

ENTEGRIS INC
Form S-4/A
June 30, 2005
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As filed with the Securities and Exchange Commission on June 30, 2005

Registration No. 333-124719

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 2

to

FORM S-4

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

ENTEGRIS, INC.⁽¹⁾

EAGLE DE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Minnesota	2033	41-1941551
Delaware	2033	41-1941551 ⁽²⁾
(State or Other Jurisdiction of	(Primary Standard Industrial	(I.R.S. Employer
Incorporation or Organization)	Classification Code Number)	Identification Number)
	3500 Lyman Boulevard	
	Chaska, Minnesota 55318	
	(952) 556-3131	

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

John D. Villas

Chief Financial Officer

Entegris, Inc.

3500 Lyman Boulevard

Chaska, Minnesota 55318

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(952) 556-3131

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Douglas P. Long

David B. Walek

Faegre & Benson LLP

Ropes & Gray LLP

90 South Seventh Street

One International Place

2200 Wells Fargo Center

Boston, MA 02110

Minneapolis, MN 55402

Approximate date of commencement of proposed sale to public: As soon as practicable following the effective date of this registration statement and the date on which all other conditions to the merger of Mykrolis Corporation with and into Eagle DE, Inc. pursuant to the merger agreement described in the enclosed joint proxy statement/prospectus have been satisfied or waived. Eagle DE, Inc. is the successor issuer, within the meaning of Rule 12g-3 under the Securities Exchange Act of 1934, to Entegris, Inc. in connection with the reincorporation merger of Entegris, Inc. with and into Eagle DE, Inc. The Registrant hereunder shall be Entegris, Inc. and its successor issuer, Eagle DE, Inc., a Delaware corporation.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

(1) Entegris, Inc., a Minnesota corporation, will reincorporate in Delaware in connection with this offering by way of a merger with and into its wholly owned subsidiary, Eagle DE, Inc., a Delaware corporation, which will change its name to Entegris, Inc. in such reincorporation merger and which expressly adopts this Registration Statement for all purposes under the Securities Act. Eagle DE, Inc. is referred to as Entegris Delaware in this joint proxy statement/prospectus.

(2) Upon completion of the reincorporation merger referred to above, Entegris Delaware will retain the I.R.S. employer identification number currently assigned to Entegris.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this joint proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

PRELIMINARY COPY

SUBJECT TO COMPLETION, DATED JUNE 30, 2005

MERGER PROPOSED YOUR VOTE IS IMPORTANT

The boards of directors of Entegris, Inc. and Mykrolis Corporation have each unanimously approved a strategic merger of equals of the two companies. The combined company, which will be headquartered in Chaska, Minnesota immediately after the merger, will have approximately 2,700 full-time employees worldwide, excluding temporary workers. We believe that the merger will benefit the stockholders of both companies, and we ask for your support in voting for the merger proposals at our respective stockholder meetings.

Immediately prior to the merger, Entegris will reincorporate in the State of Delaware. Mykrolis will then merge with and into Entegris. In the merger, each share of Mykrolis common stock will be converted into the right to receive 1.39 shares of Entegris common stock and cash in lieu of fractional shares. After completion of the merger, the current stockholders of Entegris are expected to own approximately 56% of the combined company and the current stockholders of Mykrolis are expected to own approximately 44% of the combined company. The merger will be tax-free to Entegris stockholders and Mykrolis stockholders, except Mykrolis stockholders may recognize gain on any cash received in lieu of fractional shares of Entegris. No stockholders of Entegris or Mykrolis will have dissenters' appraisal rights in the reincorporation or the merger.

The combined company will be a Delaware corporation named Entegris, Inc. Entegris common stock is currently traded on The NASDAQ National Market under the symbol ENTG, and we intend to apply to have the combined company's shares listed on The NASDAQ National Market at the time of the merger. The listing of Entegris' shares of common stock on The NASDAQ National Market at that time is a condition to the closing of the merger. Upon completion of the merger, Mykrolis common stock, which is listed on the New York Stock Exchange under the symbol MYK, will be delisted.

