ENTEGRIS INC
Form 424B5
September 08, 2009

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The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-160212

SUBJECT TO COMPLETION, DATED SEPTEMBER 8, 2009

PRELIMINARY PROSPECTUS SUPPLEMENT

(To Prospectus Dated September 4, 2009)

12,000,000 Shares

Entegris, Inc.

Common Stock

$ per share

We are selling 12,000,000 shares of our common stock. We have granted the underwriters an option to purchase up to 1,800,000 additional shares of our common stock from us to cover over-allotments, if any.

Our common stock is listed on The NASDAQ Global Select Market under the symbol ENTG. The last reported sale price of our common stock on The NASDAQ Global Select Market on September 4, 2009 was $4.07 per share.

Investing in our common stock involves risks. See Risk Factors in our Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 2, 2009, which is incorporated by reference herein.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public Offering Price	$	$
Underwriting Discount	$	$
Proceeds to Entegris, Inc. (before expenses)	$	$

The underwriters expect to deliver the shares to purchasers on or about September , 2009 through the book-entry facilities of The Depository Trust Company.

Sole Book-Running Manager

Citi

Joint-Lead Manager

Goldman, Sachs & Co.

Co-Managers

Craig-Hallum Capital Group

ABN AMRO Incorporated

PNC Capital Markets LLC

, 2009

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PROSPECTUS SUPPLEMENT

PROSPECTUS

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes certain matters related to us and this offering. The second part, the accompanying prospectus, dated September 4, 2009, gives more general information about the securities we may offer from time to time, some of which may not apply to the common stock offered by this prospectus supplement and the accompanying prospectus. For information about our capital stock, see Description of Capital Stock in the accompanying prospectus.

This prospectus supplement incorporates by reference important business and financial information about us and our subsidiaries that is not included in this prospectus supplement or the accompanying prospectus. Information incorporated by reference is available to prospective investors without charge by written request to us at 129 Concord Road, Billerica, MA 01821, Attention Corporate Secretary or by telephone at (978) 436-6500.

You should rely only on the information contained, or incorporated by reference, in this prospectus supplement or the accompanying prospectus or in any related free writing prospectus. Neither we nor the underwriters have authorized any other person to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. We are not, and the underwriters are not, making an offer or sale of securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information in this prospectus supplement and the accompanying prospectus or in any related free writing prospectus is accurate as of the date appearing on the front cover of this prospectus supplement only. Our business, financial condition, results of operations and prospects may have changed since that date.

If the information set forth in this prospectus supplement varies in any way from the information set forth in the accompanying prospectus, you should rely on the information contained in this prospectus supplement. If the information set forth in this prospectus supplement varies in any way from the information set forth in a document we have incorporated by reference, you should rely on the information in the more recent document.

INDUSTRY AND MARKET DATA

Except as otherwise specifically identified herein, all information regarding market position and industry data pertaining to our business contained in this prospectus supplement, the accompanying prospectus or incorporated by reference herein or therein, are based on management s estimates. Certain industry data is specifically attributable to Gartner, Inc., a third party information technology research and advisory company (Gartner). Although we believe that the Gartner information upon which we have relied is reliable and the estimates are reasonably derived, we and the underwriters have not independently verified market and industry data provided by Gartner, and we and the underwriters cannot guarantee the accuracy or completeness of any such information. You should be aware that estimates by management and any third parties may not be reliable, as estimates are inherently uncertain.

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SUMMARY

This summary highlights the information contained in this prospectus supplement. Because this is only a summary, it does not contain all of the information that may be important to you. For a more complete understanding of this offering, we encourage you to read this entire prospectus supplement and the accompanying prospectus, together with the documents incorporated by reference into this prospectus supplement and accompanying prospectus, including Risk Factors contained in our Current Report on Form 8-K, filed with the Securities and Exchange Commission (the SEC) on September 2, 2009, which is incorporated by reference herein, and our financial statements and the notes to the financial statements, before making a decision whether to invest.

In this prospectus supplement, unless the context otherwise requires, the terms Entegris, we, our, or the Company mean Entegris, Inc., a Delaware corporation, and its subsidiaries.

Our Company

Entegris is a worldwide provider of a wide range of products for purifying, protecting and transporting critical materials used in processing and manufacturing in the semiconductor and other high-technology industries. For the semiconductor industry, our products assure the integrity of critical materials and components as they are handled, stored, processed and transported throughout the semiconductor manufacturing process, from raw silicon wafer manufacturing to packaging of completed integrated circuits. For other high technology applications, our products are used to manufacture flat panel displays, high-purity chemicals, photoresists, solar cells, gas lasers, optical and magnetic storage devices, fiber optic cables, fuel cells and critical components for aerospace, glass manufacturing and health applications. We sell our products worldwide through a direct sales force and through distributors in selected regions.

The Company was incorporated in Delaware in March 2005 in connection with a strategic merger of equals transaction between Entegris, Inc., a Minnesota corporation, and Mykrolis Corporation, a Delaware corporation. Effective August 6, 2005, Entegris, Inc. and Mykrolis Corporation were each merged into the Company with the Company as the surviving corporation to carry on the combined businesses. At that time, the Company s name was also changed to Entegris, Inc. Our principal executive offices are located at 3500 Lyman Boulevard, Chaska MN 55318 and our telephone number at that address is (952) 556-3131. Our website is *www.Entegris.com*. Information contained in, or accessible through, our website does not constitute a part of this prospectus supplement or the accompanying prospectus.

Recent Developments

Update on Third Quarter Net Sales

Our net sales were approximately $71 million through the first nine weeks of the third quarter, which ends September 26, 2009, and we currently estimate net sales will be at least $100 million for the full quarter. We reported net sales of $82.6 million for the full second quarter ended June 27, 2009. The second and third quarters of 2009 each consists of 13 weeks. Our ability to achieve the estimated net sales for the quarter is subject to a number of factors (many of which are outside our control), including our ability to achieve order levels consistent with our current run rate to date this quarter and to manufacture and ship our products consistent with our current expectations. See Special Note Regarding Forward-Looking Statements for additional cautionary language regarding the uncertainty of forward looking information.

Industry Trends

We believe that semiconductor units produced, semiconductor fabrication facility utilization and sales of wafer fabrication equipment are key drivers of our semiconductor industry sales. In a May 2009 report, Gartner estimated that there will be approximately 505 billion, 540 billion, 601 billion and 654 billion semiconductor

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units produced worldwide in 2009, 2010, 2011 and 2012, respectively, which represents an estimated compound annual growth rate for such periods of approximately 9.0%. In an August 2009 report, Gartner estimated that semiconductor fabrication facility utilization would increase steadily from approximately 68% in the third quarter of 2009 to approximately 84% in the fourth quarter of 2010. In a June 2009 report, Gartner also estimated that approximately $13 billion, $16 billion, $22 billion and $27 billion will be invested in wafer fabrication equipment in 2009, 2010, 2011 and 2012, respectively, representing an estimated compound annual growth rate for such periods of approximately 28.2%.

Changes to Our Cost Structure

Based on the cost structure we had in place for the first quarter of 2008 (which was our peak quarter for net sales since the beginning of 2008), our quarterly net sales were $148.2 million and our non-GAAP operating margin and our Adjusted EBITDA margin (each as defined below) for the quarter were 9.4% and 13.6%, respectively.

Beginning in the second quarter of 2008 and continuing through the second quarter of 2009, we have undertaken a number of initiatives to reduce our cost structure. These initiatives included an estimated $13 million of previously announced permanent quarterly cost reductions, consisting primarily of an estimated $5 million of fixed manufacturing expense reductions and an estimated $8 million of operating expense reductions, a majority of which relate to actions already taken. In addition, during 2009, we implemented significant temporary cost reductions, including work furloughs, eliminating incentive compensation for 2008 and 2009 except for certain previously committed sales incentives and in those jurisdictions where not permitted by law, salary reductions and selective plant shutdowns. As a result, we estimate that our Adjusted EBITDA breakeven level (i.e. the amount of quarterly net sales we estimate we would need to achieve breakeven on an Adjusted EBITDA (as defined below) basis) was reduced from a breakeven level of approximately $115 million of net sales for the first quarter of 2008 (based on the actual cost structure for that quarter) to a breakeven level of approximately $85 million of net sales for the second quarter of 2009, after giving effect to the permanent cost reductions and the temporary cost reductions implemented through the end of that quarter. Based on our assumed cost structure (as defined below) we estimate that our Adjusted EBITDA breakeven level will be approximately $98 million of net sales. The foregoing Adjusted EBITDA breakeven levels of net sales are not measures of our historical financial performance and there is no guarantee that had our historical net sales for those quarters actually been the amounts specified that we would have achieved a breakeven level of Adjusted EBITDA. For the second quarter of 2009, our quarterly net sales were $82.6 million and our non-GAAP operating margin and our Adjusted EBITDA margin for the quarter were (11.9%) and (2.3%), respectively.

