
**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 2, 2016

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

(Former name or former address if changes 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 8.01 Other Events.

As previously disclosed in the Current Report on Form 8-K filed on February 23, 2016 by MKS Instruments, Inc., a Massachusetts corporation (the "Company"), on February 22, 2016, the Company and its newly formed, wholly owned subsidiary, PSI Equipment, Inc., a Nevada corporation ("Merger Sub"), entered into an Agreement and Plan of Merger (the "Merger Agreement") with Newport Corporation, a Nevada corporation ("Newport"), providing for the merger of Merger Sub with and into Newport (the "Merger"), with Newport surviving the Merger as a wholly owned subsidiary of the Company, subject to the terms and conditions set forth in the Merger Agreement.

On March 2, 2016, the Company and Newport made available to employees of Newport the presentation filed as Exhibit 99.1 hereto, which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

See the Exhibit Index attached to this Current Report on Form 8-K, which is incorporated herein by reference.

IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC

Newport plans to file with the Securities and Exchange Commission (the "SEC") and mail to its stockholders a Proxy Statement in connection with the Merger. Additionally, Newport will file other relevant materials with the SEC in connection with the Merger. The Proxy Statement will contain important information about the Company, Merger Sub, Newport, the Merger and related matters. Investors and security holders are urged to read the Proxy Statement carefully when it is available.

Investors and security holders will be able to obtain free copies of the Proxy Statement and other documents filed with the SEC by the Company and Newport through the web site maintained by the SEC at www.sec.gov.

In addition, investors and security holders will be able to obtain free copies of the Proxy Statement from Newport by contacting Chris Toth at 949-331-0337.

The Company and Newport, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies from the stockholders of Newport in respect of the transactions contemplated by the Merger Agreement. Information regarding the Company's directors and executive officers is contained in the Company's Form 10-K for the year ended December 31, 2014 and its proxy statement dated March 13, 2015, which are filed with the SEC. Information regarding Newport's directors and executive officers is contained in Newport's Form 10-K for the year ended January 3, 2015 and its proxy statement dated April 8, 2015, which are filed with the SEC. To the extent holdings of securities by such directors or executive officers have changed since the amounts printed in the 2015 proxy statements, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the participants in the solicitation of proxies in respect of the transactions contemplated by the Merger Agreement and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the Proxy Statement to be filed by Newport and other relevant materials to be filed with the SEC when they become available.

SAFE HARBOR FOR FORWARD-LOOKING STATEMENTS

Statements in this document regarding the proposed transaction between the Company and Newport, the expected timetable for completing the transaction, future financial and operating results, benefits and synergies of the transaction, future opportunities for the combined company and any other statements about the Company or Newport managements' future expectations, beliefs, goals, plans or prospects constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that are not statements of historical fact (including statements containing the words "will," "projects," "intends," "believes," "plans," "anticipates," "expects," "estimates," "forecasts," "continues" and similar expressions) should also be considered to be forward-looking statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including: (1) the ability to consummate the transaction, (2) risks that the conditions to the closing of the transaction are not satisfied, including the risk that required approvals for the transaction from governmental authorities or the stockholders of Newport are not obtained; (3) litigation relating to the transaction; (4) the ability of the Company to successfully integrate Newport's operations and employees; (5) unexpected costs, charges or expenses resulting from transaction; (6) risks that the proposed transaction disrupts the current plans and operations of the Company and Newport; (7) the ability to realize anticipated synergies and cost savings; (8) competition from larger and more established companies in Newport's markets; (9) the Company's ability to successfully grow Newport's business; (10) potential adverse reactions or changes to business relationships resulting from the announcement or completion of the transaction; (11) the availability and terms of the financing to be incurred in connection with the transaction; (12) the retention of key employees; (13) legislative, regulatory and economic developments, including changing business conditions in the industries in which the Company and Newport operate and the economy in general as well as financial performance and expectations of the Company's and Newport's existing and prospective customers, and the other factors described in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 and its most recent quarterly report filed with the SEC and in Newport's Annual Report on Form 10-K for the year ended January 2, 2016 and its most recent quarterly report filed with the SEC. However, it is not possible to predict or identify all such factors. Consequently, while the list of factors presented here is considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. The Company and Newport disclaim any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this document.

SIGNATURE

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.

Dated: March 2, 2016

MKS Instruments, Inc.

By: /s/ Kathleen F. Burke

Name: Kathleen F. Burke

Title: Vice President and General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation made available by the Company and Newport to employees of Newport on March 2, 2016

Welcome and Overview

Jerry Colella
Chief Executive Officer & President
March 2 and 3, 2016

Safe Harbor for Forward-Looking Statements

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Important Additional Information Will be Filed With the SEC

Newport plans to file with the SEC and mail to its stockholders a Proxy Statement in connection with the transaction. Additionally, Newport will file other relevant materials with the SEC in connection with the transaction. The Proxy Statement will contain important information about MKS, Newport, the transaction and related matters.

Investors and security holders are urged to read the Proxy Statement carefully when it is available.

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Agenda

- MKS Investor presentation (What is the MKS business?)
- MKS and Newport Presentation (Why the combination?)
- Integration (What is the objective?)
- MKS Mission, Values and Goals (Where have we come from and who are we?)



