
**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) July 22, 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 2.02. Results of Operations and Financial Condition

On July 22, 2009, the registrant issued a press release to announce results for the second quarter of 2009, ended June 27, 2009. A copy of this press release is attached hereto as Exhibit 99.1 and is 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 (the “Exchange Act”), 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*

Exhibit 99.1 Press Release, Dated July 22, 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: July 22, 2009

By /s/ Gregory B. Graves

Gregory B. Graves,

Executive Vice President & Chief Financial Officer

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Entegris Reports Second Quarter Results

Operating loss narrows on 40 percent sequential sales increase and lower costs

CHASKA (Minneapolis), Minn., July 22, 2009 – Entegris, Inc. (Nasdaq: ENTG) today reported its financial results for the fiscal second quarter ended June 27, 2009.

The Company recorded second-quarter sales of \$82.6 million and a net loss of \$22.5 million, or \$0.20 per share. These results included amortization of intangible assets of \$4.9 million and restructuring charges of \$5.5 million. The company reported sales of \$59.0 million in the first quarter ended March 29, 2009 and sales of \$147.9 million in the second quarter a year ago.

Gideon Argov, president and chief executive officer, said: “Our second-quarter results rebounded sharply from the severely depressed levels we experienced in the first quarter of this year, driven primarily by increased demand for our unit-driven liquid filtration and wafer shipping products used in the manufacturing of semiconductors and other electronics products.

“The higher sales, combined with the permanent and temporary cost reductions we implemented in the first quarter, contributed to a significant narrowing of our second-quarter operating loss. Our EBITDA loss for purposes of our bank covenants improved from \$15.9 million in the first quarter to \$4.3 million in the second quarter and was well below the \$45 million cumulative EBITDA loss allowed for under our bank covenants. We expect that with current business trends we are in the position to generate positive EBITDA beginning in the third quarter,” Argov said.

In the second quarter, total funded debt was \$151.7 million, reflecting a decrease of \$13.4 million from the first quarter. The Company’s ending cash balance was \$84.1 million.

Segment Information (table of results contained at the end of this release)

Contamination Control Solutions sales increased 39 percent sequentially from the first quarter of 2009. The growth reflected increased demand for liquid filtration products and chemical containers, which was driven by increased semiconductor fab utilization rates, particularly in Asia.

Microenvironments product sales increased 78 percent sequentially from the first quarter of 2009. The growth was primarily due to improved demand for wafer shippers needed to support increased production in the semiconductor industry.

Entegris Specialty Materials sales decreased 12 percent sequentially from the first quarter of 2009. The decline related to softening in the non-semiconductor portions of the Entegris Specialty Materials business, which are sensitive to broader industrial market demand trends that have lagged the second-quarter upturn in the unit-driven semiconductor business.

Second-Quarter Results Conference Call Details

Entegris will hold a conference call to discuss its results for the second quarter on Wednesday, July 22, 2009, at 9:00 a.m. Eastern Time. Participants should dial 1-866-290-0920 (for domestic callers) or 1-913-312-0720 (for callers outside the U.S.). A replay of the call can be accessed at 1-719-457-0820 using passcode 4554427. A webcast of the call can also be accessed from the investor relations section of Entegris’ website at www.entegris.com.

Entegris is a leading provider of 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 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.

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,” “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, 2008, 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 | | |
|--|--------------------|---------------|----------------|
| | June 27, 2009 | June 28, 2008 | March 29, 2009 |
| Net sales | \$ 82,576 | \$ 147,947 | \$ 59,038 |
| Cost of sales | 58,846 | 88,060 | 49,955 |
| Amortization of acquired inventory step-up to fair value | — | — | 4,065 |
| Gross profit | 23,730 | 59,887 | 5,018 |
| Selling, general and administrative expenses | 25,685 | 37,105 | 29,721 |
| Engineering, research and development expenses | 7,843 | 10,362 | 8,904 |
| Amortization of intangible assets | 4,931 | 4,552 | 4,981 |
| Restructuring charges | 5,452 | — | 4,634 |
| Operating (loss) income | (20,181) | 7,868 | (43,222) |
| Interest expense (income), net | 2,577 | 81 | 1,847 |
| Other (income) expense, net | 1,537 | 249 | (5,222) |
| (Loss) income before income taxes | (24,295) | 7,538 | (39,847) |
| Income tax (benefit) expense | (2,252) | 2,021 | (2,598) |
| Equity in net loss (earnings) of affiliates | 449 | (8) | 496 |
| (Loss) income from continuing operations | (22,492) | 5,525 | (37,745) |
| Loss from discontinued operations, net of taxes | — | (592) | — |
| Net (loss) income | \$ (22,492) | \$ 4,933 | \$ (37,745) |
| Basic (loss) income per common share: | | | |
| Continuing operations | \$ (0.20) | \$ 0.05 | \$ (0.34) |
| Discontinued operations | — | (0.01) | — |
| Net (loss) income per common share | \$ (0.20) | \$ 0.04 | \$ (0.34) |
| Diluted (loss) income per common share: | | | |
| Continuing operations | \$ (0.20) | \$ 0.05 | \$ (0.34) |
| Discontinued operations | — | (0.01) | — |
| Net (loss) income per common share | \$ (0.20) | \$ 0.04 | \$ (0.34) |
| Weighted average shares outstanding: | | | |
| Basic | 112,694 | 114,382 | 112,348 |
| Diluted | 112,694 | 114,865 | 112,348 |