Based on our current cost structure, but assuming the completion of the implementation of our permanent cost reductions and the reversal of our temporary cost reductions (giving effect to such assumptions, our assumed cost structure), we currently estimate that:

- a quarterly net sales level of $110 million would yield a gross margin of approximately 37% to 39% for the quarter, a non-GAAP operating margin at a breakeven level for the quarter and an Adjusted EBITDA margin of approximately 5% to 7% for the quarter;

- a quarterly net sales level of $130 million would yield a gross margin of approximately 41% to 43% for the quarter, a non-GAAP operating margin of approximately 8% to 10% for the quarter and an Adjusted EBITDA margin of approximately 14% to 16% for the quarter; and

- a quarterly net sales level of $150 million would yield a gross margin of approximately 43% to 45% for the quarter, a non-GAAP operating margin of approximately 12% to 14% for the quarter and an Adjusted EBITDA margin approximately 17% to 19% for the quarter.

Limitations of Disclosures Regarding Assumed Cost Structure

The foregoing estimates are intended to be illustrative of certain possible effects our assumed cost structure and are not predictions or guarantees that we will achieve any specific level of quarterly net sales, gross margin, non-GAAP operating margin or Adjusted EBITDA margin in the future or that if we achieve any specific level of

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net sales, we will achieve a corresponding level of gross margin, non-GAAP operating margin or Adjusted EBITDA margin. Although our management believes the estimates and assumptions associated with the foregoing hypothetical information are reasonable, investors should not place undue reliance on the foregoing information as actual results may vary significantly. We are providing this information to help investors understand the potential impact of additional net sales on gross margin, non-GAAP operating margin and Adjusted EBITDA margin, given a constant assumed cost structure. The foregoing calculations are based, for example, on the assumption that our current cost structure, after giving effect to the completion of the implementation of our permanent cost reductions and the reversal of our temporary cost reductions, will remain essentially constant, with nominal incremental costs assumed at the quarterly net sales level of $150 million. However, our actual cost structure is subject to change, and it is highly unlikely that our current cost structure will in fact remain constant in all respects material to the foregoing calculations. Variations in items such as raw materials costs, direct labor costs, other manufacturing costs, facilities costs, indirect labor and benefits costs, and sales mix may cause significant variations in our actual cost structure and results. Further, we may not achieve all the cost savings contemplated in our assumed cost structure in a timely manner or at all, and the actual incremental costs associated with net sales at higher levels may be significantly higher than assumed. As a result, if in the future we achieve quarterly net sales at a level set forth above, the actual gross margin, non-GAAP operating margin or Adjusted EBITDA margin may vary significantly from the amounts or ranges indicated. See also Special Note Regarding Forward-Looking Statements for additional cautionary language regarding the uncertainty of forward-looking information.

Non-GAAP Measures

Adjusted EBITDA margin and non-GAAP operating margin, together with the related measures of Adjusted EBITDA and non-GAAP operating income, are considered non-GAAP financial measures under the rules and regulations of the SEC. These financial measures are provided as a complement to financial measures provided in accordance with GAAP. We provide non-GAAP financial measures in order to better assess and reflect operating performance. Management believes the non-GAAP measures help indicate our baseline performance before certain gains, losses or other charges that may not be indicative of our business or future outlook. We believe these non-GAAP measures will aid investors overall understanding of our results by providing a higher degree of transparency for certain expenses and providing a level of disclosure that will help investors understand how we plan and measure our business. The calculations of Adjusted EBITDA margin and non-GAAP operating margin (based on the specified levels of net sales) set forth above are not measures of future financial performance for any specific period, and therefore we have not provided a comparable GAAP measure or reconciliation to a GAAP measure, which would require us to make assumptions and provide hypothetical figures regarding all restructuring, tax and other charges that would be required to be included in the comparable GAAP measure. The levels of any such charges in the future are dependent on unknown factors and future events, and may vary significantly from period to period, which makes it difficult to forecast and quantify such amounts for any specific future period or provide assumed or hypothetical figures that would be meaningful for use with calculations that do not relate to a specific future period. The presentation of non-GAAP measures is not meant to be considered in isolation, as a substitute for, or superior to, financial measures or information provided in accordance with GAAP.

GAAP to Non-GAAP Reconciliation

We define (i) Adjusted EBITDA as net income (loss) from continuing operations before interest expense, income tax expense, depreciation and amortization, and further adjusted to exclude restructuring costs (such as employee severance, production transfer costs and accelerated depreciation), other expense, net, and equity in net (earnings) loss of affiliates, (ii) Adjusted EBITDA margin as Adjusted EBITDA (as defined) as a percentage of net sales, (iii) non-GAAP operating income as operating income (loss) excluding amortization from intangible assets and restructuring costs, and (iv) non-GAAP operating margin as non-GAAP operating income as a percentage of net sales.

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Management uses Adjusted EBITDA, Adjusted EBITDA margin, non-GAAP operating income and non-GAAP operating margin as performance metrics for internal monitoring and planning purposes, including to facilitate analysis of investment decisions by providing a higher degree of transparency for certain expenses and describing how we plan and measure our own business. Management believes that these non-GAAP measures also help indicate our baseline performance before gains, losses or other charges that may not be indicative of our current business. In addition to their use to monitor performance trends, Adjusted EBITDA, Adjusted EBITDA margin, non-GAAP operating income and non-GAAP operating margin help management and investors to compare our performance with the performance of some of our peers.

Adjusted EBITDA and non-GAAP operating income do not represent net income (loss), operating income (loss) or net cash (used in) provided by operating activities as those terms are defined by GAAP and do not necessarily indicate whether cash flows will be sufficient to fund cash needs. Adjusted EBITDA, Adjusted EBITDA margin, non-GAAP operating income and non-GAAP operating margin are not recognized measurements under GAAP, and investors should not consider Adjusted EBITDA, Adjusted EBITDA margin, non-GAAP operating income and non-GAAP operating margin as substitutes for measures of our financial performance and liquidity as determined in accordance with GAAP, such as net income (loss), operating income (loss) or net cash (used in) provided by operating activities. Because other companies may calculate Adjusted EBITDA, Adjusted EBITDA margin, non-GAAP operating income and non-GAAP operating margin differently than we do, Adjusted EBITDA, Adjusted EBITDA margin, non-GAAP operating income and non-GAAP operating margin may not be comparable to similarly titled measures reported by other companies. Adjusted EBITDA has other limitations as an analytical tool, when compared to the use of net income (loss) from continuing operations, which is the most directly comparable GAAP financial measure, including:

- Adjusted EBITDA does not reflect any attribution of costs to our operations related to our acquisitions and capital expenditures through depreciation and acquired intangible asset amortization charges; and

- Adjusted EBITDA excludes certain expenses that we believe are not indicative of our baseline business performance, but which others may believe are normal expenses for the operation of a business, including restructuring charges.