Investor Presentation

February 25, 2016

Company Overview

- ▶ **MKS is the worldwide leader in technology solutions for vacuum processing and related technologies that are essential in our core thin film and other advanced markets.**
- ▶ **Our comprehensive core technologies include:**



History of Strong Execution

Proven Success

- # 1 In our core served market
- Record of outpacing core market growth
- \$252 million of revenue in growing adjacent markets⁽¹⁾

Strategy For Growth

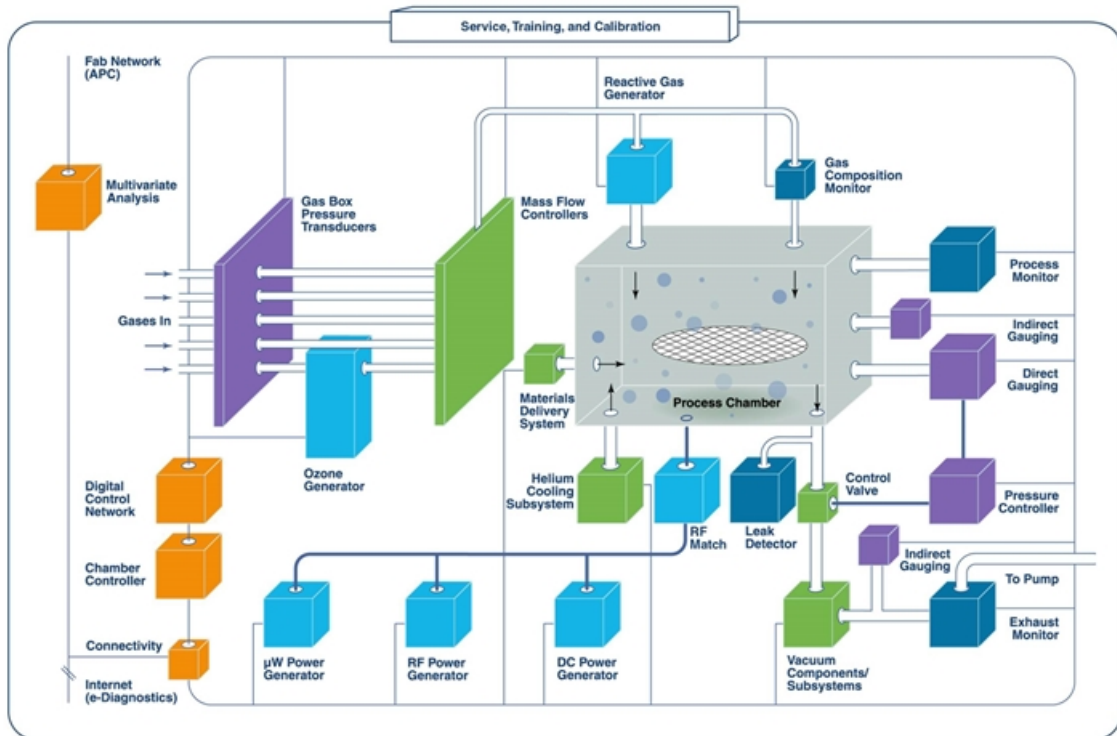
- Capitalize on emerging Semi industry inflection points
- Leverage proven technologies into growing adjacent markets
- Accelerate growth through strategic acquisitions

Financial Performance

- Best in Class financial operating model
- Demonstrated record of profit improvement
- Robust and proven capital deployment methodology

(1) For the year ended December 31, 2015

MKS Surrounds Semi & Thin Film Vacuum Processes



Semi and related Thin Film vacuum processes including Flat Panel Display, Data Storage, LED and Solar

