

BROOKS AUTOMATION INC

Form 424B3

September 26, 2005

Table of Contents

Filed pursuant to Rule 424(b)(3)  
Registration No.: 333-127945

**MERGER PROPOSED YOUR VOTE IS IMPORTANT**

The boards of directors of Brooks Automation, Inc. and Helix Technology Corporation have each unanimously approved a strategic merger of the two companies. We believe that the merger will benefit the stockholders of both companies, and we ask for your support in voting for the merger proposals at our respective special meetings.

In the merger, Mt. Hood Corporation, a wholly owned subsidiary of Brooks, will merge with and into Helix. Each share of Helix common stock will be converted into the right to receive 1.11 shares of Brooks common stock and cash in lieu of fractional shares. Based on the outstanding shares of Helix common stock and options to purchase Helix common stock as of September 21, 2005, Brooks would be obligated to issue up to approximately 29,796,123 shares of Brooks common stock in the merger, including shares to be issued upon the exercise of outstanding Helix options assumed in the merger. Taking into account the number of outstanding shares of Brooks common stock, options to purchase Brooks common stock and options to purchase Helix common stock as of September 21, 2005, after the merger and based on information as of that date, the current stockholders of Brooks would own approximately 61% of the combined company and the current stockholders of Helix would own approximately 39% of the combined company. The merger will be tax-free, except that Helix stockholders may recognize gain on any cash received in lieu of fractional shares of Brooks.

The combined company will be a Delaware corporation named Brooks Automation, Inc. Brooks common stock is currently traded on The Nasdaq National Market under the symbol BRKS, and will continue to be traded under this symbol following the merger. On September 21, 2005, the closing price of Brooks common stock was \$13.00 per share. Upon completion of the merger, Helix common stock, which is traded on The Nasdaq National Market under the symbol HELX, will be delisted. On September 21, 2005, the closing price of Helix common stock was \$14.37 per share. **Brooks and Helix cannot complete the merger unless Helix stockholders adopt the merger agreement and unless Brooks stockholders approve the issuance of shares in the merger.**

We are asking stockholders of Brooks to, among other things, consider and vote upon proposals to approve the issuance of shares of Brooks common stock in the merger pursuant to the terms and conditions of the merger agreement and an amendment to the Brooks certificate of incorporation to increase Brooks' authorized shares of common stock from 100,000,000 shares to 125,000,000 shares. Brooks' special meeting will be held on October 26, 2005, at 9:00 a.m., local time, at Brooks' offices at 15 Elizabeth Drive, Chelmsford, Massachusetts. Brooks' board of directors unanimously recommends that Brooks stockholders vote **FOR** each of the foregoing proposals.

We are asking stockholders of Helix to, among other things, consider and vote upon a proposal to adopt the merger agreement providing for the merger. Helix's special meeting will be held on October 26, 2005, at 9:00 a.m., local time, at Palmer & Dodge LLP, 111 Huntington Avenue, Boston, Massachusetts. Helix's board of directors unanimously recommends that Helix stockholders vote **FOR** the adoption of the merger agreement.

**This joint proxy statement/ prospectus provides you with detailed information about the special meetings and the proposed merger and the other proposals to be voted on. We urge you to read this material, including the section entitled Risk Factors beginning on page 18, carefully and in its entirety.**

We enthusiastically support this combination of our two outstanding companies and join with all the other members of our respective boards of directors in recommending that you vote **FOR** the proposals described herein.

Edward C. Grady  
President and Chief Executive Officer  
*Brooks Automation, Inc.*

James F. Gentilcore  
President and Chief Executive Officer  
*Helix Technology Corporation*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this joint proxy statement/ prospectus. Any representation to the contrary is a criminal offense.**

Edgar Filing: BROOKS AUTOMATION INC - Form 424B3

This joint proxy statement/ prospectus is dated September 23, 2005,  
and is first being mailed to Brooks and Helix stockholders on or about September 26, 2005.

---

**Table of Contents**

**REFERENCES TO ADDITIONAL INFORMATION**

Except where indicated otherwise, as used in this joint proxy statement/ prospectus, Brooks refers to Brooks Automation, Inc. and its consolidated subsidiaries, and Helix refers to Helix Technology Corporation and its consolidated subsidiaries. This joint proxy statement/ prospectus incorporates important business and financial information about Brooks and Helix from documents that each company has filed with the Securities and Exchange Commission, which is referred to in this joint proxy statement/ prospectus as the SEC, but that have not been included in or delivered with this joint proxy statement/ prospectus. For a list of documents incorporated by reference into this joint proxy statement/ prospectus, see the section entitled WHERE YOU CAN FIND MORE INFORMATION beginning on page 115.

This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference into this joint proxy statement/ prospectus by accessing the website of the SEC maintained at *www.sec.gov*.

In addition, Brooks filings with the SEC are available to the public on Brooks website, *www.brooks.com*, and Helix's filings with the SEC are available to the public on Helix's website, *www.helixtechnology.com*. Information contained on Brooks website and Helix's website is not incorporated by reference into this joint proxy statement/ prospectus, and you should not consider information contained on those websites as part of this joint proxy statement/ prospectus.

