

BROOKS AUTOMATION INC
Form DEF 14A
January 07, 2008

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Soliciting Material Under Rule 14a-12
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

BROOKS AUTOMATION, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS OF
BROOKS AUTOMATION, INC.**

TO BE HELD ON FEBRUARY 8, 2008

The 2008 Annual Meeting of Stockholders of Brooks Automation, Inc. will be held on February 8, 2008 at 10:00 a.m., local time, at 11 Elizabeth Drive, Chelmsford, Massachusetts 01824, for the following purposes:

1. To elect eight directors to serve for the ensuing year and until their successors are duly elected.
2. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered accounting firm for the 2008 fiscal year.
3. To transact any other matters which may properly come before the Annual Meeting or any adjourned session thereof.

The Board of Directors has fixed December 14, 2007 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 and to authorize your proxy, however, we urge you to complete, date, sign and return the enclosed Proxy Card (a postage-prepaid envelope is enclosed for that purpose) as promptly as possible.

Any stockholder attending the Annual Meeting may vote in person even if that stockholder has previously returned a Proxy Card.

By Order of the Board of Directors

Thomas S. Grilk,
Senior Vice President, General Counsel and Secretary

Chelmsford, Massachusetts
January 4, 2008

YOUR VOTE IS IMPORTANT

WE URGE YOU 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 AT A LATER DATE, OR BY ATTENDING AND VOTING AT THE ANNUAL MEETING.

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BROOKS AUTOMATION, INC.

**PROXY STATEMENT
FOR THE ANNUAL MEETING OF STOCKHOLDERS**

To Be Held On February 8, 2008

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This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of Brooks Automation, Inc., a Delaware corporation (["we" or "us"]), for use at the Annual Meeting of Stockholders to be held at our principal executive offices at 11 Elizabeth Drive, Chelmsford, Massachusetts 01824 on February 8, 2008, at 10:00 a.m., local time, and at any adjournment or adjournments thereof (the ["Annual Meeting"]).

We expect that this proxy statement and the accompanying proxy will first be mailed to stockholders on or about January 4, 2008. Our Annual Report on Form 10-K for the fiscal year ended September 30, 2007 as filed with the Securities and Exchange Commission (["SEC"]) is included as the Annual Report to Stockholders being mailed to our stockholders with this proxy statement. It is also available to stockholders without charge upon written request addressed to Investor Relations, Brooks Automation, Inc., 15 Elizabeth Drive, Chelmsford, Massachusetts 01824.

General Information

Record Date, Voting Rights and Outstanding Shares

Only stockholders of record at the close of business on December 14, 2007 will be entitled to receive notice of, and to vote at, the Annual Meeting. As of that date, there were outstanding and entitled to vote 70,215,128 shares of our Common Stock, \$.01 par value (the ["Common Stock"]). Each stockholder is entitled to one vote for each share of Common Stock held of record on that date and may vote such shares either in person or by proxy.

Solicitation

The enclosed proxy relating to the Annual Meeting is solicited on behalf of our Board of Directors, and we will bear the cost of such solicitation. Our officers and regular employees may solicit proxies by correspondence, telephone or in person, without extra compensation. We may also pay to banks, brokers, nominees and certain other fiduciaries their reasonable expenses incurred in forwarding proxy material to the beneficial owners of the securities held by them. We hired Georgeson & Co., Inc. to assist in obtaining proxies from our stockholders on a timely basis. We will pay Georgeson & Co., Inc. fees and expenses of approximately \$10,000, for these services.

Voting Procedures

The votes of stockholders present in person or represented by proxy at the Annual Meeting will be tabulated by an inspector of elections. A quorum, consisting of a majority of all stock issued, outstanding and entitled to vote at the Annual Meeting, will be required to be present in person or by proxy for the transaction of business at the Annual Meeting and any adjournment thereof. If a quorum is not present, a majority of the votes properly cast will adjourn the meeting.

The eight nominees for director who receive the greatest number of votes cast by stockholders present in person or represented by proxy at the Annual Meeting and entitled to vote thereon will be elected directors. The affirmative vote of a majority of the votes properly cast is required to approve the ratification of the selection of PricewaterhouseCoopers LLP as our independent auditors for the 2008 fiscal year.

Abstentions will be counted as present and entitled to vote for purposes of determining the presence of a quorum, but will have no effect on the outcome of the vote for the election of directors or the proposal for the ratification of the selection of PricewaterhouseCoopers LLP. A broker non-vote is a proxy from a broker or other nominee indicating that such person has not received instructions from the beneficial owner on a particular matter with respect to which the broker or other nominee does not have discretionary voting power. Because brokers have discretionary authority to vote on all of the matters to be acted upon at the Annual Meeting, there will be no broker non-votes. Shares of Common Stock held of record by brokers who do not return a signed and dated proxy will not be considered present at the Annual Meeting, will not be counted towards a quorum, and will not be voted in the election of directors or for the ratification of the selection of PricewaterhouseCoopers LLP.

