# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM 8-K

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

Date of report (Date of earliest event reported) October 29, 2007.

# **ENTEGRIS, INC.**

(Exact name of registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-30789 (Commission File Number)

3500 Lyman Boulevard, Chaska, MN

(Address of principal executive offices)

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

> 55318 (Zip Code)

(952) 556-3131

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

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)

Dere-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Dere-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

# Item 2.02. Results of Operations and Financial Condition

On October 29, 2007, the registrant issued a press release to announce results for the third quarter of 2007, ended September 29, 2007. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instructions B.2 of Form 8-K, the information in this Item 2.02 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing. The information set forth herein will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release, Dated October 29, 2007

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 thereunto duly authorized.

Dated: October 29, 2007

# ENTEGRIS, INC.

By /s/ Gregory B. Graves

Gregory B. Graves, Senior Vice President & Chief Financial Officer

# **Entegris Reports Results for Third Quarter of Fiscal 2007**

CHASKA (Minneapolis), Minn., October 29, 2007 – Entegris, Inc. (Nasdaq: ENTG) today reported its financial results for its fiscal third quarter ended September 29, 2007. Highlights for the quarter included:

- Sales of \$151.8 million
- Net income per share of \$0.07
- Modified gross margin improved 100 basis points to 43.7 percent
- Non-GAAP operating margin of 11.1 percent
- Non-GAAP EPS of \$0.10
- Cash flow from operations of \$25.1 million

Third-quarter sales were \$151.8 million, versus \$169.9 million for the prior-year period and \$153.5 million for the second quarter of fiscal 2007.

Third-quarter net income was \$8.4 million, or \$0.07 per fully diluted share, which includes a loss from discontinued operations of \$0.5 million net of tax. On a non-GAAP basis, third-quarter net income was \$11.4 million, or \$0.10 per diluted share. The non-GAAP result is adjusted to exclude the effects of merger-related and other restructuring charges. A reconciliation of GAAP to non-GAAP results is provided elsewhere in this release. The third-quarter results include total pretax stock-based compensation of \$2.9 million, or \$0.02 per fully diluted share, of which \$0.4 million represents integration-related stock-based compensation expense.

Sales for the nine months ended September 29, 2007, were \$464.9 million. Net income was \$33.6 million, or \$0.26 per diluted share, which includes a loss from discontinued operations of \$1.6 million. On a non-GAAP basis, net income was \$40.3 million, or \$0.31 per diluted share.

Gideon Argov, president and chief executive officer, said: "We are pleased with our results for the third quarter, particularly in light of current industry conditions. Sales of unit-driven products, which were 61 percent of total third-quarter sales, were up from the second quarter. Sales of our capital spending-driven products, which were 39 percent of sales, declined 5 percent from the prior quarter, reflecting reduced industry spending."

Argov added: "Our third-quarter operating margin improved despite slightly lower sales. We also generated \$25 million in cash from operations even as we continued to invest in key product, market, and manufacturing initiatives. With one of the broadest lines of innovative contamination control solutions in our markets, we believe our largely unit-driven business model provides a solid platform to maximize profitability and cash flow through the industry cycle."

Through the first nine months of fiscal 2007, the Company generated \$99.2 million in cash from operations and ended the quarter with \$125.9 million of cash and cash equivalents.

In October 2007, the Company initiated a series of transactions in the form of inter-company dividends and loans from its Japanese subsidiary that will allow approximately \$100 million of its cash balances outside the U.S. to be used to support the Company's business development activity as well as potential stock repurchases. Of the \$100 million, approximately \$70 million relates to cash on hand and \$30 million is to be funded by low-interest loans from Japanese banks. These transactions will likely result in an estimated \$10 million U.S. tax benefit in the fourth quarter of fiscal 2007.

