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BROOKS AUTOMATION INC
Form S-4
December 19, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 19, 2001

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-4
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
BROOKS AUTOMATION, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	3559	04-3040660
(State or other jurisdiction of incorporation or organization)	(Primary standard industrial classification code number)	(I.R.S. employer identification no.)

15 ELIZABETH DRIVE
CHELMSFORD, MASSACHUSETTS 01824
(978) 262-2400
(Address, including zip code, and telephone number, including area code of
registrant's principal executive offices)

ROBERT J. THERRIEN
BROOKS AUTOMATION, INC.
15 ELIZABETH DRIVE
CHELMSFORD, MASSACHUSETTS 01824
(978) 262-2400
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPIES TO:

LAWRENCE M. LEVY, ESQ.
BROWN, RUDNICK, FREED & GESMER
ONE FINANCIAL CENTER
BOSTON, MASSACHUSETTS 02111
(617) 856-8200

ROBERT L. BIRNBAUM, ESQ.
FOLEY, HOAG & ELIOT LLP
ONE POST OFFICE SQUARE
BOSTON, MASSACHUSETTS 02109
(617) 832-1000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE OF THE SECURITIES TO THE
PUBLIC: As soon as practicable after this Registration Statement becomes
effective and all other conditions of the proposed merger described herein have
been satisfied or waived.

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If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. []

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. []

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXI AGGREGATE OFFE PRICE (2)
Common Stock, \$.01 par value per share.....	16,120,000 shares	\$19.99	\$619,690,00
Rights to Purchase Preferred Stock (3).....	--	--	--

- (1) Based upon the estimated maximum number of shares of the Registrant's common stock issuable in the merger described herein to stockholders of PRI Automation, Inc. ("PRI").
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(f) under the Securities Act of 1933, as amended. This fee is based upon (i) \$19.99, the average of the high and low sale prices per share of common stock, par value \$0.01 per share, of PRI on the Nasdaq National Market on December 13, 2001 and (ii) 31,000,000, the estimated maximum number of shares of PRI common stock to be acquired by the Registrant pursuant to the merger assuming, among other things, that all outstanding options to acquire PRI common stock that vest on or before July 31, 2002 are exercised prior to the merger.
- (3) Pursuant to a Rights Agreement entered into in 1997, one right is deemed to be delivered with each share of common stock issued by the Registrant. The rights currently are not separately transferable apart from the common stock, nor are they exercisable until the occurrence of certain events. Accordingly, no independent value has been attributed to the rights.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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THE INFORMATION IN THIS JOINT PROXY STATEMENT/PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. BROOKS AUTOMATION, INC. MAY NOT ISSUE THE COMMON STOCK TO BE ISSUED IN CONNECTION WITH THE TRANSACTIONS DESCRIBED IN THIS JOINT PROXY STATEMENT/PROSPECTUS UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS JOINT PROXY STATEMENT/PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES NOR A SOLICITATION OF AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION, DATED DECEMBER 19, 2001.

[BROOKS LOGO]

, 2002

Dear Brooks Stockholders:

The Brooks Automation, Inc. 2002 Annual Meeting of Stockholders will be held on March , 2002 at 10:00 a.m. Eastern Standard Time at our corporate headquarters, 15 Elizabeth Drive, in Chelmsford, Massachusetts. I would like to explain the proposals that will be considered at the meeting and why I need you to vote with management on these proposals.

Proposal No. 1 asks for your vote in favor of the issuance of shares of Brooks common stock to complete the transaction to acquire PRI Automation, Inc. As you know, the semiconductor industry that we serve, while full of opportunity and growth, poses many challenges with its rapidly changing technology and cyclical economic trends. In this dynamic environment, it is essential for a company to be able to provide more complete solutions and accelerate its learning cycles, while strengthening its financial standing. One of the important ways of accomplishing these objectives is through acquisitions of other companies such as PRI. This acquisition is extremely complementary to the existing Brooks product line and business structure, and only strengthens our position as the leader in the highly competitive automation market. The new company will be known as Brooks-PRI Automation, Inc., and will continue to be traded under the symbol "BRKS." I urge you to vote in favor of Proposal No. 1.

Upon your favorable vote for Proposal No. 1, you will be asked in Proposal Nos. 4 and 5 to approve two amendments to our certificate of incorporation. The first amendment (Proposal No. 4) will be an increase in the number of authorized shares of Brooks common stock from 43,000,000 to 100,000,000, since the number of shares outstanding and reserved for issuance would exceed the current authorized limit if we complete the acquisition of PRI. This increase also would allow the Brooks management team to have the financial instruments necessary to continue to execute our strategy of growing the company and bringing value to the stockholders. The second amendment (Proposal No. 5) will be the change in the combined company's name to Brooks-PRI Automation, Inc. Also, after approving of Proposal No. 1, you will be asked in Proposal No. 6 to amend Brooks' 1995 Employee Stock Purchase Plan to increase the number of shares reserved for issuance from 750,000 to 1,500,000. It is important to know that these proposals (Nos. 1, 4, 5 and 6) need your vote, and I urge you to vote "in favor" of them all.

In addition to your vote in favor of Proposal No. 1, we need your vote in Proposal No. 3 to elect five directors to serve for the ensuing year. If Proposal No. 1 is approved, we will expand the board from five to seven and appoint two representatives from PRI Automation, Mitchell G. Tyson and Kenneth M. Thompson, to serve for the ensuing year.

In Proposal No. 7, we ask for your vote on the amendment of Brooks' 1993 Nonemployee Director Stock Option Plan to increase the number of shares of Brooks common stock reserved for grants thereunder. If Proposal No. 1 is approved, 500,000 additional shares will be reserved for issuance under the

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Directors Plan and the size of the initial and annual grants made under that plan will be increased. If Proposal No. 1 is not approved, 300,000 additional shares will be reserved. Proposal No. 8 asks for your vote to amend our 2000 Combination Stock Option Plan to increase the number of shares of Brooks common stock reserved for option grants. If Proposal No. 1 is approved, 5,000,000 additional shares would be reserved; or else if Proposal No. 1 is not approved, 2,000,000 additional shares would be reserved for this Plan. The purpose of these increases is to enable Brooks to award stock options to its employees and nonemployee directors. Without these additional shares, Brooks could be at a disadvantage in attracting and retaining valuable persons necessary to achieve success. I urge you to vote in favor of Proposal Nos. 7 and 8.

Finally, Proposal No. 2 asks for your vote in favor of granting our management team the authority to adjourn the Brooks annual meeting in the event that we do not receive sufficient votes to approve Proposal Nos. 1 or 4, so that our board of directors can solicit additional proxies in favor of the proposals.

The accompanying joint proxy statement/prospectus provides detailed information about Brooks and PRI and the merger, as well as each of the other proposals described above. A copy of the merger agreement is included as Appendix A to the joint proxy statement/prospectus. We have also enclosed a copy of Brooks' annual report for 2001 which contains additional information about Brooks. Please give all of this information your careful attention. In particular, you should carefully consider the discussion in the section entitled "Risk Factors" beginning on page 20 of the joint proxy statement/prospectus.

Our common stock is listed on the Nasdaq National Market under the symbol "BRKS." On December 18, 2001, the last reported sale price of our common stock was \$42.10 per share.

On behalf of the board of directors, I urge you strongly to vote in favor of these proposals. Your vote is important to our company, and all items need to be voted. For your convenience, I have summarized the proposals below.

Sincerely,

Robert J. Therrien
President & Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of this transaction or the securities of Brooks to be issued in the merger, or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated _____, and was first mailed to stockholders on or about _____.

SUMMARY OF BROOKS ANNUAL MEETING BALLOT PROPOSALS

PROPOSAL NO. -----	MANAGEMENT RECOMMENDATION -----
1.	In Favor
Approve the issuance of Brooks common stock in the Brooks-PRI merger; the approval will include the approval of the appointment of Mitchell G. Tyson and Kenneth M. Thompson, two representatives from PRI, to the Brooks board of directors;	

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- | | | |
|----|--|----------|
| 2. | If necessary, adjourn the Brooks 2002 annual meeting until sufficient votes to approve Proposal Nos. 1 and 4 are obtained; | In Favor |
| 3. | Elect 5 directors to Brooks' board of directors; | In Favor |
| 4. | Increase the authorized number of shares of Brooks common stock from 43,000,000 to 100,000,000 if Proposal No. 1 is approved; | In Favor |
| 5. | Change the company name to Brooks-PRI Automation, Inc. if Proposal No. 1 is approved; | In Favor |
| 6. | Increase the number of shares of Brooks common stock reserved for issuance under the 1995 employee stock purchase plan from 750,000 to 1,500,000 if Proposal No. 1 is approved; | In Favor |
| 7. | Increase the number of shares of Brooks common stock reserved for issuance under the 1993 nonemployee director stock option plan by an additional 500,000 shares and to increase the size of the initial and annual grants made under the plan if Proposal No. 1 is approved; otherwise, increase the shares reserved by an additional 300,000 shares; | In Favor |
| 8. | Increase the number of shares of Brooks common stock reserved for issuance under the 2000 combination stock option plan by an additional 5,000,000 shares if Proposal No. 1 is approved; otherwise, increase the shares reserved by an additional 2,000,000 shares; and | In Favor |
| 9. | Brooks stockholders will also consider any other matters that may properly come before the annual meeting or any adjournment or postponement of the annual meeting. | |

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS OF

BROOKS AUTOMATION, INC.
TO BE HELD ON MARCH , 2002

The Annual Meeting of Stockholders of Brooks Automation, Inc. will be held on March , 2002 at 10:00 a.m., local time, at the company's corporate headquarters located at 15 Elizabeth Drive, Chelmsford, Massachusetts 01824, for the following purposes:

1. To consider and vote upon the proposal to issue shares of Brooks common stock, par value \$.01 per share, in the acquisition by Brooks of PRI Automation, Inc., in accordance with the Amended and Restated Agreement and Plan of Merger dated as of December 18, 2001, among Brooks, Pontiac Acquisition Corp., and PRI. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Appendix A.
2. To consider and vote upon a proposal to grant Brooks' management the discretionary authority to adjourn the annual meeting to a date or dates not later than April , 2002, if necessary to enable Brooks' management to solicit additional proxies in favor of Proposal Nos. 1 and 4.
3. To elect five directors to serve for the ensuing year and until their successors are duly elected.
4. If Proposal No. 1 is approved, to consider and vote upon a proposal to amend Brooks' certificate of incorporation to increase the number of authorized shares of common stock from 43,000,000 to 100,000,000. Even if Proposal No. 4 is approved, the amendment to the certificate of incorporation will only take effect if the merger is completed.

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5. If Proposal No. 1 is approved, to consider and vote upon a proposal to amend Brooks' certificate of incorporation to change the name of Brooks to "Brooks-PRI Automation, Inc." Even if Proposal No. 5 is approved, the amendment to the certificate of incorporation will only take effect if the merger is completed.

6. If Proposal No. 1 is approved, to consider and vote upon a proposal to amend Brooks' 1995 Employee Stock Purchase Plan to increase the number of shares reserved for issuance under the plan from 750,000 to 1,500,000. Even if Proposal No. 6 is approved, the amendment to the stock purchase plan will only take effect if the merger is completed.

