

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

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

ENTEGRIS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)  
  
129 Concord Road, Billerica, MA  
(Address of Principal Executive Offices)

41-1941551  
(I.R.S. Employer  
Identification No.)  
  
01821  
(Zip Code)

Entegris, Inc. 2024 Employee Stock Purchase Plan  
(Full title of the plan)

Joseph Colella, Esq.  
Senior Vice President, General Counsel, Chief Compliance Officer, and Secretary  
Entegris, Inc.  
129 Concord Road  
Billerica, MA 01821  
(978) 436-6500  
(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |
|                         |                                     | Emerging growth company   | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Entegris, Inc., a Delaware corporation (the “Registrant”), to register 2,598,676 shares of its common stock, par value \$0.01 per share (the “Common Stock”), issuable in connection with the Entegris, Inc. 2024 Employee Stock Purchase Plan (the “Plan”) under the Securities Act of 1933, as amended (the “Securities Act”). The Plan was approved by the stockholders of the Registrant on April 24, 2024.

### PART I

#### Information Required in the Section 10(a) Prospectus

The information required by Part I is included in the documents sent or given to participants in the Plan pursuant to Rule 428(b)(1) of the Securities Act. Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the “SEC”) either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

The following documents filed with the SEC are hereby incorporated by reference and shall be deemed to be a part of this Registration Statement:

- (a) the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (No. 001-32598), as filed with the SEC on [February 15, 2024](#) (including the information specifically incorporated by reference from the Registrant’s Schedule 14A proxy statement for its 2024 annual meeting of stockholders, as filed with the SEC on [March 18, 2024](#) and as supplemented on [March 25, 2024](#));
- (b) the Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2024 (No. 001-32598), as filed with the SEC on [May 1, 2024](#);
- (c) the Registrant’s Current Reports on Form 8-K (No. 001-32598), as filed with the SEC on [January 17, 2024](#); [March 7, 2024](#); [March 28, 2024](#); [April 17, 2024](#) and [April 24, 2024](#);
- (d) the description of the Registrant’s Common Stock contained in the Registrant’s registration statement on Form 8-A filed with the SEC on [June 30, 2000](#), as updated by the description of the Registrant’s Common Stock contained in Exhibit 4.1 to its Annual Report on Form 10-K for the fiscal year ended December 31, 2019 (No. 001-32598) filed with the SEC on [February 7, 2020](#), and including any amendment or report filed for the purpose of updating such description; and
- (e) all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or that deregisters all securities then remaining unsold, which will be deemed to be incorporated by reference into this Registration Statement and will be a part of this Registration Statement from the date such document is filed, except as to portions of any future Current Report on Form 8-K furnished under Items 2.02, 7.01, and 9.01 of Form 8-K that are deemed not to be filed under such provisions.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Officers and Directors.**

The Registrant is incorporated under the laws of the State of Delaware. Section 145 (“Section 145”) of the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (the “DGCL”), *inter alia*, provides that a Delaware corporation may indemnify any persons who were, are or are threatened to be made parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was an officer, director, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided that such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation’s best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was illegal.

Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, arising out of his or her status as such, whether or not the corporation would otherwise have the power to indemnify him or her under Section 145.

The Registrant’s certificate of incorporation provides that the Registrant’s directors shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that the exculpation from liabilities is not permitted under the DGCL as in effect at the time such liability is determined. The Registrant’s certificate of incorporation provides that the corporation shall indemnify its directors to the full extent permitted by the laws of the State of Delaware. In addition, the Registrant’s bylaws provide for indemnification of the registrant’s officers and directors to the fullest extent permitted by applicable law.

All of the Registrant’s directors and officers are covered by insurance policies maintained by the Registrant against specified liabilities for actions taken in their capacities as such, including liabilities under the Securities Act of 1933.

The Registrant has entered into indemnification agreements with its directors and certain of its executive officers providing for the indemnification of such director or executive officer, as applicable, to the extent legally permissible and the payment of expenses, including counsel fees reasonably incurred in connection with the defense or disposition of any action, suit or other proceeding in which such individual may be involved by reason of such individual being or having been a director or officer of the Registrant.

**Item 7. Exemption From Registration Claimed.**

Not applicable.