The following tables reconcile GAAP operating income (loss) to non-GAAP operating income (loss) and net income from continuing operations to Adjusted EBITDA and presents the related margins stated as a percent of net sales (amounts in thousands, except percentages):

	Three months ended March 29, 2008	Three months ended June 27, 2009
GAAP Operating income (loss)	$ 5,078	$ (20,181)
Restructuring costs	3,827	5,452
Amortization of intangible assets	5,087	4,931
Non-GAAP operating income (loss)	$ 13,992	$ (9,798)
Non-GAAP operating margin	9.4%	(11.9)%

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	Three months ended March 29, 2008	Three months ended June 27, 2009
GAAP Net income (loss) from continuing operations	$ 3,208	$ (22,492)
Interest (income) expense, net	(13)	2,577
Other (income) expense, net	627	1,537
Equity in net (earnings) loss of affiliates	(138)	449
Income tax expense (benefit)	1,394	(2,252)
Restructuring costs	3,827	5,452
Amortization of intangible assets	5,087	4,931
Depreciation	6,216	7,903
Adjusted EBITDA	$ 20,208	$ (1,895)
Adjusted EBITDA As a % of net sales	13.6%	(2.3)%

Restructuring costs consists of (in thousands):

	Three months ended March 29, 2008	Three months ended June 27, 2009
Employee severance	$ 3,827	$ 2,681
Production transfer costs		2,248
Accelerated depreciation		523
	$ 3,827	$ 5,452

Amended and Restated Credit Agreement

On August 11, 2009, we further amended our credit agreement (the Restated Credit Agreement) among us and Poco Graphite, Inc. (Poco), as borrowers, Wells Fargo Bank, National Association, as agent, and certain other banks, as lenders. Prior to the August amendment, the Restated Credit Agreement prohibited us from issuing debt securities, and we were required to use 100% of the net proceeds received in any equity offering to prepay amounts outstanding under the Restated Credit Agreement. In addition, the borrowing base and, therefore, the funds available to us under the Restated Credit Agreement, would have been reduced by 100% of the net proceeds of any equity offering, but the revolving commitment amounts would not have been affected.

The August amendment permits us to issue unsecured convertible debt securities (a Qualifying Debt Offering) subject to the satisfaction of certain conditions, which include, among others, our compliance with the financial covenants contained in the Restated Credit Agreement and the receipt by us of at least $75,000,000 in net proceeds from the offering. We will be required to use 100% of the net proceeds from any Qualified Debt Offering or equity offering to prepay amounts outstanding under the Restated Credit Agreement. In addition, the borrowing base was amended to provide that it will be reduced by (i) 50% of the net proceeds of any Qualifying Debt Offering or equity offering received by us on or before August 15, 2010 (Qualified Offering Receipts) and (ii) 100% of the net proceeds of any Qualified Debt Offering or equity offering received by us thereafter. Pursuant to the August amendment, the revolving commitment amounts under the Restated Credit Agreement will be reduced by 50% of any Qualified Offering Receipts received by us.

The Restated Credit Agreement requires that we not exceed the monthly negative year-to-date EBITDA amounts in 2009 and that we exceed positive year-to-date EBITDA amounts at prescribed levels on a monthly basis through March 2010. Under the Restated Credit Agreement, EBITDA is calculated by adding to consolidated net income for the applicable period, interest expense, expense for income taxes, non-cash expenses (including non-cash stock compensation expense), non-recurring expense associated with a permitted merger or acquisition, certain lease payments, depreciation, amortization, extraordinary non-cash losses and foreign exchange expense and certain expenses related to the Restated Credit Agreement incurred during 2009. Extraordinary non-cash losses include adjustments to our excess and obsolete inventory reserves and allowances for doubtful accounts, and impairment charges of long-lived assets and investments. In addition, the Restated Credit Agreement allows us to add-back up to $1.0 million in restructuring charges to EBITDA.

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The minimum EBITDA levels required by the Restated Credit Agreement are indicated in the table below. Our actual EBITDA, as defined by the Restated Credit Agreement, was $(20.2) million as of June 27, 2009.

Period ending	**(In thousands)**
Fiscal 2009 year-to-date EBITDA levels	
March 2009	$ (31,000)
April 2009	(35,000)
May 2009	(42,000)
June 2009	(45,000)
July 2009	(53,000)
August 2009	(59,000)
September 2009	(62,000)
October 2009	(62,000)
November 2009	(62,000)
December 2009	(56,000)
Fiscal 2010 year-to-date EBITDA levels	
January 2010	$ (3,000)
February 2010	2,000
March 2010	7,000

Beginning in the second quarter of 2010, the foregoing minimum EBITDA covenants expire, and the Restated Credit Agreement requires us to maintain a cash flow leverage ratio of no more than 3.0 to 1.0 and a fixed charge coverage ratio of at least 1.5 to 1.0. The cash flow leverage ratio is defined as the sum of short-term borrowings, long-term debt and capital lease obligations divided by the most recent two fiscal quarters EBITDA (as defined above) multiplied by two. The fixed charge coverage ratio is defined as the sum of EBITDA (as defined above) and lease expense less the sum of capital expenditures and income tax payments, which figure in turn is divided by the sum of interest expense, lease expense and scheduled principal payments.

The following table reconciles GAAP net income (loss) to EBITDA as defined in the Restated Credit Agreement (amounts in thousands):

	Six months ended June 27, 2009
GAAP Net income (loss)	$ (60,237)
Interest expense	4,514
Income tax expense	(4,850)
Non-cash expenses	13,282
Depreciation	16,173
Amortization	9,912
Certain qualifying out-of-pocket expenses	1,000
EBITDA as defined in the Restated Credit Agreement	$ (20,206)
Non-cash expenses:	
Stock-based compensation expense	$ 4,179
Impairment of PP&E	314
Provision for doubtful accounts	373
Provision for excess & obsolete inventory	3,406
Charge for fair value mark-up of acquired inventory sold	4,065
Equity in net (earnings) / loss of affiliates	945
Total non-cash expenses	$ 13,282

<u>Qualifying out-of-pocket expenses</u>:		
Restructuring charges January 2009	$	126
Restructuring February 2009		874
Total out-of-pocket expenses	$	1,000

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EBITDA as defined in the Restated Credit Agreement is being provided solely to illustrate compliance with our Restated Credit Agreement. It is not being provided as a measure of our historical financial performance and should not be used in this context as a substitute for a comparable GAAP measure, such as net income (loss) or net cash (used in) provided by operating activities, for evaluating our financial performance or liquidity.

In addition to the financial covenants contained in the Restated Credit Agreement, we are restricted from making more than $16 million in capital expenditures in 2009 and more than $20 million in capital expenditures in 2010. We are also required to maintain a minimum of $25 million in domestic cash balances.

Under the terms of the Restated Credit Agreement, our ability to borrow is tied to a borrowing base of available assets. The borrowing base is generally comprised of the sum of 80% of funds in our eligible accounts, 45% of eligible inventory and 100% of the net orderly liquidation value of eligible fixed assets plus an adjustment amount that is currently $13,196,985, but which steps down as follows: from (and including) the last day of the fiscal month ending October 2009 until (but not including) the last day of the fiscal month ending January 2010, $9,196,985; from (and including) the last day of the fiscal month ending January 2010 until (but not including) the last day of the fiscal month ending April 2010, $5,196,985; and on and after the last day of the fiscal month ending April 2010, $2,000,000.

Under the terms of the Restated Credit Agreement, we may elect that the loans comprising each borrowing bear interest at a rate per annum equal to either (a) the sum of 4.25% plus a base rate equal to the highest of: (i) the prime rate then in effect, (ii) the Federal Funds rate then in effect plus 1.25%, (iii) the one-month LIBOR rate then in effect plus 1.25% or (iv) 3.25%; or (b) the sum of 5.25% plus the greater of the LIBOR rate then in effect or 1.50%. These interest rates may be increased by 2.25% if our fiscal year-to-date EBITDA loss for the period ending on the dates below is greater than the amount indicated in the table below:

Period ending	**(In thousands)**
July 2009	$ (44,000)
August 2009	(47,000)
September 2009	(46,000)
October 2009	(46,000)
November 2009	(45,000)
December 2009	(39,000)

As of June 27, 2009, the weighted average interest rate on outstanding borrowings under the Restated Credit Agreement was 6.92%. In addition, we pay a commitment fee of 0.75% on the unborrowed amount available under the Restated Credit Agreement.

Our borrowings are guaranteed by all of our subsidiaries that are treated as domestic for tax purposes, including Entegris Pacific Ltd., Entegris Asia LLC, Entegris Materials, Inc. and Entegris Specialty Materials, LLC, and secured by a first-priority security interest in all assets owned by the borrowers under the Restated Credit Agreement or such domestic guarantors, except that the collateral includes only 65% of the voting stock owned by the borrowers or a domestic subsidiary of each subsidiary which is treated as foreign for tax purposes.