We are asking stockholders of Entegris to consider and vote upon proposals to:

- approve and adopt the merger agreement providing for the merger and the merger (including the issuance of Entegris common stock in connection with the merger);
- reincorporate Entegris under the Delaware General Corporation Law and approve and adopt the agreement and plan of merger providing for the reincorporation; and
- approve a classified board of directors for Entegris.

Entegris' special meeting will be held on August 3, 2005, at 9:00 a.m., local time, at the Oak Ridge Conference Center, 1 Oak Ridge Drive, Chaska, Minnesota. Entegris' board of directors unanimously recommends that Entegris' stockholders vote **FOR** each of the foregoing proposals.

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We are asking stockholders of Mykrolis to:

consider and vote upon a proposal to approve and adopt the merger agreement providing for the merger and the merger; and vote on the election of Mykrolis directors as described in the attached notice and joint proxy statement/prospectus. If the merger is completed, the terms of the Mykrolis directors, including those elected at the meeting, will expire upon such completion.

Mykrolis special meeting in lieu of annual meeting will be held on August 3, 2005, at 10:00 a.m., local time, at 129 Concord Road, Billerica, Massachusetts. Mykrolis board of directors unanimously recommends that Mykrolis stockholders vote **FOR** the merger and the adoption of the merger agreement, and **FOR** the election of the nominated directors.

In considering the recommendations of Entegris and Mykrolis boards of directors with respect to the merger, you should be aware that certain directors and officers of Entegris and Mykrolis may have interests in the merger that are different from, or in addition to, their interests as Entegris or Mykrolis stockholders generally, as described in more detail in this joint proxy statement/prospectus.

We cannot complete the merger unless stockholders of both companies approve it and Entegris stockholders approve the proposed reincorporation of Entegris in Delaware. Approvals of the classified board of directors of Entegris and the election of Mykrolis directors are not conditions of the merger.

This joint proxy statement/prospectus provides you with detailed information about the stockholder meetings and the proposed merger and the other proposals to be voted on. We urge you to read this material, including the section describing certain risk factors beginning on page 18, carefully and in its entirety.

We enthusiastically support this combination of our two outstanding companies and join with all the other members of our respective boards of directors in recommending that you vote **FOR** the proposals described herein.

JAMES E. DAUWALTER
Chief Executive Officer
Entegris, Inc.

GIDEON ARGOV
Chief Executive Officer
Mykrolis Corporation

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated [], 2005,
and is first being mailed to Entegris and Mykrolis stockholders on or about July 5, 2005.

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REFERENCES TO ADDITIONAL INFORMATION

Except where we indicate otherwise, as used in this joint proxy statement/prospectus, **Entegris** refers to Entegris, Inc. and its consolidated subsidiaries prior to Entegris, Inc.'s reincorporation merger with and into its wholly owned subsidiary, Eagle DE, Inc. **Mykrolis** refers to Mykrolis Corporation and its consolidated subsidiaries, and **Entegris Delaware** refers to Eagle DE, Inc. and, after the reincorporation merger, Eagle DE, Inc. (which is a Delaware corporation that will be renamed Entegris, Inc. in the reincorporation merger) and its consolidated subsidiaries. This joint proxy statement/prospectus incorporates important business and financial information about Entegris and Mykrolis from documents that each company has filed with the Securities and Exchange Commission but that have not been included in or delivered with this joint proxy statement/prospectus. For a list of documents incorporated by reference into this joint proxy statement/prospectus, see **Where You Can Find More Information** beginning on page 149.

This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus by accessing the Securities and Exchange Commission's website maintained at www.sec.gov.

In addition, Entegris' Securities and Exchange Commission filings are available to the public on Entegris' website, www.entegris.com, and Mykrolis' filings with the Securities and Exchange Commission are available to the public on Mykrolis' website, www.mykrolis.com. Information contained on Entegris' website and Mykrolis' website is not incorporated by reference into this joint proxy statement/prospectus, and you should not consider information contained on those websites as part of this joint proxy statement/prospectus.

