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MKS INSTRUMENTS INC  
Form 8-K  
January 27, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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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): January 25, 2005

MKS Instruments, Inc.

-----  
(Exact name of registrant as specified in its charter)

Massachusetts

0-23621

04-2277512

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(State or other jurisdiction of  
incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

90 Industrial Way, Wilmington, Massachusetts

01887

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (978) 284-4000

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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 240.13e4(c))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On January 25, 2005, the Compensation Committee of the Board of Directors of MKS Instruments, Inc. ("MKS") approved the 2005 Management Incentive Program (the "Program"). Pursuant to the terms of the Program, certain executive officers of MKS are eligible to receive a cash bonus, calculated based on a

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specified percentage of their respective 2005 base salary, upon achievement of identified MKS' internal pro forma pre-tax earnings per share for the year ending December 31, 2005.

A copy of the Program is attached as Exhibit 10.1 to this Current Report on Form 8-K.

### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

#### (c) Exhibits

Exhibit -----	Description -----
10.1	2005 Management Incentive Bonus Program of MKS Instruments, Inc.

#### 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 hereunto duly authorized.

Date: January 27, 2005

MKS Instruments, Inc.

By: /s/ Ronald C. Weigner

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Ronald C. Weigner,  
Vice President & Chief Financial  
Officer