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MKS INSTRUMENTS INC
Form S-8
January 29, 2001

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As filed with the Securities and Exchange Commission on January 29, 2001

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MKS INSTRUMENTS, INC.
(Exact Name of Registrant as Specified in Its Charter)

MASSACHUSETTS
(State or Other Jurisdiction of
Incorporation or Organization)

04-2277512
(I.R.S. Employer
Identification Number)

SIX SHATTUCK ROAD, ANDOVER, MASSACHUSETTS
(Address of Principal Executive Offices)

01810
(Zip Code)

AMENDED AND RESTATED 1995 STOCK INCENTIVE PLAN
(Full Title of the Plan)

JOHN R. BERTUCCI
CHAIRMAN AND CHIEF EXECUTIVE OFFICER
MKS INSTRUMENTS, INC.
SIX SHATTUCK ROAD
ANDOVER, MA 01810
(Name and Address of Agent for Service)

(978) 975-2350
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price
Common Stock no par value per share	6,000,000 shares	\$21.19(1)	\$127,140,000(1)

(1) Computed in accordance with Rules 457(c) and (h) under the Securities Act of 1933, as amended and based upon the average high and low prices of Common Stock on January 25, 2001.

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2

STATEMENT OF INCORPORATION BY REFERENCE

Except as otherwise set forth below, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-78071, relating to the Registrant's Amended and Restated 1995 Stock Incentive Plan.

3

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Andover, Massachusetts on January 25, 2001.

MKS INSTRUMENTS, INC.

By: /s/ John R. Bertucci

John R. Bertucci
Chairman of the Board and Chief
Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of MKS Instruments, Inc. hereby severally constitute and appoint John R. Bertucci, Ronald C. Weigner and Mark G. Borden, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable MKS Instruments, Inc. to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

Signature -----	Title -----	Date ----
/s/ John R. Bertucci ----- John R. Bertucci	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	January 25, 2001

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/s/ Ronald C. Weigner ----- Ronald C. Weigner	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	January 25, 2000
/s/ Richard S. Chute ----- Richard S. Chute	Director	January 25, 2000
/s/ Owen W. Robbins ----- Owen W. Robbins	Director	January 25, 2000
/s/ Robert J. Therrien ----- Robert J. Therrien	Director	January 25, 2000
/s/ Louis P. Valente ----- Louis P. Valente	Director	January 25, 2000

4

EXHIBIT INDEX

Exhibit Number -----	Description -----
4.1 (1)	Restated Articles of Organization of the Registrant.
4.2 (2)	Amended and Restated By-Laws of the Registrant.
4.3 (2)	Specimen Certificate for Common Stock of the Registrant.
4.4	Amended and Restated 1995 Stock Incentive Plan and First Amendment thereto.
5	Opinion of Hale and Dorr LLP.
23.1	Consent of Hale and Dorr LLP (included in Exhibit 5).
23.2	Consent of PricewaterhouseCoopers LLP.
24	Power of Attorney (included in the signature pages of this Registration Statement).
(1)	Incorporated herein by reference from the Registrant's Registration Statement on Form S-4 (File No. 333-49738) originally filed with the Securities and Exchange Commission on November 13, 2000, as amended.
(2)	Incorporated herein by reference from the Registrant's Registration Statement on Form S-1 (File No. 333-71363) originally filed with the Securities and Exchange Commission on January 28, 1999, as amended.