

Edgar Filing: BROOKS AUTOMATION INC - Form SC 13D/A

BROOKS AUTOMATION INC  
Form SC 13D/A  
October 07, 2008

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 9)

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)  
October 6, 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 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)

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(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

8 SHARED VOTING POWER

977,504 common shares (1.54%)

EACH  
REPORTING  
PERSON  
WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

977,504

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 977,504; for all reporting  
persons as a group, 6,346,806 shares (9.98%)

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

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

9.98%

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

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The D3 Family Bulldog Fund, L.P.

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

3,920,907 common shares (6.17%)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

3,920,907

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 3,920,907; for all reporting  
persons as a group, 6,346,806 shares (9.98%)

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

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

9.98%

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 Canadian Fund, L.P.

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

367,675 common shares (0.58%)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

367,675

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 367,675 shares; for all reporting persons as a group, 6,346,806 shares (9.98%)

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

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

9.98%

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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4

-----

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)  |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
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		1,080,720 common shares (1.70%)
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		1,080,720

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 1,080,720; for all reporting persons as a group, 6,346,806 shares (9.98%)

-----

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

-----

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

9.98%

-----

14 TYPE OF REPORTING PERSON\*

PN

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-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

5

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

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\*

AF

-----  
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  
6,346,806 common shares (9.98%)

-----  
9 SOLE DISPOSITIVE POWER

0

-----  
10 SHARED DISPOSITIVE POWER

6,346,806

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

For the reporting person listed on this page, 6,346,806; for all reporting persons as a group, 6,346,806 shares (9.98%)

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

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

9.98%

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14 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

6

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\*

AF

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  
SHARES  
BENEFICIALLY  
OWNED BY

8 SHARED VOTING POWER

1,080,720 common shares (1.70%)

EACH  
REPORTING  
PERSON

9 SOLE DISPOSITIVE POWER

0

WITH

10 SHARED DISPOSITIVE POWER

1,080,720

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 1,080,720; for all reporting persons as a group, 6,346,806 shares (9.98%)

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)  
9.98%

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

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

7

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

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

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS\*  
AF

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

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

-----  
7 SOLE VOTING POWER  
0  
-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
8 SHARED VOTING POWER  
6,346,806 common shares (9.98%)  
-----  
9 SOLE DISPOSITIVE POWER  
0  
-----  
10 SHARED DISPOSITIVE POWER  
6,346,806

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



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For the reporting person listed on this page, 6,346,806; for all reporting persons as a group, 6,346,806 shares (9.98%)

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

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

9.98%

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

IN

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

8

This Amendment No.9 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 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 \$860,683. The total amount of funds used by the Reporting Persons to make all purchases of Shares beneficially owned by the Reporting Persons, as reported in Item 5(a, b), was \$83,940,679. 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 4. Purpose of Transaction

The Reporting Persons are calling upon BRKS to commit to an immediate and continuing substantial share repurchase program. This request was made in a letter dated October 6, 2007 which the Reporting Persons, through David Nierenberg, sent to BRKS CEO Robert Lepofsky. The letter is attached to this filing and is incorporated by reference herein.

The statements by the Reporting Persons in the above-referenced letter regarding their investment in BRKS represent solely their own analyses and judgments, based on publicly-available information and their own 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 forward-looking statements that 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 BRKS' 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, and to discuss BRKS and their investment in it with the directors and executive officers of BRKS and third parties, without further amending the Schedule 13D except as required by applicable rules.

### Item 5. Interest in Securities of the Issuer

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(a, b) The Reporting Persons, in the aggregate, beneficially own 6,346,806 Shares, constituting approximately 9.98% 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:

9

Fund ----	Transaction Date -----	Shares Bought -----	Price -----
D3 Family Canadian Fund, LP	08/12/2008	1,300	9.59
D3 Family Canadian Fund, LP	08/18/2008	13,800	9.56
D3 Family Canadian Fund, LP	08/19/2008	18,000	9.53
D3 Family Canadian Fund, LP	08/20/2008	7,500	9.55
D3 Family Canadian Fund, LP	08/21/2008	7,400	9.47
D3 Family Canadian Fund, LP	08/22/2008	300	9.60
D3 Family Canadian Fund, LP	08/26/2008	21,700	9.55
D3 Family Canadian Fund, LP	08/27/2008	7,000	9.54
D3 Family Canadian Fund, LP	08/29/2008	13,000	9.60

Item 7. Material to be filed as Exhibits

Exhibit 1 to this Amendment is the letter referred to in response to Item 4 of this Amendment.

10

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

October 7, 2008  
-----

By: /s/ David Nierenberg  
-----

David Nierenberg, President

DIII Offshore Fund, L.P.

By: Nierenberg Investment Management Offshore, Inc.

Its: General Partner

October 7, 2008  
-----

By: /s/ David Nierenberg  
-----

David Nierenberg, President

Nierenberg Investment Management Company, Inc.

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October 7, 2008  
-----

By: /s/ David Nierenberg  
-----

David Nierenberg, President

Nierenberg Investment Management  
Offshore, Inc.

October 7, 2008  
-----

By: /s/ David Nierenberg  
-----

David Nierenberg, President

October 7, 2008  
-----

/s/ David Nierenberg  
-----

David Nierenberg