporation merger will occur unless both proposal 1 and proposal 2 are approved. Approval of proposals 3 and 4, however, is not a condition to either the merger or the reincorporation merger. If either proposal 1 or proposal 2 (or both) is not approved, then proposal 3 will be null and have no effect.

By Order of the Board of Directors,  
John D. Villas  
*Secretary*

Chaska, Minnesota

[            ], 2005,

**Entegris board of directors unanimously recommends that Entegris stockholders vote FOR each of the proposals.**

**Your proxy is important to ensure a quorum at the meeting. Even if you own only a few shares, and whether or not you plan to attend the Entegris special meeting in person, please complete, date, sign and return the enclosed proxy card or voting instruction card in the enclosed envelope promptly or submit your proxy or voting instructions by calling 1-800-560-1965 or using the Internet (<http://www.eproxy.com/entg/>) by following the instructions included with your proxy card. Please note that if your shares are not registered in your own name, your bank, broker or other institution holding your shares may not offer telephone or Internet voting. The enclosed envelope requires no postage if mailed in the United States. If you attend the Entegris special meeting, you may revoke your proxy, if any, and vote in person if you wish, even if you have previously returned your proxy card or submitted your proxy instructions by telephone or the Internet. However, if you hold shares through a bank or broker and wish to vote in person at the meeting, you may not do so unless you receive a valid proxy from your bank or broker.**

**Please vote your shares promptly. You can find instructions for voting on the enclosed proxy card(s).**

If you have questions, contact

MacKenzie Partners, Inc.

Call Toll-Free: (800) 332-2885



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**MYKROLIS CORPORATION**

**129 Concord Road**

**Billerica, Massachusetts 01821**

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**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS IN LIEU OF ANNUAL MEETING**

**to be held on August 3, 2005,**

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NOTICE IS HEREBY GIVEN that the Special Meeting of Stockholders of Mykrolis Corporation, a Delaware corporation, in Lieu of Annual Meeting will be held on Wednesday, August 3, 2005, at 10:00 a.m., local time, at 129 Concord Road, Billerica, Massachusetts, for the following purposes:

1. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger (the merger agreement), dated as of March 21, 2005, by and among Entegris, Inc., a Minnesota corporation, Eagle DE, Inc., a Delaware corporation and a wholly owned subsidiary of Entegris (referred to as Entegris Delaware), and Mykrolis Corporation, a Delaware corporation, including the merger of Mykrolis with and into Entegris Delaware as contemplated thereby. Pursuant and subject to the terms of the merger agreement (and the related reincorporation merger agreement), Entegris will reincorporate in Delaware by merging with and into Entegris Delaware, immediately following which Mykrolis will merge with and into Entegris Delaware. In the merger, each outstanding share of Mykrolis common stock will be automatically converted into the right to receive 1.39 shares of Entegris Delaware common stock. In connection with the reincorporation merger, the name of Entegris Delaware will be changed to Entegris, Inc.;
2. To consider and vote upon a proposal to elect two Class II Directors to the Mykrolis board of directors with terms expiring at the 2008 annual meeting of stockholders or upon completion of the merger, if earlier; and
3. To consider and vote upon a proposal to approve adjournments or postponements of the Mykrolis special meeting in lieu of annual meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Mykrolis special meeting in lieu of annual meeting to approve the above proposals.

Each of the proposals is more fully described in this joint proxy statement/prospectus.

June 17, 2005 has been fixed as the record date for the meeting. Only stockholders of record at the close of business on that date are entitled to receive notice of and vote at the meeting and any adjournment or postponement of the meeting.

Approval of proposals 2 and 3 is not a condition to the merger.

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By Order of the Board of Directors,  
Peter W. Walcott  
*Secretary*

Billerica, Massachusetts

[            ], 2005

**Mykrolis board of directors unanimously recommends that Mykrolis stockholders vote FOR each of the proposals.**

**Your proxy is important to ensure a quorum at the meeting. Even if you own only a few shares, and whether or not you plan to attend the Mykrolis special meeting in lieu of annual meeting in person, please complete, date, sign and return the enclosed proxy card or voting instruction card in the enclosed envelope promptly or submit your proxy or voting instructions by calling 1-877-PRX-VOTE (1-877-779-8683) or using the Internet (<http://www.eproxyvote.com/myk>) by following the instructions included with your**

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proxy card. Please note that if your shares are not registered in your own name, your bank, broker or other institution holding your shares may not offer telephone or Internet voting. The enclosed envelope requires no postage if mailed in the United States. If you attend the Mykrolis special meeting in lieu of annual meeting, you may vote in person if you wish, even if you have previously returned your proxy card or submitted your proxy instructions by telephone or the Internet. However, if you hold shares through a bank or broker and wish to vote in person at the meeting, you may not do so unless you receive a valid proxy from your bank or broker.

Please vote your shares promptly. You can find instructions for voting on the enclosed proxy card(s).

If you have questions, contact

MacKenzie Partners, Inc.

Call Toll-Free: (800) 322-2885

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**QUESTIONS AND ANSWERS ABOUT THE MERGER**

*The following questions and answers briefly address some commonly asked questions about the merger, the stockholders meetings, the effect of the merger on the holders of common stock of Entegris and Mykrolis, and Entegris' reincorporation from a Minnesota corporation to a Delaware corporation. They may not include all the information that is important to you. We urge you to read carefully this entire document, including the annexes and the other documents to which we have referred you. We have included page references in this summary to direct you to a more detailed description of each topic presented elsewhere in this joint proxy statement/prospectus.*

**Q: What will happen in the merger?**

A: We are proposing to combine our companies in a merger of equals transaction. In the transaction, Entegris will effect a reincorporation from a Minnesota corporation to a Delaware corporation (the reincorporation). Mykrolis will then merge with and into Entegris Delaware, the corporation resulting from the reincorporation, and the combined company will be named Entegris, Inc. As a result of the merger of Mykrolis with and into Entegris Delaware, Mykrolis will cease to exist and Entegris Delaware will continue as a public company that holds and conducts the combined business of Mykrolis and Entegris.

In the transaction, Entegris Delaware's certificate of incorporation will be amended and restated as provided in *Annex C-1* hereto, and its bylaws will be amended and restated as provided in *Annex D* hereto. *Annex C-1* includes provisions relating to a so-called classified board, and the stockholders of Entegris will be asked to separately approve a proposal for the classified board. Approval of the classified board proposal, however, is not required to consummate the transaction. If the classified board proposal is not approved, Entegris Delaware's certificate of incorporation will read as set forth in *Annex C-2* and the bylaws set forth in *Annex D* will be revised by the Entegris Delaware board of directors to remove the classified board provisions and include provisions substantially similar to Article IX set forth in *Annex C-2*. See page 116.

**Q: When is the Entegris special meeting?**

A: The Entegris special meeting will be held on August 3, 2005, at the location and time indicated on the cover of this joint proxy statement/prospectus. See page 30.

**Q: When is the Mykrolis special meeting in lieu of annual meeting?**

A: The Mykrolis special meeting in lieu of annual meeting will be held on August 3, 2005, at the location and time indicated on the cover of this joint proxy statement/prospectus. See page 34.

**Q: On what are Entegris stockholders being asked to vote?**

A: Entegris' board is asking Entegris stockholders to vote upon the following:

1. A proposal to approve and adopt the merger agreement and the merger of Mykrolis with and into Entegris Delaware, including the issuance of new shares of Entegris Delaware to Mykrolis stockholders in connection with the merger (see page 30);
2. A proposal to approve and adopt the reincorporation merger agreement and the reincorporation merger, including the proposed certificate of incorporation and bylaws of Entegris Delaware attached as *Annex C-1* and *Annex D*, respectively, to this joint proxy

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statement/prospectus, provided that if proposal 3 set forth below is not approved, the certificate of incorporation of Entegris Delaware will read as set forth on *Annex C-2* hereto and the bylaws of Entegris Delaware set forth on *Annex D* hereto will be revised by the Entegris Delaware board of directors to remove the classified board provisions and include provisions substantially similar to Article IX set forth in *Annex C-2* hereto but will otherwise read as set forth on *Annex D* (see page 30);



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3. A proposal to approve a classified board for Entegris Delaware as provided in Article IX of the proposed certificate of incorporation of Entegris Delaware attached as *Annex C-1* to this joint proxy statement/prospectus (see page 30); and
4. A proposal to approve adjournments or postponements of the Entegris special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Entegris special meeting to approve the above proposals (see page 30).

Neither the merger nor the reincorporation merger will occur unless both proposal 1 and proposal 2 are approved. Approval of proposals 3 and 4 is not a condition to either the merger or the reincorporation merger. If either proposal 1 or proposal 2 (or both) is not approved, then proposal 3 will be null and have no effect.

**Q: Are the reincorporation and the merger each conditioned upon the other?**

A: The consummation of the reincorporation is conditioned on approval of the merger, and the consummation of the merger is conditioned on completion of the reincorporation. The reincorporation will not be effected unless all conditions to the merger have been satisfied or waived and Entegris Delaware and Mykrolis are prepared to consummate the merger immediately after the effective time of the reincorporation merger, and the merger will not occur if the reincorporation is not effected. See page 32.

The approval of the classified board provisions of Entegris Delaware's certificate of incorporation is not required to consummate either the proposal relating to the merger or the proposal relating to the reincorporation. It is a condition to the classified board proposal, however, that proposals 1 and 2 be approved and that the reincorporation merger and the merger occur. See page 30.

**Q: What is Entegris' proposed reincorporation from a Minnesota corporation to a Delaware corporation?**

A: The proposed reincorporation involves changing Entegris' state of incorporation from Minnesota to Delaware. The reincorporation will be effected by merging Entegris into a wholly owned subsidiary, named Eagle DE, Inc., which is incorporated in Delaware and which was formed for this purpose. Throughout this joint proxy statement/prospectus, the term "Entegris" refers to Entegris, Inc., the existing Minnesota corporation, and the term "Entegris Delaware" refers to Eagle DE, Inc., which is the proposed successor to Entegris in the proposed reincorporation.

Upon the consummation of the reincorporation, Entegris will cease to exist as a corporate entity and Entegris Delaware will continue to operate Entegris' business under the name Entegris, Inc. Each outstanding share of Entegris common stock will be automatically converted into one share of Entegris Delaware common stock at the effective time of the reincorporation. Each stock certificate representing issued and outstanding shares of Entegris common stock will represent the same number of shares of common stock of Entegris Delaware and need not be surrendered. Entegris expects to consummate the reincorporation immediately prior to the consummation of the merger. See page 74.

**Q: Why is Entegris reincorporating as a Delaware corporation?**

A: During the negotiation of the merger agreement, Mykrolis asked Entegris to agree to reincorporate in Delaware and that the reincorporation be made a condition to completion of the merger. Mykrolis is a Delaware corporation and desires that the combined company be a Delaware corporation. As part of the negotiations, the Entegris board of directors agreed to Mykrolis' request. As a result, the merger agreement provides that completion of the merger is conditioned on approval by Entegris stockholders of the reincorporation proposal and completion of the reincorporation.

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Many major corporations have chosen Delaware for their domicile or have subsequently reincorporated in Delaware. Because of Delaware's significance as the state of incorporation for many major corporations, the Delaware judiciary has become particularly familiar with matters of corporate law, and a substantial body of court decisions has developed construing Delaware's corporation laws. Consequently, Delaware corporate law has been, and is likely to continue to be, interpreted and explained in a number of significant court decisions, a circumstance which may provide greater predictability with respect to the combined company's legal affairs.

### **Q: What is the proposal to approve a classified board for Entegris Delaware?**

A: The proposal to approve a classified board for Entegris Delaware would result in Entegris Delaware's board of directors being divided into three classes of directors serving staggered terms. Staggering the terms of directors means that at the annual meeting in any given year, only a fraction (roughly one-third) of the directors are up for re-election. A classified board can increase the likelihood of continuity and stability in the policies formulated by the board of directors and increase a corporation's ability to attract and retain desirable directors. A classified board may also prevent potential unsolicited acquirors from quickly obtaining control of the company in certain circumstances and thereby discourage attempts to acquire the company or remove management. The classification of directors would also have the effect of making it more difficult for stockholders to change the composition of Entegris Delaware's board of directors in a relatively short period of time. See page 76.

### **Q: On what are Mykrolis stockholders being asked to vote?**

A: Mykrolis' board is asking Mykrolis stockholders to vote upon the following:

1. A proposal to approve and adopt the merger agreement and the merger (see page 34);
2. A proposal to elect two Class II Directors to the Mykrolis board of directors with terms expiring at the Mykrolis 2008 annual meeting of stockholders or upon completion of the merger, if earlier (see page 34); and
3. A proposal to approve adjournments or postponements of the Mykrolis special meeting in lieu of annual meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Mykrolis special meeting in lieu of annual meeting to approve the above proposals (see page 34).

Approval of proposals 2 and 3 is not a condition to the merger.

### **Q: Who is eligible to vote at the Entegris stockholder meeting?**

A: Entegris stockholders are eligible to vote at the Entegris stockholder meeting if they were stockholders of record at the close of business on June 17, 2005. See page 31.

### **Q: Who is eligible to vote at the Mykrolis stockholder meeting?**

A: Mykrolis stockholders are eligible to vote at the Mykrolis stockholder meeting if they were stockholders of record at the close of business on June 17, 2005. See page 35.

### **Q: What vote is needed by Entegris stockholders to approve the proposals described above relating to the merger, the reincorporation merger and the classified board?**

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A: Each proposal requires the approval of the holders of a majority of the outstanding shares of Entegris common stock as of the record date, except that the proposal to approve the classified board requires the

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approval of the holders of at least 51% of the outstanding shares of Entegris common stock as of the record date. If an Entegris stockholder does not vote, it will have the same effect as a vote against each proposal. See page 32.

**Q: What vote is needed by Mykrolis stockholders to approve the merger agreement and the merger?**

A: The proposal to approve and adopt the merger agreement and the merger requires the approval of the holders of a majority of the outstanding shares of Mykrolis common stock as of the record date. If a Mykrolis stockholder does not vote, it will have the same effect as a vote against the proposal to approve and adopt the merger agreement and the merger. See page 36.

