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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) July 25, 2008

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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)*

**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)*

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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 July 29, 2008, the registrant issued a press release to announce results for the second quarter of 2008, ended June 28, 2008. 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 4.02(a) Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.**

As noted in the press release attached as Exhibit 99.1, the registrant recently identified errors in its financial statements for the quarterly period ended March 29, 2008. These errors, which did not affect revenue or cash flows, resulted in an understatement of gross margin and net income and were caused by an error in the accounting for the impact of foreign exchange on inter-company profit elimination in an environment of significant fluctuations in foreign exchange rates and, to a lesser extent, by an incorrect posting of a journal entry related to capitalization of manufacturing variances.

On July 25, 2008, the registrant’s Audit & Finance Committee, upon management’s recommendation, concluded that the consolidated financial statements of the registrant for the quarterly period ended March 29, 2008 should be restated to correct the errors described above.

The aggregate impact of the errors described in the first paragraph above is an increase in gross margin for the quarterly period ended March 29, 2008 of approximately \$2.5 million and an increase in net income for the period of \$1.7 million or \$0.02 per diluted share.

In order to correct the errors described above, the registrant will restate its consolidated financial statements for the quarterly fiscal period ended March 29, 2008. The registrant will include its restated quarterly financial statements in a Form 10-Q/A for the quarterly fiscal period ended March 29, 2008 to be filed on or about August 7, 2008.

The registrant is currently evaluating the implications of the errors described above for its internal controls related to the processes for inter-company profit elimination and journal entries. The registrant expects to provide information concerning its conclusion with respect to the internal controls related to these two processes in the Form 10-Q/A for the quarterly fiscal period ended March 29, 2008.

The Audit & Finance Committee has discussed the matters disclosed in this filing with KPMG LLP, the Company’s independent registered public accounting firm.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

Exhibit 99.1 Press Release, Dated July 29, 2008

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 29, 2008

By /s/ Gregory B. Graves  
Gregory B. Graves,  
Executive Vice President & Chief Financial Officer

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**Entegris Reports Sales of \$148 million and EPS of \$0.04  
for Second Quarter of Fiscal 2008**

*The Company to Restate First-Quarter Gross Margin and EPS Upward*

**CHASKA (Minneapolis), Minn., July 29, 2008** – Entegris, Inc. (Nasdaq: ENTG) today reported its financial results for the fiscal second quarter ended June 28, 2008. Second-quarter sales were \$147.9 million, versus \$153.5 million for the same period a year ago and \$148.2 million for the first quarter of fiscal 2008.

Second-quarter net income was \$4.9 million, or \$0.04 per diluted share, which included amortization expense of \$4.6 million, or \$0.04 per diluted share. These results compared to net income of \$14.8 million, or \$0.11 per diluted share, for the second quarter a year ago and to restated net income of \$2.9 million, or \$0.02 per diluted share reported for the first quarter of 2008.

Sales for the six months ended June 28, 2008 were \$296.2 million. First-half net income was \$7.8 million, or \$0.07 per diluted share, on a restated basis. Amortization expense for the first half of 2008 was \$9.6 million, or \$0.08 per diluted share.

Gideon Argov, president and chief executive officer, said: “Despite a challenging industry environment, we held second-quarter sales even with the first quarter while achieving improvements in our operating results and generating \$31 million of cash from operations. Second-quarter sales to semiconductor-related customers reflected higher sales to chip makers which offset lower OEM spending on capital-driven products such as photochemical pumps and fluid handling components.”

Argov continued: “Looking forward, we remain focused on reducing our costs, achieving traction with our new products, and furthering our materials science strategy to build a diversified materials-based business as demonstrated by our recent agreement to acquire Poco Graphite.”

### **Outlook**

For its fiscal third quarter ending September 27, 2008, the Company currently expects sales to be \$140 million to \$146 million. Net income per diluted share is expected to range from \$0.03 to \$0.05. The Company expects third-quarter amortization expense to be \$4.3 million, or \$0.04 per diluted share.

### **First Quarter Restatement**

Entegris announced that it will file a Form 10-Q/A with the Securities and Exchange Commission to restate its financial results for the first quarter of fiscal year 2008, which ended March 29, 2008. The restatement, which does not affect revenue or cash flows, is expected to result in an upward correction to gross margin of approximately \$2.5 million and an upward correction to net income of \$1.7 million. The Company expects to file its restated financial statements concurrent with its filing of the Form 10-Q for the second quarter of fiscal 2008 on or about August 7, 2008.

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## Second-Quarter Results Conference Call Details

Entegris will hold a conference call to discuss its results for the second quarter on Tuesday, July 29, 2008, at 10:00 a.m. Eastern Time. Participants should dial 1-888-219-1420 (for domestic callers) or 1-913-312-1420 (for callers outside the U.S.). A replay of the call can be accessed at 1-719-457-0820 using passcode 8327674. A webcast of the call can also be accessed from the investor relations section of Entegris’ website at [www.entegris.com](http://www.entegris.com).