**Brooks will provide you with copies of this information relating to Brooks, without charge, if you request it in writing from Brooks Automation, Inc., 15 Elizabeth Drive, Chelmsford, Massachusetts 01824, Attention: Investor Relations or by telephone by calling (978) 262-2400. To obtain timely delivery, you must request any documents no later than five business days before the Brooks special meeting. Accordingly, please request any documents from Brooks by October 19, 2005, in order to receive them before the Brooks special meeting.**

**Helix will provide you with copies of this information relating to Helix, without charge, if you request it in writing from Helix Technology Corporation, Nine Hampshire Street, Mansfield, Massachusetts 02048, Attention: Investor Relations or by telephone by calling (508) 337-5111. To obtain timely delivery, you must request any documents no later than five business days before the Helix special meeting. Accordingly, please request any documents from Helix by October 19, 2005, in order to receive them before the Helix special meeting.**

Brooks has supplied all information contained in or incorporated by reference in this joint proxy statement/ prospectus relating to Brooks, and Helix has supplied all information contained in or incorporated by reference in this joint proxy statement/ prospectus relating to Helix. Brooks and Helix have both contributed to the information contained in this joint proxy statement/ prospectus relating to the merger.

**ABOUT THIS DOCUMENT**

This document, which forms part of a registration statement on Form S-4 filed with the SEC by Brooks, constitutes the following:

a prospectus of Brooks under Section 5 of the Securities Act of 1933, as amended, and the rules thereunder, which is referred to in this joint proxy statement/ prospectus as the Securities Act, with respect to the shares of Brooks common stock to be issued to the holders of Helix common stock in the merger;

a proxy statement of Brooks and of Helix under Section 14(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, which is referred to in this joint proxy statement/ prospectus as the Exchange Act; and

a notice of special meeting with respect to the Brooks special meeting of stockholders and the Helix special meeting of stockholders, at which, among other things, the stockholders of each company will consider and vote upon the Brooks proposal to approve the issuance of shares of Brooks common stock in the merger and the Helix proposal to adopt the merger agreement, as amended, as the case may be.

**Table of Contents**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS  
OF  
BROOKS AUTOMATION, INC.  
October 26, 2005**

NOTICE IS HEREBY GIVEN that a Special Meeting of Stockholders of Brooks Automation, Inc., a Delaware corporation, will be held at Brooks' offices at 15 Elizabeth Drive, Chelmsford, Massachusetts, on October 26, 2005, beginning at 9:00 a.m., local time for the purpose of considering and voting on the following matters:

1. To approve the issuance of shares of Brooks common stock pursuant to the Agreement and Plan of Merger, dated as of July 11, 2005, among Brooks, Mt. Hood Corporation, which is referred to in this joint proxy statement/prospectus as Mt. Hood, and Helix, as amended on August 29, 2005, a copy of which is attached as Annex A to this joint proxy statement/prospectus;
2. To approve a proposal to amend Brooks' certificate of incorporation if the merger is consummated to increase Brooks' authorized shares of common stock from 100,000,000 shares to 125,000,000 shares;
3. To permit Brooks' board of directors or its chairman, in its or his discretion, to adjourn or postpone the special meeting if necessary for further solicitation of proxies if there are not sufficient votes at the originally scheduled time of the special meeting to approve either of the foregoing proposals; and
4. To act upon such other matters as may properly come before the special meeting or any adjournments or postponements thereof.

The business to be conducted at the special meeting is more fully described in this joint proxy statement/prospectus. As of the date of this notice, Brooks' board of directors knows of no other business to be conducted at the special meeting.

**Brooks' board of directors unanimously recommends that Brooks stockholders vote FOR each of the foregoing proposals.**

Brooks' board of directors has fixed the close of business on September 21, 2005 as the record date for the determination of Brooks stockholders entitled to notice of, and to vote at, the special meeting and at any continuation or adjournment of the special meeting. During the ten-day period before the special meeting, Brooks will keep a list of stockholders entitled to vote at the special meeting available for inspection during normal business hours at its offices in Chelmsford, Massachusetts, for any purpose germane to the special meeting. The list of stockholders will also be provided and kept at the location of the special meeting for the duration of the special meeting, and may be inspected by any stockholder who is present. All persons wishing to be admitted to the special meeting must present photo identification. Please also note that if you hold your shares in street name through a broker or other nominee, you will need to bring a copy of a brokerage statement reflecting your stock ownership on the record date and check in at the registration desk at the special meeting.

By Order of the Board of Directors

Thomas S. Grilk  
*Senior Vice President,  
General Counsel and Secretary*

Chelmsford, Massachusetts  
September 21, 2005

**All Brooks stockholders are cordially invited to attend the special meeting. Whether or not you expect to attend the special meeting, please complete, date, sign and return the enclosed proxy card as promptly as possible to ensure your representation at the special meeting. A postage prepaid envelope is enclosed for that purpose. As a holder of Brooks common stock, you may also be able to vote over the Internet or by telephone by following**

**instructions on the enclosed proxy card or provided to you by your broker. Even if you have given your proxy or voted over the Internet or by telephone, you may still vote in person if you attend the special meeting.**

---

**Table of Contents**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS  
OF  
HELIX TECHNOLOGY CORPORATION  
October 26, 2005**

NOTICE IS HEREBY GIVEN that a Special Meeting of Stockholders of Helix Technology Corporation, a Delaware corporation, will be held at Palmer & Dodge LLP, 111 Huntington Avenue, Boston, Massachusetts, on October 26, 2005, beginning at 9:00 a.m., local time for the purpose of considering and voting on the following matters:

1. To adopt the Agreement and Plan of Merger, dated as of July 11, 2005, among Brooks, Mt. Hood and Helix, as amended on August 29, 2005, a copy of which is attached as Annex A to this joint proxy statement/prospectus;
2. To permit Helix's board of directors or its chairman, in its or his discretion, to adjourn or postpone the special meeting if necessary for further solicitation of proxies if there are not sufficient votes at the originally scheduled time of the special meeting to approve the Helix merger proposal; and
3. To act upon such other matters as may properly come before the special meeting or any adjournments or postponements thereof.