**Q: How many votes does each share of Entegris common stock have?**

A: Each share of Entegris common stock has one vote per share under the Entegris articles of incorporation and bylaws. See page 31. For a copy of Entegris articles of incorporation and bylaws, see *Where You Can Find More Information* beginning on page 149. Entegris articles of incorporation and bylaws are filed as Exhibits 3.3 and 3.4, respectively, to the Form S-4 registration statement of which this joint proxy statement/prospectus is a part.

**Q: How many votes does each share of Mykrolis common stock have?**

A: Each share of Mykrolis common stock has one vote per share under the Mykrolis certificate of incorporation. See page 35. For a copy of Mykrolis certificate of incorporation, see *Where You Can Find More Information* beginning on page 149.

**Q: How do Entegris directors and executive officers intend to vote?**

A: Entegris directors and executive officers have indicated that they intend to vote their shares of Entegris common stock **FOR** all the proposals to be voted on by Entegris stockholders. At the close of business on June 17, 2005, the record date for the Entegris special meeting, directors and executive officers of Entegris and their affiliates were entitled to vote, or shared the right to vote, approximately 25.3% of the shares of Entegris common stock outstanding on that date. See page 32.

**Q: How do Mykrolis directors and executive officers intend to vote?**

A: Mykrolis directors and executive officers have indicated that they intend to vote their shares of Mykrolis common stock **FOR** the proposal to approve and adopt the merger agreement and the merger. At the close of business on June 17, 2005, the record date for the Mykrolis special meeting in lieu of annual meeting, directors and executive officers of Mykrolis and their affiliates were entitled to vote less than 1% of the shares of Mykrolis common stock outstanding on that date. See page 36.

**Q: Do Entegris stockholders have dissenters appraisal rights?**

A: No. Entegris stockholders do not have dissenters appraisal rights relating to the reincorporation merger under Minnesota law or, upon becoming stockholders of Entegris Delaware as a result of the reincorporation merger, relating to the merger under Delaware law. See page 73.

**Q: Do Mykrolis stockholders have dissenters appraisal rights?**

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A: No. Mykrolis stockholders do not have dissenters appraisal rights relating to the merger under Delaware law. See page 73.

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**Q: Will the rights of Entegris stockholders change as a result of the merger?**

A: Yes. Entegris stockholders will become Entegris Delaware stockholders, and their rights will be governed by Delaware law and Entegris Delaware's certificate of incorporation and bylaws. A description of those rights begins on page 120.

If the proposal relating to a classified board is approved by Entegris stockholders, the certificate of incorporation and bylaws of Entegris Delaware will read as set forth on *Annex C-1* and *Annex D* hereto, respectively. Further, the merger agreement requires the board of directors of Entegris Delaware to adopt a stockholder rights plan comparable to the Mykrolis stockholder rights plan currently in effect. Both a classified board and a stockholder rights plan, together with other provisions of the proposed certificate of incorporation of Entegris Delaware, may have the effect of hindering or discouraging attempts to acquire the company or remove management even if some or a majority of Entegris Delaware's stockholders believe this action to be in their best interest, including attempts that might result in the stockholders receiving a premium over the market price of their shares of common stock. See page 76.

**Q: Will the rights of Mykrolis stockholders change as a result of the merger?**

A: The answer depends on how Entegris stockholders vote on Entegris proposal 3 (the classified board proposal). Mykrolis' certificate of incorporation and bylaws currently contain classified board provisions. If Entegris stockholders approve proposals 1, 2 and 3, Entegris Delaware stockholders' rights will be governed by the certificate of incorporation attached as *Annex C-1* and the bylaws attached as *Annex D* to this joint proxy statement/prospectus, each of which is substantially similar to Mykrolis' current certificate of incorporation and bylaws, except that the number of authorized shares of common stock will increase from 250,000,000 to 400,000,000 to reflect the combination of Entegris and Mykrolis. See *Comparison of Rights of Stockholders* beginning on page 120 for a summary of the differences between the current Mykrolis certificate of incorporation and bylaws and the proposed Entegris Delaware certificate of incorporation and bylaws. If Entegris stockholders approve proposals 1 and 2 but not proposal 3, Entegris Delaware stockholders' rights will be governed by the certificate of incorporation attached as *Annex C-2* and the bylaws attached as *Annex D* to this joint proxy statement/prospectus (except that the bylaws attached as *Annex D* will be amended by the Entegris Delaware board of directors to remove the classified board provisions). See page 74.

To obtain a copy of Mykrolis' current certificate of incorporation and bylaws, see *Where You Can Find More Information* on page 149.

**Q: Is Entegris common stock listed on The NASDAQ National Market?**

A: Yes. Entegris common stock trades on The NASDAQ National Market under the symbol ENTG. The merger agreement requires Entegris to use its best efforts to cause shares of Entegris Delaware to trade on The NASDAQ National Market at the time of the reincorporation merger and the merger and to do so under the symbol ENTG. See page 75. The listing of Entegris Delaware's common stock on The NASDAQ National Market is a condition to the obligation of each of Entegris and Mykrolis to complete the merger.

**Q: Are there risks associated with the merger that I should consider in deciding how to vote?**

A: Yes. Among other things, the combined company may not achieve the expected benefits of the merger because of the risks and uncertainties discussed in the sections entitled *Risk Factors* beginning on page 18 and *Cautionary Statement Concerning Forward-Looking Statements* beginning on page 22. Those risks include risks relating to the uncertainty that Entegris and Mykrolis will be able to integrate their businesses successfully, uncertainties as to whether the combined company will achieve synergies expected to result from the merger, and uncertainties relating to the performance of the combined company following the merger. See page 18.

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**Q: Are any governmental approvals conditions to the closing of the merger?**

A: Yes. The merger was subject to review by the U.S. Department of Justice and the U.S. Federal Trade Commission to determine whether it complies with the applicable antitrust laws. Under the provisions of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, the merger may not be consummated until the specified waiting period requirements of that Act have been satisfied. On April 21, 2005, the Federal Trade Commission granted early termination of the waiting period.

**Q: When do you expect to complete the merger?**

A: If the applicable proposals are approved at the stockholder meetings, we expect to complete the merger as soon as possible after the satisfaction of the conditions to the merger. We currently anticipate that the merger will be completed on August 5, 2005 and in any event not more than three business days after the stockholder meetings.

**Q: What should I do now?**

A: You should read this joint proxy statement/prospectus carefully and return your completed, signed and dated proxy card(s) by mail in the enclosed postage-paid envelope as soon as possible so that your shares will be represented and voted at your meeting. You may vote your shares by proxy by signing, dating and mailing the enclosed proxy card(s). In addition, stockholders may vote by proxy by calling the toll-free telephone number or by using the Internet as described in the instructions included with either the Entegris or Mykrolis stockholders proxy card(s). A number of banks and brokerage firms participate in a program that also permits stockholders whose shares are held in street name to direct their vote by the Internet or telephone. This option, if available, will be reflected in the voting instructions from the bank or brokerage firm that accompany this joint proxy statement/prospectus. If your shares are held in an account at a bank or brokerage firm that participates in such a program, you may direct the vote of these shares by the Internet or telephone by following the voting instructions enclosed with the proxy form from the bank or brokerage firm. See pages 31 and 34.

**Q: If I am not going to attend my stockholder meeting, should I return my proxy card(s)?**

A: Yes. Returning your signed and dated proxy card(s) ensures that your shares will be represented and voted at your stockholder meeting, even if you are unable to or do not attend. Instead of returning their proxy card(s), Entegris and Mykrolis stockholders may vote by proxy by calling the toll-free telephone number or by using the Internet as described in the instructions included with the Entegris or Mykrolis stockholders proxy card(s), as the case may be. See pages 31 and 34.

**Q: How will my proxy be voted?**

A: If you complete, sign and date your proxy card(s), or, if available, grant your proxy by telephone or the Internet, your shares will be voted in accordance with your instructions. If you sign and date your proxy card(s) but do not indicate how you want to vote, your shares will be voted **FOR** the proposals at your meeting. See pages 31 and 34.

**Q: What if my shares are held in street name by my broker?**

A: **Your broker will vote your shares with respect to the proposals at your meeting only if you provide written instructions to your broker on how to vote.** You should instruct your broker using the instruction form and envelope provided by your broker. If you do not provide your broker with instructions, your broker will not be authorized to vote with respect to the applicable proposals at your meeting (other than the





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Mykrolis director proposal and the proposals regarding adjournments). If you hold your shares in your broker's name and wish to vote in person at the meeting, you must contact your broker and request a document called a broker's proxy. You must bring this broker's proxy to your meeting in order to vote in person. See pages 31 and 35.

**Q: What if Entegris stockholders abstain from voting or do not instruct their brokers to vote their shares?**

A: If an Entegris stockholder does not vote or does not instruct a broker how to vote shares of Entegris common stock held in street name, i.e., broker non-votes, it will have the same effect as a vote against the proposals to approve and adopt the merger agreement and the merger and the reincorporation merger agreement and the reincorporation merger and to approve the classified board. See page 32.

**Q: What if Mykrolis stockholders abstain from voting or do not instruct their brokers to vote their shares?**

A: If a Mykrolis stockholder does not vote or does not instruct a broker how to vote shares of Mykrolis common stock held in street name, i.e., broker non-votes, it will have the same effect as a vote against the proposal to approve and adopt the merger agreement and the merger but will not affect the election of directors. See page 36.

**Q: Can I change my vote after I mail my proxy card(s) or, if available, vote by telephone or the Internet?**

A: Yes. If you are a record holder of Entegris common stock or Mykrolis common stock, you can change your vote by:

    sending a written notice to the corporate secretary of Entegris or Mykrolis, respectively, that is received prior to the vote at the meeting and states that you revoke your proxy; or

    signing and dating a new proxy card(s) and submitting it so that it is received prior to the vote at the meeting or, if available, granting a new proxy by telephone or on the Internet.

Mykrolis stockholders may also revoke their proxy by attending the Mykrolis special meeting in lieu of annual meeting and voting in person. Entegris stockholders may also revoke their proxy by attending the Entegris special meeting and voting in person after having delivered to Entegris a written notice revoking their proxy.

**If your shares are held in street name by your broker, you will need to contact your broker to revoke your proxy.**

**Q: Should stockholders send in their stock certificates now?**

A: No. If the merger is completed, Mykrolis stockholders will be sent written instructions for sending in their stock certificates. Entegris stockholders will not need to send in their stock certificates, even if the merger is completed. See page 83.

**Q: What does it mean if I receive multiple proxy cards?**

A: Your shares may be registered in more than one account, such as brokerage accounts and employee stock ownership plan accounts. It is important that you complete, sign, date and return each proxy card you receive, or, if available, vote by proxy using the telephone or the Internet as described in the instructions included with each proxy card you receive.



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**Q: Who can answer my questions?**

A: If you have any questions about the merger, the reincorporation or the stockholder meetings, need assistance in voting your shares, or need additional copies of this joint proxy statement/prospectus or the enclosed proxy card(s) or voting instructions, you should contact:

If you are an Entegris stockholder:

MacKenzie Partners, Inc.

105 Madison Avenue

New York, New York 10016

Telephone: (800) 322-2885

E-mail: *proxy@mackenziepartners.com*

or

Entegris, Inc.

3500 Lyman Boulevard

Chaska, Minnesota 55318

Attention: Director of Investor Relations

Telephone: (952) 556-8051

If you are a Mykrolis stockholder:

MacKenzie Partners, Inc.

105 Madison Avenue

New York, New York 10016

Telephone: (800) 322-2885

E-mail: *proxy@mackenziepartners.com*

or

Mykrolis Corporation

129 Concord Road

Billerica, Massachusetts 01821

Attention: Director of Investor Relations

Telephone: (978) 436-6750

**Q: Where can I find more information about Entegris and Mykrolis?**

**A:** You can find more information about Entegris and Mykrolis from various sources described under **Where You Can Find More Information** beginning on page 149.

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**SUMMARY**

*This summary of the material information contained in this joint proxy statement/prospectus may not include all the information that is important to you. To understand fully the proposed merger, and for a more detailed description of the terms and conditions of the merger, you should read this entire document and the documents to which we have referred you. See *Where You Can Find More Information* beginning on page 149. We have included page references parenthetically in this summary to direct you to a more detailed description of each topic located elsewhere in this joint proxy statement/prospectus.*

**Information about Entegris (beginning on page 104)**

Entegris, Inc., a Minnesota corporation, is a provider of materials integrity management products and services that protect and transport the critical materials used in key technology-driven industries. Entegris derives most of its revenue from the sale of products and services to the semiconductor and data storage industries. Entegris' customers consist primarily of semiconductor manufacturers, semiconductor equipment and materials suppliers, and hard disk manufacturers which are served through direct sales efforts, as well as sales and distribution relationships, in the United States, Asia and Europe.

Entegris was incorporated in June 1999 to effect the business combination of Fluoroware, Inc., which began operating in 1966, and EMPAK, Inc., which began operating in 1980. Entegris currently has approximately 1,800 full-time employees worldwide, excluding temporary workers. Entegris' executive offices are located at 3500 Lyman Boulevard, Chaska, Minnesota 55318, and can be reached at (952) 556-3131. Entegris also maintains a website at [www.entegris.com](http://www.entegris.com).

**Information about Mykrolis (beginning on page 105)**

Mykrolis Corporation, a Delaware corporation, is a worldwide developer, manufacturer and supplier of liquid and gas delivery systems, components and consumables used to precisely measure, deliver, control and purify the liquids, gases and chemicals that are used in the semiconductor manufacturing process. Mykrolis' products are also used to manufacture a range of other products, such as flat panel displays, high purity chemicals, photoresists, solar cells, gas lasers, optical and magnetic storage devices and fiber optic cables. Mykrolis offers a diverse product line, grouped in 450 product categories, including both consumable products and equipment products. Mykrolis sells its products worldwide through a direct sales force and through distributors in selected regions.

Mykrolis was formed in 2000 in connection with the spin-off by Millipore Corporation of its microelectronics business unit (the spin-off was completed in February 2002). Mykrolis has approximately 926 full-time employees worldwide, excluding temporary workers. Mykrolis executive offices are located at 129 Concord Road, Billerica, Massachusetts 01821, and can be reached at (978) 436-6500. Mykrolis also maintains a website at [www.mykrolis.com](http://www.mykrolis.com).

