

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) August 13, 2007.

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))

**Item 2.02. Results of Operations and Financial Condition**

On Monday, August 13, 2007, Entegris, Inc. (the Company) shared information regarding the Company’s financial results for the quarters ended April 1, 2006, July 1, 2006, September 30, 2006, December 31, 2006, March 31, 2007 and June 30, 2007 in meetings with investors as an addition to our standard investor presentation. The historical information is included in Exhibit 99.1 hereto and is incorporated herein by reference. The presentation includes information regarding the Company’s financial results that is has not been previously released to the public.

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 Historical financial information

---

**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: August 14, 2007

By /s/ Peter W. Walcott

Peter W. Walcott,  
Senior Vice President & General Counsel

Page 2

# Income Statement Continuing Operations – Non-GAAP

In \$ thousands, except per share data

	FY2006				FY2007	
	Q1	Q2	Q3	Q4	Q1	Q2
<b>Sales</b>	<b>\$156,406</b>	<b>\$179,296</b>	<b>\$169,880</b>	<b>\$167,300</b>	<b>\$159,571</b>	<b>\$153,508</b>
<b>Gross Margin</b>	<b>75,275</b>	<b>86,644</b>	<b>75,889</b>	<b>69,774</b>	<b>68,949</b>	<b>65,480</b>
<b>GM%</b>	<b>48.1%</b>	<b>48.3%</b>	<b>44.7%</b>	<b>41.7%</b>	<b>43.2%</b>	<b>42.7%</b>
<b>Operating Income</b>	<b>25,249</b>	<b>34,506</b>	<b>28,674</b>	<b>23,890</b>	<b>18,517</b>	<b>16,097</b>
<b>% of Sales</b>	<b>16.1%</b>	<b>19.2%</b>	<b>16.9%</b>	<b>14.3%</b>	<b>11.6%</b>	<b>10.5%</b>
<b>EPS</b>	<b>\$0.13</b>	<b>\$0.18</b>	<b>\$0.16</b>	<b>\$0.16</b>	<b>\$0.11</b>	<b>\$0.11</b>

- Reflects non-GAAP results for continuing operations, adjusted for merger-related and other restructuring charges, amortization expense, integration expense, and integration-related stock-based compensation as well as a one-time gain from sale of an equity investment in Q2-07.
- A reconciliation of GAAP to non-GAAP results is provided in the following pages.

*The materials integrity management company*



Entegris, Inc.  
GAAP to Non-GAAP Reconciliation of  
Statement of Operations  
For the Three Months Ended April 1, 2006  
(Unaudited)

<i>(In thousands, except per share data)</i>	<i>As previously reported</i>	<i>Reclass Cleaning Equipment as Discontinued Operations</i>	<i>U.S. GAAP</i>	<i>Less Adjustments to GAAP</i>	<i>Non- GAAP</i>
Net sales	157,662	1,256	156,406	—	156,406
Cost of sales	84,703	1,124	83,579	2,448	81,131
<b>Gross profit</b>	<b>72,959</b>	<b>132</b>	<b>72,827</b>	<b>(2,448)</b>	<b>75,275</b>
Selling, general and administrative expenses	52,068	371	51,697	10,713	40,984
Engineering, research and development expenses	9,176	134	9,042	—	9,042
<b>Operating profit (loss)</b>	<b>11,715</b>	<b>(373)</b>	<b>12,088</b>	<b>(13,161)</b>	<b>25,249</b>
Interest income, net	2,023	—	2,023	—	2,023
Other income (expense), net	795	—	795	—	795
<b>Income (loss) before income taxes and equity in (earnings) loss of affiliates</b>	<b>14,533</b>	<b>(373)</b>	<b>14,906</b>	<b>(13,161)</b>	<b>28,067</b>
Income tax expense (benefit)	4,796	(140)	4,936	(4,346)	9,282
Equity in net (earnings) loss of affiliates	(36)	—	(36)	—	(36)
<b>Income (loss) from continuing operations</b>	<b>9,773</b>	<b>(233)</b>	<b>10,006</b>	<b>(8,815)</b>	<b>18,821</b>
Income (loss) from operations of discontinued businesses, net of taxes	1,580	233	1,347	—	1,347
Impairment loss on assets of discontinued businesses, net of taxes	—	—	—	—	—
<b>Income (loss) from discontinued operations, net of taxes</b>	<b>1,580</b>	<b>233</b>	<b>1,347</b>	<b>—</b>	<b>1,347</b>
<b>Net income (loss)</b>	<b>11,353</b>	<b>—</b>	<b>11,353</b>	<b>(8,815)</b>	<b>20,168</b>
Basic earnings (loss) per common share:					
Continuing operations	0.07	(0.00)	0.07	(0.06)	0.14
Discontinued operations	0.01	0.00	0.01	—	0.01
Net income (loss)	0.08	—	0.08	(0.06)	0.15
Diluted earnings (loss) per common share:					
Continuing operations	0.07	(0.00)	0.07	(0.06)	0.13
Discontinued operations	0.01	0.00	0.01	—	0.01
Net income (loss)	0.08	—	0.08	(0.06)	0.14
Weighted shares outstanding					
Basic	136,889	136,889	136,889	136,889	136,889
Diluted	140,402	140,402	140,402	140,402	140,402

