UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

[x] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

or

[_] TRANSITION REPORT PURSUANT TO SECTION 13 OR
15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended November 25, 2000 Commission File Number 000-30789

ENTEGRIS, INC.

(Exact name of registrant as specified in charter)

Minnesota	41-1941551
(State or other jurisdiction of incorporation)	(IRS Employer ID No.)

3500 Lyman Boulevard, Chaska, Minnesota 55318

(Address of Principal Executive Offices)

Registrant's Telephone Number (952) 556-3131

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES X NO ___

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the close of the latest practicable date.

Class	Outstanding at December 31, 2000
Common Stock, $0.01 Par Value	68,432,319

ENTEGRIS, INC., AND SUBSIDIARIES
FORM 10-Q
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FOR THE QUARTER ENDED NOVEMBER 25, 2000

Item 1. Financial Statements

ENTEGRIS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)
(Unaudited)

	November 25, 2000	August 26, 2000--As Adjusted--See Note 5
ASSETS		
Current assets		
Cash and cash equivalents	$117,208	$102,973
Trade accounts receivable, net of allowance for doubtful accounts	43,748	41,325
Trade accounts receivable due from affiliates	28,874	22,803
Inventories	47,357	41,976
Deferred tax assets and refundable income taxes	7,301	7,996
Other current assets	5,129	4,341
Total current assets	249,617	221,414
Property, plant and equipment, net	104,002	107,733
Other assets		
Investments in affiliates	15,390	14,452
Intangible assets	6,882	7,162
Investment in marketable securities	946	1,288
Other	1,283	1,319
Total assets	$378,120	$353,368
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Current maturities of long-term debt	$ 1,757	$ 1,828
Short-term borrowings	8,702	8,311
Accounts payable	22,240	21,849
Accrued liabilities	28,870	30,556
Income taxes payable	8,252	-
Total current liabilities	69,821	62,544
Long-term debt, less current maturities	10,193	10,822
Deferred tax liabilities	9,151	9,146

Minority interest in subsidiaries	4,550	4,012
Commitments and contingencies	-	-
Shareholders' equity		
Common stock, $0.01 par value; 200,000,000 authorized; issued and outstanding shares: 68,413,424 and 68,317,183, respectively	684	683
Additional paid-in capital	114,273	114,003
Retained earnings	170,325	152,091
Accumulated other comprehensive (loss) income	(877)	67
Total shareholders' equity	284,405	266,844
Total liabilities and shareholders' equity	$378,120	$353,368

See accompanying notes to consolidated financial statements.

ENTEGRIS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in thousands, except per share data)
(Unaudited)

	Three Months Ended	
	November 25, 2000	November 27, 1999--As adjusted--See Note 5
Sales to non-affiliates	$ 68,602	$ $ 55,003
Sales to affiliates	34,037	16,813
Net sales	102,639	71,816
Cost of sales	50,087	40,135
Gross profit	52,552	31,681
Selling, general and administrative expenses	21,235	15,034
Engineering, research and development expenses	3,533	3,503
Operating profit	27,784	13,144
Interest (income) expense, net	(1,459)	1,085
Other expense (income), net	80	(6,098)
Income before income taxes and other items below	29,163	18,157
Income tax expense	11,081	6,181
Equity in net income of affiliates	(738)	(296)
Minority interest in subsidiaries' net income	708	218
Net income	18,112	12,054
Market value adjustment to redeemable common stock	-	(32,794)
Net income (loss) applicable to nonredeemable common shareholders	$ 18,112	$ (20,740)
Earnings (loss) per nonredeemable common share:		
Basic	$ 0.26	$ (0.56)
Diluted	$ 0.25	$ (0.56)
Weighted shares outstanding:		
Basic	68,362	37,036
Diluted	72,838	37,036

See accompanying notes to consolidated financial statements.

