

Edgar Filing: NIERENBERG DAVID - Form SC 13D/A

NIERENBERG DAVID  
Form SC 13D/A  
July 15, 2005

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

SCHEDULE 13D  
Under the Securities Act of 1934  
(Amendment No. 1)

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

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

July 15, 2005  
(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. (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

Edgar Filing: NIERENBERG DAVID - Form SC 13D/A

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

	7	SOLE VOTING POWER	
			1,269,556 common shares (2.8%)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
			0
	9	SOLE DISPOSITIVE POWER	
			1,269,556
	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,571,156 shares (5.7%)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.7%

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 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

Edgar Filing: NIERENBERG DAVID - Form SC 13D/A

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

USA

	7	SOLE VOTING POWER	
			394,700 common shares (0.87%)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
			0
	9	SOLE DISPOSITIVE POWER	
			394,700
	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,571,156 shares (5.7%)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.7%

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 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)

Edgar Filing: NIERENBERG DAVID - Form SC 13D/A

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

USA

7 SOLE VOTING POWER

94,900 common shares (0.21%)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

94,900

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,571,156 shares (5.7%)

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

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

5.7%

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

4

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.)

Edgar Filing: NIERENBERG DAVID - Form SC 13D/A

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  
USA

7 SOLE VOTING POWER  
617,650 common shares (1.36%)

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
617,650

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,571,156 shares (5.7%)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.7%

14 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON

Edgar Filing: NIERENBERG DAVID - Form SC 13D/A

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.)

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

USA

7 SOLE VOTING POWER

194,350 common shares (0.43%)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

194,350

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,571,156 shares (5.7%)

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

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

5.7%

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer.

Common stock in BROOKS AUTOMATION, INC. (BRKS) 15 Elizabeth Drive, Chelmsford, MA 01824-4111.

Item 2. Identity and Background.

The D3 Family Fund, L.P. is a Washington State limited partnership, whose principal business is investing in the equities of public micro-cap issuers. Located at 19605 N.E. 8th St., Camas, Washington 98607. No convictions or administrative proceedings as described in 2 (d) and (e).

Item 3. Source and Amount of Funds or Other Consideration

Source of funds is money invested in the partnership by its partners.

Item 4. Purpose of Transaction

Because we enthusiastically support BRKS acquisition of HELX, we acquired additional shares of BRKS. Not only has BRKS characterized the financial impact of this acquisition as "significantly accretive" (language which has real meaning at a time when lawyers agonize over every word in a press release), we also believe the acquisition will bring several important strategic and operating benefits to the combined company:

- o The combined companies will control 51% and potentially up to 66% of the value added content of the vacuum robotic systems they will manufacture, a large enough share of the value added to enable them to offer meaningful savings to Tier 1 semi-conductor capital equipment OEM's who are considering outsourcing their vacuum robotics systems to BRKS. We believe this acquisition will create a company with enough capability and scale to accelerate this outsourcing process.

- o HELX's field service capabilities will enable BRKS to more rapidly grow this profitable, stable source of recurring revenue.

- o We believe the overall management of the combined company will be strengthened through the merger, with BRKS bringing strong financial management and HELX strong operating and global manufacturing management.

- o Because the combined company will be one of the largest semiconductor capital equipment subsystems suppliers, we hope shareholders might enjoy greater liquidity and higher valuations.

- o Finally, we observed at Semicon West this week that the two CEO's of the companies already work very well together. We think the risk of friction is exceptionally low, both because the business lines are complementary and because of the flexible, accommodating personalities of the two CEO's.

Item 5. Interest in Securities of the Issuer.

Edgar Filing: NIERENBERG DAVID - Form SC 13D/A

(a,b) The D3 Family Fund, L.P. owns and has sole voting and dispositive power over 1,269,556 common shares of BRKS.

(c)	Date	Shares Bought	Price
	-----	-----	-----
	7/11/05	90,300	14.66
	7/14/05	123,700	15.39

(d) N/A

(e) N/A

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

N/A

Item 7. Material to be Filed as Exhibits

N/A

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.

July 15, 2005

/s/ DAVID NIERENBERG

-----  
David Nierenberg  
President  
Nierenberg Investment Management Company,  
Inc., the General Partner of The D3 Family  
Fund, L.P

Item 1. Security and Issuer.

Common stock in BROOKS AUTOMATION, INC. (BRKS) 15 Elizabeth Drive, Chelmsford, MA 01824-4111.