Entegris, Inc.  
GAAP to Non-GAAP Reconciliation of  
Statement of Operations  
For the Three Months Ended July 1, 2006  
(Unaudited)

<i>(In thousands, except per share data)</i>	<i>As previously reported</i>	<i>Reclass Cleaning Equipment as Discontinued Operations</i>	<i>U.S. GAAP</i>	<i>Less Adjustments to GAAP</i>	<i>Non- GAAP</i>
Net sales	180,701	1,405	179,296	—	179,296
Cost of sales	93,594	1,279	92,315	(337)	92,652
<b>Gross profit</b>	<b>87,107</b>	<b>126</b>	<b>86,981</b>	<b>337</b>	<b>86,644</b>
Selling, general and administrative expenses	51,977	424	51,553	9,392	42,161
Engineering, research and development expenses	10,219	242	9,977	—	9,977
<b>Operating profit (loss)</b>	<b>24,911</b>	<b>(540)</b>	<b>25,451</b>	<b>(9,055)</b>	<b>34,506</b>
Interest income, net	1,897	—	1,897	—	1,897
Other income (expense), net	799	—	799	—	799
<b>Income (loss) before income taxes and equity in (earnings) loss of affiliates</b>	<b>27,607</b>	<b>(540)</b>	<b>28,147</b>	<b>(9,055)</b>	<b>37,202</b>
Income tax expense (benefit)	9,321	(203)	9,524	(3,100)	12,624
Equity in net (earnings) loss of affiliates	(159)	—	(159)	—	(159)
<b>Income (loss) from continuing operations</b>	<b>18,445</b>	<b>(337)</b>	<b>18,782</b>	<b>(5,955)</b>	<b>24,737</b>
Income (loss) from operations of discontinued businesses, net of taxes	(252)	337	(589)	—	(589)
Impairment loss on assets of discontinued businesses, net of taxes	—	—	—	—	—
<b>Income (loss) from discontinued operations, net of taxes</b>	<b>(252)</b>	<b>337</b>	<b>(589)</b>	<b>—</b>	<b>(589)</b>
<b>Net income (loss)</b>	<b>18,193</b>	<b>—</b>	<b>18,193</b>	<b>(5,955)</b>	<b>24,148</b>
Basic earnings (loss) per common share:					
Continuing operations	0.13	(0.00)	0.14	(0.04)	0.18
Discontinued operations	(0.00)	0.00	(0.00)	—	(0.00)
Net income (loss)	0.13	—	0.13	(0.04)	0.18
Diluted earnings (loss) per common share:					
Continuing operations	0.13	(0.00)	0.13	(0.04)	0.18
Discontinued operations	(0.00)	0.00	(0.00)	—	(0.00)
Net income (loss)	0.13	—	0.13	(0.04)	0.17
Weighted shares outstanding					
Basic	137,445	137,445	137,445	137,445	137,445
Diluted	140,621	140,621	140,621	140,621	140,621

