

**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 8, 2019

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
(I.R.S. 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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, no par value	MKSI	Nasdaq Global Select Market

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On May 8, 2019, Gerald G. Colella, the Chief Executive Officer of MKS Instruments, Inc. (the “Company”) announced his retirement as Chief Executive Officer of the Company, effective January 1, 2020. Mr. Colella will continue to serve as a member of the Board of Directors of the Company (the “Board”) after his retirement.

On May 8, 2019, John R. Bertucci, the Chairman of the Board, announced his retirement from the Board, effective immediately following the Company’s 2020 Annual Meeting of Shareholders. Mr. Bertucci will serve as Chairman Emeritus upon his retirement from the Board. In addition, the Board appointed Mr. Colella as Chairman of the Board effective upon Mr. Bertucci’s retirement.

(c) On May 8, 2019, the Board appointed John T.C. Lee, the Company’s President and Chief Operating Officer, as Chief Executive Officer of the Company, effective January 1, 2020. Dr. Lee will continue to serve as President of the Company when he assumes his new role as Chief Executive Officer. Dr. Lee, age 56, joined the Company in 2007 and has served as the Company’s President and Chief Operating Officer since May 2018. Prior to that, he served in several different roles at the Company of increasing responsibility including Senior Vice President and Chief Operating Officer, Senior Vice President of Business Units, Senior Vice President of one of the Company’s business units and Group Vice President within one of the Company’s business units.

To the extent that any information called for by Item 5.02(c)(3) is not determined or is unavailable, the Company will provide such information, if required, in an amendment to this Form 8-K within four (4) business days after the information is determined or becomes available.

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

The following sets forth the results of voting by shareholders at the 2019 Annual Meeting held on May 8, 2019:

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

Director Nominee	Votes For	Votes Withheld
Jacqueline F. Moloney	45,790,124	1,582,356
Michelle M. Warner	47,231,311	141,169

There were 2,802,580 broker non-votes of shares on this proposal.

b) Approval of compensation paid to the Company’s Named Executive Officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and any related material disclosed in the Proxy Statement for this meeting:

Votes For	Votes Against	Votes Abstained
45,566,047	1,644,758	161,675

There were 2,802,580 broker non-votes of shares on this proposal.

c) Ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2019:

Votes For	Votes Against	Votes Abstained
49,138,307	1,007,430	29,323

There were no broker non-votes for this proposal.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release dated May 9, 2019</u>

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 9, 2019

By: /s/ Kathleen F. Burke
Name: Kathleen F. Burke
Title: Senior Vice President, General Counsel & Secretary



MKS Instruments Announces CEO Succession Plan

ANDOVER, Mass., May 9, 2019 (GLOBE NEWSWIRE) — MKS Instruments, Inc. (NASDAQ: MKSI), a global provider of technologies that enable advanced processes and improve productivity, today announced that Gerald G. Colella will retire as Chief Executive Officer January 1, 2020. The Board of Directors has elected Dr. John T.C. Lee, who currently serves as President and Chief Operating Officer, to succeed Mr. Colella as Chief Executive Officer, effective January 1, 2020. Mr. Colella will take on the role of Chairman of the Board of Directors, following the company's annual meeting in May 2020, when John R. Bertucci, current Chairman of the Board, will retire from the Board and become Chairman Emeritus.

"I'm thrilled that John is going to lead MKS Instruments into the future. His hard work, extensive operating experience, proven technical skills, and dedication make John a strong leader," said Gerald G. Colella. "Since I became CEO in 2014, MKS has transformed into an industrial technology solutions provider. We've expanded into new geographies, delivered sustainable and profitable growth, and made transformational acquisitions that have positioned the company for long term outperformance. It has been my privilege to have led MKS for the past five years, and I am very proud to have worked alongside such talented executives and employees. I look forward to working closely with John and our Board to ensure a smooth transition."

