

BROOKS AUTOMATION INC

Form DEF 14A

December 22, 2011

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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No. ___)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to section 240.14a-12

Brooks Automation, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - 1) Title of each class of securities to which transaction applies:
 - 2) Aggregate number of securities to which transaction applies:
 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - 4) Proposed maximum aggregate value of transaction:
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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - 1) Amount Previously Paid:
 - 2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS OF
BROOKS AUTOMATION, INC.
TO BE HELD ON FEBRUARY 8, 2012**

The 2012 Annual Meeting of Stockholders of Brooks Automation, Inc. (Brooks or the Company) will be held on February 8, 2012 at 10:00 a.m., local time, at the Four Seasons Hotel Boston, 200 Boylston Street, Boston, Massachusetts 02116 for the following purposes:

1. To elect nine directors to serve for the ensuing year and until their successors are duly elected;
2. To approve an amendment to the Company s 1995 Employee Stock Purchase Plan to increase the number of shares of the Company s common stock available for issuance thereunder by 1,000,000 shares, from 3,000,000 to 4,000,000;
3. To approve, on an advisory basis, the overall compensation of Brooks executive officers;
4. To recommend, on an advisory basis, the frequency of advisory votes on executive compensation; and
5. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered accounting firm for the 2012 fiscal year.

The stockholders will also act on any other business as may properly come before the meeting.

The Board of Directors has fixed December 13, 2011 as the record date for determining the stockholders entitled to notice of, and to vote at, the Annual Meeting.

All stockholders are cordially invited to attend the Annual Meeting. To ensure your representation at the Annual Meeting we urge you to complete a proxy telephonically, electronically or by mail, if you requested a proxy statement be mailed to you as described in the proxy statement.

This year we will again take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their stockholders over the Internet. This so-called e-proxy process is becoming familiar to many investors and it can serve to expedite stockholders receipt of proxy materials, lower costs and diminish the environmental impact of our annual meeting. All stockholders have been sent a notice with instructions as to how to access our proxy statement and annual report, as well as how to vote.

Notice Regarding Availability of Proxy Materials for the Annual Meeting to be held on February 8, 2012: This notice, the attached proxy statement and our Annual Report on Form 10-K for the fiscal year ended September 30, 2011, are available at our website at www.brooks.com. In addition, you may access these materials at <http://materials.proxyvote.com/114340>, which does not have cookies that identify visitors to the site.

Any stockholder attending the Annual Meeting may vote in person even if that stockholder has previously returned a Proxy Card.

By Order of the Board of Directors

Jason W. Joseph,
*Vice President, General
Counsel and Secretary*
Chelmsford, Massachusetts
December 23, 2011

YOUR VOTE IS IMPORTANT

WE URGE YOU TO PROMPTLY AUTHORIZE YOUR PROXY BY FOLLOWING THE VOTING INSTRUCTIONS, SO THAT IF YOU ARE UNABLE TO ATTEND THE ANNUAL MEETING YOUR SHARES MAY NEVERTHELESS BE VOTED. HOWEVER, YOUR PROXY MAY BE REVOKED AT ANY TIME PRIOR TO EXERCISE BY FILING WITH THE SECRETARY OF THE COMPANY A WRITTEN REVOCATION, BY AUTHORIZING A PROXY AT A LATER DATE, OR BY ATTENDING AND VOTING AT THE ANNUAL MEETING.

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BROOKS AUTOMATION, INC.

**PROXY STATEMENT
FOR THE ANNUAL MEETING OF STOCKHOLDERS**

To Be Held On February 8, 2012

This proxy statement is furnished in connection with the solicitation of proxies by the board of directors (the Board of Directors or the Board) of Brooks Automation, Inc., a Delaware corporation (we, us, Brooks or the Company), at the Annual Meeting of Stockholders to be held at the Four Seasons Hotel Boston, 200 Boylston Street, Boston, Massachusetts 02116 on February 8, 2012, at 10:00 a.m., local time, and at any adjournment or adjournments thereof (the Annual Meeting).

We expect that this proxy statement and the accompanying proxy materials will first be made available to stockholders on or about December 23, 2011. Our Annual Report on Form 10-K for the fiscal year ended September 30, 2011 as filed with the Securities and Exchange Commission (SEC) is included as the Annual Report to Stockholders being made available to our stockholders with this proxy statement. It is also available to stockholders without charge upon written request addressed to Investor Relations, Brooks Automation, Inc., 15 Elizabeth Drive, Chelmsford, Massachusetts 01824, which is the mailing address of the Company's principal executive offices.