Voting of Proxies

General. The enclosed proxy, if executed and returned, will be voted as directed on the proxy.

Proxies Without Voting Instructions. Proxies that are properly signed and dated but which do not contain voting instructions will be voted for the election of the nominees as directors described in this proxy statement and for the ratification of the selection of PricewaterhouseCoopers LLP. If any other matters properly come before the Annual Meeting, proxies will be voted by the authorized proxies in accordance with their best judgment.

Voting Shares Held Through Broker By Proxy. If your shares of Common Stock are held by your broker, your broker will vote your shares for you if you provide instructions to your broker on how to vote your shares. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. In the absence of such instructions, the broker will be able to vote your shares on matters with respect to which it has discretionary voting power, including with respect to the election of the eight nominees for director and the ratification of the selection of PricewaterhouseCoopers LLP.

Voting Of Shares Held Through Broker In Person. If your shares of Common Stock are held by your broker or other nominee in a name other than yours and you wish to vote those shares in person at the Annual Meeting, you must obtain from the broker or other nominee holding your shares a properly executed legal proxy, identifying you as a stockholder, authorizing you to act on behalf of the broker or other nominee at the Annual Meeting and specifying the number of shares with respect to which the authorization is granted.

Other Matters. If you sign and return the enclosed proxy card, you grant to the persons named in the proxy the authority to vote in their discretion on any other matters that may properly come before the Annual Meeting, including any adjournment or postponement thereof. Other matters that may be properly brought before the Annual Meeting, unless otherwise provided in our certificate of incorporation or bylaws or by statute, will be approved if they receive a majority of the votes properly cast on the matter. Our management does not presently know of any other matters to be brought before the Annual Meeting.

Revocation of Proxies

Signing the enclosed proxy card will not prevent a record holder from voting in person at the Annual Meeting or otherwise revoking the proxy. A record holder may revoke a proxy at any time before the Annual Meeting in the following ways:

- filing with our corporate secretary, before the vote at the Annual Meeting, a written notice of revocation bearing a later date than the proxy;
- authorizing a later dated proxy relating to the same shares and delivering it to us before the vote at the Annual Meeting; or
- attending the Annual Meeting and voting in person, although attendance at the meeting will not by itself constitute a revocation of the proxy.

Record holders should send any written notice of revocation or subsequent proxy to our corporate secretary at 15 Elizabeth Drive, Chelmsford, Massachusetts 01824, or hand deliver the notice of revocation or subsequent proxy to the our corporate secretary before the vote at the Annual Meeting.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on February 8, 2008

The proxy statement and annual report are available at: <http://ww3.ics.adp.com/streetlink/BRKS>.

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The following table sets forth information as of November 30, 2007 with respect to the beneficial ownership of Common Stock by each nominee for director, the director *emeritus*, each executive officer and former executive officer named below in the Summary Compensation Table under "Compensation Tables for Named Executive Officers - Summary Compensation Table", which we refer to as the "Named Executive Officers", all current executive officers, the director nominees and the director *emeritus* as a group, and each person known by us to be the beneficial owner of 5% or more of the Common Stock. Except as indicated below, this information is based upon information received from, on behalf of or filed with the SEC by the named individuals.

Name	Shares of Common Stock Beneficially Owned(1)(2)	Percentage of Class
<i>Named Executive Officers:</i>		
Edward C. Grady(3)	444,400	*
Robert J. Anastasi(4)	13,637	*
Joseph M. Bellini	□	*
Robert W. Woodbury, Jr.(5)	228,651	*
James Gentilcore(6)	22,625	*
Thomas S. Grilk(7)	109,126	*
<i>Directors Nominees and Director Emeritus:</i>		
A. Clinton Allen(8)	18,750	*
Robert J. Lepofsky(9)	702,201	*
Joseph R. Martin(10)	29,250	*
John K. McGillicuddy(11)	18,750	*
Krishna G. Palepu(12)	22,500	*
Kirk P. Pond	12,500	*
Marvin G. Schorr(13)	141,048	*
Alfred Woollacott, III(14)	33,600	*
Mark S. Wrighton(15)	38,484	*
<i>Five Percent Owners:</i>		
T. Rowe Price Associates, Inc.(16) 100 E. Pratt St. Baltimore, MD 21202	6,468,438	9.2%
Nierenberg Investment Management Company, Inc.(17) 19605 NE 8th St. Camas, WA 98607	5,056,958	7.2%
Dimensional Fund Advisors LP(18) 1299 Ocean Avenue Santa Monica, CA 90401	4,951,327	7.0%
Barclays Global Investors, NA(19) 45 Fremont Street San Francisco, CA 94105	4,882,672	6.9%
All directors nominees, director <i>emeritus</i> and current executive officers as a group (12 persons)(20)	1,191,417	1.7%

* Less than one percent.