Entegris will provide you with copies of this information relating to Entegris, without charge, if you request it in writing from Entegris, Inc., 3500 Lyman Boulevard, Chaska, Minnesota 55318.

If you would like to request documents from Entegris, please do so by July 27, 2005, in order to receive them before the Entegris special meeting.

Mykrolis will provide you with copies of this information relating to Mykrolis, without charge, if you request it in writing from Mykrolis Corporation, 129 Concord Road, Billerica, Massachusetts 01821.

If you would like to request documents from Mykrolis, please do so by July 27, 2005, in order to receive them before the Mykrolis special meeting in lieu of annual meeting.

Entegris has supplied all information contained in or incorporated by reference in this joint proxy statement/prospectus relating to Entegris and Entegris Delaware, and Mykrolis has supplied all information contained in or incorporated by reference in this joint proxy statement/prospectus relating to Mykrolis. Entegris and Mykrolis have both contributed to the information contained in this joint proxy statement/prospectus relating to the merger.

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ENTEGRIS, INC.

3500 Lyman Boulevard

Chaska, Minnesota 55318

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

to be held on August 3, 2005

NOTICE IS HEREBY GIVEN that the Special Meeting of Stockholders of Entegris, Inc., a Minnesota corporation, will be held on Wednesday, August 3, 2005, at 9:00 a.m., local time, at the Oak Ridge Conference Center, 1 Oak Ridge Drive, Chaska, Minnesota, for the following purposes:

1. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger (the merger agreement), dated as of March 21, 2005, by and among Entegris, Inc., a Minnesota corporation, Eagle DE, Inc., a Delaware corporation and a wholly owned subsidiary of Entegris (referred to as Entegris Delaware), and Mykrolis Corporation, a Delaware corporation, including the merger of Mykrolis with and into Entegris Delaware (immediately following the reincorporation merger described in proposal 2 below) as contemplated thereby and the issuance of new shares of common stock of Entegris Delaware to the stockholders of Mykrolis in the merger. In the merger, each outstanding share of Mykrolis common stock will be automatically converted into the right to receive 1.39 shares of Entegris Delaware common stock;
2. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger (the reincorporation merger agreement) dated as of March 21, 2005, by and between Entegris and Entegris Delaware and the reincorporation merger contemplated thereby (the reincorporation merger), whereby Entegris would reincorporate from a Minnesota corporation to a Delaware corporation, including approval of the proposed certificate of incorporation and bylaws of Entegris Delaware attached as *Annex C-1* and *Annex D*, respectively, to this joint proxy statement/prospectus, provided that if proposal 3 set forth below is not approved, the certificate of incorporation of Entegris Delaware will read as set forth on *Annex C-2* hereto and the bylaws of Entegris Delaware set forth on *Annex D* hereto will be revised by the board of directors of Entegris Delaware to remove the classified board provisions and include provisions substantially similar to Article IX set forth in *Annex C-2* hereto but will otherwise read as set forth on *Annex D*. In the reincorporation merger, each outstanding share of Entegris common stock will be automatically converted into one share of Entegris Delaware common stock and the name of Entegris Delaware will be changed to Entegris, Inc.;
3. To consider and vote upon a proposal to approve a classified board for Entegris Delaware as provided in Article IX of the proposed certificate of incorporation of Entegris Delaware set forth in *Annex C-1* hereto; and
4. To consider and vote upon a proposal to approve adjournments or postponements of the Entegris special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Entegris special meeting to approve the above proposals.

Each of the proposals is more fully described in this joint proxy statement/prospectus.

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June 17, 2005 has been fixed as the record date for the meeting. Only stockholders of record at the close of business on that date are entitled to receive notice of and vote at the meeting and any adjournment or postponement of the meeting.

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Neither the merger nor the reincorporation merger will occur unless both proposal 1 and proposal 2 are approved. Approval of proposals 3 and 4, however, is not a condition to either the merger or the reincorporation merger. If either proposal 1 or proposal 2 (or both) is not approved, then proposal 3 will be null and have no effect.

