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

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**FORM 8-K**

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**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 26, 2016**

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**ENTEGRIS, INC.**  
(Exact name of registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction of Incorporation or Organization)

**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)

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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 2.02. Results of Operations and Financial Condition.**

On October 26, 2016, the registrant issued a press release to announce results for the third quarter of 2016, ended October 1, 2016, and will hold a conference call to discuss such results. A copy of this press release and the supplemental slides to which management will refer during the conference call are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and are 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, 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*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated October 26, 2016
99.2	Third Quarter Earnings Release Presentation Slides, dated October 26, 2016

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**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: October 26, 2016

By /s/ Gregory B. Graves

Name: Gregory B. Graves

Title: Executive Vice President and Chief Financial Officer

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated October 26, 2016
99.2	Third Quarter Earnings Release Presentation Slides, dated October 26, 2016



## PRESS RELEASE

FOR RELEASE AT 7AM ET

**Entegris Reports Third-Quarter Results**

- Quarterly revenue of \$296.7 million
- GAAP net income of \$21.9 million, or \$0.15 per diluted share
- Non-GAAP net income of \$34.6 million, or \$0.24 per diluted share
- Record operating cash flow of \$71.9 million

**BILLERICA, Mass., October 26, 2016**— Entegris, Inc. (NasdaqGS: ENTG), a leader in specialty chemicals and advanced materials solutions for the microelectronics industry, today reported its financial results for the Company's third quarter ended October 1, 2016.

The Company reported third-quarter sales of \$296.7 million. Third-quarter net income was \$21.9 million, or \$0.15 per diluted share, which included amortization of intangible assets of \$11.0 million, asset impairment charges of \$5.8 million related to certain production equipment and \$2.4 million of severance expenses related to an organizational realignment. Non-GAAP net income was \$34.6 million, or \$0.24 per diluted share. In the third quarter, the Company generated cash from operations less capital expenditures, or free cash flow, of \$59 million.

For the first nine months of fiscal 2016, sales of \$866.8 million increased 6 percent from the same period a year ago. Net income for the first nine months of fiscal 2016 was \$71.0 million, or \$0.50 per share, which included amortization of intangible assets of \$33.3 million, asset impairment charges of \$5.8 million related to certain production equipment and \$2.4 million of severance expenses related to an organizational realignment. In the comparable period a year ago, net income was \$62.7 million, or \$0.44 per share, which included amortization of intangible assets of \$35.9 million and acquisition integration expense of \$7.1 million. Non-GAAP net income for the first nine months of fiscal 2016 was \$98.6 million, or \$0.69 per diluted share, which increased from \$91.8 million, or \$0.65 per diluted share, in the prior year.

Bertrand Loy, president and chief executive officer, said: "We are on track to achieve our multiyear objective to outpace our markets and to deliver both record sales and profits in 2016. Our strong quarter reflected record sales of liquid filtration products and solid performance across most of our businesses, as well as the favorable impact of the stronger yen."

Mr. Loy added: "In the third quarter, we generated record free cash flow of \$59 million and repaid an additional \$25 million of long-term debt. Looking ahead, we are excited about our growth prospects given the increasing opportunities for Entegris to leverage its unique breadth of capabilities to address the electronics industry's continual pursuit of higher performance and cleaner materials."

**ENTEGRIS, INC.**  
**entegris.com**

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Billerica, MA 01821 USA

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## Quarterly Financial Results Summary

(in millions, except per share data)

<u>GAAP Results</u>	<u>Q3-2016</u>	<u>Q3-2015</u>	<u>Q2-2016</u>
Net sales	\$296,692	\$270,253	\$303,052
Operating income	\$ 34,672	\$ 31,066	\$ 46,400
Operating margin	11.7%	11.5%	15.3%
Net income	\$ 21,947	\$ 23,403	\$ 32,890
Earnings per share (EPS)	\$ 0.15	\$ 0.17	\$ 0.23
<u>Non-GAAP Results</u>			
Non-GAAP adjusted operating income	\$ 53,877	\$ 44,814	\$ 57,462
Adjusted operating margin	18.2%	16.6%	19.0%
Non-GAAP net income	\$ 34,647	\$ 32,444	\$ 40,290
Non-GAAP EPS	\$ 0.24	\$ 0.23	\$ 0.28

## Fourth-Quarter Outlook

For the fiscal fourth quarter ending December 31, 2016, the Company expects sales of \$275 million to \$290 million, net income of \$20 million to \$26 million, and net income per diluted share between \$0.14 and \$0.18. On a non-GAAP basis, EPS is expected to range from \$0.19 to \$0.23 per diluted share, which reflects net income on a non-GAAP basis in the range of \$27 million to \$33 million, which is adjusted for expected amortization expense of approximately \$11 million or \$0.05 per share.

## Segment Results

The Company reports its results in two business segments: Critical Materials Handling (CMH) and Electronic Materials (EM). Summary results by segment are contained in this press release.

