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MKS INSTRUMENTS INC
Form S-8
June 10, 2004

As filed with the Securities and Exchange Commission on June 10, 2004

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)

90 INDUSTRIAL WAY, WILMINGTON, MASSACHUSETTS
(Address of Principal Executive Offices)

01887
(Zip Code)

SECOND AMENDED AND RESTATED INTERNATIONAL EMPLOYEE STOCK PURCHASE PLAN
(Full Title of the Plan)

JOHN R. BERTUCCI
CHAIRMAN AND CHIEF EXECUTIVE OFFICER
MKS INSTRUMENTS, INC.
90 INDUSTRIAL WAY
WILMINGTON, MA 01887
(Name and Address of Agent For Service)

(978) 284-4000
(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price
Common Stock, no par value per share	175,000	\$22.78(1)	\$3,986,500(1)

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq National Market on June 9, 2004.

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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. 333-31224, and the Registration Statement on Form S-8, File No. 333-90498, relating to the Registrant's Second Amended and Restated International Employee Stock Purchase Plan.

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 Wilmington, Massachusetts on June 2, 2004.

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)	June 2, 2004
/s/ Ronald C. Weigner ----- Ronald C. Weigner	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 2, 2004

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/s/ Robert R. Anderson ----- Robert R. Anderson	Director	June 2, 2004
/s/ James G. Berges ----- James G. Berges	Director	June 2, 2004
/s/ Richard S. Chute ----- Richard S. Chute	Director	June 2, 2004
/s/ Hans-Jochen Kahl ----- Hans-Jochen Kahl	Director	June 2, 2004
/s/ Owen W. Robbins ----- Owen W. Robbins	Director	June 2, 2004
/s/ Louis P. Valente ----- Louis P. Valente	Director	June 2, 2004

EXHIBIT INDEX

Exhibit Number	Description
4.1 (1)	Restated Articles of Organization of the Registrant.
4.2 (2)	Articles of Amendment.
4.3 (3)	Articles of Amendment.
4.4 (4)	Amended and Restated By-Laws of the Registrant.
4.5 (4)	Specimen Certificate for Common Stock of the Registrant.
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP.
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP.
24.1	Power of Attorney (included in the signature pages of this Registration Statement).

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- (1) Incorporated herein by reference from the Registrant's Registration Statement on Form S-4 (File No. 333-49738) filed with the Securities and Exchange Commission on November 13, 2000.
 - (2) Incorporated herein by reference from the Registrant's Quarterly Report on Form 10-Q (File No. 000-23621) for the quarter ended June 30, 2001.
 - (3) Incorporated herein by reference from the Registrant's Quarterly Report on Form 10-Q (File No. 000-23621) for the quarter ended June 30, 2002.
 - (4) Incorporated herein by reference from the Registrant's Registration Statement on Form S-1 (File No. 333-71363) filed with the Securities and Exchange Commission on January 28, 1999, as amended.