- (1) To our knowledge, the persons named in this table have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them, subject to community property laws where applicable and except as indicated in the other footnotes to this table. In addition, shares indicated as beneficially owned by officers and directors in some instances include restricted stock over which the officer or director has voting power but no investment power.

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- (2) In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of Common Stock subject to options or warrants held by that person that are currently exercisable or exercisable within 60 days after November 30, 2007 are deemed outstanding. Such shares, however, are not deemed outstanding for the purpose of computing the percentage ownership of any other person.
- (3) Includes 348,200 shares issuable pursuant to stock options exercisable within 60 days of November 30, 2007.
- (4) Includes 2,813 shares issuable pursuant to stock options exercisable within 60 days of November 30, 2007.
- (5) Includes 127,500 shares issuable pursuant to stock options exercisable within 60 days of November 30, 2007.
- (6) Includes 4,688 shares issuable pursuant to stock options exercisable within 60 days of November 30, 2007. Also includes 1,376 shares held in our 401(k) retirement savings plan.
- (7) Includes 60,625 shares issuable pursuant to stock options exercisable within 60 days of November 30, 2007.
- (8) Includes 6,250 shares issuable pursuant to stock options exercisable within 60 days of November 30, 2007.
- (9) Includes 10,000 shares issuable pursuant to stock options exercisable within 60 days of November 30, 2007. Also includes 2,170 shares held in our 401(k) retirement savings plan.
- (10) Includes 14,250 shares issuable pursuant to stock options exercisable within 60 days of November 30, 2007.
- (11) Includes 6,250 shares issuable pursuant to stock options exercisable within 60 days of November 30, 2007.
- (12) Includes 10,000 shares issuable pursuant to stock options exercisable within 60 days of November 30, 2007.
- (13) Includes 12,220 shares issuable pursuant to stock options exercisable within 60 days of November 30, 2007.
- (14) Includes 18,880 shares issuable pursuant to stock options exercisable within 60 days of November 30, 2007.
- (15) Includes 12,220 shares issuable pursuant to stock options exercisable within 60 days of November 30, 2007.

- (16) Based upon the most recent Schedule 13G filed by T. Rowe Price Associates, Inc. with the SEC on February 14, 2007, as of December 31, 2006, T. Rowe Price Associates, Inc. has sole voting power over 1,997,918 shares and sole dispositive power over 6,468,438 shares.
- (17) Based on the most recent 13D/A filed by Nierenberg Investment Management Company, Inc. and certain affiliated entities on September 26, 2007, as of September 25, 2007: the D3 Family Fund, L.P. had sole voting and dispositive power over 849,215 shares; the DIII Offshore Fund, L.P. had sole voting and dispositive power over 1,131,718 shares; the D3 Family Bulldog Fund, L.P. had sole voting and dispositive power over 2,997,525 shares; the D3 Family Canadian Fund, L.P. had sole voting and dispositive power over 78,500 shares; Nierenberg Investment Management Company, Inc. had shared investment and dispositive power over 5,056,958 shares; and Nierenberg Investment Management Offshore, Inc. had shared voting and dispositive power over 1,131,718 shares. Nierenberg Investment Management Company, Inc. is the general partner of the D3 Family Fund, L.P., the D3 Family Bulldog Fund, L.P. and the D3 Family Canadian Fund, L.P.. Nierenberg Investment Management Offshore, Inc. is the general partner of the DIII Offshore Fund, L.P. David Nierenberg is the president of Nierenberg Investment Management Company, Inc. and of Nierenberg Investment Management Offshore, Inc.
- (18) Based upon the most recent Schedule 13G filed by Dimensional Fund Advisors LP with the SEC on February 8, 2007, as of December 31, 2006, Dimensional Fund Advisors LP has sole voting and dispositive power over 4,951,327 shares.
- (19) Based upon the most recent Schedule 13G filed by Barclays Global Investors, NA with the SEC on January 23, 2007, as of December 31, 2006, Barclays Global Investors, NA has sole voting power over 2,189,230 shares and sole dispositive power over 2,494,859 shares; Barclays Global Fund Advisors has sole voting and dispositive power over 2,339,841 shares; Barclays Global Investors, LTD has sole voting and dispositive power over 47,972 shares.
- (20) Includes 178,195 shares issuable pursuant to stock options exercisable within 60 days of November 30, 2007 and 2,170 shares held in our 401(k) retirement savings plan.

**PROPOSAL NO. 1
ELECTION OF DIRECTORS**

At the Annual Meeting, eight directors are to be elected to serve until the 2009 annual meeting of stockholders and until their respective successors have been duly elected and qualified. The Board reduced the size of the Board to eight from nine, effective at the Annual Meeting, in connection with Mr. Edward Grady's decision not to stand for reelection. The Nominating and Governance Committee of the Board of Directors has nominated the persons listed below for election as directors.

