

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **May 12, 2005**

**Entegris, Inc.**

(Exact name of registrant as specified in its charter)

**Minnesota**

**000-30789**

**41-1941551**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**3500 Lyman Boulevard, Chaska, MN**

**55318**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **952-556-3131**

(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 (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 May 12, 2005, in connection with the integration activities associated with the proposed merger of Entegris, Inc. (the “Company”) and Mykrolis Corporation, the Company distributed bonus letters to certain employees whose roles are deemed critical to the successful planning of the process of integrating the Company and Mykrolis. Each of James E. Dauwalter, Chief Executive Officer; Michael W. Wright, President and Chief Operating Officer; John D. Villas, Chief Financial Officer; and Gregory B. Graves, Chief Business Development Officer, received a bonus letter.

These letters provide for an integration-planning bonus to be awarded to each recipient equal to a designated percentage of each such recipient’s current annual base pay pro rated for the period March 1, 2005 through June 30, 2005. The applicable percentage for each of the executive officers named above is 30% (10% on a pro rata basis). The payment of this integration-planning bonus is subject to the terms of certain defined Integration Planning Bonus Guidelines. The integration-planning bonus will be paid to those participants who have satisfied the terms of the Integration Planning Bonus Guidelines, in a lump sum, promptly following the effectiveness of the merger.

A copy of the form of the aforementioned letter and the Integration Planning Bonus Guidelines are filed as Exhibit 10.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits.

Exhibit 10.1	Form of integration planning bonus letter dated May 12, 2005 and attachments distributed to certain employees (including James E. Dauwalter, Chief Executive Officer; Michael W. Wright, President and Chief Operating Officer; John D. Villas, Chief Financial Officer; and Gregory B. Graves, Chief Business Development Officer)
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**SIGNATURES**

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 hereunto duly authorized.

Entegris, Inc.

Date: May 18, 2005

/s/ John D. Villas

John D. Villas  
Chief Financial Officer



May 12, 2005

Dear [Participant Name]:

As you know, Entegris has embarked on an exciting opportunity to merge our company with Mykrolis to create the pre-eminent Materials Integrity Management Company in the semiconductor industry. I recognize that you are already working hard to prepare us for a successful merger – thank you for those efforts.

You have been identified as an individual whose role is critical to the successful planning of the process of integrating our company with Mykrolis. In order to encourage you to focus your efforts on this important project and to achieve the Integration Planning Tasks as outlined on the attached list, we are offering you an integration-planning bonus equal to [ ]% of your current annual base pay pro rated for the period March 1, 2005 through June 30, 2005. This integration-planning bonus is subject to the terms of the Integration Planning Bonus Guidelines. During this integration planning process, we are specifically asking you to focus your skills and energy on the crucial Integration Planning Tasks.

The integration-planning bonus will be paid to those participants who have satisfied the terms of the Integration Planning Bonus Guidelines, in a lump sum, promptly following the effectiveness of the Merger.

As we move forward to implement the integration plans after the merger, we expect to identify individuals who are critical to the implementation of the integration plans and to provide those individuals with an additional appropriate incentive to support the integration effort. By working together we can build a really significant and successful company that we will all be proud of.

Regards,

/s/ Jim Dauwalter

Chief Executive Officer

**MYKROLIS/ENTEGRIS MERGER (“Merger”)  
INTEGRATION PLANNING BONUS GUIDELINES**

PROVISION	TERMS
Participants	<ul style="list-style-type: none"><li>· All active Company employees who receive an Integration Planning Bonus Letter</li><li>· March 1, 2005 through June 30, 2005.</li></ul>
Integration Planning Period	
Bonus Amount	<ul style="list-style-type: none"><li>· Percentage of annual base salary specified in Integration Planning Bonus Letter, pro rated for the period March 1, 2005 through June 30, 2005 (i.e. base salary X specified % X 4/12). For this purpose base salary excludes: bonus payments, amounts realized from the exercise of stock options or from the lapse of restrictions on restricted stock awards, relocation payments, employer matching and discretionary contributions under the Company 401(K) Plan, employee salary reduction deferrals under the Company 401(K) Plan and employee salary reductions under the Company medical and child care spending account plans.</li><li>· Successful closing of the Merger;</li></ul>
Conditions to Receipt of Integration Planning Bonus	<ul style="list-style-type: none"><li>· Proper fulfillment of crucial Integration Planning Tasks identified in the Participant’s Planning Bonus Letter, as determined by the Senior Vice President of Integration Planning;</li><li>· Participant must maintain continued, active employment with the Company through the closing of the Merger;</li><li>· Participant must maintain good employment performance throughout the Integration Planning Period;</li><li>· Participant must execute a standard new Entegris Non-Disclosure Agreement.</li></ul>
Format and Timing of Payment	<ul style="list-style-type: none"><li>· Subject to meeting the terms of these Guidelines, payment will be made in one lump sum promptly following the effectiveness of the Merger through standard payroll procedures.</li></ul>

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**[Participant’s] Integration Planning Tasks**

- [Listing of tasks]
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