Voluntary prepayments and commitment reductions are permitted, in whole or in part, in minimum amounts without penalty, other than customary breakage costs with respect to LIBOR borrowings. Mandatory prepayments of the revolving loan, but not commitment reductions must be made with the proceeds of asset sales, insurance and condemnation recoveries and certain extraordinary receipts, (other than Qualified Offering Receipts, the repayment requirements of which are described above).

In addition, the Restated Credit Agreement includes negative covenants, subject to exceptions, restricting or limiting our ability and the ability of our subsidiaries to, among other things, sell assets; alter our business;

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engage in mergers, acquisitions and other business combinations; declare dividends or redeem or repurchase capital stock; incur, assume or permit to exist additional indebtedness or guarantees; make loans and investments; make acquisitions; incur liens; and enter into transactions with affiliates.

The Restated Credit Agreement also contains customary provisions relating to representations and warranties, affirmative covenants and events of default, including payment defaults, breach of representations and warranties, covenant defaults, certain events of bankruptcy, certain events under ERISA, material judgments, cross defaults and change in control. A breach of any of the covenants contained in the Restated Credit Agreement could result in a default under the Restated Credit Agreement. If any such default occurs, the lenders under the Restated Credit Agreement may elect (after the expiration of any applicable notice or grace periods) to declare all outstanding borrowings, together with accrued and unpaid interest and other amounts payable thereunder, to be immediately due and payable. The lenders under the Restated Credit Agreement also have the right to terminate any commitments they have to provide further borrowings. In addition, following an event of default under the Restated Credit Agreement, the lenders have the right to proceed against the collateral granted to them by us and the guarantors to secure our obligations and the obligations of the guarantors under the Restated Credit Agreement, including taking control of our domestic cash receipts from the collection of our receivables as well as certain other assets. If our obligations under the Restated Credit Agreement were accelerated, our assets may not be sufficient to repay our obligations in full and we cannot assure you that we would be able to refinance such debt (with the proceeds of debt or equity financings or otherwise) on reasonable terms, on a timely basis or at all.

We reduced our borrowings under our Restated Credit Agreement by $5.5 million during August, 2009. As of August 29, 2009, our fiscal month end, the borrowing base under our Restated Credit Agreement supported approximately $131.4 million in borrowings. There were $124 million in outstanding borrowings and an additional $1.3 million in undrawn letters of credit as of August 29, 2009. The estimated net proceeds of this offering as set forth in Use of Proceeds of $45.4 million will be used to repay a portion of our outstanding borrowings under the Restated Credit Agreement. Following this repayment, we expect our borrowing base under the Restated Credit Agreement to be $108.7 million. We currently believe that our resources (assuming modest continued improvements in our business), will be sufficient to repay the remaining outstanding balance under our Restated Credit Agreement when it becomes due in November 2011. However, we cannot assure you that we will have sufficient resources or cash flows from our operations to make such repayment. To the extent that our existing cash flows from operations, together with the proceeds of this offering, are not adequate to pay off the balance on our Restated Credit Agreement, we will be required to raise additional debt or equity capital (including convertible securities) or sell our assets. We cannot assure you that if such additional capital or funds were necessary, they would be available on reasonable terms, on a timely basis or at all.

Impairment of Goodwill and Long-Lived Assets

We assess the impairment of goodwill at least annually as of August 31. In addition, whenever events or changes in circumstances indicate that the carrying value may not be recoverable, we undertake an additional impairment assessment. Factors considered important, which could trigger an impairment review, and potentially an impairment charge, include the following:

- significant underperformance relative to historical or projected future operating results;
- significant changes in the manner of use of the acquired assets or our overall business strategy;
- significant negative industry or economic trends; and
- significant decline in our stock price for a sustained period, resulting in our market capitalization being below net book value.

In accordance with Statement of Financial Accounting Standards (SFAS) No. 142, Goodwill and Other Intangible Assets, we tested for impairment of our goodwill in connection with our annual impairment test of goodwill as of August 31, 2008, and due to events and changes in circumstances through the end of 2008, we had an additional triggering event that indicated impairments had occurred.

Based on the results of our assessment of goodwill for impairment, it was determined that the carrying value of our net assets exceeded our estimated fair value. Therefore, we performed a second step of the impairment test to determine the implied fair value of our goodwill. We performed the assessment of impairment of our goodwill as of August 31, 2008 (our annual impairment test date) and, due to events and circumstances, through the end of the third and fourth quarters of the year ended December 31, 2008. During the third quarter, we wrote off $379.8 million of goodwill, and at the end of the year, we wrote off the remaining goodwill of $94.0 million. (See Note 2 to the consolidated financial statements for the fiscal year ended December 31, 2008, as described in our Report on Form 10-K, filed on March 2, 2009.)

We routinely consider whether indicators of impairment of the value of its property and equipment assets, particularly our molding equipment, and our intangible assets, are present. If such indicators are present, it is determined whether the sum of the estimated undiscounted cash flows attributable to the asset group in question is less than their carrying value. If less, an impairment loss is recognized based on the excess of the carrying amount of the asset group over its respective fair value. Fair value is determined by discounting estimated future cash flows, appraisals or other methods deemed appropriate. If the asset groups determined to be impaired are to be held and used, we recognize an impairment charge to the extent the fair value attributable to the asset group is less than the assets   carrying value. The fair value of the assets then becomes the assets   new carrying value, which is depreciated over the remaining estimated useful life of the assets.

As of December 31, 2008, we had $159.7 million of net property, plant and equipment and $93.1 million of net intangible assets. In connection with the triggering events discussed above, during the third and fourth quarters of fiscal year 2008 we reviewed our long-lived assets in accordance with SFAS No. 144 and determined that none of our long-lived assets were impaired. The determination was based on reviewing estimated undiscounted cash flows for our asset groups, all of which were greater than their carrying values. As required under U.S. generally accepted accounting principles, the SFAS No. 144 impairment analyses occurred before the SFAS No. 142 goodwill impairment assessments.

Long-lived assets are grouped with other assets and liabilities at the lowest level (asset groups) for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. We have four asset groups, identified by assessing our identifiable cash flows and the interdependence of such cash flows: Contamination Control Solutions (CCS), Microenvironments (ME), Poco Graphite (POCO) and Entegris Specialty Coatings (ESC).

Our estimate of undiscounted cash flows attributable to the asset groups included only future cash flows (cash inflows less associated cash outflows) that are directly associated with and that are expected to arise as a direct result of the use and eventual disposition of the asset group. Estimates of future cash flows used to test the recoverability of a long-lived asset (asset group) incorporated our assumptions about our use of the asset group and were determined for the remaining useful life of the primary asset (the principal long-lived tangible asset being depreciated or intangible asset being amortized that is the most significant component asset from which the asset group derives its cash-flow-generating capacity) of each asset group. The key assumptions were projected revenues, gross margin expectations and operating cost estimates. Future cash flows used to test the recoverability of each asset group were made for the remaining useful life of the asset group, which itself is based on the remaining useful life of the primary asset of each group as described below. Where the primary asset is not the asset of the asset group with the longest remaining useful life, estimates of future cash flows for the group assume the sale of the group at the end of the remaining useful life of the primary asset.

The recoverability test included all cash outflows that the asset group is estimated to incur to obtain the estimated future cash inflows. Accordingly, where required, we reflected within the cash flows of our asset

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groups an allocation of corporate expenses to our asset groups, because those assets require the services provided by our shared services infrastructure (among others, finance, human resources, information technology, sales and marketing, legal) if the asset group were operated on a stand-alone basis.

All asset groups had future undiscounted cash flows in excess of their carrying values by at least 40% as of December 31, 2008.

If either revenues for our asset groups decreased from the current forecast without offsetting decreases in costs, or if the asset group s operating costs increased from the current forecast without offsetting increases in revenues, the estimated undiscounted cash flows of the asset groups could be less than their carrying values. This would require an impairment loss to be recognized based on the excess of the carrying amount of the respective asset group over its fair value. As noted, fair value would be determined by discounting estimated future cash flows, appraisals or other methods deemed appropriate.

