

MKS INSTRUMENTS INC
Form DEFA14A
April 30, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A

(Rule 14A-101)

INFORMATION REQUIRED IN
PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

MKS Instruments, Inc.

(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:

- 2) Form, Schedule or Registration Statement No.:

- 3) Filing Party:

- 4) Date Filed:

MKS INSTRUMENTS, INC.

SUPPLEMENTAL MATERIAL TO OUR PROXY STATEMENT

FOR OUR ANNUAL MEETING TO BE HELD ON MAY 8, 2019

This Supplement dated April 30, 2019 amends and supplements the Proxy Statement of MKS Instruments, Inc. (the Company) dated March 28, 2019 (the Proxy Statement), with the following information:

Engagement of Proxy Solicitor

Subsequent to filing the Proxy Statement for our 2019 Annual Meeting of Shareholders to be held on May 8, 2019, the Company engaged Georgeson LLC (Georgeson), an independent proxy solicitation firm, to assist in soliciting proxies on our behalf. The Company has agreed to pay Georgeson a fee of \$15,000, plus costs and expenses, for these services. In addition, we have agreed to indemnify Georgeson and certain related persons against certain liabilities relating to or arising out of Georgeson's engagement. Other costs of soliciting votes in connection with the Proxy Statement have been, or will be, paid by the Company.

Important Information

The Company has filed the definitive Proxy Statement with the Securities and Exchange Commission (the SEC) and has furnished to its shareholders the Proxy Statement in connection with the solicitation of proxies for its 2019 Annual Meeting of Shareholders. The Company advises its shareholders to read the Proxy Statement relating to the 2019 Annual Meeting, as amended and supplemented by this Supplement, because it contains important information. Shareholders may obtain a free copy of the Proxy Statement and other documents that the Company files with the SEC at the SEC's website at www.sec.gov.