ENTEGRIS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

	Three months ended	
	November 25, 2000	November 27, 1999--As Adjusted--See Note 5

OPERATING ACTIVITIES		
Net income	$ 18,112	$ 12,054
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	6,037	6,833
Asset impairment	750	-
Provision for doubtful accounts	550	87
Provision for deferred income taxes	4	(76)
Stock option compensation expense	60	-
Equity in net income of affiliates	(737)	(296)
Loss on sale of property and equipment	44	717
Gain on sale of investment in affiliate	-	(5,468)
Minority interest in subsidiaries' net income	708	218
Changes in operating assets and liabilities:		
Trade accounts receivable	(2,973)	(4,511)
Trade accounts receivable due from affiliates	(6,071)	(1,605)
Inventories	(5,380)	(689)
Accounts payable and accrued liabilities	(1,293)	1,084
Other current assets	(788)	(1,002)
Accrued income taxes	8,947	5,457
Other	(784)	262
Net cash provided by operating activities	17,186	13,065
INVESTING ACTIVITIES		
Acquisition of property and equipment	(4,006)	(8,084)
Purchases of intangible assets	(83)	(1,238)
Proceeds from sales of property and equipment	117	461
Proceeds from sale of investment in affiliate	-	7,398
(Decrease) increase in investment in affiliate	1,506	(464)
Net cash used in investing activities	(2,466)	(1,927)
FINANCING ACTIVITIES		
Principal payments on short-term borrowings and long-term debt	(536)	(3,004)
Proceeds from short-term borrowings and long-term debt	226	2,732
Issuance of common stock	212	2,247
Repurchase of redeemable and nonredeemable common stock	(190)	-
Net cash (used in) provided by financing activities	(288)	1,975
Effect of exchange rate changes on cash and cash equivalents	(197)	92
Increase in cash and cash equivalents	14,235	13,205
Cash and cash equivalents at beginning of period	102,973	16,411
Cash and cash equivalents at end of period	$117,208	$ 29,616

See accompanying notes to consolidated financial statements.

ENTEGRIS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands)

1. Summary of Significant Accounting Policies

In the opinion of the Company, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of November 25, 2000 and November 27, 1999, the results of operations for the three months ended November 25, 2000 and November 27, 1999 and cash flows for the three months ended November 25, 2000 and November 27, 1999. Certain prior year amounts have been reclassified to conform to the current period presentation.

The financial statements and notes are presented as permitted by Form 10-Q and do not contain certain information included in the Company's annual consolidated financial statements and notes. The information included in this Form 10-Q should be read in conjunction with Management's Discussion and Analysis and financial statements and notes thereto included in the Company's Form 10-K for the year ended August 26, 2000. The results of operations for the three months ended November 25, 2000 and November 27, 1999 are not necessarily indicative of the results to be expected for the full year.

The Company's fiscal year ends on the last Saturday of August. Each interim quarter ends on the last Saturday of the months of November, February and May.

2. Earnings per share

The following table presents a reconciliation of the denominators used in the computation of basic and diluted earnings per share.

	Three Months Ended	
	November 25, 2000	November 27, 1999
Basic earnings per share-weighted common shares outstanding	68,362,000	37,036,000
Weighted common shares assumed upon exercise of stock options	4,476,000	-
Diluted earnings per share-weighted common shares and common shares equivalent outstanding	72,838,000	37,036,000

The effect of the inclusion of redeemable common shares and stock options in the first quarter of fiscal 2000 is anti-dilutive.

3. Inventories

Inventories consist of the following:

	November 25, 2000	August 26, 2000
Raw materials	$14,795	$12,677
Work-in process	3,920	3,280
Finished goods	28,395	25,794
Supplies	247	225
Total inventories	$47,357	$41,976

4. Comprehensive Income

For the quarters ended November 25, 2000 and November 27, 1999 net income, items of other comprehensive income and comprehensive income are as follows:

	Quarter ended	
	November 25, 2000	November 27, 1999
Net income	$18,112	$12, 054
Items of other comprehensive income (loss)		

Foreign currency translation	(601)	(70)
Unrealized gain (loss) in marketable securities	(343)	46
Comprehensive income	$17,168	$12, 030

5. Change in Method of Accounting for Inventories

Effective August 27, 2000, the Company changed its method of accounting for its domestic inventories from the last-in, first-out (LIFO) method to the first-in, first-out (FIFO) method. Management believes that the accounting change is preferable in the circumstances because the accounting change provides a better matching of costs and revenues in periods when the cost of goods and services are declining. In accordance with accounting principles generally accepted in the United States of America, the financial statements of prior periods have been restated to apply the new method retroactively. Accordingly, retained earnings at August 26, 2000 on the accompanying balance sheet has been adjusted for the effect (net of income taxes) of applying retroactively the new method of accounting.

