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 24, 2001 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, 2001
Common Stock, $0.01 Par Value	69,898,307

ENTEGRIS, INC., INC. AND SUBSIDIARIES
FORM 10-Q
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FOR THE QUARTER ENDED NOVEMBER 24, 2001

Item 1. Financial Statements

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

	November 24, 2001	August 25, 2001
ASSETS		
Current assets		
Cash and cash equivalents	$ 65,572	$ 74,451
Short-term investments	47,539	36,628
Trade accounts receivable, net of allowance for doubtful accounts	34,046	36,303
Trade accounts receivable due from affiliates	2,369	7,171
Inventories	43,872	47,202
Deferred tax assets and refundable income taxes	9,446	10,424
Other current assets	4,735	7,858
Total current assets	207,579	220,037
Property, plant and equipment, net	102,563	109,131
Other assets		
Investments	11,469	12,295
Intangible assets, net of amortization	50,893	51,766
Other	3,285	2,449
Total assets	$375,789	$395,678
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Current maturities of long-term debt	$ 1,848	$ 2,238
Short-term borrowings	10,070	8,813
Accounts payable	10,405	16,572
Accrued liabilities	25,935	33,630
Total current liabilities	48,258	61,253
Long-term debt, less current maturities	13,541	13,101
Deferred tax liabilities	3,661	3,950
Minority interest in subsidiaries	4,814	5,067
Commitments and contingencies	-	-
Shareholders' equity		
Common stock, $0.01 par value; 200,000,000 authorized; issued and outstanding shares: 69,767,615 and 69,729,821, respectively	698	697
Additional paid-in capital	121,479	121,449
Retained earnings	182,240	188,156
Accumulated other comprehensive income	1,098	2,005
Total shareholders' equity	305,515	312,307
Total liabilities and shareholders' equity	$375,789	$395,678

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 24, 2001	November 25, 2000
Sales to non-affiliates	$40,502	$ 68,602
Sales to affiliates	5,350	34,037
Net sales	45,852	102,639
Cost of sales	30,657	50,087
Gross profit	15,195	52,552
Selling, general and administrative expenses	17,359	21,235
Nonrecurring charges	4,001	-
Engineering, research and development expenses	4,312	3,533
Operating (loss) profit	(10,477)	27,784
Interest income, net	(451)	(1,459)
Other expense (income), net	(289)	80
(Loss) income before income taxes and other items below	(9,737)	29,163
Income tax (benefit) expense	(3,700)	11,081
Equity in net income of affiliates	-	(738)
Minority interest in subsidiaries' net (loss) income	(121)	708
Net (loss) income	$(5,916)	$ 18,112
(Loss) earnings per common share:		
Basic	$(0.08)	$0.26
Diluted	$(0.08)	$0.25
Weighted shares outstanding:		
Basic	69,742	68,362
Diluted	69,742	72,838

See accompanying notes to consolidated financial statements.

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

	Three months ended	
	November 24, 2001	November 25, 2000
OPERATING ACTIVITIES		
Net (loss) income	$(5,916)	$18,112
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	6,871	6,037
Asset impairment	2,300	750
Provision for doubtful accounts	(194)	550
Provision for deferred income taxes	(287)	4
Equity in net income of affiliates	-	(738)
Loss on sale of property and equipment	265	44
Minority interest in subsidiaries' net (loss) income	(121)	708
Changes in operating assets and liabilities:		
Trade accounts receivable	2,450	(2,973)
Trade accounts receivable due from affiliates	4,802	(6,071)
Inventories	3,330	(5,380)
Accounts payable and accrued liabilities	(13,862)	(1,293)
Other current assets	3,122	(788)
Accrued income taxes and refundable income taxes	978	8,947
Other	(458)	(723)
Net cash provided by operating activities	3,280	17,186
INVESTING ACTIVITIES		
Acquisition of property and equipment	(2,632)	(4,006)
Purchases of intangible assets	(135)	(83)
Proceeds from sales of property and equipment	236	117
Purchases of short-term investments	(30,326)	-
Maturities of short-term investments	19,415	-
Other	45	1,506
Net cash used in investing activities	(13,397)	(2,466)
FINANCING ACTIVITIES		
Principal payments on short-term borrowings and long-term debt	(3,462)	(536)
Proceeds from short-term borrowings and long-term debt	4,768	226
Issuance of common stock	32	212
Repurchase of common stock	-	(190)
Net cash provided by (used in) financing activities	1,338	(288)
Effect of exchange rate changes on cash and cash equivalents	(100)	(197)
(Decrease) increase in cash and cash equivalents	(8,879)	14,235
Cash and cash equivalents at beginning of period	74,451	102,973
Cash and cash equivalents at end of period	$65,572	$117,208