The business to be conducted at the special meeting is more fully described in this joint proxy statement/prospectus. As of the date of this notice, Helix's board of directors knows of no other business to be conducted at the special meeting.

**Helix's board of directors unanimously recommends that Helix stockholders vote FOR each of the foregoing proposals.**

Helix's board of directors has fixed the close of business on September 21, 2005 as the record date for the determination of Helix stockholders entitled to notice of, and to vote at, the special meeting and at any continuation or adjournment of the special meeting. During the ten-day period before the special meeting, Helix will keep a list of stockholders entitled to vote at the special meeting available for inspection during normal business hours at its offices in Mansfield, Massachusetts, for any purpose germane to the special meeting. The list of stockholders will also be provided and kept at the location of the special meeting for the duration of the special meeting, and may be inspected by any stockholder who is present. All persons wishing to be admitted to the special meeting must present photo identification. Please also note that if you hold your shares in street name through a broker or other nominee, you will need to bring a copy of a brokerage statement reflecting your stock ownership on the record date and check in at the registration desk at the special meeting.

By Order of the Board of Directors

Beverly L. Couturier  
*Corporate Secretary*

Mansfield, Massachusetts  
September 21, 2005

**All Helix stockholders are cordially invited to attend the special meeting. Whether or not you expect to attend the special meeting, please complete, date, sign and return the enclosed proxy card as promptly as possible to ensure your representation at the special meeting. A postage prepaid envelope is enclosed for that purpose. As a holder of Helix common stock, you may also be able to vote over the Internet or by telephone by following instructions on the enclosed proxy card or provided to you by your broker. Even if you have given your proxy or voted over the Internet or by telephone, you may still vote in person if you attend the special meeting.**

---

**Table of Contents****TABLE OF CONTENTS**

<u>QUESTIONS AND ANSWERS ABOUT THE MERGER</u>	iv
<u>SUMMARY</u>	1
<u>Information about Brooks</u>	1
<u>Information about Helix</u>	1
<u>Information about Mt. Hood</u>	1
<u>Risk Factors</u>	2
<u>The Brooks Special Meeting</u>	3
<u>The Helix Special Meeting</u>	3
<u>The Merger</u>	4
<u>Recommendation of Brooks Board of Directors; Brooks Reasons for the Merger</u>	5
<u>Recommendation of Helix s Board of Directors; Helix s Reasons for the Merger</u>	5
<u>Opinion of Brooks Financial Advisor</u>	6
<u>Opinion of Helix s Financial Advisor</u>	6
<u>Share Ownership of Directors and Executive Officers of Brooks and Helix</u>	6
<u>Interests of Helix s Directors and Executive Officers in the Merger</u>	6
<u>Board of Directors and Executive Officers of the Surviving Corporation</u>	7
<u>Conditions to Completion of the Merger</u>	7
<u>Termination of the Merger Agreement</u>	7
<u>Termination Fees and Expenses</u>	8
<u>No Solicitation</u>	9
<u>Regulatory Matters</u>	9
<u>Material U.S. Federal Income Tax Consequences</u>	9
<u>Accounting Treatment</u>	9
<u>Comparison of Rights of Stockholders</u>	9
<u>No Appraisal Rights</u>	9
<u>Selected Consolidated Historical Financial Data of Brooks</u>	10
<u>Selected Consolidated Historical Financial Data of Helix</u>	12
<u>Summary Unaudited Pro Forma Condensed Combined Financial Data</u>	13
<u>Financial Summary</u>	14
<u>Comparative Per Share Information</u>	16
<u>Comparative Market Value Information</u>	17
<u>RISK FACTORS</u>	18
<u>CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS</u>	24
<u>THE BROOKS SPECIAL MEETING</u>	25
<u>Joint Proxy Statement/ Prospectus</u>	25
<u>Date, Time and Place of the Special Meeting</u>	25
<u>Purpose of the Special Meeting</u>	25
<u>Stockholder Record Date for the Special Meeting</u>	25
<u>Quorum; Vote Required for Each Proposal</u>	26
<u>Adjournment or Postponement</u>	26
<u>Proxies</u>	26
<u>Solicitation of Proxies</u>	27
<u>THE HELIX SPECIAL MEETING</u>	28
<u>Joint Proxy Statement/ Prospectus</u>	28
<u>Date, Time and Place of the Special Meeting</u>	28
<u>Purpose of the Special Meeting</u>	28
<u>Stockholder Record Date for the Special Meeting</u>	28