Information on Nominees

The membership of the Board of Directors stands at nine directors and one non-voting director *emeritus*, although as noted above the Board will decrease to eight effective at the Annual Meeting. All eight nominees are

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currently directors of the Company. It is the intention of the persons named as proxies to vote for the election of the nominees. In the unanticipated event that any such nominee should be unable to serve, the persons named as proxies will vote the proxy for such substitutes, if any, as the present Board of Directors may designate. None of the nominees has been nominated pursuant to any arrangement or understanding with any person.

Dr. Schorr serves as Director *Emeritus*. He is appointed to this position by the Board of Directors, and is not voted upon by the stockholders of the Company. However, disclosure with respect to Dr. Schorr is provided in the proxy statement as if he were subject to such election. Dr. Schorr became Director *Emeritus* in October 2005 in connection with the acquisition of Helix Technology Corporation (which we refer to as "Helix") by us, and was so appointed pursuant to the merger agreement under which we acquired Helix in October 2005. The Board of Directors has elected to extend the position of Director *Emeritus* and Dr. Schorr's service in such position until our 2009 annual meeting. As Director *Emeritus*, Dr. Schorr is entitled to attend and participate in all meetings of the Board of Directors but does not vote.

The following table sets forth certain information as of December 14, 2007 with respect to the eight nominees and with respect to Dr. Schorr. When used below, positions held include positions held with our predecessors and subsidiaries.

Name	Age	Position	Director Since
A. Clinton Allen(2)(3)	63	Director	2003
Robert J. Lepofsky(4)	63	Director and Chief Executive Officer	2005
Joseph R. Martin(3)(4)	60	Chairman of the Board of Directors	2001
John K. McGillicuddy(1)(3)(4)	64	Director	2003
Krishna G. Palepu(2)(3)(5)	53	Director	2005
Kirk P. Pond(2)(5)	62	Director	2007
Alfred Woollacott, III(1)(5)	61	Director	2005
Mark S. Wrighton(1)(2)*	58	Director	2005
Marvin G. Schorr	82	Director <i>Emeritus</i>	2005

-
- (1) Member of our Audit Committee.
- (2) Member of our Human Resources and Compensation Committee.
*Dr. Wrighton has been nominated to serve as Chairman of the Human Resources and Compensation Committee subject to confirmation of the nomination at the next regularly scheduled Board meeting.
- (3) Member of our Nominating and Governance Committee.
- (4) Member of our Executive Committee.
- (5) Member of our Finance Committee.

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The committee memberships noted above for Mr. Pond were effective as of November 8, 2007. The Board of Directors established the Executive and Finance Committees on November 8, 2007, and committee memberships of these committees were effective as of that date.

Mr. A. Clinton Allen has been a director since October 2003. In addition to serving as a director, Mr. Allen is Chairman and Chief Executive Officer of A.C. Allen & Company, an investment banking consulting firm. From 1989 to 2002, Mr. Allen served as Vice Chairman of the Board of Psychomedics Corporation, Inc., a biotechnology company with a proprietary drug testing product, and as Chairman of the Board of Psychomedics from 2002 to 2003. Mr. Allen was Vice Chairman and a director of the DeWolfe Companies, a real estate firm, until it was acquired by Cendant Corporation in September 2002. Additionally, he was a director and member of the executive committee of Swiss Army Brands, maker of Swiss army knives, until it was acquired by Victorinox

Corporation in August 2002. Mr. Allen is currently the non-executive chairman and a director of Collectors Universe, a provider of value added services to dealers and collectors. He also serves as a Lead Director of Steinway Musical Instruments Company, a manufacturer of musical instruments, and as a director of LKQ Corporation, a supplier of recycled OEM automotive parts. He is also a director of Avantair, Inc., a provider of fractional aircraft shares for business and personal use.

Mr. Robert J. Lepofsky became our President and Chief Executive Officer on October 1, 2007. He became a director in October 2005 following the acquisition of Helix Technology Corporation, and he was appointed to our Board pursuant to the Helix Merger Agreement. Mr. Lepofsky was President and Chief Executive Officer of Helix from January 1989 until December 2004, having previously served as Helix's Senior Vice President and Chief Operating Officer from 1979 through 1988. He became Chairman of the Board of Helix on January 1, 2005. He joined Ensign-Bickford Industries, Inc., a privately held, broadly diversified company, in January 2005 as President and Chief Executive Officer and remained in that position until his retirement in November 2006. Mr. Lepofsky is also a director of Moldflow Corporation, a provider of software products and services for optimizing the design and manufacture of injection-molded plastic products, and of Avantair, Inc., a provider of fractional aircraft shares for business and personal use. In the not-for-profit sector Mr. Lepofsky serves as a member and Vice Chairman of the Board of CareGroup Health System, a major Harvard-affiliated healthcare system in Boston.