CMH provides a broad range of products that filter, handle, dispense, and protect critical materials used in the semiconductor manufacturing process and in other high-technology manufacturing. CMH's products and subsystems include high-purity materials packaging, fluid-handling and dispensing systems, liquid filters, as well as microenvironments that protect critical substrates such as wafers during shipping and manufacturing. CMH also provides specialized graphite components and specialty coatings for use in high temperature applications.

EM provides high-performance materials and specialty gas management solutions that enable high yield, cost effective semiconductor manufacturing. EM's products consist of specialized chemistries and performance materials, gas microcontamination control solutions, and sub-atmospheric pressure gas delivery systems for the efficient handling of hazardous gases to semiconductor process equipment.

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### Third-Quarter Results Conference Call Details

Entegris will hold a conference call to discuss its results for the third quarter on Wednesday, October 26, 2016, at 10:00 a.m. Eastern Time. Participants should dial 1-888-503-8169 or 1-719-457-2631, referencing confirmation code 5752767. Participants are asked to dial in 5 to 10 minutes prior to the start of the call. To access a telephonic replay of the call, please [Click Here](#). The replay will be available starting at 1:00 p.m. ET on Wednesday, October 26 until Saturday, December 10. A live and on-demand webcast of the call can also be accessed from the investor relations section of Entegris' website at [www.entegris.com](http://www.entegris.com).

Please also refer to Management's slide presentation concerning third-quarter results which may be referred to during the call. This presentation will be posted on the investor relations section of [www.entegris.com](http://www.entegris.com) Wednesday morning before the call.

### ABOUT ENTEGRIS

Entegris is a leader in specialty chemicals and advanced materials solutions for the microelectronics industry 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](http://www.entegris.com).

### Non-GAAP Information

The Company's condensed consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States (GAAP). Adjusted EBITDA and Adjusted Operating Income together with related measures thereof, and non-GAAP EPS, are considered "Non-GAAP financial measures" under the rules and regulations of the Securities and Exchange Commission. The presentation of this financial information is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. These financial measures are provided as a supplement to financial measures provided in accordance with GAAP. We provide non-GAAP financial measures in order to further assess and measure operating performance. Management believes the non-GAAP measures provide meaningful supplemental information regarding our baseline performance before certain gains, losses or other charges that may not be indicative of our business or future outlook. We believe these non-GAAP measures will aid investors' overall understanding of our results by providing a higher degree of transparency for certain expenses and providing a level of disclosure that will help investors understand how we plan and measure our business. The reconciliations of GAAP Net Income to Adjusted Operating Income and Adjusted EBITDA, GAAP Gross Profit to Adjusted Gross Profit, and GAAP to Non-GAAP Earnings per Share are included elsewhere in this release.

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## 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, 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 our 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 previous financial press releases issued by Entegris and Entegris’ periodic public filings with the Securities and Exchange Commission, including discussions appearing under the headings “Risks Relating to our Business and Industry,” “Risks Relating to Our Indebtedness,” “Manufacturing Risks,” “International Risks,” and “Risks Related to Owning Our Common Stock” in Item 1A of our Annual Report on Form 10–K for the fiscal year ended December 31, 2015, filed with the U.S. Securities and Exchange Commission on February 29, 2016, 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.



Entegris, Inc. and Subsidiaries  
Condensed Consolidated Statements of Operations  
(In thousands, except per share data)  
(Unaudited)

	Three months ended		
	October 1, 2016	September 26, 2015	July 2, 2016
Net sales	\$296,692	\$ 270,253	\$303,052
Cost of sales	173,712	153,943	163,847
Gross profit	122,980	116,310	139,205
Selling, general and administrative expenses	51,614	46,730	53,597
Engineering, research and development expenses	25,720	26,841	28,146
Amortization of intangible assets	10,974	11,673	11,062
Operating income	34,672	31,066	46,400
Interest expense, net	9,345	9,201	9,051
Other income, net	(565)	(5,624)	(1,054)
Income before income tax expense and equity in net loss of affiliate	25,892	27,489	38,403
Income tax expense	3,945	4,018	5,513
Equity in net loss of affiliates	—	68	—
Net income	\$ 21,947	\$ 23,403	\$ 32,890
Basic net income per common share:	\$ 0.16	\$ 0.17	\$ 0.23
Diluted net income per common share:	\$ 0.15	\$ 0.17	\$ 0.23
Weighted average shares outstanding:			
Basic	141,324	140,555	140,953
Diluted	142,473	141,317	141,723

Entegris, Inc. and Subsidiaries  
Condensed Consolidated Statements of Operations  
(In thousands, except per share data)  
(Unaudited)