Item 2. Identity and Background.

The D3 Family Retirement Fund, L.P. is a Washington State limited partnership, whose principal Business is investing in the equities of public micro-cap issuers. Located at 19605 N.E. 8th St., Camas, Washington 98607. No convictions or administrative proceedings as described in 2 (d) and (e).

Item 3. Source and Amount of Funds or Other Consideration

Source of funds is money invested in the partnership by its partners.

Item 4. Purpose of Transaction

Because we enthusiastically support BRKS acquisition of HELX, we acquired additional shares of BRKS. Not only has BRKS characterized the financial impact of this acquisition as "significantly accretive" (language which has real meaning at a time when lawyers agonize over

## Edgar Filing: NIERENBERG DAVID - Form SC 13D/A

every word in a press release), we also believe the acquisition will bring several important strategic and operating benefits to the combined company:

o The combined companies will control 51% and potentially up to 66% of the value added content of the vacuum robotic systems they will manufacture, a large enough share of the value added to enable them to offer meaningful savings to Tier 1 semi-conductor capital equipment OEM's who are considering outsourcing their vacuum robotics systems to BRKS. We believe this acquisition will create a company with enough capability and scale to accelerate this outsourcing process.

o HELX's field service capabilities will enable BRKS to more rapidly grow this profitable, stable source of recurring revenue.

o We believe the overall management of the combined company will be strengthened through the merger, with BRKS bringing strong financial management and HELX strong operating and global manufacturing management.

o Because the combined company will be one of the largest semiconductor capital equipment subsystems suppliers, we hope shareholders might enjoy greater liquidity and higher valuations.

9

o Finally, we observed at Semicon West this week that the two CEO's of the companies already work very well together. We think the risk of friction is exceptionally low, both because the business lines are complementary and because of the flexible, accommodating personalities of the two CEO's.

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

(a,b) The D3 Family Retirement Fund, L.P. owns and has sole voting and dispositive power over 394,700 common shares of BRKS.

(c)	Date	Shares Bought	Price
	-----	-----	-----
	7/11/05	21,900	14.66
	7/14/05	39,300	15.39

(d) N/A

(e) N/A

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

N/A

### Item 7. Material to be Filed as Exhibits

N/A

### Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Edgar Filing: NIERENBERG DAVID - Form SC 13D/A

July 15, 2005  
Date

/s/ DAVID NIERENBERG

-----  
David Nierenberg  
President  
Nierenberg Investment Management Company,  
Inc., the General Partner of the D3 Family  
Retirement Fund, L.P.

10

Item 1. Security and Issuer.

Common stock in BROOKS AUTOMATION, INC. (BRKS) 15 Elizabeth Drive,  
Chelmsford, MA 01824-4111.

Item 2. Identity and Background.

The D3 Children's Fund, L.P. is a Washington State limited partnership,  
whose principal business is investing in the equities of public  
micro-cap Issuers. Located at 19605 N.E. 8th St., Camas, Washington  
98607. No convictions or administrative proceedings as described in 2  
(d) and (e).

Item 3. Source and Amount of Funds or Other Consideration

Source of funds is money invested in the partnership by its partners.

Item 4. Purpose of Transaction

Because we enthusiastically support BRKS acquisition of HELX, we  
acquired additional shares of BRKS. Not only has BRKS characterized the  
financial impact of this acquisition as "significantly accretive"  
(language which has real meaning at a time when lawyers agonize over  
every word in a press release), we also believe the acquisition will  
bring several important strategic and operating benefits to the combined  
company:

o The combined companies will control 51% and potentially up to 66% of  
the value added content of the vacuum robotic systems they will  
manufacture, a large enough share of the value added to enable them to  
offer meaningful savings to Tier 1 semi-conductor capital equipment  
OEM's who are considering outsourcing their vacuum robotics systems to  
BRKS. We believe this acquisition will create a company with enough  
capability and scale to accelerate this outsourcing process.

o HELX's field service capabilities will enable BRKS to more rapidly  
grow this profitable, stable source of recurring revenue.

o We believe the overall management of the combined company will be  
strengthened through the merger, with BRKS bringing strong financial  
management and HELX strong operating and global manufacturing  
management.

o Because the combined company will be one of the largest semiconductor  
capital equipment subsystems suppliers, we hope shareholders might enjoy  
greater liquidity and higher valuations.

o Finally, we observed at Semicon West this week that the two CEO's of  
the companies already work very well together. We think the risk of

friction is exceptionally low, both because the business lines are complementary and because of the flexible, accommodating personalities of the two CEO's.

