

ENTEGRIS INC
Form 10-Q
July 26, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-32598

Entegris, Inc.

(Exact name of registrant as specified in its charter)

Delaware 41-1941551
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

129 Concord Road, Billerica, Massachusetts 01821
(Address of principal executive offices) (Zip Code)

(978) 436-6500
(Registrant's telephone number, including area code)

None
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth 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

Emerging growth company

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If an emerging growth company, indicate by check mark if registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes
" No ý

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at July 23, 2018
Common Stock, \$0.01 par value per share	141,631,382 shares

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ENTEGRIS, INC. AND SUBSIDIARIES
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Cautionary Statements

This Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. The words “believe,” “expect,” “anticipate,” “intends,” “estimate,” “forecast,” “project,” “show,” “will,” “would” or the negative thereof and similar expressions are intended to identify such forward-looking statements.

These forward-looking statements may include statements about future period guidance or projections; our performance relative to our markets; market and technology trends, including the duration and drivers of any growth trends; the development of new products and the success of their introductions; the focus of our engineering, research and development projects; our ability to execute on our business strategies; our capital allocation strategy, which may be modified at any time for any reason, including share repurchases, dividends, debt repayments and potential acquisitions; the effect of the Tax Cuts and Jobs Act; future capital and other expenditures; the Company’s expected tax rate; the impact of accounting pronouncements; and other matters. These forward-looking statements are based on current management expectations and assumptions only as of the date of this Quarterly Report, are not guarantees of future performance and involve substantial risks and uncertainties that are difficult to predict and that could cause actual results to differ materially from the results expressed in, or implied by, these forward-looking statements. These risks and uncertainties include, but are not limited to, weakening of global and/or regional economic conditions, generally or specifically in the semiconductor industry, which could decrease the demand for our products and solutions; our ability to meet rapid demand shifts; our ability to continue technological innovation and introduce new products to meet our customers' rapidly changing requirements; our concentrated customer base; our dependence on sole source and limited source suppliers; raw material shortages and price increases; our ability to identify, effect and integrate acquisitions, joint ventures or other transactions; our ability to protect and enforce intellectual property rights; operational, political and legal risks of our international operations; the level of, and obligations associated with, our indebtedness; and other risk factors and additional information described in our filings with the Securities

and Exchange Commission, including under the heading "Risks Factors" in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed on February 15, 2018, and in our other periodic filings. Except as required under the federal securities laws and the rules and regulations of the Securities and Exchange Commission, we undertake no obligation to update publicly any forward-looking statements contained herein.

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PART 1. FINANCIAL INFORMATION

Item 1. Financial Statements

ENTEGRIS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands, except share and per share data)	June 30, 2018	December 31, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	\$257,106	\$ 625,408
Trade accounts and notes receivable, net of allowance for doubtful accounts of \$803 and \$860	200,395	183,434
Inventories	265,358	198,089
Deferred tax charges and refundable income taxes	21,647	18,012
Other current assets	29,720	32,665
Total current assets	774,226	1,057,608
Property, plant and equipment, net of accumulated depreciation of \$456,669 and \$427,766	380,259	359,523
Other assets:		
Goodwill	529,933	359,688
Intangible assets, net of accumulated amortization of \$304,416 and \$281,439	361,429	182,430
Deferred tax assets and other noncurrent tax assets	10,980	9,103
Other	9,281	7,820
Total assets	\$2,066,108	\$ 1,976,172
LIABILITIES AND EQUITY		
Current liabilities:		
Long-term debt, current maturities	\$—	\$ 100,000
Accounts payable	71,895	68,762
Accrued payroll and related benefits	56,831	64,860
Other accrued liabilities	56,828	34,514
Income taxes payable	18,708	22,835
Total current liabilities	204,262	290,971
Long-term debt, excluding current maturities, net of unamortized discount and debt issuance costs of \$8,627 and \$9,470	650,223	574,380
Pension benefit obligations and other liabilities	30,977	32,130
Deferred tax liabilities and other noncurrent tax liabilities	127,741	85,673
Commitments and contingent liabilities	—	—
Equity:		
Preferred stock, par value \$.01; 5,000,000 shares authorized; none issued and outstanding as of June 30, 2018 and December 31, 2017	—	—
Common stock, par value \$.01; 400,000,000 shares authorized; issued and outstanding shares as of June 30, 2018 and December 31, 2017: 141,691,182 and 141,282,539	1,417	1,413
Additional paid-in capital	861,357	867,699
Retained earnings	222,381	147,418
Accumulated other comprehensive loss	(32,250)	(23,512)
Total equity	1,052,905	993,018
Total liabilities and equity	\$2,066,108	\$ 1,976,172

See the accompanying notes to condensed consolidated financial statements.

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ENTEGRIS, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
 (Unaudited)

(In thousands, except per share data)	Three months ended		Six months ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Net sales	\$383,059	\$329,002	\$750,258	\$646,379
Cost of sales	200,681	178,699	391,883	356,480
Gross profit	182,378	150,303	358,375	289,899
Selling, general and administrative expenses	65,200	52,985	123,469	103,477
Engineering, research and development expenses	30,231	27,221	57,817	54,460
Amortization of intangible assets	12,014	11,007	23,683	21,952
Operating income	74,933	59,090	153,406	110,010
Interest expense	8,296	8,196	16,455	16,669
Interest income	(1,371)	(93)	(2,304)	(173)
Other expense (income), net	3,877	(46)	4,016	856
Income before income tax expense	64,131	51,033	135,239	92,658
Income tax expense	9,782	11,042	23,328	20,153
Net income	\$54,349	\$39,991	\$111,911	\$72,505
Basic net income per common share	\$0.38	\$0.28	\$0.79	\$0.51
Diluted net income per common share	\$0.38	\$0.28	\$0.78	\$0.51
Weighted shares outstanding:				
Basic	141,701	141,696	141,641	141,599
Diluted	143,238	143,508	143,445	143,411

See the accompanying notes to condensed consolidated financial statements.

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ENTEGRIS, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (Unaudited)

(In thousands)	Three months ended		Six months ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Net income	\$54,349	\$39,991	\$111,911	\$72,505
Other comprehensive income, net of tax				
Foreign currency translation adjustments	(12,626)	(4,039)	(8,791)	12,084
Pension liability adjustments	49	18	53	6
Other comprehensive (loss) income	(12,577)	(4,021)	(8,738)	12,090
Comprehensive income	\$41,772	\$35,970	\$103,173	\$84,595

See the accompanying notes to condensed consolidated financial statements.

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ENTEGRIS, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (Unaudited)

(In thousands)	Six months ended June 30, 2018	July 1, 2017
Operating activities:		
Net income	\$ 111,911	\$ 72,505
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	31,699	28,388
Amortization	23,683	21,952
Share-based compensation expense	8,557	7,909
Provision for deferred income taxes	(1,757)	3,207
Other	4,640	10,130
Changes in operating assets and liabilities:		
Trade accounts and notes receivable	2,687	(3,032)
Inventories	(22,472)	(13,837)
Accounts payable and accrued liabilities	(14,966)	(13,313)
Other current assets	1,976	4,014
Income taxes payable and refundable income taxes	(7,515)	2,957
Other	(1,337)	(2,289)
Net cash provided by operating activities	137,106	118,591
Investing activities:		
Acquisition of property, plant and equipment	(47,437)	(42,492)
Acquisition of businesses, net of cash acquired	(380,225)	(20,000)
Other	1,905	211
Net cash used in investing activities	(425,757)	(62,281)
Financing activities:		
Payments of long-term debt	(27,000)	(50,000)
Payments for dividends	(19,802)	—
	3,027	2,905

Issuance of common stock			
Repurchase and retirement of common stock (20,000))	(8,000)
Taxes paid related to net share settlement of equity awards (14,413))	(5,239)
Other 1,504		(1,270)
Net cash used in financing activities (76,684))	(61,604)
Effect of exchange rate changes on cash and cash equivalents (2,967))	4,540	
Decrease in cash and cash equivalents (368,302))	(754)
Cash and cash equivalents at beginning of period 625,408		406,389	
Cash and cash equivalents at end of period \$ 257,106		\$ 405,635	

Supplemental Cash Flow Information	Six months ended	
(In thousands)	June 30, 2018	July 1, 2017
Non-cash transactions:		
Equipment purchases in accounts payable	\$8,090	\$4,930
Capital lease obligations incurred	\$—	\$4,768
Schedule of interest and income taxes paid:		
Interest paid	\$9,159	\$14,548
Income taxes paid, net of refunds received	\$31,881	\$14,605

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See the accompanying notes to condensed consolidated financial statements.

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ENTEGRIS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations Entegris, Inc. (“Entegris”, “the Company”, “us”, “we”, or “our”) is a leading global developer, manufacturer and supplier of microcontamination control products, specialty chemicals and advanced materials handling solutions for manufacturing processes in the semiconductor and other high-technology industries.

Principles of Consolidation The condensed consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. Intercompany profits, transactions and balances have been eliminated in consolidation.

Use of Estimates The preparation of condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, particularly receivables, inventories, property, plant and equipment, goodwill, intangibles, accrued expenses, and income taxes and related accounts, and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Basis of Presentation The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States and contain all adjustments considered necessary, and are of a normal recurring nature, to present fairly the financial position as of June 30, 2018 and December 31, 2017, and the results of operations and comprehensive income for the three and six months ended June 30, 2018 and July 1, 2017, and cash flows for the six months ended June 30, 2018 and July 1, 2017.

The condensed consolidated financial statements and accompanying notes are presented as permitted by Form 10-Q and do not contain certain information included in the Company’s annual consolidated financial statements and notes. The information included in this Form 10-Q should be read in conjunction with Management’s Discussion and Analysis and consolidated financial statements and notes thereto included in the Company’s Form 10-K for the year ended December 31, 2017. The results of operations for the three and six months ended June 30, 2018 are not necessarily indicative of the results to be expected for the full year.

Fair Value of Financial Instruments The carrying value of cash equivalents, accounts receivable, accounts payable, accrued payroll and related benefits, and other accrued liabilities approximates fair value due to the short maturity of those items. The fair value of long-term debt, including current maturities, was \$622.8 million at June 30, 2018, compared to the carrying amount of long-term debt, including current maturities, of \$650.2 million.

Revenue Recognition Revenue is measured based on consideration specified in a contract with a customer, and excludes any sales incentives and amounts collected on behalf of third parties. The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from revenue.

Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of goods sold.