7. To consider and vote upon a proposal to amend Brooks' 1993 Nonemployee Director Stock Option Plan for the following purposes: (i) if Proposal No. 1 is approved, to increase the shares reserved for issuance thereunder from 190,000 to 690,000, and to effect additional changes relating to grants of options under the plan; or (ii) if Proposal No. 1 is not approved, to increase the number of shares reserved for issuance under the plan from 190,000 to 490,000.

8. To consider and vote upon a proposal to amend Brooks' 2000 Combination Stock Option Plan for the following purpose: (i) if Proposal No. 1 is approved, to increase the number of shares reserved for issuance under the plan from 1,000,000 to 6,000,000; or (ii) if Proposal No. 1 is not approved, to increase the number of shares reserved for issuance under the plan from 1,000,000 to 3,000,000.

9. To transact such other business as may properly come before the meeting.

The Board of Directors has fixed February , 2002 as the record date for determining the stockholders entitled to notice of, and to vote at, the Annual Meeting.

All stockholders are cordially invited to attend the Annual Meeting. To ensure your representation at the Annual Meeting, however, you are urged to authorize your proxy by following one of these steps as promptly as possible:

(A) Complete, date, sign and return the enclosed Proxy Card (a postage-prepaid envelope is enclosed for that purpose); or

(B) Vote via the Internet (see the instructions on the enclosed Proxy Card); or

(C) Vote via telephone (toll-free) in the United States and Canada (see the instructions on the enclosed Proxy Card).

The Internet and telephone voting procedures are designed to authenticate stockholders' identities, to allow stockholders to vote their shares and to confirm that their instructions have been properly recorded. Specific instructions to be followed by any registered stockholder interested in voting via the Internet or telephone are set forth on the enclosed Proxy Card.

Any stockholder attending the Annual Meeting may vote in person even if that stockholder has returned a Proxy Card or voted via the Internet or telephone.

By Order of the Board Of Directors

LAWRENCE M. LEVY,
Secretary

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Chelmsford, Massachusetts
, 2002

YOUR VOTE IS IMPORTANT

YOU ARE URGED TO PROMPTLY AUTHORIZE YOUR PROXY BY FOLLOWING THE VOTING INSTRUCTIONS, SO THAT IF YOU ARE UNABLE TO ATTEND THE ANNUAL MEETING YOUR SHARES MAY NEVERTHELESS BE VOTED. HOWEVER, YOUR PROXY MAY BE REVOKED AT ANY TIME PRIOR TO EXERCISE BY FILING WITH THE SECRETARY OF THE COMPANY A WRITTEN REVOCATION, BY AUTHORIZING A PROXY (BY EXECUTING A PROXY OR BY MAKING AN AUTHORIZED INTERNET OR TELEPHONE COMMUNICATION) AT A LATER DATE, OR BY ATTENDING AND VOTING AT THE ANNUAL MEETING.

THE INFORMATION IN THIS JOINT PROXY STATEMENT/PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. BROOKS AUTOMATION, INC. MAY NOT ISSUE THE COMMON STOCK TO BE ISSUED IN CONNECTION WITH THE TRANSACTIONS DESCRIBED IN THIS JOINT PROXY STATEMENT/PROSPECTUS UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS JOINT PROXY STATEMENT/PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES NOR A SOLICITATION OF AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION, DATED DECEMBER 19, 2001

[PRI AUTOMATION LOGO]

, 2002

Dear PRI Automation, Inc. Stockholders:

PRI Automation, Inc. will hold a special meeting of stockholders on March , 2002 at 2:00 p.m. Eastern Standard Time at the offices of Foley, Hoag & Eliot LLP, One Post Office Square, Sixteenth Floor, Boston, Massachusetts 02109. I would like to explain the proposals that will be considered at the meeting and why you should vote with management on these proposals.

Proposal No. 1, the principal reason for this special meeting, is to ask for your vote in favor of Brooks Automation, Inc.'s proposed acquisition of PRI. As you know, in recent years PRI established and pursued a vision for a fully integrated solution to automate semiconductor fabs. We have made significant progress toward that vision, expanding our capabilities to include hardware, software and services and both end-user and OEM automation systems. We believe that by uniting our resources with Brooks, which has complementary product lines, we can more rapidly realize this vision. We believe this combination will strengthen our product portfolio, financial position, and ability to deliver more value to stockholders, customers and employees. The semiconductor industry that we serve, while full of opportunity for growth, poses many challenges with its rapidly changing technology and cyclical economic trends. We believe that the combined company, to be known as Brooks-PRI Automation, Inc., will be the leader in the growing automation market. I urge you to vote in favor of Proposal No. 1.

Proposal No. 2 is to ask for your vote in favor of granting our management the authority to adjourn the PRI special meeting in the event that we do not receive sufficient votes to approve Proposal No. 1, so that our management can solicit additional proxies in favor of the proposal.

Proposal No. 3 is to ask for your vote in favor of an amendment to PRI's 2000 employee stock purchase plan to increase the maximum number of shares in the plan to 850,000. These shares are a crucial element of our ongoing strategy for rewarding and retaining key employees and enabling all our employees to

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become stockholders of PRI. I recommend that you vote in favor of this proposal.

The accompanying joint proxy statement/prospectus provides detailed information about Brooks and PRI and the merger, as well as the other proposals described above. Please give this information your careful attention. In particular, you should carefully consider the discussion in the section entitled "Risk Factors" beginning on page 20.

Our common stock is listed on the Nasdaq National Market under the symbol "PRIA". On December 18, 2001, the last reported sale price of our common stock was \$21.14 per share.

On behalf of the board of directors, I strongly urge you to vote in favor of these proposals. Your vote is important to our company, and all of the items need to be voted. Thank you.

Sincerely,

Mitchell G. Tyson,
President and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of this transaction or the securities of Brooks to be issued in the merger, or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated _____, and was first mailed to stockholders on or about _____.

PRI AUTOMATION, INC.

805 MIDDLESEX TURNPIKE
BILLERICA, MASSACHUSETTS 01821

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON MARCH _____, 2002

NOTICE IS HEREBY GIVEN THAT a special meeting of stockholders of PRI Automation, Inc., a Massachusetts corporation, will be held on March _____, 2002 at the offices of Foley, Hoag & Eliot LLP, One Post Office Square, Sixteenth Floor, Boston, Massachusetts 02109, commencing at 2:00 p.m., local time, to consider and vote upon:

1. A proposal to approve and adopt the amended and restated agreement and plan of merger dated as of December 18, 2001 among Brooks Automation, Inc., Pontiac Acquisition Corp. and PRI;
2. A proposal to grant PRI's management the discretionary authority to adjourn the special meeting to a date or dates not later than April _____, 2002, if necessary to enable PRI's management to solicit additional proxies in favor of Proposal No. 1;
3. A proposal to approve an amendment to PRI's 2000 employee stock purchase plan to increase the maximum number of shares of PRI common stock that may be issued under the plan from 350,000 to 850,000; and
4. Such other business as may properly come before the special meeting or any adjournment of the meeting.

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Under Sections 85 through 98 of the Massachusetts Business Corporation Law, PRI stockholders who properly object to the proposal to approve and adopt the merger agreement have the right to demand an appraisal of, and payment for, their shares if PRI completes the merger. If the merger agreement is approved by the stockholders of PRI at the special meeting and the merger is effected by PRI, then any stockholder (1) who files with PRI, before the taking of the vote on the approval of such action, written objection to the proposed action stating that he, she or it intends to demand payment for his, her or its shares if the action is taken, and (2) whose shares are not voted in favor of such action, has or may have the right to demand in writing from the surviving corporation, within twenty days after the date of mailing to him, her or it of notice in writing that the merger has become effective, payment for his, her or its shares and an appraisal of the value thereof. The surviving corporation and any such stockholder shall in such case have the rights and duties and shall follow the procedure set forth in Sections 88 through 98 of the Massachusetts Business Corporation Law.

For a more complete description of your statutory appraisal rights, see "Special Meeting of PRI Stockholders -- Appraisal or Dissenters' Rights" beginning on page 43 and the full text of Sections 85 through 98 of the Massachusetts Business Corporation Law included as Appendix B to the accompanying joint proxy statement/prospectus.

PRI's board of directors has fixed the close of business on February , 2002 as the record date for the determination of the stockholders of PRI entitled to receive notice of the special meeting and to vote at the meeting or any adjournment of the meeting. Only stockholders of record at the close of business on that date are entitled to receive notice of the special meeting and to vote at the meeting and any adjournment of the meeting. PRI will make a list of the stockholders entitled to vote at the special meeting or any adjournment of the meeting available for inspection at its offices. Whether or not you plan to attend the special meeting, please promptly complete and return the enclosed proxy card in the reply envelope. Please see the instructions included with your proxy card.

By order of the Board of Directors

Robert L. Birnbaum,
Clerk

Dated: , 2002
Billerica, Massachusetts

YOUR VOTE IS IMPORTANT
PLEASE SIGN AND RETURN THE ENCLOSED PROXY CARD, WHETHER OR NOT YOU
PLAN TO ATTEND THE MEETING.

SOURCES OF ADDITIONAL INFORMATION

If you are a Brooks stockholder, this joint proxy statement/prospectus is accompanied by a copy of Brooks' annual report for the fiscal year ended September 30, 2001. For both Brooks and PRI stockholders, this joint proxy statement/prospectus incorporates important business and financial information about Brooks and PRI by reference to documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in this joint proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

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Brooks Automation, Inc. Investor Relations
 15 Elizabeth Drive
 Chelmsford, Massachusetts 01824
 Phone: (978) 262-5799

PRI Automation, Inc. Investor Relations
 805 Middlesex Turnpike
 Billerica, Massachusetts 01821
 Phone: (978) 670-4270

TO OBTAIN TIMELY DELIVERY OF REQUESTED DOCUMENTS IN ADVANCE OF THE
 STOCKHOLDER MEETINGS, YOU SHOULD MAKE YOUR REQUEST NO LATER THAN
 , 2002.

For more information on the matters incorporated by reference in this joint proxy statement/prospectus, please see "Where You Can Find More Information" on page 151.

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Each trademark, trade name or service mark of any other company appearing in this joint proxy statement/prospectus belongs to its holder.

QUESTIONS AND ANSWERS ABOUT THE MERGER

The following questions and answers are intended to address briefly some

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commonly asked questions regarding the merger. These questions and answers may not address all of the issues that may be important to you. Please refer to the more detailed information contained elsewhere in this joint proxy statement/prospectus, the appendices to this joint proxy statement/prospectus and the documents incorporated by reference into this joint proxy statement/prospectus.

Q: WHY ARE THE COMPANIES PROPOSING THE MERGER?

A: The Brooks board and the PRI board believe that by combining the highly complementary technologies, product lines, distribution channels and customer relationships of the two companies, the combined company will have the potential to realize long-term improved growth and profitability, and a stronger position in the semiconductor manufacturing equipment industry. To review the background and reasons for the merger in greater detail, see pages 47 through 70.

Q: DO THE BOARDS OF DIRECTORS OF BROOKS AND PRI RECOMMEND VOTING IN FAVOR OF THE MERGER?

A: Yes. The Brooks board of directors and the PRI board of directors each unanimously recommends voting in favor of the merger.