Entegris, Inc.  
GAAP to Non-GAAP Reconciliation of  
Statement of Operations  
For the Three Months Ended September 30, 2006  
(Unaudited)

<i>(In thousands, except per share data)</i>	<i>As previously reported</i>	<i>Reclass Cleaning Equipment as Discontinued Operations</i>	<i>U.S. GAAP</i>	<i>Less Adjustments to GAAP</i>	<i>Non- GAAP</i>
Net sales	171,262	1,382	169,880	—	169,880
Cost of sales	95,000	958	94,042	51	93,991
<b>Gross profit</b>	<b>76,262</b>	<b>424</b>	<b>75,838</b>	<b>(51)</b>	<b>75,889</b>
Selling, general and administrative expenses	43,672	388	43,284	5,720	37,564
Engineering, research and development expenses	9,840	189	9,651	—	9,651
<b>Operating profit (loss)</b>	<b>22,750</b>	<b>(153)</b>	<b>22,903</b>	<b>(5,771)</b>	<b>28,674</b>
Interest income, net	2,846	—	2,846	—	2,846
Other income (expense), net	702	—	702	—	702
<b>Income (loss) before income taxes and equity in (earnings) loss of affiliates</b>	<b>26,298</b>	<b>(153)</b>	<b>26,451</b>	<b>(5,771)</b>	<b>32,222</b>
Income tax expense (benefit)	8,468	(58)	8,526	(1,794)	10,320
Equity in net (earnings) loss of affiliates	(93)	—	(93)	—	(93)
<b>Income (loss) from continuing operations</b>	<b>17,923</b>	<b>(95)</b>	<b>18,018</b>	<b>(3,977)</b>	<b>21,995</b>
Income (loss) from operations of discontinued businesses, net of taxes	(102)	95	(197)	—	(197)
Impairment loss on assets of discontinued businesses, net of taxes	—	—	—	—	—
<b>Income (loss) from discontinued operations, net of taxes</b>	<b>(102)</b>	<b>95</b>	<b>(197)</b>	<b>—</b>	<b>(197)</b>
<b>Net income (loss)</b>	<b>17,821</b>	<b>—</b>	<b>17,821</b>	<b>(3,977)</b>	<b>21,798</b>
Basic earnings (loss) per common share:					
Continuing operations	0.13	(0.00)	0.13	(0.03)	0.16
Discontinued operations	(0.00)	0.00	(0.00)	—	(0.00)
Net income (loss)	0.13	—	0.13	(0.03)	0.16
Diluted earnings (loss) per common share:					
Continuing operations	0.13	(0.00)	0.13	(0.03)	0.16
Discontinued operations	(0.00)	0.00	(0.00)	—	(0.00)
Net income (loss)	0.13	—	0.13	(0.03)	0.16
Weighted shares outstanding					
Basic	135,538	135,538	135,538	135,538	135,538
Diluted	138,921	138,921	138,921	138,921	138,921

**Entegris, Inc.**  
**GAAP to Non-GAAP Reconciliation of**  
**Statement of Operations**  
**For the Three Months Ended December 31, 2006**  
**(Unaudited)**