	Nine months ended	
	October 1, 2016	September 26, 2015
Net sales	\$866,768	\$ 814,335
Cost of sales	489,877	453,402
Gross profit	376,891	360,933
Selling, general and administrative expenses	153,167	147,890
Engineering, research and development expenses	79,768	79,183
Amortization of intangible assets	33,325	35,908
Operating income	110,631	97,952
Interest expense, net	27,545	28,544
Other income, net	(2,294)	(8,466)
Income before income tax expense and equity in net loss of affiliate	85,380	77,874
Income tax expense	14,331	14,933
Equity in net loss of affiliates	—	218
Net income	\$ 71,049	\$ 62,723
Basic net income per common share:	\$ 0.50	\$ 0.45
Diluted net income per common share:	\$ 0.50	\$ 0.44
Weighted average shares outstanding:		
Basic	141,019	140,282
Diluted	141,856	141,016

Entegris, Inc. and Subsidiaries  
Condensed Consolidated Balance Sheets  
(In thousands)  
(Unaudited)

	<u>October 1, 2016</u>	<u>December 31, 2015</u>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 411,777	\$ 349,825
Short-term investments	—	2,181
Accounts receivable, net	167,559	141,409
Inventories	186,021	173,176
Deferred tax charges and refundable income taxes	18,000	18,943
Other current assets	17,675	23,253
Total current assets	801,032	708,787
Property, plant and equipment, net	315,512	321,301
Goodwill	349,980	342,111
Intangible assets, net	230,987	258,942
Deferred tax assets – non-current	8,690	7,771
Other	7,391	7,785
Total assets	<u>\$ 1,713,592</u>	<u>\$ 1,646,697</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Long-term debt, current maturities	\$ 100,000	\$ 50,000
Accounts payable	54,001	36,916
Accrued liabilities	82,963	75,859
Income tax payable and deferred tax liabilities	713	12,775
Total current liabilities	237,677	175,550
Long-term debt, excluding current maturities	508,775	606,044
Other liabilities and deferred tax liabilities	69,937	62,220
Shareholders' equity	897,203	802,883
Total liabilities and shareholders' equity	<u>\$ 1,713,592</u>	<u>\$ 1,646,697</u>

Entegris, Inc. and Subsidiaries  
Condensed Consolidated Statements of Cash Flows  
(In thousands)  
(Unaudited)

	Three months ended		Nine months ended	
	October 1, 2016	September 26, 2015	October 1, 2016	September 26, 2015
Operating activities:				
Net income	\$ 21,947	\$ 23,403	\$ 71,049	\$ 62,723
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation	13,795	13,356	41,320	40,080
Amortization	10,974	11,673	33,325	35,908
Share-based compensation expense	3,697	2,975	10,063	8,120
Other	11,060	(4,407)	19,333	(9,508)
Changes in operating assets and liabilities:				
Trade accounts and notes receivable	13,847	(9,426)	(22,252)	(38,020)
Inventories	(5,907)	(11,050)	(17,296)	(39,550)
Accounts payable and accrued liabilities	12,962	21,702	26,517	12,576
Income taxes payable and refundable income taxes	(11,771)	(3,283)	(11,364)	(3,647)
Other	1,334	(12,357)	(219)	18
<i>Net cash provided by operating activities</i>	<u>71,938</u>	<u>32,586</u>	<u>150,476</u>	<u>68,700</u>
Investing activities:				
Acquisition of property and equipment	(13,124)	(21,466)	(45,268)	(55,696)
Other	138	533	(1,520)	2,458
<i>Net cash used in investing activities</i>	<u>(12,986)</u>	<u>(20,933)</u>	<u>(46,788)</u>	<u>(53,238)</u>
Financing activities:				
Payments on long-term debt	(25,000)	(25,000)	(50,000)	(100,000)
Issuance of common stock	512	1,634	2,892	2,608
Repurchase and retirement of common stock	—	—	(3,573)	—
Taxes paid related to net share settlement of equity awards	(1,113)	(55)	(3,316)	(2,458)
Other	402	313	493	665
<i>Net cash used in financing activities</i>	<u>(25,199)</u>	<u>(23,108)</u>	<u>(53,504)</u>	<u>(99,185)</u>
<i>Effect of exchange rate changes on cash</i>	<u>4,281</u>	<u>(1,226)</u>	<u>11,768</u>	<u>(4,915)</u>
Increase (decrease) in cash and cash equivalents	38,034	(12,681)	61,952	(88,638)
Cash and cash equivalents at beginning of period	373,743	313,742	349,825	389,699
Cash and cash equivalents at end of period	<u>\$411,777</u>	<u>\$ 301,061</u>	<u>\$411,777</u>	<u>\$ 301,061</u>

Entegris, Inc. and Subsidiaries  
Segment Information  
(In thousands)  
(Unaudited)