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**Item 8. Exhibits.**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| <a href="#">4.1</a>   | <a href="#">Amended and Restated Certificate of Incorporation of Entegris, Inc., as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K (No. 001-32598) for the fiscal year ended December 31, 2011, as filed with the SEC on February 24, 2012).</a> |
| <a href="#">4.2</a>   | <a href="#">By-Laws of Entegris, Inc., as amended December 8, 2022 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (No. 001-32598), as filed with the SEC on December 9, 2022).</a>   |
| <a href="#">5.1</a>   | <a href="#">Opinion of Baker &amp; McKenzie LLP*</a>   |
| <a href="#">23.1</a>  | <a href="#">Consent of Baker &amp; McKenzie LLP (included in Exhibit 5.1).*</a>  |
| <a href="#">23.2</a>  | <a href="#">Consent of KPMG LLP.*</a>  |
| <a href="#">24.1</a>  | <a href="#">Power of Attorney (included on the signature page hereto).*</a>  |
| <a href="#">99.1</a>  | <a href="#">Entegris, Inc. 2024 Employee Stock Purchase Plan (incorporated by reference to Appendix B to the Registrant's Schedule 14A proxy statement for its 2024 annual meeting of stockholders (No. 001-32598), as filed with the SEC on March 18, 2024).</a>                                  |
| <a href="#">107</a>   | <a href="#">Filing Fee Table.*</a>   |

\*Filed herewith.

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a) (1) (i) and (a) (1) (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions referred to in Item 6 hereof, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a directors, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Entegris, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Billerica, Commonwealth of Massachusetts, on May 2, 2024.

**ENTEGRIS, INC.**

By /s/ Bertrand Loy

Bertrand Loy

President and Chief Executive Officer

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## POWER OF ATTORNEY

We, the undersigned officers and directors of Entegris, Inc., hereby severally constitute and appoint each of Bertrand Loy, Linda LaGorga and Joseph Colella our true and lawful attorneys-in-fact, with full power to them in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including any post-effective amendments thereto), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and as of the dates indicated.

| Signature   | Title   | Date        |
|---|---|-------------|
| <u>/s/ Bertrand Loy</u><br>Bertrand Loy                   | President, Chief Executive Officer and Director<br>(Principal executive officer)          | May 2, 2024 |
| <u>/s/ Linda LaGorga</u><br>Linda LaGorga                 | Senior Vice President and Chief Financial Officer<br>(Principal financial officer)        | May 2, 2024 |
| <u>/s/ Michael D. Sauer</u><br>Michael D. Sauer           | Vice President, Controller and Chief Accounting Officer<br>(Principal accounting officer) | May 2, 2024 |
| <u>/s/ James R. Anderson</u><br>James R. Anderson         | Director  | May 2, 2024 |
| <u>/s/ Rodney Clark</u><br>Rodney Clark                   | Director  | May 2, 2024 |
| <u>/s/ James F. Gentilcore</u><br>James F. Gentilcore     | Director  | May 2, 2024 |
| <u>/s/ Yvette Kanouff</u><br>Yvette Kanouff               | Director  | May 2, 2024 |
| <u>/s/ James P. Lederer</u><br>James P. Lederer           | Director  | May 2, 2024 |
| <u>/s/ David Reeder</u><br>David Reeder                   | Director  | May 2, 2024 |
| <u>/s/ Azita Saleki-Gerhardt</u><br>Azita Saleki-Gerhardt | Director  | May 2, 2024 |
| <hr/>   |   |             |

**Baker & McKenzie LLP**

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Chicago, IL 60601  
United States

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Fax: +1 312 861 2899  
www.bakermckenzie.com

**Asia Pacific**

Bangkok  
Beijing  
Brisbane  
Hanoi  
Ho Chi Minh City  
Hong Kong  
Jakarta  
Kuala Lumpur\*  
Manila\*  
Melbourne  
Seoul  
Shanghai  
Singapore  
Sydney  
Taipei  
Tokyo  
Yangon

May 2, 2024

Entegris, Inc.  
129 Concord Road  
Billerica, MA 01821

**Re: Entegris, Inc. Registration Statement on Form S-8**

We have acted as special counsel for Entegris, Inc., a Delaware corporation (the “Company”), in connection with its filing with the Securities and Exchange Commission (the “SEC”) of a registration statement on Form S-8 filed on the date hereof (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), with respect to the registration of 2,598,676 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”) pursuant to the Company’s 2024 Employee Stock Purchase Plan (the “Plan”).

