
**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) September 10, 2009

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)

41-1941551

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

3500 Lyman Boulevard, Chaska, MN

(Address of principal executive offices)

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)
 - ☐ 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 8.01. Other Events

On September 10, 2009, we issued a press release announcing pricing of our underwritten public offering of 14.0 million shares of our common stock at a price of \$3.80 per share, a copy of which is filed as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release, dated September 10, 2009

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.

ENTEGRIS, INC.

Dated: September 11, 2009

By /s/ Peter W. Walcott

Peter W. Walcott,

Senior Vice President & General Counsel

**PRESS RELEASE**

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FOR IMMEDIATE RELEASE

Entegris Announces Pricing of its Public Offering of its Common Stock

CHASKA (Minneapolis), Minn., September 10, 2009 – Entegris, Inc. (NasdaqGS: ENTG) announced today that its underwritten public offering of 14.0 million shares of its common stock was priced at \$3.80 per share. The offering reflected an additional 2.0 million shares from the previously announced offering size of 12.0 million shares of common stock. In addition, the underwriters have been granted an option to purchase up to an additional 2.1 million shares of the Company's common stock within 30 days, solely to cover over-allotments. The Company intends to use the net proceeds from the offering to reduce the outstanding borrowings under its credit agreement. The transaction is expected to close on or about September 16, 2009.

Citigroup Global Markets Inc. is serving as sole book-running manager for the offering. Goldman, Sachs & Co. is serving as joint-lead manager, and Craig-Hallum Capital Group LLC, ABN AMRO Incorporated and PNC Capital Markets LLC are serving as co-managers.

The shares will be issued pursuant to a shelf registration statement that was previously filed with the Securities and Exchange Commission (the "SEC") and was declared effective on September 4, 2009. A copy of the prospectus supplement and related base prospectus for the offering has been filed with the SEC and is available on the SEC's website, www.sec.gov. Alternatively, copies of the prospectus supplement and related base prospectus for the offering may be obtained from Citigroup Prospectus Department, Brooklyn Army Terminal, 140 58th Street, Brooklyn, New York 11220 (Tel. 800-831-9146).

This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any security of the Company, nor will there be any sale of such security in any jurisdiction in which such offer, sale or solicitation would be unlawful. The offering may be made only by means of a prospectus supplement and related base prospectus or by a free writing prospectus in accordance with SEC rules.

About Entegris

Entegris provides a wide range of products for purifying, protecting and transporting critical materials used in processing and manufacturing in the semiconductor and other high-tech industries. Entegris 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.

Forward-Looking Statements

Certain information contained in this 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 presentation, and 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 that include such words as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “may,” “will,” “should” or the negative thereof and similar expressions as they relate to Entegris or its management are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. These risks include, but are not limited to, fluctuations in the market price of Entegris’ stock, Entegris’ future operating results, 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 the Company’s current report on Form 8-K filed with the SEC on September 2, 2009, as well as other matters and important factors disclosed previously and from time to time in the filings of Entegris with the SEC. Except as required under the federal securities laws and the rules and regulations of the SEC, it undertakes no obligation to update publicly any forward-looking statements contained herein.

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