

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE TO

Amendment No. 1

(Rule 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

MKS Instruments, Inc.

(Name of Subject Company (Issuer) and Filing Person (Issuer))

Options to Purchase Common Stock, no par value

(Title of Class of Securities)

55306N104

(CUSIP Number of Common Stock Underlying Class of Securities)

Leo Berlinghieri

President and Chief Executive Officer

MKS Instruments, Inc.

2 Tech Drive, Suite 201, Andover, Massachusetts 01810

(978) 645-5500

(Name, Address and Telephone Numbers of Person

Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:

Mark G. Borden, Esq.

Wilmer Cutler Pickering Hale and Dorr LLP

60 State Street, Boston, Massachusetts 02109

(617) 526-6000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$4,197,423	\$234.22**

* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 1,454,947 shares of common stock of MKS Instruments, Inc. having an aggregate value of \$4,197,423 as of July 31, 2009 will be exchanged or cancelled pursuant to this exchange offer. The actual transaction value will be based upon the number of options tendered, if any. The aggregate value of such securities was calculated based on the Black-Scholes option pricing model.

** The amount of the filing fee, calculated in accordance with the Securities Exchange Act of 1934, as amended, equals \$55.80 for each \$1,000,000 of the value of this transaction. The Transaction Value set forth above was calculated for the sole purpose of determining the Amount of Filing Fee and should not be used for any other purpose.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$234.22 Filing Party: MKS Instruments, Inc.
Form or Registration No.: 005-58011 Date Filed: August 3, 2009

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

* If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)



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EXPLANATORY NOTE

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on August 3, 2009 (the "Schedule TO") by MKS Instruments, Inc. (the "Company"), wherein the Company offered to exchange certain outstanding eligible option grants for restricted stock units, on the terms and subject to the conditions described in the Offer to Exchange Certain Stock Options for Restricted Stock Units dated August 3, 2009.

The information in the Schedule TO, including all schedules and annexes to the Schedule TO, which were previously filed with the Schedule TO on August 3, 2009, is incorporated herein by reference to answer the items required in this Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided in this Amendment. Except as specifically set forth herein, this Amendment does not modify any of the information previously reported on the Schedule TO.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended by deleting Exhibit (a)(1)(K) in its entirety and replacing it with Exhibit (a)(1)(K) filed herewith.

<u>Exhibit</u>	<u>Description</u>
(a)(1)(K)	Script for Phone Representatives.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MKS INSTRUMENTS, INC.

/s/ RONALD C. WEIGNER

Ronald C. Weigner
Vice President, Chief Financial Officer
and Treasurer

Date: August 12, 2009

Index to Exhibits

<u>Exhibit</u>	<u>Description</u>
(a)(1)(K)	Script for Phone Representatives.

Overview:

As a Customer Service Representative helping with MKS Instruments, Inc. (“MKS”) exchange offer, your role is to help eligible MKS option holders get the information they need. That information is in the offer to exchange and on the MKS exchange offer website in a variety of ways. The offer to exchange is the primary data source for employees and has been filed with the Securities and Exchange Commission (“SEC”) as well as placed on the exchange offer website in a number of places. The attached script will help you in answering employee inquiries/requests for assistance.

Access to MKS Exchange Offer Website:

The exchange offer website address is <https://mks.optionelection.com>. To access your account on the exchange offer website, use the following login steps:

1. Enter user ID. For U.S. employees, this is the last four digits of your social security number. For employees outside the U.S., your user name is the last four digits of your employee ID number.
2. Your initial password is the first four letters of your last name, all uppercase, excluding spaces or characters.
3. Upon login, you will be prompted to create a new password.

If a password reset is required due to a locked or forgotten password, this can be completed as follows:

1. Fully verify the participant under normal SPS verification procedures.
2. Inform the participant that a request will be sent to have the password reset. All requests will be resolved within 24 hours. After 24 hours, the participant can go back to the website to try to log in.
3. In order to make the reset request, SPS representatives will need to send an email to the following Fidelity employees: Amanda Jarvis, Ken Tomasso, and Julie Laskey. The email must include the participant’s full name and participant ID (SSN or I number). After 11 pm ET on 8/27/09, any submissions for a password reset will be on a best efforts basis only. Please inform participants and do not refer them to MKS HR for password assistance.

If you have any further questions, please contact Marlene Maffe, the MKS stock plan administrator, at marlene_maffe@mksinst.com, or call her at (978) 645-5654.

