

METRON TECHNOLOGY N V
Form SC 13D
August 26, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

METRON TECHNOLOGY N.V.

(Name of Issuer)

Common Shares, par value 0.44 per share

(Title of Class of Securities)

N5665B105

(CUSIP Number)

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Entegris, Inc.

3500 Lyman Boulevard

Chaska, MN 55318

(952) 556-3131

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 16, 2004

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g)), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

(ENTITIES ONLY)

Entegris, Inc.

FEIN 41-1941551

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

NUMBER OF **7** SOLE VOTING POWER:

SHARES

BENEFICIALLY 0

OWNED BY **8** SHARED VOTING POWER:

EACH

REPORTING 1,052,887

PERSON **9** SOLE DISPOSITIVE POWER:

WITH

0

10 SHARED DISPOSITIVE POWER:

1,052,887

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

1,052,887

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

8.2%

14 TYPE OF REPORTING PERSON:

CO

Item 1. Security and Issuer

This statement on Schedule 13D (this Statement) relates to the common shares, par value 0.44 per share (Common Shares), of Metron Technology N.V., a company organized under the laws of The Netherlands (Metron or Issuer). The principal executive offices of Metron are located at 4425 Fortran Drive, San Jose, California 95134.

Item 2. Identity and Background

The name of the entity filing this Statement is Entegris, Inc., a Minnesota corporation. Entegris, Inc.'s principal business address is 3500 Lyman Boulevard, Chaska, MN 55318. Its principal business is the manufacture of products used primarily by the semiconductor and data storage industries. During the past five years, Entegris, Inc. has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and has not been a party to civil proceedings of a judicial or administrative body of competent jurisdiction as a result of which Entegris, Inc. was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Entegris, Inc. has been the beneficial owner and record holder of shares of Metron common shares since Metron's initial public offering in November 1999, prior to which Entegris, Inc. held common shares of Metron as a founding shareholder. With respect to such ownership Entegris, Inc. has previously filed a Schedule 13G, pursuant to Rule 13d-1(d).

The Voting Agreement and Proxy described in Item 4 of this Schedule 13D (the terms of which are hereby incorporated by reference) was entered into by Entegris, Inc. and Applied Materials, Inc., a Delaware corporation (Applied) as an inducement to Applied to enter into the Purchase Agreement described in Item 4 of this Statement. Entegris, Inc. did not receive additional consideration from Applied in connection with the execution and delivery of the Voting Agreement and Proxy. In addition, Entegris, Inc. granted Applied an irrevocable proxy for the purpose of voting the shares of Metron common shares covered by the Voting Agreement and Proxy.

Item 4. Purpose of Transaction

(a) (c) This filing on Schedule 13D has been made because Entegris, Inc. has entered into a Voting Agreement and Proxy with Applied as an inducement to Applied to enter into the Purchase Agreement (as described below), and thus Entegris, Inc. may be deemed to hold shares of Metron common shares with a purpose or effect of changing or influencing control of Metron. Entegris, Inc., however, does not concede that it holds shares of Metron common shares with such a purpose or effect.

Pursuant to a Stock and Asset Purchase Agreement, dated as of August 16, 2004, by and between Applied and Metron (the Purchase Agreement), upon the terms and subject to the conditions set forth therein (including adoption and approval of the transactions contemplated thereby by the shareholders of Metron and receipt of applicable regulatory approvals), Metron will sell and assign, and Applied will purchase and assume, substantially all of Metron's assets and liabilities (the Transaction).

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In connection with the Purchase Agreement, in order to induce Applied to enter into the Purchase Agreement, Applied and certain shareholders of Metron (the Shareholders), including Entegris, Inc., entered into Voting Agreement and Proxies, dated August 16, 2004 (the Voting Agreements). Pursuant to the Voting Agreements, each of the Shareholders, including Entegris, Inc., irrevocably appointed the directors of Applied as such Shareholder s lawful attorneys and proxies with respect to certain prescribed