As described above, the evaluation of the recoverability of long-lived assets requires us to make significant estimates and assumptions. These estimates and assumptions primarily include, but are not limited to, the identification of the asset group at the lowest level of independent cash flows and the primary asset of the group; and long-range forecasts of revenue and costs, reflecting management s assessment of general economic and industry conditions, operating income, depreciation and amortization and working capital requirements.

Due to the inherent uncertainty involved in making these estimates, particularly in the current economic environment and plan for a recovery, actual results could differ from those estimates. In addition, changes in the underlying assumptions would have a significant impact on the conclusion that an asset group s carrying value is recoverable, or the determination of any impairment charge if it was determined that the asset values were indeed impaired.

Due to the decline in our market capitalization and the uncertain economic environment within the semiconductor industry, we will continue to monitor circumstances and events in future periods to determine whether additional asset impairment testing is warranted. It is not unlikely that in the future we may no longer be able to conclude that there is no impairment of our long-lived assets, nor can we provide assurance that material impairment charges of long-lived assets will not occur in future periods.

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The Offering

Issuer	Entegris, Inc.
Common Stock Offered by Us	12,000,000 shares of common stock, $0.01 par value
Common Stock Outstanding Immediately Following this Offering	125,969,253 shares
The NASDAQ Global Select Market Symbol	ENTG
Use of Proceeds	We estimate that the net proceeds to us from this offering, after deducting underwriting discounts and estimated fees and expenses, will be approximately $45.4 million. We intend to use the net proceeds from this offering to reduce the outstanding borrowings under our Restated Credit Agreement. Citigroup Global Markets Inc., ABN AMRO Incorporated and PNC Capital Markets LLC are underwriters in this offering. Affiliates of these underwriters are lenders under our Restated Credit Agreement and, in that capacity, will receive their pro rata portion of the net proceeds of this offering used to repay outstanding borrowings under the Restated Credit Agreement.

The number of shares of our common stock outstanding after this offering is based on 113,969,253 shares outstanding as of August 31, 2009 and excludes 7,089,000 shares of common stock issuable upon the exercise of stock options exercisable at a weighted average exercise price of $1.13 per share and 3,736,000 outstanding but unvested restricted stock units.

In addition, the underwriters have a 30-day option to purchase up to 1,800,000 additional shares of our common stock. Unless otherwise indicated, statements in this prospectus supplement assume that this over-allotment option is not exercised.

Risk Factors

Investing in our common stock involves substantial risks. You should carefully consider all the information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein prior to investing in our common stock. In particular, we urge you to carefully consider the factors set forth under Risk Factors in our Current Report on Form 8-K, filed with the SEC on September 2, 2009, which is incorporated by reference herein. The risks described in these documents are not the only ones we face, but those that we currently believe to be material. There may be other unknown or unpredictable economic, business, competitive, regulatory or other factors that could have material adverse effects on our future results. Past financial performance may not be a reliable indicator of future performance and historical trends should not be used to anticipate results or trends in future periods. Please also read carefully the section below entitled Special Note Regarding Forward-Looking Statements.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein contain forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You should not place undue reliance on these statements. Forward-looking statements represent our management s judgment regarding future events. In many cases, you can identify forward-looking statements by terminology such as may, will, should, plan, expect, anticipate, estimate, predi potential or continue or the negative of these terms or other words of similar import, although some forward-looking statements are expressed differently. All statements other than statements of historical fact included in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein regarding our financial position, business strategy and plans or objectives for future operations are forward-looking statements. Without limiting the broader description of forward-looking statements above, we specifically note that statements regarding our ability to meet our obligations under the financial covenants of our Restated Credit Agreement, our ability to repay our obligations under the Restated Credit Agreement when due, industry trends, forecasts and estimates, our assumed cost structure and anticipated cost reductions, the timing, strength and duration of any recovery in the semiconductor and microelectronics markets, and our ability to successfully integrate the businesses that we have acquired are all forward-looking in nature. We cannot guarantee the accuracy of forward-looking statements, and you should be aware that results and events could differ materially and adversely from those described in the forward-looking statements due to a number of factors, including:

- industry downturns and cycles, including the strength of any recovery in the semiconductor and other high technology markets in which we participate;
- the cyclicality and rapid demand shifts in the semiconductor industry, including our ability to meet demand in response to rapid shifts;
- our receipt and shipment of sufficient additional customer orders prior to the end of the third quarter;
- the level of order cancellations or deferrals;
- variations in exchange rates;
- our ability to maintain our technological expertise;
- loss of key customers or decline in order volumes for new and existing products;
- our high fixed costs;
- manufacturing difficulties;
- competitive factors;
- market acceptance of our 300 millimeter shipper products;

business acquisitions or joint ventures;

risks associated with our significant foreign operations;

restrictions in our Restated Credit Agreement;

our ability to secure additional funds;

our ability to maintain the level of our expenses consistent with our internal budgets and forecasts;

our ability to successfully transfer manufacturing of our microenvironments products from our Chaska Minnesota plant to our Kulim, Malaysia plant in connection with the closure of the Chaska plant that has been manufacturing these products which could materially adversely affect our business, financial condition and operating results;

costs associated with lengthy product qualification periods;

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- changes in our relationships with our suppliers for critical raw materials;
- our ability to enter into and maintain agreements with current and future suppliers of critical raw materials on commercially reasonable terms;
- the demand for securities of materials suppliers to semiconductor and microelectronics companies in general and our common stock in particular;
- inability to protect our intellectual property rights;
- our ability to resolve certain pending regulatory matters on favorable terms;
- compliance with current or prospective governmental regulation;
- litigation;
- technological change; and
- general economic and market conditions, including the effect of an economic downturn on our customers, who may postpone spending and delay orders with us, or our suppliers and distributors, who may delay products and may increase receivable defaults and inventory challenges.

You should also consider carefully the statements set forth above in the section entitled Risk Factors as well as the information in our latest Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K, which address various factors that could cause results or events to differ from those described in the forward-looking statements. All forward-looking statements speak only as of the date made, and we undertake no obligation to update or revise publicly any such statements, whether as a result of new information, future events or otherwise.

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USE OF PROCEEDS

We estimate that the net proceeds to us from this offering, after deducting underwriting discounts and estimated fees and expenses, will be approximately $45.4 million. We intend to use the net proceeds from this offering to reduce the outstanding borrowings under our Restated Credit Agreement. As of June 27, 2009, the weighted average interest rate on the outstanding borrowings under our Restated Credit Agreement, which matures on November 1, 2011, was 6.92%. These borrowings were used for working capital purposes. Citigroup Global Markets Inc., ABN AMRO Incorporated and PNC Capital Markets LLC are underwriters in this offering. Affiliates of these underwriters are lenders under our Restated Credit Agreement and, in that capacity, will receive their pro rata portion of the net proceeds of this offering used to reduce outstanding borrowings under the Restated Credit Agreement.

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PRICE RANGE OF OUR COMMON STOCK

Our common stock, $0.01 par value, trades on The NASDAQ Global Select Market under the symbol ENTG. The following table sets forth the highest and lowest sale prices of our common stock during fiscal years ended December 31, 2008 and 2007. As of August 31, 2009 there were 1,390 shareholders of record. This number does not include shareholders who hold their shares in street name or through broker or nominee accounts.

	High	Low
2007		
First Quarter	$ 11.98	$ 10.21
Second Quarter	$ 12.18	$ 10.11
Third Quarter	$ 12.17	$ 8.69
Fourth Quarter	$ 9.49	$ 7.87
2008		
First Quarter	$ 8.76	$ 6.39
Second Quarter	$ 8.05	$ 6.56
Third Quarter	$ 7.10	$ 4.49
Fourth Quarter	$ 4.94	$ 1.04
2009		
First Quarter	$ 2.50	$ 0.50
Second Quarter	$ 3.43	$ 0.88
Third Quarter (through September 4, 2009)	$ 4.20	$ 2.53

DIVIDEND POLICY

We currently do not, and do not intend to, pay cash dividends on our common stock in the foreseeable future. Furthermore, our Restated Credit Agreement contains restrictions that limit our ability to pay dividends. We currently intend to retain all available earnings for use in our business operations and debt service. On July 27, 2005 our board of directors declared a dividend of one common stock purchase right for each share of our common stock outstanding to shareholders of record on August 8, 2005, payable on August 8, 2005. For a description of the common stock rights plan, see Other Information under Item I, Business contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008. Each right generally entitles the holder to purchase one one-hundredth of a share of a series of our preferred stock at a price of $50.