**Information about Eagle DE, Inc.**

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Eagle DE, Inc. (referred to in this joint proxy statement/prospectus as Entegris Delaware) is a Delaware corporation and wholly owned subsidiary of Entegris recently formed for the purpose of effecting the reincorporation of Entegris in Delaware. At the effective time of the reincorporation merger, Entegris will merge with and into Entegris Delaware, with Entegris Delaware as the surviving corporation. Following the reincorporation merger, Entegris Delaware will change its name to Entegris, Inc.

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### **The Merger (beginning on page 37)**

#### *General*

On March 20, 2005, the boards of directors of each of Entegris and Mykrolis approved the combination of the two companies in a merger of equals transaction. In the transaction, Entegris will reincorporate from a Minnesota corporation to a Delaware corporation. Mykrolis will then merge with and into Entegris Delaware, the corporation resulting from the reincorporation, and the combined company will be renamed Entegris, Inc. As a result of the merger of Mykrolis with and into Entegris Delaware, Mykrolis will cease to exist and Entegris Delaware will continue as a public company that holds and conducts the combined businesses of Mykrolis and Entegris. The shares of Mykrolis common stock held by Mykrolis stockholders will be converted without any action by those stockholders into the right to receive newly issued shares of Entegris Delaware common stock upon completion of the merger. The shares of Entegris held by Entegris stockholders will be automatically converted without any action by those stockholders into shares of Entegris Delaware upon the completion of the reincorporation.

The stockholders of Entegris immediately prior to the reincorporation merger will hold approximately 56% of the outstanding capital stock of the combined company immediately following the merger. The stockholders of Mykrolis immediately prior to the merger will hold approximately 44% of the outstanding capital stock of the combined company immediately following the merger.

We encourage you to carefully read the merger agreement attached as *Annex A* to this joint proxy statement/prospectus and the reincorporation merger agreement attached as *Annex B* to this joint proxy statement/prospectus, which set forth the terms of the merger of Mykrolis with and into Entegris Delaware and the reincorporation of Entegris as a Delaware corporation.

#### *Recommendations of Entegris and Mykrolis Boards of Directors; Entegris and Mykrolis Reasons for the Merger*

The boards of directors of Entegris and Mykrolis are recommending that stockholders vote in favor of the merger because they believe, among other reasons, that the merger of Entegris and Mykrolis will create a combined company focused on materials integrity management for the microelectronics industry that has a stronger strategic and market position and an increased scale, scope and diversity of operations, product lines, served markets and customer base than could be achieved by either company on its own. The companies' boards of directors also believe that the companies manufacture and sell complementary products and have complementary technologies, which they believe will enable the combined company to produce a more extensive set of materials integrity management solutions for their customers. Because Entegris and Mykrolis have different geographic strengths, the companies' boards of directors believe that the combined company will have a stronger foundation for competing globally than either company would have on a stand-alone basis. The companies' boards of directors believe that the merger will give stockholders of both companies the opportunity to participate in a larger company with a more diversified product line and enhanced technological capabilities and to benefit from future growth of the combined company.

Following the merger, the combined company's major product lines will include wafer handling products, liquid and gas delivery products, liquid and gas purification products and disk manufacturing products. The combined company's primary end market will be the global microelectronics industry, including the semiconductor, flat panel display and data storage sectors. The combined company will have manufacturing facilities and sales and marketing offices in North America, Japan, Asia and Europe.

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Entegris and Mykrolis have very few, if any, competing products. The two companies' product lines are complementary and are sold to a common customer base. For instance, Entegris manufactures and sells a complete line of high purity liquid delivery products such as valves, fittings and tubing. Mykrolis manufactures



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and sells a line of liquid filtration products. These two product families combined make up almost all of the components of a high purity liquid delivery system. In addition, while both companies operate a global sales and marketing infrastructure, each has different geographic strengths. Mykrolis has a greater presence in Japan and Entegris has a greater presence in Europe. Given the common customer base, the boards of directors of Entegris and Mykrolis believe there are opportunities for the combined company to market a greater range of products to these customers and, in some instances, to eliminate redundant sales and marketing efforts.

The parties currently expect an estimated \$15 million of annual cost savings to the combined operations of Entegris and Mykrolis as a result of the merger.

*Merger Consideration*

In the merger, Mykrolis stockholders will have the right to receive 1.39 shares of Entegris Delaware common stock for each outstanding share of Mykrolis common stock. Instead of fractional shares of Entegris Delaware common stock, Mykrolis stockholders will receive cash in an amount equal to the fractional interest they would otherwise receive multiplied by the per-share closing sale price of Entegris common stock on The NASDAQ National Market on the trading day immediately preceding the date of the merger. Mykrolis stockholders who hold a number of shares of Mykrolis common stock that, when multiplied by 1.39, does not equal an even number of shares of Entegris Delaware common stock, will receive the highest whole number of shares of Entegris Delaware common stock that results from such multiplication and cash for the remaining fractional share. For example, a Mykrolis stockholder who holds 99 shares of Mykrolis common stock will receive 137 shares of Entegris Delaware common stock (99 multiplied by 1.39 equals 137.61) and cash representing 0.61 share of Entegris Delaware common stock.

Mykrolis stockholders will not know at the time they vote on the merger the market value of the Entegris Delaware common stock that they will receive in the merger because the exchange ratio is fixed at 1.39 shares of Entegris Delaware common stock for each outstanding share of Mykrolis common stock. It is currently estimated that approximately 58.3 million shares of Entegris Delaware common stock will be issued in the merger to Mykrolis stockholders (based on approximately 41.94 million shares of Mykrolis common stock currently outstanding multiplied by the exchange ratio of 1.39).

The following table presents the high and low sales prices per share of shares of Entegris common stock as reported by The NASDAQ National Market from February 27, 2005 (the first day of Entegris third fiscal quarter of 2005) through June 27, 2005 and the closing price per share of Entegris common stock on June 27, 2005, and the value of the Entegris Delaware common stock Mykrolis stockholders would receive for each share of Mykrolis common stock assuming those sales prices of Entegris common stock.

Sales Price of Entegris Share	Implied Value Per Mykrolis Share
\$10.22 (high)	\$14.21
\$8.22 (low)	\$11.43
\$9.50 (June 27, 2005)	\$13.21

Because the exchange ratio is fixed, the market value of Entegris Delaware common stock that Mykrolis stockholders receive in the merger could be more or less than the market value of Entegris common stock at the time of the vote on the merger, depending on whether the market price of Entegris common stock decreases or increases from the time of the vote until Mykrolis stockholders receive their Entegris Delaware stock.

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At the effective time of the merger, each outstanding option to purchase shares of Mykrolis common stock under Mykrolis stock option plans, whether vested or unvested, and each such Mykrolis stock option plan will be assumed by Entegris Delaware and thereafter each Mykrolis stock option will constitute an option to acquire

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shares of Entegris Delaware common stock, with appropriate adjustments in exercise prices and the number of shares subject to each option. As of the record date, there were outstanding options to purchase an aggregate of 7,104,786 shares of Mykrolis common stock.

Entegris stockholders will not receive consideration directly from the merger. Each share of Entegris common stock outstanding immediately prior to the reincorporation of Entegris will be automatically converted into one share of common stock of Entegris Delaware, which will be the surviving company in the merger with Mykrolis and will ultimately be renamed Entegris, Inc. Entegris Delaware will hold and conduct the combined businesses of Entegris and Mykrolis, and these shares of common stock of Entegris Delaware will remain outstanding after the merger.

At the effective time of the reincorporation merger, each outstanding option to purchase shares of Entegris common stock and each restricted stock unit that may be surrendered for Entegris common stock that has been granted under any employee stock option or compensation plan of, or other arrangement with, Entegris shall become an option or restricted stock unit, as the case may be, for the same number of shares of Entegris Delaware common stock.

### **Recommendation of Entegris Board of Directors to Entegris Stockholders (beginning on page 44)**

Entegris board of directors has unanimously approved the reincorporation merger agreement and the merger agreement and the transactions contemplated by each of them and determined that the merger agreement, including the merger and the issuance of shares of Entegris Delaware common stock in the merger, and the reincorporation merger agreement and the transactions contemplated by each such agreement are advisable, fair to, and in the best interests of Entegris and its stockholders. Entegris board of directors unanimously recommends that Entegris stockholders vote **FOR** the proposals to approve and adopt the merger agreement and the merger, including the issuance of Entegris Delaware common stock in connection with the merger and to approve and adopt the reincorporation merger agreement and the reincorporation merger. The Entegris board of directors also unanimously recommends that Entegris stockholders vote **FOR** the proposal to create a classified board of directors of Entegris Delaware.

In considering the recommendation of Entegris board of directors with respect to these proposals, stockholders should be aware that certain directors and officers of Entegris may have interests in the merger that are different from, or in addition to, their interests as Entegris stockholders generally. See page 62.

### **Recommendation of Mykrolis Board of Directors to Mykrolis Stockholders (beginning on page 46)**

Mykrolis board of directors has unanimously approved the merger agreement and the transactions contemplated thereby and determined that the merger and the transactions contemplated by the merger agreement are advisable, fair to, and in the best interests of Mykrolis and its stockholders. Mykrolis board of directors unanimously recommends that Mykrolis stockholders vote **FOR** the proposal to approve and adopt the merger agreement and the merger. The Mykrolis board of directors also unanimously recommends that Mykrolis stockholders vote **FOR** the proposal to elect the nominees named herein as Class II Directors.

In considering the recommendation of Mykrolis board of directors with respect to these proposals, stockholders should be aware that certain directors and officers of Mykrolis may have interests in the merger that are different from, or in addition to, their interests as Mykrolis stockholders generally. See page 62.

**Opinion of Entegris Financial Advisor (beginning on page 48)**

On March 20, 2005, Goldman, Sachs & Co. rendered its oral opinion, subsequently confirmed by delivery of its written opinion dated March 21, 2005, to Entegris board of directors that, as of such date and based upon

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and subject to the factors and assumptions set forth therein, the exchange ratio of 1.39 shares of common stock of Entegris Delaware to be issued in exchange for each outstanding share of common stock of Mykrolis pursuant to the merger agreement is fair from a financial point of view to Entegris. Entegris does not expect to obtain an updated opinion from Goldman Sachs.

The full text of the written opinion of Goldman Sachs, dated March 21, 2005, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as *Annex E* to this joint proxy statement/prospectus. Goldman Sachs provided its opinion for the information and assistance of Entegris' board of directors in connection with its consideration of the transaction contemplated by the merger agreement. The Goldman Sachs opinion is not a recommendation as to how any holder of Entegris' common stock should vote with respect to the transaction. We encourage you to read the opinion in its entirety.

### **Opinion of Mykrolis' Financial Advisor (beginning on page 56)**

In its decision to approve the merger agreement and the merger, Mykrolis' board of directors considered an opinion from its financial advisor, Citigroup Global Markets Inc., as to the fairness, from a financial point of view, to the holders of Mykrolis common stock of the exchange ratio in the merger. The opinion, which sets forth the matters considered and the assumptions and limitations involved in Citigroup's analysis, is attached as *Annex F* to this joint proxy statement/prospectus. Citigroup provided its opinion for the information and assistance of Mykrolis' board of directors in connection with the board's consideration of the merger. The Citigroup opinion is not a recommendation as to how any stockholder should vote with respect to the merger. Mykrolis does not expect to obtain an updated opinion from Citigroup. We encourage you to read the opinion in its entirety.

### **Share Ownership of Directors and Executive Officers of Entegris and Mykrolis (pages 32 and 36)**

At the close of business on June 17, 2005, the record date for the Entegris special meeting, directors and executive officers of Entegris and their affiliates were entitled to vote, or shared the right to vote, approximately 25.3% of the shares of Entegris common stock outstanding on that date.

At the close of business on June 17, 2005, the record date for the Mykrolis special meeting in lieu of annual meeting, directors and executive officers of Mykrolis and their affiliates were entitled to vote less than 1% of the shares of Mykrolis common stock outstanding on that date.

### **Interests of Entegris' and Mykrolis' Directors and Executive Officers in the Merger (beginning on page 62)**

In considering the recommendation of Entegris' and Mykrolis' board of directors with respect to the merger, stockholders of Entegris and Mykrolis should be aware that certain directors and executive officers of Entegris and Mykrolis may have interests in the merger that are different from, or in addition to, their interests as Entegris stockholders or Mykrolis stockholders generally.

For example, certain executive officers and directors of each of Entegris and Mykrolis will serve as executive officers or directors of the combined company following the merger, although no directors of Entegris will become executive officers of the combined company following the merger. Certain executive officers of Mykrolis have executive termination agreements with Mykrolis, some of which were amended in

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connection with the execution of the merger agreement, which guarantee such officers minimum levels of compensation following a triggering transaction, including the execution of the merger agreement, and which afford such officers certain payments and benefits in the event such officers are terminated or resign under certain circumstances, in each case within certain time periods following the execution of the merger agreement, subject to certain conditions. In addition, in connection with the execution of the merger agreement, Mykrolis entered into employment letter agreements with certain of its executives which specify material terms of the employment

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of such executives following the merger and will be assumed by Entegris Delaware by operation of law upon consummation of the merger. Such employment letter agreements contemplate that Entegris Delaware and such executives would enter into new change of control agreements upon consummation of the merger that would contain terms similar to the executive termination agreements referred to above and would also include a non-competition provision.

It is expected that Entegris Delaware will enter into change of control agreements with certain of Entegris' current executives who will be employed by Entegris Delaware to replace such executives' existing executive termination agreements with Entegris, some or all of the terms of which would be substantially the same as the new change of control agreements to be executed by Entegris Delaware and individuals who are currently Mykrolis officers upon consummation of the merger. It is also expected that upon consummation of the merger, these same current executives of Entegris will enter into employment letter agreements with Entegris Delaware, some or all of the terms of which would be substantially the same as the employment letter agreements between Mykrolis and current Mykrolis officers.

Subsequent to the execution of the merger agreement, Entegris has agreed to provide certain integration-planning bonuses to a number of its employees, including its executive officers. In addition, two of the directors of Entegris, the current chairman and the current chief executive officer, will cease to be executive officers of Entegris following the merger. The compensation committee has recommended, and the board of directors of Entegris has approved, severance pay and other continuing benefits to those directors, together with pro-rated bonuses for fiscal 2005 and acceleration of vesting of their stock options and restricted stock, subject to entering into mutually satisfactory agreements with those directors.