	Three months ended			Nine months ended	
	October 1, 2016	September 26, 2015	July 2, 2016	October 1, 2016	September 26, 2015
<u>Net sales</u>					
Critical Materials Handling	\$192,744	\$ 166,043	\$194,880	\$553,853	\$ 507,764
Electronic Materials	103,948	104,210	108,172	312,915	306,571
Total net sales	<u>\$296,692</u>	<u>\$ 270,253</u>	<u>\$303,052</u>	<u>\$866,768</u>	<u>\$ 814,335</u>
	Three months ended			Nine months ended	
	October 1, 2016	September 26, 2015	July 2, 2016	October 1, 2016	September 26, 2015
<u>Segment profit<sup>(1)</sup></u>					
Critical Materials Handling	\$ 45,352	\$ 37,109	\$ 52,524	135,768	\$ 122,182
Electronic Materials	20,454	23,919	27,475	69,504	72,700
Total segment profit	65,806	61,028	79,999	205,272	194,882
Amortization of intangibles	10,974	11,673	11,062	33,325	35,908
Unallocated expenses	20,160	18,289	22,537	61,316	61,022
Total operating income	<u>\$ 34,672</u>	<u>\$ 31,066</u>	<u>\$ 46,400</u>	<u>\$ 110,631</u>	<u>\$ 97,952</u>

- <sup>1</sup> Segment profit for Critical Materials Handling for the three and nine months ended October 1, 2016 includes charges for impairment of equipment and severance related to organizational realignment of \$5,826 and \$1,692, respectively. Segment profit for Electronic Materials for the three and nine months ended October 1, 2016 each include a charge for severance related to organizational realignment of \$713.

Entegris, Inc. and Subsidiaries  
Reconciliation of GAAP Net Income to Adjusted Operating Income and Adjusted EBITDA  
(In thousands, except per share data)  
(Unaudited)

	Three months ended			Nine months ended	
	October 1, 2016	September 26, 2015	July 2, 2016	October 1, 2016	September 26, 2015
Net sales	\$296,692	\$ 270,253	\$ 303,052	\$866,768	\$ 814,335
Net income	\$ 21,947	\$ 23,403	\$ 32,890	\$ 71,049	\$ 62,723
Adjustments to net income:					
Equity in net loss of affiliates	—	68	—	—	218
Income tax expense	3,945	4,018	5,513	14,331	14,933
Interest expense, net	9,345	9,201	9,051	27,545	28,544
Other income, net	(565)	(5,624)	(1,054)	(2,294)	(8,466)
GAAP – Operating income	34,672	31,066	46,400	110,631	97,952
Severance related to organizational realignment	2,405	—	—	2,405	—
Impairment of equipment	5,826	—	—	5,826	—
Integration costs	—	2,075	—	—	7,083
Amortization of intangible assets	10,974	11,673	11,062	33,325	35,908
Adjusted operating income	53,877	44,814	57,462	152,187	140,943
Depreciation	13,795	13,356	13,825	41,320	40,080
Adjusted EBITDA	\$ 67,672	\$ 58,170	\$ 71,287	\$193,507	\$ 181,023
Adjusted operating margin	18.2%	16.6%	19.0%	17.6%	17.3%
Adjusted EBITDA – as a % of net sales	22.8%	21.5%	23.5%	22.3%	22.2%

Entegris, Inc. and Subsidiaries  
Reconciliation of GAAP Gross Profit to Adjusted Gross Profit  
(In thousands)  
(Unaudited)

	Three months ended			Nine months ended	
	October 1, 2016	September 26, 2015	July 2, 2016	October 1, 2016	September 26, 2015
Net sales	\$296,692	\$ 270,253	\$ 303,052	\$866,768	\$ 814,335
Gross profit-GAAP	\$122,980	\$ 116,310	\$ 139,205	\$376,891	\$ 360,933
Adjustments to gross profit:					
Severance related to organizational realignment	431	—	—	431	—
Impairment of equipment	5,826	—	—	5,826	—
Adjusted gross profit	<u>\$129,237</u>	<u>\$ 116,310</u>	<u>\$ 139,205</u>	<u>\$383,148</u>	<u>\$ 360,933</u>
Gross margin – as a % of net sales	41.5%	43.0%	45.9%	43.5%	44.3%
Adjusted gross margin – as a % of net sales	43.6%	43.0%	45.9%	44.2%	44.3%

Entegris, Inc. and Subsidiaries  
Reconciliation of GAAP to Non-GAAP Earnings per Share  
(In thousands, except per share data)  
(Unaudited)

	Three months ended			Nine months ended	
	October 1, 2016	September 26, 2015	July 2, 2016	October 1, 2016	September 26, 2015
Net income	\$ 21,947	\$ 23,403	\$ 32,890	\$ 71,049	\$ 62,723
Adjustments to net income:					
Severance related to organizational realignment	2,405	—	—	2,405	—
Impairment of equipment	5,826	—	—	5,826	—
Integration costs	—	2,075	—	—	7,083
(Gain) loss on impairment or sale of equity investment	—	(50)	(38)	(156)	567
Amortization of intangible assets	10,974	11,673	11,062	33,325	35,908
Tax effect of adjustments of net income	(6,505)	(4,657)	(3,624)	(13,895)	(14,488)
Non-GAAP net income	<u>\$ 34,647</u>	<u>\$ 32,444</u>	<u>\$ 40,290</u>	<u>\$ 98,554</u>	<u>\$ 91,793</u>
Diluted income per common share	\$ 0.15	\$ 0.17	\$ 0.23	\$ 0.50	\$ 0.44
Effect of adjustments to net income	0.09	0.06	0.05	0.19	0.21
Diluted non-GAAP income per common share	\$ 0.24	\$ 0.23	\$ 0.28	\$ 0.69	\$ 0.65