Mr. Joseph R. Martin has been a director of Brooks since June 2001 and Chairman of the Board since May 2006. Mr. Martin served as Executive Vice President and Chief Financial Officer, and later Sr. Executive Vice President, of Fairchild Semiconductor Corporation, a supplier of power semiconductors, from 1997 to 2004, and then served as member of the Office of the Chairman and Vice Chairman of the Board of Directors until his retirement in June 2005. Mr. Martin is a member of the board of directors of Soitec, Inc., a semiconductor wafer processing company, and of SynQor, Incorporated, a manufacturer of power solutions.

Mr. John K. McGillicuddy has been a director since October 2003. Mr. McGillicuddy was a partner with the international accounting firm of KPMG LLP, a public accounting firm, from 1975 until his retirement in June 2000. Mr. McGillicuddy is also a member of the board of directors of Watts Water Technologies, Inc., a manufacturer of water safety and flow control products.

Professor Krishna G. Palepu is the Ross Graham Walker Professor of Business Administration and Senior Associate Dean for International Development at the Harvard Business School. Professor Palepu became a Director in November 2005. Prior to assuming his current administrative position, Professor Palepu held other positions at Harvard Business School, including Senior Associate Dean, Director of Research, and Chair, Accounting and Control Unit. He is currently a member of the board of directors of Dr. Reddy's Laboratories Limited, and Satyam Computer Services Limited, two Indian companies listed on the New York Stock Exchange. Dr. Reddy's Laboratories is a global, vertically integrated pharmaceutical company, and Satyam Computer Services is a global information systems and technology company delivering consulting, systems integration and outsourcing services to clients in more than 20 industries. Professor Palepu is also a director of BTM Corporation, a management solutions provider focused on converging business with technology.

Mr. Kirk P. Pond was the President and Chief Executive Officer of Fairchild Semiconductor International, Inc., from June 1996 until May 2005. He served as the Chairman of Fairchild's Board of Directors from 1997 and until June 2006. Prior to Fairchild Semiconductor's separation from National Semiconductor, Mr. Pond had held several executive positions with National Semiconductor, including Executive Vice President and Chief Operating Officer. Mr. Pond served as a member of the Board of Directors of the Federal Reserve Bank of Boston from January 2004 until January 2007 and since 2005 has been a director of Wright Express Corporation. Mr. Pond has also served on the advisory board of the University of Arkansas Engineering School since 1987.

Mr. Alfred Woollacott, III is a certified public accountant and was a partner with the accounting firm of KPMG LLP from 1979 until his retirement in September 2002. He became a Director in October 2005 following our acquisition of Helix and was appointed to our Board pursuant to our merger agreement with Helix. He is currently a board member of William Hart Realty Trust and the Hart Haven Community Association.

Dr. Mark S. Wrighton has been Chancellor of Washington University in St. Louis since July 1995. He became a Director in October 2005 following our acquisition of Helix and was appointed to our Board pursuant to our merger agreement with Helix. Dr. Wrighton also serves as director of Cabot Corporation, a chemical

manufacturer.

Dr. Marvin G. Schorr served as Chairman of the Board of Helix from August 1996 to December 2004. Dr. Schorr became Brooks Director *Emeritus* in October 2005 pursuant to our merger agreement with Helix. Dr. Schorr is a director of Tech/Ops Sevcon, Inc., a manufacturer and seller of control products for battery operated vehicles.

THE COMPANY'S BOARD OF DIRECTORS RECOMMENDS THAT THE STOCKHOLDERS VOTE FOR THE ELECTION OF THE EIGHT NAMED NOMINEES.

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CORPORATE GOVERNANCE AND DIRECTOR COMPENSATION

Board of Directors

The Board of Directors has responsibility for establishing broad corporate policies and reviewing overall performance rather than day-to-day operations. The Board's primary responsibility is to oversee the management and, in so doing, to serve our and our stockholders' best interests. Management keeps the directors informed of our activities through regular written reports and presentations at Board and committee meetings. During 2007 the Nominating and Governance Committee of the Board conducted a review of our governance policies and practices, and upon the recommendation of that committee, the Board adopted the new Governance Policy that is publicly available on our website at www.brooks.com.

The Board has assessed each of the eight nominees for director against the SEC and Nasdaq Stock Market standards for independence and determined that Messrs. Allen, Martin, McGillicuddy, Palepu, Pond, Woollacott and Wrighton, being seven of the eight directors, meet both the general definition of an independent director and has further determined that all members of the audit committee (among others) meet the stricter definition required for members of an audit committee.

The Board of Directors held nine meetings during the fiscal year ended September 30, 2007. The Board of Directors took action on two occasions by unanimous written consent in lieu of a special meeting during the fiscal year ended September 30, 2007. Each current director attended at least 75% of the meetings of the Board of Directors and of committees of which he was a member held while he was a director during the last fiscal year.

