

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**AMENDMENT NO. 2  
SCHEDULE TO  
TENDER OFFER STATEMENT**  
under Section 14(d)(1) or Section 13(e)(1) of the Securities Exchange Act of 1934

**ENTEGRIS, INC.**  
(Name Of Subject Company (Issuer))

**ENTEGRIS, INC.**  
(Name of Filing Persons (Offeror))

**Common Shares**  
(Title of Class of Securities)

**29362U104**  
(CUSIP Number of Class of Securities)

**Peter W. Walcott, Esq.**  
**General Counsel and Senior Vice President**  
**Entegris, Inc.**  
**129 Concord Rd.**  
**Billerica, MA 01821 USA**  
**978-436-6500**

(Name, address and telephone number of person authorized  
to receive notices and communications on behalf of filing persons)

*with copies to:*

**David B. Walek, Esq.**  
**Ropes & Gray LLP**  
**One International Place**  
**Boston, Massachusetts 02110**  
**(617) 951-7000**

**CALCULATION OF FILING FEE**

| Transaction Valuation* | Amount Of Filing Fee** |
|------------------------|------------------------|
| \$250,000,000          | \$7,765                |

- \* Estimated solely for purposes of calculating the filing fee pursuant to Rules 0-11 under the Securities Exchange Act of 1934, as amended, based on the product of (x) \$12.25, the maximum tender offer price and (y) 20,408,163, the maximum number of shares that will be purchased in the tender offer described in this Schedule TO.
- \*\* The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$30.70 per million of the aggregate amount of transaction value.
- x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

|                           |                |
|---------------------------|----------------|
| Amount Previously Paid:   | \$7,765        |
| Form or Registration No.: | 005-60261      |
| Filing Party:             | Entegris, Inc. |
| Date Filed:               | May 11, 2007   |

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☐ third-party tender offer subject to Rule 14d-1.
- ☒ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

This amendment supplements the Tender Offer Statement on Schedule TO relating to a tender offer by Entegris, Inc. (“Entegris” or the “Company”), to purchase up to 20,408,163 shares of its common stock, par value \$.01 per share, at a price not more than \$12.25 nor less than \$11.00 per share, to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the offer to purchase, dated May 11, 2007 (the “Offer to Purchase”) and the accompanying letter of transmittal (the “Letter of Transmittal”), which together, as amended and supplemented from time to time, constitute the tender offer (the “Offer”).

This amendment to Schedule TO-I is intended to satisfy the reporting requirements of Rule 13e-4(c)(1) of the Securities Exchange Act of 1934, as amended. The information on the Schedule TO filed on May 11, 2007 and amended on May 29, 2007, including all schedules and annexes thereto, is hereby expressly incorporated by reference into this Amendment No. 2, except that such information is hereby amended and supplemented to the extent specifically provided herein. Capitalized terms used herein and not otherwise defined shall have the meanings given to them in the Offer to Purchase.

#### ITEM 11. ADDITIONAL INFORMATION

Item 11 of the Schedule TO is hereby amended and supplemented to add the following:

At 8:30 p.m. on June 11, 2007 the Company issued a press release announcing the revised preliminary results of the Offer (the “Updated Press Release”), which expired at 11:59 p.m., New York City time, on Friday, June 8, 2007. A copy of the Updated Press Release is filed as Exhibit (a)(5)(C) to this Schedule TO and is incorporated herein by reference.

At 7:30 a.m. on June 11, 2007 the Company issued a press release announcing the preliminary results of the Offer (the “Initial Press Release”). A copy of the Initial Press Release is filed as Exhibit (a)(5)(D) to this Schedule TO and is incorporated herein by reference.

#### ITEM 12. EXHIBITS

The information contained in Item 12 of the Schedule TO and the Exhibit Index is hereby amended and supplemented to add the following:

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| (a)(5)(C)                 | Updated Press Release issued by Entegris, Inc. at 8:30 p.m. on June 11, 2007. |
| (a)(5)(D)                 | Initial Press Release issued by Entegris, Inc. at 7:30 a.m. on June 11, 2007. |

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SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Entegris, Inc.