Recent Accounting Pronouncements Adopted in 2018 In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09 Revenue from Contracts with Customers. ASU No. 2014-09 supersedes previous revenue recognition requirements and requires entities to recognize revenue when control of the promised goods or services is transferred to customers at an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. The Company adopted the provisions of ASU No. 2014-09 as of January 1, 2018 using the modified retrospective transition method. See note 2

to the condensed consolidated financial statements for further details.

Recent Accounting Pronouncements Yet to be Adopted In February 2016, the FASB issued ASU No. 2016-02, Leases. ASU No. 2016-02 requires the identification of arrangements that should be accounted for as leases by lessees. In general, for lease arrangements exceeding a twelve-month term, these arrangements must now be recognized as assets and liabilities on the balance sheet of the lessee. Under ASU No. 2016-02, a right-of-use asset and lease obligation will be recorded for all leases, whether operating or financing, while the income statement will reflect lease expense for operating leases, and amortization and

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interest expense for financing leases. The balance sheet amount recorded for existing leases at the date of adoption of ASU No. 2016-02 must be calculated using the applicable incremental borrowing rate at the date of adoption. In addition, ASU No. 2016-02 requires the use of the modified retrospective method, which will require adjustment to all comparative periods presented in the consolidated financial statements. ASU No. 2016-02 is effective beginning January 1, 2019. The Company is currently assessing the impact that adopting this new accounting standard will have on its consolidated financial statements and disclosures, and the timing of adoption.

2. REVENUES

Adoption of ASC ASU No. 2014-09, Revenue from Contracts with Customers On January 1, 2018, the Company adopted ASU No. 2014-09 using the modified retrospective method applied to those contracts which were not completed as of January 1, 2018. Results for reporting periods beginning after January 1, 2018 are presented under the provisions of ASU No. 2014-09, while prior period amounts are not adjusted and continue to be reported in accordance with previous accounting guidance.

The Company adopted ASU No. 2014-09 with a date of initial application of January 1, 2018. As a result, the Company changed its accounting policy for revenue recognition for two items as detailed below. The first change concerns transactions where the Company offers customers incentives in the form of free products. The new revenue standard requires that a portion of the transaction price be allocated to the free product and deferred until the product has been delivered. The Company previously accrued for undelivered free product as a charge to cost of goods sold. The second change concerns revenue recognition involving certain shipping terms that included freight and export costs. Under the new revenue standard, the Company recognizes revenue at the point at which products are delivered to a particular port or loaded onto a vessel and control has transferred, whereas prior to the date of initial application of ASU No. 2014-09, revenue recognition was previously deferred for those sales until they reached their destination.

The Company adopted ASU No. 2014-09 using the modified retrospective method, recognizing the cumulative effect of application as an adjustment to the opening balance of equity at January 1, 2018. Therefore, prior year information has not been adjusted and continues to be reported under previous applicable guidance. The details of the impact of the changes made to the Company's balance sheet date as of January 1, 2018 are reflected in the following table.

(In thousands)	Increase (decrease)
Trade accounts and note receivable	\$765
Inventory	(223)
Other accrued liabilities	1,276
Deferred tax liabilities and other noncurrent tax liabilities	(144)
Retained earnings	(590)

Based on an analysis of the financial statement line items affected in the quarter ended June 30, 2018 in the application of ASU No. 2014-09 as compared with previous reporting, the Company has determined that the quantitative changes to each financial statement line item are immaterial. As a result, for the quarter ended June 30, 2018, the Company is not disclosing the quantitative amount by which each financial statement line item is affected in the current reporting by the application of Topic 606 as compared with the guidance that was in effect before the change.

As part of its adoption of ASU No. 2014-09 in the first quarter of 2018, the Company elected to use the allowed practical expedient, pursuant to which it has excluded disclosures of transaction prices allocated to remaining performance obligations and when it expects to recognize such revenue for all periods prior to the date of initial application of ASU No. 2014-09.

Revenue Recognition Revenue is measured based on consideration specified in a contract with a customer, and excludes any sales incentives and amounts collected on behalf of third parties. The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from revenue.

Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of goods sold.

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The Company recognizes the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the assets that the Company otherwise would have recognized is one year or less.

When the Company receives consideration, or such consideration is unconditionally due, from a customer prior to transferring goods or services to the customer under the terms of a sales contract, the Company records deferred revenue, which represents a contract liability. Such deferred revenue typically results from advance payments received on sales of the Company's products. The deferred revenue balance at quarter end is deemed immaterial and, accordingly, the Company does not make the required disclosures.

The Company does not disclose information about remaining performance obligations that have original expected durations of one year or less.

Nature of goods and services The following is a description of principal activities from which the Company generates its revenues. The Company has three reportable segments. For more detailed information about reportable segments, see note 9 to the condensed consolidated financial statements. For each of the three reportable segments, the recognition of revenue regarding the nature of goods and services provided by the segments are similar and described below. The Company recognizes revenue product sales at a point in time following the transfer of control of such products to the customer, which generally occurs upon shipment, or delivery depending on the terms of the underlying contracts. For product sales contracts that contain multiple performance obligations, the Company allocates the transaction price to each performance obligation identified in the contract based on relative standalone selling prices, or estimates of such prices, and recognizes the related revenue as control of each individual product is transferred to the customer, in satisfaction of the corresponding performance obligations.

The Company generally recognizes revenue for sales of services over time at which the Company has satisfied the performance obligation.

The Company also enters into arrangements to license its intellectual property. These arrangements typically permit the customer to use a specialized manufacturing process and in return the Company receives a royalty fee. If applicable, the Company recognizes revenue when the subsequent sale or usage occurs.

The Company offers certain customers cash discounts and volume rebates as sales incentives. The discounts and volume rebates are recorded as a reduction in sales at the time revenue is recognized in an amount estimated based on historical experience and contractual obligations. The Company periodically reviews the assumptions underlying its estimates of discounts and volume rebates and adjusts its revenues accordingly.

In addition, the Company offers free product rebates to certain customers. The Company utilizes an adjusted market approach to estimate the stand-alone selling price of the loyalty program and allocates a portion of the consideration received to the free product offering. The free product offering is redeemable upon future purchases of the Company's products. The amount associated with free product rebates is deferred in the balance sheet and is recognized as revenue when the free product is redeemed or when the likelihood of redemption is remote. The Company deems the amount immaterial for disclosure. The Company applies the practical expedient in ASU No. 2014-09 and does not disclose information about remaining performance obligations that have original expected durations of one year or less.

The Company provides for the estimated costs of fulfilling our obligations under product warranties at the time the related revenue is recognized. The Company estimates the costs based on historical failure rates, projected repair costs, and knowledge of specific product failures (if any). The specific warranty terms and conditions vary depending upon the product sold and the country in which we do business, but generally include parts and labor over a period generally ranging from 90 days to one year. The Company regularly reevaluates its estimates to assess the adequacy of

the recorded warranty liabilities and adjust the amounts as necessary.

The Company's contracts are generally short-term in nature. Most contracts do not exceed twelve months. Payment terms vary by the type and location of the Company's customers and the products or services offered. The term between invoicing and when payment is due is not significant. For certain products or services and customer types, the Company requires payment before the products or services are delivered to the customer.

3. ACQUISITIONS

SAES Pure Gas

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On June 25, 2018, the Company acquired the SAES Pure Gas business (SPG), from SAES Getters S.p.A. for approximately \$352.5 million in cash, or \$341.2 million net of cash acquired, subject to revision for customary working capital adjustments, funded from the Company's existing cash on hand. The acquisition was accounted for under the acquisition method of accounting and the results of operations of SPG are included in the Company's condensed consolidated financial statements as of and since June 25, 2018. Direct costs of \$4.8 million and \$4.8 million associated with the acquisition of SPG, consisting mainly of professional and consulting fees, were expensed as incurred in the three and six months ended June 30, 2018, respectively. These costs are included in selling, general and administrative expense in the Company's condensed consolidated statements of operations.

SPG based in San Luis Obispo, California, is a leading provider of high-capacity gas purification systems used in semiconductor manufacturing and adjacent markets, and will report into the Microcontamination Control division of the Company. This acquisition will expand the gas purification solutions portfolio in our Microcontamination Control Division with high-capacity products suited for bulk chemical purification applications.

The following table summarizes the provisional allocation of the purchase price to the fair values assigned to the assets acquired and liabilities assumed at the date of the SPG acquisition:

(In thousands):

Accounts receivable	\$15,805
Inventory	46,073
Other current assets	424
Property, plant and equipment	7,345
Identifiable intangible assets	178,220
Other noncurrent assets	398
Current liabilities	(26,196)
Deferred tax liabilities	(42,110)
Other noncurrent liabilities	(1,006)
Net assets acquired	178,953
Goodwill	162,251
Total purchase price, net of cash acquired	\$341,204

The fair value of acquired inventories of \$46.1 million is provisional pending the Company's review of the calculations underlying the valuation for those assets and is valued at the estimated selling price less the cost of disposal and reasonable profit for the selling effort. The fair value write-up of acquired work-in-process and finished goods inventory was \$10.2 million, the amount of which will be amortized over the expected turn of the acquired inventory. Accordingly, a \$0.2 million and \$0.2 million incremental cost of sales charge associated with the fair value write-up of inventory acquired in the acquisition of SPG was recorded for the three and six months ended June 30, 2018.

The fair value of acquired property, plant and equipment of \$7.3 million is valued at its value-in-use and is provisional pending the Company's completion of its valuation of certain assets, and its final review thereof.

The fair value of the acquired intangible assets is \$178.2 million and is provisional pending the Company's review of the calculations underlying the valuation of those assets. The acquired intangible assets, all of which are finite-lived, have a weighted average useful life of approximately 13.8 years and are being amortized on a straight-line basis. The intangible assets that comprise the amount include customer relationships of \$148.2 million (15.0-year weighted average useful life), developed technology of \$17.9 million (9.0-year weighted average useful life), trade names of

\$6.7 million (10.0-year weighted average useful life), and other intangible assets of \$5.5 million (1.0-year weighted average useful life).

The fair value of acquired identifiable intangible assets was determined using the “income approach” on an individual project basis. In performing these valuations, the key underlying probability-adjusted assumptions of the discounted cash flows were projected revenues, gross margin expectations and operating cost estimates. The valuations were based on the information that was available as of the acquisition date and the expectations and assumptions that have been deemed reasonable by the Company’s management. There are inherent uncertainties and management judgment required in these determinations. The fair

value measurements of the assets acquired and liabilities assumed were based on valuations involving significant unobservable inputs, or Level 3 in the fair value hierarchy.