**Table of Contents**

<u>Quorum: Vote Required for Each Proposal</u>	28
<u>Adjournment or Postponement</u>	29
<u>Proxies</u>	29
<u>Solicitation of Proxies</u>	30
<b><u>PROPOSAL NUMBER ONE: THE MERGER PROPOSALS</u></b>	31
<u>Background of the Merger</u>	31
<u>Recommendation of Brooks Board of Directors; Brooks Reasons for the Merger</u>	40
<u>Recommendation of Helix s Board of Directors; Helix s Reasons for the Merger</u>	42
<u>Opinion of Brooks Financial Advisor</u>	45
<u>Opinion of Helix s Financial Advisor</u>	53
<u>Interests of Helix s Directors and Executive Officers in the Merger</u>	59
<u>Consummation and Effectiveness of the Merger</u>	62
<u>Conversion of Helix Common Stock</u>	62
<u>Treatment of Helix Stock Options</u>	62
<u>Regulatory Matters</u>	62
<u>Delisting and Deregistration of Helix Common Stock</u>	63
<u>Accounting Treatment</u>	63
<u>No Appraisal Rights</u>	63
<u>Federal Securities Laws Consequences; Resale Restrictions</u>	63
<b><u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES</u></b>	64
Material U.S. Federal Income Tax Consequences of the Merger	64
Tax Opinions as Condition to Merger	66
Backup Withholding	66
Net Operating Loss Carryforwards of Brooks	66
<b><u>THE MERGER AGREEMENT</u></b>	67
<u>General</u>	67
<u>The Merger; Certificate of Merger</u>	67
<u>Merger Consideration</u>	67
<u>Exchange of Shares</u>	68
<u>Representations and Warranties</u>	69
<u>Covenants and Agreements</u>	70
<u>Officers and Directors of Brooks After the Effective Time</u>	73
<u>Officer and Director Indemnification and Insurance</u>	73
<u>Conditions Precedent</u>	74
<u>No Solicitation</u>	75
<u>Change of Recommendation</u>	76
<u>Termination of the Merger Agreement</u>	77
<u>Termination Fees and Expenses</u>	79
<u>Amendment and Waiver</u>	79
<u>Governing Law</u>	80
<b><u>BOARD OF DIRECTORS AND MANAGEMENT OF BROOKS FOLLOWING THE MERGER</u></b>	81
<b><u>BROOKS BENEFICIAL OWNERSHIP</u></b>	84
<b><u>HELIX BENEFICIAL OWNERSHIP</u></b>	86
<b><u>INFORMATION ABOUT BROOKS</u></b>	88
<b><u>INFORMATION ABOUT HELIX</u></b>	89
<b><u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u></b>	90



**Table of Contents**

<u>DESCRIPTION OF BROOKS CAPITAL STOCK</u>	100
<u>Authorized Capital Stock</u>	100
<u>Brooks Common Stock</u>	100
Options	101
<u>Rights Agreement</u>	101
<u>Anti-Takeover Effects of Provisions of Brooks Certificate of Incorporation, Bylaws, Stockholder Rights Plan, Indenture and Delaware Law</u>	101
<u>COMPARISON OF RIGHTS OF STOCKHOLDERS</u>	103
<u>BROOKS STOCKHOLDERS ONLY BROOKS PROPOSAL NUMBER TWO:</u>	
AMENDMENT TO BROOKS CERTIFICATE OF INCORPORATION	108
<u>Purpose and Effect of Amendment to Brooks Certificate of Incorporation</u>	108
<u>Vote Required</u>	109
<u>Recommendation of the Board of Directors</u>	109
<u>BROOKS STOCKHOLDERS ONLY BROOKS PROPOSAL NUMBER THREE:</u>	
POSSIBLE ADJOURNMENT OF THE BROOKS SPECIAL MEETING	110
<u>HELIX STOCKHOLDERS ONLY HELIX PROPOSAL NUMBER TWO:</u>	
POSSIBLE ADJOURNMENT OF THE HELIX SPECIAL MEETING	111
<u>LEGAL MATTERS</u>	112
<u>EXPERTS</u>	112
<u>SUBMISSION OF FUTURE STOCKHOLDER PROPOSALS</u>	113
<u>HOUSEHOLDING OF PROXY MATERIALS</u>	114
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	115
<u>Brooks SEC Filings</u>	115
<u>Helix SEC Filings</u>	116
<u>Annex A: Agreement and Plan of Merger, as amended</u>	A-1
<u>Annex B: Opinion of Needham &amp; Company, LLC</u>	B-1
<u>Annex C: Opinion of Morgan Stanley &amp; Co. Incorporated</u>	C-1

**Table of Contents**

**QUESTIONS AND ANSWERS ABOUT THE MERGER**

*The following questions and answers briefly address some commonly asked questions about the merger, the special meetings of stockholders and the effect of the merger on the holders of common stock of Brooks and Helix. These questions and answers may not include all of the information that is important to you. We urge you to read carefully this entire document, including the annexes and the other documents to which we have referred you. We have included page references in this section to direct you to a more detailed description of each topic presented elsewhere in this joint proxy statement/prospectus.*

**Q: What will happen in the merger?**

A: We are proposing to combine our companies in a merger transaction. In the transaction, Mt. Hood, a Delaware corporation and newly formed, wholly owned subsidiary of Brooks, will merge with and into Helix. As a result of this merger, Helix will become a wholly owned subsidiary of Brooks. The merger agreement contemplates, but does not require, that Helix will be merged with and into Brooks following the merger of Mt. Hood with and into Helix. This subsequent merger, if it occurs, would be undertaken to simplify the organizational structure of Brooks following the combination and would have no impact on the holders of Brooks or Helix common stock.