matters related to the Transaction. The foregoing proxies provide the directors of Applied the limited right to vote or deliver a consent with respect to each of the shares of Metron common shares beneficially owned by the Shareholders, at every meeting of the shareholders of Metron, and at every adjournment thereof, and in every action or approval by written consent of the shareholders of Metron in lieu of such a meeting with respect to any of the following: (i) in favor of the adoption and approval of (x) the Purchase Agreement, the Transaction and the other matters contemplated by the Purchase Agreement, (y) any matter in furtherance of the Transaction and any of the other transactions contemplated by the Purchase Agreement and the Voting Agreements, and (z) the waiver of any notice to Shareholder that may have been or may be required relating to the Transaction or any of the other transactions contemplated by the Purchase Agreement or the Voting Agreements, and (ii) against any (x) Company Takeover Proposal (as defined in the Purchase Agreement) made by any person other than Applied, without regard to any recommendation from Metron's Boards of Directors to shareholders concerning such Company Takeover Proposal, and without regard to the terms of such Company Takeover Proposal, (y) any agreement, amendment of any agreement (including Metron's articles of association or other organizational documents), or any other action that is intended or could reasonably be expected to prevent, impede, interfere with, delay, postpone, or discourage the Transaction and any of the other transactions contemplated by the Purchase Agreement or the Voting Agreements, and (z) any action, agreement, transaction or proposal that would result in a material breach of any representation, warranty, covenant, agreement or other obligation of Metron, the Purchased Companies or their Subsidiaries (each as defined in the Purchase Agreement) in the Purchase Agreement.

A copy of the Voting Agreement and Proxy by and between Entegris, Inc. and Applied Materials, Inc. is attached hereto as Exhibit 2.1 and the description of the Voting Agreements contained herein is qualified in its entirety by reference to Exhibit 2.1, which is incorporated herein by reference.

(d) Other than as described in this Schedule 13D, not applicable.

(e) (f) The Purchase Agreement restricts Metron from, among other matters, engaging in certain transactions, including extraordinary corporate transactions (other than the Transaction), making acquisitions, selling assets, incurring indebtedness, changing its capitalization and paying dividends and otherwise requires Metron to operate in the ordinary course of business.

(g) Not applicable.

(h) As soon as practicable following the consummation of the Transaction, Metron intends to wind up its affairs, including delisting its securities from NASDAQ, liquidating and dissolving.

(i) As soon as practicable following the consummation of the Transaction, Metron intends to wind up its affairs, including delisting its securities from NASDAQ, liquidating and dissolving.

(j) Other than as described in this Schedule 13D, not applicable.

Item 5. Interest in Securities of the Issuer

(a) (b) As a result of the Voting Agreement and Proxy, Entegris, Inc. has shared power to vote an aggregate of 1,052,887 shares of Metron common shares and has agreed with Applied that Entegris, Inc. will vote its shares of Metron common shares as described in item 4 above. The

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Voting Agreement and Proxy also provides that Entegris, Inc. will not to transfer its shares of Metron common shares, except in limited circumstances. The aggregate number of shares of Metron common shares which Entegris, Inc. has the shared power to be voted as described in Item 4 above constitutes approximately 8.2% of the issued and outstanding shares of Metron common shares as of July 31, 2004, which, according to Metron's Annual Report on Form 10-K as filed on August 12, 2004, was 12,831,996.

¹ Consists of 1,052,887 shares held by Entegris, Inc.

Except as set forth in this Schedule 13D, Entegris, Inc. does not beneficially own any shares of Metron common shares. Entegris, Inc. s principal business address is 3500 Lyman Boulevard, Chaska, MN 55318. Its principal business is the manufacture of products used primarily by the semiconductor and data storage industries. During the past five years, Entegris, Inc. has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and has not been a party to civil proceedings of a judicial or administrative body of competent jurisdiction as a result of which Entegris, Inc. was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(c) Entegris, Inc. has not affected any transaction in Metron common shares during the past 60 days, except as disclosed herein.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Other than the Voting Agreement and Proxy, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the issuer, including but not limited to transfer or voting of any of the securities, finder s fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material To Be Filed As Exhibits

EXHIBIT

| <u>NO.</u> | <u>DESCRIPTION</u> |
|------------|--|
| 2.1 | Voting Agreement and Proxy dated as of August 16, 2004 by and between Entegris, Inc. and Applied Materials, Inc. |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 26, 2004

ENTEGRIS, INC.