Q: WHAT WILL STOCKHOLDERS OF BROOKS RECEIVE IN THE MERGER?

A: Brooks stockholders will not receive any consideration in the merger, and the merger will not affect the number of shares of Brooks common stock that they hold. However, Brooks will be issuing shares of its common stock to PRI stockholders in connection with the merger, which will have a dilutive effect on the percentage ownership of each Brooks stockholder in the combined company.

Q: WHAT WILL STOCKHOLDERS OF PRI RECEIVE IN THE MERGER?

A: If the merger is completed, stockholders of PRI will receive 0.52 shares of Brooks common stock for each share of PRI common stock they hold. In addition, PRI stockholders will receive cash in lieu of any fractional shares of Brooks common stock.

Q: WHAT HAPPENS IF THE TRADING PRICE OF BROOKS OR PRI COMMON STOCK CHANGES BEFORE THE MERGER?

A: The number of shares of Brooks common stock to be issued for each share of PRI common stock will not be adjusted based upon changes in the market price of Brooks common stock or PRI common stock. As a result, the value of the Brooks common stock to be received in the merger will fluctuate as the market price of Brooks common stock fluctuates. Neither Brooks nor PRI has the right to terminate the merger agreement or to change the recommendation of its board of directors to its stockholders based on changes in the market price of Brooks or PRI common stock.

Q: ARE THERE RISKS I SHOULD CONSIDER IN DECIDING WHETHER TO VOTE FOR THE MERGER?

A: Yes. For example, the combined company might not realize the expected benefits of the merger. In evaluating the merger, you should carefully consider the risk factors discussed beginning on page 20.

Q: WHAT ARE THE TAX CONSEQUENCES OF THE TRANSACTION TO ME?

A: We anticipate that the acquisition of PRI by Brooks through the mergers described in this joint proxy statement/prospectus will constitute a

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tax-free reorganization for United States federal income tax purposes. Neither Brooks nor PRI will be obligated to complete the transaction unless each receives an opinion from its tax counsel to that effect. Assuming the transaction qualifies as a tax-free reorganization, PRI stockholders who exchange their PRI common stock solely for Brooks common stock in the transaction generally will not recognize gain or loss for United States federal income tax purposes, except for gain or loss recognized because of cash received instead of fractional shares. For a general discussion of the tax consequences of the transaction, see pages 70 through 74. The tax consequences to you will depend on the facts and circumstances of your own situation. Please consult your tax advisor for a full understanding of the tax consequences to you.

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Q: WHO WILL LEAD THE COMBINED COMPANY AFTER THE MERGER?

A: Upon completion of the merger, the Brooks board of directors will be expanded by two seats from five to seven members, and the two new positions will be filled by Mitchell G. Tyson, the current president and chief executive officer of PRI, and by Kenneth M. Thompson, a current member of the board of directors of PRI. Robert J. Therrien and Ellen B. Richstone will continue to serve as Brooks' president and chief executive officer, and senior vice president, finance and administration and chief financial officer, respectively. The other current officers of Brooks will continue to serve in their current positions. Mr. Tyson has agreed to serve as special assistant to the chief executive officer of Brooks for a period of six months from the date the merger is completed.

Q: WHEN AND WHERE ARE THE STOCKHOLDER MEETINGS RELATING TO THE MERGER?

A: The annual meeting of Brooks stockholders will be held at 10:00 a.m., local time on March , 2002 at the company's corporate headquarters located at 15 Elizabeth Drive, Chelmsford, Massachusetts 01824.

The special meeting of PRI stockholders will be held at 2:00 p.m., local time on March , 2002 at the offices of Foley, Hoag & Eliot LLP, One Post Office Square, Sixteenth Floor, Boston, Massachusetts 02109.

Q: WHAT SPECIFIC PROPOSALS ARE BROOKS STOCKHOLDERS BEING ASKED TO CONSIDER?

A: Brooks stockholders are being asked to approve:

- the issuance of shares of Brooks common stock in the merger;
- the grant to Brooks' management of the discretionary authority to adjourn the annual meeting to a date or dates not later than April , 2002, if necessary to enable Brooks' management to solicit additional proxies in favor of the merger proposal or the proposal to increase the number of authorized shares of Brooks common stock;
- the election of five directors to serve Brooks for the ensuing year until their successors are duly elected;
- the amendment of Brooks' certificate of incorporation to increase the number of authorized shares of Brooks common stock from 43,000,000 to 100,000,000 if the merger is completed;
- the amendment of Brooks' certificate of incorporation to change Brooks' name to "Brooks-PRI Automation, Inc." if the merger is completed;

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- the amendment of Brooks' employee stock purchase plan to increase the number of shares reserved for issuance under the plan from 750,000 to 1,500,000 if the merger is completed;
- the amendment of Brooks' nonemployee director stock option plan to increase the number of shares reserved for issuance under the plan from 190,000 to 690,000 if the merger is completed, or from 190,000 to 490,000 if the merger is not completed, and to effect additional changes relating to grants of options under that plan if the merger is completed; and
- the amendment of Brooks' 2000 combination stock option plan to increase the number of shares reserved for issuance under the plan from 1,000,000 to 6,000,000 if the merger is completed, or from 1,000,000 to 3,000,000 if the merger is not completed.

Q: WHAT SPECIFIC PROPOSALS ARE PRI STOCKHOLDERS BEING ASKED TO CONSIDER?

A: PRI stockholders are being asked to approve:

- the adoption of the merger agreement and the merger;
- the grant to PRI's management of the discretionary authority to adjourn the special meeting to a date or dates not later than April , 2002, if necessary to enable PRI's management to solicit additional proxies in favor of the merger proposal; and

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- an amendment to PRI's 2000 employee stock purchase plan to increase the maximum number of shares of PRI common stock that may be issued under the plan from 350,000 to 850,000.

Q: WHAT ARE THE ADJOURNMENT PROPOSALS?

A: In the adjournment proposals, Brooks and PRI are asking their stockholders to grant their respective managements the discretionary authority to adjourn the Brooks annual meeting and the PRI special meeting, respectively, to a date or dates not later than April , 2002 if the number of shares voting in favor of that party's respective merger proposal or Brooks' proposal to increase its authorized common stock is insufficient to approve the proposal. Adjourning the stockholder meetings to a later date will provide additional time to solicit proxies in favor of the proposals.

The board of directors of each company recommends that its stockholders vote FOR the adjournment proposal.

Q: WHAT VOTE IS REQUIRED TO APPROVE THE PROPOSALS? WHAT IF I DON'T VOTE?

A: Brooks stockholders: Assuming a quorum is present, approval of the issuance of Brooks common stock in the merger, the adjournment proposal, and approval of the amendments to the stock purchase and option plans will require the affirmative vote of the holders of a majority of the shares of Brooks common stock present in person or represented by proxy at the annual meeting and entitled to vote.

Approval of the proposals to amend Brooks' certificate of incorporation will require the affirmative vote of the holders of a majority of all outstanding shares of Brooks common stock. The directors will be elected by a plurality of votes properly cast at the annual meeting.

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Abstentions will have no effect on the outcome of the vote for the election of directors, but will have the same effect as votes cast against the other proposals, even though the stockholder so abstaining intends a different interpretation.

If you do not instruct your broker how to vote, your broker nonvote will have the same effect as a vote cast against the proposals to amend Brooks' certificate of incorporation but will have no effect on the election of directors or the other proposals.

The Brooks board of directors unanimously recommends that Brooks stockholders vote FOR the issuance of the shares of Brooks common stock in connection with the merger, FOR the election of five directors to Brooks' board and FOR all of the other proposals contained in the notice of meeting.

PRI stockholders: Assuming a quorum is present, the merger proposal requires the affirmative vote of the holders of a majority of the outstanding shares of PRI common stock (including the PRI Canada exchangeable shares) outstanding on the record date. If you abstain or your broker does not vote your shares, that abstention or broker nonvote will have the same effect as a vote against the merger proposal. The adjournment proposal and the proposal to amend PRI's 2000 employee stock purchase plan each require a majority of the votes properly cast on the proposals at the special meeting. If you abstain or your broker does not vote your shares, your abstention or broker nonvote will not affect the outcome of the vote on these proposals.

The PRI board of directors unanimously recommends that its stockholders vote FOR the merger proposal, FOR the adjournment proposal and FOR the proposal to amend PRI's 2000 employee stock purchase plan.

Q: HAVE ANY STOCKHOLDERS OF BROOKS OR PRI AGREED TO VOTE IN FAVOR OF THE MERGER?

A: Yes. The directors and executive officers of PRI, who collectively hold, as of December 7, 2001, approximately 4.9% of the PRI common stock outstanding on that date, have each agreed to vote in favor of the merger. The directors and executive officers of Brooks, who collectively hold, as of December 7, 2001, approximately 5.4% of the Brooks common stock outstanding on that date, have each agreed to vote in favor of the merger. See "Related Agreements -- Voting Agreements."

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Q: DO THE DIRECTORS AND EXECUTIVE OFFICERS OF PRI HAVE ANY INTERESTS IN THE MERGER THAT ARE DIFFERENT FROM THOSE OF THE PRI STOCKHOLDERS?

A: Yes. For example, under the terms of the merger agreement, Brooks will increase the size of its board of directors to seven directors and appoint Mitchell G. Tyson, PRI's current president and chief executive officer, and Kenneth M. Thompson, currently a member of PRI's board of directors, to the board of directors of Brooks. In addition, many of PRI's executive officers have agreements with PRI that will entitle them to stated benefits after the closing of the merger. Brooks will also assume the stock options held by each of PRI's directors and executive officers, along with the stock options held by PRI's other employees.

Q: DO THE DIRECTORS AND EXECUTIVE OFFICERS OF BROOKS HAVE ANY INTERESTS IN THE MERGER THAT ARE DIFFERENT FROM THOSE OF THE BROOKS STOCKHOLDERS?

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A: Yes. For example, Robert J. Therrien, Brooks' president and a member of its board of directors, entered into an employment agreement with Brooks, effective as of October 1, 2001, that provides that Mr. Therrien will receive more favorable salary and supplemental retirement benefits if the merger with PRI is completed. Also, Brooks has approved a new, more favorable compensation package for its nonemployee directors that will become effective if the merger with PRI is completed.

Q: WHAT DO I NEED TO DO NOW?

A: After carefully reading and considering the information in this joint proxy statement/prospectus, please indicate on your proxy card how you want to vote. Then sign and mail the proxy card in the enclosed postage-paid return envelope as soon as possible, so that your shares will be voted in accordance with your instructions at your stockholder meeting. You may also attend your stockholder meeting in person instead of submitting a proxy. If you are a Brooks stockholder, you may also grant your proxy by telephone or over the Internet.

Q: WHAT IF MY SHARES ARE HELD IN STREET NAME BY MY BROKER? WILL MY BROKER VOTE FOR ME?

A: In general, your broker will vote your shares only if you provide instructions on how to vote. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. Without instructions, your shares may not be voted.

Q: WHAT CONSTITUTES A QUORUM AT THE STOCKHOLDERS' MEETINGS?

