

CYMER INC  
Form 425  
December 14, 2012

Filed by ASML Holding N.V.

Pursuant to Rule 425 of the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

of the Securities Exchange Act of 1934

Subject Company: Cymer Inc.

(Commission File No.: 0-21321)

**ASML and Cymer provide transaction status update**

VELDHOVEN, The Netherlands/SAN DIEGO, California (USA), 14 December 2012 - ASML Holding NV (ASML) and Cymer, Inc. today provide a status update regarding ASML's previously announced pending acquisition of all of the outstanding shares of Cymer in a cash-and-stock transaction that will entitle each Cymer stockholder to receive US\$20.00 in cash and a fixed ratio of 1.1502 ASML ordinary shares per Cymer share.

Cymer has established Tuesday, 5 February 2013 as the date on which it will hold a special shareholders meeting at which the stockholders of record of Cymer as of 7 January 2013 will be asked to vote on, among other things, a proposal to approve the merger agreement, dated 17 October 2012, among ASML and Cymer and certain affiliates of ASML. The parties expect that a proxy statement/prospectus will be mailed to Cymer's stockholders in early January 2013.

In addition, ASML and Cymer indicated that they are continuing to work with various regulators. This includes responding to a request for additional information from the Antitrust Division of the U.S. Department of Justice regarding the transaction. This second request is part of the regulatory review process under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. ASML and Cymer intend to continue to work with the Department of Justice and to comply promptly with this second request.

In addition to expiration or termination of the waiting period under the HSR Act, the proposed transaction remains subject to other customary closing conditions, including review by the Committee on Foreign Investment in the United States and specified international regulators and approval by Cymer's stockholders.

ASML and Cymer continue to anticipate completion of the transaction in the first half of 2013.

**About the acquisition**

ASML and Cymer announced on 17 October 2012 their intention for ASML to acquire Cymer and thereby accelerate the development of Extreme Ultraviolet (EUV) semiconductor lithography technology. EUV is vital to support the semiconductor industry's transition to the next manufacturing technology, which is needed to create more energy-efficient microchips with more functions at lower cost, consistent with Moore's Law.

#### **About ASML**

ASML is one of the world's leading providers of lithography systems for the semiconductor industry, manufacturing complex machines that are critical to the production of integrated circuits or chips. Headquartered in Veldhoven, the Netherlands, ASML is traded on Euronext Amsterdam and NASDAQ under the symbol ASML. ASML has more than 8,200 employees on payroll (expressed in full time equivalents), serving chip manufacturers in more than 55 locations in 16 countries. More information about our company, our products and technology, and career opportunities is available on our website: [www.asml.com](http://www.asml.com)

#### **About Cymer**

Cymer, Inc. (Nasdaq: CYMI) is an industry leader in developing lithography light sources, used by chipmakers worldwide to pattern advanced semiconductor chips, and is pioneering a new silicon crystallization tool for the display industry. Cymer's light sources have been widely adopted by the world's top chipmakers and the company's installed base comprises approximately 3,750 systems. Continuing its legacy of leadership, Cymer is currently pioneering the industry's transition to EUV lithography, the next viable step on the technology roadmap for the creation of smaller, faster chips. The company is headquartered in San Diego, CA, has more than 1,200 employees on payroll (expressed in full time equivalents) and supports its customers from numerous offices around the globe. Cymer maintains a Web site to which it regularly posts press releases, SEC filings, and additional information about Cymer. Interested persons can also subscribe to automated e-mail alerts or RSS feeds. Please visit [www.cymer.com](http://www.cymer.com)

#### **ASML Contacts**

##### Media Relations Contacts

Lucas van Grinsven - Communications - +31 40 268 3949 - Veldhoven, the Netherlands