GENERAL INFORMATION

Record Date, Voting Rights and Outstanding Shares

Only stockholders of record at the close of business on December 13, 2011 will be entitled to receive notice of, and to vote at, the Annual Meeting. As of that date, there were outstanding and entitled to vote 66,254,445 shares of our Common Stock, \$.01 par value (the Common Stock). Each stockholder is entitled to one vote for each share of Common Stock held of record on that date and may vote such shares either in person or by proxy.

Electronic Distribution

This proxy statement, our Annual Report on Form 10-K for the fiscal year ended September 30, 2011 and the proxy card are available at: <http://materials.proxyvote.com/114340>.

Solicitation

The proxy relating to the Annual Meeting is solicited on behalf of our Board of Directors, and we will bear the cost of such solicitation. Our officers and regular employees may solicit proxies by correspondence, telephone or in person, without extra compensation. We may also pay to banks, brokers, nominees and certain other fiduciaries their reasonable expenses incurred in forwarding proxy material to the beneficial owners of the securities held by them.

Voting Procedures

The votes of stockholders present in person or represented by proxy at the Annual Meeting will be tabulated by an inspector of elections. A quorum, consisting of a majority of all stock issued, outstanding and entitled to vote at the Annual Meeting, will be required to be present in person or by proxy for the transaction of business at the Annual Meeting and any adjournment thereof. If a quorum is not present, a majority of the votes properly cast will adjourn the meeting.

The affirmative vote of the holders of a plurality of the votes cast on the matter is required for the election of directors (Proposal One). The approval of the amendment to the Company's 1995 Employee Stock Purchase Plan (Proposal Two), the advisory vote on executive compensation (Proposal Three), the approval of

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one of the three frequency options under the advisory vote on the frequency of advisory votes on executive compensation (Proposal Four) and the ratification of PricewaterhouseCoopers LLP, or PwC (Proposal Five), require the affirmative vote of the holders of a majority of the votes cast on the matter.

Shares held by stockholders who abstain from voting as to a particular matter, and broker non-votes, which are shares held in street name by banks, brokers or nominees, who do not have discretionary authority to vote such shares as to a particular non-routine matter, including the election of directors, the amendment to the Company's 1995 Employee Stock Purchase Plan and advisory votes on executive compensation, will not be counted as votes in favor of, or as votes cast for, a matter. Accordingly, abstentions and broker non-votes will have no effect on the voting on a matter that requires the affirmative vote of a certain percentage of the shares voting on the matter. With respect to Proposal Four, if none of the three frequency options receives the vote of the holders of a majority of the votes cast, we will consider the frequency option (one year, two years or three years) receiving the highest number of votes cast by stockholders to be the frequency that has been recommended by stockholders. However, as described in more detail in Proposal Four, because this proposal is non-binding, the Board of Directors may decide that it is in the best interest of our stockholders and the Company to hold future executive compensation advisory votes more or less frequently. Proposal Three (the advisory vote on executive compensation) is also a non-binding proposal. If the shares you own are held in street name by a bank or brokerage firm, your bank or brokerage firm, as the record holder of your shares, is required to vote your shares according to your instructions. In order to vote your shares, you will need to follow the directions your bank or brokerage firm provides you.

Voting of Proxies

General. If your shares of Common Stock are registered directly in your name with our transfer agent, Computershare, Inc., you are considered *the stockholder of record* of those shares. In that case these proxy materials have been sent directly to you and you have the right with these proxy materials to grant your proxy directly to Brooks or to vote in person or by telephone or via the Internet as described below.

If your shares of Common Stock are held in a brokerage account (street name) or by another person on your behalf, you are considered to be the *beneficial owner* of those shares, and these proxy materials are being forwarded to you by your broker or other nominee together with a voting instruction card, and you are also invited to attend the Annual Meeting.

Proxies Without Voting Instructions. Proxies that are properly submitted and dated but which do not contain voting instructions will be voted for the election of the nominees as directors described in this proxy statement, for the amendment to the Company's 1995 Employee Stock Purchase Plan, for the approval of the non-binding vote on executive compensation, for the frequency of the non-binding vote on executive compensation as recommended by the Board of Directors and for the ratification of the selection of PricewaterhouseCoopers LLP. If any other matters properly come before the Annual Meeting, proxies will be voted by the authorized proxies in accordance with their best judgment.

Voting Shares Held Through Broker By Proxy. If your shares of Common Stock are held by your broker, your broker will vote your shares for you if you provide instructions to your broker on how to vote your shares. You should follow the directions provided by your broker on a voting instruction card regarding how to instruct your broker to vote your shares. In the absence of such instructions, the broker will be able to vote your shares on matters with respect to which it has discretionary voting power, in this case only the ratification of the selection of PricewaterhouseCoopers LLP but not with respect to the election of the nine nominees for director, the amendment to the Company's 1995 Employee Stock Purchase Plan or the advisory votes on executive compensation.