Each of Entegris' and Mykrolis' board of directors was aware of these officer and director interests during its respective deliberations on the merits of the merger and in deciding to recommend that you vote for the approval of the proposals presented at the stockholder meetings.

**Board of Directors and Officers of the Surviving Corporation (beginning on page 99)**

Upon completion of the proposed merger, pursuant to the terms of the merger agreement, the board of directors of Entegris Delaware will consist of five directors designated by Entegris (initially expected to be James E. Dauwalter, Roger D. McDaniel, Gary F. Klingl, Paul L.H. Olson and Brian F. Sullivan) and five directors designated by Mykrolis (initially expected to be Gideon Argov, Thomas O. Pyle, Michael P.C. Carns, Michael A. Bradley and Daniel W. Christman). The merger agreement also provides that the new board may approve an eleventh member after the effective time of the merger who is recommended by the chief executive officer and the chairman of the board of Entegris Delaware and nominated by the nominating and governance committee of the board of Entegris Delaware. Mykrolis and Entegris expect the eleventh director to be appointed shortly after the completion of the merger. As of the effective time of the merger, James E. Dauwalter will serve as the non-executive chairman of the Entegris Delaware board of directors. The board of directors of Entegris Delaware will have standing audit, nominating and governance and compensation committees, each comprised of an equal number of directors designated by Entegris and directors designated by Mykrolis.

If Entegris' stockholders approve the classified board of directors of Entegris Delaware, as of the effective time of the merger, the board of directors of Entegris Delaware will be divided into three classes, the first class to be comprised of Gideon Argov, James E. Dauwalter and Brian F. Sullivan, the second class to be comprised of Michael A. Bradley, Daniel W. Christman, Gary F. Klingl and Thomas O. Pyle, and the third class to be comprised of Paul L.H. Olson, Roger D. McDaniel and Michael P.C. Carns. The term of the directors in the first class will expire at the first annual meeting of Entegris Delaware; the term of the directors in the second class will expire at the second annual meeting of Entegris Delaware; and the term of the directors in the third class will expire at the third annual meeting of Entegris Delaware. Following election at an annual meeting, a director's term will be three years. If an eleventh director is appointed as expected, the nominating and governance





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committee of the Entegris Delaware board will recommend to the board of directors the class to which such eleventh director should be assigned. If Entegris stockholders do not approve a classified board, each of the aforementioned directors will stand for re-election at the first annual meeting of Entegris Delaware.

At the closing of the merger, Gideon Argov will be appointed chief executive officer of Entegris Delaware. The senior management team of Entegris Delaware at the closing of the merger will also include certain officers currently employed by each of Entegris and Mykrolis and a current consultant to Entegris.

## **Conditions to Completion of the Merger (beginning on page 92)**

As more fully described in this joint proxy statement/prospectus and the merger agreement, the completion of the merger depends on a number of conditions being satisfied or waived, including receipt of stockholder approvals, regulatory approvals and tax opinions. Entegris and Mykrolis will revise and recirculate this joint proxy statement/prospectus and resolicit proxies if the conditions requiring delivery of tax opinions are waived and there is any material change in the tax consequences of the transaction to stockholders.

Although we currently expect to complete the transaction on August 5, 2005, we cannot be certain when, or if, the conditions to the transaction will be satisfied or waived, or that the transaction will be completed.

## **Termination of the Merger Agreement (beginning on page 96)**

We may mutually agree to terminate the merger agreement before completing the merger, even after the approval of the merger agreement and the merger by the Entegris stockholders and the Mykrolis stockholders. Mykrolis may also terminate the merger agreement if Entegris or Mykrolis stockholders do not approve the merger agreement and the merger or Entegris stockholders do not approve the reincorporation merger or if certain other conditions to Mykrolis obligation to effect the merger are not satisfied or waived. Entegris may also terminate the merger agreement if Mykrolis or Entegris stockholders do not approve the merger agreement and the merger or if certain other conditions to Entegris obligation to effect the merger are not satisfied or waived.

In addition, either of Entegris or Mykrolis may terminate the merger agreement, even after the requisite stockholder approvals have been received, if the merger has not been completed by December 31, 2005, or if the other party has materially breached certain obligations in the merger agreement concerning the solicitation of third party acquisition proposals or holding a stockholder meeting to seek stockholder approval for the merger, or if the board of directors of the other party has failed to make, has withdrawn, or has modified in a manner adverse to the terminating party, its recommendation to stockholders with respect to the merger and the related proposals.

## **Termination Fees and Expenses (beginning on page 97)**

Each of Entegris and Mykrolis has agreed to pay the other party a fee of \$23.5 million in cash plus transaction expenses of the other party up to \$1.5 million in any of the following circumstances:

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if the merger agreement is terminated because the paying party fails to recommend the merger or effects a change of recommendation or fails to comply in all material respects with the non-solicitation provisions in the merger agreement;

if the merger agreement is terminated because the paying party's board of directors or any committee thereof recommends or approves a third party acquisition proposal or fails to hold its stockholder meeting in accordance with the merger agreement; or

if the merger agreement is terminated pursuant to certain provisions of the merger agreement, including the failure of the paying party's stockholders to approve the merger, and (1) prior to the paying party's

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stockholder meeting, a third party acquisition proposal relating to the paying party shall have been made and become known publicly or been made directly to the paying party's stockholders generally and (2) within 12 months after such termination of the merger agreement, the paying party or any of its subsidiaries (a) enters into a definitive agreement with respect to any third party acquisition proposal and such third party acquisition proposal is subsequently consummated within or after such 12-month period, or (b) consummates any third party acquisition proposal.

## **No Solicitation (beginning on page 94)**

The merger agreement generally restricts the ability of each of Entegris and Mykrolis to solicit or engage in discussions or negotiations with a third party regarding a proposal to acquire significant stock or assets of, or to merge with, that party. However, if either Entegris or Mykrolis receives an unsolicited acquisition proposal from a third party that such party's board of directors determines in good faith (after consultation with its outside counsel and its financial advisor) would reasonably be likely to result in a superior proposal and the party complies with specified procedures and satisfies specified conditions contained in the merger agreement, the party may furnish non-public information to that third party and engage in discussions or negotiations regarding an acquisition proposal with that third party.

## **Accounting Treatment (page 72)**

The merger will be accounted for as a business combination using the purchase method of accounting. Entegris will be the acquirer for financial accounting purposes.

## **Material U.S. Federal Income Tax Consequences (beginning on page 79)**

The reincorporation merger and the merger have been structured to qualify as reorganizations for U.S. federal income tax purposes. Accordingly, holders of Entegris common stock will not recognize any gain or loss for federal income tax purposes upon the receipt of Entegris Delaware common stock in the reincorporation merger, and holders of Mykrolis common stock will not recognize any gain or loss for federal income tax purposes upon the receipt of Entegris Delaware common stock in exchange for Mykrolis common stock in the merger, but will recognize gain or loss to the extent of cash received in lieu of fractional shares. Also, none of Entegris, Entegris Delaware or Mykrolis will recognize gain or loss as a result of the merger or the reincorporation merger. Faegre & Benson LLP, counsel to Entegris, has delivered to Entegris an opinion that the reincorporation merger and the merger constitute reorganizations for U.S. federal income tax purposes. Ropes & Gray LLP, counsel to Mykrolis, has delivered to Mykrolis an opinion that the merger will constitute a reorganization for U.S. federal income tax purposes. In addition, it is a condition to our respective obligations to complete the reincorporation merger and the merger that Entegris receive at the closing a similar opinion of Faegre & Benson LLP that the reincorporation merger and the merger constitute reorganizations for U.S. federal income tax purposes, and that Mykrolis receive at the closing a similar opinion of Ropes & Gray LLP that the merger constitutes a reorganization for U.S. federal income tax purposes.

**The federal tax consequences to you will depend upon your own situation. You should consult your tax advisors for a full understanding of these tax consequences.**

## **Comparison of Rights of Stockholders (beginning on page 120)**

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As a result of the merger, the holders of Mykrolis common stock and the holders of Entegris common stock will become holders of Entegris Delaware common stock. The rights of Mykrolis stockholders are currently governed by its certificate of incorporation and bylaws and the laws of Delaware, and the rights of Entegris

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stockholders are currently governed by its articles of incorporation and bylaws and the laws of Minnesota. The rights of Entegris Delaware s stockholders will be governed by the laws of Delaware and Entegris Delaware s certificate of incorporation and bylaws.

For a summary of material differences between the rights of Entegris stockholders and Entegris Delaware stockholders and between the rights of Mykrolis stockholders and Entegris Delaware stockholders, see Comparison of Rights of Stockholders beginning on page 120.

**Regulatory Matters (beginning on page 72)**

The merger is subject to antitrust laws. Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, which we refer to throughout this joint proxy statement/prospectus as the HSR Act, the parties cannot complete the merger until they have notified and furnished information to the Federal Trade Commission and the Antitrust Division of the United States Department of Justice and the specified waiting period expires or is terminated. Entegris and Mykrolis filed the information required under the HSR Act on April 7, 2005. On April 21, 2005, the Federal Trade Commission granted early termination of the HSR Act waiting period.

Each state and other foreign country in which Entegris or Mykrolis has operations also may review the merger under state or foreign antitrust laws.

**Comparative Market Value Information (page 29)**

Shares of Entegris common stock are traded on The NASDAQ National Market under the ticker symbol ENTG. Shares of Mykrolis common stock are traded on the New York Stock Exchange under the ticker symbol MYK. On March 18, 2005, the last full trading day prior to public announcement of the merger agreement, shares of Entegris common stock closed at \$9.93 per share and shares of Mykrolis common stock closed at \$13.15 per share. On June 27, 2005, the last practicable trading day prior to the distribution of this joint proxy statement/prospectus, the closing prices of shares of Entegris common stock and of shares of Mykrolis common stock were \$9.50 and \$13.56, respectively. We urge you to obtain current market quotations prior to making any decision with respect to the merger.

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**RISK FACTORS**

*In addition to the other information contained in or incorporated by reference into this joint proxy statement/prospectus, you should carefully consider the following risk factors in deciding whether to vote for, in the case of Entegris, approval of the merger agreement and the merger, the reincorporation merger agreement and the reincorporation merger, and the classified board provisions of the certificate of incorporation of Entegris Delaware, and, in the case of Mykrolis, approval of the merger agreement and the merger. Other risk factors with respect to Entegris can be found in Entegris Annual Report on Form 10-K for the fiscal year ended August 28, 2004, which is incorporated herein by reference. Other risk factors with respect to Mykrolis can be found in Mykrolis Annual Report on Form 10-K/A for the fiscal year ended December 31, 2004, which is incorporated herein by reference.*

**The market value of the Entegris Delaware common stock that Mykrolis stockholders will receive in the merger may be lower than expected.**

In the merger, Mykrolis stockholders will have the right to receive 1.39 shares of Entegris Delaware common stock in exchange for each outstanding share of Mykrolis common stock held by them. This is a fixed exchange ratio. The merger agreement does not contain any provision to adjust this ratio for changes in the market price of Entegris common stock or Mykrolis common stock, and neither party is permitted to terminate the merger agreement solely because of such changes. The market value of Entegris Delaware common stock when the merger is completed may vary from the market value of Entegris common stock as of the date of this joint proxy statement/prospectus or as of the date of the special meeting meeting of Mykrolis stockholders in lieu of annual meeting and the special meeting of Entegris stockholders. This variation may result from ordinary trading fluctuations as well as changes in the business, operations or prospects of Entegris, general market and economic conditions, and other factors that may affect Entegris common stock differently from Mykrolis common stock. If the market value of Entegris common stock declines prior to the effective time of the merger, the market value of the stock issued to Mykrolis stockholders in the merger could be lower than expected. Note that the historical prices of Entegris and Mykrolis common stock included in this joint proxy statement/prospectus may not be indicative of their respective prices on the date the merger is effective. See Financial Summary Entegris Market Price Data and Dividends and Financial Summary Mykrolis Market Price Data and Dividends. You are urged to obtain recent market quotations for Entegris common stock and Mykrolis common stock. Future market prices of Entegris common stock, Entegris Delaware common stock and Mykrolis common stock cannot be guaranteed or predicted.

**We may be unable to successfully integrate our operations and realize the full cost savings we anticipate.**

The merger involves the integration of two companies that have previously operated independently. The difficulties of combining the operations of the companies include:

the challenge of effecting integration while carrying on an ongoing business;

the necessity of coordinating geographically separate organizations;

retaining and integrating personnel with diverse business backgrounds and cultures;

retaining existing customers and strategic partners of each company; and

implementing and maintaining consistent standards, controls, procedures, policies and information systems.

The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of one or more of the combined company's businesses and the loss of key personnel. The diversion of management's attention and any delays or difficulties encountered in connection with the merger and the integration of the two companies' operations could have an adverse effect on the business, results of operations or financial condition of the combined company.

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Among the factors considered by the Entegris and Mykrolis boards of directors in connection with their respective approvals of the merger agreement and the merger were the benefits of the more diversified product line, the broader customer base and the enhanced technology capabilities, as well as the potential cost savings, that are expected to result from the merger. We may not, however, realize these cost savings or any other anticipated benefit of the merger within the time periods contemplated or at all.

### **Officers and directors of Entegris and Mykrolis may have interests in the merger that are different from, or in addition to, the interests of Entegris and Mykrolis stockholders.**

Some of the directors and officers of Entegris and Mykrolis who recommend that stockholders vote in favor of the merger agreement and the merger or otherwise support the merger have, or are likely to have, employment, change in control or severance agreements or benefits arrangements that provide them with interests in the merger that differ from or are in addition to those of the stockholders. The receipt of compensation or other benefits in the merger, including change in control or severance benefits, the vesting of stock options or restricted stock, or the continuation of indemnification arrangements for current directors and officers of Entegris and Mykrolis following completion of the merger may influence officers and directors in supporting the merger or in making their recommendation that you vote in favor of the merger agreement. For more information about these interests, see [The Merger](#) [Interests of Certain Persons in the Merger](#).