Investor Relations Contacts

Craig DeYoung - Investor Relations - +1 (480) 383 4005 - Tempe, Arizona, USA

Franki D Hoore Investor Relations - +31 40 268 6494 - Veldhoven, the Netherlands

**Cymer contacts**

Investor Relations, Natalie Badillo - +1 (858) 385 6097

Media, Taryn Unruh - +1 (619) 234-0345 (Formula)

**Forward Looking Statements**

Safe Harbor Statement under the US Private Securities Litigation Reform Act of 1995: this press release contains statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements, as they relate to Cymer or ASML, this transaction or the expected benefits of this transaction, involve risks and uncertainties that may cause results to differ materially from those set forth in the statements. We use words such as anticipates, believes, plans, expects, projects, future, intends, should, could, estimates, predicts, potential, continue, guidance and similar expressions to identify these forward-looking statements. These statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about the business and future financial results of ASML and Cymer, and readers should not place undue reliance on them. Actual results or developments may differ materially from those in the forward-looking statements. These forward looking statements are subject to risks and uncertainties, including the inability to obtain Cymer stockholder approval or regulatory approval for this transaction, the satisfaction of other conditions to the closing of the transaction, the possibility that the length of time necessary to consummate this transaction may be longer than anticipated, the achievement of the expected benefits of the transaction, risks associated with integrating the businesses of Cymer and ASML, the possibility that the businesses of ASML and Cymer may suffer as a result of uncertainty surrounding the proposed transaction, the expected capacity and capability developments in EUV systems, the anticipated effect of this transaction on ASML's earnings per share and EUV margins, the benefits of the DUV and IBP businesses and other risks associated with the development of EUV technology.

The foregoing risk list of factors is not exhaustive. You should consider carefully the foregoing factors and the other risks and uncertainties that affect the businesses of

ASML and Cymer described in the risk factors included in ASML's Annual Report on Form 20-F and Cymer's Annual Report on Form 10-K, Cymer's Quarterly Reports on Form 10-Q, and other documents filed by ASML and Cymer from time to time with the SEC. The parties disclaim any obligation to update the forward-looking statements contained herein.

**Important Information for Investors and Stockholders**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended. The proposed transaction will be submitted to the stockholders of Cymer for their consideration. In connection with the proposed transaction, ASML has filed a registration statement on Form F-4 with additional information concerning the transaction, including a proxy statement/prospectus. **CYMER STOCKHOLDERS ARE ADVISED TO READ THESE DOCUMENTS CAREFULLY (WHEN THEY BECOME AVAILABLE) AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** The proxy statement, the registration statement, and other documents containing other important information about Cymer and ASML filed or furnished to the SEC (when they become available) may be read and copied at the SEC's public reference room located at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Rooms may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website, [www.sec.gov](http://www.sec.gov), from which any electronic filings made by ASML and Cymer may be obtained without charge. In addition, investors and shareholders may obtain copies of the documents filed with or furnished to the SEC upon oral or written request without charge. Requests may be made in writing by regular mail by contacting ASML at the following address: De Run 6501, 5504 DR, Veldhoven, The Netherlands, Attention: Investor Relations, or by contacting Cymer at the following address: 17075 Thornmint Court, San Diego, CA, 92127, Attention: Investor Relations, +1 858 385 6097.

Cymer and ASML and their respective directors, executive officers and employees and other persons may be deemed to be participants in the solicitation of proxies in respect of the transaction. Information regarding Cymer's directors and executive officers and

their ownership of Cymer common stock is available in Cymer's proxy statement for its 2012 meeting of stockholders, as filed with the SEC of Schedule 14A on April 11, 2012. Information about ASML's directors and executive officers and their ownership of ASML ordinary shares is available in its Annual Report on Form 20-F for the year ended December 31, 2011 and will be available in the joint proxy statement/prospectus (when available). Other information regarding the interests of such individuals as well as information regarding Cymer's and ASML's directors and officers will be available in the proxy statement/prospectus when it becomes available. These documents can be obtained free of charge from the sources indicated above.