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 necessary to present fairly, in conformity with accounting principles generally accepted in the United States of America, the financial position as of November 24, 2001 and August 25, 2001, the results of operations for the three months ended November 24, 2001 and November 25, 2000 and cash flows for the three months ended November 24, 2001 and November 25, 2000. 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 25, 2001. The results of operations for the three months ended November 24, 2001 and November 25, 2000 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. In fiscal 2002, the Company's interim quarters end on November 24, 2001, March 2, 2002 and June 1, 2002.

2. (Loss) earnings per share

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

	Three Months Ended	
	November 24, 2001	November 25, 2000
Basic (loss) earnings per share-weighted common shares outstanding	69,742,000	68,362,000
Weighted common shares assumed upon exercise of stock options	-	4,476,000
Diluted (loss) earnings per share-weighted common shares and common shares equivalent outstanding	69,742,000	72,838,000

The effect of the inclusion of stock options in the first quarter of fiscal 2002 is anti-dilutive.

3. Inventories

Inventories consist of the following (in thousands):

	November 24, 2001	August 25, 2001
Raw materials	$13,982	$15,167
Work-in process	1,695	1,451
Finished goods	27,597	29,971
Supplies	598	613
Total inventories	$43,872	$47,202

4. Comprehensive (Loss) Income

For the quarters ended November 24, 2001 and November 25, 2000 net (loss) income, items of other comprehensive (loss) income and comprehensive (loss) income are as follows (in thousands):

	Quarter ended	
	November 24, 2001	November 25, 2000
Net (loss) income	$(5,916)	$18,112
Items of other comprehensive (loss) income		
Foreign currency translation	(376)	(601)
Unrealized loss in marketable securities	(531)	(343)
Comprehensive (loss) income	$(6,823)	$17,168

5. Recently Issued Accounting Pronouncements

In June 2001, the Financial Accounting Standards Board issued SFAS No. 141, Business Combinations, and SFAS No. 142, Goodwill and Other Intangible Assets. Major provisions of these statements are as follows: all business combinations must now use the purchase method of accounting, the pooling of interest method of accounting is now prohibited; intangible assets acquired in a business combination must be recorded separately from goodwill if they arise from contractual or other legal rights or are separable from the acquired entity and can be sold, transferred, licensed, rented or exchanged, either individually or as a part of a related contract, asset or liability; goodwill and intangible assets with indefinite lives are not amortized, but tested for impairment annually, except in certain circumstances, and whenever there is an impairment indicator; all acquired goodwill must be assigned to reporting units for purposes of impairment testing and segment reporting; upon adoption of SFAS 142, goodwill is no longer subject to amortization.

The Company adopted SFAS No. 141 and SFAS No. 142 as of August 26, 2001. As required by SFAS 142, the Company is in the process of performing an impairment test on goodwill as of the adoption date. Thereafter, the Company will perform impairment tests annually and whenever events or circumstances occur indicating that goodwill or other intangible assets might be impaired. As of August 26, 2001, the Company is no longer amortizing goodwill. Goodwill amortization expense was $0.2 million net of income taxes for the quarter ended November 25, 2000. The Company estimates that goodwill amortization expense would have been approximately $0.6 million net of income taxes in the first quarter of fiscal 2002. The following table presents a reconciliation of net (loss) income and (loss) earnings per share adjusted for the exclusion of goodwill, net of income taxes (in thousands, except per share figures):