#1 Market Leader

**Market Leadership in
Critical Subsystems⁽¹⁾**



2014

~2% Share Gain in 2014

(1) Source: VLSI Critical Subsystems MKS SAM and internal estimates

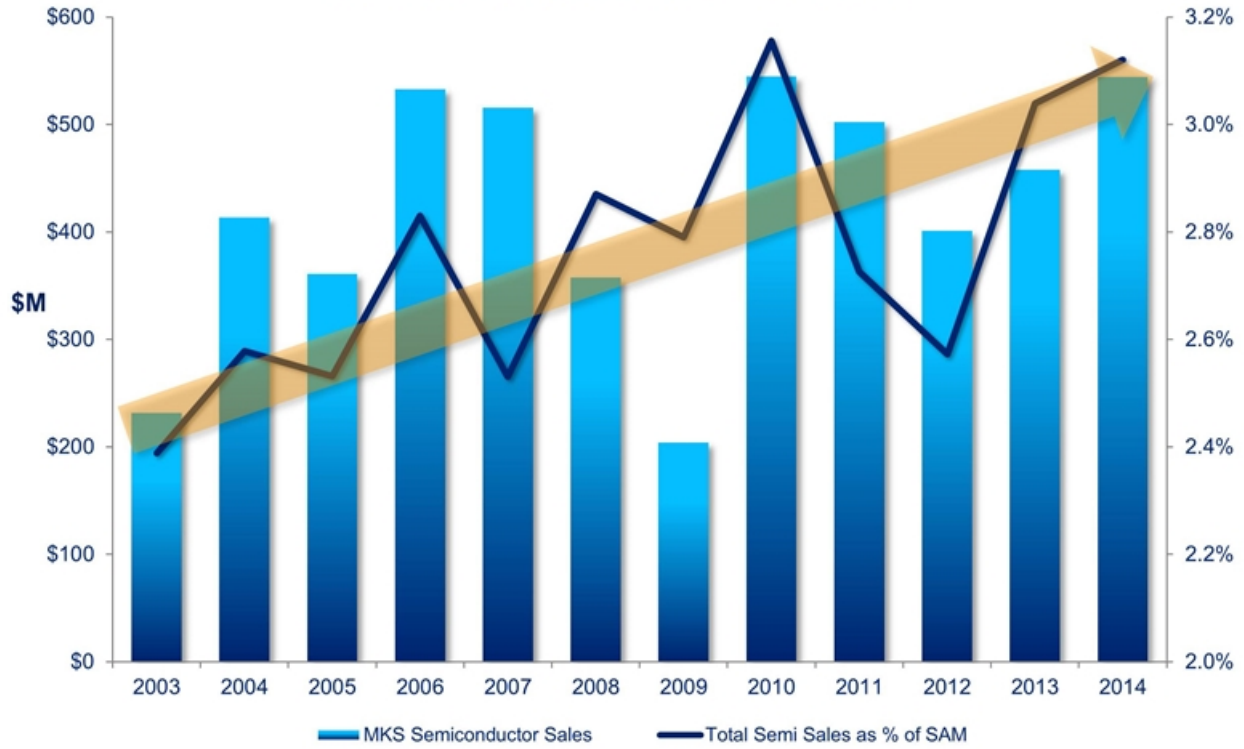
Broadest Technology Portfolio

	MEASURE		DELIVER		MONITOR	PLASMA / POWER				CONTROL				
	PRESSURE/ VACUUM		VACUUM COMPONENTS		FLOW	GAS ANALYSIS		PLASMA & REACTIVE GAS		POWER		DIGITAL CONTROL		
	Direct Gauging	Indirect Gauging	Vacuum Comps.	Valves	Flow & Gas Delivery	RGA	FTIR	Ozone	LIQUOZON	Reactive Gas	µwave H2	RF	DC	Tool, Safety Chamber, Network
MKS	1	1	1	2	3	3	2	1	1	1	2	2	3	1
Adtec Plasma												✓		
Advanced Energy										✓		✓	✓	
Edwards (Atlas Copco)		✓												
Brooks Instruments (ITW)	✓				✓									
Daihen											✓	✓		
Hitachi Metals					✓									
Horiba					✓	✓	✓							
Huettinger												✓	✓	
Inficon	✓	✓	✓	✓		✓								
Nor-Cal			✓	✓										
Omron														✓
Ulvac	✓	✓		✓		✓								
VAT				✓										
Small Companies	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

