

ENTEGRIS INC  
Form 8-K  
May 24, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTIONS 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported) May 19, 2010**

**ENTEGRIS, INC.**

(Exact name of registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

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**000-30789**  
(Commission File Number)

**41-1941551**  
(I.R.S. Employer

Identification No.)

**129 Concord Road, Billerica, Massachusetts**  
(Address of principal executive offices)

**01821**  
(Zip Code)

**(978) 436-6500**

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Items 1.01 and 8.01. Entry into a Material Definitive Agreement and Other Events**

On May 19, 2010, Entegris, Inc. (the Company ) amended (the Third Amendment ) its Credit Agreement with Wells Fargo Bank, National Association, as agent (the Agreement ), and certain other banks party thereto (collectively, the Banks ). The Agreement was previously amended on August 11, 2009 (the Second Amendment ) and July 17, 2009 (the First Amendment ). A copy of the Third Amendment is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference as though fully set forth herein. Copies of the Agreement, the schedules and exhibits thereto, the First Amendment and the Second Amendment were filed as exhibits to our Current Reports on Forms 8-K and 8-K/A, filed on March 4, 2009, July 23, 2009, August 12, 2009 and August 17, 2009, and are incorporated herein by reference as though fully set forth herein. The following summary of the Third Amendment and references to the Agreement, the exhibits and schedules thereto, the First Amendment and the Second Amendment are qualified in their entirety by the complete text of the Third Amendment filed herewith and the text of the Agreement, the exhibits and schedules thereto, the First Amendment and the Second Amendment previously filed.

The terms of the Third Amendment are consistent with the anticipated terms described in our May 3, 2010 press release, filed previously as an exhibit to our Current Report on Form 8-K on the same date. The Third Amendment reduced the revolving credit commitment from \$121.7 million to \$60 million. The new revolving credit commitment is in excess of our current borrowing levels: at the end of the first quarter of 2010 we had outstanding borrowings under the revolving credit facility of \$36.4 million with an additional \$1.9 million undrawn on outstanding letters of credit.

While the cash flow leverage ratio, fixed charge coverage ratio, the security interest and the maturity date (November 1, 2011) of the Agreement remain unchanged following the Third Amendment, certain thresholds for our capital expenditure and investment covenants were increased and greater flexibility was provided with respect to our reporting and cash management covenants.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant**

See Item 1.01 above.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1	Third Amendment to the to the Amended and Restated Credit Agreement with Wells Fargo Bank, National Association, as Agent, dated May 19, 2010.
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- Exhibit 99.2 Amended and Restated Credit Agreement with Wells Fargo Bank, National Association, as Agent, dated March 2, 2009 (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Entegris, Inc. on March 4, 2009).
- Exhibit 99.3 Exhibits and Schedules to the Amended and Restated Credit Agreement with Wells Fargo Bank, National Association, as Agent, dated March 2, 2009. (Incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K/A filed by Entegris, Inc. on August 12, 2009).
- Exhibit 99.4 First Amendment to the Amended and Restated Credit Agreement with Wells Fargo Bank, National Association, as Agent, dated July 17, 2009. (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Entegris, Inc. on July 23, 2009).
- Exhibit 99.5 Second Amendment to the Amended and Restated Credit Agreement with Wells Fargo Bank, National Association, as Agent, dated August 11, 2009 (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Entegris, Inc. on August 17, 2009).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**ENTEGRIS, INC.**

Dated: May 24, 2010

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