Voting Of Shares Held Through Broker In Person. If your shares of Common Stock are held by your broker or other nominee in a name other than yours and you wish to vote those shares in person at the Annual Meeting, you must obtain from the broker or other nominee holding your shares a properly executed legal proxy, identifying you as a stockholder, authorizing you to act on behalf of the broker or other nominee at the Annual Meeting and specifying the number of shares with respect to which the authorization is granted.

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Other Matters. If you sign and return the enclosed proxy card or vote your shares over the telephone or via the Internet, you grant to the persons named in the proxy the authority to vote in their discretion on any other matters that may properly come before the Annual Meeting, including any adjournment or postponement thereof. Other matters that may be properly brought before the Annual Meeting, unless otherwise provided in our certificate of incorporation or bylaws or by statute, will be approved if they receive a majority of the votes properly cast on the matter. Our management does not presently know of any other matters to be brought before the Annual Meeting.

Voting Procedures. There are several ways in which you or your representative can vote your shares, as follows:

By mail Stockholders of record of Brooks stock may submit proxies by completing, signing and dating their proxy cards and mailing them in the accompanying pre-addressed envelopes. Brooks stockholders who are the beneficial owners of shares held in a brokerage account, or by another person on their behalf, may vote by mail by completing, signing and dating the voting instruction card provided by their broker, trustee or nominee and mailing it in the accompanying pre-addressed envelope.

By telephone Stockholders of record may submit proxies by telephone until 11:59 p.m. (Eastern Time) on February 7, 2012 by calling 1-800-690-6903. The proxy card includes instructions on submitting proxies by telephone. Most Brooks stockholders who are the beneficial owners of shares held in a brokerage account, or by another person on their behalf, and live in the United States or Canada may vote by telephone by calling the number specified on the voting instruction card provided by their broker, trustee or nominee. Please see the voting instruction card for telephone voting availability.

By Internet Stockholders of record may submit proxies using the Internet until 11:59 p.m. (Eastern Time) on February 7, 2012 by visiting www.proxyvote.com. The proxy card includes instructions on submitting proxies using the Internet. Most Brooks stockholders who are the beneficial owners of shares held in a brokerage account, or by another person on their behalf, and live in the United States or Canada may vote using the Internet by following the instructions on the voting instruction card provided by their broker, trustee or nominee. Please see the voting instruction card for Internet voting availability.

Revocation of Proxies

Signing the enclosed proxy card or otherwise submitting one's proxy will not prevent a record holder from voting in person at the Annual Meeting or otherwise revoking the proxy. A record holder may revoke a proxy at any time before the Annual Meeting in the following ways:

filing with our corporate secretary, before the vote at the Annual Meeting, a written notice of revocation bearing a later date than the proxy;

authorizing a later dated proxy relating to the same shares and delivering it to us before the vote at the Annual Meeting; or

attending the Annual Meeting and voting in person, although attendance at the meeting will not by itself constitute a revocation of the proxy.

Record holders should send any written notice of revocation or subsequent proxy to our corporate secretary at 15 Elizabeth Drive, Chelmsford, Massachusetts 01824, or hand deliver the notice of revocation or subsequent proxy to our corporate secretary before the vote at the Annual Meeting.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on February 8, 2012.

Pursuant to rules adopted by the SEC, we have elected to provide access to our proxy materials over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials to our stockholders of record and beneficial owners, which will instruct you as to how you may access and review all of the proxy materials on the Internet. The Notice also instructs you as to how you may submit your proxy on the Internet. If you would like to receive a paper copy of our proxy materials, you should follow the instructions for requesting such materials in the Notice.

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The following table sets forth information as of November 18, 2011 with respect to the beneficial ownership of Common Stock by each nominee for director, the director *emeritus* and each executive officer named below in the Summary Compensation Table under Compensation Tables for Named Executive Officers Summary Compensation Table, which we refer to as the Named Executive Officers, all current executive officers, the director nominees and the director *emeritus* as a group, and each person known by us to be the beneficial owner of 5% or more of the Common Stock. Except as indicated below, this information is based upon information received from, on behalf of or filed with the SEC by the named individuals.