By Order of the Board of Directors,
John D. Villas
Secretary

Chaska, Minnesota

[], 2005,

Entegris board of directors unanimously recommends that Entegris stockholders vote **FOR** each of the proposals.

Your proxy is important to ensure a quorum at the meeting. Even if you own only a few shares, and whether or not you plan to attend the Entegris special meeting in person, please complete, date, sign and return the enclosed proxy card or voting instruction card in the enclosed envelope promptly or submit your proxy or voting instructions by calling 1-800-560-1965 or using the Internet (<http://www.eproxy.com/entg/>) by following the instructions included with your proxy card. Please note that if your shares are not registered in your own name, your bank, broker or other institution holding your shares may not offer telephone or Internet voting. The enclosed envelope requires no postage if mailed in the United States. If you attend the Entegris special meeting, you may revoke your proxy, if any, and vote in person if you wish, even if you have previously returned your proxy card or submitted your proxy instructions by telephone or the Internet. However, if you hold shares through a bank or broker and wish to vote in person at the meeting, you may not do so unless you receive a valid proxy from your bank or broker.

Please vote your shares promptly. You can find instructions for voting on the enclosed proxy card(s).

If you have questions, contact

MacKenzie Partners, Inc.

Call Toll-Free: (800) 332-2885

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MYKROLIS CORPORATION

129 Concord Road

Billerica, Massachusetts 01821

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS IN LIEU OF ANNUAL MEETING

to be held on August 3, 2005,

NOTICE IS HEREBY GIVEN that the Special Meeting of Stockholders of Mykrolis Corporation, a Delaware corporation, in Lieu of Annual Meeting will be held on Wednesday, August 3, 2005, at 10:00 a.m., local time, at 129 Concord Road, Billerica, Massachusetts, for the following purposes:

1. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger (the "merger agreement"), dated as of March 21, 2005, by and among Entegris, Inc., a Minnesota corporation, Eagle DE, Inc., a Delaware corporation and a wholly owned subsidiary of Entegris (referred to as "Entegris Delaware"), and Mykrolis Corporation, a Delaware corporation, including the merger of Mykrolis with and into Entegris Delaware as contemplated thereby. Pursuant and subject to the terms of the merger agreement (and the related reincorporation merger agreement), Entegris will reincorporate in Delaware by merging with and into Entegris Delaware, immediately following which Mykrolis will merge with and into Entegris Delaware. In the merger, each outstanding share of Mykrolis common stock will be automatically converted into the right to receive 1.39 shares of Entegris Delaware common stock. In connection with the reincorporation merger, the name of Entegris Delaware will be changed to Entegris, Inc.;
2. To consider and vote upon a proposal to elect two Class II Directors to the Mykrolis board of directors with terms expiring at the 2008 annual meeting of stockholders or upon completion of the merger, if earlier; and
3. To consider and vote upon a proposal to approve adjournments or postponements of the Mykrolis special meeting in lieu of annual meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Mykrolis special meeting in lieu of annual meeting to approve the above proposals.

Each of the proposals is more fully described in this joint proxy statement/prospectus.

June 17, 2005 has been fixed as the record date for the meeting. Only stockholders of record at the close of business on that date are entitled to receive notice of and vote at the meeting and any adjournment or postponement of the meeting.

Approval of proposals 2 and 3 is not a condition to the merger.

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By Order of the Board of Directors,
Peter W. Walcott
Secretary

Billerica, Massachusetts

[], 2005

Mykrolis board of directors unanimously recommends that Mykrolis stockholders vote FOR each of the proposals.

Your proxy is important to ensure a quorum at the meeting. Even if you own only a few shares, and whether or not you plan to attend the Mykrolis special meeting in lieu of annual meeting in person, please complete, date, sign and return the enclosed proxy card or voting instruction card in the enclosed envelope promptly or submit your proxy or voting instructions by calling 1-877-PRX-VOTE (1-877-779-8683) or using the Internet (<http://www.eproxyvote.com/myk>) by following the instructions included with your

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proxy card. Please note that if your shares are not registered in your own name, your bank, broker or other institution holding your shares may not offer telephone or Internet voting. The enclosed envelope requires no postage if mailed in the United States. If you attend the Mykrolis special meeting in lieu of annual meeting, you may vote in person if you wish, even if you have previously returned your proxy card or submitted your proxy instructions by telephone or the Internet. However, if you hold shares through a bank or broker and wish to vote in person at the meeting, you may not do so unless you receive a valid proxy from your bank or broker.