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CAPITALIZATION

The following table sets forth our capitalization as of June 27, 2009 on:

- an actual basis; and
- on an as adjusted basis to reflect this offering and the use of proceeds therefrom (assuming a public offering price of $4.07 per share, the last reported sale price of our common stock on September 4, 2009 and after deducting underwriting discounts and estimated fees and expenses).

This information should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and our unaudited consolidated financial statements, including all related notes, included in our Quarterly Report on Form 10-Q for the quarter ended June 27, 2009, which is incorporated by reference herein.

	As of June 27, 2009	Use of proceeds (unaudited)	As adjusted
		(in thousands)	
Cash and cash equivalents	$ 84,066	$	$ 84,066
Debt:			
Secured Revolving Credit	129,472	(45,406)	84,066
Other debt(1)	22,195		22,195
Total debt	$ 151,667	$ (45,406)	$ 106,261
Shareholders equity:			
Common stock, $0.01 par value; 400,000,000 shares authorized; issued and outstanding shares 113,704,518	$ 1,137	$ 120	$ 1,257
Additional paid-in capital	690,252	45,286	735,538
Retained deficit	(436,484)		(436,484)
Accumulated other comprehensive income	18,865		18,865
Total shareholders equity	$ 273,770	$ 45,406	$ 319,176
Total capitalization	$ 425,437	$	$ 425,437

(1) Other debt includes unsecured Yen denominated borrowings by our Japanese subsidiary.

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CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following is a general discussion of the anticipated material U.S. federal income tax consequences relating to the ownership and disposition of our common stock by non-United States holders, as defined below, who may purchase shares of our common stock and hold such shares as capital assets, within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the Code). This discussion is based on currently existing provisions of the Code, existing and proposed Treasury regulations promulgated thereunder, and administrative and judicial interpretation thereof, all as in effect or proposed on the date hereof and all of which are subject to change, possibly with retroactive effect or different interpretations. No ruling has been or will be sought from the Internal Revenue Service (IRS) with respect to the statements made and conclusions reached in this summary. No assurance can be given that the statements and conclusions made herein will be respected by the IRS or, if challenged, by a court.

This discussion does not address all the U.S. federal tax consequences that may be relevant to specific holders in light of their particular circumstances or to holders subject to special treatment under U.S. federal income or estate tax laws (such as controlled foreign corporations , passive foreign investment companies, a company that accumulates earnings to avoid U.S. federal income tax, financial institutions, insurance companies, tax-exempt organizations, retirement plans, partnerships and their partners, other pass-through entities and their members, dealers in securities, brokers, U.S. expatriates, or persons who have acquired shares of our common stock as part of a straddle, hedge, conversion transaction or other integrated investment). This discussion does not address U.S. federal alternative minimum, estate, gift, U.S. state and local and non-U.S. tax consequences relating to the ownership and disposition of our common stock.

YOU ARE URGED TO CONSULT YOUR OWN TAX ADVISOR REGARDING THE U.S. FEDERAL TAX CONSEQUENCES OF OWNING AND DISPOSING OF OUR COMMON STOCK (INCLUDING ESTATE, GIFT OR ALTERNATIVE MINIMUM TAX), AS WELL AS THE APPLICABILITY AND EFFECT OF ANY STATE, LOCAL OR FOREIGN TAX LAWS.

Definition of Non-United States Holder

As used in this discussion, the term non-United States holder refers to a beneficial owner of our common stock that for U.S. federal income tax purposes is not:

(i) a partnership (or other entity treated as a partnership);

(ii) an individual who is a citizen or resident of the United States;

(iii) a corporation (or other entity taxable as a corporation) created or organized in or under the laws of the United States or any state or political subdivision thereof or therein, including the District of Columbia;

(iv) an estate the income of which is subject to U.S. federal income tax regardless of source thereof; or

(v) a trust (a) with respect to which a court within the United States is able to exercise primary supervision over its administration and one or more United States persons have the authority to control all its substantial decisions, or (b) that has in effect a valid election under applicable U.S. Treasury Regulations to be treated as a United States person.

If a partnership or other entity or arrangement treated as a partnership for U.S. federal income tax purposes holds our common stock, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership holding shares of our common stock, we urge you to consult your own tax advisor.

Dividends

Distributions, if any, made on our common stock will constitute dividends for U.S. federal income tax purposes to the extent they are paid out of our accumulated or current earnings and profits, as determined for

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U.S. federal income tax purposes. Any distribution not constituting a dividend will be treated first as a return of capital that reduces a non-United States holder s adjusted tax basis in the common stock, but not below zero. Any excess will be treated as gain realized on the sale or disposition of the common stock and will be treated as described under Sale, Exchange or Other Disposition below.

We or a withholding agent will have to withhold U.S. federal withholding tax from the gross amount of any dividends paid to a non-United States holder at a rate of 30%, unless (i) an applicable income tax treaty reduces such tax, and a non-United States holder claiming the benefit of such treaty provides to us or such agent proper IRS documentation or (ii) the dividends are effectively connected with a non-United States holder s conduct of a trade or business in the United States (and, if required by an applicable income tax treaty, attributable to a U.S. permanent establishment) and the non-United States holder provides to us or such agent proper IRS documentation. In the latter case, such non-United States holder generally will be subject to U.S. federal income tax with respect to such dividends in the same manner as a U.S. resident or corporation, as applicable, unless otherwise provided in an applicable income tax treaty. Additionally, a non-United States holder that is a corporation could be subject to a branch profits tax on effectively connected dividend income at a rate of 30% (or at a reduced rate under an applicable income tax treaty). If a non-United States holder is eligible for a reduced rate of U.S. federal withholding tax pursuant to an income tax treaty, such non-United States holder may obtain a refund of any excess amount withheld by filing an appropriate claim for refund with the IRS.

Sale, Exchange or Other Disposition

Generally, a non-United States holder will not be subject to U.S. federal income tax on gain realized upon the sale, exchange or other disposition of shares of our common stock unless (i) such non-United States holder is an individual present in the United States for 183 days or more in the taxable year of the sale, exchange or other disposition and certain other conditions are met, (ii) the gain is effectively connected with such non-United States holder s conduct of a trade or business in the United States (and if required by an applicable income tax treaty, attributable to a U.S. permanent establishment), or (iii) we are or have been a U.S. real property holding corporation for U.S. federal income tax purposes at any time during the shorter of the five-year period preceding such sale, exchange or other disposition or the period that such non-United States holder held our common stock (such shorter period, the Applicable Period).

We do not believe that we have been, are currently or are likely to be a U.S. real property holding corporation for U.S. federal income tax purposes. If we were to become a U.S. real property holding corporation, so long as our shares of common stock are regularly traded on an established securities market and continue to be traded, a non-United States holder would be subject to U.S. federal income tax on any gain from the sale, exchange or other disposition of our common stock only if such non-United States holder actually or constructively owned, during the Applicable Period, more than 5% of our common stock.

Except to the extent provided by an applicable income tax treaty, gain that is effectively connected with the conduct of a U.S. trade or business will be subject to U.S. federal income tax on a net basis at the rates applicable to United States persons generally (and, if the non-United States holder is a corporation, may also be subject to a 30% branch profits tax unless reduced by an applicable income tax treaty). If the non-United States holder is subject to U.S. taxation on capital gains because the holder is an individual present in the United States for 183 days or more in the taxable year and meets certain other conditions, then such holder will be subject to U.S. federal income tax at a rate of 30% (or at a reduced rate under an applicable income tax treaty) on the amount by which such holder s capital gains from the sale or other disposition of our common stock, to the extent treated as having a U.S. source, exceed certain capital losses allocable to U.S. sources.

Information Reporting and Backup Withholding Tax

Generally, we must report annually to the IRS and to each non-United States holder any dividend or other distribution paid to such holder and the tax withheld, if any. These information reporting requirements apply

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regardless of whether withholding was required. Copies of these information returns may also be made available under the provisions of a specific treaty or agreement to the tax authorities of the country in which the non-United States holder resides.