### **Entegris and Mykrolis will incur substantial expenses whether or not the merger is completed.**

Entegris and Mykrolis will incur substantial expenses related to the merger whether or not the merger is completed. These costs include fees for financial advisors, attorneys and accountants, filing fees and financial printing costs. Entegris currently expects to incur approximately \$7.3 million in transactional expenses, approximately \$1.75 million of which are not contingent on the completion of the merger. Mykrolis currently expects to incur approximately \$8.1 million in transactional expenses, approximately \$2.9 million of which are not contingent on the completion of the merger. Each of Entegris and Mykrolis have also incurred approximately \$300,000 and \$102,000 in integration expenses as of May 31, 2005, respectively, and expect to incur approximately \$800,000 of integration expenses in the aggregate by the completion date of the merger. Moreover, in the event the merger is terminated under certain circumstances, the terminating party may be subject to payment of a \$23.5 million termination fee and expense reimbursement of up to \$1.5 million.

In addition, in the event the merger is completed, Entegris Delaware may incur significant additional expenses in connection with the integration of the two businesses, including integrating personnel, customers, and strategic partners of each company and implementing consistent standards, policies, and procedures.

### **Failure to complete the merger could negatively affect Entegris and Mykrolis stock prices and each company's future business and operations.**

If the merger is not completed for any reason, the price of Entegris common stock and Mykrolis common stock may decline to the extent that the current market prices of Entegris common stock and Mykrolis common stock reflect a positive market assumption that the merger will be completed or to the extent that the failure to complete the merger results in a negative market reaction. In addition, if the merger is not completed, each company may be subject to payment of expenses that are either not contingent on the completion of the merger or are due upon termination of the merger. See [Entegris and Mykrolis will incur substantial expenses whether or not the merger is completed](#).



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Moreover, if the merger agreement is terminated, either company may be unable to find a partner willing to engage in a similar transaction on terms as favorable as those set forth in the merger agreement, or at all. This could limit each company's ability to pursue its strategic goals.

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**The market price of Entegris Delaware common stock may decline as a result of the merger.**

The market price of Entegris Delaware common stock may decline as a result of the merger for a number of reasons, including if:

the integration of Entegris and Mykrolis is not completed in a timely and efficient manner;

the combined company does not achieve the expected benefits of the merger as rapidly or to the extent anticipated by financial or industry analysts;

the effect of the merger on the combined company's financial results is not consistent with the expectations of financial or industry analysts; or

significant stockholders of Entegris and Mykrolis decide to dispose of their shares of Entegris Delaware common stock following completion of the merger.

**Uncertainty regarding the merger and the effects of the merger could adversely affect each company's relationships with its customers, suppliers, and strategic partners.**

In response to the announcement of the merger, customers, suppliers, and strategic partners of Entegris or Mykrolis may delay or defer decisions, or otherwise alter their relationships with each company, which could have a material adverse effect on the business of each company, whether or not the merger is completed. Entegris and Mykrolis depend, and it is expected that the combined company will depend, on a limited number of customers and suppliers for a large portion of their business, and the loss of, or delays or declines in, the orders from key customers or shipments from key suppliers could materially affect the combined company's net sales.

**Entegris and Mykrolis both depend on key personnel, and the loss of any of these key personnel due to uncertainty regarding the merger could hurt the business of the combined company because of their experience in the microelectronics, technology, and semi-conductor industries.**

Entegris and Mykrolis depend on the services of their key senior executives and other technological experts because of their experience in the microelectronics, technology, and semiconductor industries. Current and prospective employees of Entegris and Mykrolis may experience uncertainty about their future roles with the combined company, which may adversely affect the ability of each company to retain current and attract prospective key management, technical and other personnel. The loss of the services of one or several of these key employees or the inability of the combined company to attract, train, and retain qualified employees could result in the loss of customers or otherwise inhibit the ability of the combined company to integrate and grow its business effectively.

**The deal-protection provisions of the merger agreement may deter alternative business combinations and could negatively impact the stock prices of Entegris and Mykrolis if the merger agreement is terminated in certain circumstances.**

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As a result of certain provisions of the merger agreement, it is possible that a third party who might be interested in pursuing a business combination proposal with Entegris or Mykrolis would be discouraged from doing so. In addition, restrictions in the merger agreement on solicitation prohibit Entegris and Mykrolis from soliciting any acquisition proposal or offer for a merger or business combination with any other party. Any such proposal might be advantageous to the stockholders of Entegris and Mykrolis when compared to the terms and conditions of the transaction described in this joint proxy statement/prospectus. In particular, the termination fee provision of the merger agreement may deter third parties from proposing alternative business combinations that might result in greater value to Entegris and Mykrolis stockholders than the merger. In addition, in the event the merger agreement is terminated by Entegris or Mykrolis in circumstances that obligate either party to pay a termination fee to the other party, including where either party terminates the merger agreement because the other party's board of directors withdraws its support of the merger, Entegris' or Mykrolis' stock price may decline as a result of its payment of the termination fee. See The Merger Agreement No Solicitation; Termination Fees and Expenses.

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**Entegris and Mykrolis may waive one or more of the conditions to the merger without resoliciting stockholder approval for the merger.**

Each of the conditions to Entegris and Mykrolis obligations to complete the merger may be waived, in whole or in part, to the extent legally allowed, either unilaterally or by agreement of Entegris and Mykrolis. The boards of directors of Entegris and Mykrolis will evaluate the materiality of any such waiver to determine whether amendment of this joint proxy statement/prospectus and resolicitation of proxies is necessary. In the event that the board of directors of Entegris or Mykrolis determines any such waiver is not significant enough to require resolicitation of stockholders, it will have the discretion to complete the merger without seeking further stockholder approval.

**Following completion of the merger, the combined company will continue to face a number of risks related to its business that are currently faced by Entegris and Mykrolis.**

Entegris and Mykrolis currently face significant risks with respect to their respective businesses, the occurrence of which would materially adversely affect their operating results or financial condition. These matters include risks related to the following:

the microelectronics, technology, and semiconductor industries, including cyclicalities, technological change, and competition;

the business and operations of each of Entegris and Mykrolis, including research and development, manufacturing, and product development;

concentration of customers and suppliers;

protection of intellectual property;

international sales; and

legal and regulatory matters.

In the event the merger is completed, we expect that the combined company will continue to face these or similar risks in the operation of the combined business. A more complete discussion of each of these risks individually (a) with respect to Entegris is set forth in Entegris Annual Report on Form 10-K for the fiscal year ended August 28, 2004, and (b) with respect to Mykrolis is set forth in Mykrolis Annual Report on Form 10-K/A for the fiscal year ended December 31, 2004, each of which is incorporated herein by reference.

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**CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS**

The Securities and Exchange Commission encourages companies to disclose forward-looking information so that investors can better understand a company's future prospects and make informed investment decisions. This joint proxy statement/prospectus, including information included or incorporated herein by reference (see "Where You Can Find More Information"), contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements based on current projections about operations, industry, financial condition and liquidity. Words such as anticipate, estimate, expect, project, intend, plan, believe and words and terms of similar substance in connection with any discussion of future operating or financial performance, the merger or the businesses of Entegris or Mykrolis identify forward-looking statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. Those statements are not guarantees and are subject to risks, uncertainties and assumptions that are difficult to predict, and as a result, actual results could differ materially and adversely from these forward-looking statements. These risks and uncertainties include (but are not limited to), in addition to the risks discussed under "Risk Factors," the following:

the cyclical nature of the semiconductor industry and the markets addressed by each company's products and its customers' products;

demand for and market acceptance of new and existing products and services;

successful development of new products and services;

the timing of new product and service introductions;

pricing pressures and other competitive factors;

changes in product mix;

product obsolescence;

the ability to develop and implement new technologies and to obtain protection for the related intellectual property;

the uncertainties of litigation;

costs related to the proposed merger;

failure to obtain the required approvals of Entegris and Mykrolis stockholders;

risks that the closing of the transaction is substantially delayed or that the merger does not close; and

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the risk that Entegris and Mykrolis businesses will not be integrated successfully.

You are cautioned not to place undue reliance on the forward-looking statements contained herein, which either speak only as of the date of this joint proxy statement/prospectus or, if applicable, speak only as of the earlier date indicated in this joint proxy statement/prospectus. Entegris and Mykrolis undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise. The cautionary statements contained in this section should be read as being applicable to all related forward-looking statements wherever they appear in this joint proxy statement/prospectus and the documents incorporated by reference into this joint proxy statement/prospectus.

**Table of Contents****FINANCIAL SUMMARY****Entegris Market Price Data and Dividends**

Entegris common stock is traded on The NASDAQ National Market under the ticker symbol ENTG. The following table sets forth the high and low sales prices of shares of Entegris common stock as reported by The NASDAQ National Market for the periods referenced below.

<u>Year Ending</u>	<u>Common Shares</u>	
	<u>High</u>	<u>Low</u>
<b>August 30, 2003</b>		
First Quarter	\$ 11.03	\$ 4.26
Second Quarter	\$ 12.90	\$ 8.51
Third Quarter	\$ 12.61	\$ 8.79
Fourth Quarter	\$ 15.59	\$ 12.38
<b>August 28, 2004</b>		
First Quarter	\$ 15.66	\$ 11.15
Second Quarter	\$ 14.95	\$ 11.30
Third Quarter	\$ 13.59	\$ 9.97
Fourth Quarter	\$ 12.42	\$ 7.72
<b>August 27, 2005</b>		
First Quarter	\$ 9.99	\$ 7.63
Second Quarter	\$ 10.83	\$ 8.28
Third Quarter	\$ 10.22	\$ 8.22
Fourth Quarter (through June 27, 2005)	\$ 10.20	\$ 9.03

The last reported sales prices of shares of Entegris common stock as reported by The NASDAQ National Market on March 18, 2005, and June 27, 2005, were \$9.93 and \$9.50, respectively. March 18, 2005, was the last full trading day prior to the public announcement of the merger agreement. June 27, 2005, was the last practicable trading day prior to the distribution of this joint proxy statement/prospectus.

**Entegris Dividend Policy**

Entegris has never declared or paid any cash dividends on its capital stock. In addition, Entegris loan agreements restrict its ability to pay dividends without the consent of its lenders. Entegris does not anticipate paying any cash dividends in the foreseeable future.

**Table of Contents****Mykrolis Market Price Data and Dividends**

Mykrolis common stock is traded on the New York Stock Exchange under the symbol MYK. The following table sets forth the high and low sales prices of shares of Mykrolis common stock as reported by the New York Stock Exchange Composite Tape for the periods referenced below.

<u>Year Ending</u>	<u>Common Shares</u>	
	<u>High</u>	<u>Low</u>
<b>December 31, 2003</b>		
First Quarter	\$ 9.31	\$ 6.25
Second Quarter	\$ 11.47	\$ 7.25
Third Quarter	\$ 14.45	\$ 9.80
Fourth Quarter	\$ 16.83	\$ 12.00
<b>December 31, 2004</b>		
First Quarter	\$ 17.98	\$ 12.85
Second Quarter	\$ 17.50	\$ 12.89
Third Quarter	\$ 16.20	\$ 8.09
Fourth Quarter	\$ 14.40	\$ 9.31
<b>December 31, 2005</b>		
First Quarter	\$ 15.20	\$ 10.86
Second Quarter (through June 27, 2005)	\$ 14.38	\$ 12.06

The last reported sales prices of shares of Mykrolis common stock as reported by the New York Stock Exchange Composite Tape on March 18, 2005, and June 27, 2005, were \$13.15 and \$13.56, respectively. March 18, 2005, was the last full trading day prior to the public announcement of the merger agreement. June 27, 2005 was the last practicable trading day prior to the distribution of this joint proxy statement/prospectus.

**Mykrolis Dividend Policy**

Mykrolis has never declared or paid any cash dividends on its capital stock. On November 29, 2001, pursuant to the Mykrolis stockholder rights plan, the Mykrolis board of directors declared a dividend of one common stock purchase right for each share of Mykrolis common stock outstanding to stockholders of record on December 31, 2001, payable on January 4, 2002. Each right initially entitles the holder to purchase one share of Mykrolis common stock at a price of \$130 (though the rights are not exercisable until after a triggering event) and, following a triggering event, allows the holder to purchase \$260 in market value of shares of common stock of Mykrolis or, under certain circumstances, of an acquiring company, for \$130. If the merger is not completed, any future payment of dividends on Mykrolis common stock will depend upon its financial condition, capital requirements and its earnings as well as other factors that Mykrolis board of directors deems relevant.



**Table of Contents****Selected Consolidated Historical Financial Data of Entegris**

The following table sets forth selected historical financial information derived from Entegris' audited consolidated financial statements as of and for the years ended August 28, 2004, August 30, 2003, August 31, 2002, August 25, 2001 and August 26, 2000, and the unaudited consolidated financial statements as of and for the six months ended February 26, 2005 and February 28, 2004. In the table, per share figures have been adjusted to reflect the reclassification of redeemable common stock no longer redeemable upon completion of Entegris' initial public offering in July 2000.

You should also read the sections of Entegris' annual and quarterly reports entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Entegris' consolidated financial statements and related notes incorporated by reference into this joint proxy statement/prospectus for a further explanation of the financial data summarized here. This information should also be read in conjunction with the "Unaudited Pro Forma Condensed Combined Financial Information" and the unaudited pro forma condensed combined financial statements and notes related thereto, which you can find beginning on page 106.