## ABOUT ENTEGRIS

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, India, Israel, Japan, Malaysia, Singapore, South Korea and Taiwan. Additional information can be found at [www.entegris.com](http://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, 2007, 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			Six months ended	
	June 28, 2008	March 29, 2008 Restated	June 30, 2007	June 28, 2008	June 30, 2007
Net sales	\$ 147,947	\$ 148,227	\$ 153,508	\$ 296,174	\$ 313,079
Cost of sales	88,060	84,239	88,014	172,299	179,078
Gross profit	59,887	63,988	65,494	123,875	134,001
Selling, general and administrative expenses	37,105	43,322	39,830	80,427	81,274
Engineering, research and development expenses	10,362	10,501	9,679	20,863	20,213
Amortization of intangible assets	4,552	5,087	4,487	9,639	8,986
Operating income	7,868	5,078	11,498	12,946	23,528
Interest expense (income), net	81	(13)	(2,559)	68	(5,376)
Other expense (income), net	249	627	(6,074)	876	(6,050)
Income before income taxes	7,538	4,464	20,131	12,002	34,954
Income tax expense	2,021	1,394	4,461	3,415	8,814
Equity in net earnings of affiliates	(8)	(138)	(80)	(146)	(104)
Income from continuing operations	5,525	3,208	15,750	8,733	26,244
Loss from discontinued operations, net of taxes	(592)	(343)	(973)	(935)	(1,084)
Net income	<u>\$ 4,933</u>	<u>\$ 2,865</u>	<u>\$ 14,777</u>	<u>\$ 7,798</u>	<u>\$ 25,160</u>
Basic income (loss) per common share:					
Continuing operations:	\$ 0.05	\$ 0.03	\$ 0.12	\$ 0.08	\$ 0.20
Discontinued operations	\$ (0.01)	\$ 0.00	\$ (0.01)	\$ (0.01)	\$ (0.01)
Net income per common share	\$ 0.04	\$ 0.03	\$ 0.11	\$ 0.07	\$ 0.19
Diluted income (loss) per common share:					
Continuing operations:	\$ 0.05	\$ 0.03	\$ 0.12	\$ 0.08	\$ 0.20
Discontinued operations	\$ (0.01)	\$ 0.00	\$ (0.01)	\$ (0.01)	\$ (0.01)
Net income per common share	\$ 0.04	\$ 0.02	\$ 0.11	\$ 0.07	\$ 0.19
Weighted average shares outstanding:					
Basic	112,870	114,159	129,225	113,515	130,709
Diluted	113,581	114,956	132,293	114,268	133,763

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

	<u>June 28, 2008</u>	<u>December 31, 2007</u>
<b>ASSETS</b>		
Cash, cash equivalents and short-term investments	\$ 132,408	\$ 160,655
Accounts receivable	107,592	112,053
Inventories	70,886	73,120
Deferred tax assets and deferred tax charges	23,389	23,238
Other current assets and assets held for sale	14,153	13,555
Total current assets	348,428	382,621
Property, plant and equipment, net	119,072	121,157
Intangible assets	473,614	478,495
Deferred tax asset – non-current	35,849	35,323
Other assets	28,432	17,645
Total assets	<u>\$1,005,395</u>	<u>\$ 1,035,241</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current maturities of long-term debt	\$ 11,491	\$ 9,310
Short-term borrowings	4,691	17,802
Accounts payable	28,060	24,260
Accrued liabilities	55,067	61,884
Income tax payable	1,623	12,493
Total current liabilities	100,932	125,749
Long-term debt, less current maturities	14,737	20,373
Other liabilities	36,158	36,810
Shareholders' equity	853,568	852,309
Total liabilities and shareholders' equity	<u>\$1,005,395</u>	<u>\$ 1,035,241</u>

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

	Three months ended	
	June 28, 2008	June 30, 2007
Operating activities:		
Net income	\$ 4,933	\$ 14,777
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Loss from discontinued operations	592	973
Depreciation	6,084	6,375
Amortization	4,552	4,487
Share-based compensation expense	2,323	2,701
Gain on sale of equity investments	—	(6,068)
Other	443	(1,037)
Changes in operating assets and liabilities, excluding effects of acquisitions:		
Trade accounts receivable and notes receivable	5,511	11,219
Inventories	5,046	6,802
Accounts payable and accrued liabilities	1,648	5,185
Income taxes payable	817	3,349
Other	(1,155)	28
Net cash provided by operating activities	30,794	48,791
Investing activities:		
Acquisition of property and equipment	(5,226)	(7,202)
Purchase of equity investments	(2,982)	(4,440)
Proceeds from sale of equity investments	—	6,568
Proceeds from sale or maturities of short-term investments, net of purchases	—	171,587
Other	829	940
Net cash (used in) provided by investing activities	(7,379)	167,453
Financing activities:		
Principal payments on short-term borrowings and long-term debt	(14,523)	(95)
Proceeds from short-term borrowings	—	25,000
Issuance of common stock	466	15,898
Repurchase and retirement of common stock	(12,308)	(251,404)
Other	(13)	1,117



Net cash used in financing activities	(26,378)	(209,484)
Discontinued operations:		
Net cash provided by (used in) discontinued operations	651	(289)
Effect of exchange rate changes on cash and cash equivalents	(4,173)	(2,294)
(Decrease) increase in cash and cash equivalents	(6,485)	4,177
Cash and cash equivalents at beginning of period	138,893	132,358
Cash and cash equivalents at end of period	\$ 132,408	\$ 136,535

### END ###