Name	Shares of Common Stock Beneficially Owned(1)(2)	Percentage of Class
<i>Named Executive Officers, Director Nominees and Director Emeritus:</i>		
Stephen S. Schwartz	459,127	*
Martin S. Headley	320,372	*
Steven A. Michaud (3)	214,949	*
Thomas R. Leitzke	38,413	*
Clinton M. Haris (4)	116,373	*
A. Clinton Allen (5)	77,500	*
Joseph R. Martin (6)	58,800	*
John K. McGillicuddy (7)	52,500	*
Krishna G. Palepu (8)	69,785	*
C.S. Park (9)	30,000	*
Kirk P. Pond	42,500	*
Marvin G. Schorr (10)	186,048	*
Alfred Woollacott, III (11)	80,820	*
Mark S. Wrighton (12)	83,484	*
All directors nominees, director <i>emeritus</i> and executive officers as a group (18 persons) (19)	1,937,705	2.92%
<i>Five Percent Owners:</i>		
BlackRock, Inc. 40 East 52nd Street, New York, NY 10022 (13)	4,956,331	7.48%
Barrow, Hanley Mewhinney & Strauss, LLC 2200 Ross Avenue, 31st Floor, Dallas, Texas 75201-2761 (14)	4,808,852	7.26%
Dimensional Fund Advisors LP Palisades West, Building One 6300 Bee Cave Road, Austin, Texas 78746 (15)	4,565,179	6.89%

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Royce & Associates, LLC, 745 Fifth Avenue, New York, NY 10151 (16)	4,475,182	6.75%
Polaris Capital Management, LLC, 125 Summer Street, Suite 1470, Boston, MA 02110 (17)	3,958,940	5.97%
T. Rowe Price Associates, Inc. 100 E. Pratt Street, Baltimore, Maryland 21202 (18)	3,585,404	5.41%

* Less than one percent.

(1) To our knowledge, the persons named in this table have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them, subject to community property laws

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where applicable and except as indicated in the other footnotes to this table. In addition, shares indicated as beneficially owned by officers and directors in some instances include restricted stock over which the officer or director has voting power but no investment power.

- (2) In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of Common Stock subject to options or warrants held by that person that are currently exercisable or exercisable within 60 days after November 18, 2011 are deemed outstanding. Such shares, however, are not deemed outstanding for the purpose of computing the percentage ownership of any other person.
- (3) Includes 2,042 shares held in our 401(k) retirement savings plan and 25,540 shares issuable pursuant to stock options exercisable within 60 days of November 18, 2011.
- (4) Includes 4,000 shares issuable pursuant to stock options exercisable within 60 days of November 18, 2011.
- (5) Includes 10,000 shares issuable pursuant to stock options exercisable within 60 days of November 18, 2011, as well as 10,000 shares held by a relative of Mr. Allen, over which he has no voting rights.
- (6) Includes 20,000 shares issuable pursuant to stock options exercisable within 60 days of November 18, 2011.
- (7) Includes 10,000 shares issuable pursuant to stock options exercisable within 60 days of November 18, 2011, as well as 22,500 shares issued in the form of restricted stock units that do not vest until separation from service as a Brooks director.
- (8) Includes 25,000 shares issuable pursuant to stock options exercisable within 60 days of November 18, 2011.
- (9) Includes 7,500 shares issued in the form of restricted stock units that do not vest until the earlier of the attainment of age 65 or separation from service as a Brooks director.
- (10) Includes 27,220 shares issuable pursuant to stock options exercisable within 60 days of November 18, 2011.
- (11) Includes 36,100 shares issuable pursuant to stock options exercisable within 60 days of November 18, 2011.
- (12) Includes 27,220 shares issuable pursuant to stock options exercisable within 60 days of November 18, 2011.
- (13) Based upon the most recent Schedule 13G filed by BlackRock, Inc. with the SEC on February 3, 2011, as of December 31, 2010, BlackRock, Inc. had sole voting power over 4,956,331 shares and sole dispositive power over 4,956,331 shares.
- (14) Based upon the most recent Schedule 13G filed by Barrow, Hanley Mewhinney & Strauss, LLC with the SEC on February 11, 2011, as of December 31, 2010 Barrow, Hanley Mewhinney & Strauss, LLC had sole voting power over 1,980,052 shares, shared voting power over 2,828,800 shares and sole dispositive power over 4,808,852 shares.
- (15) Based upon the most recent Schedule 13G filed by Dimensional Fund Advisors LP with the SEC on February 11, 2011, as of December 31, 2010, Dimensional Fund Advisors LP had sole voting power over 4,489,895 shares and sole dispositive power over 4,565,179 shares.
- (16) Based upon the most recent Schedule 13G filed by Royce & Associates, LLC with the SEC on January 12, 2011, as of December 31, 2010 Royce & Associates, LLC had sole voting power over 4,475,182 shares and sole

dispositive power over 4,475,182 shares.

- (17) Based upon the most recent Schedule 13G filed by Polaris Capital Management, LLC with the SEC on January 31, 2011, as of December 31, 2010 Polaris Capital Management, LLC had sole voting power over 3,958,940 shares and sole dispositive power over 3,983,040 shares.
- (18) Based upon the most recent Schedule 13G filed by T. Rowe Price Associates, Inc. with the SEC on February 10, 2011, as of December 31, 2010 T. Rowe Price Associates, Inc. had sole voting power over 1,154,634 shares and sole dispositive power over 3,585,404 shares.
- (19) Includes 185,080 shares issuable pursuant to stock options exercisable within 60 days of November 18, 2011 and 2,042 shares held in our 401(k) retirement savings plan.