The effect of the accounting change on income in the first quarter of fiscal 2001 and fiscal 2000 is shown below:

Increase (decrease)	Three months ended	
Effect on:	November 25, 2000	November 27, 1999
Net income	$ (404)	$(9)
Basic earnings per common share	$(0.01)	-
Diluted earnings per common share	$(0.01)	-

6. Subsequent Event

On January 8, 2001, the Company and Metron Technology N.V. (Metron), its 20.2%-owned affiliate, announced that they had signed an agreement to modify their existing distribution agreements. Specifically, the Company and Metron agreed to the early termination of the Microelectronics Group product distribution agreement, and the completion of a new distribution agreement for Entegris' Fluid Handling Group products, anticipated to run through at least August 31, 2005. In addition, the Company will transfer to Metron 1.125 million shares of its Metron stock and will make cash payments totaling $1.75 million, over a 15-month period. Entegris will also buy back approximately $2.5 million worth of existing inventory from Metron. The new agreements are anticipated to be effective no later than March 1, 2001. The Company is analyzing the impact of the contemplated changes on its financial position and results of operations, but expects to report a charge to earnings upon consummation of the new distribution agreements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Quarter Ended November 25, 2000 Compared to Quarter Ended November 27, 1999

The following table compares quarterly results with year-ago results, as a percentage of sales, for each caption.

	Three Months Ended	
	November 25, 2000	November 27, 1999

Net sales	100.0	100.0
Cost of sales	48.8	55.9
Gross profit	51.2	44.1
Selling, general and administrative expenses	20.7	20.9
Engineering, research and development expenses	3.4	4.9
Operating profit	27.1	18.3
Interest (income) expense, net	(1.4)	1.5
Other expense (income), net	0.1	(8.5)
Income before income taxes and other items below	28.4	25.3
Income taxes	10.8	8.6
Equity in net earnings of affiliated companies	(0.7)	(0.4)
Minority interest in subsidiaries' net income	0.7	0.3
Net income	17.6	16.8
Effective tax rate	38.0%	34.0%

Net sales. Net sales were $102.6 million in the first quarter of fiscal 2001, compared to $71.8 million in the first quarter of fiscal 2000. The improvement reflected the increase in product sales associated with the sustained recovery in the semiconductor industry that began in the second half of fiscal 1999. Revenue gains were recorded in all geographic regions and across all product lines. International sales accounted for approximately 48% of net sales, essentially unchanged from fiscal 2000 levels.

Gross profit. Gross profit in the first quarter of fiscal 2001 increased by $20.9 million to $52.6 million, an increase of 66% over the $31.7 million reported in the first quarter of fiscal 2000. The gross margin for the fiscal 2001 first quarter improved to 51.2% compared to 44.1% a year ago. The gross margin and gross profit improvements were reported by both domestic and international operations. The improvements in fiscal 2001 reflected improved utilization of our production capacity associated with the higher sales levels noted above and the successful management of manufacturing costs. Partly offsetting the factors underlying the gross profit improvement was $0.8 million in asset impairment charges in the first quarter of fiscal 2001, mainly for asset write-offs of molds that were determined to have no future use. As noted in Note 5 to the accompanying consolidated financial statements, the Company changed its method of accounting for inventories from LIFO to FIFO.

Selling, general and administrative expenses. Selling, general and administrative (SG&A) expenses increased $6.2 million, or 41%, to $21.2 million in the first quarter of fiscal 2001 from $15.0 million in the first quarter of fiscal 2000. The increase was due to higher personnel costs, commissions and incentive compensation accruals, expenditures for personnel and information systems, and charitable contributions. SG&A costs, as a percent of net sales, decreased slightly to 20.7% from 20.9%.

Engineering, research and development expenses. Engineering, research and development expenses of $3.5 million in the first quarter of fiscal 2001 were essentially unchanged from the first quarter of fiscal 2000. Engineering, research and development costs, as a percent of net sales, decreased to 3.4% from 4.9% due to increased net sales.

Interest (income) expense, net. Net interest income of $1.5 million in the first quarter of fiscal 2001 compared to net interest expense of $1.1 million in the year-ago period. The variance reflected the elimination of domestic bank borrowings and capital lease obligations, as well as the short-term investment of sizable available cash balances. This transformation occurred after the Company received net proceeds of $99.0 million from its initial public offering in the fourth quarter of fiscal 2000, $42 million of which was used to retire long-term debt and capital lease obligations.

Other expense (income), net. Other expense was $80,000 in the first quarter of fiscal 2001 compared to other income of $6.1 million in the first quarter a year ago. The change mainly reflects the absence of the first quarter fiscal 2000 pre-tax $5.5 million gain recognized on the sale of approximately 612,000 shares of the Company's investment in Metron Technology N.V. (Metron) as part of Metron's initial public offering in November 1999.