Source: Company estimates and VLSI Research

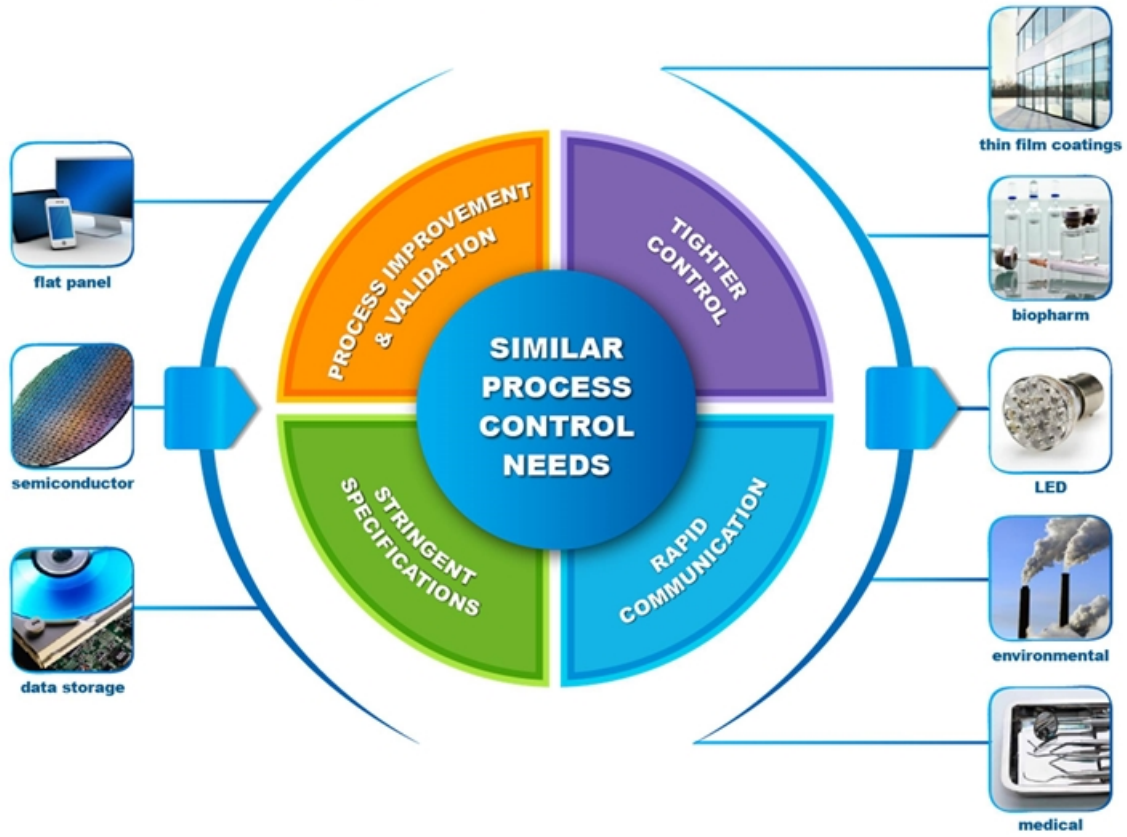
Outperforming Core Semi Market

MKSI Semiconductor Sales as % of SAM⁽¹⁾

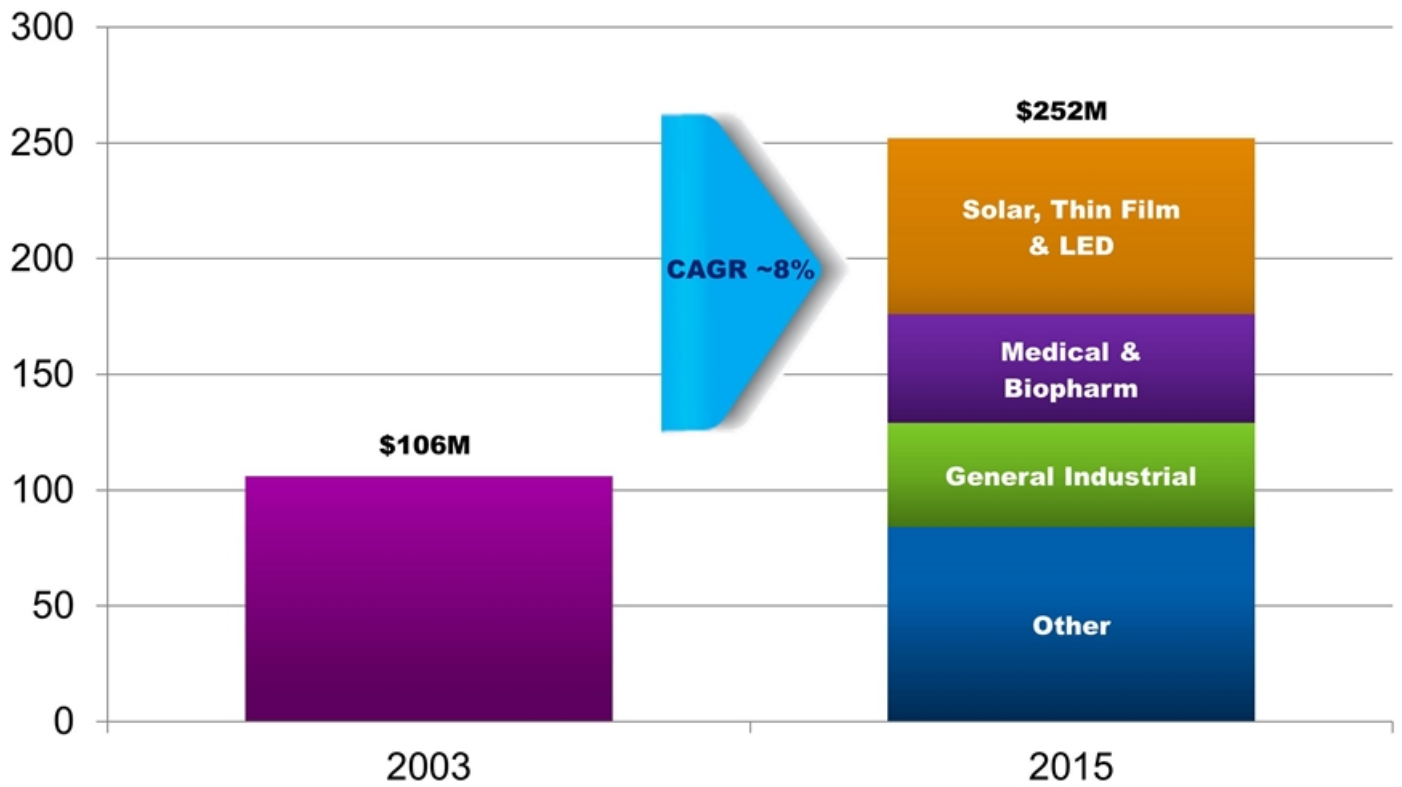


(1) Source: VLSI SAM: Wafer Fab Equipment for Implant, CMP, Deposition, Etch and Clean

Leveraging Proven Technology into Growing Adjacent Markets



Leverage Proven Technologies into Growing Adjacent Markets



Examples of MKS in Adjacent Markets

- Coating
- Medical
- Analytical Instruments
- Homeland Security

MKS Flow – All Around You!