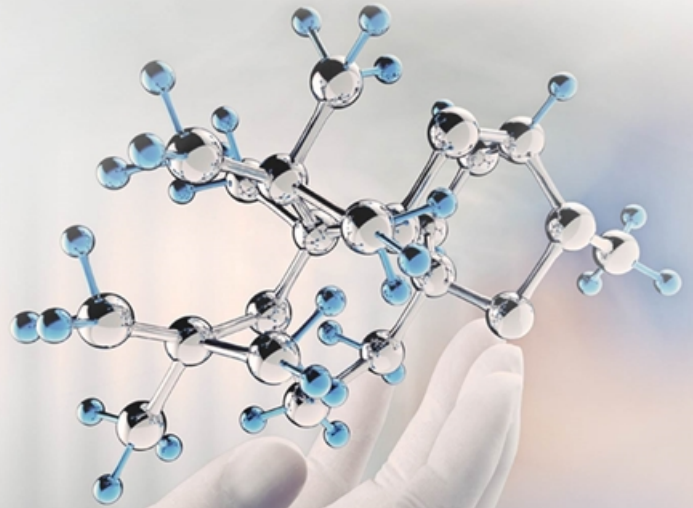
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October 26, 2016

## Earnings Summary Third Quarter FY 2016



## **SAFE HARBOR**

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Certain information contained in this presentation may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements 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 our 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 previous financial press releases issued by Entegris and Entegris’ periodic public filings with the Securities and Exchange Commission, including discussions appearing under the headings “Risks Relating to our Business and Industry,” “Risks Related to Our Indebtedness,” “Manufacturing Risks,” “International Risks” and “Risks Related to Owning Our Common Stock” in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed with the Securities and Exchange Commission on February 29, 2016, 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.

**SUMMARY – CONSOLIDATED STATEMENT OF OPERATIONS (GAAP)**

\$ in millions, except per share data	3Q16	3Q16 Guidance	2Q16	3Q15	3Q16 over 2Q16	3Q16 over 3Q15
Net Revenue	\$296.7	\$285 to \$300	\$303.1	\$270.3	(2.1%)	9.8%
Gross Margin	41.5%		45.9%	43.0%		
Operating Expenses	\$88.3		\$92.8	\$85.2	(4.8%)	3.6%
Operating Income	\$34.7		\$46.4	\$31.1	(25.2%)	11.6%
Operating Margin	11.7%		15.3%	11.5%		
Tax Rate	15.2%		14.4%	14.6%		
Net Income	\$21.9	\$25 to \$30	\$32.9	\$23.4	(33.4%)	(6.4%)
EPS	\$0.15	\$0.18 to \$0.21	\$0.23	\$0.17	(34.8%)	(11.8%)

## SUMMARY – CONSOLIDATED STATEMENT OF OPERATIONS (NON-GAAP)<sup>1</sup>

\$ in millions, except per share data	3Q16	3Q16 Guidance	2Q16	3Q15	3Q16 over 2Q16	3Q16 over 3Q15
Net Revenue	\$296.7	\$285 to \$300	\$303.1	\$270.3	(2.1%)	9.8%
Adjusted Gross Margin <sup>2</sup>	43.6%		45.9%	43.0%		
Non-GAAP Operating Expenses <sup>3</sup>	\$75.4		\$81.7	\$71.5	(7.7%)	5.5%
Adjusted Operating Income	\$53.9		\$57.5	\$44.8	(6.3%)	20.3%
Adjusted Operating Margin	18.2%		19.0%	16.6%		
Non-GAAP Tax Rate <sup>4</sup>	23.2%		18.5%	21.1%		
Non-GAAP Net Income	\$34.6	\$32 to \$37	\$40.3	\$32.4	(14.1%)	6.8%
Non-GAAP EPS	\$0.24	\$0.23 to \$0.26	\$0.28	\$0.23	(14.3%)	4.3%

