

ENTEGRIS INC
Form 8-K
May 18, 2016

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTIONS 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
Date of report (Date of earliest event reported) May 17, 2016

ENTEGRIS, INC.
(Exact name of registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-32598
(Commission File Number)

41-1941551
(I.R.S. Employer Identification No.)

129 Concord Road, Billerica, MA
(Address of principal executive offices)

01821
(Zip Code)

(978) 436-6500

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

Entegris, Inc. held its 2016 Annual Meeting of Stockholders on May 17, 2016 (the Annual Meeting). As of the record date for the Annual Meeting, April 1, 2016, 140,829,976 shares of the Registrant's Common Stock were issued and outstanding and entitled to vote on the matters presented at the Annual Meeting. Holders of 135,416,368 shares of our Common Stock, or 96.15% of the outstanding shares entitled to be cast at the Annual Meeting, which constituted a quorum, were represented at the Annual Meeting in person or by proxy. The following are the voting results on proposals considered and voted upon at the Annual Meeting, all of which were described in Entegris' 2016 Proxy Statement, filed with the Commission on April 15, 2016.

1. Votes regarding the persons elected to serve as directors for a term expiring in 2017 were as follows:

| NOMINEE | VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|---------------------|-------------|---------------|-----------------|------------------|
| Michael A. Bradley | 125,842,820 | 461,126 | 24,171 | 9,088,251 |
| Marvin D. Burkett | 125,769,152 | 528,526 | 30,439 | 9,088,251 |
| R. Nicholas Burns | 125,773,740 | 526,354 | 28,023 | 9,088,251 |
| Daniel W. Christman | 124,947,223 | 1,354,504 | 26,390 | 9,088,251 |
| James F. Gentilcore | 125,767,588 | 535,075 | 25,454 | 9,088,251 |
| James P. Lederer | 125,786,868 | 509,792 | 31,457 | 9,088,251 |
| Bertrand Loy | 125,880,281 | 430,921 | 16,915 | 9,088,251 |
| Paul L.H. Olson | 125,874,444 | 428,452 | 25,221 | 9,088,251 |
| Brian F. Sullivan | 125,790,212 | 513,414 | 24,491 | 9,088,251 |

2. The appointment of KPMG LLP as our independent registered public accounting firm for 2016 was ratified. The voting results were as follows:

| | VOTES | VOTES |
|-------------|-----------|-----------|
| VOTES FOR | AGAINST | ABSTAINED |
| 130,572,559 | 4,794,384 | 49,425 |

3. Advisory vote on Executive Compensation. The voting results were as follows:

| | VOTES | VOTES | BROKER |
|-------------|-----------|-----------|-----------|
| VOTES FOR | AGAINST | ABSTAINED | NON-VOTES |
| 124,958,589 | 1,259,720 | 109,808 | 9,088,251 |

4. Approval of amendment to the Entegris, Inc. Employee Stock Purchase Plan to Increase the Share Reserve by 2,000,000 shares. The voting results were as follows:

| | VOTES | VOTES | BROKER NON- |
|-------------|-----------|-----------|-------------|
| VOTES FOR | AGAINST | ABSTAINED | VOTES |
| 124,907,121 | 1,315,440 | 105,556 | 9,088,251 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ENTEGRIS, INC.

Dated: May 18, 2016

By /s/ Peter W. Walcott.
Peter W. Walcott,
Senior Vice President

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