- Coating consumer electronics to make them water resistant
 - Consumers rely on their portable devices and take them everywhere. Companies are providing treatments to make these devices water resistant.



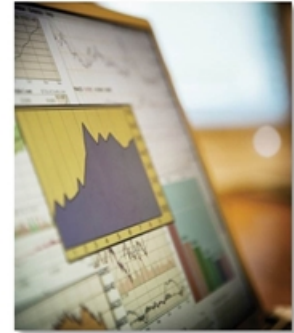
Medical

- In office sterilization of dental and medical instruments
 - Traditional steam cleaning of instruments can be costly and lengthy. Plasma sterilization equipment is small and cost efficient and designed for use in medical and dental offices.
- **MKS Solution**
 - Utilizes Direct Gauges



MFCs for Analytical Instruments

- Inductively Coupled Plasma Mass Spectrometers (ICP-MS) are used to detect metals and some non-metals at concentrations as low as one part in 10^{15} (part per quadrillion, ppq)
- Popular applications for ICP-MS
 - Environmental
 - Water testing for municipalities
 - Medical (toxicology)
- MKS G-Series MFCs are integrated to accurately control the amount of gas needed to create and maintain the plasma



Homeland Security

- Monitoring public spaces for hazardous chemicals
 - Public transit hubs, as well as other public spaces, are targets for terrorism. Governments are seeking ways to safeguard against these acts.

- **MKS Solution**
 - AIRGARD® FTIR Gas Analyzers rapidly identify hazardous gases with fewer false alarms



Broad Technology Leadership Expands Market Opportunities

	MEASURE			DELIVER			MONITOR		PLASMA / POWER				CONTROL	ANALYZE				
	PRESSURE/VACUUM			VACUUM COMPONENTS		FLOW			GAS ANALYSIS		PLASMA & REACTIVE GAS				POWER		DIGITAL CONTROL	ANALYTICAL SOFTWARE
	Pressure Control	Direct Gauging	Indirect Gauging	Fittings & Comps	Valves	Mass Flow	Flow Verifiers	Ratio Control	RGA	FTIR	Ozone	LIQUOZON	Reactive Gas	µWave H2	RF	DC	Tool, Chamber Safety, Network	MVA, Online, Offline, Batch
SEMICONDUCTOR	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
THIN FILM COATINGS	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
LED	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
FLAT PANEL	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
DATA STORAGE	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
MEDICAL & BIOPHARM	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
ENVIRONMENTAL	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
GENERAL INDUSTRIAL	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●

Accelerate Growth through Strategic Acquisitions

	MEASURE			DELIVER		MONITOR			PLASMA / POWER				CONTROL	ANALYZE				
	PRESSURE/VACUUM			VACUUM COMPONENTS		FLOW			GAS ANALYSIS		PLASMA & REACTIVE GAS		POWER		DIGITAL CONTROL	ANALYTICAL SOFTWARE		
	Pressure Control	Direct Gauging	Indirect Gauging	Fittings & Comps	Valves	Mass Flow	Flow Verifiers	Ratio Control	RGA	FTIR	Ozone	LIQUOZON	Reactive Gas	µWave H2	RF	DC	Tool, Chamber Safety, Network	MVA, Online, Offline, Batch
SEMICONDUCTOR	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★
THIN FILM COATINGS	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★
LED	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★
FLAT PANEL	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★
DATA STORAGE	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★
MEDICAL & BIOPHARM	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★
ENVIRONMENTAL	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★
GENERAL INDUSTRIAL	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★	★
	CORE MKS			CORE MKS														

Substantially Improved Operating Model

Improvements to Operating Model at \$800M Revenue Level (Pre-GP)

	2013 Model	2014 Model	2015 Model	Granville-Phillips Model	2015 Combined Model
Annual Revenue⁽¹⁾	\$ 800M	\$ 800M	\$ 800M	\$ 30M	\$ 830M
Gross Margin	42% - 44%	43% - 45%	43% - 45%	47%	43% - 45%
Non-GAAP Operating Margin⁽¹⁾	15% - 17%	16% - 18%	18% - 20%	27%	18% - 20%
Non-GAAP Tax Rate⁽²⁾	33%	31%	29%	29%	29%
Non-GAAP EPS⁽²⁾	\$1.50 - \$1.70	\$1.66 - \$1.87	\$1.91 - \$2.12	\$0.11	\$2.02 - \$2.23
Adjusted Free Cash Flow⁽³⁾					>15%
Annual Improvement to EPS at Mid-Point		10%	14%		
Cumulative Improvement from 2013		10%	26%		33%