Commenting on the CEO and Chairman transition, John R. Bertucci, Chairman of the Board, said, "We are deeply grateful for Jerry's innumerable contributions in his over thirty-six years of dedicated service to MKS and his success in building a world-class organization. We look forward to having him serve as Chairman of the Board and continuing to shape the future of MKS. We are pleased to welcome John Lee as Chief Executive Officer and believe that he will lead MKS to a bright future. With his increased responsibilities, John will drive our strategic direction, building upon and strengthening the company's success in the years ahead."

"I am confident in our company's ability to produce financial and operational excellence to drive sustainable and profitable growth, and I am honored to be succeeding Jerry as CEO next year," commented Dr. Lee. "I thank Jerry, John and our other directors for their trust in me to lead the company through this next exciting chapter for MKS."

Dr. Lee joined MKS in 2007. He has served as MKS' President and Chief Operating Officer since May 2018 after serving as Senior Vice President and Chief Operating Officer from November 2016 to May 2018, and as Group Vice President from October 2007 to November 2016. He previously served in various capacities in other technology industries, including semiconductor and solar as well as plasma processing research, at leading technology companies including Applied Materials, Lucent Technologies and AT&T Bell Labs. Dr. Lee holds a B.S. from Princeton University and both an M.S.C.E.P. and Ph.D. from the Massachusetts Institute of Technology, all in Chemical Engineering.

About MKS Instruments

MKS Instruments, Inc. is a global provider of instruments, subsystems and process control solutions that measure, monitor, deliver, analyze, power and control critical parameters of advanced manufacturing processes to improve process performance and productivity for our customers. Our products are derived from our core competencies in pressure measurement and control, flow measurement and control, gas and vapor delivery, gas composition analysis, residual gas analysis, leak detection, control technology, ozone generation and delivery, power, reactive gas generation, vacuum



technology, lasers, photonics, sub-micron positioning, vibration control, optics and laser-based manufacturing solutions. We also provide services relating to the maintenance and repair of our products, installation services and training. Our primary served markets include the semiconductor, industrial technologies, life and health sciences, and research and defense. Additional information can be found at www.mksinst.com.

SAFE HARBOR FOR FORWARD-LOOKING STATEMENTS

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding the future financial performance, business prospects and growth of MKS. These statements are only predictions based on current assumptions and expectations. Actual events or results may differ materially from those in the forward-looking statements set forth herein. Among the important factors that could cause actual events to differ materially from those in the forward-looking statements are the conditions affecting the markets in which MKS operates, including the fluctuations in capital spending in the semiconductor industry and other advanced manufacturing markets, fluctuations in net sales to our major customers, the ability of MKS to successfully integrate the recently acquired Electro-Scientific Industries, Inc.'s ("ESI") operations and employees, unexpected costs, charges or expenses resulting from the ESI acquisition, MKS' ability to realize anticipated synergies and cost savings from the ESI acquisition, the terms of our term loan, competition from larger or more established companies in MKS' markets; MKS' ability to successfully grow ESI's business; potential adverse reactions or changes to business relationships resulting from the ESI acquisition, the challenges, risks and costs involved with integrating the operations of the other companies we have acquired, the Company's ability to successfully grow our business, potential fluctuations in quarterly results, dependence on new product development, rapid technological and market change, acquisition strategy, manufacturing and sourcing risks, volatility of stock price, international operations, financial risk management, and the other factors described in MKS' most recent Annual Report on Form 10-K for the year ended December 31, 2018 filed with the SEC. MKS is under no obligation to, and expressly disclaims any obligation to, update or alter these forward-looking statements, whether as a result of new information, future events or otherwise after the date of this press release.

Company Contact:

Seth H. Bagshaw

Senior Vice President, Chief Financial Officer and Treasurer

Telephone: 978.645.5578

Investor Relations Contacts:

Monica Gould

The Blueshirt Group

Telephone: 212.871.3927

Email: monica@blueshirtgroup.com

Lindsay Grant Savarese

The Blueshirt Group

Telephone: 212.331.8417

Email: lindsay@blueshirtgroup.com