1. See GAAP to Non-GAAP reconciliation tables in the appendix of this presentation.

2. Adjusted gross margin excludes certain impairment of equipment and severance charges.

3. Non-GAAP Operating Expenses exclude amortization expense, severance and integration costs.

4. Non-GAAP Tax Rate reflects the tax effect of non-GAAP adjustments to GAAP taxes.

**SUMMARY – CONSOLIDATED STATEMENT OF OPERATIONS (GAAP)**

\$ in millions, except per share data	Nine Months Ended October 1, 2016	Nine Months Ended September 26, 2015	Year-over-Year
Net Revenue	\$866.8	\$814.3	6.4%
Gross Margin	43.5%	44.3%	
Operating Expenses	\$266.3	\$263.0	1.3%
Operating Income	\$110.6	\$98.0	12.9%
Operating Margin	12.8%	12.0%	
Tax Rate	16.8%	19.2%	
Net Income	\$71.0	\$62.7	13.2%
EPS	\$0.50	\$0.44	13.6%

## SUMMARY – CONSOLIDATED STATEMENT OF OPERATIONS (NON-GAAP)<sup>1</sup>

\$ in millions, except per share data	Nine Months Ended October 1, 2016	Nine Months Ended September 26, 2015	Year-over-Year
Net Revenue	\$866.8	\$814.3	6.4%
Adjusted Gross Margin <sup>2</sup>	44.2%	44.3%	
Non-GAAP Operating Expenses <sup>3</sup>	\$231.0	\$220.0	5.0%
Adjusted Operating Income	\$152.2	\$140.9	8.0%
Adjusted Operating Margin	17.6%	17.3%	
Non-GAAP Tax Rate <sup>4</sup>	22.3%	24.2%	
Non-GAAP Net Income	\$98.6	\$91.8	7.4%
Non-GAAP EPS	\$0.69	\$0.65	6.2%

1. See GAAP to Non-GAAP reconciliation tables in the appendix of this presentation.

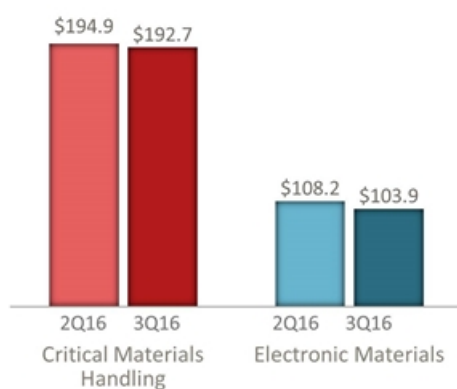
2. Adjusted gross margin excludes certain impairment of equipment and severance charges.

3. Non-GAAP Operating Expenses exclude amortization expense, severance related to organizational realignment, and integration costs.

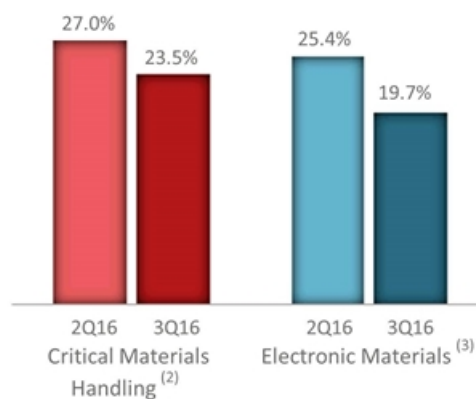
4. Non-GAAP Tax Rate reflects the tax effect of non-GAAP adjustments to GAAP taxes.

## RESULTS BY SEGMENT

**Sales by Segment**  
\$ in millions



**Profit Margin by Segment<sup>(1)</sup>**  
% Sales

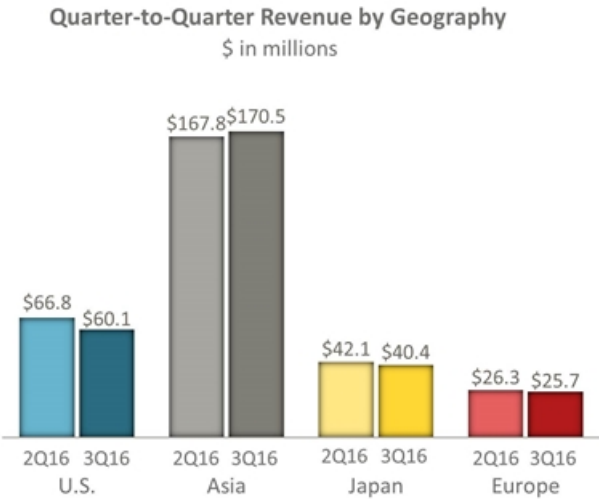
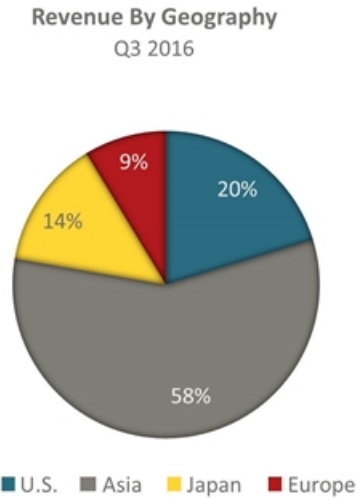


1. Excludes amortization of intangibles and unallocated expenses.

2. Segment profit for Critical Materials Handling for the three months ended October 1, 2016 includes charges for impairment of equipment and severance related to organizational realignment totaling \$7,518.