Additional revenue assumes incremental Gross Margin of 45% to 55%

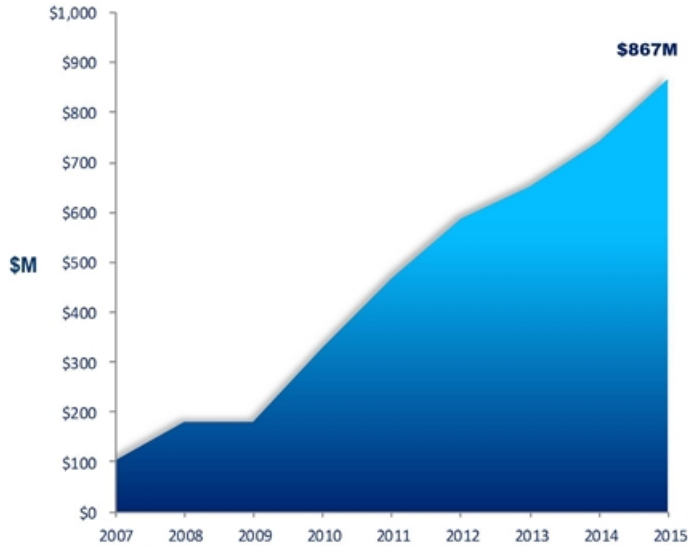
(1) Annual revenue for illustrative purposes only.

(2) Non-GAAP results exclude amortization of intangible assets, restructurings, costs associated with completed and announced acquisitions, discrete tax benefits and charges, and the related tax effect of these adjustments to reflect the expected full year effective tax rate in the quarter.

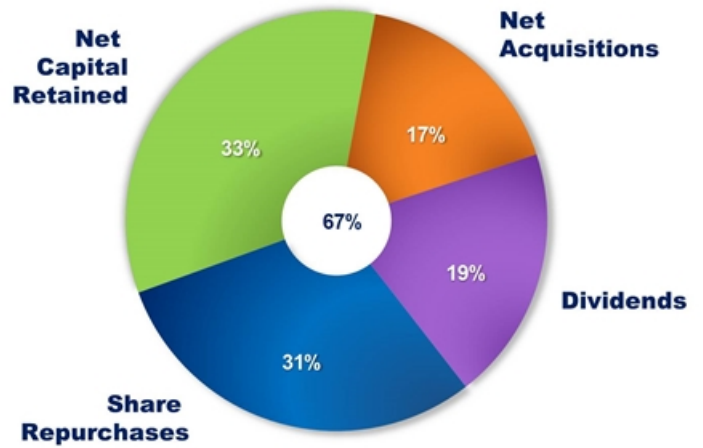
(3) Adjusted Free Cash Flow equal to Non-GAAP Net Income plus stock compensation and tax benefit of amortization.

Strong Free Cash Flow & Balanced Deployment of Capital

Cumulative Free Cash Flow



Balanced Deployment of Capital



>\$867M Free Cash Flow generated⁽¹⁾
50% Free Cash Flow returned to shareholders⁽¹⁾
17% Free Cash Flow utilized for acquisitions⁽¹⁾

(1) From 2007 through 2015

In Summary

Proven Success

- ▶ #1 in core served markets
- ▶ Outperforming core served markets
 - Broadest technology portfolio
 - MKS surrounds the thin film process
- ▶ Other advanced markets
 - Additional growth engine

Strategy for Growth

- ▶ Capitalizing on
 - Semi technology inflection points
 - Increased capital intensity
- ▶ Leveraging proven technology portfolio into adjacent growing markets
- ▶ Accelerating growth through strategic M&A

Exceptional Financial Performance



- ▶ Best in class operating model
- ▶ Demonstrated record of profit improvement
- ▶ Robust and proven capital deployment methodology
 - Strong balance sheet
 - Consistent cash generation
 - Returning cash to shareholders



MKS to Acquire Newport Corporation

February 23, 2016

Businesses At A Glance

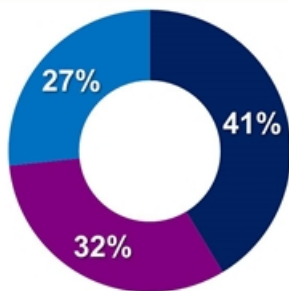
	
Combination of complementary technology leaders	
Founded 1961	Founded 1969
Headquarters in Andover, MA	Headquarters in Irvine, CA
FY 2015 Revenue of \$814M	FY 2015 Revenue of \$603M
~2,200 Employees	~2,500 Employees
~375 U.S. Patents	~260 U.S. Patents
R&D Spending ~\$68M	R&D Spending ~\$59M
R&D Headcount ~360	R&D Headcount ~360
Leadership in <ul style="list-style-type: none"> • Precise control of pressure, flow and composition • Generation and delivery of reactive gases and electrical power • Integrated solutions for process modules and systems 	Leadership in <ul style="list-style-type: none"> • Precise control of position, motion and stability • Generation and delivery of laser power • Integrated solutions for inspection and lithography modules and systems
Operating in 15 countries	Operating in 15 countries

Newport Corporation

Nearly 50 Year Leader in the Generation and Management of Light

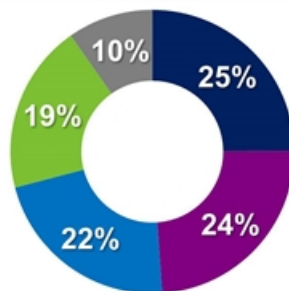
- Globally recognized technology leader in photonics, lasers, and precision optics
- Deep expertise in opto-electronics, thin films, precision motion, laser measurements, ultra fast lasers, vibration control
- Broad technology portfolio – from components to integrated subsystems