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

| | Six months ended | |
|--|------------------|---------------|
| | June 27, 2009 | June 28, 2008 |
| Net sales | \$ 141,614 | \$ 296,174 |
| Cost of sales | 108,801 | 172,299 |
| Amortization of acquired inventory step-up to fair value | 4,065 | — |
| Gross profit | 28,748 | 123,875 |
| Selling, general and administrative expenses | 55,406 | 80,427 |
| Engineering, research and development expenses | 16,747 | 20,863 |
| Amortization of intangible assets | 9,912 | 9,639 |
| Restructuring charges | 10,086 | — |
| Operating (loss) income | (63,403) | 12,946 |
| Interest expense (income), net | 4,425 | 68 |
| Other (income) expense, net | (3,686) | 876 |
| (Loss) income before income taxes | (64,142) | 12,002 |
| Income tax (benefit) expense | (4,850) | 3,415 |
| Equity in net loss (earnings) of affiliates | 945 | (146) |
| (Loss) income from continuing operations | (60,237) | 8,733 |
| Loss from discontinued operations, net of taxes | — | (935) |
| Net (loss) income | \$ (60,237) | \$ 7,798 |
| Basic (loss) income per common share: | | |
| Continuing operations | \$ (0.54) | \$ 0.08 |
| Discontinued operations | — | \$ (0.01) |
| Net (loss) income per common share | \$ (0.54) | \$ 0.07 |
| Diluted (loss) income per common share: | | |
| Continuing operations | \$ (0.54) | \$ 0.08 |
| Discontinued operations | — | \$ (0.01) |
| Net (loss) income per common share | \$ (0.54) | \$ 0.07 |
| Weighted average shares outstanding: | | |
| Basic | 112,521 | 115,075 |
| Diluted | 112,521 | 115,560 |

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

| | <u>June 27, 2009</u> | <u>December 31, 2008</u> |
|---|----------------------|--------------------------|
| ASSETS | | |
| Cash and cash equivalents | \$ 84,066 | \$ 115,033 |
| Accounts receivable | 58,863 | 70,535 |
| Inventories | 81,924 | 102,189 |
| Deferred tax assets, deferred tax charges and refundable income taxes | 11,862 | 14,661 |
| Other current assets and assets held for sale | 8,476 | 10,710 |
| Total current assets | 245,191 | 313,128 |
| Property, plant and equipment, net | 146,393 | 159,738 |
| Intangible assets | 83,258 | 93,139 |
| Deferred tax assets – non-current | 12,397 | 13,315 |
| Other assets | 19,508 | 18,504 |
| Total assets | <u>\$ 506,747</u> | <u>\$ 597,824</u> |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current maturities of long-term debt | 17,090 | \$ 13,166 |
| Short-term borrowings | 4,183 | — |
| Accounts payable | 18,242 | 21,782 |
| Accrued liabilities | 30,665 | 36,971 |
| Income tax payable and deferred tax liabilities | 7,161 | 7,437 |
| Total current liabilities | 77,341 | 79,356 |
| Long-term debt, less current maturities | 130,394 | 150,516 |
| Other liabilities | 25,242 | 31,782 |
| Shareholders' equity | 273,770 | 336,170 |
| Total liabilities and shareholders' equity | <u>\$ 506,747</u> | <u>\$ 597,824</u> |