	Six						
	months ended		Fiscal year ended				
	February 26, 2005	February 28, 2004	August 28, 2004	August 30, 2003	August 31, 2002	August 25, 2001	August 26, 2000
	(In thousands, except per share data)						
<b>Statement of Operations Data:</b>							
Net sales	\$ 175,678	\$ 148,646	\$ 346,764	\$ 251,104	\$ 222,997	\$ 343,624	\$ 344,569
Cost of goods sold	103,884	86,485	195,861	152,551	134,291	180,954	184,127
Gross profit	71,794	62,161	150,903	98,553	88,706	162,670	160,442
Selling, general and administrative expenses	48,977	44,389	96,176	80,307	73,569	78,510	73,293
Engineering, research and development expenses	9,089	9,424	20,128	17,803	17,408	16,517	15,041
Restructuring and other charges				1,598	1,563	13,144	
Operating profit (loss)	13,728	8,348	34,599	(1,155)	(3,834)	54,499	72,108
Interest (income) expense, net	(636)	(106)	(283)	(579)	(1,466)	(4,477)	2,422
Other expense (income), net	366	(1,213)	(1,035)	4,253	(973)	(1,134)	(4,945)
Income (loss) before income taxes and other items	13,998	9,667	35,917	(4,829)	(1,395)	60,110	74,631
Income tax expense (benefit)	3,699	3,011	11,134	(6,248)	(3,373)	21,339	26,754
Equity in net loss (income) of affiliates	85	(4)	13	144		(1,488)	(1,694)
Minority interest in subsidiaries - net (loss) income					(798)	1,643	489
Net income before extraordinary item	10,214	6,660	24,770	1,275	2,776	38,616	49,082
Extraordinary loss, net of taxes							(1,149)
Net income	\$ 10,214	\$ 6,660	\$ 24,770	\$ 1,275	\$ 2,776	\$ 38,616	\$ 47,933
Earnings per share - basic	\$ 0.14	\$ 0.09	\$ 0.34	\$ 0.02	\$ 0.04	\$ 0.56	\$ 0.79
Weighted shares outstanding - basic	73,304	72,710	72,957	71,636	70,358	68,747	60,354
Earnings per share - diluted	\$ 0.14	\$ 0.09	\$ 0.32	\$ 0.02	\$ 0.04	\$ 0.54	\$ 0.75
Weighted shares outstanding - diluted	75,247	76,248	76,220	74,475	73,305	71,774	63,770

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	February 26, 2005	February 28, 2004	August 28, 2004	August 30, 2003	August 31, 2002	August 25, 2001	August 26, 2000
<b>Balance Sheet Data:</b>							
Working capital	\$ 222,694	\$ 176,940	\$ 199,696	\$ 156,839	\$ 177,114	\$ 158,784	\$ 158,870
Total assets	468,538	436,257	467,046	414,739	390,260	405,815	353,368
Long-term debt	20,246	11,643	18,898	10,070	12,691	13,101	10,822
Shareholders' equity	384,861	348,391	372,185	337,665	322,114	312,307	266,844

**Table of Contents****Selected Consolidated Historical Financial Data of Mykrolis**

The following table sets forth selected historical financial information derived from Mykrolis' audited consolidated and combined balance sheets and statements of operations as of and for the years ended December 31, 2004, 2003, 2002, 2001 and 2000 and the unaudited consolidated financial statements as of and for the three months ended April 2, 2005 and April 3, 2004.

Mykrolis' combined financial statements for periods prior to March 31, 2001 include amounts that have been derived from the consolidated financial statements and accounting records of Millipore Corporation using the historical results of operations and historical basis of assets and liabilities of Mykrolis' business. The selected historical financial information for the years ended December 31, 2001 and 2000 includes allocations of Millipore Corporation corporate expenses related to Mykrolis' business, including centralized research and development, legal, accounting, employee benefits, officers' salaries, real estate, insurance, information technology services, distribution, treasury and other Millipore Corporation corporate and infrastructure costs. These expense allocations were determined on a basis that Millipore Corporation and Mykrolis considered to be a reasonable reflection of the utilization of services provided or the benefit received by Mykrolis. However, the consolidated and combined financial information included herein may not necessarily reflect Mykrolis' operating results, financial position and cash flows in the future or what they would have been had Mykrolis been a separate, stand-alone entity during all periods presented.

You should also read the sections of Mykrolis' annual and quarterly reports entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Mykrolis' consolidated and combined financial statements and related notes incorporated by reference into this joint proxy statement/prospectus for a further explanation of the financial data summarized here. This information should also be read in conjunction with the "Unaudited Pro Forma Condensed Combined Financial Information" and the unaudited pro forma condensed combined financial statements and notes related thereto, which you can find beginning on page 106.

	<b>Three months ended</b>						
	<b>April 2, 2005</b>	<b>April 3, 2004</b>	<b>2004</b>	<b>2003</b>	<b>2002</b>	<b>2001</b>	
	(In thousands, except per share data)						
<b>Statement of Operations Data:</b>							
Net sales	\$ 73,594	\$ 70,515	\$ 289,230	\$ 185,898	\$ 178,449	\$ 215,274	\$ 355,540
Cost of sales	38,833	36,446	151,321	105,269	118,783	137,621	174,545
Gross profit	34,761	34,069	137,909	80,629	59,666	77,653	180,995
Selling, general and administrative expenses	21,869	19,669	75,737	64,795	67,809	80,724	96,469
Research and development expenses	7,066	6,297	25,739	19,110	19,685	19,837	23,175
Restructuring and other charges (credits)			(213)	2,111	5,182	17,478	(320)
Operating income (loss)	5,826	8,103	36,646	(5,387)	(33,010)	(40,386)	61,671
Other income (expense), net	1,451	474	2,289	2,260	3,367	(1,096)	(1,395)
Income (loss) before income taxes	7,277	8,577	38,935	(3,127)	(29,643)	(41,482)	60,276
Income tax expense	1,746	1,590	9,338	4,977	2,118	26,145	22,905
Net income (loss)	\$ 5,531	\$ 6,987	\$ 29,597	\$ (8,104)	\$ (31,761)	\$ (67,627)	\$ 37,371
Basic income (loss) per share	\$ 0.13	\$ 0.17	\$ 0.71	\$ (0.20)	\$ (0.80)	\$ (1.92)	\$ 1.15
Shares used in computing basic income (loss) per share	41,969	41,001	41,491	39,939	39,628	35,262	32,500(1)
Diluted income (loss) per share	\$ 0.13	\$ 0.16	\$ 0.68	\$ (0.20)	\$ (0.80)	\$ (1.92)	\$ 1.15

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Shares used in computing diluted income (loss) per share                      43,610    43,430    43,240    39,939    39,628    35,262    32,500(1)

	<b>December 31,</b>						
	<b>April 2, 2005</b>	<b>April 3, 2004</b>	<b>2004</b>	<b>2003</b>	<b>2002</b>	<b>2001</b>	<b>2000</b>
	<b>(In thousands)</b>						
<b>Balance Sheet Data:</b>							
Working capital (2)	\$ 153,132	\$ 136,804	\$ 171,266	\$ 113,663	\$ 116,285	\$ 153,526	\$ 130,037
Total assets	339,088	299,067	350,968	283,755	267,189	289,490	299,031
Millipore's invested equity							246,489
Shareholders' equity	273,572	238,117	271,515	223,028	212,644	243,547	

- (1) Shares were authorized, issued and outstanding and were owned by Millipore.  
(2) Working capital is total current assets less total current liabilities.

**Table of Contents****Summary Unaudited Pro Forma Condensed Combined Financial Data**

We derived the following unaudited pro forma condensed combined financial data from Entegris' audited consolidated financial statements for the year ended August 28, 2004, Mykrolis' unaudited consolidated financial results for the twelve months ended July 3, 2004, Entegris' unaudited consolidated financial statements for the six months ended February 26, 2005, and Mykrolis' unaudited consolidated financial results for the six months ended December 31, 2004. The financial data have been prepared as if the proposed merger and the reincorporation had occurred on August 31, 2003 for the statements of operations and as of February 26, 2005 for the balance sheet data. **The unaudited pro forma statements of operations and balance sheet data set forth below are not necessarily indicative of the results that actually would have been achieved had the proposed merger been consummated on August 31, 2003 for the statement of operations and as of February 26, 2005 for the balance sheet data, or that may be achieved in the future.** The unaudited pro forma condensed combined financial data do not reflect any benefits from potential cost savings or revenue changes resulting from the proposed merger. You should read this information in conjunction with Entegris' Management's Discussion and Analysis of Financial Condition and Results of Operations, Entegris' consolidated financial statements and the notes thereto, Mykrolis' Management's Discussion and Analysis of Financial Condition and Results of Operations, Mykrolis' consolidated financial statements and notes thereto, and the Unaudited Condensed Combined Pro Forma Financial Information and the unaudited pro forma condensed combined financial statements and notes related thereto included in this joint proxy statement/prospectus or included in Entegris' and Mykrolis' Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q incorporated by reference into this joint proxy statement/prospectus.

The pro forma adjustments are based upon certain assumptions and preliminary available information that Entegris believes are reasonable under the circumstances. A final determination of fair values relating to the merger, which cannot be made prior to the completion of the merger, may differ materially from the preliminary estimates and will include management's final valuation of the fair value of assets acquired and liabilities assumed. This final valuation will be based on the actual net tangible and identifiable intangible assets of Mykrolis that exist as of the date of the completion of the merger. The final valuation may change the allocations of the purchase price, which could affect the fair value assigned to the assets and liabilities and could result in a change to the unaudited pro forma condensed combined financial statements data. The pro forma adjustments are more fully described in the notes to the unaudited pro forma condensed combined financial statements found elsewhere in this joint proxy statement/prospectus.

	<b>For the six months ended February 26, 2005</b>	<b>For the year ended August 28, 2004</b>
(In thousands, except per share data)		
<b>Statement of Operations Data:</b>		
Net sales	\$ 318,559	\$ 588,126
Operating income	25,029	37,043
Net income	17,919	27,668
Earnings per share:		
Basic	0.14	0.21
Diluted	0.13	0.20

	<b>As of February 26, 2005</b>
(In thousands)	
<b>Balance Sheet Data:</b>	
Working capital	\$ 416,500
Total assets	1,202,374
Total capital leases and debt, including current portion	27,159
Total shareholders' equity	1,016,501



**Table of Contents****COMPARATIVE PER SHARE INFORMATION**

The following table presents historical per share information and book value per common share data separately for Entegris and Mykrolis on a historical basis, and Entegris and Mykrolis on an unaudited pro forma combined basis per share of Entegris common stock and on an unaudited pro forma combined basis per Mykrolis equivalent share. The unaudited pro forma earnings per share data reflect the assumption that the merger was effective as of August 31, 2003. The unaudited pro forma book value per share data assumes the merger was effective February 26, 2005. The unaudited pro forma per share data gives effect to the proposed merger as a purchase by Entegris under generally accepted accounting principles in the United States.

You should read the information below together with the historical financial statements and related notes of Entegris and Mykrolis contained in each company's periodic filings with the Securities and Exchange Commission and incorporated into this joint proxy statement/prospectus by reference. See "Where You Can Find More Information" beginning on page 149. The unaudited pro forma combined per share data below is presented for illustrative purposes only. The companies may have performed differently had they actually been combined during the periods presented below. **You should not rely on this information as being indicative of the historical results that would have been achieved had the companies always been combined or the future results that the combined company will experience after the proposed merger.**

	<u>Historical Entegris</u>	<u>Historical Mykrolis</u>	<u>Pro Forma Combined (1)</u>	<u>Pro Forma Equivalent of One Mykrolis Share (2)</u>
Year ended August 28, 2004 (Entegris and pro forma) and December 31, 2004 (Mykrolis):				
Earnings per share - basic:	\$ 0.34	\$ 0.71	\$ 0.21	\$ 0.29
Earnings share - diluted:	\$ 0.32	\$ 0.68	\$ 0.20	\$ 0.28
Six months ended February 26, 2005 (Entegris and pro forma) and three months ended April 2, 2005 (Mykrolis):				
Earnings per share - basic:	\$ 0.14	\$ 0.13	\$ 0.14	\$ 0.19
Earnings share - diluted:	\$ 0.14	\$ 0.13	\$ 0.13	\$ 0.18
Book value per share: February 26, 2005 (Entegris and pro forma) and April 2, 2005 (Mykrolis)				
	\$ 5.20	\$ 6.52	\$ 7.69	\$ 10.68

- (1) Includes the effect of the merger on the basis as described in the notes to the unaudited pro forma condensed combined financial information included elsewhere in this joint proxy statement/prospectus.
- (2) Calculated by applying the exchange ratio of 1.39 to the pro forma combined net earnings and book value per share.

**Table of Contents****COMPARATIVE MARKET VALUE INFORMATION**

The following table presents the closing prices per share and aggregate market value of Entegris common stock and Mykrolis common stock, in each case based on closing prices for those shares on The NASDAQ National Market and the New York Stock Exchange, respectively, on March 18, 2005, the last trading day prior to the public announcement of the proposed merger, and on June 27, 2005, the last practicable trading day for which this information could be calculated prior to the distribution of this joint proxy statement/prospectus; and the equivalent per share price reflects the value of the Entegris common stock Mykrolis stockholders would receive for each share of Mykrolis common stock if the merger was completed on March 18, 2005, and June 27, 2005.

	<u>Entegris</u> <u>Historical</u>	<u>Mykrolis</u> <u>Historical</u>	<u>Mykrolis</u> <u>Equivalent</u>
<b>March 18, 2005:</b>			
Closing price per share	\$ 9.93	\$ 13.15	\$ 13.80
Market value of shares (in thousands) (1)	\$ 735,021	\$ 551,795	\$ 579,070
<b>June 27, 2005:</b>			
Closing price per share	\$ 9.50	\$ 13.56	\$ 13.21
Market value of shares (in thousands) (2)	\$ 703,789	\$ 574,451	\$ 559,623

(1) Based on 74,020,304 shares of Entegris common stock and 41,961,602 shares of Mykrolis common stock outstanding as of March 18, 2005.

(2) Based on 74,083,002 shares of Entegris common stock and 42,363,610 shares of Mykrolis common stock outstanding as of June 27, 2005.



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**THE ENTEGRIS SPECIAL MEETING**

**General**

This joint proxy statement/prospectus is first being mailed by Entegris to the holders of Entegris common stock on or about July 5, 2005, and is accompanied by the notice of the Entegris special meeting and a form of proxy that is solicited by the board of directors of Entegris for use at the special meeting of Entegris stockholders, to be held on Wednesday, August 3, 2005, at 9:00 a.m., local time, at the Oak Ridge Conference Center, 1 Oak Ridge Drive, Chaska, Minnesota, and at any adjournments or postponements of the meeting.

