

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 11, 2003

Entegris, Inc.  
(Exact name of registrant as specified in its charter)

Commission File No. 000-30789

Minnesota  
(State or other jurisdiction of  
incorporation or organization)

41-1941551  
(IRS Employer  
Identification No.)

3500 Lyman Boulevard  
Chaska, Minnesota 55318  
(Address of principal executive offices)

(952) 556-3131  
(Registrant's telephone number, including area code)

## ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The forward-looking statements contained herein involve risks and uncertainties that could cause actual results to differ materially from those referred to in the forward-looking statements. Such risks include, but are not limited to, those associated with the reduction in expected net sales, the reduction in expected gross margin and the reduction in pro forma operating expenses. More information about Entegris and these and other risks related to Entegris is detailed in Entegris's most recent annual report on Form 10-K for the fiscal year ended August 31, 2002 and subsequent quarterly reports on Form 10-Q as filed with the Securities and Exchange Commission. Entegris does not undertake an obligation to update forward-looking statements.

On February 11, 2003, Entegris announced the purchase of wafer and reticle carrier ("WRC") product lines from Asyst Technologies, Inc. (Asyst). The purchase was accomplished pursuant to an Asset Purchase Agreement ("the Agreement"), dated as of February 11, 2003, among Entegris Cayman Ltd., a wholly-owned subsidiary of Entegris, and Entegris (collectively, "Entegris") and Asyst. Under the terms of the agreement, Entegris paid Asyst \$38.75 million for the tangible assets associated with the WRC product lines and the patents and trademarks listed in the Patent Assignment and Cross-License and Trademark License Agreement entered into in connection with the sale. Entegris will license other patents, trademarks and intellectual property related to the WRC business from Asyst, and will pay royalties to Asyst based on net revenues generated by Entegris through the sale of certain WRC products for a period of five years.

Approximately \$14 million of the funding for the acquisition was obtained via the registrant's revolving commitment facilities with two commercial banks. No balance was outstanding under these facilities preceding the execution of the Agreement. The remaining funds utilized for the acquisition were available from the Registrant's cash, cash equivalents and short-term investments, which stood at approximately \$125 million preceding the execution of the Agreement.

The purchase price was arrived at through arms-length negotiations. At the time of the acquisition there were no material relationships between Entegris or any of its affiliates, any director or officer of Entegris, or any associate of such director or officer, on the one hand, and Asyst, on the other hand.

Pursuant to the transaction, Entegris will service Asyst's warranty obligations of WRC products sold prior to the transaction. The parties have also entered into a transition services agreement to facilitate the transfer of the WRC business to Entegris. The parties have also adopted a procedure for maintaining compatibility between their products in the future.

The press release jointly issued by Entegris and Asyst, dated February 11, 2003, titled "Entegris Acquires Silicon Wafer and Reticle Carrier Product Lines from Asyst Technologies" is attached hereto as Exhibit 99.1.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Business Acquired.

The financial information required by this Item, if any, will be filed by an amendment to this Current Report on Form 8-K within the time allowed for such filing by Item 7(a)(4) of this Form.

(b) Pro Forma Financial Information.

The financial information required by this Item, if any, will be filed by an amendment to this Current Report on Form 8-K within the time allowed for such filing by Item 7(a)(4) of this Form.

(c) Exhibits.

99.1 The Registrant's Press Release dated February 11, 2003.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

ENTEGRIS, INC.

Date: February 26, 2003

By: \s\ John D. Villas

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John D. Villas  
Chief Financial Officer

## EXHIBIT 99.1

### Entegris Acquires Silicon Wafer and Reticle Carrier Product Lines from Asyst Technologies

#### Entegris Strengthens Position in Materials Integrity Management with Strategic Transaction; Asyst Sharpens Focus on Key Automation Technologies and Products

CHASKA, Minn, and FREMONT, Calif., February 11, 2003--Entegris, Inc. (Nasdaq: ENTG), the materials integrity management company, and Asyst Technologies, Inc. (Nasdaq NM: ASYT), a leading provider of integrated automation systems that maximize semiconductor manufacturing productivity, today jointly announced that Entegris has purchased Asyst's silicon wafer and reticle carrier product lines. This transaction is designed to provide both companies with the opportunity to leverage their core competencies and accelerate new product development within the semiconductor industry.