Business Segments



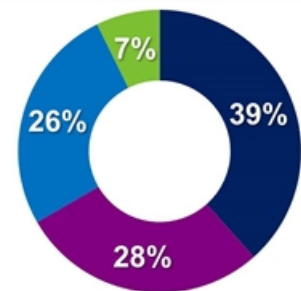
■ Photonics ■ Lasers ■ Optics

End Markets



■ Semiconductor ■ Research
 ■ Industrial ■ Life Sciences
 ■ Defense

Global Reach

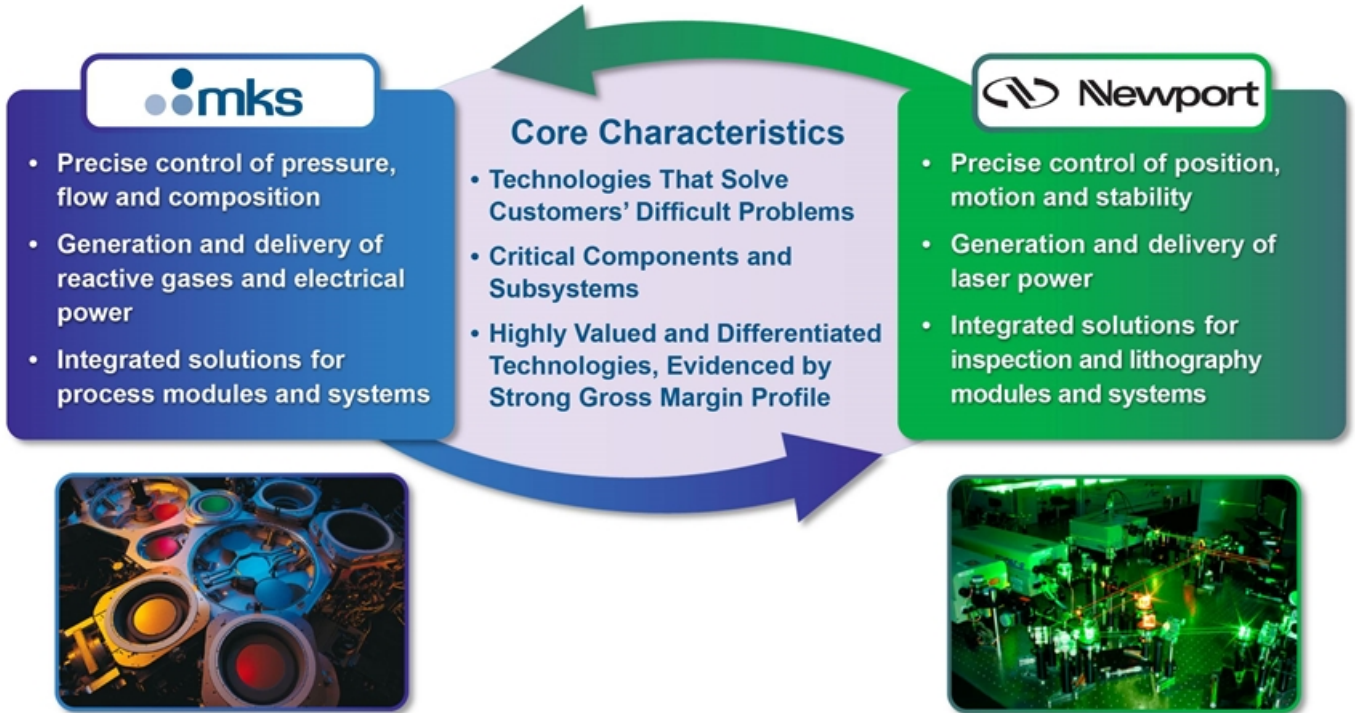


■ U.S. ■ Pacific Rim
 ■ Europe ■ ROW

Percentage of revenues for the year ended January 2, 2016

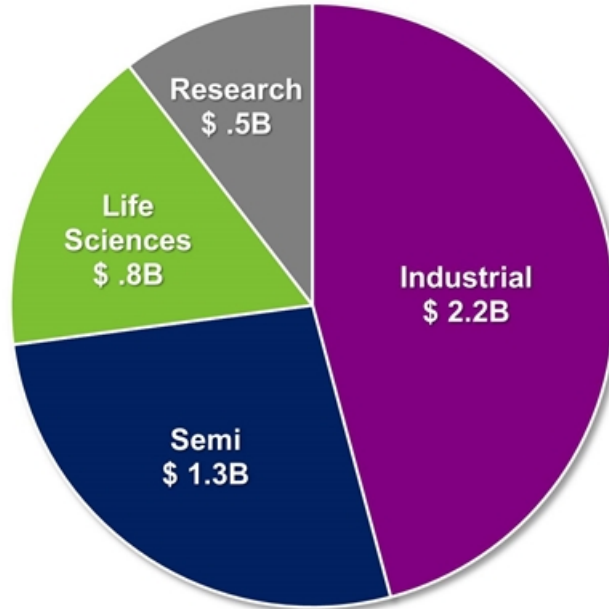
MKS & Newport

Technology Powerhouse with Complementary Capabilities and Approach to Markets



Significant Potential Growth Opportunities

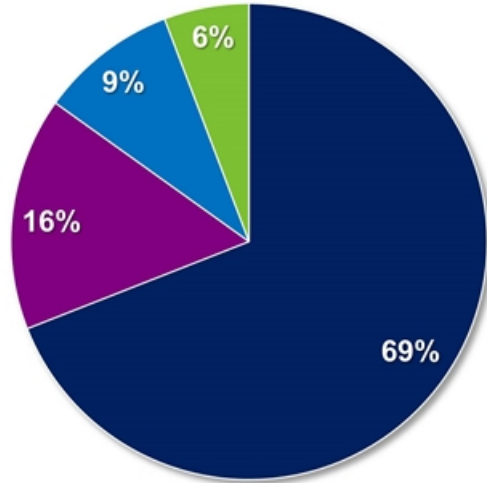
Expands MKS SAM by \$4.8 billion



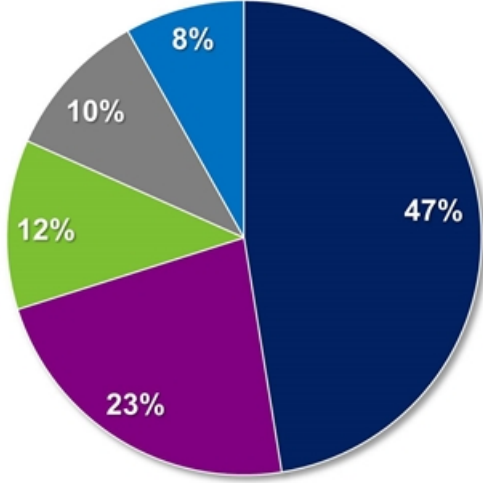
Balanced End Markets

Smooths Impact of Industry Cycles

MKS by End Market
\$814M in 2015



Pro Forma Combined by End Market
\$1.4B in 2015⁽¹⁾



Semi
 Industrial
 Life Sciences
 Thin Film
 Research

Increase Targeted Areas of Growth

(1) Combined revenue by market for MKS plus Newport for the year ended December 31, 2015 and January 2, 2016, respectively

MKS' Proven Record of Profit Improvement

- Since 2013, MKS increased its target operating model Non-GAAP EPS by almost 50%
- Measurable improvements to profitability with strategic actions across a variety of functions, regions and activities such as:
 - Leverage low cost country sourcing
 - Leverage income tax planning opportunities (400 basis point improvement in effective income tax rate since 2013)
 - Infrastructure savings by combining similar locations
 - **Reinvested savings into strategic R&D, sales and marketing**

A Compelling Transaction

For All Stakeholders

- **Investors**

- Expands MKS' addressable markets by \$4.8 billion
- Expected to be accretive to Non-GAAP EPS and free cash flow in first 12 months
- Strong cash flow history and intent to delever quickly

- **Customers**

- Complementary skills, technologies and product capabilities to deliver innovative and cost-effective solutions
- Global manufacturing, applications, support and service presence

