
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

May 2, 2016

MKS Instruments, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts

(State or other jurisdiction
of incorporation)

000-23621

(Commission
File Number)

04-2277512

(I.R.S. Employer
Identification No.)

2 Tech Drive, Suite 201, Andover, Massachusetts

(Address of principal executive offices)

01810

(Zip Code)

Registrant's telephone number, including area code:

978-645-5500

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On May 2, 2016, the Board of Directors of MKS Instruments, Inc. (the “Company”) increased the size of the Board of Directors from eight to nine and elected Robert J. Phillippy to the Board of Directors, effective July 1, 2016. Mr. Phillippy is the former President and Chief Executive Officer of Newport Corporation, which the Company acquired on April 29, 2016 (the “Acquisition”).

In connection with the Acquisition, Mr. Phillippy will remain employed by Newport Corporation through July 1, 2016 in order to assist with the integration of its business into the Company, under the compensatory arrangements in effect prior to the Acquisition. In consideration for Mr. Phillippy’s agreement to support the Company’s integration efforts, on May 2, 2016, the Company accelerated in full the vesting of Mr. Phillippy’s restricted stock unit awards and stock appreciation rights, which would have otherwise accelerated as of July 1, 2016.

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

The following sets forth the results of voting by shareholders at the 2016 Annual Meeting:

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

Director Nominee	Votes For	Votes Withheld
Richard S. Chute	46,731,723	2,042,779
Peter R. Hanley	48,240,733	533,769
Jacqueline F. Moloney	48,559,308	215,194

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

Votes For	Votes Against	Votes Abstained
47,040,406	1,370,431	363,665

There were broker non-votes of 2,176,761 shares on this proposal.

c) Ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2016:

Votes For	Votes Against	Votes Abstained
50,535,082	379,121	37,060

There were no broker non-votes for this proposal.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1⁺ Letter Agreement between Registrant and Robert J. Phillippy, dated May 2, 2016

⁺ Management contract or compensatory plan arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MKS Instruments, Inc.

May 2, 2016

By: */s/ Seth H. Bagshaw*

Name: Seth H. Bagshaw

Title: VP, CFO & Treasurer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter Agreement between Registrant and Robert J. Phillippy, dated May 2, 2016

Exhibit 10.1
[mks logo]

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Andover
MA 01810

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|fax: 978-557-5100
|www.mksinst.com

May 2, 2016

Mr. Bob Phillippy
29172 Alfieri Street
Laguna Niguel, CA 92677

Dear Bob:

As you know, on April 29, 2016, MKS Instruments, Inc. (“MKS”) acquired Newport Corporation (“Newport”) (the “Acquisition”). In connection with the Acquisition, MKS would like to retain your services as an employee of Newport, to assist with the integration of the companies, until July 1, 2016 (the “Termination Date”).

Accordingly, pending your employment through July 1, 2016, you will continue to be entitled to receive (i) your salary (at an annualized rate of \$546,325.00), (ii) your cash incentive bonus for the first half of 2016 (subject to the achievement of the performance criteria set forth therein) of up to 57.5% of your annual base salary, and (iii) other health and medical benefits of Newport Corporation, including executive perquisites such as term life insurance, supplemental long-term disability insurance, and auto allowances. MKS acknowledges that as of the Termination Date, you shall have the rights relating to an eligible termination as set forth in Section 3(a) of the Amended and Restated Severance Agreement by and between you and Newport, dated April 27, 2016.

In appreciation of your agreement to provide continued services through the Termination Date, MKS hereby accelerates any unvested Restricted Stock Units and Stock Appreciation Rights held by you, effective as of the date of this notice of termination.

Your responsibilities from now through the Termination Date shall be as set forth on Schedule A hereto.

We thank you for your past service to Newport Corporation and wish you the best in the future.

Sincerely,

/s/ Jerry Colella
Jerry Colella
CEO and President

MKS Instrument, Inc.

Schedule A

Bob Phillippy

Title: Executive Advisor

Reporting to: Jerry Colella

Summary of duties:

Work with Dennis Werth to identify any major issues within Newport with either customers, employees, or business related

Team with Dennis Werth and Jack Abrams to assess sales team and assist in centralizing sales force.

Assist Jerry Colella and Dennis Werth with any outward facing communication to customers (arranging high level meetings as needed), assist in IR messaging

Work with Jerry Colella and Dennis Werth to understand how to monitor and manage: Bookings, Shipments, Capital, Business forecast, Plan of record, etc

Additional tasks to be determined by Mr. Colella