	Three months ended		
Net income (loss):	November 24, 2001	November 25, 2000	November 27, 1999
Reported net (loss) income	$ (5,916)	$18,112	$12,054
Add: Goodwill amortization, net of tax	-	192	183
Adjusted net (loss) income	$ (5,916)	$18,304	$12,237

	Three months ended		
Basic (loss) earnings per share:	November 24, 2001	November 25, 2000	November 27, 1999
Reported basic (loss) earnings per share	$ (0.08)	$0.26	$(0.56)
Add: Goodwill amortization, net of tax	-	-	-
Adjusted basic (loss) earnings per share	$ (0.08)	$0.26	$(0.56)

Diluted (loss) earnings per share:	Three months ended November 24, 2001	November 25, 2000	November 27, 1999
Reported basic (loss) earnings per share	$ (0.08)	$0.25	$(0.56)
Add: Goodwill amortization, net of tax	-	-	-
Adjusted diluted (loss) earnings per share	$ (0.08)	$0.25	$(0.56)

As of August 25, 2001, goodwill amounted to $20.1 million. There were no additions during the first quarter of fiscal 2002. Other intangible assets, which include patents and other identifiable intangible assets of $30.8 million as of November 24, 2001, are being amortized over their useful lives and are as follows (in thousands):

Amortized intangible assets:	As of November 24, 2001 Gross carrying amount	Accumulated amortization
Patents	$ 14,446	$ 2,197
Unpatented technology	9,844	461
Employment and noncompete agreements	6,211	264
Other	3,657	446
	$ 34,158	$ 3,368

Aggregate amortization expense for the quarter ended November 24, 2001 amounted to $1.0 million. Estimated amortization expense for the fiscal years 2002 to 2006 is $3.8 million, $3.8 million, $3.7 million, $3.7 million and $3.6 million, respectively.

In October 2001, the FASB issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, which addresses financial accounting and reporting for the impairment or disposal of long-lived assets. While SFAS No. 144 supersedes SFAS No.121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of, it retains many of the fundamental provisions of that Statement. SFAS No. 144 becomes effective for fiscal years beginning after December 15, 2001. The Company is evaluating SFAS No. 144 to determine the impact on its financial condition and results of operations.

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

Quarter Ended November 24, 2001 Compared to Quarter Ended November 25, 2000

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

	Three Months Ended	
	November 24, 2001	November 25, 2000
Net sales	100.0	100.0
Cost of sales	66.9	48.8
Gross profit	33.1	51.2
Selling, general and administrative expenses	37.9	20.7
Nonrecurring charges	8.7	-
Engineering, research and development expenses	9.4	3.4
Operating (loss) profit	(22.8)	27.1
Interest income net	(1.0)	(1.4)
Other expense (income), net	(0.6)	0.1
(Loss) income before income taxes and other items below	(21.2)	28.4
Income tax (benefit) expense	(8.1)	10.8
Equity in net earnings of affiliated companies	0.0	(0.7)
Minority interest in subsidiaries' net (loss) income	(0.3)	0.7
Net (loss) income	(12.9)	17.6
Effective tax rate	38.0	38.0

Net sales. Net sales were $45.9 million in the first quarter of fiscal 2002, down 55% compared to $102.6 million in the first quarter of fiscal 2001. The sharp decline reflected the decrease in product sales associated with the severe downturn in the semiconductor industry, which began in the second half of fiscal 2001. Lower revenues were recorded in all geographic regions and across nearly all product lines. Sales for the Company's Fluid Handling Group which are closely tied to industry capital spending cycles, declined 76% from first quarter 2001. The Company's Microelectronics Group also saw a sales decline of 44% from one year ago. International sales accounted for approximately 51% of net sales in the first quarter of fiscal 2002 compared to 48% in the first quarter of fiscal 2001. While the business environment continues to be uncertain, the Company expects sales for the second quarter of fiscal 2002 to be about flat with first quarter fiscal 2002 levels