A: For Brooks, a quorum is a majority of the outstanding shares entitled to vote which are present or represented by proxy at the annual meeting. For PRI, a quorum consists of a majority in interest of all stock issued and outstanding and entitled to vote at the special meeting. A quorum must exist for the transaction of business at the stockholders' meetings. If you submit a properly executed proxy card, even if you abstain from voting, your shares will be considered part of the quorum. Broker nonvotes, which are shares held by a broker or nominee that are represented at the stockholders' meeting, but with respect to which the broker or nominee is not empowered to vote on a proposal, are also included in determining the presence of a quorum.

Q: CAN I CHANGE MY VOTE AFTER I'VE RETURNED MY PROXY?

A: Yes. If you are a record holder of common stock, you may change your vote:

- by writing to the corporate secretary of Brooks or corporate clerk of PRI, as the case may be, before your company's stockholder meeting stating that you are revoking your proxy;
- by signing a later-dated proxy card and returning it by mail or, if you are a Brooks stockholder, by voting again by telephone or via the Internet, in each case before your company's stockholder meeting; or
- by attending the meeting of stockholders and voting in person. Merely attending the meeting, without voting in person, will not revoke any proxy previously delivered by you.

If your shares are held in an account at a brokerage firm or a bank, you should contact your brokerage firm or bank to change your vote.

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Q: WHEN DO YOU EXPECT THE MERGER TO BE COMPLETED?

A: We are working to complete the merger in March 2002. However, the merger is subject to various conditions and we cannot predict the exact timing.

Q: SHOULD BROOKS STOCKHOLDERS SEND IN THEIR STOCK CERTIFICATES?

A: No. Brooks stockholders will continue to own their shares of Brooks common stock after the merger and should continue to hold their stock certificates.

Q: SHOULD PRI STOCKHOLDERS SEND IN THEIR STOCK CERTIFICATES NOW?

A: No. After we complete the merger, Brooks will send instructions to PRI stockholders explaining how to exchange their certificates for PRI common stock for certificates for the appropriate number of shares of Brooks common stock.

Q: WHAT WILL HAPPEN TO BROOKS OPTIONS HELD BY EMPLOYEES OF BROOKS?

A: The merger will not affect outstanding options to purchase Brooks common stock held by employees of Brooks.

Q: WHAT WILL HAPPEN TO PRI OPTIONS HELD BY EMPLOYEES AND DIRECTORS OF PRI?

A: All outstanding options to purchase PRI common stock held by employees and directors of PRI will be assumed by Brooks. Each option will remain subject to the same terms and conditions set forth in PRI's stock option plans. Each option will be exercisable for the number of shares of Brooks common stock that is equal to the number of shares of PRI common stock subject to the options immediately prior to the merger, multiplied by 0.52. The exercise price of each assumed option will be correspondingly adjusted by dividing it by 0.52.

Q: WHAT WILL HAPPEN TO PRI CANADA EXCHANGEABLE SHARES?

A: At the effective time of the merger, each outstanding PRI Canada exchangeable share will automatically become exchangeable for 0.52 shares of Brooks common stock. The holders of PRI Canada exchangeable shares are not entitled to a separate class vote on the merger proposal. In addition, the PRI special voting share will be converted automatically into a Brooks special voting share carrying a number of votes at meetings of Brooks stockholders equal to the number of outstanding PRI Canada exchangeable shares (other than those held by Brooks or any of its subsidiaries) multiplied by 0.52.

Q: IF I DO NOT APPROVE THE MERGER, AM I ENTITLED TO DISSENTERS'/APPRAISAL RIGHTS?

A: Under Delaware law, holders of Brooks common stock are not entitled to any appraisal or dissenters' rights. If you are a holder of PRI common stock who does not vote in favor of the merger and who otherwise complies with the applicable procedures under Massachusetts law, you will be entitled to appraisal rights. To review your appraisal rights with respect to your PRI shares, see "Special Meeting of PRI Stockholders -- Appraisal or Dissenters' Rights."

Q: WHO CAN ANSWER QUESTIONS?

A: If you have additional questions about the merger or about the solicitation of your proxy, you should contact:

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Brooks Automation, Inc.
Investor Relations
15 Elizabeth Drive
Chelmsford, Massachusetts 01824
Phone: (978) 262-5799

PRI Automation, Inc.
Investor Relations
805 Middlesex Turnpike
Billerica, Massachusetts 01821
Phone: (978) 670-4270

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SUMMARY

This summary highlights selected information from this joint proxy statement/prospectus. It may not contain all of the information that is important to you. To better understand the merger, we urge you to read carefully this entire joint proxy statement/prospectus and the documents we refer to in this joint proxy statement/prospectus. Please see "Where You Can Find More Information" on page 151. We have included page references directing you to a more complete description of each item presented in this summary. In this joint proxy statement/prospectus, we often refer to the "combined company," which means, following the merger, Brooks and its subsidiaries.

This summary includes a discussion of the material provisions of the merger agreement. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Appendix A. We urge you to read carefully the entire merger agreement because it is the primary legal document that governs the merger.

THE COMPANIES

BROOKS AUTOMATION, INC.

Brooks is a leading supplier of integrated factory automation solutions for global semiconductor manufacturing and related industries. Brooks has distinguished itself as a technology and market leader, particularly in the demanding cluster-tool vacuum-processing environment and in integrated factory automation software applications. Brooks' automation solutions are designed to optimize equipment and factory productivity. These solutions include tool automation modules, complete semiconductor wafer handling systems, factory interface solutions and automation software and integration services. Brooks is a Delaware corporation and was incorporated in 1989. Brooks' principal offices are located at 15 Elizabeth Drive, Chelmsford, Massachusetts 01824 and its telephone number is (978) 262-2400. Brooks' corporate website is www.brooks.com. The information on Brooks website is not incorporated by reference in this joint proxy statement/prospectus.

PRI AUTOMATION, INC.

PRI Automation, Inc. is a leading global supplier of advanced automation systems, software and services for the semiconductor industry. PRI offers complete and flexible solutions that address a wide range of automation requirements for semiconductor manufacturers and for OEM manufacturers of semiconductor process tools. PRI's key product areas are factory automation systems, tool automation systems, software products, and automation services and support. PRI's products support industry standards and provide customers with the option of purchasing PRI's integrated factory automation solutions or incorporating elements of PRI's systems into the customer's existing automation infrastructure. PRI is a Massachusetts corporation and has been in the semiconductor manufacturing automation industry since 1982. PRI's principal offices are located at 805 Middlesex Turnpike, Billerica, Massachusetts 01821

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and its telephone number is (978) 670-4270. PRI's corporate website is www.pria.com. The information on PRI's website is not incorporated by reference to this joint proxy statement/prospectus.

THE MERGER (SEE PAGE 45)

Brooks and PRI have entered into a merger agreement that provides for the merger of Pontiac Acquisition Corp., a Massachusetts corporation and a wholly owned subsidiary of Brooks, with and into PRI. Immediately following that merger, PRI will be merged with and into Brooks. Brooks will be the sole surviving company following the merger. Each share of PRI common stock, except for dissenting shares, will automatically be converted into 0.52 shares of Brooks common stock.

The Brooks common stock that holders of PRI common stock will receive as a result of the merger is traded and quoted on The Nasdaq National Market under the symbol "BRKS." Following the completion of the merger, the name of the combined company will be changed to Brooks-PRI Automation, Inc., and the common stock of the combined company will trade under the symbol "BRKS."

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RECOMMENDATIONS OF THE BOARDS OF DIRECTORS (SEE PAGES 52 AND 60)

The Brooks and PRI boards of directors have determined that the terms and conditions of the merger are advisable, and are fair to, and in the best interests of, each company and its stockholders. The Brooks board of directors unanimously recommends that Brooks stockholders vote FOR the issuance of the shares of Brooks common stock in connection with the merger, FOR the election of five directors to Brooks' board, FOR the adjournment proposal and FOR all the other proposals contained in Brooks' notice of annual meeting. The PRI board of directors has unanimously recommended that PRI stockholders vote FOR the proposal to approve the adoption of the merger agreement and the merger, FOR the adjournment proposal and FOR the proposal to amend the PRI 2000 employee stock purchase plan.

VOTING AGREEMENTS OF BROOKS' AND PRI'S DIRECTORS AND EXECUTIVE OFFICERS (SEE PAGE 88)

Under separate voting agreements in the forms attached as Appendix C and Appendix D to this joint proxy statement/prospectus, Brooks' and PRI's directors and executive officers, who beneficially owned an aggregate of approximately 5.4% and 4.9% of their respective companies' common stock outstanding as of December 7, 2001 (excluding shares issuable upon the exercise of options), have agreed to vote all of their shares of common stock for approval and adoption of the merger agreement and approval of the merger and against any action or agreement that would prevent or compete with the merger.

OPINIONS OF FINANCIAL ADVISORS (SEE PAGES 54 AND 63)

OPINION OF BROOKS' FINANCIAL ADVISOR

In connection with the proposed merger, Brooks' financial advisor, Credit Suisse First Boston Corporation, delivered a written opinion to the Brooks board of directors as to the fairness, from a financial point of view, of the exchange ratio provided for in the merger. The full text of Credit Suisse First Boston's written opinion, dated October 23, 2001, is attached to this joint proxy statement/prospectus as Appendix E. We encourage you to read this opinion carefully in its entirety for a description of the procedures followed, assumptions made, matters considered and limitations on the review undertaken. CREDIT SUISSE FIRST BOSTON'S OPINION IS ADDRESSED TO THE BROOKS BOARD OF

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DIRECTORS AND DOES NOT CONSTITUTE A RECOMMENDATION TO ANY STOCKHOLDER AS TO ANY MATTER RELATING TO THE MERGER.

OPINION OF PRI'S FINANCIAL ADVISOR

In connection with the proposed merger, PRI's financial advisor, Morgan Stanley & Co. Incorporated, delivered an oral opinion, subsequently confirmed in writing, to the PRI board of directors as to the fairness, from a financial point of view, of the exchange ratio pursuant to the merger agreement, based upon and subject to the various considerations described in the opinion. The full text of Morgan Stanley's written opinion, dated October 23, 2001, is attached to this joint proxy statement/prospectus as Appendix F. We encourage you to read this opinion carefully in its entirety for a description of the procedures followed, assumptions made, matters considered and limitations on the review undertaken. MORGAN STANLEY'S OPINION IS ADDRESSED TO THE PRI BOARD OF DIRECTORS AND DOES NOT CONSTITUTE A RECOMMENDATION TO ANY STOCKHOLDER AS TO ANY MATTER RELATING TO THE MERGER.

INTERESTS OF BROOKS' MANAGEMENT IN THE MERGER AND POTENTIAL CONFLICTS OF INTEREST (SEE PAGE 59)

When considering the recommendation of the Brooks board, you should be aware that some directors and executive officers of Brooks have interests in the merger that are different from, or in addition to, their interests as stockholders of Brooks. For example:

- Robert J. Therrien, Brooks' president and a member of its board of directors, entered into an employment agreement with Brooks effective as of October 1, 2001 that provides that Mr. Therrien will receive more favorable salary and supplemental retirement benefits if the merger with PRI is completed; and

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- Brooks has approved a new, more favorable compensation package for its nonemployee directors if the merger with PRI is completed.

As a result, these directors and officers may be more likely to recommend adoption of the merger agreement than Brooks stockholders generally.