Generally, backup withholding of United States federal income tax at the applicable rate (currently 28%) may apply to dividends and certain other payments made by us or our paying agent to a non-United States holder if such holder fails to make the appropriate certification that the holder is not a U.S. person or if we or our paying agent has actual knowledge or reason to know that the payee is a U.S. person.

Payments of the proceeds of a sale of our common stock may also be subject to information reporting and backup withholding rules under certain circumstances.

Any amounts withheld under the backup withholding rules from a payment to a non-United States holder of our common stock will be allowed as a credit against such holder s U.S. federal income tax liability, if any, or will be otherwise refundable, provided that the required information is furnished to the IRS in a timely manner.

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UNDERWRITING

Citigroup Global Markets Inc. is acting as sole book-running manager of the offering and as representative of the underwriters named below and Goldman, Sachs & Co. is acting as joint-lead manager. Subject to the terms and conditions stated in the underwriting agreement dated the date of this prospectus supplement, each underwriter named below has severally agreed to purchase, and we have agreed to sell to that underwriter, the number of shares set forth opposite the underwriter s name.

Underwriter	Number of Shares
Citigroup Global Markets Inc.	
Goldman, Sachs & Co.	
Craig-Hallum Capital Group LLC	
ABN AMRO Incorporated	
PNC Capital Markets LLC	
Total	12,000,000

The underwriting agreement provides that the obligations of the underwriters to purchase the shares included in this offering are subject to approval of legal matters by counsel and to other conditions. The underwriters are obligated to purchase all the shares (other than those covered by the over-allotment option described below) if they purchase any of the shares.

Shares sold by the underwriters to the public will initially be offered at the initial public offering price set forth on the cover of this prospectus supplement. Any shares sold by the underwriters to securities dealers may be sold at a discount from the initial public offering price not to exceed $ per share. If all the shares are not sold at the initial offering price, the underwriters may change the offering price and the other selling terms.

If the underwriters sell more shares than the total number set forth in the table above, we have granted to the underwriters an option, exercisable for 30 days from the date of this prospectus supplement, to purchase up to 1,800,000 additional shares at the public offering price less the underwriting discount. The underwriters may exercise the option solely for the purpose of covering over-allotments, if any, in connection with this offering. To the extent the option is exercised, each underwriter must purchase a number of additional shares approximately proportionate to that underwriter s initial purchase commitment. Any shares issued or sold under the option will be issued and sold on the same terms and conditions as the other shares that are the subject of this offering.

We, our officers and directors have agreed that, subject to certain exceptions, for a period of 90 days from the date of this prospectus supplement, we and they will not, without the prior written consent of Citi, dispose of or hedge any shares or any securities convertible into or exchangeable for our common stock. Citi in its sole discretion may release any of the securities subject to these lock-up agreements at any time without notice.

The shares are listed on The NASDAQ Global Select Market under the symbol ENTG.

The following table shows the underwriting discounts and commissions that we are to pay to the underwriters in connection with this offering. These amounts are shown assuming both no exercise and full exercise of the underwriters over-allotment option.

	Paid by Entegris	
	No Exercise	Full Exercise
Per share	$	$
Total	$	$

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In connection with the offering, the underwriters may purchase and sell shares in the open market. Purchases and sales in the open market may include short sales, purchases to cover short positions, which may include purchases pursuant to the over-allotment option, and stabilizing purchases.

Short sales involve secondary market sales by the underwriters of a greater number of shares than they are required to purchase in the offering.

Covered short sales are sales of shares in an amount up to the number of shares represented by the underwriters over-allotment option.

Naked short sales are sales of shares in an amount in excess of the number of shares represented by the underwriters over-allotment option.

Covering transactions involve purchases of shares either pursuant to the over-allotment option or in the open market after the distribution has been completed in order to cover short positions.

To close a naked short position, the underwriters must purchase shares in the open market after the distribution has been completed. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the shares in the open market after pricing that could adversely affect investors who purchase in the offering.

To close a covered short position, the underwriters must purchase shares in the open market after the distribution has been completed or must exercise the over-allotment option. In determining the source of shares to close the covered short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through the over-allotment option.

Stabilizing transactions involve bids to purchase shares so long as the stabilizing bids do not exceed a specified maximum.

Purchases to cover short positions and stabilizing purchases, as well as other purchases by the underwriters for their own accounts, may have the effect of preventing or retarding a decline in the market price of the shares. They may also cause the price of the shares to be higher than the price that would otherwise exist in the open market in the absence of these transactions. The underwriters may conduct these transactions on The NASDAQ Global Select Market, in the over-the-counter market or otherwise. If the underwriters commence any of these transactions, they may discontinue them at any time.

An affiliate of Citigroup Global Markets Inc., an affiliate of ABN AMRO Incorporated and an affiliate of PNC Capital Markets LLC are lenders under our Restated Credit Agreement. We intend to use the net proceeds from this offering to reduce the outstanding borrowings thereunder and, in that capacity, these affiliates will receive their pro rata portion of the net proceeds of this offering. Each of these affiliates will receive more than 10% of the net proceeds of this offering and, therefore, the underwriters may be deemed to have a conflict of interest under Rule 5110(h) of the Conduct Rules of the Financial Industry Regulatory Authority, Inc. (FINRA). Accordingly, the pricing of this offering will be made in compliance with the provisions of Rule 2720(c)(3) of the conduct rules. Rule 2720(c)(3) requires that the public offering price can be no higher than that recommended by a qualified independent underwriter, as defined by the FINRA. Goldman, Sachs & Co. has served in that capacity and performed due diligence investigations and reviewed and participated in the preparation of the registration statement of which this prospectus supplement forms a part. Goldman, Sachs & Co. has received $5,000 from us as compensation for such role.

The underwriters have performed commercial banking, investment banking and advisory services for us from time to time for which they have received customary fees and reimbursement of expenses. The underwriters may, from time to time, engage in transactions with and perform services for us in the ordinary course of their business for which they may receive customary fees and reimbursement of expenses. In addition, affiliates of some of the underwriters are lenders, and in some cases agents or managers for the lenders, under our Restated Credit Agreement.

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We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended (Securities Act), or to contribute to payments the underwriters may be required to make because of any of those liabilities.

Notice to Prospective Investors in the European Economic Area

In relation to each member state of the European Economic Area that has implemented the Prospectus Directive (each, a relevant member state), with effect from and including the date on which the Prospectus Directive is implemented in that relevant member state (the relevant implementation date), an offer of securities described in this prospectus supplement may not be made to the public in that relevant member state prior to the publication of a prospectus in relation to the securities that has been approved by the competent authority in that relevant member state or, where appropriate, approved in another relevant member state and notified to the competent authority in that relevant member state, all in accordance with the Prospectus Directive, except that, with effect from and including the relevant implementation date, an offer of securities to the public may be made in that relevant member state at any time:

to any legal entity that is authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;

to any legal entity that has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than 43,000,000 and (3) an annual net turnover of more than 50,000,000, as shown in its last annual or consolidated accounts;

to fewer than 100 natural or legal persons (other than qualified investors as defined below) subject to obtaining the prior consent of the Citigroup Global Markets, Inc. for any such offer; or

in any other circumstances that do not require the publication of a prospectus pursuant to Article 3 of the Prospectus Directive;

provided that any such legal or natural person (a permitted investor) is acquiring such securities (1) for its own account and not with a view to the notes being resold or placed within any relevant member state other than to other permitted investors, (2) for the account of other permitted investors, or (3) for the account of other persons or entities for whom it makes investment decisions on a wholly discretionary basis.

Each purchaser of securities described in this prospectus supplement located within a relevant member state will be deemed to have represented, acknowledged and agreed that it is a qualified investor within the meaning of Article 2(1)(e) of the Prospectus Directive.

For purposes of this provision, the expression an offer of securities to the public in relation to any securities in any relevant member state means the communication, in any form and by any means, of sufficient information on the terms of the offer and the securities to be offered so as to enable an investor to decide to purchase or subscribe the securities, as the same may be varied in that member state by any measure implementing the Prospectus Directive in that member state, and the expression Prospectus Directive means Directive 2003/71/EC of the European Union and includes any relevant implementing measure in each relevant member state.