**Matters to Be Considered**

The purpose of the meeting is:

1. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger (the merger agreement ), dated as of March 21, 2005, by and among Entegris, Inc., a Minnesota corporation, Eagle DE, Inc., a Delaware corporation and a wholly owned subsidiary of Entegris (referred to as Entegris Delaware ), and Mykrolis Corporation, a Delaware corporation, including the merger of Mykrolis with and into Entegris Delaware (immediately following the reincorporation merger described in proposal 2 below) as contemplated thereby and the issuance of new shares of common stock of Entegris Delaware to the stockholders of Mykrolis in the merger. In the merger, each outstanding share of Mykrolis common stock will be automatically converted into the right to receive 1.39 shares of Entegris Delaware common stock;
2. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger (the reincorporation merger agreement ) dated as of March 21, 2005, by and between Entegris and Entegris Delaware and the reincorporation merger contemplated thereby (the reincorporation merger ), whereby Entegris would reincorporate from a Minnesota corporation to a Delaware corporation, including approval of the proposed certificate of incorporation and bylaws of Entegris Delaware attached as *Annex C-1* and *Annex D*, respectively, to this joint proxy statement/prospectus, provided that if proposal 3 set forth below is not approved, the certificate of incorporation of Entegris Delaware will read as set forth on *Annex C-2* hereto and the bylaws of Entegris Delaware set forth on *Annex D* hereto will be revised by the board of directors of Entegris Delaware to remove the classified board provisions and include provisions substantially similar to Article IX set forth in *Annex C-2* hereto but will otherwise read as set forth on *Annex D*. In the reincorporation merger, each outstanding share of Entegris common stock will be automatically converted into one share of Entegris Delaware common stock and the name of Entegris Delaware will be changed to Entegris, Inc.;
3. To consider and vote upon a proposal to approve a classified board for Entegris Delaware as provided in Article IX of the proposed certificate of incorporation of Entegris Delaware set forth in *Annex C-1* hereto; and
4. To consider and vote upon a proposal to approve adjournments or postponements of the Entegris special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Entegris special meeting to approve the above proposals.

**The Entegris board of directors unanimously recommends that Entegris stockholders vote FOR each of the proposals. Neither the merger nor the reincorporation merger will occur unless both proposal 1 and proposal 2 are approved. Approval of proposals 3 and 4, however, is not a condition to either the merger or the reincorporation merger. If either proposal 1 or proposal 2 (or both) is not**

**approved, then proposal 3 will be null and have no effect.**

In considering the recommendation of Entegris' board of directors with respect to the proposals, stockholders should be aware that certain directors and officers of Entegris may have interests in the merger that are different from, or in addition to, their interests as Entegris stockholders generally. See "Interests of Certain Persons in the Merger" beginning on page 62.

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### **Proxies**

The Entegris board of directors is soliciting your proxy to give you the opportunity to vote at the Entegris special meeting. When you deliver a valid proxy, the shares represented by that proxy will be voted in accordance with your instructions.

Please complete, sign, date and return the accompanying proxy card promptly in the enclosed addressed envelope, even if you plan to attend the special meeting. Postage need not be affixed to the envelope if mailed in the United States. The immediate return of your proxy card will be of great assistance in preparing for the special meeting and is, therefore, urgently requested. If you attend the special meeting, revoke your proxy and vote in person, your proxy card will not be used. Instead of submitting your proxy vote with the accompanying paper proxy card, you may grant your proxy via the Internet or by telephone by following the procedures set forth on the proxy card. Your telephone or Internet proxy authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. If you grant your proxy by Internet or by telephone, you do NOT need to mail back your proxy card. To view the proxy materials online, go to [www.entegris.com](http://www.entegris.com). If you plan to attend the special meeting to be held on August 3, 2005, at 9:00 a.m., local time, at the Oak Ridge Conference Center, 1 Oak Ridge Drive, Chaska, Minnesota, please be sure to check the box on your proxy card indicating your desire to attend, or indicate your desire to attend through Entegris telephone or Internet voting procedures.

**If your shares are not registered in your own name and you plan to attend the special meeting and vote your shares in person, you should contact your broker or agent in whose name your shares are registered to obtain a broker's proxy and bring it to the special meeting in order to vote.**

A stockholder giving a proxy may revoke it at any time before it is voted by executing and delivering to Entegris another proxy bearing a later date and submitting it so that it is received prior to the vote at the meeting or, if available, granting a new proxy by telephone or on the Internet, by delivering a written notice prior to the vote at the meeting to the secretary of Entegris stating that the proxy is revoked, or by voting in person at the special meeting after having delivered to Entegris a written notice revoking your proxy. Any properly executed proxy returned to Entegris will be voted at the special meeting in accordance with the instructions indicated thereon. If no instructions are indicated on the proxy, the proxy will be voted **FOR** the approval of proposals 1, 2, 3 and 4. The proxies will be entitled to vote in their discretion on any other matters that may properly come before the meeting.

### **Solicitation of Proxies**

Each of Entegris and Mykrolis will bear its own cost of soliciting proxies from its stockholders, except that each of Mykrolis and Entegris has agreed to pay one-half of the costs of printing, filing and mailing this joint proxy statement/prospectus and related proxy and proxy materials.

In addition to solicitations by mail, Entegris directors, officers and regular employees, without additional remuneration, may solicit proxies by telephone, personal interviews and the Internet. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the owners of stock held in their names, and Entegris will reimburse them for their reasonable out-of-pocket expenses incurred in connection with the distribution of proxy materials. Entegris and Mykrolis have also made arrangements with MacKenzie Partners, Inc. to assist them in soliciting proxies, and have each agreed to pay one-half of MacKenzie Partners' fee, currently estimated to be approximately \$12,500 in the aggregate, plus expenses for those services.

**Record Date**

The record date for the determination of stockholders entitled to notice of and to vote at the Entegris special meeting was June 17, 2005. On the record date, there were 74,069,877 shares of Entegris common stock, \$.01 par value per share (Entegris only voting securities), outstanding and entitled to vote, which were held by approximately 491 holders of record. Each share of Entegris common stock is entitled to one vote.

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### **Quorum**

Under Entegris' bylaws, the holders of a majority of the outstanding shares of Entegris common stock entitled to vote at the meeting will constitute a quorum for the purpose of taking any action other than adjourning the meeting. Shares of common stock represented in person or by proxy (including shares which abstain or do not vote with respect to one or more of the matters presented for stockholder approval) will be counted for purposes of determining whether a quorum is present. Brokers who hold shares of Entegris common stock in nominee or street name for customers who are the beneficial owners of those shares are prohibited from giving a proxy to vote shares held for those customers on proposals 1, 2 and 3 at the meeting without specific instructions from those customers. These broker non-votes will, however, be counted as present for purposes of determining whether a quorum exists.

### **Vote Required**

**The affirmative vote of the holders of a majority of the outstanding shares of Entegris common stock as of the record date is required to approve proposals 1 and 2. The affirmative vote of the holders of at least 51% of the outstanding shares of Entegris common stock as of the record date is required to approve proposal 3.** The affirmative vote of the holders of the greater of (1) a majority of the shares of common stock present in person or by proxy at the meeting and entitled to vote or (2) a majority of the minimum number of shares entitled to vote that would constitute a quorum for the transaction of business at the meeting is required for approval of proposal 4.

Neither the merger nor the reincorporation merger will occur unless both proposal 1 and proposal 2 are approved. Approval of proposals 3 and 4, however, is not a condition to either the merger or the reincorporation merger. If Entegris' stockholders do not approve both proposals 1 and 2, then proposal 3 will be null and have no effect.

**Because approval of each of the merger, the reincorporation merger and the classified board proposal requires the affirmative vote of at least a majority (or 51%, in the case of the classified board proposal) of the outstanding shares of common stock of Entegris as of the record date, abstentions, failures to grant a proxy or vote at the meeting and broker non-votes will have the effect of a vote against proposals 1, 2 and 3. Accordingly, the Entegris board urges Entegris stockholders to complete, date and sign the accompanying proxy and return it promptly in the enclosed, postage-paid envelope or to authorize the individuals named on your proxy card to vote your shares by telephone or on the Internet.**

### **Share Ownership as of the Record Date**

As of the Entegris record date, directors and executive officers of Entegris beneficially owned and were entitled to vote, or shared the right to vote, 18,725,419 shares of Entegris common stock. Those shares represent approximately 25.3% of the outstanding shares of Entegris common stock entitled to vote at the Entegris special meeting.

Additional information with respect to beneficial ownership of Entegris common stock by directors and executive officers of Entegris is incorporated by reference to Entegris' proxy statement filed with the Securities and Exchange Commission on December 15, 2004. See [Where You Can Find More Information](#).

**Treatment of Abstentions and Broker Non-Votes**

If you submit a proxy that indicates an abstention from voting, your shares will be counted as present for purposes of determining the existence of a quorum and they will have the effect of votes against each of proposals 1, 2, 3 and 4.

If you hold your shares in street name, your bank or broker cannot vote your shares of Entegris common stock on proposals 1, 2 and 3 without specific instructions from you. If you do not provide instructions with your

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proxy, your bank or broker may deliver a proxy card expressly indicating that it is NOT voting your shares; this indication that a bank or broker is not voting your shares is referred to as a broker non-vote. Broker non-votes will be counted for the purpose of determining the existence of a quorum, and they will have the effect of votes against each of proposals 1, 2 and 3.

**No Other Business; Adjournments**

Under Minnesota law and Entegris bylaws, the business to be conducted at the meeting will be limited to considering and voting on the proposals.

Adjournments may be made for the purpose of, among other things, soliciting additional proxies. Any adjournment of up to 120 days in the aggregate may be made from time to time by the chairman or otherwise with the approval of the holders of shares representing the greater of (a) a majority of the votes present in person or by proxy at the time of the vote, or (b) a majority of the minimum number of votes that would constitute a quorum, without further notice other than by an announcement made at the original meeting of the date, time and place of the adjourned meeting.

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**MYKROLIS SPECIAL MEETING IN LIEU OF ANNUAL MEETING**

**General**

This joint proxy statement/prospectus is first being mailed by Mykrolis to the holders of Mykrolis common stock on or about July 5, 2005, and is accompanied by the notice of the Mykrolis special meeting in lieu of annual meeting and a form of proxy that is solicited by the board of directors of Mykrolis for use at the Mykrolis special meeting in lieu of annual meeting, to be held on Wednesday, August 3, 2005, at 10:00 a.m., local time, at 129 Concord Road, Billerica, Massachusetts, and at any adjournments or postponements of the meeting. The Mykrolis 2004 Annual Report to Stockholders was mailed to stockholders on or about April 26, 2005.

**Matters to be Considered**

The purpose of the Mykrolis special meeting in lieu of annual meeting is:

1. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger (the merger agreement), dated as of March 21, 2005, by and among Entegris, Inc., a Minnesota corporation, Eagle DE, Inc., a Delaware corporation and a wholly owned subsidiary of Entegris (referred to as Entegris Delaware), and Mykrolis Corporation, a Delaware corporation, including the merger of Mykrolis with and into Entegris Delaware as contemplated thereby. Pursuant and subject to the terms of the merger agreement (and the related reincorporation merger agreement), Entegris will reincorporate in Delaware by merging with and into Entegris Delaware, immediately following which Mykrolis will merge with and into Entegris Delaware. In the merger, each outstanding share of Mykrolis common stock will be automatically converted into the right to receive 1.39 shares of Entegris Delaware common stock. In connection with the reincorporation merger, the name of Entegris Delaware will be changed to Entegris, Inc.;
2. To consider and vote upon a proposal to elect two Class II Directors to the Mykrolis board of directors with terms expiring at the 2008 annual meeting of stockholders or upon completion of the merger, if earlier; and
3. To consider and vote upon a proposal to approve adjournments or postponements of the Mykrolis special meeting in lieu of annual meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Mykrolis special meeting in lieu of annual meeting to approve the above proposals.

**The Mykrolis board of directors unanimously recommends that Mykrolis stockholders vote FOR each of the proposals.**

In considering the recommendation of Mykrolis board of directors with respect to the proposals, stockholders should be aware that certain directors and officers of Mykrolis may have interests in the merger that are different from, or in addition to, their interests as Mykrolis stockholders generally. See Interests of Certain Persons in the Merger beginning on page 62.

**Proxies**



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The Mykrolis board of directors is soliciting your proxy to give you the opportunity to vote at the Mykrolis special meeting in lieu of annual meeting. When you deliver a valid proxy, the shares represented by that proxy will be voted in accordance with your instructions.

Please complete, sign, date and return the accompanying proxy card promptly in the enclosed addressed envelope, even if you plan to attend the special meeting in lieu of annual meeting. Postage need not be affixed to the envelope if mailed in the United States. The immediate return of your proxy card will be of great assistance in preparing for the special meeting in lieu of annual meeting and is, therefore, urgently requested. If you attend the special meeting in lieu of annual meeting and vote in person, your proxy card will not be used. Instead of

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submitting your proxy vote with the accompanying paper proxy card, you may grant your proxy via the Internet or by telephone by following the procedures set forth on the proxy card. Your telephone or Internet proxy authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. If you grant your proxy by Internet or by telephone, you do NOT need to mail back your proxy card. To view the proxy materials online, go to *www.mykrolis.com*. If you plan to attend the special meeting in lieu of annual meeting to be held on August 3, 2005, at 10:00 a.m., local time, at 129 Concord Road, Billerica, Massachusetts, please be sure to check the box on your proxy card indicating your desire to attend, or indicate your desire to attend through Mykrolis' telephone or Internet voting procedures.

**If your shares are not registered in your own name and you plan to attend the special meeting in lieu of annual meeting and vote your shares in person, you should contact your broker or agent in whose name your shares are registered to obtain a broker's proxy and bring it to the special meeting in lieu of annual meeting in order to vote.**

A stockholder giving a proxy may revoke it at any time before it is voted by executing and delivering to Mykrolis another proxy bearing a later date and submitting it so that it is received prior to the vote at the meeting or, if available, granting a new proxy by telephone or on the Internet, by delivering a written notice prior to the vote at the meeting to the secretary of Mykrolis stating that the proxy is revoked, or by voting in person at the special meeting in lieu of annual meeting. Any properly executed proxy returned to Mykrolis will be voted at the special meeting in lieu of annual meeting in accordance with the instructions indicated thereon. If no instructions are indicated on the proxy, the proxy will be voted **FOR** the approval of proposals 1, 2 and 3. The proxies will be entitled to vote in their discretion on any other matters that may properly come before the meeting.

## **Solicitation of Proxies**

Each of Entegris and Mykrolis will bear its own cost of soliciting proxies from its stockholders, except that each of Mykrolis and Entegris has agreed to pay one-half of the costs of printing, filing and mailing this joint proxy statement/prospectus and related proxy and proxy materials.