INTERESTS OF PRI'S MANAGEMENT IN THE MERGER AND POTENTIAL CONFLICTS OF INTEREST (SEE PAGE 69)

When considering the recommendation of the PRI board, you should be aware that some directors and executive officers of PRI have interests in the merger that are different from, or in addition to, their interests as stockholders of PRI. For example:

- concurrently with the execution of the merger agreement, Mitchell G. Tyson, PRI's president and chief executive officer and a member of its board of directors, entered into an employment agreement with Brooks under which he will be employed by Brooks after the completion of the merger and will be entitled to receive payments and other benefits;
- under the terms of the merger agreement, Brooks will increase the size of its board of directors and appoint Mr. Tyson and Kenneth M. Thompson, a current member of PRI's board of directors, to the board of directors of Brooks;
- Mordechai Wiesler, PRI's chairman of the board, has an employment agreement under which he will be entitled to a severance payment of

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\$100,000, acceleration of his options, and other benefits as a result of the merger;

- all officers and numerous other employees of PRI have retention agreements under which they will be entitled to severance payments if Brooks does not offer them employment after the merger at a comparable salary. These officers and employees will also be entitled to accelerated vesting of all of their outstanding options, including the PRI options assumed by Brooks in the merger, if Brooks does not offer them employment after the merger at a comparable salary, or if Brooks offers them such employment and they remain in their new positions for one year after the merger;
- under the merger agreement, Brooks has agreed to maintain all rights to indemnification now existing in favor of the current and former directors and officers of PRI and its subsidiaries against liabilities arising out of any such person's service as a director or officer of PRI before the merger.

As a result, these directors and officers may be more likely to recommend adoption of the merger agreement than PRI stockholders generally.

CONDITIONS TO COMPLETION OF THE MERGER (SEE PAGE 86)

The completion of the merger depends upon the satisfaction of a number of conditions, including:

- approval of the merger and the other transactions contemplated by the merger agreement by the stockholders of Brooks and PRI;
- the receipt of clearance for the merger under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and certain foreign competition authorities, including Germany;
- no material adverse change involving Brooks or PRI;
- approval for quotation on the Nasdaq National Market of the shares of Brooks common stock to be issued in the merger;
- receipt by each of Brooks and PRI of an opinion of counsel to the effect that the transaction will be treated as a tax-free reorganization under the Internal Revenue Code; and
- other customary contractual conditions specified in the merger agreement.

If the law permits, any condition to the merger may be waived.

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TERMINATION OF THE MERGER AGREEMENT (SEE PAGE 87)

Brooks and PRI can agree to terminate the merger agreement at any time before completing the merger. Also, either of Brooks or PRI can decide, without the other's consent, but subject to limitations, to terminate the merger agreement if the merger has not been completed on or before July 31, 2002, or if the other company has breached its obligations under the merger agreement, or for other reasons described under the heading "The Merger Agreement -- Termination of the Merger Agreement."

TERMINATION FEE (SEE PAGE 83)

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If the merger is not completed because Brooks exercises its right to terminate the merger agreement, under circumstances described under the heading "The Merger Agreement -- Fees and Expenses," PRI will be required to pay Brooks a termination fee of \$14.0 million, plus the reasonable out-of-pocket expenses of Brooks incurred since October 1, 2001 in connection with this transaction.

RESTRICTIONS ON SOLICITING ALTERNATIVE TRANSACTIONS (SEE PAGE 82)

PRI has agreed that it will not initiate or engage in any discussion regarding a prospective business combination of PRI with any party other than Brooks. PRI has further agreed to cause each of its officers, directors, employees, representatives and agents not to initiate or engage in these discussions. There are limited exceptions to these prohibitions that enable PRI's board to fulfill its fiduciary duties to PRI's stockholders.

CONDUCT OF BROOKS AND PRI BEFORE THE MERGER (SEE PAGE 80)

Brooks and PRI have each agreed that they and their subsidiaries will carry on their business in the usual, regular and ordinary course. Each has also agreed to use all reasonable efforts to preserve its current business organizations, keep available the services of its current officers and other key employees, and preserve its relationships with those persons having business dealings with them. Brooks and PRI have also each agreed that until the earlier of the closing of the merger or the termination of the merger agreement, or unless the other company consents in writing and as contemplated by the merger agreement, it and each of its subsidiaries will conduct its business in compliance with specific restrictions.

GOVERNMENTAL APPROVALS AND REGULATORY REQUIREMENTS (SEE PAGE 74)

U.S. TERRITORIES

Other than compliance with applicable federal and state securities laws in connection with the issuance of Brooks common stock pursuant to the merger and the solicitation of proxies for the two stockholders' meetings, compliance with the Hart-Scott-Rodino Antitrust Improvements Act of 1976, and compliance with applicable provisions of the Delaware General Corporation Law and the Massachusetts Business Corporation Law, no United States federal or state regulations must be complied with in order to complete the merger.

FOREIGN TERRITORIES

Brooks and PRI will file a premerger notification with the German Federal Cartel office, and may be required to make filings with, or receive the approval of antitrust authorities in other foreign jurisdictions.

UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE TRANSACTION (SEE PAGE 70)

It is intended that the transaction will qualify as a tax-free reorganization for United States federal income tax purposes. If the transaction qualifies as a tax-free reorganization, PRI stockholders generally will not recognize gain or loss for United States federal income tax purposes on the exchange of their stock for Brooks common stock. Gain or loss may be recognized on any cash received in lieu of fractional shares of Brooks common stock in the transaction. It is a condition to completion of the transaction that

each of PRI and Brooks obtain a legal opinion from its tax counsel that the transaction will constitute a reorganization within the meaning of Section 368 of the Internal Revenue Code.

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ACCOUNTING TREATMENT OF THE MERGER (SEE PAGE 75)

Brooks will account for the merger using the purchase method of accounting in accordance with Statement of Financial Accounting Standards No. 141, "Business Combinations." As such, the assets acquired and liabilities assumed from PRI will be recorded at their fair values as of the date of the merger. Any excess of the purchase price over the fair value of the net tangible assets and identifiable intangible assets acquired will be recorded as goodwill. The results of operations of PRI will be included in Brooks' results of operations from the date of the closing of the merger.

RESTRICTIONS ON THE ABILITY TO SELL BROOKS STOCK BY AFFILIATES OF BROOKS AND PRI (SEE PAGE 75)

All shares of Brooks common stock that PRI stockholders receive in connection with the merger will be freely transferable unless the holder is considered an "affiliate" of either Brooks or PRI for purposes of the Securities Act of 1933. Shares of Brooks common stock held by affiliates may be sold only pursuant to an effective registration statement covering the resale of the shares, or an exemption under the Securities Act.

APPRAISAL OR DISSENTERS' RIGHTS (SEE PAGE 43)

Under Massachusetts law, PRI stockholders are entitled to appraisal rights in connection with the merger. To exercise appraisal rights, a PRI stockholder must:

- provide written notice to PRI before the taking of the vote of the PRI stockholders on the approval of the merger agreement stating his, her or its intention to exercise appraisal rights;
- vote against the approval of the merger agreement or abstain from voting; and
- comply with other procedures required by Sections 85 through 98 of the Massachusetts Business Corporation Law.

A copy of Sections 85 through 98 is attached to this joint proxy statement/prospectus as Appendix B.

COMPARISON OF STOCKHOLDERS RIGHTS (SEE PAGE 97)

PRI is a Massachusetts corporation and the rights of PRI stockholders are currently governed by Massachusetts law. Brooks is a Delaware corporation. After the merger, PRI stockholders will hold shares of Brooks common stock and their rights as stockholders of Brooks will be governed by Delaware law and Brooks' charter and bylaws, which are different from PRI's charter and bylaws.

DIVIDEND INFORMATION (SEE PAGE 91)

Other than dividends paid by one of Brooks' subsidiaries prior to Brooks' acquisition of that subsidiary, Brooks and PRI have never declared or paid cash dividends on their common stock since their formation. Brooks and PRI currently do not intend to pay dividends on their common stock in the foreseeable future so that they may reinvest any earnings in their businesses. The payment of dividends, if any, in the future will be at the discretion of Brooks' board of directors and PRI's board of directors, as the case may be.

COMPARATIVE PER SHARE MARKET INFORMATION (SEE PAGE 91)

The Brooks common stock is traded on the Nasdaq National Market under the

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symbol "BRKS." The PRI common stock is traded on the Nasdaq National Market under the symbol "PRIA."

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The following table presents the closing prices per share of the Brooks common stock and the closing prices per share of the PRI common stock on October 23, 2001, the last trading day before our public announcement of the merger, and , 2002, the latest practicable date before the mailing of this joint proxy statement/prospectus.

The table also presents the equivalent price per share of PRI common stock. The equivalent price per share is equal to the closing price of one share of Brooks common stock on the applicable date, multiplied by 0.52, the number of shares of Brooks common stock to be issued in exchange for each share of PRI common stock.

	OCTOBER 23, 2001	, 2002
	-----	-----
Brooks.....	\$33.11	\$
PRI.....	\$12.54	\$
Equivalent PRI per share price.....	\$17.22	\$

You should obtain current stock price quotations for the Brooks common stock and the PRI common stock.

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BROOKS SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

The following selected consolidated financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements of Brooks and related notes thereto included in Brooks' annual reports, quarterly reports and other information on file with the SEC. The results of operations data for each of the two years in the period ended September 30, 1998 and the balance sheet data as of September 30, 1997, 1998 and 1999, have been derived from financial statements not incorporated by reference in this joint proxy statement/prospectus. The results of operations data for each of the three years in the period ended September 30, 2001 and the balance sheet data as of September 30, 2000 and 2001, have been derived from audited financial statements incorporated by reference in this joint proxy statement/prospectus.

Brooks acquired the following in transactions accounted for using the purchase method of accounting:

- Hanyon Technology, Inc. (acquired April 21, 1999);
- Domain Manufacturing Corporation (acquired June 30, 1999);
- the Infab Division of Jenoptik AG (acquired September 30, 1999);
- Auto-Soft Corporation and AutoSimulations, Inc. (acquired January 6, 2000);
- MiTeX Solutions (acquired June 23, 2000);

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- SEMY Engineering, Inc. (acquired February 16, 2001);
- SimCon N.V. (acquired May 15, 2001);
- CCS Technology, Inc. (acquired June 25, 2001); and
- the KLA e-Diagnostics product business (acquired June 26, 2001).

The results of operations of each of these acquisitions are included in Brooks' results from their date of acquisition.

