
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):

July 31, 2006

MKS Instruments, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts

000-23621

04-2277512

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

90 Industrial Way, Wilmington, Massachusetts

01887

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

978-284-4000

Not Applicable

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))
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Item 1.01 Entry into a Material Definitive Agreement.

On July 31, 2006, MKS Instruments, Inc., MKS Japan, Inc. and HSBC Bank USA, National Association entered into an amendment to the Optional Advanced Demand Grid Note dated August 3, 2004 among such parties, extending the note through July 31, 2007 and establishing the current interest rate.

A copy of the amendment is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Second Amendment, dated July 31, 2007, to Optional Advance Demand Grid Note dated August 3, 2004.

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.

MKS Instruments, Inc.

August 3, 2006

By: */s/ Ronald C. Weigner*

*Name: Ronald C. Weigner
Title: Vice President & CFO*

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Second Amendment dated July 31, 2006 to Optional Advance Demand Grid Note dated August 3, 2004

SECOND AMENDMENT DATED JULY 31, 2006
TO
OPTIONAL ADVANCE DEMAND GRID NOTE

This Second Amendment dated as of July 31, 2006 amends the Optional Advance Demand Grid Note dated August 3, 2004, made by MKS Instruments, Inc. and MKS Japan, Inc. in favor of HSBC Bank USA, National Association (the "Note"). Terms defined in the Note shall have the same meanings in this Amendment.

1. The date of "July 31, 2006", wherever it appears in the Note, is hereby deleted and replaced with: "July 31, 2007". After July 31, 2007, the termination date of "July 31, 2007" (and any subsequent termination date), wherever it appears in the note, shall be deleted and replaced by such later date as may be agreed to in writing by the Bank and the Borrower as the new termination date of the Note.
2. The definition of **Adjusted LIBOR Rate**: the LIBOR Rate plus 1.25%, shall be deleted and replaced with: **Adjusted LIBOR Rate**: the LIBOR Rate plus 1.00%
3. Except as amended hereby, the Note remains unchanged and in full force and effect.

MKS INSTRUMENTS, INC.

By: /s/ Joseph M. Tocci

Name: Joseph M. Tocci
Title: Treasurer

HSBC BANK USA, NATIONAL
ASSOCIATION

By: /s/ Dan Lobdell

Name: Dan Lobdell
Title: Vice President

MKS JAPAN, INC.

By: /s/ Ronald Weigner

Name: Ronald Weigner
Title:

Director