**Q: What will I receive in the merger?**

A: If the merger is consummated, Helix stockholders will receive 1.11 shares of Brooks common stock for each share of Helix common stock that they own. Helix stockholders will also receive a cash payment for any fractional shares. For example, a Helix stockholder who holds 99 shares of Helix common stock will receive 109 shares of Brooks common stock (99 multiplied by 1.11 equals 109.89) and cash representing 0.89 of a share of Brooks common stock.

In addition to shares of Brooks common stock and a cash payment for any fractional shares, Brooks will issue to holders of Helix common stock one preferred stock purchase right for each share of Brooks common stock issued in the merger. The preferred stock purchase rights are attached to the Brooks common stock and trade with the Brooks common stock until a triggering event occurs. The preferred stock purchase rights are described in more detail in the section entitled DESCRIPTION OF BROOKS CAPITAL STOCK Rights Agreement beginning on page 101.

If the merger is consummated, Helix common stock will no longer be traded publicly, and the combined company will continue to be traded on The Nasdaq National Market, under the symbol BRKS.

If the merger is consummated, Brooks stockholders will continue to hold their existing Brooks common stock. Based upon the outstanding Brooks common stock and Helix common stock, and options to purchase Brooks common stock and Helix common stock, as of September 21, 2005, the current stockholders of Brooks are expected to own approximately 61% of the combined company and the current stockholders of Helix are expected to own approximately 39% of the combined company.

**Q: When and where will my company's special meeting be held?**

A: *Brooks.* The Brooks special meeting will be held on October 26, 2005 at 9:00 a.m., local time, at Brooks' offices at 15 Elizabeth Drive, Chelmsford, Massachusetts. See page 25.

*Helix.* The Helix special meeting will be held on October 26, 2005 at 9:00 a.m., local time, at Palmer & Dodge LLP, 111 Huntington Avenue, Boston, Massachusetts. See page 28.

**Q: On what am I being asked to vote?**

A: *Brooks*. Brooks board of directors is asking Brooks stockholders to vote upon the following:

1. A proposal, which is referred to in this joint proxy statement/ prospectus as the Brooks merger proposal, to approve the issuance of shares of Brooks common stock in the merger pursuant to the terms and conditions of the Agreement and Plan of Merger, dated as of July 11, 2005, among Brooks, Mt. Hood and Helix, as amended on August 29, 2005, which is referred to in this joint proxy statement/ prospectus as the merger agreement (see page 31);

iv

---

**Table of Contents**

2. A proposal to approve an amendment to Brooks' certificate of incorporation if the merger is consummated to increase Brooks' authorized shares of common stock from 100,000,000 shares to 125,000,000 shares (see page 108); and

3. A proposal to permit Brooks' board of directors or its chairman, in its or his discretion, to adjourn or postpone the Brooks special meeting if necessary for further solicitation of proxies if there are not sufficient votes at the originally scheduled time of the special meeting to approve either of the foregoing proposals (see page 110).

*Helix.* Helix's board of directors is asking Helix stockholders to vote upon the following:

1. A proposal, which is referred to in this joint proxy statement/ prospectus as the Helix merger proposal, to adopt the merger agreement (see page 31); and

2. A proposal to permit Helix's board of directors or its chairman, in its or his discretion, to adjourn or postpone the Helix special meeting if necessary for further solicitation of proxies if there are not sufficient votes at the originally scheduled time of the special meeting to approve the Helix merger proposal (see page 111).

**Q: Why was the merger agreement amended?**

A: On August 29, 2005, Brooks and Helix amended the merger agreement to clarify the applicability of expense reimbursement in all situations in which a termination fee is payable.

**Q: Is the Brooks merger proposal conditioned upon approval of the proposal to amend Brooks' certificate of incorporation to increase Brooks' authorized shares of common stock?**

A: No. The Brooks merger proposal is not conditioned on the proposal to amend Brooks' certificate of incorporation to increase the authorized shares of Brooks common stock. Although Brooks currently has sufficient authorized but unissued shares of common stock to consummate the merger, Brooks is seeking to amend its certificate of incorporation to increase the number of authorized shares. In connection with the merger, Brooks anticipates that it will issue approximately 29,016,209 shares of common stock and reserve an additional 779,914 shares of Brooks common stock for issuance upon the exercise of Helix options assumed in the merger, in each case based on the outstanding shares of Helix common stock and outstanding options to purchase Helix common stock as of September 21, 2005. As a result, after consummation of the merger, Brooks would only have approximately 12,739,139 authorized shares of common stock that are not already issued or reserved for issuance pursuant to Brooks' equity incentive plans, warrants and convertible securities as of September 21, 2005. Brooks' board of directors believes that it is advisable and in the best interests of the stockholders to have available additional authorized but unissued shares in an amount adequate to provide for future needs, such as stock incentive programs or future transactions that involve the issuance of Brooks common stock. The proposal to amend Brooks' certificate of incorporation, however, is conditioned on the consummation of the merger. Accordingly, if the Brooks merger proposal is not approved or the merger is not consummated for any other reason, Brooks will not amend its certificate of incorporation, even if approved by Brooks stockholders. See page 109.

