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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported)  
March 25, 2014**

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**ENTEGRIS, INC.**

(Exact name of registrant as specified in charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-32598**  
(Commission  
File Number)

**41-1941551**  
(I.R.S. Employer  
Identification No.)

**129 Concord Road**  
**Billerica, MA 01821**  
(Address of Principal Executive Offices, including Zip Code)

**(978) 436-6500**  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On March 25, 2014, Entegris, Inc. (the “Company”) and certain of its domestic subsidiaries (the “Entegris Guarantor Subsidiaries”) entered into a Purchase Agreement (the “Purchase Agreement”) with Goldman, Sachs & Co., as representative of the several purchasers named in Schedule I thereto (collectively, the “Purchasers”), pursuant to which the Company agreed to issue and sell and the Purchasers agreed to purchase, upon the terms and subject to the conditions set forth therein, \$360 million in aggregate principal amount of the Company’s 6.0% Senior Unsecured Notes due 2022 (the “Notes”). The Purchase Agreement contains customary representations, warranties and agreements by the Company, the Entegris Guarantor Subsidiaries and the Purchasers as well as customary indemnification provisions whereby the Company and the Entegris Guarantor Subsidiaries, on one hand, and the Purchasers, on the other, have agreed to indemnify each other against certain liabilities, including liabilities under the Securities Act of 1933, as amended. The Notes will be issued pursuant to an indenture to be entered into between the Company and Wells Fargo Bank, N.A. (the “Trustee”). The Purchase Agreement provides that from and after the closing of the proposed acquisition of ATMI, Inc. (“ATMI”) by the Company, the Entegris Guarantor Subsidiaries, ATMI and ATMI’s domestic subsidiaries will enter into a supplemental indenture to the Indenture to guarantee the Company’s obligations under the Indenture.

**Item 8.01. Other Events.**

On March 25, 2014, the Company issued a press release announcing the pricing of its offering of senior unsecured notes due 2022. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release of Entegris, Inc. dated March 25, 2014.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ENTEGRIS, INC.**

By: /s/ Peter W. Walcott

Name: Peter W. Walcott

Title: Senior Vice President and General Counsel

Date: March 25, 2014

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**EXHIBIT INDEX**

99.1 Press Release of Entegris, Inc. dated March 25, 2014.



Steven Cantor  
VP of Corporate Relations  
T +1 978 436 6750  
irelations@entegris.com

**Entegris Prices \$360 million of Senior Unsecured Notes Related to  
Financing of Proposed Acquisition of ATMI**

BILLERICA, Mass., March 25, 2014 – Entegris, Inc. (Nasdaq: ENTG) today announced the pricing of \$360 million of 6.0% senior unsecured notes due 2022. Interest on the notes will be payable semiannually in arrears on April 1 and October 1, commencing on October 1, 2014.

The offering is expected to close into escrow on April 1, 2014, subject to customary closing conditions. The net proceeds from the notes offering are expected to be released from escrow upon the consummation of Entegris' previously announced proposed acquisition of ATMI, Inc. and the satisfaction of certain other customary conditions to fund a portion of the purchase price for such acquisition.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the senior unsecured notes due 2022. The notes have not been, and will not be, registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act of 1933.

Certain statements in this press release are forward-looking statements. These statements involve a number of risks, uncertainties, and other factors including whether the closing of the notes offering and the acquisition of ATMI, Inc. will occur on the terms contemplated or at all and potential changes in market conditions that could cause actual results to differ materially.

**About Entegris**

Entegris provides a wide range of products for purifying, protecting and transporting critical materials used in processing and manufacturing in semiconductor and other high-tech industries. Entegris is ISO 9001 certified and has manufacturing, customer service or research facilities in the United States, China, France, Germany, Israel, Japan, Malaysia, Singapore, South Korea and Taiwan.

### END ###

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