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BROOKS AUTOMATION INC
Form S-8
May 13, 2002

As filed with the Securities and Exchange Commission on May 13, 2002
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER THE

SECURITIES ACT OF 1933

BROOKS AUTOMATION, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE 04-3040660

(State or Other (I.R.S. Employer
Jurisdiction of Identification Number)
Incorporation or
Organization)

15 ELIZABETH DRIVE, CHELMSFORD, MA 01824

(Address of Principal Executive Offices) (Zip Code)

BROOKS AUTOMATION, INC.
2000 COMBINATION STOCK OPTION PLAN

(Full Title of the Plan)

ROBERT J. THERRIEN, PRESIDENT AND CHIEF EXECUTIVE OFFICER
BROOKS AUTOMATION, INC.
15 ELIZABETH DRIVE
CHELMSFORD, MA 01824

(Name and Address of Agent For Service)

(978) 262-2400

(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Unit (1) | Proposed Maximum Aggregate Offering Price (1) | Amount of Registration fee |
|--|-------------------------|--|---|----------------------------|
| ----- | ----- | ----- | ----- | ----- |

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|--|-------------------------|----------|------------------|--------------|
| Common Stock, \$.01 par value | 5,000,000 shares (2) | \$ 32.49 | \$162,450,000.00 | \$ 14,945.40 |
| Preferred Share Purchase Rights (3) | 5,000,000 | | | |

This Registration Statement relates to the registration of additional securities of the same class as other securities for which a registration statement on this form relating to an employee benefit plan is effective. Pursuant to General Instruction E of Form S-8, this registration statement incorporates by reference Registrant's registration statement filed on Form S-8 Registration No. 333-40842, relating to an aggregate of 1,000,000 shares issuable under the Registrant's 2000 Combination Stock Option Plan.

- (1) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, on the basis of the average high and low prices for the Registrant's common stock on the Nasdaq National Market on May 7, 2002.
- (2) Such presently indeterminable number of additional shares of common stock are registered hereunder as may be issued in the event of a merger, consolidation, reorganization, recapitalization, stock dividend, stock split, stock combination, or other similar changes in the common stock.
- (3) On July 23, 1997, the Board of Directors of the Registrant declared a dividend of one preferred share purchase right for each share of common stock outstanding on August 21, 1997. The 5,000,000 rights registered by this Registration Statement represent one right that may be issued in connection with each share of common stock issuable upon exercise of options granted or to be granted under the Registrant's 2000 Combination Stock Option Plan. Such presently indeterminable number of rights are also registered by this Registration Statement as may be issued in the event of a merger, consolidation, reorganization, recapitalization, stock dividend, stock split or other similar change in common stock. The rights are not separately transferable apart from the common stock, nor are they exercisable until the occurrence of certain events. Accordingly, no independent value has been attributed to the rights.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

| Exhibit No. | Description | Reference |
|-------------|--|-----------|
| ----- | ----- | ----- |
| 4.01 | Specimen Certificate for shares of the Registrants common stock. | A* |
| 4.02 | Description of Capital Stock. | B*, C* |
| 4.03 | Rights Agreement, dated July 23, 1997. | C*, D* |