The sellers of the securities have not authorized and do not authorize the making of any offer of securities through any financial intermediary on their behalf, other than offers made by the underwriters with a view to the final placement of the securities as contemplated in this prospectus supplement. Accordingly, no purchaser of the securities, other than the underwriters, is authorized to make any further offer of the securities on behalf of the sellers or the underwriters.

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Notice to Prospective Investors in the United Kingdom

This prospectus supplement and the accompanying prospectus are only being distributed to, and are only directed at, persons in the United Kingdom that are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive that are also (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order) or (ii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (each such person being referred to as a relevant person). This prospectus supplement and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other persons in the United Kingdom. Any person in the United Kingdom that is not a relevant person should not act or rely on this document or any of its contents.

LEGAL MATTERS

The validity of the issuance of the shares of common stock offered hereby will be passed upon for us by Ropes & Gray LLP, Boston, Massachusetts. Weil, Gotshal & Manges LLP, New York, New York advised the underwriters in connection with the offering of the shares of common stock.

EXPERTS

The consolidated financial statements of Entegris, Inc. as of December 31, 2008 and 2007 and for each of the years in the three-year period ended December 31, 2008, and management s assessment of the effectiveness of internal control over financial reporting as of December 31, 2008, have been incorporated by reference herein and in the registration statement in reliance upon the report of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing. The audit report on the effectiveness of internal control over financial reporting as of December 31, 2008, contains an explanatory paragraph that states the scope of management s assessment of internal control over financial reporting as of December 31, 2008 includes all of Entegris, Inc. s subsidiaries except for Poco Graphite, Inc. which was acquired on August 11, 2008. The consolidated net sales of Entegris, Inc. and its subsidiaries for the year ended December 31, 2008 were $555 million, of which Poco Graphite, Inc. represented $23 million. The consolidated total assets of Entegris, Inc. and its subsidiaries as of December 31, 2008 were $598 million, of which Poco Graphite, Inc. represented $113 million. The audit of our internal control over financial reporting also excluded an evaluation of the internal control over financial reporting of Poco Graphite, Inc. The audit report covering the December 31, 2008 consolidated financial statements, refers to the Company s change in method of accounting in 2008 due to the adoption of Statement of Financial Accounting Standards No.157, *Fair Value Measurements*, and for accounting for uncertainty in income taxes in 2007 due to the adoption of Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109.*

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. We also filed a registration statement on Form S-3, including exhibits, under the Securities Act with respect to the securities offered by this prospectus supplement. This prospectus is a part of the registration statement, but does not contain all of the information included in the registration statement or the exhibits. You may read and copy the registration statement and any other document that we file at the SEC s public reference room at 100 F Street, N.E., Washington D.C. 20549. You can call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room. You can also find our public filings with the SEC on the internet at a web site maintained by the SEC located at http://www.sec.gov.

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INCORPORATION OF DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference information that we file with them. Incorporation by reference allows us to disclose important information to you by referring you to those other documents. The information incorporated by reference is an important part of this prospectus supplement and the accompanying prospectus, and information that we file later with the SEC will automatically update and supersede this information. We filed a registration statement on Form S-3 under the Securities Act with the SEC with respect to the securities being offered pursuant to this prospectus supplement. This prospectus supplement omits certain information contained in the registration statement, as permitted by the SEC. You should refer to the registration statement, including the exhibits, for further information about us and the securities being offered pursuant to this prospectus supplement. Statements in this prospectus supplement regarding the provisions of certain documents filed with, or incorporated by reference in, the registration statement are not necessarily complete and each statement is qualified in all respects by that reference. Copies of all or any part of the registration statement, including the documents incorporated by reference or the exhibits, may be obtained upon payment of the prescribed rates at the offices of the SEC listed above in Where You Can Find More Information. The documents we are incorporating by reference are:

(a) Our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on March 2, 2009;

(b) Our Definitive Proxy Statement filed on April 4, 2009;

(c) Our Quarterly Reports on Form 10-Q filed for the fiscal quarter ended March 28, 2009, filed on May 6, 2009 and for the fiscal quarter ended June 27, 2009, filed on July 24, 2009;

(d) Our Current Reports on Form 8-K and 8-K/A filed on March 4, 2009, July 23, 2009, August 11, 2009, August 12, 2009, August 17, 2009, September 2, 2009 and September 8, 2009;

(e) The description of our common stock contained in our Registration Statement on Form 8-A filed on August 6, 2005; and

(f) The description of our Rights Agreement and Series A Junior Participating Preferred Stock contained in our Current Report on Form 8-K filed on August 19, 2005.

In addition, all documents subsequently filed by us pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, before the date our offering is terminated or complete are deemed to be incorporated by reference into, and to be a part of, this prospectus supplement.

You may request a copy of these filings, at no cost, by writing to or telephoning us at the following address: Corporate Secretary, Entegris, Inc., 129 Concord Road, Billerica, MA 01821 (978) 436-6500.

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PROSPECTUS

$150,000,000

COMMON STOCK

PREFERRED STOCK

DEBT SECURITIES

WARRANTS

UNITS

We may from time to time offer common stock, preferred stock, debt securities, warrants and/or Units consisting of any combination of common stock, preferred stock, debt securities and/or warrants. This prospectus describes the general terms of these securities and the general manner in which we will offer them. We will provide the specific terms of these securities in supplements to this prospectus. The prospectus supplements will also describe the specific manner in which we will offer these securities and may also supplement, update or amend information contained in this prospectus. You should carefully read this prospectus and the applicable prospectus supplement, as well as the documents incorporated by reference herein or therein, before you invest in these securities.

We will sell these securities directly to our stockholders or to purchasers or through agents on our behalf or through underwriters or dealers as designated from time to time. If any agents or underwriters are involved in the sale of any of these securities, the applicable prospectus supplement will provide the names of the agents or underwriters and any applicable fees, commissions or discounts.

Investing in our securities involves risks. See Risk Factors on page 4 of this prospectus, in the accompanying prospectus supplement and in our periodic reports filed with the Securities and Exchange Commission.

Our common stock is listed on the NASDAQ Global Select Market under the symbol ENTG. On August 31, 2009 the closing price of our common stock was $4.00.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This prospectus may not be used to consummate sales of securities unless it is accompanied by a prospectus supplement.

The date of this prospectus is September 4, 2009.

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ABOUT THIS PROSPECTUS

In this prospectus, Entegris, the Company , we, us, our or ours refer to Entegris, Inc. and its consolidated subsidiaries.

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, utilizing a shelf registration process. Under this shelf process, we may, from time to time, sell the securities or combinations of the securities described in this prospectus in one or more offerings up to a total dollar amount of $150,000,000. This prospectus provides you with a general description of the securities that we may offer. Each time we offer a type or series of securities under this prospectus, we will provide a prospectus supplement that will contain more specific information about the terms of those securities. The information in the prospectus supplement (and in any related free writing prospectus that we may authorize to be provided to you) may add, update or change the information contained in this prospectus or in the documents that we have incorporated by reference into this prospectus. Before buying any of the securities being offered under this registration statement, we urge you to carefully read this prospectus, any applicable prospectus supplement and any related free writing prospectus, together with the information incorporated herein by reference as described under the heading Where You Can Find Additional Information.

You should rely only on the information that we have provided or incorporated by reference in this prospectus, any applicable prospectus supplement and any related free writing prospectus that we may authorize to be provided to you. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making offers to sell or solicitations to buy the securities in any jurisdiction in which an offer or solicitation is not authorized or in which the person making that offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make an offer or solicitation. You should assume that the information in this prospectus, any applicable prospectus supplement or any related free writing prospectus is accurate only as of the date on the front of the document and that any information that we have incorporated by reference is accurate only as of the date of the document incorporated by reference, regardless of the time of delivery of this prospectus, any applicable prospectus supplement or any related free writing prospectus, or any sale of a security.

This prospectus contains summaries of certain provisions contained in some of the documents described herein, but reference is made to the actual documents for complete information. Copies of some of the documents referred to herein have been filed, will be filed or will be incorporated by reference as exhibits to the registration statement of which this prospectus is a part, and you may obtain copies of those documents as described below under the heading Where You Can Find Additional Information.

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