

MKS INSTRUMENTS INC
Form 3
May 05, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Werth Dennis L | | (Month/Day/Year) | MKS INSTRUMENTS INC [MKSI] | |
| (Last) | (First) | (Middle) | 05/02/2016 | |
| 2 TECH DRIVE,Â SUITE 201 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| ANDOVER,Â MAÂ 01810 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Sr. VP, Business Units | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|---|--|---|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

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| | | | | | | | |
|--------------------------|-------|------------|--------------|--------|----------|---|---|
| Stock Appreciation Right | Â (1) | 03/31/2017 | Common Stock | 5,838 | \$ 20.32 | D | Â |
| Stock Appreciation Right | Â (2) | 05/17/2018 | Common Stock | 4,199 | \$ 27.79 | D | Â |
| Stock Appreciation Right | Â (3) | 04/12/2019 | Common Stock | 5,911 | \$ 27.89 | D | Â |
| Stock Appreciation Right | Â (4) | 05/20/2020 | Common Stock | 10,313 | \$ 22.39 | D | Â |
| Restricted Stock Unit | Â (5) | Â (5) | Common Stock | 2,952 | \$ (5) | D | Â |
| Stock Appreciation Right | Â (6) | 05/19/2021 | Common Stock | 8,858 | \$ 29.8 | D | Â |
| Restricted Stock Unit | Â (7) | Â (7) | Common Stock | 4,911 | \$ (7) | D | Â |
| Stock Appreciation Right | Â (8) | 05/19/2022 | Common Stock | 7,366 | \$ 31.13 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Werth Dennis L 2 TECH DRIVE SUITE 201 ANDOVER, MA 01810 | Â | Â | Â Sr. VP, Business Units | Â |

Signatures

/s/ M. Kathryn Rickards,
attorney-in-fact

05/04/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On April 29, 2016, pursuant to the Agreement and Plan of Merger between MKS Instruments, Inc. ("MKS"), MKS' wholly-owned subsidiary, PSI Equipment, Inc. ("Merger Sub") and Newport Corporation ("Newport"), dated February 22, 2016 (the "Merger Agreement"), Merger Sub merged with and into Newport (the "Merger"), with Newport surviving the Merger as a wholly-owned subsidiary of MKS. This stock appreciation right, which has a base value of \$20.32 and which became fully vested on March 31, 2013, was assumed by MKS in connection with the Merger and was converted from a stock appreciation right with respect to a total of 9,510 shares of Newport common stock having a base value of \$12.47 per share.
- (2) This stock appreciation right, which has a base value of \$27.79 and which became fully vested on March 31, 2014, was assumed by MKS in connection with the Merger and was converted from a stock appreciation right with respect to a total of 6,840 shares of Newport common stock having a base value of \$17.06 per share.
- (3) This stock appreciation right, which has a base value of \$27.89 and which became fully vested on March 31, 2015, was assumed by MKS in connection with the Merger and was converted from a stock appreciation right with respect to a total of 9,630 shares of Newport common stock having a base value of \$17.12 per share.

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- (4) This stock appreciation right, which has a base value of \$22.39 and which became fully vested on March 31, 2016, was assumed by MKS in connection with the Merger and was converted from a stock appreciation right with respect to a total of 16,800 shares of Newport common stock having a base value of \$13.74 per share.
- (5) These restricted stock units representing the right to receive a total of 2,952 shares of MKS' common stock, which vest on March 31, 2017, were assumed by MKS in connection with the Merger and were converted from restricted stock units representing the right to receive a total of 4,810 shares of Newport's common stock.
- (6) This stock appreciation right, which has a base value of \$29.80 and which vests in equal 1/3 installments on March 31, 2015, 2016 and 2017, was assumed by MKS in connection with the Merger and was converted from a stock appreciation right with respect to a total of 14,430 shares of Newport common stock having a base value of \$18.29 per share.
- (7) These restricted stock units representing the right to receive a total of 4,911 shares of MKS' common stock, which vest in two equal installments on March 31, 2017 and March 31, 2018, were assumed by MKS in connection with the Merger and were converted from restricted stock units representing the right to receive a total of 8,000 shares of Newport's common stock.
- (8) This stock appreciation right, which has a base value of \$31.13 and which vests in equal 1/3 installments on March 31, 2016, 2017 and 2018, was assumed by MKS in connection with the Merger and was converted from a stock appreciation right with respect to a total of 12,000 shares of Newport common stock having a base value of \$19.11 per share.

Â

Remarks:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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