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# 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) August 25, 2005 .

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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 (see General Instruction A.2. below):

- ☐ 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 1.01. Entry into a Material Definitive Agreement**

On August 25, 2005, the registrant entered into Integration Execution Bonus agreements with the following executive officers: Jean-Marc Pandraud, Executive Vice President and Chief Operating Officer; Bertrand Loy, Executive Vice President and Chief Administrative Officer; John Villas, Senior Vice President and Chief Financial Officer, Treasurer; Peter W. Walcott, Senior Vice President and General Counsel, Secretary; Gregory Graves, Senior Vice President of Strategic Planning and Business Development; and John Goodman, Senior Vice President and Chief Technology and Innovation Officer. The general terms of these agreements were described in the Joint Proxy Statement/Prospectus of Entegris included as part of Entegris' Registration Statement on Form S-4, File No. 333-124719 under the headings "Interests of Certain Persons in the Merger – New Employment Letter Agreements with Mykrolis Officers" and "Interests of Certain Persons in the Merger – Entegris Executive Officers", which description is incorporated herein by reference. Subject to the completion of individual integration objectives, the agreements entitle such executive officers to an integration-execution bonus equal to thirty percent of each such executive's current annual base pay pro rated for the five-month period from August 6, 2005 through December 31, 2005. Payment of these integration execution bonuses are to be made within three months following satisfactory completion of the executive's integration execution bonus objectives.

A copy of the form of Integration Execution Bonus Agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) *Exhibits*

Exhibit 10.1    Form of Integration Execution Bonus Agreement

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**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 31, 2005

By /s/ John Villas

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John Villas,  
Senior Vice President & Chief Financial Officer

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**INTEGRATION EXECUTION BONUS**

*Date*

Dear NAME:

As you know, on March 21, 2005 Mykrolis Corporation and Entegris, Inc. announced that there will be a merger of equals transaction among Mykrolis, Entegris and Eagle DE, Inc., a new Delaware wholly owned subsidiary of Entegris with Eagle DE, Inc., to be called Entegris, Inc., as the surviving corporation. This merger was completed on August 6, 2005. You have been identified as an employee who can play an important role to support the integration process of these companies. We expect that the majority of integration transition process will be completed in the next 8 months. Follow up activities may extend beyond this timeframe.

In order to induce you to prioritize your support for the integration process, we are offering you an integration execution bonus of \$XX.XX. Your eligibility for this integration execution bonus will be conditioned upon the satisfactory completion of ALL of the integration execution bonus objectives identified at the end of this letter, as such list may be supplemented by your Integration Team Leader ("Objectives"). Payments will generally be made within 3 months following completion of your Objectives.

Should you voluntarily terminate your employment prior to satisfactory completion of all of your Objectives or if your employment is terminated for poor performance or misconduct, you will not be eligible to receive the integration execution bonus. In the event that you undertake periods of inactive employment (i.e., short- or long-term disability, or other leave of absence) during the integration period, the integration execution bonus may be pro-rated at the discretion of the Chief Integration Officer.

If management determines that your position will be eliminated at any time during the integration process and the resulting termination of service date occurs prior to the specified completion date of your Objectives, you will nevertheless be eligible for a prorated (based on the percentage of time elapsed between Aug. 6, 2005 and March 31, 2006) portion of the integration execution bonus in addition to any severance compensation or other benefits to which you may be entitled in accordance with company standard practices. Payment of the Integration execution bonus under these circumstances will generally be made within 30 days following termination.

Nothing in this letter shall be deemed to change your status as an *employee-at-will* or to give you any right to continue in the employ of Entegris.

We look forward to working with you on this important integration project and thank you in advance for your support.

Sincerely,

Gideon Argov

Chief Executive Officer

Name:

Integration Execution Bonus Objectives and expected completion dates:

Objective	Completion Date
1.	
2.	
3.	
4.	
5.	