Dated: June 11, 2007

By: /s/ Peter W. Walcott

Name: Peter W. Walcott

Title: Senior Vice President and General Counsel

# EXHIBIT INDEX

| EXHIBIT<br>NUMBER | DOCUMENT  |
|-------------------|---|
| (a)(1)(A)         | Offer to Purchase dated May 11, 2007.*  |
| (a)(1)(B)         | Form of Letter of Transmittal.*   |
| (a)(1)(C)         | Form of Notice of Guaranteed Delivery (including Guidelines of the Internal Revenue Service for Certification of Taxpayer Identification Number on substitute Form W-9).* |
| (a)(1)(D)         | Form of Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.*   |
| (a)(1)(E)         | Form of Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.*  |
| (a)(1)(F)         | Form of Letter to Participants in the Company's 401(k) Plan.*   |
| (a)(1)(G)         | Form of Letter to Shareholders supplementing the information provided in the offer to purchase and describing the commitments under the Wells Fargo facility.**           |
| (a)(5)(A)         | Press Release issued on May 10, 2007.*  |
| (a)(5)(B)         | Form of Summary Advertisement.*   |
| (a)(5)(C)         | Updated Press Release issued by Entegris, Inc. at 8:30 p.m. on June 11, 2007.   |
| (a)(5)(D)         | Initial Press Release issued by Entegris, Inc. at 7:00 a.m. on June 11, 2007.   |
| (b)               | Commitment Letter dated May 11, 2007, by and among the Company, Goldman Sachs Credit Partners L.P. and Citigroup Global Markets Inc.*                                     |
| (b)(1)            | Commitment Letter dated May 24, 2007, by and among the Company and Wells Fargo Bank, N.A.**   |
| (d)(1)            | Entegris, Inc. 2000 Employee Stock Purchase Plan. <sup>(1)</sup>  |
| (d)(2)            | Form of Entegris, Inc. 2001 Equity Incentive Plan. <sup>(2)</sup>   |
| (d)(3)            | Entegris, Inc. 2003 Employment Inducement and Acquisition Stock Option Plan. <sup>(3)</sup>   |
| (d)(4)            | Entegris, Inc. 1999 Long Term Incentive Plan and Stock Option Plan. <sup>(1)</sup>  |
| (d)(5)            | Entegris, Inc. 401(k) Savings and Profit Sharing Plan. <sup>(4)</sup>   |

(d)(6) Entegris, Inc. Outside Directors Stock Option Plan.<sup>(1)</sup>

- (1) Incorporated by reference to the Entegris, Inc. Registration Statement, filed on Form S-1 on March 31, 2001.
- (2) Incorporated by reference to Exhibit 10.1 to Mykrolis Corporation Form S-1 Registration Statement filed on June 5, 2001.
- (3) Incorporated by reference to Exhibit 10.6 to Mykrolis Corporation Form 10-Q for the period ended September 27, 2003.
- (4) Incorporated by reference to Exhibit 10.35 to the Entegris Inc. Annual Report on Form 10-K for the period ended August 27, 2005 filed on November 21, 2005.
- \* Filed with the Company's Schedule TO on May 11, 2007.
- \*\* Filed with Amendment No. 1 to the Schedule TO on May 29, 2007.

**NEWS RELEASE**

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For Release at 8:30 PM (ET)

## **Entegris, Inc. Revises Preliminary Results of Tender Offer**

**CHASKA (Minneapolis), Minn., June 11, 2007** – Entegris, Inc. (Nasdaq: ENTG) revised today its previously reported preliminary results of its modified “Dutch Auction” tender offer which expired at 11:59 p.m. ET, on Friday, June 8, 2007. Based on the preliminary count of the depositary, the Company now expects to accept for purchase approximately 21,332,874 of its common shares at a purchase price of \$11.80 per share at a total cost of approximately \$252 million.

