

NIERENBERG INVESTMENT MANAGEMENT CO
Form SC 13D/A
December 30, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Act of 1934
(Amendment No. 3)

BROOKS AUTOMATION, INC. (BRKS)
(Name of Issuer)

Common Stock
(Title of Class of Securities)

114340102
(CUSIP Number)

David Nierenberg
The D3 Family Funds
19605 NE 8th Street
Camas, WA 98607
360-604-8600
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 29, 2005
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Family Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER
1,769,532 Common shares (2.4%)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
1,769,532

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,728,802 shares (5.0%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Family Retirement Fund, L.P. (David Nierenberg is president of the
General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER

579,500 common shares (0.8%)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER

0

EACH
REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

579,500

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,728,802 shares (5.0%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

3

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Children's Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

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WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

| | | | |
|--|----|--------------------------|------------------------------|
| | 7 | SOLE VOTING POWER | |
| | | | 158,860 common shares (0.2%) |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 0 |
| | 9 | SOLE DISPOSITIVE POWER | 158,860 |
| | 10 | SHARED DISPOSITIVE POWER | 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,728,802 shares (5.0%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

4

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Offshore Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

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4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bahamas

7 SOLE VOTING POWER

865,660 common shares (1.2%)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER

0

EACH
REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

865,660

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,728,802 shares (5.0%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

5

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Family Bulldog Fund, L.P. (David Nierenberg is president of the
General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

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(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER
355,250 common shares (0.5%)

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
355,250

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,728,802 shares (5.0%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and Issuer.

Common stock in BROOKS AUTOMATION, INC. (BRKS) 15 Elizabeth Drive,
Chelmsford, MA 01824-4111.

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Item 2. Identity and Background.

The D3 Family Funds are Washington State limited partnerships, whose principal business is investing in the equities of public micro-cap issuers. The D3 Family Funds consist of: D3 Family Fund, L.P, D3 Family Retirement Fund, L.P, D3 Children's Fund, L.P, D3 Offshore Fund, L.P., D3 Family Bulldog Fund, L.P. Located at 19605 N.E. 8th St., Camas, Washington 98607. No convictions or administrative proceedings as described in 2 (d) and (e).

Item 3. Source and Amount of Funds or Other Consideration

Source of funds is money invested in the partnership by their partners.

Item 4. Purpose of Transaction

On December 29, we bought 580,000 more shares of BRKS, raising our aggregate ownership back to 5%. We believe that this purchase makes us BRKS' second largest shareholder.

Both factors mentioned in our prior 13D filing, dated December 9, 2005, plus a third factor, created this buying opportunity. First, some former Helix shareholders have been selling their BRKS shares either because they had achieved their investment objectives or because they only hold stocks which pay dividends. We believe, for example, that Helix' largest shareholder, which obtained nearly 8 million BRKS shares in exchange for its Helix shares, now has disposed of the majority of their BRKS shares. Second, some BRKS shareholders sold their shares out of frustration with the erratic recent performance of BRKS' software division. Third, and due in part to the two abovementioned factors, some BRKS shareholders have been selling their shares to realize income tax losses, since BRKS' share price (as of this instant) fell 26% this year and 46% over the last two years, (despite the substantial operating and strategic progress made by the company.)

Fortunately for those of us who want to be shareholders of BRKS--as it gains market share in its core business of robotic tool automation systems and service, as it penetrates more Tier One OEM accounts, and as it continues reducing the costs of the combined companies and generating free cash--we believe that the short term selling pressure on the stock price is now over. We believe this for the following reasons:

1. 2005 tax loss selling ends December 30.

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2. We believe that most selling by former shareholders of Helix is over.

3. The performance of BRKS' software division should begin showing substantial improvement because BRKS has sharpened its strategic focus and right-sized the division's costs. We also hope the division will have improved governance and oversight.