The Board of Directors encourages stockholders to communicate with our senior management and directly with members of the Board of Directors on matters of concern related our business and affairs. Stockholders who wish to communicate with members of the Board of Directors may do so by the following means:

- By telephone: (978) 262-4400
- By electronic mail: Directors@Brooks.com
- By first class mail, overnight mail or courier:
Brooks Board of Directors
15 Elizabeth Drive
Chelmsford, MA 01824

As a matter of policy we encourage the directors to attend meetings of stockholders. All of the nominees for election as director were directors at the time of the last stockholder meeting in February 2007, and each of them attended that meeting, other than Mr. Pond.

Chairman of the Board

On May 17, 2006 the Board of Directors elected Joseph R. Martin to serve as Chairman of the Board. Under our By-Laws and Governance Policy, the Chairman sets the agenda for meetings of the Board of Directors and performs such other duties as the Board may assign.

Committees of the Board

The Board currently has the following standing committees: an Audit Committee, an Executive Committee, a Finance Committee, a Human Resources and Compensation Committee, and a Nominating and Governance Committee.

Audit Committee. Under the provisions of the Audit Committee charter, the Audit Committee is responsible for the qualifications, independence, appointment, retention, compensation and evaluation of our registered public accounting firm and for assisting the Board of Directors in monitoring our financial reporting process, accounting functions and internal controls. It also is responsible for administering our Standards of Conduct and the oversight of "whistle-blowing" procedures, and certain other compliance matters.

A copy of the charter of the Audit Committee is publicly available on our website at www.brooks.com. Under its charter, the Audit Committee must consist of not less than three directors, each of whom meets the stricter definition of independence for members of the Audit Committee under the rules of the Nasdaq Stock Market. The Audit Committee

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currently is composed of Messrs. McGillicuddy (Chair), Wrighton and Woollacott. The Board of Directors has reviewed the qualifications of each member of the committee and has determined that each of them meets that stricter definition of independence and that Messrs. McGillicuddy and Woollacott qualify as an "audit committee financial expert" as defined by SEC rules.

The Audit Committee met on five occasions during the fiscal year ended September 30, 2007. It took no action by written consent.

Executive Committee. The purpose of the Executive Committee is to permit action on behalf of the Board of Directors between meetings, particularly in those circumstances on which a timely response is required and full Board participation is not reasonably feasible. The Executive Committee may exercise the full powers of the Board when, in their reasoned judgment, the best interest of the Company requires prompt action incompatible with full Board participation, excepting those matters legally requiring the approval of the full Board. When possible, and usually, the Executive Committee expects to seek prior full Board approval of limits within which it will exercise its discretion. The charter of the Executive Committee is publicly available on our website at www.brooks.com. The Executive Committee is currently comprised of Messrs. Martin (Chair), McGillicuddy, and Lepofsky.

Finance Committee. The purpose of the Finance Committee is to assess and provide recommendations to the Board of Directors on the Company's capital structure, including financial strategies, policies, practices and transactions as delineated below. Its purposes do not include the evaluation of financial performance and controls delegated under the Charter of the Audit Committee, nor does it preclude direct action by the Board on any issue if it so chooses. The charter of the Finance Committee is publicly available on our website at www.brooks.com. Members of the Finance Committee and its Chairperson are chosen by the Board and serve at the Board's pleasure with no term limit. The Finance Committee is currently comprised of Messrs. Palepu (Chair), Woollacott and Pond.

Human Resources and Compensation Committee. The Human Resources and Compensation Committee has overall responsibility for our executive compensation philosophy, evaluates and approves executive compensation, assists the Board in the discharge of its responsibilities with respect to executive compensation and develops the leadership capabilities of our executives. It also has been delegated the authority to supervise the administration of our stock plans, and it is required to review and approve the incorporation of our compensation discussion and analysis report in this proxy statement in accordance with SEC rules. The Human Resources and Compensation Committee also approves all grants to employees under our stock plans and recommends the ratification of those grants by the full Board of Directors. Actual grants under those plans must

be approved by the full Board as well as the Committee as set forth in the Governance Policy. The Human Resources and Compensation Committee is authorized to retain independent advisors to assist it in fulfilling its responsibilities.

Under its charter and the requirements of the Nasdaq Stock Market, the Human Resources and Compensation Committee must consist of at least three directors, each of whom satisfies certain requirements of the securities and other laws and satisfies the independence requirements of the Nasdaq Stock Market. The Charter of the Committee was revised in August 2007. The revised charter is publicly available on our website at www.brooks.com. The Human Resources and Compensation Committee is currently comprised of Messrs. Allen (Chair), Wrighton, Palepu and Pond, each of whom meets the definition of an independent director and the other requirements for membership.

The Human Resource and Compensation Committee met on four occasions during the fiscal year ended September 30, 2007.

