#### **BROOKS AUTOMATION INC** Form SC 13D/A June 16, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

\_\_\_\_\_

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 8)

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 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)

June 12, 2008

\_\_\_\_\_\_

(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [\_].

CUSIP No.114340102

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

	The D3 Fa	mily	Fund, L.P.			
2	CHECK THE	APPF	COPRIATE BOX IF A MEMBER OF A GROUP*		[X]	
3	SEC USE O	NLY				
4	SOURCE OF	FUNI	 S*			
	WC 					
5			DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TEMS 2(d) OR 2(e)		[_]	
6	CITIZENSH	IP OF	R PLACE OF ORGANIZATION			
	Washingto	n				
		7	SOLE VOTING POWER			
			914,770 Common Shares (1.4%)			
NU	JMBER OF	8	SHARED VOTING POWER			
	SHARES EFICIALLY		0			
OV	NED BY EACH	9	SOLE DISPOSITIVE POWER			
	EPORTING PERSON		914,770			
	WITH	10	SHARED DISPOSITIVE POWER			
			0			
11	AGGREGATE	JOMA	NT BENEFICIALLY OWNED BY EACH REPORTING PERSO	 ON		
			ing person listed on this page, 914,770; for group, 5,772,170 shares (9.1%)	all r	reporting	g
12	CHECK BOX	IF 1	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CER	TAIN S	SHARES*	[_]
13	PERCENT O	 F CL <i>P</i>	SS REPRESENTED BY AMOUNT IN ROW (11)			
	9.1%					
14	TYPE OF R	EPORI	Ing person*			
	PN					
			*SEE INSTRUCTIONS BEFORE FILLING OUT!			

2

1			FING PERSONS IDENTIFICATION NOS. OF ABOVE PERSON							
	The D3 Fa	The D3 Family Bulldog Fund, L.P.								
2	CHECK THE	APPI	ROPRIATE BOX IF A MEMBER OF A GROUP*		[X] [_]					
3	SEC USE O	NLY								
4	SOURCE OF	FUNI	)S*							
	WC									
5			DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED IEMS 2(d) OR 2(e)		[_]					
6	CITIZENSH	IP O	R PLACE OF ORGANIZATION							
	Washingto	n								
		7	SOLE VOTING POWER							
			3,633,925 Common Shares (5.7%)							
	UMBER OF SHARES	8	SHARED VOTING POWER							
BENI	EFICIALLY		0							
	WNED BY EACH	9	SOLE DISPOSITIVE POWER							
	EPORTING PERSON		3,633,925							
	WITH	10	SHARED DISPOSITIVE POWER							
			0							
11	AGGREGATE	AMO	JNT BENEFICIALLY OWNED BY EACH REPORTING PERS	ON						
			cing person listed on this page, 3,633,925; for							
12	CHECK BOX	IF	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CER	TAIN S	HARES* [_]					
13	PERCENT O	F CL	ASS REPRESENTED BY AMOUNT IN ROW (11)							
	9.1%									
14	TYPE OF R	EPOR'	IING PERSON*							
	PN									
			*SEE INSTRUCTIONS BEFORE FILLING OUT!							

3

CUSIP N	10.11434	0102					
	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON						
Th	ne D3 Fa	mily	Canadian Fund, L.P.				
2 CF	ECK THE	APPI	· ,	[X]			
3 SE	CC USE O	NLY					
4 SC	URCE OF	FUNI	 )S*				
WC							
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
6 CI	TIZENSH	IP OF	PLACE OF ORGANIZATION				
Wā	shingto	n					
		7	SOLE VOTING POWER				
			182,605 Common Shares (0.3%)				
	R OF	8	SHARED VOTING POWER				
SHAF BENEFIC	CIALLY		0				
OWNEI EAC	CH	9	SOLE DISPOSITIVE POWER				
REPOF PERS	ON		182,605				
WIT	'H	10	SHARED DISPOSITIVE POWER				
			0				
11 AG	GREGATE	AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
			ing person listed on this page, 182,605; for all group, 5,772,170 shares (9.1%)				
12 CF	IECK BOX		THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN				
 13 PE	RCENT O	F CL	ASS REPRESENTED BY AMOUNT IN ROW (11)				
9.	1%						