Income tax expense. Income tax expense of $11.1 million was significantly higher in the first quarter of fiscal 2001 compared to $6.2 million in income tax expense reported a year earlier,

primarily reflecting significantly higher income. The effective tax rate in fiscal 2001 was 38.0% compared to 34.0% in fiscal 2000.

Equity in net income of affiliates. Equity in the net income of affiliates was $0.7 million in the first quarter of fiscal 2001 compared to $0.3 million in the first quarter a year earlier. This improvement primarily reflects the operating results of Metron, which also benefited from the industry conditions affecting our results.

Net income. Net income increased to $18.1 million in the first quarter of fiscal 2001, compared to net income of $12.1 million in the year-ago period. Net income applicable to nonredeemable common shareholders was $18.1 million, or $0.25 per share, in the first quarter of fiscal 2001. After the market value adjustment related to redeemable common stock, the net loss applicable to nonredeemable common shareholders was $20.7 million, or $0.56 per share diluted, in the first quarter of fiscal 2000. Excluding the effect of the market value adjustment related to redeemable common stock, pro forma earnings per share were $0.19 per share in the first quarter of fiscal 2000.

Liquidity and Capital Resources

Operating activities. Cash flow provided by operating activities totaled $17.2 million in the first quarter of fiscal 2001. Net income and noncash charges, such as depreciation, accounted for the strong cash flow generated by operations, which was partly offset by higher working capital requirements, principally related to accounts receivable growth of $9.0 million. Working capital at November 25, 2000 stood at $179.8 million, including $117.2 million in cash and cash equivalents.

Investing activities. Cash flow used in investing activities totaled $2.5 million in the first quarter of fiscal 2001. Acquisition of property and equipment totaled $4.0 million and included additions of manufacturing equipment and the upgrading and integration of information systems. The Company expects capital expenditures of approximately $35 million during fiscal 2001, consisting mainly of spending on manufacturing equipment and information systems.

In the first quarter of fiscal 2000, we received $7.4 million from the sale of 612,000 shares of our investment in Metron Technology N.V. (Metron)., leaving us with ownership of approximately 2.7 million shares, or 20.3% of total Metron shares outstanding.

Financing activities. Cash used in financing activities totaled a nominal $0.3 million during the first quarter of fiscal 2001. In addition to making scheduled payments $0.5 million on our borrowings, we repurchased common shares for $0.2 million in the first quarter of fiscal 2001, primarily in connection with the redemption of common stock from our Employee Stock Ownership Plan. In December 2000, the Company's Board of Directors authorized the repurchase of up to 500,000 shares of common stock.

As of November 25, 2000, our sources of available funds comprised $117.2 million in cash and cash equivalents, and various credit facilities. We have unsecured revolving commitments with two commercial banks with aggregate borrowing capacity of $30.0 million, with no borrowings outstanding at November 25, 2000. We also have lines of credit, equivalent to an aggregate of approximately $12 million with six international banks, which provide for borrowings of German deutsche marks, Malaysian ringgits and Japanese yen for our overseas subsidiaries. Borrowings outstanding on these lines of credit were $8.7 million at November 25, 2000.

At November 25, 2000, the Company's shareholders' equity stood at $284.4 million. Book value per share was $4.16, up from $3.91 per share at the end of fiscal 2000. Net earnings accounted for the increase.

We believe that our cash and cash equivalents, cash flow from operations and available credit facilities

will be sufficient to meet our working capital and investment requirements for the next twelve months. However, our future growth, including potential acquisitions, may require additional funding, and from time to time we may need to raise capital through additional equity or debt financing.

Subsequent Event

On January 8, 2001, the Company and Metron Technology N.V. (Metron), its 20.2%-owned affiliate, announced that they had signed an agreement to modify their existing distribution agreements. Specifically, the Company and Metron agreed to the early termination of the Microelectronics Group product distribution agreement, and the completion of a new distribution agreement for Entegris' Fluid Handling Group products, anticipated to run through at least August 31, 2005. In addition, the Company will transfer to Metron 1.125 million shares of its Metron stock and will make cash payments totaling $1.75 million, over a 15-month period. Entegris will also buy back approximately $2.5 million worth of existing inventory from Metron. The new agreements are anticipated to be effective no later than March 1, 2001. The Company is analyzing the impact of the contemplated changes on its financial position and results of operations, but expects to report a charge to earnings upon consummation of the new distribution agreements.