Entegris enhances its comprehensive product and service offerings to customers including: leading technologies and intellectual property; a best-in-class engineering team; efficient and reliable manufacturing capabilities through Entegris' world-class manufacturing operations; and a worldwide service and support system enabled by a global infrastructure. In addition, Entegris and Asyst will work on technological enhancements to bring next-generation wafer carriers -- that interface with Asyst's and others' automation systems-- to the semiconductor market.

Under terms of the agreement, Entegris will pay \$38.75 million for all assets associated with Asyst's wafer and reticle carrier product lines and intellectual property. Entegris intends to hire key Asyst employees involved with these product lines.

"Entegris has a long history of working closely with automation companies and semiconductor manufacturers to both anticipate and meet the changing demands of the industry," said Jim Dauwalter, Entegris' president and chief executive officer. "After a series of working meetings with Asyst, we have come to an agreement that will enable Entegris to provide even stronger support to the semiconductor industry. We feel this accretive transaction will also lead to the accelerated development of our next-generation products and allows Entegris to continue to pursue our growth strategy. Adding this talent and technology to our own creates a truly exciting opportunity to bring to market the kinds of products that will improve our customers' efficiencies and capabilities."

"We are continuing to sharpen our focus, both by outsourcing to superior manufacturing partners and by channeling our resources toward the key automation technologies and markets that provide us with the greatest competitive advantages," said Steve Schwartz, Asyst's chairman and chief executive officer. "This agreement will ensure superior on-going support of our wafer and reticle carrier customers, from a company that is not only an expert in manufacturing but also has the capability to extend product design for the future. Entegris knows these products and understands industry requirements, making this transaction the best approach for our mutual customers."

Entegris and Asyst will host a conference call to provide additional details of the agreement today at 5:30 p.m. EST. The call will be accessible by phone at 913-981-5582, access code 427770 or via webcast at [www.entegris.com/investors](http://www.entegris.com/investors). For those who cannot listen to the live broadcast, a replay will be available shortly after the call at the website or by dialing 888-203-1112, access code 427770 until Feb. 17, 2003.

## ABOUT ENTEGRIS

Entegris products and services protect and transport the critical materials that enable the world's leading technologies. Entegris is a leading materials integrity management company providing products and services used from production to consumption in the semiconductor, data storage, chemical processing, pharmaceutical, fuel cell and other key technology-driven industries worldwide.

Entegris is headquartered in Chaska, Minnesota, USA and has manufacturing facilities in the United States, Germany, Japan and Malaysia and is ISO 9001 certified. Directly and through alliances with Metron Technology and other distributors, Entegris provides customer support on six continents. Additional information can be found at [www.entegris.com](http://www.entegris.com)

## ABOUT ASYST

Asyst Technologies, Inc. is a leading provider of integrated automation systems for the semiconductor manufacturing industry, which enable semiconductor manufacturers to increase their manufacturing productivity and protect their investment in silicon wafers during the manufacture of integrated circuits, or ICs. Encompassing isolation systems, work-in-process materials management, substrate-handling robotics, automated transport and loading systems, and connectivity automation software, Asyst's modular, interoperable solutions allow chipmakers and original equipment manufacturers, or OEMs, to select and employ the value-assured, hands-off manufacturing capabilities that best suit their needs. Asyst's homepage is <http://www.asyst.com>.

## FORWARD-LOOKING STATEMENTS

Certain information in this news release does not relate to historical financial information and may be deemed to constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to certain risks and uncertainties that could cause the company's actual results in the future to differ materially from its historical results and those presently anticipated or projected.

Among these risks and uncertainties are general economic conditions, the cyclical nature of the semiconductor industry, and the successful transition and integration of the acquired product lines. Other factors that could cause the Entegris' or Asyst's results to differ materially from those contained in its forward-looking statements are included in the Form 10K filed for Entegris in November 2002 and Asyst in June 2002 or in other documents filed by either company with the Securities and Exchange Commission.