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| | | |
|-------|---|-------------------|
| 4.04 | Amendment to the Rights Agreement between the Registrant and Equiserve Trust Company, N.A. as Rights Agent. | D* |
| 4.05 | Registration Rights Agreement dated January 6, 2000. | D* |
| 4.06 | Shareholders Agreement dated January 6, 2000 by and among the Registrant, Daifuku America Corporation and Daifuku Co., Ltd. | E* |
| 4.07 | Stockholders Agreements dated September 30, 1999 by and among the Registrant, Jenoptik AG, M+W Zander Holding GmbH and Robert J. Therrien. | E* |
| 4.08 | Indenture dated as of May 23, 2001 between the Registrant and State Street Bank and Trust Company (as Trustee). | F* |
| 4.09 | Registration Rights Agreement dated May 23, 2001 among the Registrant and Credit Suisse First Boston Corporation and SG Cowen Securities Corporation (as representatives of several purchasers). | F* |
| 4.10 | Form of 4.75% Convertible Subordinated Note of the Registrant in the principal amount of \$175,000,000 dated as May 23, 2001. | F* |
| 4.11 | Stock Purchase Agreement dated June 20, 2001 relating to the acquisition of CCS Technology, Inc. by the Registrant. | G* |
| 4.12 | Asset Purchase Agreement dated February 15, 2002 relating to the acquisition of substantially all of the assets of Intelligent Automation Systems, Inc., Intelligent Automation Systems, Inc. Trust and IAS Products, Inc. by the Registrant. | H* |
| 4.13 | Form of Certificate of Designations, Preferences, Rights and Limitations of Special Voting Preferred Stock of the Registrant. | I* |
| 5.01 | Legal Opinion of Brown Rudnick Berlack Israels LLP. | Filed herewith |
| 23.01 | Consent of PricewaterhouseCoopers LLP (Independent Accountants for the Registrant). | Filed herewith |
| 23.02 | Consent of Ernst & Young LLP, Independent Auditors. | Filed herewith |
| 23.03 | Consent of PricewaterhouseCoopers LLP (Independent Accountants for General Precision, Inc.). | Filed herewith |
| 23.04 | Consent of Brown Rudnick Berlack Israels LLP (included in its legal opinion filed as Exhibit 5.01 to this Registration Statement). | Filed herewith |
| 24.01 | Power of Attorney (included on the signature page of this Registration Statement). | Filed herewith |
| 99.04 | Registrant's 2000 Combination Stock Option Plan, as amended. | Filed herewith |

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- A. Incorporated by reference to the Registrant's registration statement on Form S-1 (Registration No. 333-87296) filed on December 13, 1994.
 - B. Incorporated by reference to the Registrant's Form 8-A filed on January 27, 1995.
 - C. Incorporated by reference to the Registrant's Form 8-A filed on August 7, 1997.
 - D. Incorporated by reference to the Registrant's annual report on Form 10-K filed on December 13, 2001 for the fiscal year ending September 30, 2001.
 - E. Incorporated by reference to the Registrant's current report on Form 8-K filed on January 19, 2000 and amended on February 14, 2000.
 - F. Incorporated by reference to the Registrant's current report on Form 8-K filed on May 29, 2001.
 - G. Incorporated by reference to the Registrant's registration statement on Form S-8 (Registration No. 333-67432) filed on August 13, 2001.
 - H. Incorporated by reference to the Registrant's current report on Form 8-K filed on March 1, 2002.
 - I. Incorporated by reference to the Registrant's registration statement on Form S-3/A filed on May 13, 2002.

* In accordance with Rule 12b-32 under the Securities Exchange Act of 1934, as amended, reference is made to the documents previously filed with the Securities and Exchange Commission, which documents are hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the Town of Chelmsford, Commonwealth of Massachusetts, on the 13th day of May, 2002.

BROOKS AUTOMATION, INC.

By: /s/ Robert J. Therrien

Robert J. Therrien
Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Robert J. Therrien and Ellen B. Richstone, and each of them (with full power to each of them to act alone), his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and

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every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|---|---|--------------|
| /s/ Robert J. Therrien ----- Robert J. Therrien | Director, Chief Executive Officer and President (Principal Executive Officer) | May 13, 2002 |
| /s/ Ellen B. Richstone ----- Ellen B. Richstone | Senior Vice President Finance and Administration and Chief Financial Officer (Principal Financial Officer) | May 13, 2002 |
| /s/ Steven E. Hebert ----- Steven E. Hebert | Principal Accounting Officer | May 13, 2002 |
| /s/ Roger D. Emerick ----- Roger D. Emerick | Director | May 13, 2002 |
| /s/ Amin J. Khoury ----- Amin J. Khoury | Director | May 13, 2002 |
| /s/ Juergen Giessmann ----- Juergen Giessmann | Director | May 13, 2002 |
| /s/ Joseph Martin ----- Joseph Martin | Director | May 13, 2002 |

INDEX TO EXHIBITS

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