

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) October 2, 2023



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 class
Common stock, \$0.01 par value per share

Trading Symbol(s)
ENTG

Name of each exchange on which registered
NASDAQ

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 October 2, 2023, Entegris, Inc. (the “Company”) issued a press release announcing the completion of the sale of the Company’s electronic chemicals business pursuant to the terms of the previously announced Purchase Agreement (“Purchase Agreement”), dated as of May 10, 2023, by and among FUJIFILM Holdings America Corporation (“Fujifilm”), CMC Materials LLC, solely for the purposes of certain provisions set forth therein, FUJIFILM Holdings Corporation and, solely for the purposes of certain provisions set forth therein, the Company. Pursuant to the Purchase Agreement, Fujifilm purchased the Company’s electronic chemicals business for a cash purchase price of \$700 million, subject to customary adjustments with respect to cash, working capital, indebtedness and transaction expenses. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated October 2, 2023
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: October 2, 2023

By: /s/ Joseph Colella

Name: Joseph Colella

Title: Senior Vice President, General Counsel and Secretary



NEWS RELEASE

Entegris Completes Sale of Electronic Chemicals Business to Fujifilm.

Billerica, U.S., October 2, 2023 -- Entegris, Inc. (NASDAQ: ENTG), a leading supplier of advanced materials and process solutions for the semiconductor and other high-technology industries, today announced the closing of the sale of its Electronic Chemicals business to Fujifilm. Entegris sold the Electronic Chemicals business for \$700 million in cash, subject to customary adjustments. The transaction was originally announced on May 10, 2023.

The Electronic Chemicals business was a part of the company's Advanced Planarization Solutions (APS) division and was acquired by Entegris with the acquisition of CMC Materials in July 2022. The sale of this business further streamlines Entegris' portfolio following the CMC Materials acquisition. Proceeds of this transaction will be used for debt payoff.

About Entegris

Entegris is a leading supplier of advanced materials and process solutions for the semiconductor and other high-tech industries. Entegris has approximately 9,000 employees throughout its global operations and is ISO 9001 certified. It has manufacturing, customer service and/or research facilities in the United States, Canada, China, Germany, Israel, Japan, Malaysia, Singapore, South Korea, and Taiwan. Additional information can be found at www.entegris.com.

ENTEGRIS, INC.
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Cautions Regarding Forward Looking Statements

Certain statements herein are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. Such forward-looking statements are often identified by words such as "anticipate," "approximate," "believe," "commit," "continue," "could," "estimate," "expect," "hope," "intend," "may," "outlook," "plan," "project," "potential," "should," "would," "will" and other similar words or expressions. Such forward-looking statements reflect Entegris' current expectations or beliefs concerning future events and actual events may differ materially from historical results or current expectations. The reader is cautioned not to place undue reliance on these forward-looking statements, which are not a guarantee of future performance and are subject to a number of uncertainties, risks, assumptions and other factors, many of which are outside the control of Entegris. The forward-looking statements in this document include statements concerning the use of proceeds from the sale of the Electronics Chemicals business. Factors could cause actual results or performance to differ materially from those described in such forward-looking statements, including those more fully described in Entegris' filings with the Securities and Exchange Commission ("SEC"), including its annual report on Form 10-K for the fiscal year ended December 31, 2022 and subsequent quarterly reports on Form 10-Q. The forward-looking statements in this document speak only as of this date. The Company undertakes no obligation to revise or update publicly any forward-looking statement, except as required by law.

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