Questions about access problems:

- A. Some people have problems with access if their laptop security is set too high, or if they are blocking “pop ups.” Please check with us if you think this might be the case. In the U.S., the number is (800) 544-9354. Outside the U.S., the number is (800) 544-0275.
- B. It appears we may be experiencing some website difficulties. I will alert our technical department. Please try the website a little later or check back with us again later.
- C. If you have any further questions, please contact Marlene Maffe, the MKS stock plan administrator, at marlene_maffe@mksinst.com, or call her at (978) 645-5654.

Questions about Exchange Period:

The Exchange Offer will expire at 11:59, Eastern Time, on August 28, 2009, unless extended by MKS. If you choose to participate, your election must be received by MKS prior to the Expiration Time. All the other information about the MKS Exchange Offer is on the exchange offer website at <https://mks.optionelection.com>.

If you have any further questions, please contact Marlene Maffe, the MKS stock plan administrator, at marlene_maffe@mksinst.com, or call her at (978) 645-5654.

Questions about the “Paper/Fax” Process:

1. **First Response — encourage use of website:**

We encourage you to submit your election electronically via the exchange offer website. The exchange offer website lists all of your eligible options and also has a calculator that you may use to determine the number of RSUs that would be granted to you in exchange for each of your eligible option grants based upon the hypothetical exchange ratios.

You can access the website at <https://mks.optionelection.com>. Confirmation statements for submissions through the exchange offer website may be obtained by clicking on the “Print Confirmation” button after submitting your election or withdrawal. You should print and save a copy of the confirmation for your records.

Only responses that are complete and actually received by MKS (whether via the exchange offer website or via fax or e-mail) by the Expiration Time will be accepted. Responses submitted by any other means, including hand delivery, interoffice, U.S. mail (or other post) and Federal Express (or similar delivery service) are not permitted.

If you have any questions, please contact Marlene Maffe, the MKS stock plan administrator, at marlene_maffe@mksinst.com, or call her at (978) 645-5654.

2. **Second Response — provide directions for E-Mail or Fax submissions:**

If you are unable to use the exchange offer website, MKS has provided for a paper and fax process for election and withdrawal of your eligible options. All information about submitting an election or withdrawal via e-mail or facsimile is in the offer to exchange, which was distributed to all employees holding eligible options and is also on the exchange offer website and filed with the U.S. Securities and Exchange Commission.

The exchange offer will expire at 11:59, Eastern Time, on August 28, 2009 (the “Expiration Time”), unless extended by MKS. If you choose to participate, your election must be received by MKS prior to the Expiration Time. Facsimile election forms may be faxed to Marlene Maffe at (978) 557-5124. E-mail election forms (by PDF or similar imaged document file) may be sent to Marlene Maffe at marlene_maffe@mksinst.com.

Only responses that are complete and actually received by MKS (whether via the exchange offer website or via fax or e-mail) by the expiration time will be accepted. Responses submitted by any other means, including hand delivery, interoffice, U.S. mail (or other post) and Federal Express (or similar delivery service) are not permitted.

If you make an election or withdrawal via fax or e-mail, MKS will confirm the receipt of your election or withdrawal within two business days. If you have not received a confirmation, it is your responsibility to send an e-mail to Marlene Maffe at marlene_maffe@mksinst.com or call (978) 645-5654.

If you have any further questions, please contact Marlene Maffe, the MKS stock plan administrator, at marlene_maffe@mksinst.com, or call her at (978) 645-5654.

Questions about the MKS Exchange Offer:

All information regarding the exchange offer is in the offer to exchange, which was distributed to all employees holding eligible options and is also on the exchange offer website and filed with the U.S. Securities and Exchange Commission. To access the exchange offer website, go to <https://mks.optionelection.com>. If you have any further questions, please contact Marlene Maffe, the MKS stock plan administrator, at marlene_maffe@mksinst.com, or call her at (978) 645-5654.

Questions about eligible options for exchange:

Please refer to the website, at <https://mks.optionelection.com>, to view a list of questions and answers regarding the exchange offer and to view a list of your eligible options.

If you do not have access to the website and have further questions, please contact Marlene Maffe, the MKS stock plan administrator, at marlene_maffe@mksinst.com, or call her at (978) 645-5654.

All other questions:

Refer to the exchange offer website at <https://mks.optionelection.com>. If you have any further questions, please contact Marlene Maffe, the MKS stock plan administrator, at marlene_maffe@mksinst.com, or call her at (978) 645-5654.