- **Employees**

- Creates premier, global, billion dollar technology company to attract and retain talent
- Opportunity to work on the industries' most cutting edge and complex challenges

Integration

Integration

- Combining the best of both companies
- Respectful, focused, and efficient
- Game plan for the future
- Team members from both companies
- Not overnight, but to a schedule
- The transaction is subject to regulatory approval. Until closing MKS and Newport remain independent companies and will act accordingly



MKS Mission, Values, and Goals

Vision:

To be the leading global provider of innovative vacuum (**precision control**) and related technologies to semiconductor, thin film and other advanced markets

Mission:

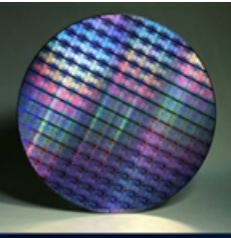
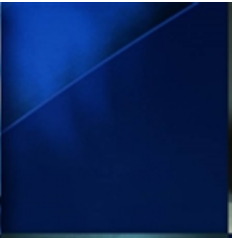
We will achieve this through the following guiding principles:

- Manage the business for sustainable and profitable growth by eliminating wasteful costs, investing in high growth areas, and improving our financial performance through the cycles
- Work as a team, investing in our people
- Build upon brand leadership
- Delight customers with innovative technology solutions which solve their most critical problems
- Efficiently deploy capital to increase shareholder value

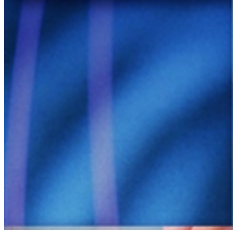
What We Would Like The Future Years To Bring To MKS/Newport

- **Direction**
 - Path to sustainable growth well known and executing
 - Clear, consistent, constant and focused with a sense of purpose
 - Our brands are well known, respected, and desired

- **Culture of Excellence and Inclusion**
 - Strong and engaged team with high sense of Esprit de Corps
 - Everyone has a voice
 - Team is confident of the future, and feels like a winner
 - Innovation encouraged and rewarded
 - Strategic planning, execution, and accountability are paramount
 - **All employees are highly valued and respected**



mks
Technology for Productivity



Thank you