By: /s/ John D. Villas

John D. Villas
Chief Financial Officer

EXHIBIT INDEX

Source of funds
(SEE
INSTRUCTIONS)
00-Funds of
investment
advisory clients

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
New York

| | | |
|--------------|-----|--------------------------|
| Number Of | : 7 | Sole voting power |
| | : | |
| Shares | : | 13,600 (Item 5) |
| | : | |
| Beneficially | : 8 | Shared voting power |
| | : | |
| Owned | : | None |
| | : | |
| By Each | : 9 | Sole dispositive power |
| | : | |
| Reporting | : | 13,600 (Item 5) |
| | : | |
| Person | :10 | Shared dispositive power |
| | : | |
| With | : | None |
| | : | |

11 Aggregate amount beneficially owned by each reporting person
13,600 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)
0.62%

14 Type of reporting person (SEE INSTRUCTIONS)
IA, CO

CUSIP No. 077347201

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 Teton Advisors, Inc.

I.D. No. 13-4008049

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)(a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 00 – Funds of investment advisory clients

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 Delaware

| | | |
|--------------|-----|--------------------------|
| Number Of | : 7 | Sole voting power |
| | : | |
| Shares | : | 5,000 (Item 5) |
| | : | |
| Beneficially | : 8 | Shared voting power |
| | : | |
| Owned | : | None |
| | : | |
| By Each | : 9 | Sole dispositive power |
| | : | |
| Reporting | : | 5,000 (Item 5) |
| | : | |
| Person | :10 | Shared dispositive power |
| | : | |
| With | : | None |
| | : | |

11 Aggregate amount beneficially owned by each reporting person
 5,000 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)
 0.23%

14 Type of reporting person (SEE
 INSTRUCTIONS)
 IA, CO

CUSIP No. 077347201

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 GGCP,
 Inc. I.D.
 No. 13-3056041

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)(a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 None

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 New York

| | | |
|--------------|-----|--------------------------|
| Number Of | : 7 | Sole voting power |
| | : | |
| Shares | : | None (Item 5) |
| | : | |
| Beneficially | : 8 | Shared voting power |
| | : | |
| Owned | : | None |
| | : | |
| By Each | : 9 | Sole dispositive power |
| | : | |
| Reporting | : | None (Item 5) |
| | : | |
| Person | :10 | Shared dispositive power |
| | : | |
| With | : | None |
| | : | |

11 Aggregate amount beneficially owned by each reporting person

None (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)

0.00%

14 Type of reporting person (SEE INSTRUCTIONS)

HC, CO

5

CUSIP No. 077347201

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 GAMCO Investors,
 Inc. I.D.
 No. 13-4007862
 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)(a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 None

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 New York

| | | |
|--------------|-----|--------------------------|
| Number Of | : 7 | Sole voting power |
| | : | |
| Shares | : | None (Item 5) |
| | : | |
| Beneficially | : 8 | Shared voting power |
| | : | |
| Owned | : | None |
| | : | |
| By Each | : 9 | Sole dispositive power |
| | : | |
| Reporting | : | None (Item 5) |
| | : | |
| Person | :10 | Shared dispositive power |
| | : | |
| With | : | None |
| | : | |

11 Aggregate amount beneficially owned by each reporting person
 None (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)
 0.00%

14 Type of reporting person (SEE INSTRUCTIONS)

HC, CO

CUSIP No. 077347201

- 1 Names of reporting persons
I.R.S. identification nos. of above persons (entities only)
Mario J. Gabelli
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)(a)

(b)
- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)
None
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
USA

| | | |
|--------------|-----|--------------------------|
| Number Of | : 7 | Sole voting power |
| | : | |
| Shares | : | None (Item 5) |
| | : | |
| Beneficially | : 8 | Shared voting power |
| | : | |
| Owned | : | None |
| | : | |
| By Each | : 9 | Sole dispositive power |
| | : | |
| Reporting | : | None (Item 5) |
| | : | |
| Person | :10 | Shared dispositive power |
| | : | |
| With | : | None |
| | : | |

11 Aggregate amount beneficially owned by each reporting person
None (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares
(SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)
0.00%

14 Type of reporting person (SEE INSTRUCTIONS)
IN

Item 1. Security and Issuer

This Amendment No. 15 to Schedule 13D on the Class A Common Stock of Bel Fuse Inc. (the “Issuer”) is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the “Schedule 13D”), which was originally filed on June 25, 2007. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning as set forth in the Schedule 13D.