We have examined originals or copies certified or otherwise identified to our satisfaction of (i) the Registration Statement, (ii) the Amended and Restated Certificate of Incorporation of the Company, as amended and supplemented to date, (iii) the By-Laws of the Company, as amended to date, (iv) the corporate proceedings with respect to the filing of the Registration Statement, (v) the corporate proceedings taken with respect to the sale and issuance of the Shares under the Plan, and (vi) such other corporate records, agreements, documents and instruments and certificates or comparable documents of public officials and officers and representatives of the Company as we have deemed necessary or appropriate for the expression of the opinions contained herein. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as photostatic or certified copies and the authenticity of the originals of such copies.

Based upon and subject to the foregoing, and subject to the additional assumptions and qualifications set forth below, we are of the opinion that the Shares have been duly authorized and, when and to the extent issued, delivered and paid for in accordance with the Plan, the Shares will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to the General Corporation Law of the State of Delaware and the federal securities laws of the United States of America.

This opinion letter is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated. We hereby consent to the use of our opinion as herein set forth as an exhibit to the Registration Statement and to the use of our name under the caption “Legal Matters” in the prospectus forming a part of the Registration Statement. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder or Item 509 of Regulation S-K.

Very truly yours

/s/ BAKER &amp; MCKENZIE LLP

**Europe, Middle East & Africa**

Abu Dhabi  
Almaty  
Amsterdam  
Antwerp  
Bahrain  
Barcelona  
Berlin  
Brussels  
Budapest  
Cairo  
Casablanca  
Doha  
Dubai  
Dusseldorf  
Frankfurt/Main  
Geneva  
Istanbul  
Jeddah\*  
Johannesburg  
Kyiv  
London  
Luxembourg  
Madrid  
Milan  
Munich  
Paris  
Prague  
Riyadh\*  
Rome  
Stockholm  
Vienna  
Warsaw  
Zurich

**The Americas**

Bogota  
Brasilia\*\*  
Buenos Aires  
Caracas  
Chicago  
Dallas  
Guadalajara  
Houston



Juarez  
Lima  
Los Angeles  
Mexico City  
Miami  
Monterrey  
New York  
Palo Alto  
Porto Alegre\*\*  
Rio de Janeiro\*\*  
San Francisco  
Santiago  
Sao Paulo\*\*  
Tijuana  
Toronto  
Washington, DC

\* Associated Firm  
\*\* In cooperation with Trench,  
Rossi e Watanabe Advogados

Baker & McKenzie LLP is a member of Baker & McKenzie International.





KPMG LLP  
4200 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our reports dated February 14, 2024, with respect to the consolidated financial statements of Entegris, Inc. and subsidiaries, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Minneapolis, Minnesota  
May 2, 2024

KPMG LLP, a Delaware limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

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CALCULATION OF FILING FEE TABLE

FORM S-8  
(Form Type)

Entegris, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

| Security Type          | Security Class Title                                      | Fee Calculation Rule | Amount Registered (1) | Proposed Maximum Offering Price Per Unit (2) | Maximum Aggregate Offering Price | Fee Rate  | Amount of Registration Fee |
|------------------------|---|----------------------|-----------------------|--|----------------------------------|-----------|----------------------------|
| Equity                 | Common Stock, par value \$0.01 per share ("Common Stock") | Other                | 2,598,676             | \$ 126.00                                    | \$ 327,433,176.00                | 0.0001476 | \$ 48,329.14               |
| Total Offering Amounts |   |                      |                       |  | \$ 327,433,176.00                |           | \$ 48,329.14               |
| Total Fee Offsets      |   |                      |                       |  |                                  |           | \$ 0.00                    |
| Net Fee Due            |   |                      |                       |  |                                  |           | \$ 48,329.14               |

- (1) This Registration Statement on Form S-8 covers shares of Common Stock that may be issued under the Entegris, Inc. 2024 Employee Stock Purchase Plan (the “Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers such additional indeterminable number of shares of Common Stock as may be required to be issued pursuant to the Plan in the event of a stock dividend, stock split, recapitalization or other similar change in the Common Stock.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rules 457(c) and (h), solely for the purpose of calculating the registration fee, based on the average of the high and low prices of the Common Stock on The Nasdaq Global Select Market on April 25, 2024.