The revision reflects the inclusion of common shares for which the depositary received notices of guaranteed delivery prior to the expiration of the offer. These shares were not originally reported in a summary provided to the Company by the depositary. Upon inclusion of these shares, approximately 21,332,874 common shares were properly tendered and not withdrawn at prices at or below the purchase price, based on the preliminary count of the depositary.

Shareholders who deposited common shares in the tender offer at or below the purchase price will have all of their tendered common shares purchased, subject to certain limited exceptions. The number of shares to be purchased and the purchase price per share are preliminary. Final results for the tender offer will be determined subject to confirmation by the depositary of the proper delivery of the shares validly tendered and not withdrawn. The actual number of shares to be purchased and the purchase price per share will be announced following the completion of the verification process. Payment for the shares accepted for purchase will occur promptly thereafter.

The number of shares the Company expects to purchase in the tender offer represents approximately 16% of its currently outstanding common shares. In the tender offer, the Company initially offered to purchase up to 20,408,163 of its common shares at a price between \$11.00 and \$12.25 per share, for a maximum aggregate repurchase price of up to \$250 million. The 21,332,874 total common shares expected to be purchased in the tender offer includes 924,711 common shares pursuant to the Company’s right to purchase up to an additional 2% of its shares outstanding in the event more than 20.4 million shares were tendered without extending the offer.

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## 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, Japan, Malaysia, Singapore, South Korea and Taiwan. Additional information can be found at [www.entegris.com](http://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 statements contained herein.

**### END ###**

**NEWS RELEASE**

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 Tel. 952-556-3131

Steve Cantor  
 VP of Corporate Relations  
 Tel. 978-436-6750  
[irelations@entegris.com](mailto:irelations@entegris.com)

For Release at 7:30 AM (ET)

## **Entegris, Inc. Announces Preliminary Results of \$250 Million Tender Offer**

**CHASKA (Minneapolis), Minn., June 11, 2007** – Entegris, Inc. (Nasdaq: ENTG) announced today the preliminary results of its modified “Dutch Auction” tender offer which expired at 11:59 p.m. ET, on Friday, June 8, 2007. In accordance with the terms and conditions of the tender offer, and based on the preliminary count of the depository, the Company expects to accept for purchase approximately 20,732,997 of its common shares at a purchase price of \$12.05 per share, for a total cost of approximately \$250 million.

Based on a preliminary count by the depository, approximately 20,732,997 common shares were properly tendered and not withdrawn at prices at or below the purchase price. In total, approximately 35,714,866 common shares were properly tendered and not withdrawn.

Shareholders who deposited common shares in the tender offer at or below the purchase price will have all of their tendered common shares purchased, subject to certain limited exceptions. The number of shares to be purchased and the purchase price per share are preliminary. Final results for the tender offer will be determined subject to confirmation by the depository of the proper delivery of the shares validly tendered and not withdrawn. The actual number of shares to be purchased and the purchase price per share will be announced following the completion of the verification process. Payment for the shares accepted for purchase will occur promptly thereafter.

The number of shares the Company expects to purchase in the tender offer represents approximately 15% of its currently outstanding common shares. In the tender offer, the Company initially offered to purchase up to 20,408,163 of its common shares at a price between \$11.00 and \$12.25 per share, for a maximum aggregate repurchase price of up to \$250 million. The 20,732,997 total common shares expected to be purchased in the tender offer includes 324,834 common shares pursuant to the Company’s right to purchase up to an additional 2% of its shares outstanding in the event more than 20.4 million shares were tendered without extending the offer.

### **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, Japan, Malaysia, Singapore, South Korea and Taiwan. Additional information can be found at [www.entegris.com](http://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 statements contained herein.

**### END ###**