

BROOKS AUTOMATION INC
Form SC 13G/A
February 12, 2002

CUSIP No. 11434A 10 0

13G

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SCHEDULE 13G

(RULE 13d-102)

Information to be Included in Statements Filed Pursuant to
Rule 13d-1(b), (c) and (d) and Amendments Thereto Filed
Pursuant to Rule 13d-2.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Under the Securities Exchange Act of 1934
(Amendment No. 6)

Brooks Automation, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

(Title or Class of Securities)

11434A 10 0

(CUSIP Number)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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1. Name of Reporting Persons/I.R.S. Identification Nos. of Above Persons
(Entities Only)

Robert J. Therrien

2. Check The Appropriate Box If A Member Of A Group

Not applicable.

(a)

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(b) []

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

-0-

Number of
Shares Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power

1,133,568

7. Sole Dispositive Power

1,133,568

8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,133,568

10. Check Box if the Aggregate Amount In Row (9) Excludes Certain Shares
(See Instructions) []

11. Percent Of Class Represented By Amount In Row 9

5.7%

12. Type of Reporting Person (See Instructions)

IN

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ITEM 1(a) Name of Issuer:

Brooks Automation, Inc.

ITEM 1(b) Address of Issuer's Principal Executive Offices:

15 Elizabeth Drive, Chelmsford, Massachusetts 01824

ITEM 2(a) Name of Person Filing:

Robert J. Therrien

ITEM 2(b) Address of Principal Business Office or, if none, Residence:

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15 Elizabeth Drive, Chelmsford, Massachusetts 01824

ITEM 2(c) Citizenship:

United States of America

ITEM 2(d) Title of Class of Securities:

Common Stock, par value \$0.01

ITEM 2(e) . CUSIP Number:

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR
13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP: See also, Items 5 through 9 and 11 of the cover page.

(a) Amount Beneficially Owned: 1,133,568 shares, including
121,250 shares issuable pursuant to options exercisable
within 60 days of December 31, 2001. Excludes certain shares
held by certain children and grandchildren of the Reporting
Person, as to which the Reporting Person disclaims
beneficial ownership.

(b) Percent of Class: 5.7%

(c) Number of Shares as to which such person has:

(i) Sole power to vote or to direct the vote: -0-

(ii) Shared power to vote or to direct the vote: 1,133,568,
subject to an Irrevocable Proxy (the "Proxy"), dated
October 23, 2001 and executed by the Reporting Person
in favor of PRI Automation, Inc., a Massachusetts
corporation ("PRI"), as an inducement for PRI to enter
into a merger agreement by and among the Issuer,
Pontiac Acquisition Corp., a wholly-owned subsidiary
of the Issuer, and PRI (the "Merger Agreement"). Under
the terms of the Proxy, PRI has the power to vote the
shares of outstanding common stock reported herein and
any additional shares later acquired by the Reporting
Person in favor of approval and adoption of the Merger
Agreement, as amended, the merger contemplated thereby
(the "Merger"), and all agreements and

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actions related to the Merger at the appropriate
meetings of the Issuer's stockholders.

(iii) Sole power to dispose or to direct the disposition of:
1,133,568

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(iv) Shared power to dispose or to direct the disposition
of: -0-

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING
COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

SIGNATURE

After reasonable 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.

Date: February 12, 2002

/s/ Robert J. Therrien

ROBERT J. THERRIEN