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	YEAR ENDED SEPTEMBER 30,				
	1997	1998	1999	2000	2001
	(IN THOUSANDS, EXCEPT PER SHARE DATA)				
STATEMENT OF OPERATIONS DATA					
Revenues.....	\$133,827	\$123,459	\$122,957	\$337,184	\$381,716
Gross profit.....	\$ 59,739	\$ 37,280	\$ 55,152	\$160,725	\$152,384
Income (loss) from operations.....	\$ (1,362)	\$ (29,190)	\$ (11,822)	\$ 20,084	\$ (43,904)
Income (loss) before income taxes and minority interests.....	\$ (2,857)	\$ (27,917)	\$ (10,448)	\$ 28,444	\$ (36,523)
Net income (loss).....	\$ (3,324)	\$ (23,268)	\$ (9,534)	\$ 15,109	\$ (29,660)
Accretion and dividends on preferred stock.....	\$ 1,125	\$ 1,540	\$ 774	\$ 120	\$ 90
Net income (loss) attributable to common stockholders.....	\$ (4,449)	\$ (24,808)	\$ (10,308)	\$ 14,989	\$ (29,750)
Basic earnings (loss) per share.....	\$ (0.54)	\$ (2.32)	\$ (0.89)	\$ 0.96	\$ (1.65)
Diluted earnings (loss) per share.....	\$ (0.54)	\$ (2.32)	\$ (0.89)	\$ 0.88	\$ (1.65)
Shares used in computing basic earnings (loss) per share.....	8,230	10,687	11,542	15,661	18,015
Shares used in computing diluted earnings (loss) per share.....	8,230	10,687	11,542	17,192	18,015

	AS OF SEPTEMBER 30,				
	1997	1998	1999	2000	2001
	(IN THOUSANDS)				
BALANCE SHEET DATA					
Cash, cash equivalents and marketable securities.....	\$ 77,642	\$ 70,265	\$ 67,031	\$236,670	\$329,719
Total assets.....	\$181,967	\$160,143	\$197,300	\$519,786	\$703,831
Working capital.....	\$120,067	\$105,210	\$106,803	\$306,836	\$288,036
Notes payable and revolving credit facilities.....	\$ 4,070	\$ 4,717	\$ 6,183	\$ 16,350	\$ 17,122
Current portion of long-term debt and capital lease obligations.....	\$ 1,379	\$ 523	\$ 544	\$ 524	\$ 392
Convertible subordinated notes.....	\$ --	\$ --	\$ --	\$ --	\$175,000
Long-term debt and capital lease obligations (less current portion) and					

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senior subordinated note.....	\$ 6,264	\$ 9,118	\$ 804	\$ 332	\$ 31
Redeemable convertible preferred stock.....	\$ 15,270	\$ 5,923	\$ 2,481	\$ 2,601	\$ --
Members' capital.....	\$ 195	\$ 1,134	\$ 930	\$ --	\$ --
Stockholders' equity.....	\$129,963	\$118,156	\$137,913	\$415,284	\$424,169
SUPPLEMENTAL DATA					
Depreciation and amortization.....	\$ 7,237	\$ 9,631	\$ 11,766	\$ 30,400	\$ 45,041
Capital expenditures.....	\$ 8,131	\$ 4,725	\$ 6,100	\$ 13,879	\$ 53,652

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PRI SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

The following selected consolidated financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements of PRI and related notes thereto included in PRI's annual reports, quarterly reports and other information on file with the SEC. The results of operations data for each of the two years in the period ended September 30, 1998 and the balance sheet data as of September 30, 1997, 1998 and 1999, have been derived from financial statements not incorporated by reference in this joint proxy statement/prospectus. The results of operations data for each of the three years in the period ended September 30, 2001 and the balance sheet data as of September 30, 2000 and 2001, have been derived from audited financial statements incorporated by reference in this joint proxy statement/prospectus.

PRI incurred special charges of \$32,495,000, \$6,375,000, \$25,337,000, and \$41,417,000 for fiscal years 1998, 1999, 2000 and 2001, respectively. For the year ended September 30, 1998, special charges consisted of \$13,987,000 charged to cost of revenue for inventory and warranty provisions, and \$18,508,000 charged to operating expenses for acquisition related expenses and other charges incurred in consolidating PRI's business unit structure.

For the year ended September 30, 2001, PRI recorded a non-cash charge of \$5,748,000, net of tax, or \$0.23 per diluted share, to reflect the cumulative effect of an accounting change as of October 1, 2000, related to the adoption of SEC Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements."

For the year ended September 30, 1999, PRI established a full valuation allowance against its net deferred tax assets.

	YEAR ENDED SEPTEMBER 30,				
	1997	1998	1999	2000	2001
	(IN THOUSANDS, EXCEPT PER SHARE DATA)				
OPERATING RESULTS:					
Net revenue.....	\$236,100	\$203,545	\$136,296	\$299,772	\$268,558
Gross profit.....	115,128	78,790	52,542	95,173	35,330
Operating income (loss).....	35,316	(31,014)	(37,955)	(9,280)	(94,558)
Income (loss) before cumulative effect of change in accounting principle.....	27,497	(22,623)	(36,085)	(7,953)	(93,296)
Cumulative effect of change in accounting principle, net of tax.....	--	--	--	--	(5,748)
Net income (loss).....	\$ 27,497	\$ (22,623)	\$ (36,085)	\$ (7,953)	\$ (99,044)
Net income (loss) per common share:					

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Basic.....	\$ 1.35	\$ (1.08)	\$ (1.67)	\$ (0.34)	\$ (3.92)
Diluted.....	\$ 1.27	\$ (1.08)	\$ (1.67)	\$ (0.34)	\$ (3.92)
BALANCE SHEET DATA:					
Total assets.....	\$195,315	\$167,478	\$146,552	\$276,924	\$218,955

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SUMMARY UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL DATA

The following tables show summary unaudited pro forma financial information as if Brooks, General Precision, Inc., or GPI, and PRI had been combined as of the beginning of the period for statement of operations purposes and as of September 30, 2001 for balance sheet purposes. On October 5, 2001, Brooks acquired substantially all of the assets of GPI, in exchange for 850,000 shares of Brooks common stock, with a market value of approximately \$25 million at the time of issuance, subject to post-closing adjustments. GPI, located in Valencia, California, is a supplier of high-end environmental solutions for the semiconductor industry. The acquisition of GPI will be accounted for as a purchase of assets.

The summary unaudited pro forma combined financial data are derived from the unaudited pro forma combined financial statements, which give effect to Brooks' acquisition of GPI in October 2001 and the proposed merger of Brooks and PRI using the purchase method of accounting and should be read in conjunction with the unaudited pro forma combined financial statements and the notes thereto included in this joint proxy statement/prospectus. The unaudited pro forma combined financial data are based on estimates and assumptions, which are preliminary and have been made solely for purposes of developing such pro forma information. The estimated pro forma adjustments arising from the acquisitions of PRI and GPI are derived from the estimates of purchase price paid and estimated fair values of the assets acquired and liabilities assumed. The final determination of purchase price, fair value and resulting goodwill may differ significantly from that reflected in the pro forma statement of operations and balance sheet. The pro forma data are presented for illustrative purposes only and are not necessarily indicative of the operating results or financial position that would have occurred if each transaction had been consummated as of October 1, 2000 or September 30, 2001, respectively, nor are the data necessarily indicative of future operating results or financial position. The unaudited pro forma combined financial data should be read in conjunction with the historical consolidated financial statements of Brooks and PRI and related notes thereto, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" of Brooks and PRI contained in their respective annual reports and quarterly reports and other information Brooks and PRI have filed with the SEC, and the audited financial statements of GPI included in Brooks' current report on Form 8-K/A filed on December 7, 2001.

The fiscal year end of GPI was December 31. The pro forma statement of operations for the year ended September 30, 2001 includes the unaudited results for the fourth quarter of the fiscal year ended December 31, 2000 and the first, second and third quarters of fiscal 2001 of GPI. The pro forma combined balance sheet data include the balance sheet data of GPI at September 30, 2001, which are derived from the unaudited financial statements of GPI as of September 30, 2001.

YEAR ENDED
 SEPTEMBER 30, 2001

 (IN THOUSANDS, EXCEPT

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PER SHARE DATA)

PRO FORMA COMBINED STATEMENT OF OPERATIONS DATA:

Revenues.....	\$ 665,781
Loss from continuing operations.....	\$ (165,670)
Loss per share from continuing operations:	
Basic.....	\$ (5.15)
Diluted.....	\$ (5.15)
Shares used in computing loss per share from continuing operations:	
Basic.....	32,174
Diluted.....	32,174

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SEPTEMBER 30, 2001

(IN THOUSANDS)

PRO FORMA COMBINED BALANCE SHEET DATA:

Total assets.....	\$1,482,485
Working capital.....	\$ 368,073
Notes payable.....	\$ 17,122
Current portion of long-term debt.....	\$ 494
Convertible subordinated notes.....	\$ 175,000
Long-term debt (less current portion).....	\$ 45
Stockholders' equity.....	\$ 963,271

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COMPARATIVE PER SHARE DATA

The following table reflects (i) the historical loss from continuing operations and book value per share of Brooks common stock in comparison with the pro forma loss from continuing operations and book value per share after giving effect to the acquisition of GPI and to the proposed merger with PRI; and (ii) the historical loss from continuing operations and book value per share of PRI common stock in comparison with the equivalent pro forma loss from continuing operations and book value per share. The equivalent pro forma loss from continuing operations and book value per share are equal to the pro forma loss from continuing operations and book value per share of Brooks after giving effect to the acquisition of GPI and to the proposed merger with PRI, multiplied by 0.52, the number of shares of Brooks common stock to be issued in exchange for each share of PRI common stock. You should read this information along with the selected historical consolidated financial data of Brooks and PRI, and the unaudited pro forma combined financial data of Brooks, which are included in this joint proxy statement/prospectus, and the separate financial statements of Brooks and PRI and the notes thereto included in their respective annual reports on Form 10-K for fiscal 2001 as filed with the SEC, which are incorporated by reference in this document. The pro forma combined financial data are not necessarily indicative of the operating results of future operations or the actual results that would have occurred had the merger been completed at the beginning of the period presented.

The historical book value per common share was calculated by dividing stockholders' equity by the number of shares of common stock outstanding at

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September 30, 2001. Brooks' pro forma combined book value per share was computed by dividing pro forma stockholders' equity by the pro forma number of shares of Brooks common stock which would have been outstanding had the merger been completed as of the balance sheet date.

Brooks and PRI did not declare or pay cash dividends on their common stock in the year ended September 30, 2001. They do not intend to pay dividends on their common stock in the foreseeable future. See "Comparative Per Share Market Price and Dividend Data."

	YEAR ENDED SEPTEMBER 30, 2001 -----
BROOKS	
Loss from continuing operations per share:	
Historical -- basic and diluted.....	\$ (1.65)
Pro forma (Brooks and GPI only) -- basic and diluted.....	\$ (1.62)
Pro forma -- basic and diluted.....	\$ (5.15)
Book value per share:	
Historical.....	\$22.44
Pro forma (Brooks and GPI only).....	\$22.74
Pro forma.....	\$29.14
PRI	
Loss from continuing operations per share:	
Historical -- basic and diluted.....	\$ (3.69)
Equivalent pro forma -- basic and diluted.....	\$ (2.68)
Book value per share:	
Historical.....	\$ 4.05
Equivalent pro forma.....	\$15.15

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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus includes and incorporates by reference "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 with respect to the merger and the financial condition, results of operations, plans, objectives, future performance and business of Brooks and PRI, which are usually identified by the use of words such as "will," "may," "anticipates," "believes," "estimates," "expects," "projects," "plans," "predicts," "continues," "intends," "should," "would," or similar expressions. This joint proxy statement/prospectus also includes and incorporates by reference forward-looking statements about the completion and anticipated timing of the merger, the potential market for the combined company's products, the expected drivers of growth for the market opportunity, the anticipated impact of PRI's technology on Brooks' future growth, the expected benefits of the merger and the anticipated impact of the acquisition on the combined company's financial condition. PRI and Brooks intend for these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of complying with these safe harbor provisions.