The purchase price of SPG exceeded the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed by \$162.3 million. Cash flows used to determine the purchase price included strategic and synergistic benefits (investment value) specific to the Company, which resulted in a purchase price in excess of the fair value of identifiable net assets. The purchase price also included the fair values of other assets that were not identifiable, not separately recognizable under accounting rules (e.g., assembled workforce) or of immaterial value in addition to a going-concern element that represents the Company's ability to earn a higher rate of return on the group of assets than would be expected on the separate assets as determined during the valuation process. This additional investment value resulted in goodwill. No amount of goodwill is expected to be deductible for income tax purposes.

The final valuation of assets acquired and liabilities assumed is expected to be completed as soon as possible, but no later than one year from the acquisition date. Given the size and complexity of the acquisition, the valuation of certain assets and liabilities, is still being completed, and is subject to final review. To the extent that the Company's estimates require adjustment, the Company will modify the values.

Pro Forma Results (Unaudited)

The following unaudited pro forma financial information presents the combined results of operations of the Company as if the acquisition of SPG had occurred as of the beginning of the years presented. The unaudited pro forma financial information is not necessarily indicative of what the Company's consolidated results of operations actually would have been had the acquisition occurred at the beginning of each year. In addition, the unaudited pro forma financial information does not attempt to project the future results of operations of the combined company.

	Three months ended		Six months ended	
	June 30,	July 1,	June 30,	July 1,
thousands, except per share data) (Unaudited)	2018	2017	2018	2017
Net sales	\$405,404	\$352,430	\$803,955	\$693,336
Net income	67,699	43,336	130,625	60,866
Per share amounts:				
Net income per common share - basic	\$0.48	\$0.31	\$0.92	\$0.43
Net income per common share - diluted	0.47	0.30	0.91	0.42

The unaudited pro forma financial information above gives effect to the following:

- The elimination of transactions between Entegris and SPG, which upon completion of the merger would be considered intercompany. This reflects the elimination of intercompany sales and associated intercompany accounts.
- Incremental amortization and depreciation expense related to the estimated fair value of identifiable intangible assets and property, plant and equipment from the purchase price allocation.

The unaudited pro forma financial information above for the three and six months ended June 30, 2018 excludes the incremental charge of \$0.2 million and \$0.2 million reported in cost of sales for the sale of acquired inventory that was written-up to fair value, respectively.

The pro forma data does not include data for Particle Sizing Systems, LLC and Flex Concepts, Inc. for the period prior to their acquisitions due to the immaterial impact on the pro forma financial information for the six months ended June 30, 2018.

Particle Sizing Systems

On January 22, 2018, the Company acquired Particle Sizing Systems, LLC (PSS), which provides particle sizing instrumentation for liquid applications to the semiconductor and life science industries. The acquired assets and assumed liabilities became part of the Company's Advanced Materials Handling (AMH) segment. The transaction was accounted for

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under the acquisition method of accounting and the results of operations of PSS are included in the Company's consolidated financial statements since January 22, 2018. The acquisition does not constitute a material business combination.

The purchase price for PSS was cash consideration of \$37.3 million, subject to revision for customary working capital adjustments, funded from the Company's existing cash on hand. Costs associated with the acquisition of the product line were not significant and were expensed as incurred.

The purchase price of PSS exceeds the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed by \$8.8 million. Cash flows used to determine the purchase price included strategic and synergistic benefits (investment value) specific to the Company, which resulted in a purchase price in excess of the fair value of identifiable net assets. This additional investment value resulted in goodwill, which is expected to be deductible for income tax purposes.

The following table summarizes the preliminary allocation of the purchase price to the fair values assigned to the assets acquired and liabilities assumed at the date of acquisition:

(In thousands):	Amount
Accounts receivable	\$3,898
Inventory	1,827
Other current assets	23
Property, plant and equipment	103
Other noncurrent assets	3
Identifiable intangible assets	25,600
Accounts payables	(310)
Accrued expenses	(2,667)
Net assets acquired	28,477
Goodwill	8,820
Total purchase price	\$37,297

As of June 30, 2018, the Company has not finalized its fair value determinations of the assets acquired and liabilities assumed. The preliminary valuation of the assets acquired and liabilities assumed was based on the information that was available as of the acquisition date, and the expectations and assumptions that have been deemed reasonable by the Company's management. The valuation of the acquired assets and liabilities assumed is currently being reviewed, with the expectation of completion in the third quarter.

Intangible assets, consisting mostly of technology-related intellectual property, generally will be amortized on a straight-line basis over an expected useful life currently estimated at approximately 9.4 years. In performing the valuation of intangible assets, the Company used independent appraisals, discounted cash flows and other factors, as the best evidence of fair value. The key underlying assumptions of the discounted cash flows were projected revenues, gross margin expectations and operating cost estimates. There are inherent uncertainties and management judgment required in these determinations. No assurance can be given that the underlying assumptions will occur as projected. The fair value measurement of the assets acquired and liabilities assumed were based on valuation involving significant unobservable inputs, or Level 3 in the fair value hierarchy.

Flex Concepts

On June 26, 2018, the Company acquired Flex Concepts, Inc. (Flex), a technology company focused on single-use fluid handling bags, tubing manifolds and hardware for the life sciences industry. The purchase price of Flex was for cash consideration of \$1.9 million. The transaction was accounted for under the acquisition method of accounting and the results of operations of Flex are included in the Company's consolidated financial statements since June 26, 2018.

The acquisition does not constitute a material business combination.

As of June 30, 2018, the Company has not finalized its fair value determinations of the assets acquired and liabilities assumed. The preliminary valuation of the assets acquired and liabilities assumed was based on the information that was available as of the acquisition date, and the expectations and assumptions that have been deemed reasonable by the Company's management. The valuation of the acquired assets and liabilities assumed is currently being reviewed, with the expectation of completion in the third quarter.

4. INVENTORIES

Inventories consist of the following:

(In thousands)	June 30, 2018	December 31, 2017
Raw materials	\$87,086	\$ 58,226
Work-in process	38,677	16,193
Finished goods	139,595	123,670
Total inventories	\$265,358	\$ 198,089

5. GOODWILL AND INTANGIBLE ASSETS

Goodwill activity for each period was as follows:

(In thousands)	Specialty Chemicals and Engineered Materials	Micro-contamination Control	Advanced Materials Handling	Total
December 31, 2017	\$ 304,270	8,007	\$ 47,411	\$ 359,688
Addition due to acquisitions	—	162,251	10,381	172,632
Foreign currency translation	(2,387)	—	—	(2,387)
June 30, 2018	\$ 301,883	\$ 170,258	\$ 57,792	\$ 529,933

Identifiable intangible assets at June 30, 2018 and December 31, 2017 consist of the following:

(In thousands)	Gross carrying Amount	Accumulated amortization	Net carrying value
Developed technology	\$246,610	\$ 162,432	\$84,178
Trademarks and trade names	25,655	14,059	11,596
Customer relationships	367,723	119,049	248,674
Other	25,857	8,876	16,981
	\$665,845	\$ 304,416	\$361,429

December 31, 2017

(In thousands)	Gross carrying amount	Accumulated amortization	Net carrying value
Developed technology	\$206,224	\$ 149,215	\$57,009
Trademarks and trade names	16,807	13,712	3,095
Customer relationships	220,806	110,281	110,525
Other	20,032	8,231	11,801
	\$463,869	\$ 281,439	\$182,430

Future amortization expense for each of the five succeeding years and thereafter relating to intangible assets currently recorded in the Company's consolidated balance sheets is estimated at June 30, 2018 to be the following:

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Fiscal year ending December 31 (In thousands)

2018	\$ 35,112
2019	57,590
2020	42,732
2021	36,042
2022	35,266
Thereafter	154,687
	\$ 361,429

6. INCOME TAX

Income tax expense differs from the expected amounts based on the statutory federal tax rates for the three and six months ended June 30, 2018 and July 1, 2017 as follows:

(In thousands)	Three months ended		Six months ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Expected federal income tax expense at statutory rate	\$13,467	\$17,861	\$28,400	\$32,430
State income taxes before valuation allowance, net of federal tax effect	203	159	698	209
Effect of foreign source income	(4,142)	(7,273)	(2,346)	(10,645)
Tax contingencies	45	406	813	535
Valuation allowance	(188)	756	453	1,237
U.S. federal research credit	(674)	(549)	(1,574)	(1,148)
Equity compensation	(228)	(497)	(5,792)	(2,792)
Global intangible low tax income	835	—	1,949	—
Other items, net	464	179	727	327
Income tax expense	\$9,782	\$11,042	\$23,328	\$20,153

The Company's year-to-date effective tax rate was 17.2% in 2018, compared to an effective tax rate of 21.7% during the same period in 2017. This variance reflects the benefit from the reduction in the corporate tax rate from 35% to 21% which was offset by the global intangible low tax income inclusion and various discrete items. The effective tax rate in 2017 reflects a greater concentration in the Company's geographic composition of income toward jurisdictions with lower tax rates.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act of 2017 (the "Tax Cuts and Jobs Act") which makes broad and complex changes to the U.S. tax code. The Company calculated its best estimate of the impact of the Tax Cuts and Jobs Act in its 2017 year-end income tax provision in accordance with its understanding of the Tax Cuts and Jobs Act and guidance available as of the date of the filing. During the fourth quarter of fiscal 2017, the Company recorded a provisional net charge using reasonable estimates based on analysis and information available to date for the tax effects related to the remeasurement of deferred taxes, the deemed repatriation transition tax, accelerated depreciation, and the deductibility of certain executive compensation. This provisional net charge is subject to revisions as the Company completes its analysis of the Tax Cuts and Jobs Act, collects and prepares necessary data, and interprets any additional guidance issued by the U.S. Treasury Department, Internal Revenue Service, Financial Accounting Standards Board, and other standard setting and regulatory bodies. Adjustments may materially impact the provision for income taxes and effective tax rate in the period in which the adjustments are made. As of June 30, 2018, the Company has not finalized its accounting for the tax effects of these items. The Company expects to complete its analysis of these provisional items when the necessary information becomes available to accurately analyze and compute in reasonable detail under ASC Topic 740. The Company estimates such analysis will be completed in the second half of 2018.

The Tax Cuts and Jobs Act also has provisions that impact the Company's 2018 results, most notably a reduction in the corporate income tax rate from 35% to 21% for tax years beginning after December 31, 2017. The U.S. tax law changes also (1) repeals the deduction for domestic production activities, (2) establishes a global intangible low tax income (GILTI) regime, (3) creates a base erosion anti-avoidance tax (BEAT), (4) establishes new limitations on deductible interest expense and certain

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executive compensation, (5) eliminates the corporate alternative minimum tax, (6) generally eliminates U.S. federal income taxes on dividends from foreign subsidiaries and (7) changes the rules related to uses and limitations of net operating loss carryforwards created in tax years beginning after December 31, 2017.