Human Resources and Compensation Committee Interlocks and Insider Participation. None of the members of the Human Resources and Compensation Committee is or was formerly an officer or employee of the Company, and no executive officer serves on the board of directors of any company at which any of the Human Resources and Compensation Committee members is employed.

Nominating and Governance Committee. The purpose of the Nominating and Governance Committee is to (i) identify, review and evaluate candidates to serve as directors; (ii) serve as a focal point for communication between such candidates, the Board of Directors and our management; (iii) make recommendations to the full Board of candidates for all directorships to be filled by the stockholders or the Board; (iv) evaluate and make recommendations to the Board of a set of corporate governance and ethics principles; (v) periodically review and evaluate our governance and ethics policies and guidelines; (vi) evaluate and make recommendations to the Board concerning the structure,

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responsibilities and operation of the committees of the Board; (vii) make recommendations to the Board concerning Board meeting policies; and (viii) make recommendations to the Board concerning the compensation of members of the Board and any committees of the Board.

Under its charter, as supplemented by the rules of the Nasdaq Stock Market, the Nominating and Governance Committee must consist of not less than three members, each of whom satisfies the independence requirements of the Nasdaq Stock Market. A copy of the charter of the Nominating and Governance Committee is publicly available on our website at www.brooks.com. The Nominating and Governance Committee is currently comprised of Messrs. Palepu (Chair), Allen, McGillicuddy and Martin, each of whom meets the definition of an independent director.

The Nominating and Governance Committee is responsible for identifying candidates to serve as directors, whether such directorships are filled by the Board or by stockholders. The Committee may consider nominees recommended by stockholders and other sources, such as directors, third party search firms or other appropriate sources. In evaluating candidates it will consider the criteria and qualifications set forth in the committee's charter, which include personal integrity, sound business judgment, business and professional skills and experience, independence (as defined under SEC and Nasdaq rules), diversity, potential conflicts of interest, the extent to which a candidate would fill a present need, and concern for the long term interests of stockholders. In any particular situation, the committee may focus on persons possessing a particular background, experience or qualifications which the committee believes would be important to enhance the effectiveness of the Board. The evaluation process for stockholder recommendations is the same as for candidates from any other source. If stockholders wish to recommend a candidate for director for election at the 2009 annual meeting of stockholders, they must follow the procedures described in "Other Matters" Stockholder Proposals and Recommendations For Director.

The Nominating and Governance Committee met four times during the fiscal year ended September 30, 2007.

COMPENSATION OF DIRECTORS

**Director Compensation Table
Fiscal Year 2007**

Name	Fees Earned or		Option Awards	Total
	Paid in Cash (\$)	Stock Awards \$(1)	(2)	
Joseph R. Martin	\$ 90,500	\$ 160,272(9)	\$ 131,595(9)	\$ 382,368
A. Clinton Allen	\$ 73,500	\$ 124,066(10)	\$ 97,608(10)	\$ 295,175
Robert J. Lepofsky(5)	\$ 74,500	\$ 124,066(11)	\$ 33,853(11)	\$ 232,420
John K. McGillicuddy	\$ 137,000(3)	\$ 124,507(12)	\$ 97,608(12)	\$ 359,115
Krishna G. Palepu	\$ 78,000	\$ 124,066(13)	\$ 34,286(13)	\$ 236,353
Alfred Woollacott, III(6)	\$ 122,000(3)	\$ 124,066(14)	\$ 53,230(14)	\$ 299,297
Mark S. Wrighton(7)	\$ 77,000	\$ 124,123(15)	\$ 33,853(15)	\$ 234,977
Marvin G. Schorr(4)(8)	\$ 59,500	\$ 124,190(16)	\$ 33,853(16)	\$ 217,544

Edward C. Grady, the Company's former President and Chief Executive Officer, is not included in this table since he was an employee of the Company in Fiscal 2007, received no compensation for his services as a director and is included in the Summary Compensation Table under Executive Compensation.

- (1) Stock awards consist of unrestricted stock. Amounts shown do not reflect compensation actually received by the Director. The grant date fair value of each of the equity awards described above is equal to the amount set forth in the chart above. The amounts shown represent expense recognized in the 2007 Consolidated Financial Statements in accordance with FAS 123R, excluding any assumption for future forfeitures. There were no actual forfeitures of stock awards by any Directors in 2007. The assumptions used in calculating these expenses are discussed further in the following sections of our Annual Report on Form 10-K for the fiscal year ended September 30, 2007 (the "Annual Report"): (1) The "Stock Based Compensation" portion of the "Critical Accounting Policies and Estimates" section of Management's Discussion and Analysis of Financial Condition and Results of Operation, appearing on p. 24 of the Annual Report, and (2) Note 2 to the Consolidated Financial Statements included in the Annual Report, appearing on pages 43-45 of the Annual Report.