3. Segment profit for Electronic Materials for the three months ended October 1, 2016 includes a charge for severance related to organizational realignment of \$713.

REVENUE BY GEOGRAPHY



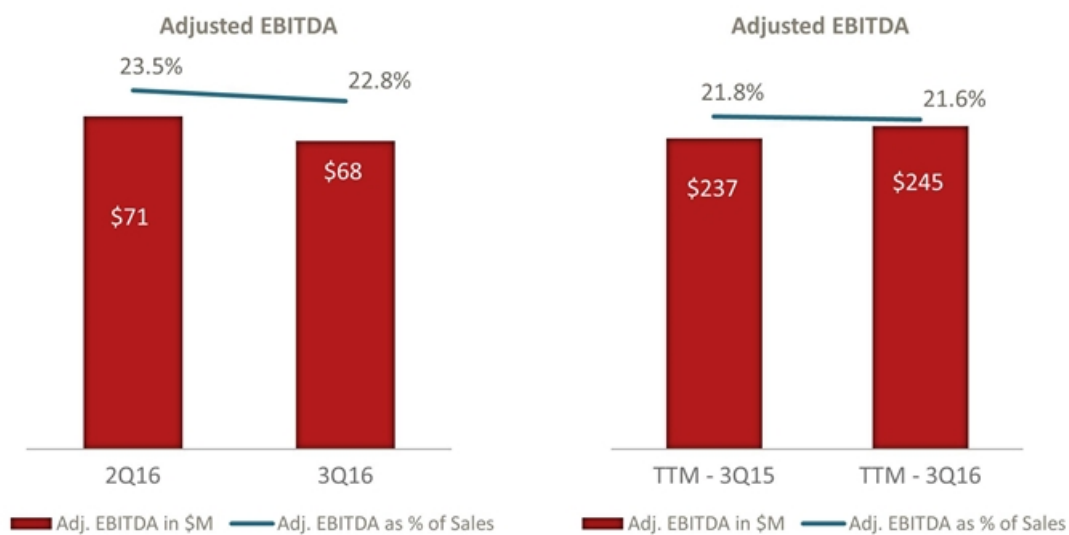


## SUMMARY – BALANCE SHEET ITEMS

\$ in millions	3Q16		2Q16		3Q15	
	\$ Amount	% Total	\$ Amount	% Total	\$ Amount	% Total
Cash & Cash Equivalents	\$411.8	24.0%	\$373.7	22.0%	\$301.1	18.1%
Accounts Receivable, net	\$167.6	9.8%	\$180.6	10.7%	\$184.3	11.1%
Inventories	\$186.0	10.9%	\$181.1	10.7%	\$188.4	11.3%
Net PP&E	\$315.5	18.4%	\$322.7	19.0%	\$315.7	18.9%
Total Assets	\$1,713.6		\$1,695.5		\$1,666.5	
Current Liabilities <sup>(1)</sup>	\$237.7	13.9%	\$187.1	11.0%	\$209.1	12.5%
Long-term debt, excluding current maturities	\$508.8	29.7%	\$582.2	34.3%	\$605.1	36.3%
Total Liabilities	\$816.4	47.6%	\$834.3	49.2%	\$896.4	53.8%
Total Shareholders' Equity	\$897.2	52.4%	\$861.2	50.8%	\$770.1	46.2%
AR - DSOs	51.5		54.4		62.2	
Inventory Turns	3.8		3.6		3.3	

1. Current Liabilities in 3Q15, 2Q16, 3Q16 includes \$50 million, \$50 million, and \$100 million of current maturities of long term debt.

## ADJUSTED EBITDA MARGIN



Note: See Reconciliation of GAAP Income to Adjusted Operating Income and Adjusted EBITDA on page 15 of this presentation.

## CASH FLOWS

\$ in millions	3Q16	2Q16	3Q15
Beginning Cash Balance	\$373.7	\$344.4	\$313.7
Cash from operating activities	71.9	61.2	32.6
Capital expenditures	(13.1)	(14.3)	(21.5)
Payments on long-term debt	(25.0)	(25.0)	(25.0)
Other investing activities	0.1	0.8	0.5
Other financing activities	(0.2)	2.3	1.9
Effect of exchange rates	4.3	4.3	(1.2)
Ending Cash Balance	\$411.8	\$373.7	\$301.1
Free Cash Flow <sup>1</sup>	\$58.8	\$46.9	\$11.1
Adjusted EBITDA	\$67.7	\$71.3	\$58.2

1. Free cash flow equals cash from operations less capital expenditures.

## OUTLOOK

### GAAP

\$ in millions, except per share data	4Q16 Guidance	3Q16	4Q15
Net Revenue	\$275 to \$290	\$296.7	\$266.8
Gross Margin		41.5%	41.0%
Operating Expenses	\$85 to \$87	\$88.3	\$89.2
Net Income	\$20 to \$26	\$21.9	\$17.6
EPS	\$0.14 to \$0.18	\$0.15	\$0.12

