

NIERENBERG INVESTMENT MANAGEMENT CO  
Form SC 13D/A  
January 17, 2006

SCHEDULE 13D

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CUSIP No. 114340102  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 4)

BROOKS AUTOMATION, INC. (BRKS)

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

114340102

-----  
(CUSIP Number)

David Nierenberg  
The D3 Family Funds  
19605 NE 8th Street  
Camas, WA 98607  
(360) 604-8600

With a copy to:

Henry Lesser, Esq.  
DLA Piper Rudnick Gray Cary US LLP  
2000 University Avenue  
East Palo Alto, CA 94303

(650) 833-2000

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 5, 2006

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON  
  
The D3 Family Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a)  |X|  
(b)  |\_|

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)  |\_|

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

|                          |    |                          |                                |
|--------------------------|----|--------------------------|--------------------------------|
|                          | 7  | SOLE VOTING POWER        |                                |
|                          |    |                          | 1,769,532 Common shares (2.4%) |
| NUMBER OF<br>SHARES      | 8  | SHARED VOTING POWER      |                                |
| BENEFICIALLY<br>OWNED BY |    |                          | 0                              |
| EACH                     | 9  | SOLE DISPOSITIVE POWER   |                                |
| REPORTING<br>PERSON      |    |                          | 1,769,532                      |
| WITH                     | 10 | SHARED DISPOSITIVE POWER |                                |
|                          |    |                          | 0                              |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,732,000 shares (5.0%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  |\_|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14 TYPE OF REPORTING PERSON\*

PN

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Family Retirement Fund, L.P. (David Nierenberg is president of the  
General Partner, which is Nierenberg Investment Management Company.)

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS\*

WC

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

-----  
7 SOLE VOTING POWER

579,500 common shares (0.8%)

-----  
NUMBER OF 8 SHARED VOTING POWER  
SHARES

BENEFICIALLY 0  
OWNED BY

-----  
EACH 9 SOLE DISPOSITIVE POWER  
REPORTING

PERSON 579,500  
WITH

-----  
10 SHARED DISPOSITIVE POWER

0

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,732,000 shares (5.0%)

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Children's Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER

158,860 common shares (0.2%)

NUMBER OF  
SHARES

8 SHARED VOTING POWER

BENEFICIALLY  
OWNED BY

0

EACH  
REPORTING

9 SOLE DISPOSITIVE POWER

PERSON  
WITH

158,860

10 SHARED DISPOSITIVE POWER

0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,732,000 shares (5.0%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Offshore Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bahamas

7 SOLE VOTING POWER

865,660 common shares (1.2%)

NUMBER OF  
SHARES

8 SHARED VOTING POWER

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0  
-----  
EACH 9 SOLE DISPOSITIVE POWER  
REPORTING PERSON 865,660  
WITH -----  
10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,732,000 shares (5.0%)  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* |\_\_|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.0%  
-----

14 TYPE OF REPORTING PERSON\*  
PN  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON  
  
The D3 Family Bulldog Fund, L.P. (David Nierenberg is president of the  
General Partner, which is Nierenberg Investment Management Company.)  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a) |X|  
(b) |\_\_|  
-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS\*  
  
WC  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) |\_\_|  
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
-----

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Washington

-----  
7 SOLE VOTING POWER  
358,448 common shares (0.5%)  
-----  
NUMBER OF 8 SHARED VOTING POWER  
SHARES  
BENEFICIALLY OWNED BY EACH REPORTING PERSON 0  
-----  
9 SOLE DISPOSITIVE POWER  
358,448  
-----  
10 SHARED DISPOSITIVE POWER  
0  
-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,732,000 shares (5.0%)  
-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  |  
-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.0%  
-----  
14 TYPE OF REPORTING PERSON\*  
PN  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 4 to Schedule 13D amends the below-indicated Items from the Schedule 13D previously filed by the undersigned parties, as previously amended, by supplementing such Items with the information set forth below:

Item 4. Purpose of Transaction.

Reference is made to the agreement filed as an exhibit hereto under Item 7, which is incorporated by reference into this Item 4.

Item 5. Interest in Securities of the Issuer.

(a,b) D3 Family Funds own and have sole voting and dispositive power over 3,732,000, 5.0% common shares of BRKS.

(c) In addition to the purchases already disclosed, subsequent to the date of Amendment No. 3 to the Schedule 13D previously filed by the undersigned

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parties, and prior to the date of the agreement filed as an exhibit hereto under Item 7, the D3 Family Funds purchased additional shares for the D3 Family Bulldog Fund, L.P. as set forth below:

| Fund                         | Transaction Date | Shares Bought | Price |
|------------------------------|------------------|---------------|-------|
| D3 Family Bulldog Fund, L.P. | 12/30/2005       | 3,198         | 12.29 |

(d) N/A

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

On January 5, 2006, Nierenberg Investment Management Company, Inc. on behalf of itself as General Partner of the D3 Family Funds, as well as on behalf of the D3 Family Funds, entered into the agreement filed under Item 7 hereof and incorporated by reference into this Item 6.

Item 7. Material to be filed as Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 1           | Confidentiality and Nondisclosure Agreement between Nierenberg Investment Management Company, Inc. and Brooks Automation, Inc. dated January 5, 2006. |

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

Date: January 5, 2006

By: /s/ DAVID NIERENBERG  
 David Nierenberg  
 President  
 Nierenberg Investment Management  
 Company, Inc., the General Partner  
 of The D3 Family Funds

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EXHIBIT INDEX

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Exhibit No.  
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Description  
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|   |   |
|---|---|
| 1 | Confidentiality and Nondisclosure Agreement between Nierenberg Investment Management Company, Inc. and Brooks Automation, Inc. dated January 5, 2006. |
|---|---|

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