<i>(In thousands, except per share data)</i>	<i>As previously reported</i>	<i>Reclass Cleaning Equipment as Discontinued Operations</i>	<i>U.S. GAAP</i>	<i>Less Adjustments to GAAP</i>	<i>Non- GAAP</i>
Net sales	169,081	1,781	167,300	—	167,300
Cost of sales	99,260	1,392	97,868	342	97,526
<b>Gross profit</b>	<b>69,821</b>	<b>389</b>	<b>69,432</b>	<b>(342)</b>	<b>69,774</b>
Selling, general and administrative expenses	42,055	278	41,777	5,297	36,480
Engineering, research and development expenses	9,595	191	9,404	—	9,404
<b>Operating profit (loss)</b>	<b>18,171</b>	<b>(80)</b>	<b>18,251</b>	<b>(5,639)</b>	<b>23,890</b>
Interest income, net	2,439	—	2,439	—	2,439
Other income (expense), net	(638)	—	(638)	—	(638)
<b>Income (loss) before income taxes and equity in (earnings) loss of affiliates</b>	<b>19,972</b>	<b>(80)</b>	<b>20,052</b>	<b>(5,639)</b>	<b>25,691</b>
Income tax expense (benefit)	3,920	(30)	3,950	(851)	4,801
Equity in net (earnings) loss of affiliates	(243)	—	(243)	—	(243)
<b>Income (loss) from continuing operations</b>	<b>16,295</b>	<b>(50)</b>	<b>16,345</b>	<b>(4,788)</b>	<b>21,133</b>
Income (loss) from operations of discontinued businesses, net of taxes	(196)	50	(246)	—	(246)
Impairment loss on assets of discontinued businesses, net of taxes	—	—	—	—	—
<b>Income (loss) from discontinued operations, net of taxes</b>	<b>(196)</b>	<b>50</b>	<b>(246)</b>	<b>—</b>	<b>(246)</b>
<b>Net income (loss)</b>	<b>16,099</b>	<b>—</b>	<b>16,099</b>	<b>(4,788)</b>	<b>20,887</b>
Basic earnings (loss) per common share:					
Continuing operations	0.12	(0.00)	0.13	(0.04)	0.16
Discontinued operations	(0.00)	0.00	(0.00)	—	(0.00)
Net income (loss)	0.12	—	0.12	(0.04)	0.16
Diluted earnings (loss) per common share:					
Continuing operations	0.12	(0.00)	0.12	(0.04)	0.16
Discontinued operations	(0.00)	0.00	(0.00)	—	(0.00)
Net income (loss)	0.12	—	0.12	(0.04)	0.16
Weighted shares outstanding					
Basic	130,594	130,594	130,594	130,594	130,594
Diluted	134,024	134,024	134,024	134,024	134,024



Entegris, Inc.  
GAAP to Non-GAAP Reconciliation of  
Statement of Operations  
For the Three Months Ended March 31, 2007  
(Unaudited)

<i>(In thousands, except per share data)</i>	<i>As previously reported</i>	<i>Reclass Cleaning Equipment as Discontinued Operations</i>	<i>U.S. GAAP</i>	<i>Less Adjustments to GAAP</i>	<i>Non- GAAP</i>
Net sales	161,076	1,505	159,571	—	159,571
Cost of sales	92,277	1,213	91,064	442	90,622
<b>Gross profit</b>	<b>68,799</b>	<b>292</b>	<b>68,507</b>	<b>(442)</b>	<b>68,949</b>
Selling, general and administrative expenses	46,194	250	45,944	6,046	39,898
Engineering, research and development expenses	10,754	220	10,534	—	10,534
<b>Operating profit (loss)</b>	<b>11,851</b>	<b>(178)</b>	<b>12,029</b>	<b>(6,488)</b>	<b>18,517</b>
Interest income, net	2,818	—	2,818	—	2,818
Other income (expense), net	(25)	—	(25)	—	(25)
<b>Income (loss) before income taxes and equity in (earnings) loss of affiliates</b>	<b>14,644</b>	<b>(178)</b>	<b>14,822</b>	<b>(6,488)</b>	<b>21,310</b>
Income tax expense (benefit)	4,286	(57)	4,343	(2,076)	6,419
Equity in net (earnings) loss of affiliates	(25)	—	(25)	—	(25)
<b>Income (loss) from continuing operations</b>	<b>10,383</b>	<b>(121)</b>	<b>10,504</b>	<b>(4,412)</b>	<b>14,916</b>
Income (loss) from operations of discontinued businesses, net of taxes	—	121	(121)	—	(121)
Impairment loss on assets of discontinued businesses, net of taxes	—	—	—	—	—
<b>Income (loss) from discontinued operations, net of taxes</b>	<b>—</b>	<b>121</b>	<b>(121)</b>	<b>—</b>	<b>(121)</b>
<b>Net income (loss)</b>	<b>10,383</b>	<b>—</b>	<b>10,383</b>	<b>(4,412)</b>	<b>14,795</b>
Basic earnings (loss) per common share:					
Continuing operations	0.08	(0.00)	0.08	(0.03)	0.11
Discontinued operations	—	0.00	(0.00)	—	(0.00)
Net income (loss)	0.08	—	0.08	(0.03)	0.11
Diluted earnings (loss) per common share:					
Continuing operations	0.08	(0.00)	0.08	(0.03)	0.11
Discontinued operations	—	0.00	(0.00)	—	(0.00)
Net income (loss)	0.08	—	0.08	(0.03)	0.11
Weighted shares outstanding					
Basic	132,194	132,194	132,194	132,194	132,194
Diluted	135,233	135,233	135,233	135,233	135,233