	PN			
			*SEE INSTRUCTIONS BEFORE FILLING OUT!	
			4	
CUSI	IP No.11434	0102		
 1			FING PERSONS  IDENTIFICATION NOS. OF ABOVE PERSON	 
	The DIII	Offsh	nore Fund, L.P.	
 2	CHECK THE	APPF	ROPRIATE BOX IF A MEMBER OF A GROUP*	 [X]
3	SEC USE O	NLY		 
4	SOURCE OF	FUND	 DS*	 
	WC			 
5			DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED	
		10 11	TEMS 2(d) OR 2(e)	[_]
 6			R PLACE OF ORGANIZATION	 L_J 
6	CITIZENSH	 IIP OF		 
 6	CITIZENSH	 IIP OF	R PLACE OF ORGANIZATION	 [_] 
	CITIZENSH Bahamas	 IIP OF	R PLACE OF ORGANIZATION  SOLE VOTING POWER	 L_J
NU S BENE	CITIZENSH Bahamas  JMBER OF SHARES EFICIALLY	7	SOLE VOTING POWER  1,040,870 Common Shares (1.6%)	 
NU S BENE	CITIZENSH Bahamas JMBER OF	7	SOLE VOTING POWER  1,040,870 Common Shares (1.6%)  SHARED VOTING POWER	 
NU S BENE OW RE	CITIZENSH Bahamas  JMBER OF SHARES EFICIALLY WNED BY	78	SOLE VOTING POWER  1,040,870 Common Shares (1.6%)  SHARED VOTING POWER	 
NU S BENE OW RE	CITIZENSH  Bahamas  JMBER OF SHARES SFICIALLY VNED BY EACH EPORTING	7 8	SOLE VOTING POWER  1,040,870 Common Shares (1.6%)  SHARED VOTING POWER  0  SOLE DISPOSITIVE POWER  1,040,870	 
NU S BENE OW RE	CITIZENSH  Bahamas  JMBER OF SHARES EFICIALLY NNED BY EACH EPORTING PERSON	78	SOLE VOTING POWER  1,040,870 Common Shares (1.6%)  SHARED VOTING POWER  0  SOLE DISPOSITIVE POWER  1,040,870	 
NU S BENE OW RE	CITIZENSH  Bahamas  JMBER OF  SHARES  EFICIALLY  NNED BY  EACH  EPORTING  PERSON  WITH	7 8 10	SOLE VOTING POWER  1,040,870 Common Shares (1.6%)  SHARED VOTING POWER  0  SOLE DISPOSITIVE POWER  1,040,870  SHARED DISPOSITIVE POWER	 
NU S BENE OW RE F	CITIZENSH  Bahamas  JMBER OF SHARES EFICIALLY NNED BY EACH EPORTING ERSON WITH  AGGREGATE	7 8 10 1 AMOU	SOLE VOTING POWER  1,040,870 Common Shares (1.6%)  SHARED VOTING POWER  0  SOLE DISPOSITIVE POWER  1,040,870  SHARED DISPOSITIVE POWER  0	

13	PERCENT OI	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	9.1%				
14	TYPE OF RI	EPORT	ING PERSON*		
	PN				
			*SEE INSTRUCTIONS BEFORE FILLING OUT!		
			5		
CUSI	P No.11434	0102			
1			ING PERSONS		
			IDENTIFICATION NOS. OF ABOVE PERSON		
			estment Management Company, Inc.		
2	CHECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP*	(a)	[X]
				(b)	[_] 
3	SEC USE O	NLY			
4	SOURCE OF	FUND	S*		
	AF 				
5			ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED EMS 2(d) OR 2(e)		[_]
 6	CITIZENSH	 TP OR	PLACE OF ORGANIZATION		
	Washington				
		 7	SOLE VOTING POWER		
			0		
NU	MBER OF	 8	SHARED VOTING POWER		
	HARES FICIALLY		5,772,170 Common Shares (9.1%)		
OW	WNED BY EACH	9	SOLE DISPOSITIVE POWER		
RE	PORTING ERSON		0		
	WITH	 10	SHARED DISPOSITIVE POWER		
			5,772,170		
 11	AGGREGATE		NT BENEFICIALLY OWNED BY EACH REPORTING PERS		

			ing person listed on this page, 5,772,170; (roup, 5,772,170 shares (9.1%)	for all	report	ing
12	CHECK BOX		THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CEI	 RTAIN S	HARES*	[_]
13	PERCENT C	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	9.1%					
14	TYPE OF R	EPORI	ING PERSON*			
	CO					
			*SEE INSTRUCTIONS BEFORE FILLING OUT!			
			6			
CUS	IP No.11434	0102				
1			ING PERSONS IDENTIFICATION NOS. OF ABOVE PERSON			
	Nierenber	g Inv	restment Management Offshore, Inc.			
2	CHECK THE	APPF	COPRIATE BOX IF A MEMBER OF A GROUP*	(a) (b)		
3	SEC USE C	NLY				
4	SOURCE OF	FUND	 !S*			
	AF					
5			DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED CEMS 2(d) OR 2(e)		[_]	
6		IP OF	PLACE OF ORGANIZATION			
	Bahamas 					
		7	SOLE VOTING POWER			
			0			
,	UMBER OF SHARES EFICIALLY	8	SHARED VOTING POWER  1,040,870 Common Shares (1.6%)			
	WNED BY EACH	 9	SOLE DISPOSITIVE POWER			
	EPORTING PERSON	,	0			
	WITH	10	SHARED DISPOSITIVE POWER			

