

MKS INSTRUMENTS INC  
Form 8-K  
May 03, 2011

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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):

May 2, 2011

**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))



**Top of the Form**

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

MKS Instruments, Inc. (the Company) held its Annual Meeting of Shareholders on May 2, 2011 (Annual Meeting). The following sets forth the results of voting by stockholders at the Annual Meeting:

a) Election of three Class III Directors to serve for a three year term and until their successors are elected:

| <b>Director Nominee</b> | <b>Votes For</b> | <b>Votes Withheld</b> |
|-------------------------|------------------|-----------------------|
| John R. Bertucci        | 45,377,983       | 260,062               |
| Robert R. Anderson      | 44,394,131       | 1,243,914             |
| Gregory R. Beecher      | 45,407,871       | 230,174               |

There were broker non-votes of 3,615,664 shares on this proposal.

b) Approval of a non-binding advisory vote on executive compensation.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> |
|------------------|----------------------|------------------------|
| 44,022,068       | 1,566,130            | 49,847                 |

There were broker non-votes of 3,615,664 shares on this proposal.

c) Approval of a non-binding advisory vote on the frequency of future advisory votes on executive compensation.

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Votes Abstained</b> |
|---------------|----------------|----------------|------------------------|
| 39,740,763    | 53,500         | 5,792,388      | 51,394                 |

There were broker non-votes of 3,615,664 shares on this proposal.

d) Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ended December 31, 2011.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> |
|------------------|----------------------|------------------------|
| 49,034,938       | 137,788              | 80,983                 |

There were no broker non-votes for this proposal.

**Top of the Form**

**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.

*May 3, 2011*

By: */s/ Seth H. Bagshaw*

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*Name: Seth H. Bagshaw*

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