In addition to solicitations by mail, Mykrolis' directors, officers and regular employees, without additional remuneration, may solicit proxies by telephone, personal interviews and the Internet. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the owners of stock held in their names, and Mykrolis will reimburse them for their reasonable out-of-pocket expenses incurred in connection with the distribution of proxy materials. Mykrolis and Entegris have also made arrangements with MacKenzie Partners, Inc. to assist them in soliciting proxies, and have each agreed to pay one-half of MacKenzie Partners' fee, currently estimated to be approximately \$12,500 in the aggregate, plus expenses for those services.

## **Record Date**

The record date for the determination of stockholders entitled to notice of and to vote at the Mykrolis special meeting in lieu of annual meeting was the close of business on June 17, 2005. On the record date, there were 42,323,422 shares of Mykrolis common stock, \$0.01 par value per share (Mykrolis' only voting securities), outstanding and entitled to vote, which were held by approximately 2,150 holders of record. Each share of common stock is entitled to one vote.

## **Quorum**

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Under Mykrolis' bylaws, the holders of a majority of the shares of common stock outstanding and entitled to vote at the meeting will constitute a quorum for the transaction of business at the meeting. Shares of common stock represented in person or by proxy (including shares which abstain or do not vote with respect to one or more of the matters presented for stockholder approval) will be counted for purposes of determining whether a quorum is present. Under the rules of the New York Stock Exchange, brokers who hold shares of Mykrolis common stock in nominee or street name for customers who are the beneficial owners of those shares are

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prohibited from giving a proxy to vote shares held for those customers on the approval and adoption of the merger agreement and the merger at the Mykrolis special meeting in lieu of annual meeting without specific instructions from those customers. These broker non-votes will, however, be counted as present for purposes of determining whether a quorum exists.

### **Vote Required**

**The affirmative vote of the holders of a majority of the outstanding shares of common stock of Mykrolis as of the record date is required for the approval and adoption of the merger agreement and approval of the merger.** If a quorum is present, the two nominees for election as directors of Mykrolis who receive the highest number of votes at the special meeting in lieu of annual meeting will be elected.

**Because approval of the merger requires the affirmative vote of at least a majority of the outstanding shares of common stock of Mykrolis as of the record date, abstentions, failures to grant a proxy or vote at the meeting and broker non-votes will have the effect of a vote against proposal 1. Accordingly, the Mykrolis board urges Mykrolis stockholders to complete, date and sign the accompanying proxy and return it promptly in the enclosed, postage-paid envelope or to authorize the individual named on your proxy card to vote your shares by telephone or on the Internet.**

### **Share Ownership as of the Record Date**

As of the Mykrolis record date, directors and executive officers of Mykrolis beneficially owned and were entitled to vote 295,201 shares of Mykrolis common stock. Those shares represent less than 1% of the outstanding shares of Mykrolis common stock entitled to vote at the Mykrolis special meeting in lieu of annual meeting.

Additional information with respect to beneficial ownership of Mykrolis common stock by directors and executive officers of Mykrolis is set forth under Other Matters to be Considered at the Mykrolis Special Meeting in Lieu of Annual Meeting Ownership of Mykrolis Common Stock.

### **Treatment of Abstentions and Broker Non-Votes**

If you submit a proxy that indicates an abstention from voting, your shares will be counted as present for purposes of determining the existence of a quorum and they will have the effect of votes against proposals 1 and 3 but will not affect proposal 2.

If you hold your shares in street name, your bank or broker cannot vote your shares of Mykrolis common stock on proposal 1 without specific instructions from you. If you do not provide instructions with your proxy, your bank or broker may deliver a proxy card expressly indicating that it is NOT voting your shares; this indication that a bank or broker is not voting your shares is referred to as a broker non-vote. Broker non-votes will be counted for the purpose of determining the existence of a quorum, and they will have the effect of votes against proposal 1 but will not affect proposal 2 or 3.

**No Other Business; Adjournments**

Under Delaware law and Mykrolis bylaws, the business to be conducted at the meeting will be limited to considering and voting on the proposals.

Adjournments may be made for the purpose of, among other things, soliciting additional proxies. Any meeting of stockholders may be adjourned to any other time and to any other place at which a meeting of stockholders may be held under Mykrolis bylaws by a majority of the stockholders present or represented at the meeting and entitled to vote, although less than a quorum, or, if no stockholder is present, by any officer entitled to preside at or to act as secretary of such meeting. No notice to any stockholder of any adjournment of less than 30 days is required if the time and place of the adjourned meeting are announced at the meeting at which adjournment is taken, unless after the adjournment a new record date is fixed for the adjourned meeting.

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**THE MERGER**

**Background of the Merger**

Mykrolis and Entegris have been familiar with each other's businesses for many years, and Entegris has been a supplier of molded plastic components to Mykrolis (and prior to Mykrolis' spin-off from Millipore Corporation in 2001, to Millipore) for over ten years. As a result of this commercial relationship, representatives of Mykrolis and Entegris have historically met and consulted with each other concerning matters relating to their supply relationship as well as their respective views as to trends in the materials integrity management and semiconductor industries.

Each of Mykrolis and Entegris continually evaluates strategic opportunities as a part of their ongoing evaluation of the market and opportunities to strengthen their respective businesses in light of the changing competitive environment. Both Mykrolis and Entegris senior management regularly review, evaluate and discuss various strategic opportunities. While both companies believe they have positive future prospects on a stand-alone basis, the management of Entegris, in recent years, has had conversations with or regarding a number of other companies about a range of options to improve its competitive position, including acquisitions, mergers of equals or other significant transactions, and for the past year Mykrolis has been looking for acquisition and merger opportunities that would permit it to rapidly expand its critical mass and increase the size and scope of its product offering to microelectronics (including semiconductor) industry customers.

In late June 2004, James Dauwalter, Entegris' chief executive officer, informed the Entegris board of directors that Mykrolis had recently announced that C. William Zadel, the then chairman and chief executive officer of Mykrolis, intended to retire and that Mykrolis would begin an internal and external search for a new chief executive officer. Mr. Dauwalter advised the board of directors that he was attempting to arrange a meeting with Mr. Zadel to discuss a possible transaction between Entegris and Mykrolis.

On June 29, 2004, at a regularly scheduled meeting of the Entegris board of directors, Greg Graves, Entegris' chief business development officer, gave a presentation concerning Mykrolis and discussed the potential benefits to Entegris and its stockholders of a combination between Entegris and Mykrolis. The Entegris board of directors indicated its support of initiatives designed to enhance stockholder value and authorized Entegris management to continue to pursue preliminary discussions with Mykrolis regarding a possible business combination.

In mid-July 2004, Mr. Dauwalter and Mr. Zadel both attended the Semiconductor Equipment and Materials Institute's SEMICON West conference in San Francisco. While there, Mr. Dauwalter and Mr. Zadel met over dinner on July 13 and had preliminary discussions about the merits of a possible business combination between Entegris and Mykrolis. A representative of Citigroup Global Markets Inc. arranged and attended the dinner meeting. While at the time of the meeting, Citigroup had not been engaged to represent either party in connection with a possible strategic transaction, it had maintained an informal relationship with both Entegris and Mykrolis since the time of their respective initial public offerings. Based on its knowledge of each company, Citigroup believed that a strategic transaction between Entegris and Mykrolis would provide significant value to the stockholders of each company. For this reason, Citigroup, on its own initiative, contacted Messrs. Zadel and Dauwalter to arrange the dinner meeting. Mr. Zadel and Mr. Dauwalter discussed what each company could contribute to a combined company and the potential to enhance stockholder value through such a combination. Mr. Zadel agreed to discuss the idea of a possible business combination between Entegris and Mykrolis with Mykrolis management and with the Mykrolis board of directors in the next few months. Mr. Zadel and Mr. Dauwalter also agreed to further consider individually the possibility of such a combination.

During August and September 2004, Mr. Dauwalter talked with Mr. Zadel a number of times by telephone to follow up on their July 13 meeting and to try to gauge the level of Mykrolis' interest in a possible transaction with Entegris. In one conversation, Mr. Zadel informed Mr. Dauwalter

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that Mykrolis had a regularly scheduled meeting of its board of directors on October 27, 2004, and that Mr. Zadel intended to discuss a possible combination with Entegris at that meeting.

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In October 2004, Entegris retained Goldman, Sachs & Co. as its financial advisor. Entegris and Goldman Sachs agreed that Goldman Sachs would assist Entegris in evaluating, and receive a fee with respect to, three possible business combinations, including the one between Entegris and Mykrolis that Mr. Dauwalter and Mr. Zadel were discussing and potential combinations with two other companies in related industries, as well as other possible strategic alternatives. While management made preliminary contacts with the other two companies, one indicated that it was not interested in pursuing discussions and, after determining that it did not present a significant strategic fit, Entegris did not pursue discussions with the other company.

On October 12, 2004, at a regularly scheduled meeting of the Entegris board of directors, representatives of Goldman Sachs made a presentation on industry trends and discussed its preliminary analysis of various strategic alternatives being explored by Entegris, one of which was the possible combination with Mykrolis. Entegris management, after consultation with Goldman Sachs, continued to support exploring the possible transaction with Mykrolis and concluded that it represented the most attractive strategic alternative for Entegris and its stockholders. The Entegris board of directors indicated its support for Entegris management's efforts to enhance stockholder value and encouraged them to continue to explore the possibility of a transaction that would achieve this objective.

On October 19, 2004, Mr. Dauwalter sent a letter to Mr. Zadel stating that he wanted to formally express Entegris' interest in moving forward with more specific discussions regarding a potential combination between Entegris and Mykrolis. Mr. Dauwalter noted that Entegris' board of directors was in unanimous support of engaging in further discussions with Mykrolis and informed Mr. Zadel that Entegris had engaged Goldman Sachs as its financial advisor. Mr. Dauwalter stated that Entegris believed that a combination could create significant value for both companies' stockholders and customers and significant growth opportunities for employees. The letter proposed a merger, with both companies contributing to the combined company's management team and board of directors. Mr. Dauwalter indicated that Entegris was prepared to enter into discussions and commence a due diligence process immediately. The letter concluded by asking Mr. Zadel to discuss the possible transaction with the Mykrolis board of directors at its October 27 meeting.

On October 27, 2004, at a regularly scheduled meeting of the Mykrolis board of directors, Mr. Zadel outlined for the board four potential strategic transactions, including a review of each company's business, product lines, mission, vision, strategic intent, core competencies, competition, manufacturing capabilities and strategic benefits and synergies from a potential combination. Entegris was among the companies included in this presentation. During this meeting, the directors and management discussed these potential transactions in the context of which would provide the greatest maximization of value for Mykrolis stockholders. At the conclusion of these discussions, however, the Mykrolis board of directors determined that, since the board was in the process of selecting a new chief executive officer to succeed Mr. Zadel upon his upcoming retirement, it was not appropriate to proceed with any of the initiatives until the CEO succession issue was resolved.

On October 28, 2004, Mr. Zadel sent an e-mail to Mr. Dauwalter in which he advised Mr. Dauwalter that the Mykrolis board of directors had met on October 27 and reviewed in detail Entegris' suggestion to work toward a merger of equals. Mr. Zadel wrote that the Mykrolis board of directors had decided to continue with their efforts to select Mr. Zadel's successor and to move forward as an independent company. Mr. Zadel offered to discuss the matter further with Mr. Dauwalter by telephone if Mr. Dauwalter wanted more details.

Following Mr. Zadel's e-mail, no communications between Entegris and Mykrolis regarding the potential combination occurred for several weeks. On November 22, 2004, Mykrolis announced that Mr. Zadel had resigned as chief executive officer of Mykrolis in order to implement his previously announced retirement plans and that Mykrolis had selected Gideon Argov to succeed Mr. Zadel as Mykrolis' chief executive officer. Shortly after this announcement, Mr. Graves, Entegris' chief business development officer, contacted Peter S. Kirlin, the vice president of business development for Mykrolis, to request a meeting with Mr. Kirlin in order to discuss the reaction of the Mykrolis board of directors to Mr. Dauwalter's October 19 letter to Mr. Zadel as expressed in Mr. Zadel's October 28 e-mail and to determine whether Mykrolis would have renewed interest in exploring a business combination.





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On December 14, 2004, Mr. Graves and Mr. Kirlin met in Boston and discussed industry trends and the potential benefits of a business combination between Entegris and Mykrolis. Mr. Kirlin agreed that a combination between the two companies should be seriously explored given the potential benefits. Mr. Graves asked if Mr. Kirlin would be willing to try to arrange a meeting among the two of them and the chief executive officers of each company to discuss a possible transaction. Mr. Kirlin agreed to talk to Mr. Argov to arrange such a meeting.

Following the December 14 meeting, Mykrolis commenced a general analysis of a possible business combination with Entegris using publicly available information about Entegris and reviewed certain strategic, financial and other aspects of a possible business combination with Entegris. In addition, in furtherance of Mykrolis' ongoing evaluation of strategic transactions that would permit it to rapidly increase the size and scope of its product offering to semiconductor industry customers, Mykrolis commenced discussions with another significant industry participant regarding a possible strategic transaction. On December 16, 2004, Mykrolis entered into non-disclosure agreements with this industry participant and on December 22, 2004, representatives of Mykrolis met with representatives of the industry participant to further discuss its interest in pursuing a strategic transaction and to discuss the rationale for such a strategic transaction.

On January 11, 2005, Messrs. Dauwalter and Graves met with Messrs. Argov and Kirlin for dinner in Boston. The discussions first focused on the executives' views on the state of the semiconductor industry generally and the subsystems, components and materials segment of the semiconductor industry. This led to a discussion of the rationale for a possible business combination transaction between Mykrolis and Entegris, including the strategic ramifications and potential financial benefits of such a transaction. The participants in this meeting all agreed that a business combination between the two companies made strategic sense, among other reasons, because of the companies' complementary technologies, products and customer base and the enhanced scale a combination would provide. They also reached an understanding that a merger of equals, and not an acquisition by one company of the other, was the appropriate form for a transaction. The meeting concluded with the executives agreeing to exchange strategic plans and to try to arrange a meeting among a broader group of executives from both companies.