Recently Issued Accounting Pronouncements

In June 1998, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities." This statement, as amended, requires companies to record derivatives on the balance sheet as assets or liabilities, measured at fair value. Gains or losses resulting from changes in the values of those derivatives would be accounted for depending on the use of the derivative and whether it qualifies for hedge accounting. We adopted SFAS No. 133 in the first quarter of fiscal 2001. Adoption of SFAS No. 133 did not materially impact our financial position or results of operations.

Cautionary Statements

This report contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may include forward-looking statements which reflect the Company's current views with respect to future events and financial performance. The words "believe," "expect," "anticipate," "intends," "estimate," "forecast," "project," "should" and similar expressions are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All forecasts and projections in this document are "forward-looking statements," and are based on management's current expectations of the Company's near-term results, based on current information available pertaining to the Company, including the risk factors identified in the Company's Annual Report on Form 10-K for the fiscal year ended August 25, 2000.

Item 3: Quantitative and Qualitative Disclosures About Market Risk

Our principal market risks are sensitivities to interest rates and foreign currency exchange rates. Our exposure to interest rate fluctuations is not significant. Most of our outstanding debt at August 26, 2000 carried fixed rates of interest. All of our short-term investments are debt instruments that mature in three months or less.

We use derivative financial instruments to manage foreign currency exchange rate risk associated with the sale of products from the United States when such sales are denominated in currencies other than the U.S. dollar. The cash flows and earnings of our foreign-based operations are also subject to fluctuations in foreign exchange rates. A hypothetical 10% change in the foreign currency exchange rates would increase or decrease our net income by approximately $2 million.

Our cash flows and earnings are also subject to fluctuations in foreign exchange rates due to investments in foreign-based affiliates. Investments in affiliates includes our 20% interest in Metron. Metron attempts to limit its exposure to changing foreign currency exchange rates through operational and financial market actions. Products are sold in a number of countries throughout the world resulting in a diverse portfolio of transactions denominated in foreign currencies. Metron manages certain short-term foreign currency exposures by the purchase of forward contracts to offset the earnings and cash flow impact of foreign currency denominated receivables and payables.

Our investment in Metron is accounted for by the equity method of accounting and has a carrying value on the balance sheet of approximately $15.4 million. The fair value of Metron is subject to stock market fluctuations. Based on the closing stock price of Metron on November 25, 2000, the fair value of our investment in Metron was approximately $19.2 million.

PART II

OTHER INFORMATION

ITEM 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

Exhibit 18 Letter from KPMG LLP regarding change in accounting method

CONFORMED COPY

SIGNATURES

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.

Date: January 9, 2001

/s/ Stan Geyer

Stan Geyer
Chief Executive Officer

Date: January 9, 2001

/s/ John D. Villas

John D. Villas
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit

Exhibit 18 Letter from KPMG LLP regarding change in accounting method

EXHIBIT 18

January 4, 2001

Entegris, Inc.
3500 Lyman Boulevard
Chaska, MN 55318

Ladies and Gentlemen:

We have been furnished with a copy of Form 10-Q of Entegris, Inc. and subsidiaries for the three months ended November 25, 2000, and have read the Company's statements contained in Note 5 to the consolidated financial statements included therein. As stated in Note 5, the Company changed its method of accounting for domestic inventories from the last-in, first-out method (LIFO) to the first-in, first-out method (FIFO) and states that the newly adopted accounting method is preferable in the circumstances because the accounting change more closely matches current costs and revenues in periods when costs of goods and services are declining. In accordance with your request, we have reviewed and discussed with Company officials the circumstances and business judgment and planning upon which the decision to make this change in the method of accounting was based.

We have not audited any financial statements of Entegris, Inc. and subsidiaries as of any date or for any period subsequent to August 26, 2000, nor have we audited the information set forth in the aforementioned notes to the condensed financial statements; accordingly, we do not express an opinion concerning the factual information contained therein.

With regard to the aforementioned accounting change, authoritative criteria have not been established for evaluating the preferability of one acceptable method of accounting over another acceptable method. However, for purposes of Entegris, Inc.'s compliance with the requirements of the Securities and Exchange Commission, we are furnishing this letter.

Based on our review and discussion, with reliance on management's business judgment and planning, we concur that the newly adopted method of accounting is preferable in the Company's circumstances.

Very truly yours,

/s/ KPMG LLP