4. We are encouraged by Christmas retail sales, which augur well for the semiconductor industry and for BRKS as one its major equipment suppliers. According to SpendingPulse, aggregate

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retail sales through December 24 rose 8.7% over 2004, considerably higher than had been forecast and greater than 2004's 6.7% gain, even in the face of higher fuel prices and the pricking of the housing bubble. Consumer electronics sales grew even faster, up 11% over 2004, and were the second fastest growing product category. We believe that consumers have not yet completed their electronics buying. Substantial unmet demand remains, for example, for Microsoft's XBOX gaming machine and for Apple's iPod Nano. And we are in the early stages of a major replacement cycle of television sets. Instead of furloughing capacity, as they did at this time last year, we would expect semiconductor fabs to continue investing in manufacturing equipment.

Finally, on the subject of BRKS' corporate governance, which we touched on lightly in our prior 13D, we have had no response from BRKS' Board of Directors to our November 17 letter. We are disappointed by 1 1/2 months of silence, both because the tone of our letter was constructive and because BRKS' board expressly "encourage[d]" communications from shareholders in their 2005 annual meeting proxy statement (see page 8 of the proxy). A timely and detailed response could have substantiated, rather than undercut, this invitation.

In our November 17 letter we set forth our views on the optimal size, composition, and leadership of BRKS' Board of Directors. Because BRKS' fiscal year ended September 30, and because the company filed its 2005 annual meeting proxy with the SEC immediately after the holidays, on January 6, 2005, we believe that the proxy for the 2006 annual meeting may be imminent. We hope that, in the absence of a substantive response to our letter, the proxy will demonstrate tangible progress on the governance issues which we and other large outside shareholders care about.

If we are not satisfied with what we read in the proxy, with respect to these issues, we reserve the right to contact other BRKS shareholders using a proxy statement and proxy solicitation firm of our own. Unfortunately, this would bring the issues which we had hoped to resolve privately into the public domain. Since we strongly would prefer for BRKS to remain focused on integrating Helix, fixing BRKS software, and gaining market share in its core business of tool automation, we hope that the issues we raised still will be resolved in a friendly, private manner. But with the clock ticking down the end of 2005, and in the absence of a response from the company, we feel obligated to begin preparing for other possibilities.

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Item 5. Interest in Securities of the Issuer.

(a,b) D3 Family Funds own and have sole voting and dispositive power over 3,728,802, 5.0% common shares of BRKS.

(c)

| Fund | Transaction Date | Shares Bought | Price |
|------|------------------|---------------|-------|
|------|------------------|---------------|-------|

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| | | | |
|---------------------------------|------------|---------|-------|
| D3 Family Fund, L.P. | 10/27/2005 | 70,000 | 11.99 |
| D3 Family Fund, L.P. | 10/28/2005 | 17,700 | 11.64 |
| D3 Family Fund, L.P. | 12/29/2005 | 242,500 | 12.46 |
| D3 Family Retirement Fund, L.P. | 12/29/2005 | 125,500 | 12.46 |
| D3 Children's Fund, L.P. | 10/28/2005 | 12,000 | 11.64 |
| D3 Children's Fund, L.P. | 12/29/2005 | 42,500 | 12.46 |
| D3 Offshore Fund, L.P. | 10/27/2005 | 42,500 | 11.99 |
| D3 Offshore Fund, L.P. | 12/29/2005 | 115,500 | 12.46 |
| D3 Family Bulldog Fund, L.P. | 10/27/2005 | 50,000 | 11.99 |
| D3 Family Bulldog Fund, L.P. | 10/28/2005 | 25,000 | 11.64 |
| D3 Family Bulldog Fund, L.P. | 12/29/2005 | 54,000 | 12.46 |

(d) N/A

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

N/A

Item 7. Material to be Filed as Exhibits

N/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

December 29, 2005

/s/ DAVID NIERENBERG

 David Nierenberg
 President
 Nierenberg Investment Management
 Company, Inc., the General Partner of
 The D3 Family Funds