

ENTEGRIS INC  
Form 8-K  
May 06, 2010

**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) May 5, 2010**

**ENTEGRIS, INC.**

(Exact name of registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

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**000-30789**  
(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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On May 5, 2010 the Board of Directors of Entegris, Inc. acted at the Annual Meeting of Directors to make a technical clarifying amendment to the Entegris, Inc. 2010 Stock Plan adopted at the Annual Stockholders meeting as discussed in Item 5.07 below. The amendment clarified that all performance share awards under the 2010 Stock Plan are subject to a minimum vesting period of one year following the date of award by adding the following language at the end of Section 10.3 of the 2010 Stock Plan:

All performance stock awards granted under this Section 10 shall be subject to the minimum vesting provisions applicable to grants subject to the achievement of performance objectives specified in clause (ii) of Subsection 9.3 above.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Entegris, Inc. held its 2010 Annual Meeting of Stockholders on May 5, 2010 (the Annual Meeting ). As of the record date for the Annual Meeting, March 12, 2010, 131,178,201 shares of the Registrant's Common were issued and outstanding and entitled to vote on the matters presented at the Annual Meeting. Holders of 116,982,049 shares of our Common Stock, or 89.18% of the outstanding shares entitled to be cast at the Annual Meeting, which constituted a quorum, were represented at the Annual Meeting in person or by proxy. The following are the voting results on proposals considered and voted upon at the Annual Meeting, all of which were described in Entegris' 2010 Proxy Statement, filed with the Commission on April 2, 2010.

1. Votes regarding the persons elected to serve as directors for a term expiring in 2011 were as follows:

| NOMINEE             | VOTES FOR  | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|---------------------|------------|---------------|-----------------|------------------|
| Gideon Argov        | 91,677,577 | 9,961,726     |                 | 15,342,746       |
| Michael A. Bradley  | 99,380,996 | 2,258,307     |                 | 15,342,746       |
| Marvin D. Burkett   | 99,857,042 | 1,782,261     |                 | 15,342,746       |
| Michael P.C. Carns  | 99,196,373 | 2,442,930     |                 | 15,342,746       |
| Daniel W. Christman | 99,647,735 | 1,991,568     |                 | 15,342,746       |
| Gary F. Klingl      | 99,192,556 | 2,446,747     |                 | 15,342,746       |
| Roger D. McDaniel   | 97,689,789 | 3,949,514     |                 | 15,342,746       |
| Paul L.H. Olson     | 99,642,501 | 1,996,802     |                 | 15,342,746       |
| Brian F. Sullivan   | 99,927,705 | 1,711,598     |                 | 15,342,746       |

2. The appointment of KPMG LLP as our independent registered public accounting firm for 2010 was ratified. The voting results were as follows:

| VOTES FOR   | VOTES AGAINST | VOTES ABSTAINED |
|-------------|---------------|-----------------|
| 115,623,377 | 995,571       | 363,101         |

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3. The Entegris, Inc. 2010 Stock Plan was approved. The voting results were as follows:

| <b>VOTES FOR</b> | <b>VOTES<br/>AGAINST</b> | <b>VOTES<br/>ABSTAINED</b> | <b>BROKER<br/>NON-VOTES</b> |
|------------------|--------------------------|----------------------------|-----------------------------|
| 88,669,312       | 12,001,240               | 968,751                    | 15,342,746.                 |

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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: May 6, 2010

By */s/* PETER W. WALCOTT  
**Peter W. Walcott,**  
**Senior Vice President & General Counsel**

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