**Q: Who is eligible to vote at the special meetings?**

A: *Brooks.* Brooks stockholders are eligible to vote at the Brooks special meeting if they were stockholders of record at the close of business on September 21, 2005, the record date for the Brooks special meeting. See page 25.

*Helix.* Helix stockholders are eligible to vote at the Helix special meeting if they were stockholders of record at the close of business on September 21, 2005, the record date for the Helix special meeting. See page 28.

**Q: What votes are needed?**

A: *Brooks*. The affirmative vote of a majority of the votes properly cast on the proposal by holders of Brooks common stock is required to approve the Brooks merger proposal. The affirmative vote of a majority of the shares of Brooks common stock outstanding on the record date is required to approve

v

---



**Table of Contents**

an amendment to the Brooks certificate of incorporation if the merger is consummated to increase Brooks authorized shares of common stock from 100,000,000 shares to 125,000,000 shares. The affirmative vote of a majority of the votes properly cast on the proposal by holders of Brooks common stock is required to permit Brooks board of directors or its chairman, in its or his discretion, to adjourn or postpone the special meeting if necessary to solicit further proxies in favor of the foregoing proposals. At the Brooks special meeting, each share of Brooks common stock is entitled to one vote per share. See page 26.

*Helix.* The affirmative vote of the holders of a majority of the shares of Helix common stock outstanding on the record date is required to approve the Helix merger proposal. The affirmative vote of the holders of a majority of the shares of Helix common stock present at the Helix special meeting in person or by proxy and entitled to vote on the proposal is required to permit Helix's board of directors or its chairman, in its or his discretion, to adjourn or postpone the special meeting if necessary to solicit further proxies in favor of the Helix merger proposal. Each share of Helix common stock has one vote per share. See page 28.

**Q: How do my company's directors and executive officers intend to vote?**

A: *Brooks.* Brooks' directors and executive officers have indicated that they intend to vote their shares of Brooks common stock **FOR** all the proposals to be voted on by Brooks stockholders. At the close of business on September 21, 2005, the record date for the Brooks special meeting, directors and executive officers of Brooks and their affiliates beneficially owned and were entitled to vote, or shared the right to vote, approximately 4.75% of the shares of Brooks common stock outstanding on that date. See page 26.

*Helix.* Helix's directors and executive officers have indicated that they intend to vote their shares of Helix common stock **FOR** all the proposals to be voted on by Helix stockholders. At the close of business on September 21, 2005, the record date for the Helix special meeting, directors and executive officers of Helix and their affiliates beneficially owned and were entitled to vote, or shared the right to vote, approximately 1.59% of the shares of Helix common stock outstanding on that date. See page 29.

**Q: Are there risks associated with the merger that I should consider in deciding how to vote?**

A: Yes. Among other things, the combined company may not achieve the expected benefits of the merger because of the risks and uncertainties discussed in the sections entitled **RISK FACTORS** beginning on page 18 and **CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS** on page 24. Those risks include risks relating to the uncertainty that Brooks and Helix will be able to integrate their businesses successfully, uncertainties as to whether the combined company will achieve synergies expected to result from the merger, and uncertainties relating to the performance of the combined company following the merger.

**Q: Are any governmental approvals conditions to the closing of the merger?**

A: Yes. The merger is subject to review by the Antitrust Division of the U.S. Department of Justice, which is referred to in this joint proxy statement/ prospectus as the Antitrust Division, and the U.S. Federal Trade Commission, which is referred to in this joint proxy statement/ prospectus as the FTC, to determine whether it complies with the applicable antitrust laws. Under the provisions of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which is referred to in this joint proxy statement/ prospectus as the HSR Act, the merger may not be consummated until the applicable waiting period requirements of the HSR Act have been satisfied. The waiting period expired on September 2, 2005. Each state and foreign country in which Brooks or Helix has operations also may review the merger under applicable state or foreign antitrust laws.

**Q: Do I have appraisal rights?**

A: No. Neither Brooks stockholders nor Helix stockholders have appraisal rights in the merger. See page 63.  
vi

---

**Table of Contents**

**Q: Will my rights as a stockholder change as a result of the merger?**

A: *Brooks*. No. After the merger, Brooks stockholders will continue to hold shares of Brooks common stock, the rights of which are, and will continue to be, governed by Brooks' certificate of incorporation and bylaws and the Delaware General Corporation Law, which is referred to in this joint proxy statement/ prospectus as the DGCL. See page 103.

*Helix*. Yes. Although, like Helix, Brooks is a Delaware corporation, the Brooks certificate of incorporation and bylaws contain different provisions than the Helix certificate of incorporation and bylaws. See page 103 for a comparison of stockholder rights. To obtain a copy of Brooks' current certificate of incorporation and bylaws, follow the directions provided in the section entitled "WHERE YOU CAN FIND MORE INFORMATION" on page 115.

**Q: When do you expect to complete the merger?**

A: If the merger proposals are approved at the special meetings, we expect to complete the merger as soon as possible after the satisfaction of the conditions to the merger. We currently anticipate that the merger will be completed in October 2005.

**Q: What should I do now?**

A: After carefully reading and considering the information contained in this joint proxy statement/ prospectus, please vote by one of the methods described below. The methods of voting that are available to you and instructions on how to vote your proxy in that manner will be explained in the instructions included with your proxy card or in materials you receive from your broker or other nominee.

