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MKS INSTRUMENTS INC
Form S-8
June 14, 2002

As filed with the Securities and Exchange Commission on June 14, 2002

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

MKS INSTRUMENTS, INC.
(Exact Name of Registrant as Specified in Its Charter)

MASSACHUSETTS
(State or Other Jurisdiction of
Incorporation or Organization)

04-2277512
(I.R.S. Employer
Identification Number)

SIX SHATTUCK ROAD, ANDOVER, MASSACHUSETTS
(Address of Principal Executive Offices)

01810
(Zip Code)

AMENDED AND RESTATED 1995 STOCK INCENTIVE PLAN,
AS AMENDED
(Full Title of the Plan)

JOHN R. BERTUCCI
CHAIRMAN AND CHIEF EXECUTIVE OFFICER
MKS INSTRUMENTS, INC.
SIX SHATTUCK ROAD
ANDOVER, MA 01810
(Name and Address of Agent For Service)

(978) 975-2350
(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Proposed Maximum Registration
Common Stock, no par value per share	5,250,000	\$22.86	\$120,015,000	

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq National Market on June 12, 2002.

STATEMENT OF INCORPORATION BY REFERENCE

Except as otherwise set forth below, this Registration Statement on

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Form S-8 incorporates by reference the contents of the Registration Statements on Form S-8, File No. 333-78071 and 333-54490, relating to the Registrant's Amended and Restated 1995 Stock Incentive Plan, as Amended.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Andover, Massachusetts on June 14, 2002.

MKS INSTRUMENTS, INC.

By: /s/ John R. Bertucci

John R. Bertucci
Chairman of the Board and
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of MKS Instruments, Inc. hereby severally constitute and appoint John R. Bertucci, Ronald C. Weigner and Mark G. Borden, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable MKS Instruments, Inc. to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

Signature -----	Title -----	Date ----
/s/ John R. Bertucci ----- John R. Bertucci	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	June 14, 2002
/s/ Ronald C. Weigner ----- Ronald C. Weigner	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 14, 2002
/s/ Robert R. Anderson ----- Robert R. Anderson	Director	June 14, 2002
/s/ James G. Berger ----- James G. Berges	Director	June 14, 2002
/s/ Richard S. Chute	Director	June 14, 2002

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Richard S. Chute

/s/ Hans-Jochen Kahl Director June 14, 2002

Hans-Jochen Kahl

/s/ Owen W. Robbins Director June 14, 2002

Owen W. Robbins

/s/ Louis P. Valente Director June 14, 2002

Louis P. Valente

EXHIBIT INDEX

Exhibit Number -----	Description -----
4.1(1)	Restated Articles of Organization of the Registrant.
4.2(2)	Articles of Amendment.
4.3(3)	Articles of Amendment.
4.4(4)	Amended and Restated By-Laws of the Registrant.
4.5(4)	Specimen Certificate for Common Stock of the Registrant.
5.1	Opinion of Hale and Dorr LLP.
23.1	Consent of Hale and Dorr LLP (included in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP.
23.3	Consent of KPMG LLP.
24.1	Power of Attorney (included in the signature pages of this Registration Statement).

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- (1) Incorporated herein by reference from the Registrant's Registration Statement on Form S-4 (File No. 333-49738) originally filed with the Securities and Exchange Commission on December 13, 2000, as amended.
 - (2) Incorporated herein by reference from the Registrant's Quarterly Report on Form 10-Q originally filed with the Securities and Exchange Commission on August 14, 2001.
 - (3) Incorporated herein by reference from the Registrant's Definitive Proxy originally filed with the Securities and Exchange Commission on April 16, 2002.

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- (4) Incorporated herein by reference from the Registrant's Registration Statement on Form S-1 (File No. 333-71363) originally filed with the Securities and Exchange Commission on January 28, 1999, as amended.