Please vote your shares promptly. You can find instructions for voting on the enclosed proxy card(s).

If you have questions, contact

MacKenzie Partners, Inc.

Call Toll-Free: (800) 322-2885

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QUESTIONS AND ANSWERS ABOUT THE MERGER

The following questions and answers briefly address some commonly asked questions about the merger, the stockholders meetings, the effect of the merger on the holders of common stock of Entegris and Mykrolis, and Entegris' reincorporation from a Minnesota corporation to a Delaware corporation. They may not include all the information that is important to you. We urge you to read carefully this entire document, including the annexes and the other documents to which we have referred you. We have included page references in this summary to direct you to a more detailed description of each topic presented elsewhere in this joint proxy statement/prospectus.

Q: What will happen in the merger?

A: We are proposing to combine our companies in a merger of equals transaction. In the transaction, Entegris will effect a reincorporation from a Minnesota corporation to a Delaware corporation (the reincorporation). Mykrolis will then merge with and into Entegris Delaware, the corporation resulting from the reincorporation, and the combined company will be named Entegris, Inc. As a result of the merger of Mykrolis with and into Entegris Delaware, Mykrolis will cease to exist and Entegris Delaware will continue as a public company that holds and conducts the combined business of Mykrolis and Entegris.

In the transaction, Entegris Delaware's certificate of incorporation will be amended and restated as provided in *Annex C-1* hereto, and its bylaws will be amended and restated as provided in *Annex D* hereto. *Annex C-1* includes provisions relating to a so-called classified board, and the stockholders of Entegris will be asked to separately approve a proposal for the classified board. Approval of the classified board proposal, however, is not required to consummate the transaction. If the classified board proposal is not approved, Entegris Delaware's certificate of incorporation will read as set forth in *Annex C-2* and the bylaws set forth in *Annex D* will be revised by the Entegris Delaware board of directors to remove the classified board provisions and include provisions substantially similar to Article IX set forth in *Annex C-2*. See page 116.

Q: When is the Entegris special meeting?

A: The Entegris special meeting will be held on August 3, 2005, at the location and time indicated on the cover of this joint proxy statement/prospectus. See page 30.

Q: When is the Mykrolis special meeting in lieu of annual meeting?

A: The Mykrolis special meeting in lieu of annual meeting will be held on August 3, 2005, at the location and time indicated on the cover of this joint proxy statement/prospectus. See page 34.

Q: On what are Entegris stockholders being asked to vote?

A: Entegris' board is asking Entegris stockholders to vote upon the following:

1. A proposal to approve and adopt the merger agreement and the merger of Mykrolis with and into Entegris Delaware, including the issuance of new shares of Entegris Delaware to Mykrolis stockholders in connection with the merger (see page 30);
2. A proposal to approve and adopt the reincorporation merger agreement and the reincorporation merger, including the proposed certificate of incorporation and bylaws of Entegris Delaware attached as *Annex C-1* and *Annex D*, respectively, to this joint proxy

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statement/prospectus, provided that if proposal 3 set forth below is not approved, the certificate of incorporation of Entegris Delaware will read as set forth on *Annex C-2* hereto and the bylaws of Entegris Delaware set forth on *Annex D* hereto will be revised by the Entegris Delaware board of directors to remove the classified board provisions and include provisions substantially similar to Article IX set forth in *Annex C-2* hereto but will otherwise read as set forth on *Annex D* (see page 30);

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3. A proposal to approve a classified board for Entegris Delaware as provided in Article IX of the proposed certificate of incorporation of Entegris Delaware attached as *Annex C-1* to this joint proxy statement/prospectus (see page 30); and
4. A proposal to approve adjournments or postponements of the Entegris special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Entegris special meeting to approve the above proposals (see page 30).

