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BROOKS-PRI AUTOMATION INC
Form 8-A12G/A
June 04, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A/A
Amendment No. 2

To Registration Statement on Form 8-A, dated August 7, 1997

For Registration of Certain Classes of Securities
Pursuant to Section 12(b) or 12(g) of the
Securities Exchange Act of 1934

BROOKS-PRI AUTOMATION, INC.

(Exact Name Of Registrant As Specified In Its Charter)

DELAWARE

04-3040660

(State of Incorporation)

(I.R.S. Employer
Identification No.)

15 ELIZABETH DRIVE, CHELMSFORD, MASSACHUSETTS

01824

(Address of Principal Executive Offices)

(Zip Code)

If this Form relates to the registration of a class
of securities pursuant to Section 12(b) of the
Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box. []

If this Form relates to the registration
of securities pursuant to Section 12(g) of
Exchange Act and is effective pursuant to
Instruction A.(d), check the following box.

Securities Act registration statement file number to which this Form relates (if
applicable): _____

Securities to be registered pursuant to Section 12(b) of the Act:

Title Of Each Class
To Be So Registered

Name Of Each Exchange On Which
Each Class Is To Be Registered

N/A

N/A

Securities to be registered pursuant to Section 12(g) of the Act:

Preferred Share Purchase Right

(Title of Class)

(Title of Class)

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ITEM 2.	EXHIBITS.	REFERENCE
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1.	Rights Agreement between the Registrant and EquiServe Trust Company, N.A., as amended.	Filed herewith

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 2 to Registration Statement on Form 8-A/A to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: May 20, 2002

BROOKS-PRI AUTOMATION, INC.

By: /s/ Ellen B. Richstone

Name: Ellen B. Richstone
Title: Senior Vice President, Finance
and Administration and Chief
Financial Officer