*Internet:* by accessing the Internet website specified on your proxy card or supplied to you by your broker;

*Telephone:* by calling the toll-free number specified on your proxy card or supplied to you by your broker;

*Mail:* by completing, signing and dating your proxy card and returning it in the enclosed postage paid envelope; or

*In Person:* by attending your company's special meeting.

**Q: If I am not going to attend my special meeting, should I return my proxy card(s)?**

A: Yes. Returning your signed and dated proxy card(s) ensures that your shares will be represented and voted at your special meeting, even if you are unable to or do not attend. Instead of returning your proxy card(s), you may vote by proxy by calling a toll-free telephone number or by using the Internet as described in the instructions included with the Brooks or Helix proxy card, as the case may be. See pages 26 and 29.

**Q: What if my shares are held in street name by my broker?**

A: Your broker will vote your shares at your special meeting only if you provide written instructions to your broker on how to vote. You should instruct your broker using the instruction form and envelope provided by your broker. If you do not provide your broker with instructions, your broker will not be authorized to vote with respect to the applicable proposals at your special meeting, other than the proposals regarding adjournments. A number of banks and brokerage firms participate in a program that also permits stockholders whose shares are

held in street name to direct their vote by the Internet or telephone. This option, if available, will be reflected in the voting instructions from the bank or brokerage firm that accompany this joint proxy statement/ prospectus. If your shares are held in an account at a bank or brokerage firm that participates in such a program, you may direct the vote of these shares by the Internet or telephone by following the voting instructions enclosed with the proxy form from the bank or brokerage firm. If you hold your shares in your broker's name and wish to vote in person at your special meeting, you must contact your broker and request a document called a broker's proxy. You must bring this broker's proxy to your special meeting in order to vote in person. See pages 26 and 29.

**Table of Contents**

**Q: How will my proxy be voted?**

A: If you complete, sign and date your proxy card(s), or, if available, grant your proxy by telephone or the Internet, your shares will be voted in accordance with your instructions. If you sign and date your proxy card(s) but do not indicate how you want to vote, your shares will be voted **FOR** the proposals at your special meeting. See pages 26 and 29.

**Q: What if I abstain from voting, do not vote or do not instruct my broker to vote?**

A: *Brooks*. If a Brooks stockholder abstains, does not vote or does not instruct a broker how to vote shares of Brooks common stock held in street name, i.e., broker non-votes, it will have no effect on the vote to approve the Brooks merger proposal or to permit the adjournment or postponement of the Brooks special meeting if necessary to solicit further proxies in favor of the other proposals, and it will have the same effect as a vote against the amendment to the Brooks certificate of incorporation to increase the number of authorized shares of Brooks common stock. See page 26.

*Helix*. If a Helix stockholder does not vote or does not instruct a broker how to vote shares of Helix common stock held in street name, i.e., broker non-votes, it will have the same effect as a vote against the Helix merger proposal, and it will have no effect on the proposal to permit the adjournment or postponement of the Helix special meeting if necessary to solicit further proxies in favor of the Helix merger proposal. If a Helix stockholder abstains from voting, it will have the same effect as a vote against the proposal with respect to which the stockholder abstained. See page 29.

**Q: Can I change my vote after I mail my proxy card(s) or, if available, vote by telephone or the Internet?**

A: Yes. You can change your vote at any time before your proxy is voted at the special meeting. To revoke your proxy, you must either (1) notify the corporate secretary of Brooks or Helix, as applicable, in writing, (2) submit a new proxy card dated after the date of the proxy you wish to revoke, (3) submit a later dated proxy over the Internet or by telephone by following the instructions on your proxy card or supplied to you by your broker or (4) attend the special meeting and vote your shares in person. Please note that if you vote over the Internet or by telephone, you may not be able to revoke or change your vote after a date prior to the date of the special meeting set forth in the instructions to voting in this manner. **Merely attending the special meeting will not constitute revocation of your proxy.** If your shares are held in street name by your broker, you will need to contact your broker to revoke your proxy. See pages 26 and 29.

**Q: Should stockholders send in their stock certificates now?**

A: No. Please do not send in your stock certificates with your proxy card. If the merger is completed, Helix stockholders will be sent written instructions for sending in their stock certificates. Brooks stockholders will not need to send in their stock certificates, even if the merger is completed. See page 68.

**Q: What does it mean if I receive multiple proxy cards?**

A: Your shares may be registered in more than one account, such as brokerage accounts and employee stock ownership plan accounts. It is important that you complete, sign, date and return each proxy card you receive, or, if available, vote by proxy using the telephone or the Internet as described in the instructions included with each proxy card you receive.

**Table of Contents**

**Q: Who can answer my questions?**

A: If you have any questions about the merger or the special meetings, need assistance in voting your shares, or need additional copies of this joint proxy statement/ prospectus or the enclosed proxy card(s) or voting instructions, you should contact:

If you are a Brooks stockholder:

D. F. King & Co., Inc.

48 Wall Street

New York, NY 10005

(800) 549-6746 (toll free)

(212) 269-5550 (call collect)

or

Brooks Automation, Inc.

15 Elizabeth Drive

Chelmsford, Massachusetts 01824

Attention: Director of Investor Relations

Telephone: (978) 262-2400

If you are a Helix stockholder:

The Altman Group, Inc.

