

BROOKS AUTOMATION INC

Form 425

July 11, 2005

Filed by Brooks Automation, Inc.  
Pursuant to Rule 425 Under the Securities Act of 1933  
And Deemed Filed Pursuant to Rule 14a-12  
Under the Securities Exchange Act of 1934  
Subject Company: Brooks Automation, Inc.  
Commission File No. 000-25434

This filing relates to the proposed merger transaction pursuant to the terms of that certain Agreement and Plan of Merger, dated as of July 11, 2005 (the Merger Agreement ), by and among Brooks Automation, Inc., a Delaware corporation ( Brooks ), Helix Technology Corporation, a Delaware corporation ( Helix ), and Mt. Hood Corporation, a Delaware corporation and a wholly-owned subsidiary of Brooks. The Merger Agreement is on file with the Securities and Exchange Commission (the SEC ) as an exhibit to the Current Report on Form 8-K filed by each of Brooks and Helix on July 11, 2005, and is incorporated by reference into this filing.

The following is a form of letter to be used by Brooks to communicate with certain Brooks customers.

[DATE]

Dear Brooks Automation Customer,

Today Brooks Automation announced very important news the signing of a definitive agreement to acquire Helix Technology of Mansfield, Massachusetts. This important strategic combination of two highly complementary companies broadens our integrated automation systems offerings and positions us to improve our service and support capabilities, enabling us to better meet the needs of our combined worldwide customer base.

This transaction creates the largest subsystems supplier in the semiconductor industry with a market capitalization of more than \$1.1 billion (based on the closing price of Brooks stock on July 8, 2005) and trailing 12-month revenues of more than \$720 million. It is our belief that by increasing our footprint and financial stability, we will be a more viable and valuable supplier for our customers. The combined company will be known as Brooks Automation.

Many of you may recognize Helix as a market leader in highly specialized vacuum technology used in semiconductor and other vacuum-based processes. We view Helix's products and services as highly complementary and additive to our existing offerings, which we will continue to develop, enhance and support. Helix will also continue to develop, enhance and support its product lines which will retain the brand names (CTI-Cryogenics, Granville-Phillips, Polycold Systems) that are well respected and valued by their customers.

Going forward, Brooks and its customers stand to derive benefit from the shared experience, merged resources and combined cycles of learning of both companies. Both companies have many common core values and attributes such as operational excellence, technology leadership and outstanding customer service. As such, Brooks does not anticipate any significant disruptions arising from this transaction to either company's business.

We want to assure you that as we proceed through the normal course of regulatory and shareholder approvals, Brooks will continue providing you with the high quality products and services you have come to expect. In other words, meeting and exceeding your expectations remains our number one priority. We expect the transaction to be completed in the fourth calendar quarter of 2005 and the subsequent

integration to be smooth and streamlined. I am confident that Brooks, together with the Helix team, will be able to bring the same focus and dedication to delivering quality and value to our customers as we have in the past. We value your continued business and look forward to building upon our strong relationship.

Sincerely,

Edward C. Grady  
President and Chief Executive Officer  
Brooks Automation

### **Important Additional Information to be Filed with the SEC**

In connection with the proposed transaction, Brooks plans to file a Registration Statement on Form S-4 containing a Joint Proxy Statement/Prospectus with the Securities and Exchange Commission (SEC). Security holders of each company and other investors are urged to read the Registration Statement and any other relevant documents filed with the SEC, including the Joint Proxy Statement/Prospectus that will be part of the Registration Statement, when they become available because they will contain important information about Brooks, Helix, the proposed transaction and related matters. The final Joint Proxy Statement/Prospectus will be mailed to stockholders of Brooks and Helix. Security holders and investors of Brooks and Helix will be able to obtain free copies of the Registration Statement and the Joint Proxy Statement/Prospectus, when they become available, as well as other filings with the SEC that will be incorporated by reference into such documents, containing information about Brooks and Helix, without charge, at the SEC's Internet site (<http://www.sec.gov>). These documents can also be obtained, without charge, by directing a request to Brooks Automation, 15 Elizabeth Drive, Chelmsford, MA 01824, Attention: Investor Relations Dept., telephone: 978-262-2602, or at [mark.chung@brooks.com](mailto:mark.chung@brooks.com); or to Helix Technology Corporation, Nine Hampshire Street, Mansfield, MA 02048, Attention: Investor Relations Dept., telephone: (508) 337-5111, or at [investors@helixtechnology.com](mailto:investors@helixtechnology.com). In addition, investors and security holders may access copies of the documents filed with the SEC by Brooks or Helix on their respective Web sites at [www.brooks.com](http://www.brooks.com) or [www.helixtechnology.com](http://www.helixtechnology.com).

### **Participants in Solicitation**

Brooks, Helix and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from Brooks and Helix stockholders in respect of the proposed transaction. Information regarding Brooks' participants is available in Brooks' Annual Report on Form 10-K for the year ended September 30, 2004, and the proxy statement, dated January 10, 2005, for its 2005 annual meeting of stockholders, which are filed with the SEC. Information regarding Helix's participants is available in Helix's Annual Report on Form 10-K for the year ended December 31, 2004, and the proxy statement, dated May 2, 2005, for its 2005 annual meeting of stockholders, which are filed with the SEC. Additional information regarding interests of such participants will be included in the Registration Statement containing the Joint Proxy Statement/Prospectus to be filed with the SEC.

**Cautionary Statement Concerning Forward-Looking Statements.** Statements regarding the proposed transaction, and the expected timetable for completing the transaction, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These may include statements concerning the benefits of the proposed transaction, the combined company's status as a premier provider of integrated subsystems solutions primarily for the semiconductor capital equipment market; trends in the semiconductor manufacturing industry, including the trend among semiconductor capital equipment manufacturers to outsource production of certain of their systems and growth trends within the market segments in which the combined company will compete; the strength, profitability and capabilities of the combined company; the ability of the combined company to achieve efficiencies, profitability and growth; the capabilities and market acceptance of the combined company's products going forward; the impact of the acquisition and merger in mitigating the volatility of financial performance; and the importance of size and scale as a factor in competing in the market segments in which the combined company will operate. Such

statements are based upon the current beliefs and expectations of Brooks and Helix's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. Any statements that are not statements of historical fact (including statements containing the words believes, plans, anticipates, expects, estimates and similar expressions) should also be considered to be forward-looking statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including: the ability to obtain governmental approvals of the transaction on the proposed terms and schedule; the failure of Brooks and Helix stockholders to approve the transaction; the ability of Brooks to successfully integrate Helix's operations and employees; the risk that the cost savings and any other synergies from the transaction may not be fully realized or

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may take longer to realize than expected; disruption from the transaction making it more difficult to maintain relationships with customers and employees; and competition and its effect on pricing, spending, third-party relationships and revenues. Additional factors that may affect future results are contained in Brooks' and Helix's filings with the SEC, including Brooks' Annual Report on Form 10-K for the year ended September 30, 2004 and Helix's Annual Report on Form 10-K for the year ended December 31, 2004, which are available at the SEC's Internet site (<http://www.sec.gov>). The information set forth herein speaks only as of the date hereof, and Brooks and Helix disclaim any intention or obligation to update any forward-looking statements as a result of developments occurring after the date set forth herein.