Global Intangible Low Taxed Income

The U.S. tax law changes created new rules that allow the Company to make an accounting policy election to treat taxes due on GILTI inclusions in taxable income as either a current period expense or reflect such inclusions related to temporary basis differences in the Company's measurement of deferred taxes. The Company has elected to treat the GILTI inclusion as a current period expense. The Company recorded tax expense related to GILTI of \$0.8 million and \$1.9 million in the three and six months ended June 30, 2018, respectively.

7. EARNINGS PER COMMON SHARE

The following table presents a reconciliation of the denominators used in the computation of basic and diluted earnings per common share (EPS):

(In thousands)	Three months ended		Six months ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Basic—weighted common shares outstanding	141,701	141,696	141,641	141,599
Weighted common shares assumed upon exercise of stock options and vesting of restricted common stock	1,537	1,812	1,804	1,812
Diluted—weighted common shares and common shares equivalent outstanding	143,238	143,508	143,445	143,411

The Company excluded the following shares underlying stock-based awards from the calculations of diluted EPS because their inclusion would have been anti-dilutive for the three and six months ended June 30, 2018 and July 1, 2017:

(In thousands)	Three months ended		Six months ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Shares excluded from calculations of diluted EPS	298	338	231	269

8. FAIR VALUE**Financial Assets Measured at Fair Value on a Recurring Basis**

The following table presents the Company's financial assets that are measured at fair value on a recurring basis at June 30, 2018 and December 31, 2017. Level 1 inputs are based on quoted prices in active markets accessible at the reporting date for identical assets and liabilities. Level 2 inputs are based on quoted prices for similar instruments in active markets and quoted prices for identical or similar instruments in markets that are not active, or model-based valuation techniques for which all significant assumptions are observable in a market. Level 3 inputs are based on prices or valuations that require inputs that are significant to the valuation and are unobservable.

(In thousands)	June 30, 2018				December 31, 2017			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets:								
Other current assets								
Foreign currency contracts ^(a)	\$—	\$ 631	\$ —	\$ 631	\$—	\$ 36	\$ —	\$ 36
Total assets measured and recorded at fair value	\$—	\$ 631	\$ —	\$ 631	\$—	\$ 36	\$ —	\$ 36

(a)

Based on observable market transactions of spot currency rates and forward currency rates on equivalently-termed instruments.

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A reconciliation of the net fair value of foreign currency contract assets and liabilities subject to master netting arrangements that are recorded in the June 30, 2018 and December 31, 2017 condensed consolidated balance sheets to the net fair value that could have been reported in the respective condensed consolidated balance sheets is as follows:

	June 30, 2018		December 31, 2017	
	Gross amounts	Net amount of assets in the condensed consolidated balance sheet	Gross amounts	Net amount of assets in the condensed consolidated balance sheet
(In thousands)	offset in the condensed consolidated assets balance sheet	offset in the condensed consolidated assets balance sheet	offset in the condensed consolidated assets balance sheet	offset in the condensed consolidated assets balance sheet
Foreign currency contracts	\$631	—\$ 631	\$ 36	—\$ 36

Gain (losses) associated with derivatives are recorded in other expense, net, in the condensed consolidated statements of operations. Gain (losses) associated with derivative instruments not designated as hedging instruments were as follows:

	Three months ended		Six months ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
(In thousands)				
Gain (losses) on foreign currency contracts	\$631	\$183	\$(1,283)	\$(2,114)

9. SEGMENT REPORTING

The Company's financial segment reporting reflects an organizational alignment intended to leverage the Company's unique portfolio of capabilities to create value for its customers by developing mission-critical solutions to maximize manufacturing yields and enable higher performance of devices. While these segments have separate products and technical know-how, they share a global generalist sales force, common business systems and processes, technology centers, and strategic and technology roadmaps. The Company leverages its expertise from these three segments to create new and increasingly integrated solutions for its customers. The Company's business is reported in the following segments:

Specialty Chemicals and Engineered Materials (SCEM): SCEM provides high-performance and high-purity process chemistries, gases, and materials and safe and efficient delivery systems to support semiconductor and other advanced manufacturing processes.

Microcontamination Control (MC): MC solutions purify critical liquid chemistries and gases used in semiconductor manufacturing processes and other high-technology industries.

Advanced Materials Handling (AMH): AMH develops solutions to monitor, protect, transport, and deliver critical liquid chemistries and substrates for a broad set of applications in the semiconductor industry and other high-technology industries.

Inter-segment sales are not significant. In the first quarter of 2018, the Company has changed its definition of segment profit. Segment profit is now defined as net sales less direct and indirect segment operating expenses, including certain general and administrative costs for the Company's human resources, finance and information technology functions previously unallocated by the Company. The remaining unallocated expenses consist mainly the Company's corporate functions as well as interest expense, amortization of intangible assets and income tax expense. Prior quarter information was recast to reflect the change in the Company's definition of segment profit.

Summarized financial information for the Company's reportable segments is shown in the following tables.

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(In thousands)	Three months ended		Six months ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Net sales				
SCEM	\$134,336	\$121,174	\$265,079	\$235,609
MC	124,681	104,407	243,318	204,462
AMH	124,042	103,421	241,861	206,308
Total net sales	\$383,059	\$329,002	\$750,258	\$646,379

(In thousands)	Three months ended		Six months ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Segment profit				
SCEM	\$37,316	\$29,060	\$68,878	\$52,188
MC	39,054	31,796	81,045	62,783
AMH	23,114	15,169	46,256	29,129
Total segment profit	\$99,484	\$76,025	\$196,179	\$144,100

The following table reconciles total segment profit to income before income taxes:

(In thousands)	Three months ended		Six months ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Total segment profit	\$99,484	\$76,025	\$196,179	\$144,100
Less:				
Amortization of intangible assets	12,014	11,007	23,683	21,952
Unallocated general and administrative expenses	12,537	5,928	19,090	12,138
Operating income	74,933	59,090	153,406	110,010
Interest expense	8,296	8,196	16,455	16,669
Interest income	(1,371)	(93)	(2,304)	(173)
Other expense (income), net	3,877	(46)	4,016	856
Income before income tax expense	\$64,131	\$51,033	\$135,239	\$92,658

In the following tables, revenue is disaggregated by country or region for the three and six months ended June 30, 2018 and July 1, 2017.

(In thousands)	Three months ended June 30, 2018				Six months ended June 30, 2018			
	SCEM	MC	AMH	Total	SCEM	MC	AMH	Total
Taiwan	\$26,575	\$23,572	\$17,280	\$67,427	\$54,217	\$46,104	\$32,197	\$132,518
United States	34,128	20,272	29,466	83,866	66,529	41,047	62,555	170,131
South Korea	20,791	19,982	23,961	64,734	41,118	39,805	46,549	127,472
Japan	14,060	28,545	12,079	54,684	28,566	54,537	23,111	106,214
China	16,726	15,753	14,319	46,798	31,706	29,057	26,530	87,293
Europe	7,970	10,406	17,553	35,929	15,766	20,090	32,960	68,816
Southeast Asia	14,086	6,151	9,384	29,621	27,177	12,678	17,959	57,814
	\$134,336	\$124,681	\$124,042	\$383,059	\$265,079	\$243,318	\$241,861	\$750,258

(In thousands)	Three months ended July 1, 2017				Six months ended July 1, 2017			
	SCEM	MC	AMH	Total	SCEM	MC	AMH	Total
Taiwan	\$28,018	\$28,912	\$19,446	\$76,376	\$55,465	\$61,106	\$37,937	\$154,508
United States	28,766	17,216	24,965	70,947	57,384	32,486	46,866	136,736
South Korea	18,507	15,043	18,448	51,998	36,288	28,387	34,646	99,321
Japan	10,602	21,132	8,958	40,692	18,594	39,264	18,278	76,136
China	17,735	9,786	6,983	34,504	31,154	17,955	14,580	63,689
Europe	7,316	6,391	15,075	28,782	15,328	13,764	30,637	59,729
Southeast Asia	10,230	5,927	9,546	25,703	21,396	11,500	23,364	56,260
	\$121,174	\$104,407	\$103,421	\$329,002	\$235,609	\$204,462	\$206,308	\$646,379

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of the Company's condensed consolidated financial condition and results of operations should be read along with the condensed consolidated financial statements and the accompanying notes to the condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q. The information, except for historical information, contained in this discussion and analysis or set forth elsewhere in this Quarterly Report on Form 10-Q includes forward-looking statements that involve risks and uncertainties. These forward-looking statements could differ materially from actual results. You should review the section entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2017 as well as in our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis. The Company assumes no obligation to publicly release the results of any revision or updates to these forward-looking statements to reflect future events or unanticipated occurrences.

Overview

This overview is not a complete discussion of the Company's financial condition, changes in financial condition and results of operations; it is intended merely to facilitate an understanding of the most salient aspects of the Company's financial condition and operating performance and to provide a context for the detailed discussion and analysis that follows and must be read in its entirety in order to fully understand the Company's financial condition and results of operations.

The Company is a leading global developer, manufacturer and supplier of microcontamination control products, specialty chemicals and advanced materials handling solutions for manufacturing processes in the semiconductor and other high-technology industries. Our mission is to leverage our unique breadth of capabilities to create value for our customers by developing mission-critical solutions to maximize manufacturing yields, reduce manufacturing costs and enable higher device performance.

Our technology portfolio includes approximately 20,000 standard and customized products and solutions to achieve the highest levels of purity and performance that are essential to the manufacture of semiconductors, flat panel displays, light emitting diodes, or LEDs, high-purity chemicals, solar cells, gas lasers, optical and magnetic storage devices, and critical components for aerospace, glass manufacturing and biomedical applications. The majority of our products are consumed at various times throughout the manufacturing process, with demand driven in part by the level of semiconductor and other manufacturing activity. The Company's customers consist primarily of semiconductor manufacturers, semiconductor equipment and materials suppliers as well as thin film transistor-liquid crystal display (TFT-LCD) and hard disk manufacturers, which are served through direct sales efforts, as well as sales and distribution relationships, in the United States, Asia, Europe and the Middle East.