#### Outlook

For its fourth quarter ending December 31, 2007, the Company expects sales to be approximately \$144 million to \$152 million. Net income per diluted share is expected to range from \$0.05 to \$0.07, excluding any impact from the inter-company dividend. Non-GAAP net income per diluted share is expected to range from approximately \$0.07 to \$0.10, excluding any impact from the inter-company dividend. Non-GAAP net income per share amounts reflect pretax adjustments for merger-related amortization expense of \$3.9 million and integration-related stock-based compensation expense of approximately \$0.3 million.

# **Third-Quarter Results Conference Call Details**

Entegris will hold a conference call to discuss its results for the 2007 third quarter on Monday, October 29, 2007, at 10:00 a.m. Eastern Time. Participants should dial 1-888-202-2422 (domestic callers) or 1-913-981-5545 (callers outside the U.S.); all callers should use passcode 8788461. A replay of the call can be accessed at 1-719-457-0820 using the same passcode. The webcast of the call may be accessed from the investor relations portion of the Entegris website at www.entegris.com.

#### ABOUT ENTEGRIS

Entegris is the global leader in materials integrity management, delivering 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 and/or research facilities in the United States, China, France, Germany, Israel, Japan, Malaysia, Singapore, South Korea and Taiwan. Additional information can be found at www.entegris.com.

# NON-GAAP INFORMATION

In addition to reporting results that are determined in accordance with generally accepted accounting principles in the U.S. (GAAP), the Company also reports non-GAAP results of operations that exclude certain expenses and charges. These non-GAAP results are provided as a complement to results provided in accordance with GAAP in order to provide investors with relevant and useful information about the Company's ongoing operations. As such, non-GAAP information primarily excludes expenses and charges resulting from purchase accounting and integration activities associated with the Company's August 2005 merger with Mykrolis Corporation and the August 2007 acquisition of Surmet Corporation. Earnings guidance for the quarter ending December 31, 2007 is disclosed on both a GAAP and a non-GAAP basis. A reconciliation of GAAP to non-GAAP financial information discussed in this release is contained in the attached exhibits and on the Company's website at www.entegris.com.

#### **Forward-Looking Statements**

Certain information contained in this press release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current management expectations only as of the date of this press release, which involve substantial risks and uncertainties that could cause actual results to differ materially from the results expressed in, or implied by, these forward-looking statements. Statements which are modified by words such as "anticipate," "believe," "estimate," "expect," "forecast," "may," "will," "should" or the negative thereof and similar expressions as they relate to Entegris or our management are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. These risks include, but are not limited to, fluctuations in the market price of Entegris' stock, future operating results of Entegris, other acquisition and investment opportunities available to Entegris, general business and market conditions and other factors. Additional information concerning these and other risk factors may be found in previous financial press releases issued by Entegris and Entegris' periodic public filings with the Securities and Exchange Commission, including the discussion described under the headings "Risks Relating to our Business and Industry," "Manufacturing Risks," "International Risks," and "Risks Related to Securities Markets and Ownership of Our Securities" in Item 1A of our Annual Report on Form 10–K for the fiscal year ended December 31, 2006, as well as other matters and important factors disclosed previously and from time to time in the filings of Entegris with the U.S. Securities and Exchange Commission. Except as required under the federal securities laws and the rules and regulations of the Securities and Exchange Commission, we undertake no obligation to update publicly any forward-looking sta