Neither the merger nor the reincorporation merger will occur unless both proposal 1 and proposal 2 are approved. Approval of proposals 3 and 4 is not a condition to either the merger or the reincorporation merger. If either proposal 1 or proposal 2 (or both) is not approved, then proposal 3 will be null and have no effect.

Q: Are the reincorporation and the merger each conditioned upon the other?

- A: The consummation of the reincorporation is conditioned on approval of the merger, and the consummation of the merger is conditioned on completion of the reincorporation. The reincorporation will not be effected unless all conditions to the merger have been satisfied or waived and Entegris Delaware and Mykrolis are prepared to consummate the merger immediately after the effective time of the reincorporation merger, and the merger will not occur if the reincorporation is not effected. See page 32.

The approval of the classified board provisions of Entegris Delaware's certificate of incorporation is not required to consummate either the proposal relating to the merger or the proposal relating to the reincorporation. It is a condition to the classified board proposal, however, that proposals 1 and 2 be approved and that the reincorporation merger and the merger occur. See page 30.

Q: What is Entegris' proposed reincorporation from a Minnesota corporation to a Delaware corporation?

- A: The proposed reincorporation involves changing Entegris' state of incorporation from Minnesota to Delaware. The reincorporation will be effected by merging Entegris into a wholly owned subsidiary, named Eagle DE, Inc., which is incorporated in Delaware and which was formed for this purpose. Throughout this joint proxy statement/prospectus, the term "Entegris" refers to Entegris, Inc., the existing Minnesota corporation, and the term "Entegris Delaware" refers to Eagle DE, Inc., which is the proposed successor to Entegris in the proposed reincorporation.

Upon the consummation of the reincorporation, Entegris will cease to exist as a corporate entity and Entegris Delaware will continue to operate Entegris' business under the name Entegris, Inc. Each outstanding share of Entegris common stock will be automatically converted into one share of Entegris Delaware common stock at the effective time of the reincorporation. Each stock certificate representing issued and outstanding shares of Entegris common stock will represent the same number of shares of common stock of Entegris Delaware and need not be surrendered. Entegris expects to consummate the reincorporation immediately prior to the consummation of the merger. See page 74.

Q: Why is Entegris reincorporating as a Delaware corporation?

- A: During the negotiation of the merger agreement, Mykrolis asked Entegris to agree to reincorporate in Delaware and that the reincorporation be made a condition to completion of the merger. Mykrolis is a Delaware corporation and desires that the combined company be a Delaware corporation. As part of the negotiations, the Entegris board of directors agreed to Mykrolis' request. As a result, the merger agreement provides that completion of the merger is conditioned on approval by Entegris stockholders of the reincorporation proposal and completion of the reincorporation.

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Many major corporations have chosen Delaware for their domicile or have subsequently reincorporated in Delaware. Because of Delaware's significance as the state of incorporation for many major corporations, the Delaware judiciary has become particularly familiar with matters of corporate law, and a substantial body of court decisions has developed construing Delaware's corporation laws. Consequently, Delaware corporate law has been, and is likely to continue to be, interpreted and explained in a number of significant court decisions, a circumstance which may provide greater predictability with respect to the combined company's legal affairs.

Q: What is the proposal to approve a classified board for Entegris Delaware?

A: The proposal to approve a classified board for Entegris Delaware would result in Entegris Delaware's board of directors being divided into three classes of directors serving staggered terms. Staggering the terms of directors means that at the annual meeting in any given year, only a fraction (roughly one-third) of the directors are up for re-election. A classified board can increase the likelihood of continuity and stability in the policies formulated by the board of directors and increase a corporation's ability to attract and retain desirable directors. A classified board may also prevent potential unsolicited acquirors from quickly obtaining control of the company in certain circumstances and thereby discourage attempts to acquire the company or remove management. The classification of directors would also have the effect of making it more difficult for stockholders to change the composition of Entegris Delaware's board of directors in a relatively short period of time. See page 76.

Q: On what are Mykrolis stockholders being asked to vote?

