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BROOKS AUTOMATION INC
Form SC 13D/A
January 29, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 6)

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)

January 29, 2007
(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 .

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

The D3 Family Fund, L.P.

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

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

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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
849,215 Common shares (1.1%)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
849,215

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 849,215; for all
reporting persons as a group, 4,847,458 shares (6.4%)

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

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

6.4%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

2

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

The DIII Offshore Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

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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

1,106,718 common shares (1.5%)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

1,106,718

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 1,106,718; for all
reporting persons as a group, 4,847,458 shares (6.4%)

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

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

6.4%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

3

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

The D3 Family Bulldog Fund, L.P.

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

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(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

2,891,525 common shares (3.8%)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

2,891,525

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 2,891,525; for all reporting persons as a group, 4,847,458 shares (6.4%)

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

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

6.4%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON

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

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Nierenberg Investment Management Company, Inc.

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

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

4,847,458 shares (6.4%)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

4,847,458 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 4,847,458; for all
reporting persons as a group, 4,847,458 shares (6.4%)

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

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

6.4%

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

Nierenberg Investment Management Offshore, Inc.

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
		0
NUMBER OF	8	SHARED VOTING POWER
SHARES		
BENEFICIALLY		1,106,718 common shares (1.5%)
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		
PERSON		0
WITH	10	SHARED DISPOSITIVE POWER
		1,106,718 common shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 1,106,718; for all reporting persons as a group, 4,847,458 shares (6.4%)

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

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

6.4%

14 TYPE OF REPORTING PERSON*

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 6 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 4. Purpose of Transaction

Recently Institutional Shareholder Services (ISS) and Glass Lewis (GL) recommended that clients withhold their votes from several incumbent Brooks Automation (BRKS) directors. We strongly disagree with ISS and GL and have voted all of our shares enthusiastically to re-elect the entire BRKS director slate.

We believe that the Board of Directors of BRKS has improved dramatically the quality of its corporate governance in the past year. First, the Board announced that former Chairman and CEO Robert Therrien would not be re-nominated for another term on the Board. Second, when the Wall Street Journal broke the story last March about the appearance of back-dated stock option grants made to Mr. Therrien, the Board immediately appointed a special committee of newer, independent directors to examine the matter and empowered the special committee to engage independent legal and accounting counsel. Later, after several months of intensive examination of the Therrien and other suspect stock option grants, the two board members who had been the Board's compensation committee at the time the Therrien grants were made resigned from the Board of Directors. Now BRKS' Board has a capable new Chair; the former Lead Director is no longer on the Board; and BRKS' compensation committee and its nominating and governance committee also have new Chairs. The company is publicly committed to cooperating fully with federal examinations of past option practices and to never repeating the unfortunate practices of the past. Fundamentally, we believe that BRKS has a strong balance sheet, a sensible corporate strategy, and excellent management to execute the strategy.

None of the directors opposed by ISS and GL served on the BRKS Board when the problematic stock options were granted to the former Chairman and CEO. In fact, directors Robert Lepofsky and Mark Wrighton did not join BRKS' Board until the company acquired Helix Technology late in 2005. Director Krishna Palepu joined the Board at about the same time precisely to improve the quality of its governance.

In conclusion, we have voted enthusiastically to re-elect all eight incumbent BRKS directors. We believe that the formulaic approach taken by ISS and GL would, if followed in this case, cause shareholders to withhold votes from directors who have been doing difficult work exceptionally well. We believe that doing the right thing should be rewarded, not punished.

By reporting the information contained in this Amendment, the Reporting Persons do not intend to solicit, nor are they soliciting, proxies or consents from, nor seeking or requesting any other action by, any of the other stockholders of BRKS. The Reporting Persons are reporting their own voting intentions and the reasons therefor.

The previous statements by the Reporting Persons regarding their investment in BRKS represent solely their own analyses and judgments, based on publicly-available information and their own

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internal evaluation thereof. Those statements are not intended, and should not be relied on, as investment advice to any other investor or prospective investor. To the extent those statements reflect assessments of possible future developments, those assessments are inherently subject to the uncertainties associated with all assessments of future events; actual developments may materially differ as a result of circumstances affecting BRKS and/or extrinsic factors such as developments in the company's industry and the economic environment. The Reporting Persons reserve the right to change their internal evaluation of this investment in the future, as well as to increase or decrease their investment depending on their evaluation, without further amending the Schedule 13D except as required by applicable rules.

Item 5. Interest in Securities of the Issuer.

(a, b) The Reporting Persons, in the aggregate, beneficially own 4,847,458 Shares, constituting approximately 6.4% of the outstanding Shares.

(c) During the past sixty (60) days, the following purchases of Shares were made by D3 Family Funds in open market transactions:

Fund	Trade Date	Shares Bought	Price
----	-----	-----	-----
DIII Offshore Fund LP	1/18/2007	147,000	14.00
D3 Family Bulldog Fund LP	1/18/2007	3,000	13.97

In addition, on January 3, 2007, an aggregate of 203,280 Shares were distributed in kind, on a pro rate basis, to the general partners in the DIII Offshore Fund, LP.

Item 7. Material to be filed as Exhibits

Exhibit 1 to this Amendment is the joint filing agreement pursuant to which all of the filing persons have authorized the filing of this Amendment as a group.

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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.

D3 Family Fund, L.P. and D3 Bulldog
Fund, L.P
By: Nierenberg Investment Management
Company, Inc.

Its: General Partner

January 29, 2007

By: /s/ David Nierenberg

David Nierenberg, President

DIII Offshore Fund, L.P.

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By: Nierenberg Investment Management
Offshore, Inc.

Its: General Partner

January 29, 2007

By: /s/ David Nierenberg

David Nierenberg, President

Nierenberg Investment Management
Company, Inc.

January 29, 2007

By: /s/ David Nierenberg

David Nierenberg, President

Nierenberg Investment Management
Offshore, Inc.

January 29, 2007

By: /s/ David Nierenberg

David Nierenberg, President