Gross profit. Gross profit in the first quarter of fiscal 2002 dropped by $37.4 million to $15.2 million, a decrease of 71% from the $52.6 million reported in the first quarter of fiscal 2001. The gross margin for the fiscal 2002 first quarter declined to 33.1% compared to 51.2% a year ago. Gross margin and gross profit declines were reported by both domestic and international operations. The drops in fiscal 2002 figures were primarily caused by the lower sales levels noted above, which resulted in lower production levels. Partly offsetting the declines was the reversal of profit-sharing accruals of $0.4 million (of a Company total of $0.8 million, the remainder being included in selling, general and administrative, and engineering, research and development expenses) made earlier in calendar 2001while the Company generated net earnings. The first quarter of fiscal 2001 also included an asset impairment charge of $0.8 million mainly for asset write-offs of molds that were determined to have no future use.

Selling, general and administrative expenses. Selling, general and administrative (SG&A) expenses decreased $3.8 million, or 18%, to $17.4 million in the first quarter of fiscal 2002 from $21.2 million in the first quarter of fiscal 2001. The decrease was due to the significantly lower bonus and charitable contribution accruals, which are largely based on company profitability. SG&A costs, as a percent of net sales, increased to 37.9% from 20.7%.

Nonrecurring charges. The first quarter of 2002 includes a nonrecurring charge of $4.0 million in connection with the closures of the Company's Chanhassen, MN and one of its Chaska, MN plants. The charge included $1.5 million in termination costs related to a workforce reduction of 230 employees and $2.3 million for estimated losses for asset impairment.

Engineering, research and development expenses. Engineering, research and development expenses were $4.3 million in the first quarter of fiscal 2002, up 18% compared to $3.5 million in the first quarter of fiscal 2001. Engineering, research and development costs, as a percent of net sales, increased to 9.4% from 3.4% reflecting both higher ER&D expenditures and lower net sales.

Interest income, net. Net interest income of $0.5 million in the first quarter of fiscal 2002 compared $1.5 million in the year-ago period. The change reflects the lower rates of interest on marketable securities and a shift in the mix of investments to tax exempt securities.

Other expense (income), net. Other income was $0.3 million in the first quarter of fiscal 2002 compared to other expense of $80 thousand in the first quarter a year ago. The change mainly reflects the foreign currency gains associated with forward foreign currency contracts.

Income tax (benefit) expense. An income tax benefit of $3.7 million in the first quarter of fiscal 2002 compared to income tax expense of $11.1 million reported a year earlier, reflected the Company's pre-tax operating results. The effective tax rate was 38% in the first quarter of both fiscal 2002 and fiscal 2001.

Equity in net income of affiliates. Equity in the net income of affiliates was zero in the first quarter of fiscal 2002 compared to $0.7 million in the first quarter a year earlier. This reflects the change in accounting for the Company's investment in Metron, which was recorded under the equity method of accounting through the second quarter of fiscal 2001 at which time the Company began accounting for its remaining investment as an available-for-sale security, as our ownership percentage was reduced.

Net (loss) income. The Company recorded a net loss of $5.9 million, or $0.08 per diluted share, in the first quarter of fiscal 2002, compared to net income of $18.1 million, or $0.25 per diluted share, in the year-ago period.

Liquidity and Capital Resources

Operating activities. Cash flow provided by operating activities totaled $3.3 million in the first quarter of fiscal 2002. Noncash charges, such as depreciation and amortization of $6.9 million, as well as decreases in inventory of $3.3 million and in accounts receivable of $7.3 million were partly offset by the Company's net loss and a $13.9 million reduction in payable and accruals. Working capital at November 24, 2001 stood at $159.3 million, including $113.1 million in cash, cash equivalents and short-term investments.

Investing activities. Cash flow used in investing activities totaled $13.4 million in the first quarter of fiscal 2002. Acquisition of property and equipment totaled $2.6 million and included additions of manufacturing equipment and the upgrading and integration of information systems. The Company expects capital expenditures of approximately $25 to $30 million during fiscal 2002, consisting mainly of spending on manufacturing equipment and information systems. The company had purchases, net of maturities of short-term investments of $10.9 million during the quarter.