1200 Wall Street West

3rd Floor

Lyndhurst, NJ 07071

Holder: (866) 304-5477

Bank/Brokers: (201) 806-7300

or

Helix Technology Corporation

Nine Hampshire Street

Mansfield, Massachusetts 02048

Attention: Investor Relations

Telephone: (508) 337-5111

**Q: Where can I find more information about Brooks and Helix?**

A: You can find more information about Brooks and Helix from various sources described in the section entitled WHERE YOU CAN FIND MORE INFORMATION beginning on page 115.

**Table of Contents**

**SUMMARY**

*This summary of the material information contained in this joint proxy statement/prospectus may not include all of the information that is important to you. To fully understand the merger, and for a more detailed description of the terms and conditions of the merger, you should carefully read this entire joint proxy statement/prospectus and the documents to which we have referred you. See the section entitled WHERE YOU CAN FIND MORE INFORMATION beginning on page 115. We have included page references parenthetically in this summary to direct you to a more detailed description of each topic located elsewhere in this joint proxy statement/prospectus.*

**Information about Brooks (page 88)**

Brooks Automation, Inc., a Delaware corporation, is a leading supplier of automation products and solutions primarily serving the worldwide semiconductor market. Brooks supplies hardware, software and services to both chip manufacturers and original equipment manufacturers who make semiconductor device manufacturing equipment. Brooks is a technology and market leader with offerings ranging from individual hardware and software modules to fully integrated systems as well as services to install and support its products worldwide. Although Brooks' core business addresses the increasingly complex automation requirements of the global semiconductor industry, Brooks is also focused on providing automation solutions for a number of related industries, including flat panel display manufacturing, data storage and other complex manufacturing.

As of June 30, 2005, Brooks had approximately 1,850 full-time employees worldwide, excluding temporary workers. Brooks' executive offices are located at 15 Elizabeth Drive, Chelmsford, Massachusetts 01824, and Brooks can be reached at (978) 262-2400. Brooks also maintains a website at [www.brooks.com](http://www.brooks.com).

**Information about Helix (page 89)**

Helix Technology Corporation, a Delaware corporation, is a world leader in the development, manufacture, and application of innovative vacuum technology solutions for the semiconductor, data storage and flat panel display markets. Helix's vacuum systems provide enabling technology for several key steps within the semiconductor manufacturing process, including ion implantation, physical vapor deposition, chemical vapor deposition and etch. Semiconductor manufacturers use Helix systems to create and maintain a vacuum environment, which is critical to their manufacturing processes. Helix is a leading provider of vacuum systems technology to the world's largest semiconductor capital equipment and semiconductor manufacturers, placing Helix at a critical point in their advanced technology manufacturing process. Helix's products are also used in a broad range of industrial manufacturing applications and advanced research and development laboratories. Helix provides an extensive range of global support and vacuum system monitoring services that it believes lower its end-users' total costs of ownership.

In February 2005, Helix acquired all the issued and outstanding shares of IGC Polycold Systems, Inc., a producer of high-speed water vapor cryopumping and cryogenic cooling products.

As of June 30, 2005, Helix had approximately 580 full-time employees worldwide, excluding temporary workers. Helix's executive offices are located at Nine Hampshire Street, Mansfield, Massachusetts 02048, and Helix can be reached at (508) 337-5500. Helix also maintains a website at [www.helixtechnology.com](http://www.helixtechnology.com).

**Information about Mt. Hood**

Mt. Hood is a Delaware corporation and wholly owned subsidiary of Brooks, recently formed for the purpose of effecting the merger with Helix. At the effective time of the merger, Mt. Hood will merge with and into Helix, with Helix as the surviving corporation. Immediately following the merger, Helix will be a wholly owned subsidiary of Brooks.

**Table of Contents**

**Risk Factors (beginning on page 18)**

There are risks Brooks and Helix stockholders should consider before determining whether to vote in favor of the Brooks merger proposal or the Helix merger proposal, as applicable. Risks associated with the merger include the following:

The market value of the Brooks common stock that Helix stockholders will receive in the merger may be lower than expected;

The merger is subject to conditions to closing that could result in the merger being delayed or not consummated, which could negatively impact Brooks or Helix's stock price and future business and operations;

Brooks and Helix may waive one or more of the conditions to the merger without resoliciting stockholder approval for the merger;

Directors and executive officers of Helix may have interests in the merger that are different from, or in addition to, the interests of Helix stockholders;

Brooks and Helix will incur substantial expenses whether or not the merger is completed;

Failure to complete the merger could negatively affect Brooks and Helix's stock prices and each company's future business and operations;

Uncertainty regarding the merger and the effects of the merger could adversely affect each company's relationships with its customers, suppliers, and strategic partners;

Brooks and Helix both depend on key personnel, and the loss of any of these key personnel because of uncertainty regarding the merger could hurt the businesses of Brooks, Helix or the combined company because of these employees' experience in the automation, vacuum technology and/or semiconductor industries;

The merger agreement limits Helix's ability to pursue an alternative transaction proposal to the merger and requires Helix to pay a termination fee and reimburse Brooks for its transaction expenses if it does; and

The merger may result in additional limitations on Brooks' ability to use its net operating loss carryforwards. Risks associated with Brooks after the merger include the following:

Brooks and Helix may be unable to successfully integrate their operations and realize the full cost savings each company anticipates;

Brooks expects to incur substantial e