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**PROPOSAL NO. 1
ELECTION OF DIRECTORS**

At the 2012 Annual Meeting, nine directors are to be elected to serve until the 2013 annual meeting of stockholders and until their successors have been duly elected and qualified. The nominees for election at the 2012 Annual Meeting are listed on pages 9 to 12 with brief biographies. They are all currently Brooks directors. All directors stand for election at the Annual Meeting. In addition, Dr. Marvin G. Schorr, *Director Emeritus* of the Company since 2005, has informed the Company of his intention to retire from his position as *Director Emeritus* following the 2012 annual meeting of stockholders. The position of Director Emeritus was created for Dr. Schorr at the time of the Company's acquisition of Helix Technology Corporation, and after Dr. Schorr's retirement, the Company does not intend to appoint anyone to replace Dr. Schorr as *Director Emeritus*. Under the Board's Governance Policy, any Director who is also an employee of the Company must resign from the Board at the time of his retirement from, or termination of employment with, the Company; however, the Board has the discretion to waive this requirement.

Director Qualifications

In its Governance Policy and in the charter of the Nominating and Governance Committee, the Board has set out both broadly and in specific terms the qualifications sought when considering non-employee director candidates. At the highest level, as set out in the Board's Governance Policy, these include a high degree of business experience, the consistent exercise of the highest ethical standards, and a continuing commitment to the best practices of corporate governance. The Board and the Nominating and Governance Committee also assess a candidate's independence as defined under SEC and Nasdaq rules. The emphasis throughout the process of identifying, nominating and evaluating candidates for the Board and members of the Board following their election is to produce a group of directors that function effectively as a leadership team. It is considered important not only to bring together Directors with a variety of skills in diverse areas, but also to ensure that those Directors function well together. Within this framework, the charter of the Nominating and Governance Committee includes specific criteria as essential in helping to ensure that the Board possesses the strength that is derived from having a variety of appropriate skills and experience. Those criteria are proven leadership and management experience as CEO or chairman of a public company or other large, complex organization; financial expertise; experience in technology, manufacturing and marketing; international background; diversity; expertise resulting from significant academic or research activities; and experience on one or more boards of significant public or non-profit organizations. It is the practice of the Nominating and Governance Committee and the Board in nominating and evaluating candidates for the Board to take into account the overall experience represented on the Board, all as part of the process of endeavoring to ensure that the Board functions at all times as an effective team. The Committee and the full Board review their effectiveness in balancing these considerations when assessing the composition of the Board.

While the Board has not adopted a formal policy concerning diversity, it does believe, as noted above, that it must take advantage of the strength derived from having a variety of skills, experience and unique individual backgrounds represented among its members. The Brooks Board is composed of a diverse group of leaders in their respective fields. Many of the current directors have leadership experience at major domestic and international companies with operations inside and outside the United States, as well as experience on other companies' boards, which provides an understanding of different business processes, challenges and strategies. In some cases they have occupied CEO and other leadership roles in internationally focused companies in the markets that Brooks serves or related markets. Other directors have experience as professors and leaders at internationally recognized academic institutions or as accounting professionals operating at the highest level of the independent accounting profession, each of which brings unique perspectives to the Board. Certain of those Directors also come to the Brooks Board with the diverse perspective of people born and raised in nations and cultures outside the United States.

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The following table sets forth certain information as of December 15, 2011 with respect to the nine nominees, in each case setting forth the particular experience, qualifications, attributes and skills of each director nominee that led the Board to conclude that such person should serve as a director of Brooks.

Name	Age	Position	Director Since
A. Clinton Allen (2)(5)	67	Director	2003
Joseph R. Martin (3)(4)	64	Chairman of the Board of Directors	2001
John K. McGillicuddy (1)(3)(4)	68	Director	2003
Krishna G. Palepu (3)(4)(5)	57	Director	2005
C. S. Park (2)(3)	63	Director	2008
Kirk P. Pond (2)(3)	67	Director	2007
Stephen S. Schwartz (4)	52	Director, President and CEO	2010
Alfred Woollacott, III (1)(5)	65	Director	2005
Mark S. Wrighton (1)(5)	62	Director	2005

(1) Member of our Audit Committee for fiscal 2012.

(2) Member of our Human Resources and Compensation Committee for fiscal 2012.

(3) Member of our Nominating and Governance Committee for fiscal 2012.