Item 2. Identity and Background

This statement is being filed by Mario J. Gabelli (“Mario Gabelli”) and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities, except for LICT Corporation (“LICT”), engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner of various private investment partnerships. Certain of these entities may also make investments for their own accounts.

The foregoing persons in the aggregate often own beneficially more than 5% of a class of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. (“GGCP”), GAMCO Investors, Inc. (“GBL”), Gabelli Funds, LLC (“Gabelli Funds”), GAMCO Asset Management Inc. (“GAMCO”), Teton Advisors, Inc. (“Teton Advisors”), Gabelli Securities, Inc. (“GSI”), Gabelli & Company, Inc. (“Gabelli & Company”), MJG Associates, Inc. (“MJG Associates”), Gabelli Foundation, Inc. (“Foundation”), Mario Gabelli, and LICT. Those of the foregoing persons signing this Schedule 13D are hereafter referred to as the “Reporting Persons”.

GGCP makes investments for its own account and is the parent company of GBL. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including those named below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended (“Advisers Act”). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GBL, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies. As a part of its business, GSI may purchase or sell securities for its own account. It is the immediate parent of Gabelli & Company. GSI is the general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, Gabelli Associates Fund II, Gabelli Associates Limited, ALCE Partners, L.P., and Gabelli Multimedia Partners, L.P. GSI and Marc Gabelli own 45% and 55%, respectively, of Gabelli Securities International Limited (“GSIL”).

GSIL provides investment advisory services to offshore funds and accounts. GSIL is an investment advisor of Gabelli International Gold Fund Limited, Gabelli European Partners, Ltd., and Gabelli Global Partners, Ltd.

Gabelli & Company, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended (“1934 Act”), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which presently provides discretionary managed account services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Value Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The GAMCO Global Telecommunications Fund, GAMCO Gold Fund, Inc., The Gabelli Global Multimedia Trust Inc., The GAMCO Global Convertible Securities Fund, Gabelli Capital Asset Fund, GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The

GAMCO Global Opportunity Fund, The Gabelli Utilities Fund, The Gabelli Blue Chip Value Fund, The GAMCO Mathers Fund, The Gabelli Woodland Small Cap Value Fund, The Comstock Capital Value Fund, The Comstock Strategy Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The Gabelli Global Gold, Natural Resources, & Income Trust, The Gabelli Global Deal Fund, Gabelli Enterprise M&A Fund, The Gabelli SRI Fund, Inc. and The Gabelli Healthcare & Wellness Rx Trust (collectively, the “Funds”), which are registered investment companies.

Teton Advisors, a subsidiary of GBL, is an investment adviser which provides discretionary advisory services to The GAMCO Westwood Mighty Mitessm Fund, The GAMCO Westwood Income Fund and The GAMCO Westwood Small Cap Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited, Gabelli International II Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa Gabelli Wilson is the President of the Foundation.

LICT is a holding company with operating subsidiaries engaged primarily in the rural telephone industry. LICT actively pursues new business ventures and acquisitions. LICT makes investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions and are not engaged in the business of investing, reinvesting, or trading in securities. Mario J. Gabelli is a director, and substantial shareholder of LICT.

Mario Gabelli is the majority stockholder and Chief Executive Officer of GGCP and Chairman and Chief Executive Officer of GBL. GGCP is the majority shareholder of GBL. GBL, in turn, is the sole stockholder of GAMCO. GBL is also the majority stockholder of GSI and the largest shareholder of Teton Advisors. Gabelli & Company is a wholly-owned subsidiary of GSI.

The Reporting Persons do not admit that they constitute a group.

