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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):

April 25, 2012

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.)

2 Tech Drive, Suite 201, Andover, Massachusetts

01810

(Address of principal executive offices)

(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))
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**Item 2.02 Results of Operations and Financial Condition.**

On April 25, 2012 MKS Instruments, Inc. announced its financial results for the quarter ended March 31, 2012. The full text of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 of the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release dated April 25, 2012.

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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.

April 25, 2012

By: */s/ Seth H. Bagshaw*

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*Name: Seth H. Bagshaw*

*Title: Vice President, Chief Financial Officer & Treasurer*

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Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u>                 |
|--------------------|------------------------------------|
| 99.1               | Press Release dated April 25, 2012 |

Contact: Seth H. Bagshaw  
Vice President, Chief Financial Officer & Treasurer  
Telephone: 978.645.5578

## MKS Instruments Reports Q1 2012 Financial Results

### *Q1 Sales up 11% Sequentially*

Andover, Mass., April 25, 2012 — MKS Instruments, Inc. (NASDAQ: MKSI), a global provider of technologies that enable advanced processes and improve productivity, today reports first quarter 2012 financial results.

#### **First Quarter Financial Results**

Sales were \$190.9 million, an increase of 11.2% from \$171.7 million in the fourth quarter of 2011, and a decrease of 17.7% from a record \$231.9 million in the first quarter of 2011.

First quarter net income was \$22.8 million, or \$0.43 per diluted share, compared to net income of \$22.7 million, or \$0.43 per diluted share in the fourth quarter of 2011, and \$38.0 million, or \$0.73 per diluted share in the first quarter of 2011.

Non-GAAP net earnings, which exclude special charges, were \$22.9 million, or \$0.43 per diluted share, compared to \$20.4 million, or \$0.38 per diluted share in the fourth quarter of 2011, and \$38.2 million, or \$0.73 per diluted share in the first quarter of 2011.

Also in the first quarter, the board of directors authorized a quarterly cash dividend of \$0.15 per share, which was paid on March 16<sup>th</sup>. The Company repurchased 124,000 shares for \$3.7 million at an average price of \$30.01 pursuant to the share repurchase program announced in July of 2011.

Leo Berlinghieri, Chief Executive Officer and President, said, “We continue to demonstrate our commitment and ability to provide technologies that address the needs of both new and existing customers to grow our core semiconductor market, while leveraging our technologies and infrastructure to identify and penetrate new customers and new applications in a variety of diverse and growing markets.

“Our semiconductor business certainly improved in the first quarter; however, we continued to see variability in our other markets, with strength in some areas offset by continued weakness in the solar, LCD and LED markets. Given current business levels, we anticipate that sales in the second quarter should be relatively unchanged from the first quarter and may range from \$175 million to \$195 million, and, at these volumes, our non-GAAP net earnings could range from \$0.29 to \$0.42 per share.”

#### **Conference Call Details**

A conference call with management will be held on Thursday, April 26, 2012 at 8:30 a.m. (Eastern Time). To participate in the conference call, please dial (877) 212-6076 for domestic callers and (707) 287-9331 for international callers, and an operator will connect you. Participants will need to provide the operator with the Conference ID of 65092567, which has been reserved for this call. A live and archived webcast of the call will be available on the company’s website at [www.mksinst.com](http://www.mksinst.com).

#### **Use of Non-GAAP Financial Results**

Non-GAAP net earnings and Non-GAAP net earnings per share amounts exclude discontinued operations, amortization of acquired intangible assets, costs associated with acquisition and disposition related charges, and certain adjustments to income taxes. These non-GAAP measures are not in accordance with Accounting Principles Generally Accepted in the United States of America (GAAP). MKS’ management believes the presentation of these non-GAAP financial measures, which exclude discontinued operations and disposition related charges, amortization of acquired intangible assets, costs associated with acquisitions, the related tax effect of any adjustments and income tax adjustments related to settlement of tax audits, is useful to investors for comparing prior periods and analyzing ongoing business trends and operating results.

#### **About MKS Instruments**

MKS Instruments, Inc. is a global provider of instruments, subsystems and process control solutions that measure, control, power, monitor and analyze critical parameters of advanced manufacturing processes to improve process performance and productivity. Our products are derived from our core competencies in pressure measurement and control, materials delivery, gas composition analysis, control and information technology, power and reactive gas generation, and vacuum technology. Our primary served markets are manufacturers of capital equipment for semiconductor devices, and for other thin film applications including flat panel displays, solar cells, light emitting diodes, data storage media, and other advanced coatings. We also leverage our technology in other markets with advanced manufacturing applications including medical equipment, pharmaceutical manufacturing, energy generation, and environmental monitoring.

#### **Forward-Looking Statements**

This release contains projections or other forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27 of the Securities Act, and Section 21E of the Securities Exchange Act regarding MKS' future growth and the future financial performance of MKS. These projections or statements are only predictions. Actual events or results may differ materially from those in the projections or other forward-looking statements set forth herein. Among the important factors that could cause actual events to differ materially from those in the projections or other forward-looking statements are the fluctuations in capital spending in the semiconductor industry, and other advanced manufacturing markets, fluctuations in net sales to MKS' major customers, potential fluctuations in quarterly results, the challenges, risks and costs involved with integrating the operations of MKS and any acquired companies, dependence on new product development, rapid technological and market change, acquisition strategy, manufacturing and sourcing risks, volatility of stock price, international operations, financial risk management, and future growth subject to risks. Readers are referred to MKS' filings with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, for a discussion of these and other important risk factors concerning MKS and its operations. MKS is under no obligation to, and expressly disclaims any obligation to, update or alter its forward-looking statements, whether as a result of new information, future events or otherwise.