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These forward-looking statements reflect current views and expectations about the relevant company's plans, strategies and prospects, which are based on the information currently available and on current assumptions.

Neither PRI nor Brooks can give any guarantee that these plans, intentions or expectations will be achieved. Investors are cautioned that all forward-looking statements involve risks and uncertainties, and actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including those factors described in the "Risk Factors" section of this joint proxy statement/prospectus. Listed below and discussed elsewhere in this joint proxy statement/prospectus are some important risks, uncertainties and contingencies that could cause actual results, performances or achievements of PRI, Brooks or the combined company to be materially different from the forward-looking statements included or incorporated by reference in this joint proxy statement/prospectus. These risks, uncertainties and contingencies include, but are not limited to, the following:

- the risk that the transaction may not be completed because the parties do not obtain necessary stockholder approvals, or because other conditions to completion of the transactions are not satisfied;
 - the possibility that the combined company will be unable to realize the anticipated benefits and synergies of the merger;
 - difficulties associated with successfully integrating PRI's and Brooks' businesses and technologies and the costs associated with this integration;
 - the possible failure of the combined company to retain and hire key executives, technical personnel and other employees;
 - the difficulty of successfully managing a larger organization and any growth as a combined company;
 - the possible failure of the combined company to successfully manage its changing relationships with customers, suppliers, distributors, and strategic partners;
 - difficulties and uncertainties inherent in product development, including PRI's TurboStocker product line;
 - risks relating to PRI's and Brooks' businesses and how they could affect the operations of the combined company;
 - the combined company's ability to maintain customer acceptance of its products by meeting shifting consumer demands and changing requirements;
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- government laws and regulations affecting domestic and foreign operations, including those relating to trade, monetary and fiscal policies, taxes, price controls, regulatory approval of new products and licensing;
 - competitive factors and industry trends, technological advances achieved and patents obtained by competitors and the combined company's ability to respond to those actions; and
 - economic factors, including inflation and fluctuations in interest rates and foreign currency exchange rates and the potential effect of these fluctuations on revenues, expenses and resulting margins.

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In addition, events may occur in the future that we are not able to accurately predict or control and that may cause actual results to differ materially from the expectations described in the forward-looking statements. Readers should not place undue reliance on the forward-looking statements included or incorporated by reference in this joint proxy statement/prospectus. These forward-looking statements speak only as of the date on which the statements were made. In evaluating forward-looking statements, you should consider these risks and uncertainties, together with the other risks described from time to time in PRI's and Brooks' reports and documents filed with the SEC.

NEITHER BROOKS NOR PRI ASSUMES ANY OBLIGATION TO UPDATE ANY FORWARD-LOOKING STATEMENTS TO REFLECT EVENTS OR CIRCUMSTANCES AFTER THE DATE OF THIS JOINT PROXY STATEMENT/PROSPECTUS.

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RISK FACTORS

In addition to the other information included and incorporated by reference in this joint proxy statement/prospectus, you should carefully read and consider the following factors in evaluating the proposals relating to the merger to be voted on at the stockholders meetings.

RISKS RELATED TO THE MERGER

FAILURE OF THE MERGER TO ACHIEVE POTENTIAL BENEFITS COULD HARM THE BUSINESS AND OPERATING RESULTS OF THE COMBINED COMPANY.

Brooks and PRI expect that the combination of Brooks and PRI will result in potential benefits for the combined company. The merger will not achieve its anticipated benefits unless Brooks successfully combines its operations with those of PRI and integrates the two companies' products in a timely manner. Integrating Brooks and PRI will be a complex, time consuming and expensive process and may result in revenue disruption if not completed in a timely and efficient manner. Until the merger, Brooks and PRI will operate independently, each with its own business, business culture, customers, employees and systems. Following the merger, the companies must operate as a combined organization using common:

- sales, marketing, service and support organizations;
- information communication systems;
- operating procedures;
- financial controls; and
- human resource practices, including benefit, training and professional development programs.

There may be substantial difficulties, costs and delays involved in integrating Brooks and PRI. These could include:

- distracting management from the business of the combined company;
- supply chain coordination;
- problems with compatibility of business cultures;
- customer perception of an adverse change in service standards, business

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- focus, billing practices or product and service offerings;
- costs and inefficiencies in delivering products and services to the customers of the combined company;
- problems in successfully coordinating the research and development efforts of the combined company;
- integrated sales, support and product marketing;
- costs and delays in implementing common systems and procedures, including financial accounting and enterprise resource planning systems; and
- the inability to retain and integrate key management, research and development, technical sales and customer support personnel.

Further, we cannot assure you that the combined company will realize any of the anticipated benefits and synergies of the merger. Any one or all of the factors identified above could cause increased operating costs, lower than anticipated financial performance, or the loss of customers, employees or business partners. The failure to integrate Brooks and PRI successfully will have a material adverse effect on the business, financial condition and results of operations of the combined company.

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UNCERTAINTY REGARDING THE MERGER MAY CAUSE CUSTOMERS, SUPPLIERS AND CHANNEL PARTNERS TO DELAY OR DEFER DECISIONS CONCERNING BROOKS AND PRI, WHICH MAY NEGATIVELY AFFECT THEIR RESPECTIVE BUSINESSES.

The merger will happen only if stated conditions are met, including approval of the merger by PRI's stockholders, approval of the issuance of shares in the merger by Brooks' stockholders, clearance of the merger under United States and foreign antitrust laws, and the absence of any material adverse change in the business of PRI or Brooks. Many of the conditions are outside the control of PRI and Brooks, and both parties also have stated rights to terminate the merger agreement. Accordingly, there may be uncertainty regarding the completion of the merger. This uncertainty may cause customers, suppliers and channel partners to delay or defer decisions concerning PRI or Brooks, which could negatively affect their respective businesses. Customers, suppliers and channel partners may also seek to change existing agreements with PRI or Brooks as a result of the merger. Any delay or deferral of those decisions or changes in existing agreements could have a material adverse effect on the respective businesses of PRI and Brooks, regardless of whether the merger is ultimately completed.

PRI STOCKHOLDERS WILL RECEIVE A FIXED NUMBER OF SHARES OF BROOKS COMMON STOCK DESPITE CHANGES IN MARKET VALUE OF PRI COMMON STOCK OR BROOKS COMMON STOCK, AND THE DOLLAR VALUE OF BROOKS COMMON STOCK RECEIVED IN THE MERGER MAY INCREASE OR DECREASE AFTER PRI STOCKHOLDERS SUBMIT THEIR PROXIES.

Upon the merger's completion, each share of PRI common stock will be exchanged for 0.52 shares of Brooks common stock. There will be no adjustment for changes in the market price of either PRI common stock or Brooks common stock. In addition, neither PRI nor Brooks may terminate the merger agreement or "walk away" from the merger or resolicit the vote of its stockholders solely because of changes in the market price of the PRI common stock or the Brooks common stock. Accordingly, the specific dollar value of Brooks common stock that PRI stockholders will receive upon the merger's completion will depend on the market value of Brooks common stock when the merger is completed and may decrease from the date you submit your proxy. The market price of Brooks common

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stock is by nature subject to the general price fluctuations in the market for publicly traded equity securities and has experienced significant volatility. In addition, the market price of the common stock of Brooks and PRI may decline as a result of any of the risks described in this section. We urge you to obtain current market quotations for Brooks common stock and PRI common stock. Brooks cannot predict or give any assurances as to the market price of Brooks common stock at any time before or after the completion of the merger.

FAILURE TO RETAIN KEY EMPLOYEES COULD DIMINISH THE ANTICIPATED BENEFITS OF THE MERGER.

The success of the merger will depend in part on the retention of personnel critical to the business and operations of the combined company due to, for example, their technical skills or management expertise. Employees may experience uncertainty about their future role with Brooks and PRI until strategies with regard to these employees are announced or executed. Brooks and PRI have different corporate cultures, and some Brooks and PRI employees may not want to work for the combined company. In addition, competitors may recruit employees during Brooks' integration of PRI, as is common in high technology mergers. If Brooks and PRI are unable to retain personnel that are critical to the successful integration and future operation of the companies, Brooks and PRI could face disruptions in their operations, loss of existing customers, loss of key information, expertise or know-how, and unanticipated additional recruitment and training costs. In addition, the loss of key personnel could diminish the anticipated benefits of the merger.

THE MARKET PRICE OF BROOKS COMMON STOCK MAY DECLINE AS A RESULT OF THE MERGER.

The market price of Brooks common stock may decline as a result of the merger if:

- the integration of Brooks and PRI is unsuccessful;
- Brooks does not achieve or is perceived not to have achieved the expected benefits of the merger as rapidly or to the extent anticipated by financial or industry analysts or investors; or
- the effect of the merger on Brooks' financial results is not consistent with the expectations of financial or industry analysts or investors.

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The market price of the Brooks common stock could also decline as a result of unforeseen factors related to the merger or other factors described in this section.

THE MERGER MAY GO FORWARD IN CERTAIN CIRCUMSTANCES EVEN IF BROOKS OR PRI SUFFERS A MATERIAL ADVERSE CHANGE.

In general, either party can refuse to complete the merger if there is a material adverse change affecting the other party before the closing. However, neither party may refuse to complete the merger on that basis if the change results from:

- adverse changes in general economic, regulatory or political conditions, unless the change disproportionately affects the other party;
- adverse changes in the semiconductor capital equipment industry, the flat panel display manufacturing equipment industry, or the data storage industry generally, unless the change disproportionately affects the other party;

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- any change in the trading price of the common stock of the other party;
- any failure to meet revenue, earnings or bookings predictions; or
- any reduction-in-force.

If adverse changes occur but Brooks and PRI must still complete the merger, Brooks' stock price may suffer. This in turn may reduce the value of the merger to Brooks and PRI stockholders.

IF GOVERNMENTAL AUTHORITIES CHALLENGE THE MERGER, THE MERGER MAY NOT OCCUR, MAY BE DELAYED OR MAY OCCUR ON UNFAVORABLE TERMS IMPOSED BY THE GOVERNMENTAL AUTHORITIES.

Before Brooks and PRI may complete the merger, they must submit notifications to antitrust authorities in the United States, Germany and potentially other foreign countries and satisfy related waiting period requirements. Pursuant to the Hart-Scott-Rodino Act, Brooks and PRI on November 13, 2001 submitted a Premerger Notification and Report Form with respect to the merger to the United States Department of Justice and the United States Federal Trade Commission. On December 13, 2001, each of Brooks and PRI received a request for additional information and other documentary material, commonly called a second request, from the Antitrust Division of the U.S. Department of Justice. Under the Hart-Scott-Rodino Act, this second request extends the waiting period for the merger until 30 days after the parties' substantial compliance with the request, unless the parties and the Department of Justice agree on a different time period. The Department of Justice, state antitrust authorities or the antitrust authorities of another country could attempt to prevent the merger from occurring before or after the expiration of the Hart-Scott-Rodino waiting period, or could place conditions on their approval of the merger that may delay the merger, increase the combined company's operating costs, require it to discontinue or dispose of some of its products or businesses or otherwise limit its future actions. Any such conditions could have a material adverse effect on the business and results of operations of the combined company.