### Non-GAAP

\$ in millions, except per share data	4Q16 Guidance	3Q16	4Q15
Net Revenue	\$275 to \$290	\$296.7	\$266.8
Gross Margin		43.6%	41.0%
Non-GAAP Operating Expenses <sup>(1)</sup>	\$74 to \$76	\$75.4	\$72.2
Non-GAAP Net Income	\$27 to \$33	\$34.6	\$28.8
Non-GAAP EPS	\$0.19 to \$0.23	\$0.24	\$0.20

1. Non-GAAP operating expenses exclude amortization. In 4Q16, amortization is estimated to be approximately \$11 million, or \$0.05 per share.





**NON-GAAP RECONCILIATION TABLE**  
**RECONCILIATION OF GAAP TO ADJUSTED OPERATING INCOME AND ADJUSTED EBITDA**

In thousands (unaudited)	Three months ended			Nine months ended	
	October 1, 2016	September 26, 2015	July 2, 2016	October 1, 2016	September 26, 2015
Net sales	\$296,692	\$270,253	\$303,052	\$866,768	\$814,335
Net income	\$21,947	\$23,403	\$32,890	\$71,049	\$62,723
Adjustments to net income:					
Equity in net loss of affiliates	-	68	-	-	218
Income tax expense	3,945	4,018	5,513	14,331	14,933
Interest expense, net	9,345	9,201	9,051	27,545	28,544
Other income, net	(565)	(5,624)	(1,054)	(2,294)	(8,466)
GAAP – Operating income	34,672	31,066	46,400	110,631	97,952
Severance related to organizational realignment	2,405	-	-	2,405	-
Impairment of equipment	5,826	-	-	5,826	-
Integration costs	-	2,075	-	-	7,083
Amortization of intangible assets	10,974	11,673	11,062	33,325	35,908
Adjusted operating income	53,877	44,814	57,462	152,187	140,943
Depreciation	13,795	13,356	13,825	41,320	40,080
Adjusted EBITDA	\$67,672	\$58,170	\$71,287	\$193,507	\$181,023
Adjusted operating margin	18.2%	16.6%	19.0%	17.6%	17.3%
Adjusted EBITDA – as a % of net sales	22.8%	21.5%	23.5%	22.3%	22.2%

**NON-GAAP RECONCILIATION TABLE**  
**RECONCILIATION OF GAAP PROFIT TO ADJUSTED GROSS PROFIT**

In thousands, except per share data (unaudited)

	Three months ended			Nine months ended	
	October 1, 2016	September 26, 2015	July 2, 2016	October 1, 2016	September 26, 2015
Net sales	\$296,692	\$270,253	\$303,052	\$866,768	\$814,335
Gross profit-GAAP	\$122,980	\$116,310	\$139,205	\$376,891	\$360,933
Adjustments to gross profit:					
Severance related to organizational realignment	431	-	-	431	-
Impairment of equipment	<u>5,826</u>	-	-	<u>5,826</u>	-
Adjusted gross profit	<u>\$129,237</u>	<u>\$116,310</u>	<u>\$139,205</u>	<u>\$383,148</u>	<u>\$360,933</u>
Gross margin – as a % of net sales	41.5%	43.0%	45.9%	43.5%	44.3%
Adjusted gross margin – as a % of net sales	43.6%	43.0%	45.9%	44.2%	44.3%



**NON-GAAP RECONCILIATION TABLE**  
**RECONCILIATION OF GAAP TO NON-GAAP EARNINGS PER SHARE**

In thousands, except per share data (unaudited)					
	Three months ended			Nine months ended	
	October 1, 2016	September 26, 2015	July 2, 2016	October 1, 2016	September 26, 2015
Net income	\$21,947	\$23,403	\$32,890	\$71,049	\$62,723
Adjustments to net income:					
Severance related to organizational realignment	2,405	-	-	2,405	-
Impairment of equipment	5,826	-	-	5,826	-
Integration costs	-	2,075	-	-	7,083
(Gain) loss on impairment or sale of equity investment	-	(50)	(38)	(156)	567
Amortization of intangible assets	10,974	11,673	11,062	33,325	35,908
Tax effect of adjustments of net income	(6,505)	(4,657)	(3,624)	(13,895)	(14,488)
Non-GAAP net income	<u>\$34,647</u>	<u>\$32,444</u>	<u>\$40,290</u>	<u>\$98,554</u>	<u>\$91,793</u>
Diluted income per common share	\$0.15	\$0.17	\$0.23	\$0.50	\$0.44
Effect of adjustments to net income	0.09	0.06	0.05	0.19	0.21
Diluted non-GAAP income per common share	<u>\$0.24</u>	<u>\$0.23</u>	<u>\$0.28</u>	<u>\$0.69</u>	<u>\$0.65</u>