GBL, GAMCO, and Gabelli & Company are New York corporations and GSI and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a New York corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501. LICT is a Delaware corporation having its principal place of business at 401 Theodore Fremd Avenue, Rye, New York 10580.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, “Covered Persons”), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(f) - Reference is made to Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 to Schedule 13D is amended, in pertinent part, as follows:

The Reporting Persons used an aggregate of approximately \$106,567 to purchase the additional Securities reported as beneficially owned in Item 5 since the most recent filing on Schedule 13D. GAMCO and Gabelli Funds used approximately \$12,557 and \$76,560 respectively, of funds that were provided through the accounts of certain of their investment advisory clients (and, in the case of some of such accounts at GAMCO, may be through borrowings from client margin accounts) in order to purchase the additional Securities for such clients. Teton Advisors used approximately \$17,450 of funds of investment advisory clients in order to purchase the additional Securities reported by it.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

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(a) The aggregate number of Securities to which this Schedule 13D relates is 239,000 shares, representing 10.95% of the 2,183,549 shares outstanding as reported in the Issuer's most recent Form 10-Q for the quarterly period ended September 30, 2008. The Reporting Persons beneficially own those Securities as follows:

| Name | Shares of Common Stock | % of Class of Common |
|----------------|---------------------------|-------------------------|
| Gabelli Funds | 220,400 | 10.09% |
| GAMCO | 13,600 | 0.62% |
| Teton Advisors | 5,000 | 0.23% |

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GSI is deemed to have beneficial ownership of the Securities owned beneficially by Gabelli & Company. GBL and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (ii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iii) the power of Mario Gabelli, GBL, and GGCP is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 11, 2008

MARIO J. GABELLI
GGCP, INC.

GABELLI FUNDS, LLC

TETON ADVISORS, INC.

GAMCO ASSET MANAGEMENT INC
GAMCO INVESTORS, INC.

By:/s/ Douglas R. Jamieson
Douglas R. Jamieson
Attorney-in-Fact for Mario J. Gabelli
Director – GGCP, Inc.

President & Chief Operating Officer of the sole member of

Gabelli Funds, LLC.
Director – Teton Advisors, Inc.

President – GAMCO Asset Management Inc.

President & Chief Operating Officer – GAMCO Investors, Inc.

Schedule I

Information with Respect to Executive
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management, Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., Gabelli & Company, Inc., Teton Advisors, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) of this Schedule 13D.

GGCP, Inc.

Directors:

Vincent J. Amabile

Business Consultant

Mario J. Gabelli

Chief Executive Officer of GGCP, Inc., and Chairman & Chief Executive Officer of GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC; Chairman of LICT Corporation.

Marc J. Gabelli

Chairman of The LGL Group, Inc.

Matthew R. Gabelli

Vice President – Trading
Gabelli & Company, Inc.
One Corporate Center
Rye, New York 10580

Charles C. Baum

Secretary & Treasurer
United Holdings Co., Inc.
2545 Wilkens Avenue
Baltimore, MD 21223

Douglas R. Jamieson

See below

Joseph R. Rindler, Jr.

Account Executive for GAMCO Asset Management Inc.

Fredric V. Salerno

Chairman; Former Vice Chairman and Chief Financial Officer
Verizon Communications

Vincent Capurso

Vice President Taxes, Barnes & Noble, Inc.

Vincent S. Tese

Former Director GAMCO Investors, Inc.

Michael Gabelli

Director

Officers:

Mario J. Gabelli

Chief Executive Officer and Chief Investment Officer

Michael G. Chieco

Chief Financial Officer, Secretary

GAMCO Investors, Inc.

Directors:

Edwin L. Artzt

Former Chairman and Chief Executive Officer
Procter & Gamble Company
900 Adams Crossing
Cincinnati, OH 45202

| | |
|---------------------|--|
| Raymond C. Avansino | Chairman & Chief Executive Officer E.L. Wiegand Foundation Reno, NV 89501 |
| Richard L. Bready | Chairman and Chief Executive Officer Nortek, Inc. 50 Kennedy Plaza Providence, RI 02903 |
| Mario J. Gabelli | See above |
| John D. Gabelli | Senior Vice President |
| Eugene R. McGrath | Former Chairman and Chief Executive Officer Consolidated Edison, Inc. |
| Robert S. Prather | President & Chief Operating Officer Gray Television, Inc. 4370 Peachtree Road, NE Atlanta, GA 30319 |