# Entegris, Inc. Condensed Consolidated Statements of Operations (in thousands, except per share data) (Unaudited)

		Three months ended		Nine month					
		ept. 29, 2007		pt. 30, 2006		pt. 29, 2007		pt. 30, 2006	
Net sales	\$1	51,811	\$1	69,880	\$4	64,890	\$50	)5,582	
Cost of sales(a)		86,301		94,042 2		265,378		269,935	
Gross profit		65,510	75,838		8 199,512		235,647		
Selling, general and administrative expenses(b)		43,983	,983 43,284		134,244		146,534		
Engineering, research and development expenses		9,409	9 9,651		29,622		28,670		
Operating income		12,118 22,903		22,903	35,646		60,443		
Interest income, net		(140) (2,846)		(2,846)	(5,516)		(6,765)		
Other loss (income), net (c)		53 (702)		(702)	(5,997)		(2,296)		
Income before income taxes		12,205		26,451	1	47,159	(	59,504	
Income tax expense		3,156		8,526		11,970	2	22,986	
Equity in net loss (earnings) of affiliates		96		(93)		(8)		(288)	
Income from continuing operations		8,953 18,018		18,018	35,197		46,806		
(Loss) income from discontinued operations, net of taxes		(536) (197)		(197)	) (1,620)		561		
Net income	\$	8,417	\$	17,821	\$	33,577	\$ 4	47,367	
Basic income (loss) per common share:									
Continuing operations	\$	0.08	\$	0.13	\$	0.28	\$	0.34	
Discontinued operations	\$	0.00	\$	0.00	\$	(0.01)	\$	0.00	
Net income	\$	0.07	\$	0.13	\$	0.27	\$	0.35	
Diluted income (loss) per common share:									
Continuing operations	\$	0.08	\$	0.13	\$	0.28	\$	0.33	
Discontinued operations	\$	0.00	\$	0.00	\$	(0.01)	\$	0.00	
Net income	\$	0.07	\$	0.13	\$	0.26	\$	0.34	
Weighted average shares outstanding:									
Basic	1	114,333 135,538		,	88 125,251		,		
Diluted	1	116,415 138,921		138,921 127,980		139,981			

a) Cost of sales for the three months and nine months ended September 29, 2007 include \$0.8 million and \$1.2 million, respectively, of merger-related and other restructuring charges, integration expenses, and integration-related stock-based compensation expense. Cost of sales for the three months and nine months ended September 30, 2006 include \$52 thousand and \$2.2 million of merger-related and other restructuring charges, integration expenses, and integration-related stock-based compensation expenses, and integration-related stock-based compensation expenses.

b) Selling, general and administrative expenses for the three months and nine months ended September 29, 2007 include \$4.0 million and \$14.7 million, respectively, of merger-related and other restructuring charges, integration expense, integration-related stock-based compensation expense, and merger-related amortization of intangibles. Selling, general and administrative expenses for the three months and nine months ended September 30, 2006 include \$5.7 million and \$25.8 million, respectively, of merger-related and other restructuring charges, integration expense, integration-related stock-based compense, integration-related stock-based compense, integration-related stock-based compense, integration-related stock-based compensation expense, integration-related stock-based compensation expense, and merger-related amortization of intangibles.

c) Other income, net for the nine months ended September 29, 2007 includes a \$6.1 million gain from the sale of an equity investment.

# Entegris, Inc. GAAP to Non-GAAP Reconciliation of Statement of Operations For the Three Months Ended September 29, 2007 (in thousands, except per share data) (Unaudited)

	U.S. GAAP	Adjustments	Non-GAAP
Net sales	\$151,811	\$ —	\$151,811
Cost of sales(a)	86,301	765	85,536
Gross profit	65,510	(765)	66,275
Selling, general and administrative expenses(b)	43,983	3,990	39,993
Engineering, research and development expenses	9,409		9,409
Operating income	12,118	(4,755)	16,873
Interest income, net	(140)		(140)
Other loss, net	53	—	53
Income before income taxes	12,205	(4,755)	16,960
Income tax expense	3,156	(1,788)	4,944
Equity in net loss of affiliates	96		96
Income from continuing operations	8,953	(2,967)	11,920
Loss from discontinued operations, net of taxes	(536)	_	(536)
Net income	\$ 8,417	\$ (2,967)	\$ 11,384
Basic income (loss) per common share:			
Continuing operations	\$ 0.08	\$ (0.03)	\$ 0.10
Discontinued operations	\$ 0.00		\$ 0.00
Net income per common share	\$ 0.07	\$ (0.03)	\$ 0.10
Diluted income (loss) per common share:			
Continuing operations	\$ 0.08	\$ (0.03)	\$ 0.10
Discontinued operations	\$ 0.00	—	\$ 0.00
Net income per common share	\$ 0.07	\$ (0.03)	\$ 0.10
Weighted average shares outstanding:			
Basic	114,333	114,333	114,333
Diluted	116,415	116,415	116,415

a) Cost of sales is adjusted for \$0.8 million of merger-related and other restructuring charges, primarily the write-up of Surmet inventory to market, and integration-related stock-based compensation expense.

b) Selling, general and administrative expenses are adjusted for \$(0.1) million of integration expense and other restructuring, \$0.4 million of integrationrelated stock-based compensation expense, and \$3.7 million of merger-related amortization of intangibles.