(4) Member of our Executive Committee for fiscal 2012.

(5) Member of our Finance Committee for fiscal 2012.

Mr. A. Clinton Allen has been a director since October 2003. In addition to serving as a director, Mr. Allen is Chairman and Chief Executive Officer of A.C. Allen & Company, an investment banking consulting firm, and Principal of the American College of Corporate Directors, an organization that provides educational and other services to public company directors, CEOs and corporate counsel. From 1989 to 2002, Mr. Allen served as Vice Chairman of the Board of Psychemedics Corporation, Inc., a biotechnology company with a proprietary drug testing product, and as Chairman of the Board of Psychemedics from 2002 to 2003. Mr. Allen is currently the non-executive chairman and a director of Collectors Universe, a provider of value added services to dealers and collectors. He also serves as the lead director of LKQ Corporation, a supplier of recycled OEM automotive parts, and as Vice Chairman of Avantair, Inc., a provider of fractional aircraft shares for business and personal use. Mr. Allen holds a Masters Professional Director Certification from the American College of Corporate Directors.

The Board of Directors has concluded that Mr. Allen should continue to serve as a Director of the Company because of his broad-based investment banking and financial market expertise, providing the Company and the Board with valuable insights in both merger and acquisition analysis and in the approach to capital markets generally, as well as his leadership experience serving as chairman and lead director for diverse publicly traded companies.

Mr. Joseph R. Martin has been a director of Brooks since June 2001 and Chairman of the Board since May 2006. Mr. Martin served as Executive Vice President and Chief Financial Officer, and later Sr. Executive Vice President, and then as member of Office of the Chairman of Fairchild Semiconductor International, Inc., a supplier of power semiconductors, from June 1996 to May of 2004. He served as the Vice Chairman of Fairchild's Board of Directors from 2003 until his retirement in June 2005. Mr. Martin is a member of the Board of Directors of Soitec, Inc., a semiconductor wafer processing company, and of SynQor, Incorporated, a manufacturer of power converters. Mr. Martin also serves as Trustee of Embry-Riddle Aeronautical University. Mr. Martin holds an Masters Professional Director Certification from the American College of Corporate Directors.

Mr. Martin's extensive industry and finance experience over more than 30 years in the semiconductor industry as CFO and Vice Chairman of the board of directors of a multinational public semiconductor

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company, combined with the leadership that he has provided as Brooks Chairman since 2006, are regarded by the Board as invaluable contributions to the operation of the Board and the financial success of the company.

Mr. John K. McGillicuddy has been a director since October 2003. Mr. McGillicuddy was a partner with the international accounting firm of KPMG LLP, a public accounting firm, from 1975 until his retirement in June 2000. Mr. McGillicuddy is also a member and chairman of the Board of Directors of Watts Water Technologies, Inc., a manufacturer of water safety and flow control products as well as member of the Board of Directors of Cabot Corporation, a chemical manufacturer.

The Board of Directors has concluded that Mr. McGillicuddy should continue to serve as a Director of the Company because of the depth of his financial background, including his previous experience as partner of a large, international public accounting firm, as well as his leadership and international experience as chairman of a public company with international operations.

Dr. Krishna G. Palepu has been a director since November 2005. Dr. Palepu is the Ross Graham Walker Professor of Business Administration and Senior Associate Dean for International Development at the Harvard Business School. Among his other responsibilities at the Harvard Business School, Dr. Palepu teaches in several different corporate governance educational programs. Prior to assuming his current administrative position, Dr. Palepu held other positions at Harvard Business School, including Senior Associate Dean, Director of Research, and Chair, Accounting and Control Unit. Dr. Palepu is also a director of BTM Corporation, a management solutions provider focused on converging business with technology. He has also served since 2008 as a director of Partners Harvard Medical International, a non-profit subsidiary of Partners HealthCare System, Inc. devoted to promoting collaboration among international health care leaders, and since 2005 as a director of the Exeter Group, a privately owned software services company located in Cambridge, Massachusetts. Dr. Palepu was formerly a member of the Board of Directors of Dr. Reddy's Laboratories Ltd., an Indian global pharmaceuticals company, from 2002 until 2009, and was a member of the Board of Directors of PolyMedica Corp, a Massachusetts provider of diabetes testing supplies and products, from June 2006 until it was sold in August 2007. Dr. Palepu was also formerly a member of the Board of Directors of Satyam Computer Services Limited (Satyam), an Indian company whose shares are publicly traded in India and on the New York Stock Exchange. In December 2008, Dr. Palepu resigned from the Board of Satyam. Dr. Palepu holds a Professional Director Certification from the American College of Corporate Directors.

