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BROOKS-PRI AUTOMATION INC  
Form 8-A12G/A  
June 04, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A/A  
Amendment No. 2

To Registration Statement on Form 8-A, dated August 7, 1997

For Registration of Certain Classes of Securities  
Pursuant to Section 12(b) or 12(g) of the  
Securities Exchange Act of 1934

BROOKS-PRI AUTOMATION, INC.

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(Exact Name Of Registrant As Specified In Its Charter)

DELAWARE

04-3040660

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(State of Incorporation)

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

15 ELIZABETH DRIVE, CHELMSFORD, MASSACHUSETTS

01824

-----  
(Address of Principal Executive Offices)

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(Zip Code)

If this Form relates to the registration of a class  
of securities pursuant to Section 12(b) of the  
Exchange Act and is effective pursuant to General  
Instruction A.(c), check the following box. [ ]

If this Form relates to the registration  
of securities pursuant to Section 12(g) of  
Exchange Act and is effective pursuant to  
Instruction A.(d), check the following box.

Securities Act registration statement file number to which this Form relates (if  
applicable): \_\_\_\_\_

Securities to be registered pursuant to Section 12(b) of the Act:

Title Of Each Class  
To Be So Registered

Name Of Each Exchange On Which  
Each Class Is To Be Registered

N/A

N/A

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Securities to be registered pursuant to Section 12(g) of the Act:

Preferred Share Purchase Right

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(Title of Class)

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(Title of Class)

ITEM 2.	EXHIBITS.	REFERENCE
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1.	Rights Agreement between the Registrant and EquiServe Trust Company, N.A., as amended.	Filed herewith

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 2 to Registration Statement on Form 8-A/A to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: May 20, 2002

BROOKS-PRI AUTOMATION, INC.

By: /s/ Ellen B. Richstone

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Name: Ellen B. Richstone  
Title: Senior Vice President, Finance  
and Administration and Chief  
Financial Officer