# Entegris, Inc. GAAP to Non-GAAP Reconciliation of Statement of Operations For the Three Months Ended September 30, 2006 (in thousands, except per share data) (Unaudited)

	U.S.	. GAAP	Adj	ustments	Noi	n-GAAP
Net sales	\$16	59,880	\$	—	\$1	69,880
Cost of sales(a)	9	94,042	42 52		93,990	
Gross profit	5	75,838	(52)		75,890	
Selling, general and administrative expenses(b)	2	43,284		5,720		37,564
Engineering, research and development expenses		9,651			9,651	
Operating income	4	22,903		(5,772)	28,675	
Interest income, net		(2,846)	—			(2,846)
Other income, net		(702)			(702)	
Income before income taxes	4	26,451		(5,772)	32,223	
Income tax expense		8,526		(1794)		10,320
Equity in net earnings of affiliates		(93)				(93)
Income from continuing operations	1	18,018		(3,978)		21,996
Loss from discontinued operations, net of taxes		(197)				(197)
Net income	<b>\$</b> 1	17,821	\$	(3,978)	\$	21,799
Basic income per common share:						
Continuing operations	\$	0.13	\$	(0.03)	\$	0.16
Discontinued operations	\$	0.00		—	\$	0.00
Net income per common share	\$	0.13	\$	(0.03)	\$	0.16
Diluted income per common share:						
Continuing operations	\$	0.13	\$	(0.03)	\$	0.16
Discontinued operations	\$	0.00		—	\$	0.00
Net income per common share	\$	0.13	\$	(0.03)	\$	0.16
Weighted average shares outstanding:						
Basic		135,538 13		135,538		
Diluted	13	38,921	1	138,921	1	38,921

a) Cost of sales includes \$52 thousand of merger-related and other restructuring charges, integration expenses, and integration-related stock-based compensation expense.

b) Selling, general and administrative expenses include \$5.7 million of merger-related and other restructuring charges, integration expense, integration-related stock-based compensation expense, and merger-related amortization of intangibles.

# Entegris, Inc. GAAP to Non-GAAP Reconciliation of Statement of Operations For the Nine Months Ended September 29, 2007 (in thousands, except per share data) (Unaudited)

Net sales Cost of sales(a)		64,890	\$		-		
Cost of sales(a)	~	0.,000	Ф		\$4	464,890	
	2	265,378		1,192		264,186	
Gross profit	1	99,512	(1,192)		2	200,704	
Selling, general and administrative expenses(b)	134,244		14,650		1	119,594	
Engineering, research and development expenses	29,622					29,622	
Operating income		35,646		(15,842)	51,488		
Interest income, net		(5,516)			(5,516)		
Other (income) loss, net(c)		(5,997)		(6,068)	71		
Income before income taxes		47,159		(9,774)		56,933	
Income tax expense		11,970		(3,054)		15,024	
Equity in net earnings of affiliates		(8)				(8)	
Income from continuing operations		35,197		(6,720)		41,917	
Loss from discontinued operations, net of taxes		(1,620)		—		(1,620)	
Net income	\$	33,577	\$	(6,720)	\$	40,297	
Basic income (loss) per common share:					_		
Continuing operations	\$	0.28	\$	(0.05)	\$	0.33	
Discontinued operations	\$	(0.01)		_	\$	(0.01)	
Net income	\$	0.27	\$	(0.05)	\$	0.32	
Diluted income (loss) per common share:							
Continuing operations	\$	0.28	\$	(0.05)	\$	0.33	
Discontinued operations	\$	(0.01)		—	\$	(0.01)	
Net income	\$	0.26	\$	(0.05)	\$	0.31	
Weighted average shares outstanding:							
Basic	125,251		125,251		125,251		
Diluted	1	27,980		127,980	1	127,980	

a) Cost of sales includes \$1.2 million of merger-related and other restructuring charges, integration expenses, and integration-related stock-based compensation expense.