In January 2009, the Chairman of Satyam disclosed a series of fraudulent transactions that resulted in an overstatement of Satyam's assets and revenue. As a result of subsequent investigations by agencies of the Indian government, various proceedings are now pending in India involving allegations of fraud, substantial overstatements of revenues, profits and assets, as well as violations of sections of India's criminal and corporate statutes. An investigative agency of the Indian government has produced a report relating to these matters alleging a series of violations of the Companies Act, 1956, of India (the Companies Act) by the former directors of Satyam. This agency has filed complaints with respect to two of these allegations naming Dr. Palepu and other Satyam directors. These complaints relate to Satyam's alleged failure to properly identify highly paid employees in reports required by the Companies Act and failure to obtain prior approval from the government of India for consulting fees paid to Dr. Palepu. Dr. Palepu has also been named as a respondent to a petition brought in January 2009 before the Company Law Board of the Indian government arising out of these same facts. Dr. Palepu, along with the other former directors of Satyam and other parties, is also a named defendant in a putative class action lawsuit pending in the United States District Court for the Southern District of New York in which the plaintiffs allege violations of the United States securities laws, including Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder.

Dr. Palepu has informed our Board of Directors that he believes these allegations lack merit and that he intends to assert his defenses vigorously. Dr. Palepu has moved to dismiss the putative class action lawsuit pending in the United States District Court for the Southern District of New York. After reviewing the matter itself and discussing these

claims and the surrounding facts with Dr. Palepu, our Board of Directors (Dr. Palepu recusing himself) voted to nominate Dr. Palepu to serve on our Board of Directors.

The Board of Directors has concluded that Dr. Palepu should continue to serve as a Director of the Company because of the depth of the strategic, marketing, financial and technology insights that he provides

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arising out of his service as a professor at an internationally esteemed business school, his expertise in corporate governance, as well as the global and culturally diverse perspective afforded by his international background.

Dr. C.S. Park became a member of our Board in April 2008. Prior to joining Brooks Board, from September 1996 through February 2000, he served as Chairman, President and CEO of Hyundai Electronics America in San Jose, California. Dr. Park served as President and CEO of Hynix Semiconductor Inc. from March 2000 to May 2002, and from June 2000 to May 2002 he also served as its Chairman. Dr. Park also served as Chairman of Maxtor Corporation from May 1998 until it was acquired by Seagate Technology in 2006. He continues to serve on Seagate's Board of Directors. In addition to his corporate experiences, Dr. Park has also served as a Management Consultant at Ernst & Young Consulting Inc. in Seoul, South Korea, as well as a Managing Director, Investment Partner, and Senior Advisor to H&Q Asia Pacific, a private equity firm based in Palo Alto, California. In addition to his current position as a Board member at Seagate Technology, Dr. Park also serves on the boards of Computer Sciences Corporation and Ballard Power Systems Inc. He served as a director of Smart Modular Technologies, Inc. for six years, concluding his tenure in 2010, and was a director of STATS ChipPAC Ltd. in Singapore from 2004 until August 2007. Dr. Park is also a director of a privately-held company.

The Board of Directors has concluded that Dr. Park should continue to serve as a Director of the Company because of the unique insights derived from his years of leadership, technology, manufacturing and marketing experience gained through his service as CEO of global companies in the semiconductor and electronics industries, as well as the global and culturally diverse perspective afforded by his international background.

Mr. Kirk P. Pond became a director in November 2007. Mr. Pond was the President and Chief Executive Officer of Fairchild Semiconductor International, Inc., from June 1996 until May 2005. He served as the Chairman of Fairchild's Board of Directors from 1997 until June 2006. Prior to Fairchild Semiconductor's separation from National Semiconductor, Mr. Pond had held several executive positions with National Semiconductor, including Executive Vice President and Chief Operating Officer. Mr. Pond served as a member of the Board of Directors of the Federal Reserve Bank of Boston from January 2004 until January 2007 and since 2005 has been a director of Wright Express Corporation. Mr. Pond also has been a director of Sensata Technologies Holding (NV) since March 2011 and has served on the advisory Board of the University of Arkansas Engineering School since 1987.

The Board of Directors has concluded that Mr. Pond should continue to serve as a Director of the Company in order to receive the continuing advantage both of his leadership experience as CEO of a successful public company in the semiconductor industry and his generally broad background in technology, semiconductor manufacturing, global marketing and finance in both the public and private sectors.