Our business is organized and operated in three operating segments which align with the key elements of the advanced semiconductor manufacturing ecosystem. The Specialty Chemicals and Engineered Materials, or SCEM, segment provides high-performance and high-purity process chemistries, gases, and materials, and safe and efficient delivery systems to support semiconductor and other advanced manufacturing processes. The Microcontamination Control, or MC, segment offers solutions to filter and purify critical liquid chemistries and gases used in semiconductor

manufacturing processes and other high-technology industries. The Advanced Materials Handling, or AMH, segment develops solutions to monitor, protect, transport, and deliver critical liquid chemistries, wafers and other substrates for a broad set of applications in the semiconductor industry and other high-technology industries. While these segments have separate products and technical know-how, they share a global generalist sales force, common business systems and processes, technology centers, and strategic and technology roadmaps. We leverage

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our expertise from these three segments to create new and increasingly integrated solutions for our customers. See note 9 to the consolidated financial statements for additional information on the Company's three segments.

The Company's fiscal year is the calendar period ending each December 31. The Company's fiscal quarters consist of 13-week or 14-week periods that end on Saturday. The Company's fiscal quarters in 2018 end March 31, 2018, June 30, 2018, September 29, 2018 and December 31, 2018. Unaudited information for the three and six months ended June 30, 2018 and July 1, 2017 and the financial position as of June 30, 2018 and December 31, 2017 are included in this Quarterly Report on Form 10-Q.

Key operating factors Key factors, which management believes have the largest impact on the overall results of operations of the Company, include:

Level of sales Since a significant portion of the Company's product costs (except for raw materials, purchased components and direct labor) are largely fixed in the short-to-medium term, an increase or decrease in sales affects gross profits and overall profitability significantly. Also, increases or decreases in sales and operating profitability affect certain costs such as incentive compensation and commissions, which are highly variable in nature. The Company's sales are subject to the effects of industry cyclicality, technological change, substantial competition, pricing pressures and foreign currency fluctuation.

Variable margin on sales The Company's variable margin on sales is determined by selling prices and the costs of manufacturing and raw materials. This is affected by a number of factors, which include the Company's sales mix, purchase prices of raw material (especially polymers, membranes, stainless steel and purchased components), domestic and international competition, direct labor costs, and the efficiency of the Company's production operations, among others.

Fixed cost structure The Company's operations include a number of large fixed or semi-fixed cost components, which include salaries, indirect labor and benefits, facility costs, lease expenses, and depreciation and amortization. It is not possible to vary these costs easily in the short-term as volumes fluctuate. Accordingly, increases or decreases in sales volume can have a large effect on the usage and productivity of these cost components, resulting in a large impact on the Company's profitability.

Overall Summary of Financial Results

For the three months ended June 30, 2018, net sales increased 16% to \$383.1 million, compared to \$329.0 million for the three months ended July 1, 2017. The sales increase was due to strong across-the-board demand for the Company's products, in particular from semiconductor industry customers, reflecting both high industry fab utilization rates and increased capital spending compared to the year-ago period. Included in the quarterly sales increase were sales from acquired businesses of \$4.9 million and favorable foreign currency translation effects of \$3.4 million. Exclusive of those factors, the Company's sales increased 14%.

Sales were up 4% on a sequential basis over the first quarter of 2018, including sales from acquisitions of \$1.0 million and unfavorable foreign currency translation effects of \$0.5 million. The increase in revenue resulted from modest improvements across the Company's product lines.

Reflecting the net sales increase, the Company's gross profit for the three months ended June 30, 2018 rose to \$182.4 million, up from \$150.3 million for the three months ended July 1, 2017. The Company experienced a 47.6% gross margin rate for the three months ended June 30, 2018, compared to 45.7% in the comparable year-ago period. The gross margin improvement reflects the improved factory utilization associated with strong sales levels.

The Company's selling, general and administrative (SG&A) expenses increased by \$12.2 million for the three months ended June 30, 2018 compared to the year-ago quarter, mainly due to higher compensation costs, professional fees and deal and transaction costs associated with the acquisition of the SAES Pure Gas business (SPG).

As a result of the aforementioned factors, the Company reported net income of \$54.3 million, or \$0.38 per diluted share, for the quarter ended June 30, 2018, compared to net income of \$40.0 million, or \$0.28 per diluted share, a year

ago.
On January 22, 2018, the Company acquired Particle Sizing Systems, LLC (PSS), which provides particle sizing instrumentation for liquid applications to the semiconductor and life science industries. The total purchase price of the acquisition was approximately \$37.3 million in cash, subject to revision for customary working capital adjustments. The acquisition of PSS does not constitute a material business combination.

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On June 25, 2018, the Company acquired SPG, a leading provider of high-capacity gas purification systems used in semiconductor manufacturing and adjacent markets. The total purchase price of the acquisition was approximately \$352.5 million in cash, or \$341.2 million net of cash acquired, subject to revision for customer working capital adjustments. The acquisition of SPG does constitute a material business combination.

Cash and cash equivalents were \$257.1 million at June 30, 2018, compared with cash and cash equivalents of \$625.4 million at December 31, 2017. The Company had outstanding debt of \$650.2 million at June 30, 2018, compared to \$674.4 million at December 31, 2017.

Critical Accounting Policies

Management's discussion and analysis of financial condition and results of operations are based upon the Company's condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these condensed consolidated financial statements requires the Company to make estimates, assumptions and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions.

The critical accounting policies affected most significantly by estimates, assumptions and judgments used in the preparation of the Company's condensed consolidated financial statements are described in Item 7 of its Annual Report on Form 10-K for the year ended December 31, 2017 filed with the Securities and Exchange Commission. On an ongoing basis, the Company evaluates the critical accounting policies used to prepare its condensed consolidated financial statements, including, but not limited to, those related to impairment of long-lived assets, goodwill, income taxes and business acquisitions. There have been no material changes in these aforementioned critical accounting policies.

Three and Six Months Ended June 30, 2018 Compared to Three and Six Months Ended July 1, 2017 and Three Months Ended March 31, 2018

The following table compares operating results for the three and six months ended June 30, 2018 with results for the three and six months ended July 1, 2017 and the three months ended March 31, 2018, both in dollars and as a percentage of net sales, for each caption.

(Dollars in thousands)	Three months ended						Six months ended			
	June 30, 2018		July 1, 2017		March 31, 2018		June 30, 2018		July 1, 2017	
Net sales	\$383,059	100.0 %	\$329,002	100.0 %	\$367,199	100.0 %	\$750,258	100.0 %	\$646,379	100.0 %
Cost of sales	200,681	52.4	178,699	54.3	191,202	52.1	391,883	52.2	356,480	55.2
Gross profit	182,378	47.6	150,303	45.7	175,997	47.9	358,375	47.8	289,899	44.8
Selling, general and administrative expenses	65,200	17.0	52,985	16.1	58,269	15.9	123,469	16.5	103,477	16.0
Engineering, research and development expenses	30,231	7.9	27,221	8.3	27,586	7.5	57,817	7.7	54,460	8.4
Amortization of intangible assets	12,014	3.1	11,007	3.3	11,669	3.2	23,683	3.2	21,952	3.4
Operating income	74,933	19.6	59,090	18.0	78,473	21.4	153,406	20.4	110,010	17.0
Interest expense	8,296	2.2	8,196	2.5	8,159	2.2	16,455	2.2	16,669	2.6

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Interest income	(1,371)	(0.4)	(93)	—	(933)	(0.3)	(2,304)	(0.3)	(173)	—
Other expense, net	3,877	1.0	(46)	—	139	—	4,016	0.5	856	0.1
Income before income taxes	64,131	16.7	51,033	15.5	71,108	19.4	135,239	18.0	92,658	14.3
Income tax expense	9,782	2.6	11,042	3.4	13,546	3.7	23,328	3.1	20,153	3.1
Net income	\$54,349	14.2 %	\$39,991	12.2 %	\$57,562	15.7 %	\$111,911	14.9 %	\$72,505	11.2 %

Net sales For the three months ended June 30, 2018, net sales increased by 16% to \$383.1 million, compared to \$329.0 million for the three months ended July 1, 2017. An analysis of the factors underlying the increase in net sales is presented in the following table:

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(In thousands)

Net sales in the quarter ended July 1, 2017	\$329,002
Growth associated with volume and pricing	45,753
Increase associated with effect of foreign currency translation	3,368
Increase associated with acquired businesses	4,936
Net sales in the quarter ended June 30, 2018	\$383,059

The sales increase was due to strong across-the-board demand for the Company's products, in particular from semiconductor industry customers, reflecting both high industry fab utilization rates and increased capital spending compared to the year-ago period. As described below, each of the Company's segments experienced improved sales. Exclusive of sales associated with acquisitions of \$4.9 million and favorable foreign currency translation effects of \$3.4 million, mainly due to the strengthening of the Japanese yen and the Korean Won relative to the U.S. dollar, the Company's sales increased 14% for the quarter.

On a geographic basis, in the second quarter of 2018, total sales to Taiwan were 18%, to North America were 22%, to South Korea were 17%, to Japan were 14%, to China were 12%, to Europe were 9% and to Southeast Asia were 8% compared to prior year second quarter sales to Taiwan of 23%, to North America of 22%, to South Korea were 16%, to Japan of 12%, to China were 10%, to Europe of 9% and to Southeast Asia were 8%. Sales increased by 18%, 24%, 34%, 36%, 25% and 15% in North America, South Korea, Japan, China, Europe and Southeast Asia, respectively, and sales decreased by 12% in Taiwan, in the second quarter of 2018 compared to the prior year's second quarter.

Sales were up 4% on a sequential basis over the first quarter of 2018, including sales associated with acquisitions of \$1.0 million and unfavorable foreign currency translation effects of \$0.5 million. The increase in revenue resulted from modest improvements across the Company's product lines.

Net sales for the six months ended June 30, 2018 were \$750.3 million, up 16% from \$646.4 million in the comparable year-ago period. An analysis of the factors underlying the increase in net sales is present in the following table:

(In thousands)

Net sales in the six months ended July 1, 2017	\$646,379
Growth associated with volume and pricing	84,296
Increase associated with effect of foreign currency translation	9,893
Increase associated with acquired businesses	9,690
Net sales in the six months ended June 30, 2018	\$750,258

Gross profit Due mainly to the sales increase, the Company's gross profit rose 21% for the three months ended June 30, 2018 to \$182.4 million, compared to \$150.3 million for the three months ended July 1, 2017. The Company experienced a 47.6% gross margin rate for the three months ended June 30, 2018, compared to 45.7% in the comparable year-ago period. The gross margin improvement reflects the improved factory utilization associated with strong sales levels. These factors were partly offset by price erosion for certain products in response to normal competitive pressures. In addition, the gross profit and gross margin figures for the three months ended July 1, 2017 include impairment charges of \$2.0 million related to certain 450 mm-related equipment.