A: Mykrolis' board is asking Mykrolis stockholders to vote upon the following:

1. A proposal to approve and adopt the merger agreement and the merger (see page 34);
2. A proposal to elect two Class II Directors to the Mykrolis board of directors with terms expiring at the Mykrolis 2008 annual meeting of stockholders or upon completion of the merger, if earlier (see page 34); and
3. A proposal to approve adjournments or postponements of the Mykrolis special meeting in lieu of annual meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Mykrolis special meeting in lieu of annual meeting to approve the above proposals (see page 34).

Approval of proposals 2 and 3 is not a condition to the merger.

Q: Who is eligible to vote at the Entegris stockholder meeting?

A: Entegris stockholders are eligible to vote at the Entegris stockholder meeting if they were stockholders of record at the close of business on June 17, 2005. See page 31.

Q: Who is eligible to vote at the Mykrolis stockholder meeting?

A: Mykrolis stockholders are eligible to vote at the Mykrolis stockholder meeting if they were stockholders of record at the close of business on June 17, 2005. See page 35.

Q: What vote is needed by Entegris stockholders to approve the proposals described above relating to the merger, the reincorporation merger and the classified board?

A: Each proposal requires the approval of the holders of a majority of the outstanding shares of Entegris common stock as of the record date, except that the proposal to approve the classified board requires the

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approval of the holders of at least 51% of the outstanding shares of Entegris common stock as of the record date. If an Entegris stockholder does not vote, it will have the same effect as a vote against each proposal. See page 32.

Q: What vote is needed by Mykrolis stockholders to approve the merger agreement and the merger?

A: The proposal to approve and adopt the merger agreement and the merger requires the approval of the holders of a majority of the outstanding shares of Mykrolis common stock as of the record date. If a Mykrolis stockholder does not vote, it will have the same effect as a vote against the proposal to approve and adopt the merger agreement and the merger. See page 36.

Q: How many votes does each share of Entegris common stock have?

A: Each share of Entegris common stock has one vote per share under the Entegris articles of incorporation and bylaws. See page 31. For a copy of Entegris articles of incorporation and bylaws, see *Where You Can Find More Information* beginning on page 149. Entegris articles of incorporation and bylaws are filed as Exhibits 3.3 and 3.4, respectively, to the Form S-4 registration statement of which this joint proxy statement/prospectus is a part.

Q: How many votes does each share of Mykrolis common stock have?

A: Each share of Mykrolis common stock has one vote per share under the Mykrolis certificate of incorporation. See page 35. For a copy of Mykrolis certificate of incorporation, see *Where You Can Find More Information* beginning on page 149.

Q: How do Entegris directors and executive officers intend to vote?

A: Entegris directors and executive officers have indicated that they intend to vote their shares of Entegris common stock **FOR** all the proposals to be voted on by Entegris stockholders. At the close of business on June 17, 2005, the record date for the Entegris special meeting, directors and executive officers of Entegris and their affiliates were entitled to vote, or shared the right to vote, approximately 25.3% of the shares of Entegris common stock outstanding on that date. See page 32.

Q: How do Mykrolis directors and executive officers intend to vote?

A: Mykrolis directors and executive officers have indicated that they intend to vote their shares of Mykrolis common stock **FOR** the proposal to approve and adopt the merger agreement and the merger. At the close of business on June 17, 2005, the record date for the Mykrolis special meeting in lieu of annual meeting, directors and executive officers of Mykrolis and their affiliates were entitled to vote less than 1% of the shares of Mykrolis common stock outstanding on that date. See page 36.

Q: Do Entegris stockholders have dissenters appraisal rights?

A: No. Entegris stockholders do not have dissenters appraisal rights relating to the reincorporation merger under Minnesota law or, upon becoming stockholders of Entegris Delaware as a result of the reincorporation merger, relating to the merger under Delaware law. See page 73.

Q: Do Mykrolis stockholders have dissenters appraisal rights?

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A: No. Mykrolis stockholders do not have dissenters' appraisal rights relating to the merger under Delaware law. See page 73.

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Q: Will the rights of Entegris stockholders change as a result of the merger?