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

| | <u>Three months ended</u> | | <u>Six months ended</u> | |
|--|---------------------------|----------------------|-------------------------|----------------------|
| | <u>June 27, 2009</u> | <u>June 28, 2008</u> | <u>June 27, 2009</u> | <u>June 28, 2008</u> |
| Operating activities: | | | | |
| Net (loss) income | \$ (22,492) | \$ 4,933 | \$ (60,237) | \$ 7,798 |
| Adjustments to reconcile net (loss) income to net cash used in operating activities: | | | | |
| Loss from discontinued operations | — | 592 | — | 935 |
| Depreciation | 7,903 | 6,084 | 16,173 | 12,300 |
| Amortization | 4,931 | 4,552 | 9,912 | 9,639 |
| Stock-based compensation expense | 2,369 | 2,323 | 4,179 | 4,223 |
| Charge for fair value mark-up of acquired inventory | — | — | 4,065 | — |
| Other | (2,474) | 3,022 | 1,997 | 4,451 |
| Changes in operating assets and liabilities, excluding effects of acquisitions: | | | | |
| Trade accounts receivable and notes receivable | (6,381) | 5,511 | 9,786 | 8,130 |
| Inventories | 9,855 | 2,467 | 11,450 | (345) |
| Accounts payable and accrued liabilities | (1,595) | 1,648 | (4,429) | (4,091) |
| Income taxes payable and refundable income taxes | 9,693 | 340 | 3,840 | (12,222) |
| Other | 1,404 | (1,098) | (3,068) | (837) |
| Net cash provided by (used in) operating activities | <u>3,213</u> | <u>30,374</u> | <u>(6,332)</u> | <u>29,981</u> |
| Investing activities: | | | | |
| Acquisition of property and equipment | (2,459) | (5,226) | (10,399) | (11,795) |
| Purchase of equity investment | — | (2,982) | — | (10,982) |
| Other | 185 | 829 | 236 | 919 |
| Net cash used in investing activities | <u>(2,274)</u> | <u>(7,379)</u> | <u>(10,163)</u> | <u>(21,858)</u> |
| Financing activities: | | | | |
| Payments on short-term borrowings and long-term debt | (139,018) | (14,523) | (306,951) | (19,298) |
| Proceeds from short-term and long-term borrowings | 125,000 | — | 296,510 | — |
| Repurchase and retirement of common stock | — | (12,308) | — | (24,403) |
| Issuance of common stock | — | 466 | 570 | 2,186 |
| Payments for debt issuance costs | (36) | (13) | (3,500) | (622) |
| Net cash used in financing activities | <u>(14,054)</u> | <u>(26,378)</u> | <u>(13,371)</u> | <u>(42,137)</u> |
| Net cash provided by discontinued operations | <u>—</u> | <u>1,061</u> | <u>—</u> | <u>394</u> |
| Effect of exchange rate changes on cash | <u>1,731</u> | <u>(4,163)</u> | <u>(1,101)</u> | <u>5,373</u> |
| Decrease in cash and cash equivalents | <u>(11,384)</u> | <u>(6,485)</u> | <u>(30,967)</u> | <u>(28,247)</u> |
| Cash and cash equivalents at beginning of period | <u>95,450</u> | <u>138,893</u> | <u>115,033</u> | <u>160,655</u> |
| Cash and cash equivalents at end of period | <u>\$ 84,066</u> | <u>\$ 132,408</u> | <u>\$ 84,066</u> | <u>\$ 132,408</u> |

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

| | Three Months Ended | | |
|---------------------------------|----------------------|----------------------|-----------------------|
| | <u>June 27, 2009</u> | <u>June 28, 2008</u> | <u>March 29, 2009</u> |
| Net Sales | | | |
| Contamination Control Solutions | \$ 47,541 | \$ 87,262 | \$ 34,287 |
| Microenvironments | 26,176 | 58,691 | 14,682 |
| Entegris Specialty Materials | 8,859 | 1,994 | 10,069 |
| Total | \$ 82,576 | \$ 147,947 | \$ 59,038 |

| | Three Months Ended | | |
|---|----------------------|----------------------|-----------------------|
| | <u>June 27, 2009</u> | <u>June 28, 2008</u> | <u>March 29, 2009</u> |
| Segment (loss) profit | | | |
| Contamination Control Solutions | \$ 3,181 | \$ 20,584 | \$ (8,259) |
| Microenvironments | (155) | 10,651 | (10,048) |
| Entegris Specialty Materials | (1,047) | 683 | 617 |
| Amortization of intangibles, restructuring and other charges, and unallocated expense | (22,160) | (24,050) | (25,532) |
| Operating (loss) income | \$ (20,181) | \$ 7,868 | \$ (43,222) |

END