For the six months ended June 30, 2018, the Company's gross profit rose 24% to \$358.4 million, compared to \$289.9 million for the six months ended July 1, 2017. The Company experienced a 47.8% gross margin rate for the six months ended June 30, 2018, compared to 44.8% in the comparable year-ago period. The gross profit and gross margin figures for the six months ended July 1, 2017 include impairment charges of \$2.0 million related to certain 450 mm-related equipment.

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Selling, general and administrative expenses Selling, general and administrative (SG&A) expenses were \$65.2 million for the three months ended June 30, 2018, up \$12.2 million, or 23%, from the comparable three-month period a year earlier. An analysis of the factors underlying the increase in SG&A is presented in the following table:

(In thousands)

Selling, general and administrative expenses in the quarter ended July 1, 2017	\$52,985
Deal costs	5,121
Integration costs	1,197
Employee costs	3,809
Other increases, net	2,088
Selling, general and administrative expenses in the quarter ended June 30, 2018	\$65,200

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SG&A expenses were \$123.5 million for the first six months of 2018, up 19%, compared to SG&A expenses of \$103.5 million in the year-ago period. An analysis of the factors underlying changes in SG&A is presented in the following table:

(In thousands)

Selling, general and administrative expenses in the six months ended July 1, 2017	\$	103,477
Deal costs	5,121	
Integration costs	1,197	
Professional fees	1,625	
Employee costs	8,115	
Other increases, net	3,934	
Selling, general and administrative expenses in the six months ended June 30, 2018	\$	123,469

Engineering, research and development expenses The Company's engineering, research and development (ER&D) efforts focus on the support or extension of current product lines, and the development of new products and manufacturing technologies. ER&D expenses were \$30.2 million in the three months ended June 30, 2018 compared to \$27.2 million in the year-ago period. The increase for the quarter was mainly due to higher employee and project costs.

ER&D expenses increased 6% to \$57.8 million in the first six months of 2018, compared to \$54.5 million in the year ago period, primarily due to higher employee and project costs.

Amortization expenses Amortization of intangible assets was \$12.0 million in the three months ended June 30, 2018 compared to \$11.0 million for the three months ended July 1, 2017. The increase reflects the additional amortization expense associated with the liquid filtration product line acquisition completed in the second quarter of 2017, the PSS acquisition completed in the first quarter of 2018 and the SPG acquisition completed in the second quarter of 2018.

Amortization of intangible assets was \$23.7 million in the first six months ended June 30, 2018 compared to \$22.0 million for the first six months ended July 1, 2017. The increase reflects the additional amortization expense associated with the liquid filtration product line acquisition completed in the second quarter of 2017 and the PSS acquisition completed in the first quarter of 2018 and the SPG acquisition completed in the second quarter of 2018.

Interest income Interest income was \$1.4 million and \$2.3 million in the three and six months ended June 30, 2018, respectively compared to \$0.1 million and \$0.2 million in the three and six months ended July 1, 2017, respectively. The increase in interest income for both the three and six months ended June 30, 2018 compared to comparable previous years periods was due to higher average U.S. cash levels earning a higher interest rate.

Interest expense Interest expense includes interest associated with debt outstanding and the amortization of debt issuance costs associated with such borrowings. Interest expense was \$8.3 million in the three months ended June 30, 2018, compared to \$8.2 million in the three months ended July 1, 2017. The increase reflects higher average debt levels.

Interest expense was \$16.5 million in the six months ended June 30, 2018, compared to \$16.7 million in the six months ended July 1, 2017. The decrease reflects lower interest rates on outstanding borrowings offset in part by higher average debt levels.

Other expense (income), net Other expense, net was \$3.9 million in the three months ended June 30, 2018 and consisted mainly of foreign currency transaction losses of \$3.0 million and penalty charges of \$0.9 million. Other expense, net was \$4.0 million in the six months ended June 30, 2018 and consisted mainly of foreign currency transaction losses of \$2.9 million and penalty charges of \$0.9 million.

Other income, net was \$46 thousand in the three months ended July 1, 2017. Other expense, net was \$0.9 million in the six months ended July 1, 2017 and consisted mainly of foreign currency transaction losses.

Income tax expense The Company recorded income tax expense of \$9.8 million and \$23.3 million in the three and six months ended June 30, 2018, compared to income tax expense of \$11.0 million and \$20.2 million in the three and six months ended July 1, 2017. The Company's year-to-date effective tax rate was 17.2% in 2018, compared to 21.7% during the same period in 2017. As a result of the Tax Cuts and Jobs Act of 2017 (the "Tax Cuts and Jobs Act"), the tax rate in 2018 reflects the reduction of the corporate tax rate from 35% to 21% and the global intangible low taxed income inclusion. The tax rate in 2017 reflects the benefit of foreign source income being taxed at lower rates than the U.S. statutory rate. Year-to-date income tax expense in 2018 and 2017 includes discrete benefits of \$6.1 million and \$3.2 million, respectively, recorded in connection with share-based compensation. The tax rate in 2018

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also includes a discrete charges of \$2.6 million related to Korean share repurchase. Also included in income tax expense in 2017 was a discrete charge of \$3.6 million to correct an error related to the tax effects of intercompany sales and the related intercompany profit.

Net income Due to the factors noted above, the Company recorded net income of \$54.3 million, or \$0.38 per diluted share, in the three-month period ended June 30, 2018, compared to net income of \$40.0 million, or \$0.28 per diluted share, in the three-month period ended July 1, 2017. In the six-month period ended June 30, 2018, the Company recorded net income of \$111.9 million, or \$0.78 per diluted share, compared to net income of \$72.5 million, or \$0.51 per diluted share, in the six-month period ended July 1, 2017.

Non-GAAP Measures The Company's condensed consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States (GAAP). The Company also utilizes certain non-GAAP financial measures as a complement to financial measures provided in accordance with GAAP in order to better assess and reflect trends affecting the Company's business and results of operations. See the section "Non-GAAP Information" included below in this section for additional detail, including the definition of non-GAAP financial measures and the reconciliation of GAAP measures to the Company's non-GAAP measures.

The Company's non-GAAP financial measures are Adjusted EBITDA and Adjusted Operating Income, together with related measures thereof, and non-GAAP Earnings Per Share.

Adjusted EBITDA increased 24% to \$109.3 million in the three-month period ended June 30, 2018, compared to \$88.2 million in the three-month period ended July 1, 2017. Adjusted EBITDA, as a percent of net sales, increased to 28.5% from 26.8% in the year-ago period. These results generally reflect the same factors underlying the Company's GAAP results as described above. Adjusted EBITDA increased 31% to \$215.3 million in the six-month period ended June 30, 2018, compared to \$164.1 million in the six-month period ended July 1, 2017. In the six-month period ended June 30, 2018, Adjusted EBITDA, as a percent of net sales, increased to 28.7% from 25.4% in the year-ago period.

Adjusted Operating Income increased 27% to \$93.5 million in the three-month period ended June 30, 2018, compared to \$73.8 million in the three-month period ended July 1, 2017. Adjusted Operating Income, as a percent of net sales, increased to 24.4% from 22.4% in the year-ago period. Non-GAAP Earnings Per Share increased 44% to \$0.49 in the three-month period ended June 30, 2018, compared to \$0.34 in the three-month period ended July 1, 2017. Adjusted Operating Income increased 35% to \$183.6 million in the six-month period ended June 30, 2018, compared to \$135.7 million in the six-month period ended July 1, 2017. In the six-month period ended June 30, 2018, Adjusted Operating Income, as a percent of net sales, increased to 24.5% from 21.0% in the year-ago period. Non-GAAP Earnings Per Share increased 52% to \$0.96 in the six-month period ended June 30, 2018, compared to \$0.63 in the six-month period ended July 1, 2017.

Segment Analysis

The Company reports its financial performance based on three reporting segments. The following is a discussion on the results of operations of these three business segments. See note 9 to the condensed consolidated financial statements for additional information on the Company's three segments.

The following table presents selected net sales and segment profit data for the Company's three reportable segments for the three months ended June 30, 2018, July 1, 2017 and March 31, 2018 and six months ended June 30, 2018 and July 1, 2017.

(In thousands)	Three months ended		Six months ended	
	June 30, 2018	July 1, 2017	March 31, 2018	June 30, 2018

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Specialty Chemicals and Engineered Materials

Net sales	\$ 134,336	\$ 121,174	\$ 130,743	\$ 265,079	\$ 235,609
Segment profit	37,316	29,060	31,562	68,878	52,188

Microcontamination Control

Net sales	124,681	104,407	118,637	243,318	204,462
Segment profit	39,054	31,796	41,991	81,045	62,783

Advanced Materials Handling

Net sales	124,042	103,421	117,819	241,861	206,308
Segment profit	23,114	15,169	23,142	46,256	29,129

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Specialty Chemicals and Engineered Materials (SCEM)

For the second quarter of 2018, SCEM net sales increased to \$134.3 million, compared to \$121.2 million in the comparable period last year. The sales increase was due to improved sales of specialty materials, specialty gas products, and surface preparation and integration products. SCEM reported a segment profit of \$37.3 million in the second quarter of 2018, up 28% from \$29.1 million in the year-ago period. The segment profit improvement was primarily due to higher gross profit related to the increased sales, partially offset with a 10% increase in operating expenses.

For the six months ended June 30, 2018, SCEM net sales increased to \$265.1 million, compared to \$235.6 million in the comparable period last year. This increase also reflects improved sales of specialty materials, specialty gas products, and surface preparation and integration products. SCEM reported a segment profit of \$68.9 million in the six months ended June 30, 2018, up 32% from \$52.2 million in the year-ago period also due to higher sales levels, along with a 9% increase in operating expenses.

Microcontamination Control (MC)

For the second quarter of 2018, MC net sales increased to \$124.7 million, compared to \$104.4 million in the comparable period last year. The sales increase was due to strength in liquid chemistry filters for wet, etch, and clean, gas microcontamination and bulk photo applications. The acquisition of SPG in the second quarter of 2018 contributed \$1.0 million of sales. MC reported a segment profit of \$39.1 million in the second quarter of 2018, up 23% from \$31.8 million in the year-ago period. The segment profit improvement was primarily due to higher gross profit related to the increased sales, partially offset by a 15% increase in operating expenses.

