

**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) April 23, 2020

Entegris, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-32598
(Commission
File Number)

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

129 Concord Road, Billerica, MA
(Address of principal executive offices)

01821
(Zip Code)

(978) 436-6500
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value per share	ENTG	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

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 13(a) of the Exchange Act. ☐

Item 8.01. Other Events.

On April 23, 2020, Entegris, Inc. (the “Company”) agreed to sell \$400 million aggregate principal amount of the Company’s 4.375% Senior Unsecured Notes due 2028 (the “2028 Notes”) in a previously announced private offering. The 2028 Notes will be senior unsecured obligations of the Company and will be guaranteed by certain of its subsidiaries. The sale of the 2028 Notes is expected to close on April 30, 2020, subject to customary closing conditions.

The Company intends to use the net proceeds from this offering: (i) to repay approximately \$142 million of borrowings under its revolving credit facility, representing the entire aggregate principal amount outstanding thereunder, (ii) to repay approximately \$50 million of outstanding borrowings under its term loan facility and, based on current conditions subject to change, to repay approximately an additional \$200 million of outstanding borrowings under its term loan facility over the course of the next several quarters and (iii) for general corporate purposes, including operating expenses and capital expenditures.

The 2028 Notes will be sold to “qualified institutional buyers” in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act. The 2028 Notes have not been, and will not be, registered under the Securities Act or any state securities laws, and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

This Current Report on Form 8-K does not constitute an offer to sell, or the solicitation of an offer to buy, the 2028 Notes, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such offer, solicitation or sale would be unlawful.

A copy of the press release announcing the pricing of the 2028 Notes is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated April 23, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: April 23, 2020

By: /s/ Gregory B. Graves

Name: Gregory B. Graves

Title: Executive Vice President and Chief Financial Officer

PRESS RELEASE



Bill Seymour
VP of Investor Relations
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ENTEGRIS ANNOUNCES PRICING OF \$400 MILLION UPSIZED OFFERING OF 4.375% SENIOR UNSECURED NOTES

BILLERICA, Mass., April 23, 2020 - Entegris, Inc. (NASDAQ: ENTG) (the “Company”) today announced that it has priced its private offering of \$400 million aggregate principal amount of 4.375% senior unsecured notes due 2028 (the “2028 Notes”). The offering was upsized from the previously announced \$350 million aggregate principal amount of the 2028 Notes. The 2028 Notes will be senior unsecured obligations of the Company and will be guaranteed by certain subsidiaries of the Company. The sale of the 2028 Notes is expected to close on April 30, 2020, subject to customary closing conditions.

The Company expects the net proceeds of the offering to be approximately \$396 million, after deducting estimated commissions and offering fees and expenses. The Company intends to use the net proceeds of the offering: (i) to repay approximately \$142 million of borrowings under its revolving credit facility, representing the entire aggregate principal amount outstanding thereunder, (ii) to repay approximately \$50 million of outstanding borrowings under its term loan facility and, based on current conditions subject to change, to repay approximately an additional \$200 million of outstanding borrowings under its term loan facility over the course of the next several quarters and (iii) for general corporate purposes, including operating expenses and capital expenditures. As of March 28, 2020, there was \$396 million in aggregate principal amount of borrowings outstanding under the Company’s term loan facility. The Company’s revolving credit facility provides for maximum aggregate principal commitments of \$300 million.

The 2028 Notes will be offered and sold by the initial purchasers to “qualified institutional buyers” in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act. The 2028 Notes have not been, and will not be, registered under the Securities Act or any state securities laws, and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the 2028 Notes in any state or jurisdiction in which such offer, solicitation or sale would be unlawful.

ABOUT ENTEGRIS

Entegris is a world-class supplier of advanced materials and process solutions for 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, Canada, China, France, Germany, Israel, Japan, Malaysia, Singapore, South Korea and Taiwan.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words “believe,” “expect,” “anticipate,” “intends,” “estimate,” “forecast,” “project,” “should,” “may,” “will,” “would” or the negative thereof and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include statements related to the Company’s intentions regarding the timing and completion of the offering; the intended use of proceeds; and other matters. These statements involve risks and uncertainties, and actual results may differ. These risks and uncertainties include, but are not limited to, our ability to consummate the offering; market conditions relating to the issuance of debt securities; risks related to the effect of the COVID-19 pandemic on the global economy, financial markets and our business; and other risk factors and additional information described in our filings with the Securities and Exchange Commission, including under the heading “Risks Factors” in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed on February 7, 2020 and Item 1A of our Quarterly Report on Form 10-Q for the three months ended March 28, 2020, filed on April 21, 2020, and in our other periodic filings. The Company assumes no obligation to update any forward-looking statements or information, which speak as of their respective dates.