

**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): November 4, 2024**

**MKS INSTRUMENTS, INC.**

(Exact name of Registrant as Specified in Its Charter)

**Massachusetts**  
(State or Other Jurisdiction  
of Incorporation)

**000-23621**  
(Commission  
File Number)

**04-2277512**  
(IRS Employer  
Identification No.)

**2 Tech Drive, Suite 201**  
**Andover, Massachusetts**  
(Address of Principal Executive Offices)

**01810**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 978 645-5500**

**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))

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value	MKSI	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 4, 2024, the Board of Directors (the “Board”) of MKS Instruments, Inc. (the “Company”) appointed Wissam Jabre as a Class III Director, effective November 4, 2024, to serve until the 2026 Annual Meeting of Shareholders. In connection with Mr. Jabre’s appointment, the size of the Board was increased by one to nine directors. Mr. Jabre will serve on the Audit Committee of the Board.

There are no arrangements or understandings between Mr. Jabre and any other persons pursuant to which Mr. Jabre was named a director of the Company. There are also no family relationships between Mr. Jabre and any director or executive officer of the Company. In addition, Mr. Jabre has no direct or indirect material interest in any transaction or proposed transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Jabre is entitled to receive compensation for his Board and committee service in accordance with the Company’s standard compensation arrangements for non-employee directors, which are described under the caption “Director Compensation” in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 27, 2024, as adjusted by the Board from time to time. As part of these standard compensation arrangements, on November 4, 2024, Mr. Jabre received an automatic grant of restricted stock units (“RSUs”) with a grant date value of \$200,000, which RSUs shall vest in full on the day prior to the first annual meeting of shareholders following the date of grant (subject to the terms and conditions of the RSU agreement). In addition, Mr. Jabre will receive a prorated portion of the \$85,000 annual retainer payable to non-employee Board members and \$12,500 annual retainer payable to Audit Committee members.

**Item 7.01 Regulation FD Disclosure.**

On November 5, 2024, the Company issued a press release announcing the appointment of Mr. Jabre to the Board, effective November 4, 2024. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 of this Current Report on Form 8-K, including the press release attached hereto as Exhibit 99.1, is being furnished pursuant to Item 7.01 and 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 it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as expressly set forth in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release Dated November 5, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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.

Date: November 5, 2024

By: /s/ Kathleen F. Burke  
Name: Kathleen F. Burke  
Title: Executive Vice President, General Counsel & Secretary



## **MKS Instruments Announces Appointment of Wissam Jabre to its Board of Directors**

Andover, Mass., November 5, 2024 – MKS Instruments, Inc. (NASDAQ: MKSI), a global provider of enabling technologies that transform our world, today announced that Wissam Jabre, EVP and Chief Financial Officer of Western Digital Corporation, has been appointed to its Board of Directors, effective November 4, 2024.

“We are pleased to welcome Wissam to the MKS Board of Directors,” said Jerry Colella, Chairman of the Board of MKS. “His strong background in key financial roles will provide valuable insight to the Board and MKS.”

“Wissam is an outstanding and accomplished global executive, with a strong record of achievement in finance and extensive experience in the electronics and semiconductor markets,” said John T.C. Lee, President and Chief Executive Officer of MKS. “We look forward to benefitting from his perspective and counsel.”

### **Background on Mr. Jabre**

Mr. Jabre has served as Executive Vice President and Chief Financial Officer of Western Digital since February 2022, where he leads the global finance organization, including accounting, financial reporting, tax, treasury, internal audit, and investor relations. He previously served as Senior Vice President and Chief Financial Officer of Dialog Semiconductor from 2016 until it was acquired by Renesas Electronics in August 2021. Prior to that, he held senior finance roles at Advanced Micro Devices, Freescale Semiconductor, and Motorola. He began his career with Schlumberger, where he held engineering and finance roles.

He holds a B.E. in Electrical Engineering from the American University of Beirut and an MBA from Columbia Business School. He is a CFA® charterholder.

### **About MKS Instruments**

MKS Instruments enables technologies that transform our world. We deliver foundational technology solutions to leading edge semiconductor manufacturing, electronics and packaging, and specialty industrial applications. We apply our broad science and engineering capabilities to create instruments, subsystems, systems, process control solutions and specialty chemicals technology that improve process performance, optimize productivity and enable unique innovations for many of the world’s leading technology and industrial companies. Our solutions are critical to addressing the challenges of miniaturization and complexity in advanced device manufacturing by enabling increased power, speed, feature enhancement, and optimized connectivity. Our solutions are also critical to addressing ever-increasing performance requirements across a wide array of specialty industrial applications. Additional information can be found at [www.mks.com](http://www.mks.com).

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