

BROOKS AUTOMATION INC

Form 8-K

May 09, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): May 8, 2008

**BROOKS AUTOMATION, INC.**

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation)

0-25434

(Commission File Number)

04-3040660

(IRS Employer Identification No.)

15 Elizabeth Drive, Chelmsford, MA  
(Address of principal executive offices)

01824  
(Zip Code)

Registrant's telephone number, including area code (978) 262-2400.

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))
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**ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

In connection with the conference call held by Brooks Automation, Inc. (the Company ) on May 8, 2008 to discuss its financial results for the fiscal quarter ending March 31, 2008, the Company referenced a slide presentation, which was made available in advance of the call through the Company s website. The slide presentation is furnished as Exhibit 99.1 hereto.

Slide 8 of Exhibit 99.1 contains a reference to EBITDA of \$7.2 million. The Company s Net Loss for the same period was \$8.7 million. A reconciliation between EBITDA and Net Loss is included in the Company s earnings release, furnished on an 8-K filed on May 8, 2008 and is incorporated herein by reference.

Limitation on Incorporation by Reference. The information furnished in this Item 2.02 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Cautionary Note Regarding Forward-Looking Statements. Except for historical information contained in this press release attached as an exhibit hereto, the press release contains forward-looking statements which involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the cautionary note in the press release regarding these forward-looking statements.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

99.1 Investor Conference Call Slide Presentation.

**SIGNATURES**

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 hereunto duly authorized.

BROOKS AUTOMATION, INC.

/s/ Thomas S. Grilk  
Thomas S. Grilk  
Senior Vice President, General Counsel  
and Secretary

Date: May 8, 2008

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**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Investor Conference Call Slide Presentation.

FBO children Common Stock                      282,363 I by GRAT S <sup>(3)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**                      SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Non-Qualified Stock Option (right to buy)	\$ 29.21	06/01/2009		M		14,000		<u>(4)</u>	11/29/2011	Common Stock	14,
Non-Qualified Stock Option (right to buy)	\$ 29.21	06/01/2009		M		18,000		<u>(4)</u>	11/29/2011	Common Stock	18,
Non-Qualified Stock Option (right to buy)	\$ 29.21							<u>(4)</u>	11/29/2011	Common Stock	378

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBS PAUL E 5775 MOREHOUSE DR. SAN DIEGO, CA 92121-1714	X		Chairman & CEO	

## Signatures

By: Noreen E. Burns, Attorney-in-Fact For: Paul E. Jacobs

06/02/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) Securities held by Paul E. Jacobs and Stacy Jacobs Trustees for the Paul & Stacy Jacobs Family Trust dtd. 5/3/00.
- (2) The transaction was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.
- (3) Securities held by Harlan A. Jacobs, Trustee of The Stacy R. Jacobs Annuity Trust.
- (4) The options vest as to 10% of the total shares granted on May 31, 2002 and as to 1/60th of the total shares granted on each monthly anniversary beginning on June 30, 2002.

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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