

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Werth Dennis L</u>  (Last) (First) (Middle) 2 TECH DRIVE SUITE 201  (Street) ANDOVER MA 01810  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/02/2016	3. Issuer Name and Ticker or Trading Symbol <u>MKS INSTRUMENTS INC [ MKSI ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Sr. VP, Business Units	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Appreciation Right	(1)	03/31/2017	Common Stock	5,838	20.32	D	
Stock Appreciation Right	(2)	05/17/2018	Common Stock	4,199	27.79	D	
Stock Appreciation Right	(3)	04/12/2019	Common Stock	5,911	27.89	D	
Stock Appreciation Right	(4)	05/20/2020	Common Stock	10,313	22.39	D	
Restricted Stock Unit	(5)	(5)	Common Stock	2,952	(5)	D	
Stock Appreciation Right	(6)	05/19/2021	Common Stock	8,858	29.8	D	
Restricted Stock Unit	(7)	(7)	Common Stock	4,911	(7)	D	
Stock Appreciation Right	(8)	05/19/2022	Common Stock	7,366	31.13	D	

**Explanation of Responses:**

- On April 29, 2016, pursuant to the Agreement and Plan of Merger between MKS Instruments, Inc. ("MKS"), MKS' wholly-owned subsidiary, PSI Equipment, Inc. ("Merger Sub") and Newport Corporation ("Newport"), dated February 22, 2016 (the "Merger Agreement"), Merger Sub merged with and into Newport (the "Merger"), with Newport surviving the Merger as a wholly-owned subsidiary of MKS. This stock appreciation right, which has a base value of \$20.32 and which became fully vested on March 31, 2013, was assumed by MKS in connection with the Merger and was converted from a stock appreciation right with respect to a total of 9,510 shares of Newport common stock having a base value of \$12.47 per share.
- This stock appreciation right, which has a base value of \$27.79 and which became fully vested on March 31, 2014, was assumed by MKS in connection with the Merger and was converted from a stock appreciation right with respect to a total of 6,840 shares of Newport common stock having a base value of \$17.06 per share.
- This stock appreciation right, which has a base value of \$27.89 and which became fully vested on March 31, 2015, was assumed by MKS in connection with the Merger and was converted from a stock appreciation right with respect to a total of 9,630 shares of Newport common stock having a base value of \$17.12 per share.
- This stock appreciation right, which has a base value of \$22.39 and which became fully vested on March 31, 2016, was assumed by MKS in connection with the Merger and was converted from a stock appreciation right with respect to a total of 16,800 shares of Newport common stock having a base value of \$13.74 per share.
- These restricted stock units representing the right to receive a total of 2,952 shares of MKS' common stock, which vest on March 31, 2017, were assumed by MKS in connection with the Merger and were converted from restricted stock units representing the right to receive a total of 4,810 shares of Newport's common stock.
- This stock appreciation right, which has a base value of \$29.80 and which vests in equal 1/3 installments on March 31, 2015, 2016 and 2017, was assumed by MKS in connection with the Merger and was converted from a stock appreciation right with respect to a total of 14,430 shares of Newport common stock having a base value of \$18.29 per share.
- These restricted stock units representing the right to receive a total of 4,911 shares of MKS' common stock, which vest in two equal installments on March 31, 2017 and March 31, 2018, were assumed by MKS in connection with the Merger and were converted from restricted stock units representing the right to receive a total of 8,000 shares of Newport's common stock.
- This stock appreciation right, which has a base value of \$31.13 and which vests in equal 1/3 installments on March 31, 2016, 2017 and 2018, was assumed by MKS in connection with the Merger and was converted from a stock appreciation right with respect to a total of 12,000 shares of Newport common stock having a base value of \$19.11 per share.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ M. Kathryn Rickards,  
attorney-in-fact

05/04/2016

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these present that the undersigned hereby constitutes and appoints each of Kathleen F. Burke, Renee M. Donlan and M. Kathryn Rickards, signing singly, the undersigned's true and lawful attorney-in-fact to:

- 1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of MKS Instruments, Inc. (the "Company"), Forms 3, 4, 5 and 144 (collectively, the "Forms") in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- 2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms, complete and execute any amendment or amendments thereto, and timely file such Forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- 3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Limited Power of Attorney shall supersede any power of attorney previously granted by the undersigned with respect to the subject matter herein and shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5 and 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Limited Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 2nd day of May 2016.

/s/ Dennis L. Werth

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Dennis L. Werth