Dr. Stephen S. Schwartz joined Brooks in April 2010 as President. As of October 1, 2010, following the retirement of Brooks' previous chief executive officer, Dr. Schwartz became Brooks' chief executive officer as well as President, and continues to serve as such. Dr. Schwartz was elected to the Brooks Board of Directors in August 2010. Dr. Schwartz had previously served, from August 2002 until April 20, 2009, as Chief Executive Officer and a director of Asyst Technologies, Inc., a manufacturer of integrated hardware and software automation systems primarily directed at the semiconductor manufacturing industry. He joined Asyst in January 2001 as Senior Vice President, Product Groups and Operations and was elected Chairman of Asyst in January 2003. Asyst filed for bankruptcy protection under Chapter 11 of the United States bankruptcy act on April 24, 2009, and Asyst's assets have since been liquidated. Prior to joining Asyst, Dr. Schwartz had served since 1987 in various capacities with Applied Materials, Inc., including acting as general manager for Applied Material's service business and president of Consilium, Inc., an Applied Materials software subsidiary.

The Board of Directors has concluded that Dr. Schwartz should continue to serve as a Director of the Company due to the depth of industry, marketing and management experience that he brings as former CEO of a company in the

automation manufacturing space, as well as the fact that he is the Company's chief executive officer, thereby bringing to the Board his insight and experience with the daily business of the Company and its customers, employees and other stakeholders.

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Mr. Alfred Woollacott, III is a certified public accountant and was a partner with the accounting firm of KPMG LLP from 1979 until his retirement in September 2002. He became a director in October 2005 following our acquisition of Helix and was appointed to our Board pursuant to our merger agreement with Helix. He is currently a Board member of William Hart Realty Trust and the Hart Haven Community Association. Mr. Woollacott also served as a Director of Greencore U.S. Holdings, a wholly owned subsidiary of Greencore Group PLC, an Irish corporation listed on the Irish Stock Exchange which is an international manufacturer of convenience foods and ingredients until 2010. Mr. Woollacott holds a Masters Professional Director Certification from the American College of Corporate Directors.

The Board of Directors has concluded that Mr. Woollacott should continue to serve as a Director of the Company because of his financial background and expertise gained through his career as partner of a large, international public accounting firm, as well his experience on the Board of an international company in the semiconductor capital equipment business.

Dr. Mark S. Wrighton has been Chancellor of Washington University in St. Louis since July 1995. He became a director in October 2005 following our acquisition of Helix and was appointed to our Board pursuant to our merger agreement with Helix. Dr. Wrighton also serves as director of Cabot Corporation, a chemical manufacturer, and of Corning Incorporated, a manufacturer of specialty glass and ceramics. He previously served as a director of A.G. Edwards, Inc., a financial services company, until 2007.

The Board of Directors has concluded that Dr. Wrighton should continue to serve as a Director of the Company because of his leadership and financial experience gained as the lead executive of an esteemed, large university, as well as his extensive experience as a member of the Board for large, technically focused public companies in the manufacturing and financial sectors and his technology experience as a scientist.

THE COMPANY S BOARD OF DIRECTORS RECOMMENDS THAT THE STOCKHOLDERS VOTE FOR THE ELECTION OF THE NINE NAMED NOMINEES

CORPORATE GOVERNANCE AND DIRECTOR COMPENSATION

Board of Directors

The Board of Directors has responsibility for establishing broad corporate policies and reviewing overall performance rather than day-to-day operations. The Board s primary responsibility is to oversee the management and, in so doing, to serve our and our stockholders best interests. Management keeps the directors informed of our activities through regular written reports and presentations at Board and Committee meetings. During 2007, the Nominating and Governance Committee of the Board conducted a review of our governance policies and practices, and upon the recommendation of that Committee, the Board adopted the Governance Policy that is publicly available on our website at www.brooks.com. That policy calls for, among other things, the maintenance of Board leadership that is separate from the Company s executive leadership, whether that comes in the form of an independent Chairman or an independent lead director. The independent Chairman presides over the regularly held executive sessions of the Board, noted below, at which the Chief Executive Officer is not present. Each director is required to stand for election annually.

The Board has assessed each of the nine nominees for director against the SEC and Nasdaq Stock Market standards for independence and determined that Messrs. Allen, Martin, McGillicuddy, Palepu, Park, Pond, Woollacott and Wrighton, being eight of the nine directors, meet the general definition of an independent director. The Board has

further determined that all members of the Audit Committee (among others) meet the stricter definition required for members of an Audit Committee, and determined that each member of the Audit Committee qualifies as an Audit Committee Financial Expert.

The Board of Directors held 15 meetings during the fiscal year ended September 30, 2011. The Board of Directors took action on one occasion by unanimous written consent in lieu of a special meeting during the

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fiscal year ended September 30, 2011. Each current director attended at least 75% of the meetings of the Board of Directors and of Committees of which he was a member held while he was a director during the last fiscal year. In connection with each of the Board's four regularly scheduled meetings, all non-employee members of the Board met in executive sessions without the Chief Executive Officer being present. The independent Chairman presides over these executive sessions.

The Board of Directors encoura