b) Selling, general and administrative expenses include \$14.7 million of merger-related and other restructuring charges, integration expense, integrationrelated stock-based compensation expense, and merger-related amortization of intangibles.

c) Other income, net includes a \$6.1 million gain from the sale of a minority investment interest.

# Entegris, Inc. GAAP to Non-GAAP Reconciliation of Statement of Operations For the Nine Months Ended September 30, 2006 (in thousands, except per share data) (Unaudited)

	U.S. GAAP	Adjustments	Non-GAAP	
Net sales	\$505,582	\$ —	\$505,582	
Cost of sales(a)	269,935	2,163	267,772	
Gross profit	235,647	(2,163)	237,810	
Selling, general and administrative expenses(b)	146,534	25,825	120,709	
Engineering, research and development expenses	28,670		28,670	
Operating income	60,443	(27,988)	88,431	
Interest income, net	(6,765)		(6,765)	
Other income, net	(2,296)		(2,296)	
Income before income taxes	69,504	(27,988)	97,492	
Income tax expense	22,986	(9,238)	32,224	
Equity in net earnings of affiliates	(288)		(288)	
Income from continuing operations	46,806	(18,750)	65,556	
Income from discontinued operations, net of taxes	561		561	
Net income	\$ 47,367	\$ (18,750)	\$ 66,117	
Basic income per common share:				
Continuing operations	\$ 0.34	\$ (0.14)	\$ 0.48	
Discontinued operations	\$ 0.00		\$ 0.00	
Net income	\$ 0.35	\$ (0.14)	\$ 0.48	
Diluted income per common share:				
Continuing operations	\$ 0.33	\$ (0.13)	\$ 0.47	
Discontinued operations	\$ 0.00	—	\$ 0.00	
Net income	\$ 0.34	\$ (0.13)	\$ 0.47	
Weighted average shares outstanding:				
Basic	136,624	136,624	136,624	
Diluted	139,981	139,981	139,981	

a) Cost of sales includes \$2.2 million of merger-related and other restructuring charges, integration expenses, and integration-related stock-based compensation expense.

b) Selling, general and administrative expenses include \$25.8 million of merger-related and other restructuring charges, integration expense, integration-related stock-based compensation expense, and merger-related amortization of intangibles.

# Entegris, Inc. Condensed Consolidated Balance Sheets (in thousands) (Unaudited)

	September 29, 2007		Dece	December 31, 2006		
ASSETS						
Cash, cash equivalents and short-term investments	\$	125,873	\$	274,974		
Accounts receivable		103,794		127,396		
Inventories		81,148		93,426		
Deferred tax assets		44,435		45,149		
Other current assets and assets held for sale		14,552		15,376		
Total current assets		369,802		556,321		
Property, plant and equipment, net		125,277		120,987		
Intangible assets		488,788		463,408		
Deferred tax asset – non-current		7,105		5,157		
Other assets		21,124		11,745		
Total assets	\$	1,012,096	\$	1,157,618		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Current maturities of long-term debt & short-term borrowings	\$	25,409	\$	401		
Accounts payable		22,027		24,952		
Accrued liabilities		50,210		56,479		
Income tax payable		2,769		10,025		
Liabilities of discontinued operations		4,446		842		
Total current liabilities		104,861		92,699		
Long-term debt, less current maturities		12,672		2,995		
Other liabilities		47,173		45,944		
Shareholders' equity	_	847,390	_	1,015,980		
Total liabilities and shareholders' equity	\$	1,012,096	\$	1,157,618		

### END ###