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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):

March 30, 2009

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

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

On April 3, 2009, MKS Instruments, Inc. (the "Company") announced revised guidance for the first quarter of 2009. 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 Item and in 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 or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 2.05 Costs Associated with Exit or Disposal Activities.**

On March 30, 2009, the Company committed to a plan of termination with respect to approximately 370 employees worldwide. This decision was based on the continued global financial crisis and its impact on our semiconductor equipment OEM customers and the other markets we serve. When combined with a previously announced plan of termination in January of 2009, this results in a reduction of approximately 600 employees in the first quarter.

As a result of these plans of termination, (1) the Company expects to incur approximately \$6.3 million to \$7 million in cash expenditures for severance and related costs in the quarter (including approximately \$2.5 million related to the previously announced plan of termination), and (2) the Company expects annual compensation-related savings of approximately \$40 million (including approximately \$16 million related to the previously announced plan of termination).

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release dated April 3, 2009

**Safe Harbor Language**

This Report on Form 8-K 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. These projections or statements, including the charges to be incurred and the compensation-related savings to be realized, are only predictions, and are subject to the final terms of the various terminations. 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 fluctuations in capital spending in the semiconductor industry, 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 most recent quarterly report 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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**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 3, 2009

By: */s/ Ronald C. Weigner*

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*Name: Ronald C. Weigner*

*Title: VP, CFO and Treasurer*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated April 3, 2009

Contact: Ronald C. Weigner  
Vice President, Chief Financial Officer & Treasurer  
Telephone: 978.645.5576

## **MKS Instruments Reports Revised Guidance for First Quarter 2009, Reductions in Workforce, Special Charges and Announces First Quarter 2009 Earnings Conference Call**

Andover, MA, April 3, 2009 — MKS Instruments, Inc. (NASDAQ: MKSI), a global provider of technologies that enable advanced processes and improve productivity, today announced that it expects that first quarter revenue and non-GAAP net loss to be near the low end of its guidance. The Company also expects its GAAP net loss will be below the low end of the guidance primarily as a result of charges associated with reductions in workforce and special charges incurred in the quarter.

The Company now expects that revenues will range from \$74 million to \$76 million, at the low end of its original guidance of \$75 million, and expects a non-GAAP net loss of (\$0.41) to (\$0.38) per basic share, also at the low end of its original guidance of (\$0.40) per basic share. The Company will take special charges during the quarter ranging from \$6.0 million to \$7.5 million, net of tax, or \$0.12 to \$0.15 per basic share as detailed below. As a result, MKS now expects the GAAP results to be a net loss of (\$0.57) to (\$0.54) per basic share, as compared to previously announced guidance of a GAAP net loss of (\$0.46) to (\$0.31) per basic share.

Included in the estimated GAAP net loss were special charges associated with reductions in workforce, resulting in a charge in the quarter of approximately \$6.3 million to \$7.0 million, and a charge for excess, obsolete and committed inventory purchases of approximately \$11.6 million to \$12.3 million caused by the reduced demand for the Company's products. These charges were partially offset by a first quarter 2009 tax benefit of approximately \$5.4 million as a result of a recently completed federal income tax audit.

Leo Berlinghieri, Chief Executive Officer and President, said, "As we previously announced, we implemented a reduction in work force early in the quarter. However, due to the uncertain effect of the global financial crisis and its impact on demand from our semiconductor equipment OEM customers and the other markets we serve, it was necessary to take further actions to reduce our costs and our headcount during the quarter. We implemented a restructuring and an additional reduction in workforce at the end of the quarter, resulting in a combined reduction during the quarter of approximately 600 people, representing approximately 23% of our worldwide headcount. These reductions were done with consideration to both our ability to grow in diverse markets and to respond to the demand and innovation requirements from the semiconductor equipment industry, when the economy begins to recover. As a result of these actions, we expect annual compensation-related savings of approximately \$40 million."

Management will discuss first quarter financial results and provide a second quarter outlook on a conference call scheduled for Wednesday, April 22, 2009 at 8:30 a.m. (Eastern Time). Dial-in numbers are 1-800-240-6709 for domestic callers and 303-262-2140 for international callers. The call will be broadcast live and available for replay at [www.mksinstruments.com](http://www.mksinstruments.com). To hear a telephone replay through April 29, 2009, dial 303-590-3000, pass code 11129318#.

The financial results that exclude certain charges and special items are not in accordance with Accounting Principles Generally Accepted in the United States of America (GAAP). MKS' management believes the presentation of non-GAAP financial measures, which exclude costs associated with acquisitions and special items, is useful to investors for comparing prior periods and analyzing ongoing business trends and operating results.

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, electrostatic charge management, 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, 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.

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, 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, 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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