For the six months ended June 30, 2018, MC net sales increased to \$243.3 million, compared to \$204.5 million in the comparable period last year. This increase also reflects improved sales of liquid chemistry filters for wet, etch, and clean, gas microcontamination and bulk photo applications. In addition, the acquisition of SPG contributed \$1.0 million as noted above. MC reported a segment profit of \$81.0 million in the six months ended July 1, 2017, up 29% from \$62.8 million in the year-ago period. The segment profit improvement was primarily due to higher gross profit related to the increased sales partially offset by a 15% increase in operating expenses.

Advanced Materials Handling (AMH)

For the second quarter of 2018, AMH net sales increased to \$124.0 million, compared to \$103.4 million in the comparable period last year. The sales increase was due to improved sales of fluid handling products and liquid packaging and dispense products, as well as PSS sales of \$3.9 million. AMH reported a segment profit of \$23.1 million in the second quarter of 2018, up 52% from \$15.2 million in the year-ago period. The segment profit improvement was primarily due to higher gross profit related to the increased sales, partially offset by an 11% increase in operating expenses.

For the six months ended June 30, 2018, AMH net sales increased to \$241.9 million, compared to \$206.3 million in the comparable period last year. This increase also reflects improved sales of fluid handling products and liquid packaging and dispense products, as well as PSS sales of \$7.8 million. AMH reported a segment profit of \$46.3 million in the six months ended June 30, 2018, up 58% from \$29.1 million in the year-ago period. The segment profit improvement was primarily due to higher gross profit related to the increased sales, partially offset by an 11% increase in operating expenses.

Unallocated general and administrative expenses

Unallocated general and administrative expenses totaled \$12.5 million in the second quarter of 2018, compared to \$5.9 million in the second quarter of 2017. The \$6.6 million increase mainly reflects the deal and integration costs referenced in the discussion of SG&A expenses above.

Unallocated general and administrative expenses for the six months ended June 30, 2018 totaled \$19.1 million, up from \$12.1 million in the six months ended July 1, 2017. The \$7.0 million increase mainly reflects the deal and integration costs referenced in the discussion of SG&A expenses above.

Liquidity and Capital Resources

Operating activities Cash flows provided by operating activities totaled \$137.1 million in the six months ended June 30, 2018. Operating cash flows reflecting net income adjusted for non-cash expenses (such as depreciation, amortization and share-based compensation) was offset by changes in operating assets and liabilities of \$41.6 million, mainly reflecting increases in accounts receivable and inventories, and decreases in accounts payable and accrued liabilities.

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Accounts receivable increased by \$17.0 million during the six months ended June 30, 2018, or decreased \$2.7 million after accounting for foreign currency translation and receivables acquired from PSS and SPG, mainly reflecting improved collections, offset by the increase in sales.

Inventories increased by \$67.3 million during the six months ended June 30, 2018, or \$22.5 million after accounting for foreign currency translation, inventory acquired from PSS and SPG and the provision for excess and obsolete inventory. The increase reflects higher levels of all inventory categories due to higher levels of business activity.

Accounts payable and accrued liabilities decreased \$17.4 million during the six months ended June 30, 2018, or \$15.0 million after accounting for foreign currency translation and liabilities assumed from PSS and SPG. The key component of the decrease was the payment of 2017 incentive compensation during the first quarter of 2018.

Working capital at June 30, 2018 was \$570.0 million, compared to \$766.6 million as of December 31, 2017, and included \$257.1 million in cash and cash equivalents, compared to cash and cash equivalents of \$625.4 million as of December 31, 2017.

Investing activities Cash flows used in investing activities totaled \$425.8 million in the six-month period ended June 30, 2018. Acquisition of property, plant and equipment totaled \$47.4 million, which primarily reflected investments in equipment and tooling. As of June 30, 2018, the Company expects its full-year capital expenditures in 2018 to be approximately \$100 million to \$120 million. As of June 30, 2018, the Company had outstanding capital purchase obligations of \$41.9 million for the construction or purchase of plant and equipment not yet recorded in the Company's condensed consolidated financial statements as the Company had not yet received the related goods or property.

On January 22, 2018, the Company acquired PSS, which provides particle sizing instrumentation for liquid applications to the semiconductor and life science industries. The total purchase price of the acquisition was approximately \$37.3 million in cash, subject to revision for customary working capital adjustments, funded from the Company's existing cash on hand. The transaction is described in further detail in note 3 to the Company's condensed consolidated financial statements.

On June 25, 2018, the Company acquired the SPG business. SPG is a leading provider of high-capacity gas purification systems used in semiconductor manufacturing and adjacent markets. The total purchase price of the acquisition was approximately \$352.5 million in cash or \$341.2 million net of cash received, subject to revision for customer working capital adjustments. The transaction is described in further detail in note 3 to the Company's condensed consolidated financial statements.

Financing activities Cash flows used in financing activities totaled \$76.7 million during the six-month period ended June 30, 2018. This included the Company's net payment of \$25.0 million on its senior secured term loan described below, cash dividends of \$19.8 million and the Company's repurchase of shares of the Company's common stock at a total cost of \$20.0 million under the stock repurchase program authorized by the Company's Board of Directors. In addition, the Company expended \$14.4 million for taxes related to the net share settlement of equity awards under the Company's stock plans, offset in part by proceeds of \$3.0 million in connection with common shares issued under the Company's stock plans.

As of June 30, 2018, the Company had outstanding long-term debt, including the current portion thereof, of \$650.2 million, related to debt issued by the Company, as discussed in more detail below.

On November 10, 2017, the Company issued \$550 million aggregate principal amount of 4.625% senior unsecured notes due February 10, 2026. The principal amount outstanding under the senior unsecured notes at June 30, 2018 was \$550 million.

On April 30, 2014, the Company entered into a term loan facility (as amended, the "Term Loan Facility") that provided senior secured financing of \$460 million due April 30, 2021. Borrowings under the Term Loan Facility bear interest at a rate per annum equal to, at the Company's option, a base rate (such as prime rate or LIBOR) plus, an applicable margin. The Company may voluntarily prepay outstanding loans under the Term Loan Facility at any time. The principal amount outstanding under the Term Loan Facility at June 30, 2018 was \$108.9 million.

The Company has a senior secured asset-based revolving credit facility (the "ABL Facility"). The ABL Facility provides financing of \$75 million, subject to a borrowing base. The ABL Facility bears interest at a rate per annum equal to at the Company's option, a base rate (prime rate or LIBOR), plus an applicable margin. On March 1, 2018, the Company amended its ABL Facility to extend the final maturity of the ABL Facility from April 30, 2019 to March 1, 2023. In addition, the Company reduced the interest rate spreads applicable to loans under the ABL Facility by 0.25%, increased the maximum secured net leverage ratio that the Company must meet to incur indebtedness and liens from 2.00:1.00 to 2.75:1.00, and increased the

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thresholds for judgments and cross defaults to material indebtedness from \$50 million to \$75 million. As of June 30, 2018, the Company had no outstanding borrowings and \$0.2 million undrawn on outstanding letters of credit under the ABL facility.

Through June 30, 2018, the Company was in compliance with all applicable financial covenants included in the terms of its senior unsecured notes, Term Loan Facility and ABL Facility.

The Company also has lines of credit with two banks that provide for borrowings of Japanese yen for the Company's Japanese subsidiary, equivalent to an aggregate of approximately \$10.8 million. There were no outstanding borrowings under these lines of credit at June 30, 2018.

The Company believes that its cash and cash equivalents, funds available under its ABL Facility and international credit facilities and cash flow generated from operations will be sufficient to meet its working capital and investment requirements for at least the next twelve months. If available liquidity is not sufficient to meet the Company's operating and debt service obligations as they come due, management would need to pursue alternative arrangements through additional equity or debt financing in order to meet the Company's cash requirements. There can be no assurance that any such financing would be available on commercially acceptable terms.

At June 30, 2018, the Company's shareholders' equity was \$1,052.9 million, up from \$993.0 million at the beginning of the year. The increase mainly reflected net income of \$111.9 million, an increase to additional paid-in capital of \$8.6 million associated with the Company's share-based compensation expense and proceeds of \$3.0 million in connection with common shares issued under the Company's stock plans. These increases were offset partly by the repurchase of the Company's common stock at a total cost of \$20.0 million, cash dividends paid of \$19.8 million, the payment of \$14.4 million for taxes related to the net share settlement of equity awards under the Company's stock plans and foreign currency translation effects of \$8.8 million, mainly associated with the strengthening of the U.S. dollar versus the Korean won.

As of June 30, 2018, the Company's resources included cash and cash equivalents of \$257.1 million, funds available under its \$75 million ABL Facility and international credit facilities, and cash flow generated from operations. As of June 30, 2018, the amount of cash and cash equivalents held by foreign subsidiaries was \$202.1 million. These amounts held by foreign subsidiaries, certain of which are associated with indefinitely reinvested foreign earnings, may be subject to U.S. income taxation on repatriation to the United States. The Company does not anticipate the need to repatriate funds associated with indefinitely reinvested foreign earnings to the United States to satisfy domestic liquidity needs arising in the ordinary course of business. The Company believes its existing balances of domestic cash and cash equivalents, available cash and cash equivalents held by foreign subsidiaries not associated with indefinitely reinvested foreign earnings and operating cash flows will be sufficient to meet the Company's domestic cash needs arising in the ordinary course of business for the next twelve months.

Recently adopted accounting pronouncements Refer to note 1 to the Company's condensed consolidated financial statements for a discussion of accounting pronouncements recently adopted.

Recently issued accounting pronouncements Refer to note 1 to the Company's condensed consolidated financial statements for a discussion of accounting pronouncements recently issued by not yet adopted.

Non-GAAP Information The Company's condensed consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States (GAAP).

The Company also provides certain non-GAAP financial measures as a complement to financial measures provided in accordance with GAAP in order to better assess and reflect trends affecting the Company's business and results of operations. Regulation G, "Conditions for Use of Non-GAAP Financial Measures," and other regulations under the Securities Exchange Act of 1934, as amended, define and prescribe the conditions for use of certain non-GAAP financial information. The Company provides non-GAAP financial measures of Adjusted EBITDA and Adjusted Operating Income together with related measures thereof, and non-GAAP Earnings Per Share (EPS).

Adjusted EBITDA, a non-GAAP term, is defined by the Company as net income before (1) income tax expense, (2) interest expense, (3) interest income, (4) other expense, net, (5) charge for fair value write-up of acquired inventory sold (6) deal costs (7) integration costs (8) severance costs (9) impairment of equipment (10) amortization

of intangible assets and (11) depreciation. Adjusted Operating Income, another non-GAAP term, is defined by the Company as Adjusted EBITDA exclusive of the depreciation addback noted above. The Company also utilizes non-GAAP measures whereby Adjusted EBITDA and Adjusted Operating Income are each divided by the Company's net sales to derive Adjusted EBITDA Margin and Adjusted Operating Margin, respectively.