Financing activities. Cash provided by financing activities totaled $1.3 million during the first quarter of fiscal 2002. The company made scheduled payments $3.5 million on borrowings, while proceeds from short-term borrowings were $4.8 million.

As of November 24, 2001, our sources of available funds comprised $113.1 million in cash, cash equivalents, short-term investments plus various credit facilities. We have unsecured revolving commitments with two commercial banks with aggregate borrowing capacity of $30 million, with no borrowings outstanding at November 24, 2001. We also have lines of credit, equivalent to an aggregate of approximately $9.2 million with six international banks, which provide for borrowings of the European Euro, Malaysian ringgits and Japanese yen for our overseas subsidiaries. Borrowings outstanding on these lines of credit were $4.1 million at November 24, 2001. The company also owed $5.9 million in other short-term bank borrowings not subject to formal credit agreements.

At November 24, 2001, the Company's shareholders' equity stood at $305.5 million. Book value per share was $4.38, down from $4.48 per share at the end of fiscal 2001. The quarter's net loss accounted for the decrease.

The company believes its 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, future growth, including potential acquisitions, may require additional funding, and from time to time the Company may need to raise capital through additional equity or debt financing.

Recently Issued Accounting Pronouncements

In June 2001, the Financial Accounting Standards Board issued SFAS No. 141, Business Combinations, and SFAS No. 142, Goodwill and Other Intangible Assets. Major provisions of these statements are as follows: all business combinations must now use the purchase method of accounting, the pooling of interest method of accounting is now prohibited; intangible assets acquired in a business combination must be recorded separately from goodwill if they arise from contractual or other legal rights or are separable from the acquired entity and can be sold, transferred, licensed, rented or exchanged, either individually or as a part of a related contract, asset or liability; goodwill and intangible assets with indefinite lives are not amortized, but tested for impairment annually, except in certain circumstances, and whenever there is an impairment indicator; all acquired goodwill must be assigned to reporting units for purposes of impairment testing and segment reporting; upon adoption of SFAS 142, goodwill is no longer subject to amortization.

The Company adopted the provisions of these statements as of August 26, 2001. As required by SFAS 142, the Company is in the process of performing an impairment test on goodwill as of the adoption date. Thereafter, the Company will perform impairment tests annually and whenever events or circumstances occur indicating that goodwill or other intangible assets might be impaired. As of August 26, 2001, the Company is no longer amortizing goodwill. Goodwill amortization expense was $0.2 million net of income taxes for the quarter ended November 25, 2000. The Company estimates that goodwill amortization expense would have been approximately $0.6 million net of income taxes in the first quarter of fiscal 2002.

As of August 25, 2001, goodwill amounted to $20.3 million. There were no additions during the first quarter of fiscal 2002. Other intangible assets, which include patents and other identifiable intangible assets of $30.6 million as of November 24, 2001, are being amortized over their useful lives.

In October 2001, the FASB issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, which addresses financial accounting and reporting for the impairment or disposal of long-lived assets. While SFAS No. 144 supersedes SFAS No.121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of, it retains many of the fundamental provisions of that Statement. SFAS No. 144 becomes effective for fiscal years beginning after December 15, 2001. The Company is evaluating SFAS No. 144 to determine the impact on its financial condition and 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, 2001.

Item 3: Quantitative and Qualitative Disclosures About Market Risk

Entegris's principal market risks are sensitivities to interest rates and foreign currency exchange rates. The Company's current exposure to interest rate fluctuations is not significant. Most of its outstanding debt at November 24, 2001 carried fixed rates of interest. All of the Company's cash equivalents and short-term investments are debt instruments with remaining maturities of 12 months or less.

The Company uses 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 foreign-based operations are also subject to fluctuations in foreign exchange rates. A hypothetical 10% change in the foreign currency exchange rates would potentially increase or decrease net income by approximately $1 million.

PART II

OTHER INFORMATION

ITEM 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

None

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 8, 2002

/s/ James E. Dauwalter

James E. Dauwalter
President and Chief Executive Officer

Date: January 8, 2002

/s/ John D. Villas

John D. Villas
Executive Vice President and
Chief Financial Officer