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- (2) Option awards consist of stock options. Amounts shown do not reflect compensation actually received by the Director. The amounts shown represent expense recognized in the 2007 Consolidated Financial Statements in accordance with FAS 123R, excluding any assumption for future forfeitures. The assumptions used in calculating these expenses are discussed further in the following sections of our Annual Report on Form 10-K for the fiscal year ended September 30, 2007 (the "Annual Report"): (1) The "Stock Based Compensation" portion of the "Critical Accounting Policies and Estimates" section of Management's Discussion and Analysis of Financial Condition and Results of Operation, appearing on p. 24 of the Annual Report, and (2) Note 2 to the Consolidated Financial Statements included in the Annual Report, appearing on pages 43-45 of the Annual Report. There were no actual forfeitures of stock options by any Directors in 2007.
- (3) Includes special payment of \$50,000 for work completed as a member of the Special Committee in connection with the Company Stock Option Program.
- (4) Dr. Schorr is Director Emeritus.

- (5) The exercise price of stock options to purchase 25,000 shares of our common stock granted on October 26, 2005 was adjusted from \$12.69 to \$13.03 following an amendment to the option grant to reflect the actual fair market value on the date of final approval of the grant by the Board of Directors. This adjustment did not result in any incremental value to Mr. Lepofsky.
- (6) The exercise price of stock options to purchase 25,000 shares of our common stock granted on October 26, 2005 was adjusted from \$12.69 to \$13.03 following an amendment to the option grant to reflect the actual fair market value on the date of final approval of the grant by the Board of Directors. This adjustment did not result in any incremental value to Mr. Woollacott.
- (7) The exercise price of stock options to purchase 25,000 shares of our common stock granted on October 26, 2005 was adjusted from \$12.69 to \$13.03 following an amendment to the option grant to reflect the actual fair market value on the date of final approval of the grant by the Board of Directors. This adjustment did not result in any incremental value to Dr. Wrighton.
- (8) The exercise price of stock options to purchase 25,000 shares of our common stock granted on October 26, 2005 was adjusted from \$12.69 to \$13.03 following an amendment to the option grant to reflect the actual fair market value on the date of final approval of the grant by the Board of Directors. This adjustment did not result in any incremental value to Dr. Schorr.
- (9) As of September 30, 2007, Mr. Martin held 5,000 shares of unvested restricted stock and 20,000 shares of common stock underlying unexercised options.
- (10) As of September 30, 2007, Mr. Allen held 5,000 shares of unvested restricted stock and 10,000 shares of common stock underlying unexercised options.
- (11) As of September 30, 2007, Mr. Lepofsky held 5,000 shares of unvested restricted stock and 25,000 shares of common stock underlying unexercised options.
- (12) As of September 30, 2007, Mr. McGillicuddy held 5,000 shares of unvested restricted stock and 10,000 shares of common stock underlying unexercised options.
- (13) As of September 30, 2007, Professor Palepu held 5,000 shares of unvested restricted stock and 25,000 shares of common stock underlying unexercised options.
- (14) As of September 30, 2007, Mr. Woollacott held 5,000 shares of unvested restricted stock and 36,100 shares of common stock underlying unexercised options.
- (15) As of September 30, 2007, Dr. Wrighton held 5,000 shares of unvested restricted stock and 27,220 shares of common stock underlying unexercised options.
- (16) As of September 30, 2007, Dr. Schorr held 5,000 shares of unvested restricted stock and 27,220 shares of common stock underlying unexercised options.

Compensation Policy. For service on the Board, our nonemployee directors receive a \$50,000 cash annual retainer and reimbursement of expenses reasonably incurred in connection with board service. Nonemployee directors who are members of a board committee receive an additional annual retainer of \$7,500 per year for their services on each committee. The Chairman of the Board receives a \$25,000 annual retainer for serving in that position. The Chairman of each committee receives an additional annual retainer of \$7,500 for serving as chair. Directors are also paid a \$1,000 board or committee meeting fee for each meeting attended (either in person or by phone), subject to the limitation that only one meeting fee may be earned as to any one day regardless of the number of board or committee meetings attended on that date.

On March 8, 2006 the Board appointed a Special Committee comprised of Messrs. McGillicuddy and Woollacott to investigate all facts and circumstances surrounding the granting of stock options to employees and directors of the Corporation since 1995 and to report to the Board of Directors all facts and circumstances which the Special Committee determined to be necessary and appropriate in order to enable the Board to advance and protect the interests of the Corporation's stockholders and to take whatever actions the Board determined to be necessary on the basis of the facts and circumstances reported by the Special Committee. The Special Committee was also authorized to retain such advisors, including counsel, as the Special Committee determined to be necessary and advisable to assist it in carrying out the purposes for which it has been established. Working with those advisors and management, the Special Committee assisted the Board of Directors and us in the decisions to restate our financial statements for a period of years and to investigate certain related matters. The Special Committee met on more than 30 occasions, either solely as a committee or together with advisors, conducting an extensive review of all matters pertaining to the purposes for which the committee was formed. In Novem