**Entegris, Inc.**  
**GAAP to Non-GAAP Reconciliation of**  
**Statement of Operations**  
**For the Three Months Ended June 30, 2007**  
**(Unaudited)**

	<i>U.S. GAAP Before Reflecting Cleaning Equipment as Discontinued Operations</i>	<i>Reclass Cleaning Equipment as Discontinued Operations</i>	<i>U.S. GAAP as reported</i>	<i>Less Adjustments to GAAP</i>	<i>Non- GAAP</i>
<i>(In thousands, except per share data)</i>					
Net sales	155,533	2,025	153,508	—	153,508
Cost of sales	89,551	1,537	88,014	(15)	88,029
<b>Gross profit</b>	<b>65,982</b>	<b>488</b>	<b>65,494</b>	<b>15</b>	<b>65,479</b>
Selling, general and administrative expenses	46,982	2,665	44,317	4,614	39,703
Engineering, research and development expenses	9,932	253	9,679	—	9,679
<b>Operating profit (loss)</b>	<b>9,068</b>	<b>(2,430)</b>	<b>11,498</b>	<b>(4,599)</b>	<b>16,097</b>
Interest income, net	2,559	—	2,559	—	2,559
Other income (expense), net	6,074	—	6,074	6,068	6
<b>Income (loss) before income taxes and equity in (earnings) loss of affiliates</b>	<b>17,701</b>	<b>(2,430)</b>	<b>20,131</b>	<b>1,469</b>	<b>18,662</b>
Income tax expense (benefit)	3,004	(1,457)	4,461	810	3,651
Equity in net (earnings) loss of affiliates	(80)	—	(80)	—	(80)
<b>Income (loss) from continuing operations</b>	<b>14,777</b>	<b>(973)</b>	<b>15,750</b>	<b>659</b>	<b>15,091</b>
Income (loss) from operations of discontinued businesses, net of taxes	—	4	(4)	—	(4)
Impairment loss on assets of discontinued businesses, net of taxes	—	969	(969)	—	(969)
<b>Income (loss) from discontinued operations, net of taxes</b>	<b>—</b>	<b>973</b>	<b>(973)</b>	<b>—</b>	<b>(973)</b>
<b>Net income (loss)</b>	<b>14,777</b>	<b>—</b>	<b>14,777</b>	<b>659</b>	<b>14,118</b>
Basic earnings (loss) per common share:					
Continuing operations	0.11	(0.01)	0.12	0.01	0.12
Discontinued operations	—	0.01	(0.01)	—	(0.01)
Net income (loss)	0.11	—	0.11	0.01	0.11
Diluted earnings (loss) per common share:					
Continuing operations	0.11	(0.01)	0.12	0.00	0.11
Discontinued operations	—	0.01	(0.01)	—	(0.01)
Net income (loss)	0.11	—	0.11	0.00	0.11
Weighted shares outstanding					
Basic	129,225	129,225	129,225	129,225	129,225
Diluted	132,293	132,293	132,293	132,293	132,293