Officers:

| | |
|------------------------|--|
| Mario J. Gabelli | Chairman and Chief Executive Officer |
| Douglas R. Jamieson | President and Chief Operating Officer |
| Henry G. Van der Eb | Senior Vice President |
| Jeffrey M. Farber | Executive Vice President and Chief Financial Officer |
| Christopher Michailoff | Acting Secretary |

GAMCO Asset Management Inc.
Directors:

Douglas R. Jamieson
Regina M. Pitaro
William S. Selby

Officers:

| | |
|---------------------|---|
| Mario J. Gabelli | Chief Investment Officer – Value Portfolios |
| Douglas R. Jamieson | President |
| John Piontkowski | Chief Operating Officer & Chief Financial Officer |

Christopher J. Michailoff General Counsel and Secretary

Gabelli Funds, LLC

Officers:

| | |
|------------------|---|
| Mario J. Gabelli | Chief Investment Officer – Value Portfolios |
| Bruce N. Alpert | Executive Vice President and Chief Operating Officer |
| Agnes Mullady | Vice President and President Closed-End Fund Division |

Teton Advisors, Inc.

Directors:

| | |
|---------------------|-----------|
| Bruce N. Alpert | See above |
| Douglas R. Jamieson | See above |

Officers:

| | |
|-----------------------|---------------------------------------|
| Bruce N. Alpert | Chairman |
| Nicholas F. Galluccio | Chief Executive Officer and President |

Gabelli Securities, Inc.

Directors:

| | |
|-------------------|---|
| Robert W. Blake | President of W. R. Blake & Sons, Inc. 196-20 Northern Boulevard Flushing, NY 11358 |
| Douglas G. DeVivo | General Partner of ALCE Partners, L.P. One First Street, Suite 16 Los Altos, CA 94022 |

| | |
|---------------------|-----------|
| Douglas R. Jamieson | President |
|---------------------|-----------|

Officers:

| | |
|---------------------------|-------------------------|
| Douglas R. Jamieson | See above |
| Christopher J. Michailoff | Secretary |
| Kieran Caterina | Chief Financial Officer |

Gabelli & Company, Inc.

Directors:

James G. Webster, III Chairman & Interim President

Irene Smolicz Senior Trader
Gabelli & Company, Inc.

Officers:

James G. Webster, III See Above

Bruce N. Alpert Vice President - Mutual Funds

LICT Corporation
401 Theodore Fremd Avenue Rye, NY 10580

Directors:

Mario J. Gabelli See above - GGCP, Inc.

Glenn J. Angiolillo P.O. Box 128
New Canaan, CT 06840

Alfred W. Fiore The Ross Companies
1270 Avenue of the Americas
New York, NY 10020-1703

Salvatore Muoio Principal
S. Muoio & Co., LLC
Suite 406
509 Madison Ave.
New York, NY 10022

Gary L. Sugarman Chief Executive Officer
Richfield Associates
400 Andrews Street
Rochester, NY 14604

Officers:

Mario J. Gabelli Chairman

Robert E. Dolan Interim President and Chief Executive Officer,
Chief Financial Officer

Thomas J. Hearity General Counsel

SCHEDULE II
 INFORMATION WITH RESPECT TO
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

| DATE | SHARES PURCHASED SOLD(-) | AVERAGE PRICE(2) |
|------|-----------------------------|---------------------|
|------|-----------------------------|---------------------|

COMMON STOCK-BEL FUSE INC.

GAMCO ASSET MANAGEMENT
 INC.

| | | |
|----------|------|---------|
| 11/04/08 | 400 | 17.7700 |
| 11/03/08 | 164 | 18.7500 |
| 10/31/08 | 100- | 17.4500 |
| 10/31/08 | 136 | 17.4500 |
| 10/31/08 | 100 | 17.4500 |

TETON ADVISORS, INC.

| | | |
|----------|-------|---------|
| 11/05/08 | 1,000 | 17.4500 |
|----------|-------|---------|

GABELLI FUNDS, LLC.

GABELLI SMALL CAP GROWTH FUND

| | | |
|----------|-------|---------|
| 11/06/08 | 800 | 17.4000 |
| 11/05/08 | 3,600 | 17.4000 |

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED
 ON THE NASDAQ GLOBAL SELECT
 MARKET.

(2) PRICE EXCLUDES COMMISSION.

