

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) June 5, 2023



Entegris, Inc.

(Exact name of registrant as specified in its charter)

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
(Address of principal executive offices)

01821
(Zip Code)

(978) 436-6500
(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))

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

Title of each class
Common stock, \$0.01 par value per share

Trading Symbol(s)
ENTG

Name of each exchange on which registered
The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01. Other Events.

On June 5, 2023, Entegris, Inc. (“Entegris” or the “Company”) issued a press release announcing the termination of an alliance agreement between the Company and MacDermid Enthone Inc., a global business unit of Element Solutions Inc (“MacDermid Enthone”). Under the alliance agreement, Entegris had been granted the exclusive right to distribute MacDermid Enthone's Viaform products, subject to certain conditions. In connection with the termination of the alliance agreement, Entegris will receive a payment of \$200 million, subject to certain adjustments, with \$170 million paid upon the termination and \$30 million paid upon achievement of certain milestones. In addition, Entegris will assist in transitioning the distribution of the Viaform products back to MacDermid Enthone. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Cautions Regarding Forward Looking Statements

Certain statements herein are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. Such forward-looking statements are often identified by words such as “anticipate,” “approximate,” “believe,” “commit,” “continue,” “could,” “estimate,” “expect,” “hope,” “intend,” “may,” “outlook,” “plan,” “project,” “potential,” “should,” “would,” “will” and other similar words or expressions. Such forward-looking statements reflect Entegris’ current expectations or beliefs concerning future events and actual events may differ materially from historical results or current expectations. The reader is cautioned not to place undue reliance on these forward-looking statements, which are not a guarantee of future performance and are subject to a number of uncertainties, risks, assumptions and other factors, many of which are outside the control of Entegris. The forward-looking statements in this document address a variety of subjects and certain factors could cause actual results to differ materially from those described in these forward-looking statements. In addition, actual results are subject to other risks and uncertainties that relate more broadly to Entegris’ overall business, including those more fully described in Entegris’ filings with the Securities and Exchange Commission (“SEC”), including its annual report on Form 10-K for the fiscal year ended December 31, 2022 and subsequent quarterly reports on Form 10-Q. The forward-looking statements in this document speak only as of this date. The Company undertakes no obligation to revise or update publicly any forward-looking statement, except as required by law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

EXHIBIT INDEX	
Exhibit No.	Description
99.1	Press Release, dated June 5, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: June 5, 2023

By: /s/ Joseph Colella

Name: Joseph Colella

Title: Senior Vice President, General Counsel and Secretary



NEWS RELEASE

Entegris and Element Solutions Terminate Distribution Agreement

Entegris to receive \$200 million in exchange for ending exclusive ViaForm® copper damascene products distribution arrangement

Billerica, MA, June 5, 2023 – Entegris, Inc. (NASDAQ: ENTG), a leading supplier of advanced materials and process solutions for the semiconductor and other high-tech industries, today announced that it has terminated its distribution agreement with MacDermid Alpha Electronics Solutions, a business unit of Element Solutions Inc (NYSE: ESI), in exchange for \$200 million. Entegris has received \$170 million at closing and the remainder will be paid at the conclusion of a transitional period. This distribution agreement, originally entered into in 2003, provided Entegris the exclusive right to distribute MacDermid Enthone ViaForm® copper plating chemistries, which are used in front-end chip making electrochemical deposition processes. Entegris is committed to ensuring a smooth customer transition process in connection with this transaction.

Entegris expects that the proceeds of this transaction will contribute to further debt paydown. In 2022, the ViaForm® product had sales of approximately \$55 million.

Element Solutions is the manufacturer of the ViaForm® product line, which Entegris has sold under a distribution agreement as a part of Entegris' Specialty Chemicals and Engineered Materials (SCEM) division product offerings. This transaction is consistent with Entegris' focus on assets that the company believes have the greatest long-term strategic value for Entegris and best positions it to serve its customers with advanced materials for the leading-edge technology nodes. This transaction does not include any other surface preparation and integration products or other product lines within SCEM division.

About Entegris

Entegris is a leading supplier of advanced materials and process solutions for the semiconductor and other high-tech industries. Entegris has approximately 9,000 employees throughout its global operations and is ISO 9001 certified. It has manufacturing, customer service and/or research facilities in the United States, Canada, China, France, Germany, Israel, Italy, Japan, Malaysia, Singapore, South Korea, the United Kingdom, and Taiwan. Additional information can be found at www.entegris.com.

ENTEGRIS, INC.
entegris.com

129 Concord Road, Building 2 T +1 978 436 6500
Billerica, MA 01821 USA F +1 978 436 6735

Forward-Looking Statements

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Investor Contact:

Bill Seymour
VP of Investor Relations, Treasury & Communications
+ 1 952 556 1844
bill.seymour@entegris.com

Media Contact:

Connie Chandler
Senior Director of Corporate Communications
+1 978 436 6546
connie.chandler@entegris.com