Non-GAAP EPS, a non-GAAP term, is defined by the Company as net income before (1) charge for fair value write-up of acquired inventory sold (2) deal costs (3) integration costs (4) severance costs (5) impairment of equipment (6) amortization of

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intangible assets, (7) the tax effect of those adjustments to net income and certain discrete items and (8) the tax effect of the Tax Cuts and Jobs Act, stated on a per share basis.

The Company provides supplemental non-GAAP financial measures to better understand its business and believes these measures provide investors and analysts additional and meaningful information for the assessment of the Company's ongoing results. Management also uses these non-GAAP measures to assist in the evaluation of the performance of its business segments and to make operating decisions.

Management believes the Company's non-GAAP measures help indicate the Company's baseline performance before certain gains, losses or other charges that may not be indicative of the Company's business or future outlook and offer a useful view of business performance in that the measures provide a more consistent means of comparing performance. The Company believes the non-GAAP measures aid investors' overall understanding of the Company's results by providing a higher degree of transparency for such items and providing a level of disclosure that will help investors understand how management plans, measures and evaluates the Company's business performance.

Management believes that the inclusion of non-GAAP measures provides consistency in its financial reporting and facilitates investors' understanding of the Company's historical operating trends by providing an additional basis for comparisons to prior periods.

Management uses Adjusted EBITDA and Adjusted Operating Income to assist it in evaluations of the Company's operating performance by excluding items that management does not consider as relevant in the results of its ongoing operations. Internally, these non-GAAP measures are used by management for planning and forecasting purposes, including the preparation of internal budgets; for allocating resources to enhance financial performance; for evaluating the effectiveness of operational strategies; and for evaluating the Company's capacity to fund capital expenditures, secure financing and expand its business.

In addition, and as a consequence of the importance of these non-GAAP financial measures in managing its business, the Company's Board of Directors uses non-GAAP financial measures in the evaluation process to determine management compensation.

The Company believes that certain analysts and investors use Adjusted EBITDA, Adjusted Operating Income and non-GAAP EPS as supplemental measures to evaluate the overall operating performance of firms in the Company's industry. Additionally, lenders or potential lenders use Adjusted EBITDA measures to evaluate the Company's creditworthiness.

The presentation of non-GAAP financial measures is not meant to be considered in isolation, as a substitute for, or superior to, financial measures or information provided in accordance with GAAP. Management strongly encourages investors to review the Company's consolidated financial statements in their entirety and to not rely on any single financial measure.

Management notes that the use of non-GAAP measures has limitations:

First, non-GAAP financial measures are not standardized. Accordingly, the methodology used to produce the Company's non-GAAP financial measures is not computed under GAAP and may differ notably from the methodology used by other companies. For example, the Company's non-GAAP measure of Adjusted EBITDA may not be directly comparable to EBITDA or an adjusted EBITDA measure reported by other companies.

Second, the Company's non-GAAP financial measures exclude items such as amortization and depreciation that are recurring. Amortization of intangibles and depreciation have been, and will continue to be for the foreseeable future, a significant recurring expense with an impact upon the Company's results of operations, notwithstanding the lack of immediate impact upon cash flows.

Third, there is no assurance the Company will not have future restructuring activities, translation-related costs, gains or losses on sale of equity investments, or similar items and, therefore, may need to record additional charges (or credits) associated with such items, including the tax effects thereon. The exclusion of these items from the Company's non-GAAP measures should not be construed as an implication that these costs are unusual, infrequent or non-recurring.

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Management considers these limitations by providing specific information regarding the GAAP amounts excluded from these non-GAAP financial measures and evaluating these non-GAAP financial measures together with their most directly comparable financial measures calculated in accordance with GAAP. The calculations of Adjusted EBITDA, Adjusted Operating Income, and non-GAAP EPS, and reconciliations between these financial measures and their most directly comparable GAAP equivalents, are presented below in the accompanying tables.

Reconciliation of GAAP Net Income to Adjusted Operating Income and Adjusted EBITDA

(In thousands)	Three months ended		Six months ended		
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017	
Net sales	\$383,059	\$329,002	\$750,258	\$646,379	
Net income	\$54,349	\$39,991	\$111,911	\$72,505	
Adjustments to net income					
Income tax expense	9,782	11,042	23,328	20,153	
Interest expense	8,296	8,196	16,455	16,669	
Interest income	(1,371)	(93)	(2,304)	(173)	
Other expense (income), net	3,877	(46)	4,016	856	
GAAP – Operating income	74,933	59,090	153,406	110,010	
Charge for fair value write-up of acquired inventory sold	208	—	208	—	
Deal costs	5,121	—	5,121	—	
Integration costs	1,197	—	1,197	—	
Impairment of equipment	—	3,170	—	3,170	
Severance	—	559	—	559	
Amortization of intangible assets	12,014	11,007	23,683	21,952	
Adjusted operating income	93,473	73,826	183,615	135,691	
Depreciation	15,802	14,411	31,699	28,388	
Adjusted EBITDA	\$109,275	\$88,237	\$215,314	\$164,079	
Adjusted operating income – as a % of net sales	24.4	% 22.4	% 24.5	% 21.0	%
Adjusted EBITDA – as a % of net sales	28.5	% 26.8	% 28.7	% 25.4	%

Reconciliation of GAAP Earnings per Share to Non-GAAP Earnings per Share

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	Three months ended		Six months ended	
(In thousands, except per share data)	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Net income	\$ 54,349	\$ 39,991	\$ 111,911	\$ 72,505
Adjustments to net income				
Charge for fair value write-up of acquired inventory sold	208	—	208	—
Deal costs	5,121	—	5,121	—
Integration costs	1,197	—	1,197	—
Severance	—	559	—	559
Impairment of equipment	—	3,170	—	3,170
Amortization of intangible assets	12,014	11,007	23,683	21,952
Tax effect of adjustments to net income and certain discrete tax items ¹	(3,702)	(5,821)	(6,412)	(8,526)
Tax effect of Tax Cuts and Jobs Act	\$ 648	\$ —	\$ 2,142	\$ —
Non-GAAP net income	\$ 69,835	\$ 48,906	\$ 137,850	\$ 89,660
Diluted earnings per common share	\$ 0.38	\$ 0.28	\$ 0.78	\$ 0.51
Effect of adjustments to net income	0.11	0.06	0.18	0.12
Diluted non-GAAP earnings per common share	\$ 0.49	\$ 0.34	\$ 0.96	\$ 0.63

¹The tax effect of pre-tax adjustments to net income was calculated using the applicable marginal tax rate for each respective year.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company's principal financial market risks are sensitivities to interest rates and foreign currency exchange rates. The Company's interest-bearing cash equivalents and senior secured financing obligation are subject to interest rate fluctuations. The Company's cash equivalents are instruments with maturities of three months or less. A 100 basis point change in interest rates would potentially increase or decrease annual net income by approximately \$1.2 million annually.

The cash flows and results of operations of the Company's foreign-based operations are subject to fluctuations in foreign exchange rates. The Company occasionally uses derivative financial instruments to manage the foreign currency exchange rate risks associated with its foreign-based operations. At June 30, 2018, the Company had no net exposure to any foreign currency forward contracts.

Item 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures.

The Company's management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), has conducted an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined under Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934 (the 1934 Act)) as of June 30, 2018. The term "disclosure controls and procedures" means controls and other procedures of a company that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the 1934 Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the 1934 Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on management's evaluation (with the participation of our CEO and CFO), as of June 30, 2018, the Company's CEO and CFO have concluded that the disclosure controls and procedures used by the Company, were effective to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the 1934 Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and is accumulated and communicated to management, including its principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

The Company acquired the SPG business (SPG) on June 25, 2018. In the conduct of its assessment of the effectiveness of the Company's internal control over financial reporting for the period ended June 30, 2018, management has excluded total assets of approximately \$422.6 million and net sales of approximately \$1.0 million related to SPG that are included in the condensed consolidated financial statements of the Company and its subsidiaries as of and for the six-month period ended June 30, 2018. Management must include SPG in the conduct of its assessment of the effectiveness of the Company's internal control over financial reporting no later than the second quarter of 2019.

(b) Changes in internal control over financial reporting.

There has been no change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the 1934 Act) during the most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II

OTHER INFORMATION

Item 1. Legal Proceedings

As of June 30, 2018, the Company is subject to various claims, legal actions, and complaints arising in the ordinary course of business. The Company believes the final outcome of these matters will not have a material adverse effect on its condensed consolidated financial statements. The Company expenses legal costs as incurred.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Issuer Purchases of Equity Securities

The following table provides information concerning shares of the Company's Common Stock \$0.01 par value purchased during the three months ended June 30, 2018.

Period	(a) Total Number of Shares Purchased ⁽¹⁾	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
April 1 - May 5, 2018	112,500	\$34.51	112,500	\$94,853,629
May 6 - June 2, 2018	85,500	\$35.34	85,500	\$94,768,129
June 3 - June 30, 2018	84,116	\$36.81	84,116	\$94,684,013
Total	282,116	\$35.45	282,116	\$94,684,013

⁽¹⁾ On February 13, 2018, the Company's Board of Directors authorized a repurchase program covering up to an aggregate of \$100 million of the Company's common stock, during a period of twenty-four months, in open market transactions and in accordance with one or more pre-arranged stock trading plans to be established in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. This repurchase program represents a further renewal of the repurchase program originally authorized by the Board of Directors on February 5, 2016 and first renewed on February 15, 2017.

The Company issues common stock awards under its equity incentive plans. In the consolidated financial statements, the Company treats shares of common stock withheld for tax purposes on behalf of its employees in connection with the vesting or exercise of the awards as common stock repurchases because they reduce the number of shares that would have been issued upon vesting or exercise. These withheld shares of common stock are not considered common stock repurchases under the Company's authorized common stock repurchase plan and accordingly are not included in the common stock repurchase totals in the preceding table.

Item 6. Exhibits

31.1 Certification of Chief Executive Officer Pursuant to Exchange Act Rule 13a-14(a).

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- 31.2 Certification of Chief Financial Officer Pursuant to Exchange Act Rule 13a-14(a).
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

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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 thereunto duly authorized.

ENTEGRIS, INC.

Date: July 26, 2018 /s/ Gregory B. Graves
Gregory B. Graves
Executive Vice President and Chief Financial
Officer (on behalf of the registrant and as
principal financial officer)

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EXHIBIT INDEX

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