

BROOKS AUTOMATION INC  
Form S-8 POS  
November 25, 2011

As filed with the Securities and Exchange Commission on November 25, 2011

REGISTRATION NOS. 333-117029, 333-88190, 333-88160, 333-73682, 333-70854, 333-67432, 333-61928,  
333-57974, 333-45092, 333-40848, 333-40844, 333-40842, 333-66429, 333-66455, 333-66457, 333-22717,  
333-07315, 333-07313

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
under the  
SECURITIES ACT OF 1933  
BROOKS AUTOMATION, INC.**

*(Exact Name of Registrant as Specified in Its Charter)*

**Delaware**

*( State or Other Jurisdiction of Incorporation or  
Organization )*

**04-3040660**

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

**15 Elizabeth Drive  
Chelmsford, MA 01824**

*(Address, Including Zip Code, of Principal Executive Offices)*

**Brooks Automation, Inc. 1995 Employee Stock Purchase Plan**

**1998 Employee Equity Incentive Plan**

**PRI Automation, Inc. 2000 Stock Option Plan**

**PRI Automation, Inc. 1997 Non-Incentive Stock Option Plan**

**PRI Automation, Inc. 1994 Incentive and Non-Qualified Stock Option Plan**

**Commotion Technology, Inc. 2000 Flexible Stock Incentive Plan**

**Promis Systems Corporation Ltd. Amended and Restated Stock Option Plan**

**Nonqualified Stock Option Granted By PRI Automation, Inc. to Mark Johnston**

**Equipe Technologies Non-Statutory Stock Options**

**Progressive Technologies Inc. 1991 Stock Option and Purchase Plan**

**2001 Restricted Stock Purchase Plan for KLA Product Line Acquisition**

**2000 Combination Stock Option Plan**

**1992 Combination Stock Option Plan**

**1993 Nonemployee Director Stock Option Plan**

**Fastech Integration, Inc. 1998 Stock Plan**

**Fastech Integration, Inc. 1988 Stock Plan**

*(Full Title of the Plan)*

**Martin S. Headley**

**Executive Vice President and Chief Financial Officer**

**Brooks Automation, Inc.**

**15 Elizabeth Drive**

**Chelmsford, MA 01824**

**978-262-2400**

*(Name, Address and Telephone Number, Including Area Code, of Agent For Service)*

with copies to:

**Jason Joseph, Esq.**  
**Brooks Automation, Inc.**  
**15 Elizabeth Drive**  
**Chelmsford, MA 01824**  
**978-262-2400**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller  
reporting company)

Smaller reporting  
company

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**EXPLANATORY NOTE**

The Registrant hereby amends each of its Registration Statements on Forms S-8 filed June 30, 2004, May 14, 2002, May 13, 2002, November 19, 2001, October 3, 2001, August 13, 2001, May 30, 2001, March 30, 2001, September 1, 2000, July 5, 2000, July 5, 2000, July 5, 2000, October 30, 1998, October 30, 1998, October 30, 1998, March 4, 1997, July 1, 1996 and July 1, 1996 (Registration Nos. 333-117029, 333-88190, 333-88160, 333-73682, 333-70854, 333-67432, 333-61928, 333-57974, 333-45092, 333-40848, 333-40844, 333-40842, 333-66429, 333-66455, 333-66457, 333-22717, 333-07315, 333-07313, respectively) (collectively, the Registration Statements ) to deregister all securities that were registered pursuant to each of the Registration Statements that remain unsold as of the date hereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Chelmsford, Commonwealth of Massachusetts on the 25th day of November, 2011.

BROOKS AUTOMATION, INC.

By: /s/ Martin S. Headley  
 Martin S. Headley  
 Executive Vice President and Chief Financial  
 Officer

**SIGNATURES AND POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                    | <b>Title</b>   | <b>Date</b>       |
|---|--|-------------------|
| /s/ Stephen S. Schwartz<br>Stephen S. Schwartz      | Director and Chief Executive Officer<br>(Principal Executive Officer)                                | November 25, 2011 |
| /s/ Martin S. Headley<br>Martin S. Headley          | Executive Vice President and Chief Financial Officer<br>(Principal Financial and Accounting Officer) | November 25, 2011 |
| /s/ Timothy S. Mathews<br>Timothy S. Mathews        | Vice President and Corporate Controller<br>(Principal Accounting Officer)                            | November 25, 2011 |
| /s/ A. Clinton Allen<br>A. Clinton Allen            | Director   | November 25, 2011 |
| /s/ Joseph R. Martin<br>Joseph R. Martin            | Director   | November 25, 2011 |
| /s/ John K.<br>McGillicuddy<br>John K. McGillicuddy | Director   | November 25, 2011 |
| /s/ Krishna G. Palepu<br>Krishna G. Palepu          | Director   | November 25, 2011 |
| /s/ Chong Sup Park                                  | Director   | November 25, 2011 |

Chong Sup Park

/s/ Kirk P. Pond

Director

November 25, 2011

Kirk P. Pond

/s/ Alfred Woollacott III

Director

November 25, 2011

Alfred Woollacott III

/s/ Mark S. Wrighton

Director

November 25, 2011

Mark S. Wrighton