THE MERGER WILL RESULT IN SUBSTANTIAL DILUTION OF THE OWNERSHIP INTERESTS OF CURRENT BROOKS STOCKHOLDERS.

Upon completion of the merger, each share of PRI common stock will be exchanged for 0.52 shares of Brooks common stock. As a result, the current stockholders of Brooks will own approximately 60% of the outstanding common stock of the combined company, based on the number of outstanding shares of common stock of Brooks and PRI on December 7, 2001. This represents substantial dilution of the ownership interests of the current Brooks stockholders.

THE COSTS OF THE MERGER WILL BE SUBSTANTIAL, WHICH COULD HARM THE FINANCIAL RESULTS OF THE COMBINED COMPANY.

Brooks and PRI expect to incur one-time and other charges of between \$65 million and \$75 million in connection with the merger. These charges exclude direct transaction costs and capital expenditures to support the merger. If the benefits of the merger do not exceed the costs associated with the merger, including any dilution to Brooks stockholders resulting from the issuance of shares of Brooks

common stock in the merger, the combined company's financial results, including earnings per share, could suffer, and the market price of the combined company's common stock could decline.

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THE TERMINATION FEE AND RESTRICTIONS ON SOLICITATION CONTAINED IN THE MERGER AGREEMENT MAY DISCOURAGE OTHER COMPANIES FROM TRYING TO ACQUIRE PRI.

Until the completion of the merger, with limited exceptions, the merger agreement prohibits PRI from entering into or soliciting any acquisition proposal or offer for a merger or other business combination with a party other than Brooks. PRI has agreed to pay Brooks a termination fee of \$14 million plus reimbursement of expenses in specified circumstances, including where PRI's board of directors withdraws its support of the merger with Brooks to support a business combination with a third party. These provisions could discourage other companies from trying to acquire PRI even though those other companies might be willing to offer greater value to PRI stockholders than Brooks has offered in the merger.

THE RIGHTS OF HOLDERS OF PRI COMMON STOCK WILL CHANGE AS A RESULT OF THE MERGER.

After the merger, stockholders of PRI, a Massachusetts corporation, will become stockholders of Brooks, a Delaware corporation, and their rights will be governed by Delaware law and Brooks' charter and bylaws, which are different from Massachusetts law and PRI's charter and bylaws. As a result of these differences, PRI stockholders may have less control over corporate actions proposed to be taken by Brooks than they would have had over corporate actions proposed to be taken by PRI. These differences include:

- as long as the Brooks common stock is publicly traded, holders of that stock generally do not have appraisal rights in connection with any merger involving Brooks;
- PRI's charter cannot be amended without the affirmative vote of not less than two-thirds of each class of stock outstanding and entitled to vote. In contrast, once a majority of the Brooks board approves, the Brooks charter can be amended with the approval of holders of only a majority of each class of stock outstanding and entitled to vote; and
- certain provisions of the PRI bylaws can only be amended with the approval of the holders of at least 80% of the voting power of all PRI shares entitled to vote generally in the election of directors, voting together as a single class. In contrast, any provision of the Brooks bylaws can be amended with the approval of the holders of only a majority of the stock outstanding and entitled to vote.

For more information, see "Comparison of Stockholder Rights," beginning on page 97.

FAILURE TO COMPLETE THE MERGER COULD CAUSE BROOKS' AND PRI'S STOCK PRICE TO DECLINE AND COULD HARM BROOKS' AND PRI'S BUSINESS AND OPERATING RESULTS.

The merger agreement contains conditions which Brooks and/or PRI must meet to complete the merger. In addition, the merger agreement may be terminated by either Brooks or PRI under specified circumstances. If the merger is not completed for any reason, Brooks and PRI may be subject to a number of risks, including the following:

- the market price of Brooks and PRI common stock may decline to the extent that the relevant current market price reflects a market assumption that the merger will be completed;
- many costs related to the merger, such as legal, accounting, financial advisor and financial printing fees, have to be paid regardless of whether the merger is completed; and

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- there may be substantial disruption to the businesses of Brooks and PRI and distraction of their workforces and management teams.

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OFFICERS AND DIRECTORS OF BROOKS AND PRI WILL RECEIVE BENEFITS THAT MAY HAVE INFLUENCED THEM TO SUPPORT OR APPROVE THE MERGER.

Some of the directors and officers of Brooks and PRI have interests in the merger that are different from the interests of the stockholders of Brooks and PRI, including the following:

- Robert J. Therrien, Brooks' president and a member of its board of directors, will receive more favorable salary and supplemental retirement benefits under his employment agreement with Brooks in the merger with PRI is completed;
- Brooks has approved a new, more favorable compensation package for its nonemployee directors in the event the merger with PRI is completed;
- all officers and numerous other employees of PRI have retention agreements under which they will be entitled to severance payments if Brooks does not offer them employment after the merger at a comparable salary. These officers and employees will also be entitled to accelerated vesting of all of their outstanding options, including the PRI options assumed by Brooks in the merger, if Brooks does not offer them employment after the merger at a comparable salary, or if Brooks offers them such employment and they remain in their new positions for one year after the merger;
- Mitchell G. Tyson, the president and chief executive officer of PRI, as well as a member of PRI's board of directors, has entered into an employment agreement with Brooks which will become effective if the merger is completed under which he will be entitled to six months of salary payments, 100% accelerated vesting of all of his outstanding options, a retention bonus in the event that he fulfills his six month employment obligation, and payments in exchange for a two year non-competition covenant;
- Brooks has agreed that upon the completion of the merger, Mitchell G. Tyson and Kenneth M. Thompson, each of whom are currently PRI directors, will be appointed to the board of directors of Brooks; and
- Brooks has agreed to maintain all rights to indemnification now existing in favor of the current and former directors and officers of PRI and its subsidiaries against liabilities arising out of their service as officers and directors of PRI before the merger.

RISKS RELATED TO BROOKS AND PRI

The following risk factors apply to each of Brooks and PRI and are expected to apply to Brooks after completion of the merger.

RISK FACTORS RELATING TO BROOKS' AND PRI'S INDUSTRY

THE CYCLICAL DEMAND OF SEMICONDUCTOR MANUFACTURERS AFFECTS BROOKS' AND PRI'S OPERATING RESULTS AND THE ONGOING DOWNTURN IN THAT INDUSTRY COULD SERIOUSLY HARM THE COMBINED COMPANY'S OPERATING RESULTS.

Brooks' and PRI's business is significantly dependent on capital expenditures by semiconductor manufacturers. The level of semiconductor

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manufacturers' capital expenditures is dependent on the current and anticipated market demand for semiconductors. The semiconductor industry is highly cyclical and is currently experiencing a downturn. Brooks and PRI anticipate the downturn will continue during the next few quarters. Despite these industry conditions, Brooks and PRI each plan to continue to invest in those areas which it believes are important to its long-term growth, such as its infrastructure and information technology systems, customer support, supply chain management and new products. As a result, consistent with their experience in downturns in the past, Brooks and PRI believe the current industry downturn will lead to reduced revenues for them and may cause them to incur losses.

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INDUSTRY CONSOLIDATION AND OUTSOURCING OF THE MANUFACTURE OF SEMICONDUCTORS TO FOUNDRIES COULD REDUCE THE NUMBER OF AVAILABLE CUSTOMERS.

The substantial expense of building or expanding a semiconductor fabrication facility is leading increasing numbers of semiconductor companies to contract with foundries, which manufacture semiconductors designed by others. As manufacturing is shifted to foundries, the number of Brooks' and PRI's potential customers could decrease, which would increase their dependence on their remaining customers. Recently, consolidation within the semiconductor manufacturing industry has increased. If semiconductor manufacturing is consolidated into a small number of foundries and other large companies, Brooks' and PRI's failure to win any significant bid to supply equipment to those customers could seriously harm their reputation and materially and adversely affect their revenue and operating results.

THE FUTURE OPERATIONS OF THE COMBINED COMPANY COULD BE HARMED IF THE COMMERCIAL ADOPTION OF 300MM WAFER TECHNOLOGY CONTINUES TO PROGRESS SLOWLY OR IS HALTED.

The future operations of the combined company depend in part on the adoption of new systems and technologies to automate the processing of 300mm wafers. However, the industry transition from the current, widely used 200mm manufacturing technology to 300mm manufacturing technology is occurring more slowly than expected. A significant delay in the adoption of 300mm manufacturing technology, or the failure of the industry to adopt 300mm manufacturing technology, could significantly impair the operations of the combined company. Moreover, continued delay in transition to 300mm technology could permit competitors to introduce competing or superior 300mm products at more competitive prices. As a result of these factors, competition for 300mm orders is vigorous and could harm Brooks' results of operations. Brooks' proposed merger with PRI does not mitigate this risk. Manufacturers implementing factory automation in 300mm pilot projects typically seek to purchase systems from multiple vendors. To date, nearly all manufacturers with pilot projects have selected PRI's competitors' systems for these projects. Manufacturers' awards to PRI's competitors of early 300mm orders could make it more difficult for PRI to win orders from those manufacturers for their full-scale 300mm production facilities. In addition, PRI's competitive position in the market for 300mm products could be adversely affected by its manufacturing problems with TurboStocker.

RISK FACTORS RELATING TO BROOKS' AND PRI'S OPERATIONS

BROOKS' AND PRI'S SALES VOLUME SUBSTANTIALLY DEPENDS ON THE SALES VOLUME OF BROOKS' AND PRI'S ORIGINAL EQUIPMENT MANUFACTURER CUSTOMERS AND ON INVESTMENT IN MAJOR CAPITAL EXPANSION PROGRAMS BY END-USER SEMICONDUCTOR MANUFACTURING COMPANIES.

Brooks and PRI sell a majority of their tool automation products to original equipment manufacturers that incorporate Brooks' and PRI's products

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into their equipment. Therefore, Brooks' and PRI's revenues depend on the ability of these customers to develop, market and sell their equipment in a timely, cost-effective manner.

Brooks and PRI also generate significant revenues from large orders from semiconductor manufacturing companies that build new plants or invest in major automation retrofits. Brooks' and PRI's revenues depend, in part, on continued capital investment by semiconductor manufacturing companies.

DEMAND FOR BROOKS' AND PRI'S PRODUCTS FLUCTUATES RAPIDLY AND UNPREDICTABLY, WHICH MAKES IT DIFFICULT TO MANAGE THEIR BUSINESSES EFFICIENTLY AND CAN REDUCE THEIR GROSS MARGINS AND PROFITABILITY.

Brooks' and PRI's expense levels are based in part on their expectations for future demand. Many expenses, particularly those relating to capital equipment and manufacturing overhead, are relatively fixed. The rapid, and unpredictable shifts in demand for Brooks' and PRI's products make it difficult to plan manufacturing capacity and business operations efficiently. If demand is significantly below expectations Brooks and PRI may be unable to rapidly reduce these fixed costs, which can diminish gross margins and cause losses. A sudden downturn may also leave Brooks and PRI with excess inventory, which may be rendered obsolete as products evolve during the downturn and demand shifts to newer products. For example, as a result of the current industry downturn, PRI recorded special charges in the second and

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fourth quarters of fiscal year 2001 in the aggregate amount of \$9.7 million relating to inventory write-downs and costs associated with orde