			1,040,870			
11	AGGREGATI	E AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERS	ON		
			ring person listed on this page, 1,040,870; f group, 5,772,170 shares (9.1%)	or all	report	ing
12	CHECK BOX	 X IF 1	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CER	TAIN S	HARES*	[_]
13	PERCENT (	OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)			
	9.1%					
14	TYPE OF I	REPORI	FING PERSON*			
	СО					
			*SEE INSTRUCTIONS BEFORE FILLING OUT!			
			7			
CUSI	IP No.11434	40102				
1			TING PERSONS IDENTIFICATION NOS. OF ABOVE PERSON			
	David Nie	erenbe	erg			
2	CHECK THE	E APPF	ROPRIATE BOX IF A MEMBER OF A GROUP*			
				(a) (b)	[X] [_]	
3	SEC USE (	Y				
4	SOURCE OF	 F FUNI	 )S*			
	AF					
5			DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TEMS 2(d) OR 2(e)		[_]	
6	CITIZENS	HIP OF	R PLACE OF ORGANIZATION			
	United St	tates	of America			
		7	SOLE VOTING POWER			
			0			
	JMBER OF	8	SHARED VOTING POWER			
BENE	SHARES EFICIALLY WNED BY		5,772,170 Common Shares (9.1%)			

EACH REPORTING PERSON WITH		9	SOLE DISPOSITIVE POWER				
			0				
	MIIU	10	SHARED DISPOSITIVE POWER				
			5,772,170				
11	AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	For the reporting person listed on this page, $5,772,170$ ; for all reporting persons as a group, $5,772,170$ shares $(9.1\%)$						
12	CHECK BOX	IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [_]				
13	PERCENT O	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)				
	9.1%						
14	TYPE OF R	EPORT	ING PERSON*				
	IN						

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

8

This Amendment No.8 to Schedule 13D (this "Amendment") amends the below-indicated items from the Schedule 13D previously filed by or on behalf of the undersigned parties (the "Reporting Persons"), as previously amended (the "Schedule 13D"), by supplementing such Items with the information below:

Item 2. Identity and Background.

David Nierenberg is hereby added as a Reporting Person; his business address is 19605 NE 8th Street, Camas WA 98607; his principal occupation is President of Nierenberg Investment Management Company, Inc. and Nierenberg Investment Management Offshore, Inc, two of the other Reporting Persons; during the past five years he has not been convicted in a criminal proceeding required to be reported in response to Item 2(d), or a party to a civil proceeding required to be reported in response to Item 2(e), of Schedule 13D; and he is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

The total amount of funds used by the Reporting Persons to make all of the purchases of Shares, as reported in Item 5(c), was \$6,081,119. The source of funds for purchases of Shares by each of the Reporting Persons is the working capital of the applicable D3 Family Fund.

Item 5. Interest in Securities of the Issuer.

- (a, b) The Reporting Persons, in the aggregate, beneficially own 5,772,170 Shares, constituting approximately 9.1% of the outstanding Shares.
- (c) During the past sixty (60) days, the following purchases of Shares were made by the Reporting Persons named below in open market transactions:

Fund	Transaction Date	Shares Bought	Price
D3 Family Bulldog Fund, LP	06/09/2008	154,839	9.54
D3 Family Bulldog Fund, LP	06/10/2008	85 <b>,</b> 800	9.56
D3 Family Canadian Fund, LP	06/10/2008	3,261	9.56
D3 Family Fund, LP	06/11/2008	49,110	9.38
D3 Family Bulldog Fund, LP	06/11/2008	200,840	9.38
D3 Family Canadian Fund, LP	06/11/2008	10,275	9.38
DIII Offshore Fund, LP	06/11/2008	34,037	9.38
D3 Family Fund, LP	06/12/2008	16,445	9.47
D3 Family Bulldog Fund, LP	06/12/2008	65,310	9.47
D3 Family Canadian Fund, LP	06/12/2008	3,280	9.47
DIII Offshore Fund, LP	06/12/2008	18,715	9.47

Item 7. Material to be filed as Exhibits

Exhibit 1 to this Schedule 13D is the Joint Filing Agreement among the Reporting Persons dated March 5, 2008 pursuant to which all of the Reporting Persons have authorized the filing of Schedule 13D's and amendments thereto as a group.

9

#### 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.

> D3 Family Fund, L.P., D3 Family Bulldog Fund, and D3 Family Canadian Fund, L.P.

By: Nierenberg Investment Management Company, Inc.

Its: General Partner

June 16, 2008 By: /s/ David Nierenberg

David Nierenberg, President

DIII Offshore Fund, L.P.

By: Nierenberg Investment Management Offshore, Inc.

Its: General Partner

June 16, 2008 By: /s/ David Nierenberg

David Nierenberg, President

Nierenberg Investment Management Company, Inc.

June 16, 2008 By: /s/ David Nierenberg

10

David Nierenberg, President

June 16, 2008

June 16, 2008

By: /s/ David Nierenberg

David Nierenberg, President

By: /s/ David Nierenberg, President