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**MKS Instruments, Inc.**  
**Unaudited Consolidated Statements of Operations**  
(In thousands, except per share data)

|  | Three Months Ended (Note 1) |                  |                   |
|--|-----------------------------|------------------|-------------------|
|  | March 31, 2012              | March 31, 2011   | December 31, 2011 |
| Net revenues   | \$190,868                   | \$231,851        | \$171,671         |
| Cost of revenues   | <u>107,077</u>              | <u>125,490</u>   | <u>95,710</u>     |
| Gross profit   | 83,791                      | 106,361          | 75,961            |
| Research and development   | 16,184                      | 16,896           | 14,224            |
| Selling, general and administrative  | 34,119                      | 32,707           | 31,473            |
| Amortization of intangible assets  | <u>119</u>                  | <u>250</u>       | <u>264</u>        |
| Income from operations   | 33,369                      | 56,508           | 30,000            |
| Interest income, net   | <u>252</u>                  | <u>271</u>       | <u>275</u>        |
| Income before income taxes   | 33,621                      | 56,779           | 30,275            |
| Provision for income taxes   | <u>10,853</u>               | <u>18,736</u>    | <u>7,561</u>      |
| Net income   | <u>\$ 22,768</u>            | <u>\$ 38,043</u> | <u>\$ 22,714</u>  |
| Basic income per share:  |                             |                  |                   |
| Net income   | \$ 0.43                     | \$ 0.74          | \$ 0.43           |
| Diluted income per share:  |                             |                  |                   |
| Net income   | \$ 0.43                     | \$ 0.73          | \$ 0.43           |
| Cash dividends per common share  | \$ 0.15                     | \$ 0.15          | \$ 0.15           |
| Weighted average shares outstanding:   |                             |                  |                   |
| Basic  | 52,504                      | 51,407           | 52,465            |
| Diluted  | 53,222                      | 52,386           | 53,105            |
| <b>The following supplemental Non-GAAP earnings information is presented to aid in understanding MKS' operating results:</b> |                             |                  |                   |
| Net income   | \$ 22,768                   | \$ 38,043        | \$ 22,714         |
| Adjustments (net of tax, if applicable):   |                             |                  |                   |
| Settlement of foreign tax audit  | —                           | —                | (2,548)           |
| Amortization of intangible assets  | 119                         | 250              | 264               |
| Proforma tax adjustments   | <u>(34)</u>                 | <u>(65)</u>      | <u>(71)</u>       |
| Non-GAAP net earnings (Note 1)   | <u>\$ 22,853</u>            | <u>\$ 38,228</u> | <u>\$ 20,359</u>  |
| Non-GAAP net earnings per share (Note 1)   | <u>\$ 0.43</u>              | <u>\$ 0.73</u>   | <u>\$ 0.38</u>    |
| Weighted average shares outstanding  | 53,222                      | 52,386           | 53,105            |

Note 1: The Non-GAAP net earnings and Non-GAAP net earnings per share amounts exclude results of discontinued operations and disposition related charges, amortization of acquired intangible assets, costs associated with acquisitions, the related tax effect of any adjustments and income tax adjustments related to settlement of tax audits.

**MKS Instruments, Inc.**  
**Unaudited Consolidated Balance Sheet**  
(In thousands)

|                                    | March 31, 2012 | December 31, 2011 |
|------------------------------------|----------------|-------------------|
| <b>ASSETS</b>                      |                |                   |
| Cash and short-term investments    | \$ 569,445     | \$ 565,519        |
| Trade accounts receivable, net     | 131,132        | 120,894           |
| Inventories                        | 148,474        | 153,632           |
| Other current assets               | <u>35,058</u>  | <u>44,856</u>     |
| Total current assets               | 884,109        | 884,901           |
| Property, plant and equipment, net | 73,994         | 72,487            |
| Goodwill                           | 140,084        | 140,084           |
| Intangible assets, net             | 1,150          | 1,043             |

|   |                    |                    |
|---|--------------------|--------------------|
| Long-term investments                       | 16,481             | 7,873              |
| Other assets                                | <u>11,915</u>      | <u>12,266</u>      |
| Total assets                                | <u>\$1,127,733</u> | <u>\$1,118,654</u> |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b> |                    |                    |
| Short-term borrowings                       | \$ 368             | \$ 1,932           |
| Accounts payable                            | 22,583             | 24,853             |
| Accrued expenses and other liabilities      | <u>64,528</u>      | <u>69,646</u>      |
| Total current liabilities                   | 87,479             | 96,431             |
| Other liabilities                           | 34,212             | 32,211             |
| Stockholders' equity:                       |                    |                    |
| Common stock                                | 113                | 113                |
| Additional paid-in capital                  | 709,707            | 707,419            |
| Retained earnings                           | 281,711            | 268,870            |
| Other stockholders' equity                  | <u>14,511</u>      | <u>13,610</u>      |
| Total stockholders' equity                  | <u>1,006,042</u>   | <u>990,012</u>     |
| Total liabilities and stockholders' equity  | <u>\$1,127,733</u> | <u>\$1,118,654</u> |