Item 5. Interest in Securities of the Issuer.

(a,b) The D3 Children's Fund, L.P. owns and has sole voting and dispositive power over 94,900 common shares of BRKS.

(c)	Date	Shares Bought	Price
	-----	-----	-----
	6/15/05	1,000	15.64
	7/11/05	14,000	14.66
	7/14/05	9,500	15.39

(d) N/A

(e) N/A

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

N/A

Item 7. Material to be Filed as Exhibits

N/A

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.

July 15, 2005

/s/ DAVID NIERENBERG

-----  
 David Nierenberg  
 President  
 Nierenberg Investment Management  
 Company, Inc., the General Partner of  
 The D3 Children's Fund, L.P.

Item 1. Security and Issuer.

Common stock in BROOKS AUTOMATION, INC. (BRKS) 15 Elizabeth Drive, Chelmsford, MA 01824-4111.

Item 2. Identity and Background.

The D3 Offshore Fund, L.P. is a Washington State limited partnership, whose principal business is investing in the equities of public micro-cap issuers. Located at 19605 N.E. 8th St., Camas, Washington

## Edgar Filing: NIERENBERG DAVID - Form SC 13D/A

98607. No convictions or administrative proceedings as described in 2 (d) and (e).

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

Source of funds is money invested in the partnership by its partners.

### Item 4. Purpose of Transaction

Because we enthusiastically support BRKS acquisition of HELX, we acquired additional shares of BRKS. Not only has BRKS characterized the financial impact of this acquisition as "significantly accretive" (language which has real meaning at a time when lawyers agonize over every word in a press release), we also believe the acquisition will bring several important strategic and operating benefits to the combined company:

- o The combined companies will control 51% and potentially up to 66% of the value added content of the vacuum robotic systems they will manufacture, a large enough share of the value added to enable them to offer meaningful savings to Tier 1 semi-conductor capital equipment OEM's who are considering outsourcing their vacuum robotics systems to BRKS. We believe this acquisition will create a company with enough capability and scale to accelerate this outsourcing process.

- o HELX's field service capabilities will enable BRKS to more rapidly grow this profitable, stable source of recurring revenue.

- o We believe the overall management of the combined company will be strengthened through the merger, with BRKS bringing strong financial management and HELX strong operating and global manufacturing management.

- o Because the combined company will be one of the largest semiconductor capital equipment subsystems suppliers, we hope shareholders might enjoy greater liquidity and higher valuations.

- o Finally, we observed at Semicon West this week that the two CEO's of the companies already work very well together. We think the risk of

13

friction is exceptionally low, both because the business lines are complementary and because of the flexible, accommodating personalities of the two CEO's.

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

(a,b) The D3 Offshore Fund, L.P. owns and has sole voting and dispositive power over 617,650 common shares of BRKS.

(c)	Date	Shares Bought	Price
	-----	-----	-----
	5/18/05	40,000	14.29
	5/23/05	30,000	14.42
	5/24/05	5,700	14.38
	5/25/05	7,000	14.28
	6/1/05	10,000	15.38
	6/2/05	10,000	15.62
	6/3/05	25,000	15.29

Edgar Filing: NIERENBERG DAVID - Form SC 13D/A

6/6/05	43,500	15.05
6/7/05	20,000	15.22
6/8/05	15,000	15.29
6/9/05	5,000	15.36
6/13/05	10,000	15.73
6/14/05	22,000	15.74
6/15/05	4,400	15.62
6/24/05	10,000	15.33
7/11/05	102,300	14.66
7/14/05	58,750	15.39

(d) N/A

(e) N/A

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

N/A

Item 7. Material to be Filed as Exhibits

N/A

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.

July 15, 2005

/s/ DAVID NIERENBERG

-----  
David Nierenberg  
President  
Nierenberg Investment Management  
Company, Inc., the General Partner of  
the D3 Offshore Fund, L.P.

14

Item 1. Security and Issuer.

Common stock in BROOKS AUTOMATION, INC. (BRKS) 15 Elizabeth Drive, Chelmsford, MA 01824-4111.

Item 2. Identity and Background.

The D3 Family Bulldog Fund, L.P. is a Washington State limited partnership, whose principal business is investing in the equities of public micro-cap issuers. Located at 19605 N.E. 8th St., Camas, Washington 98607. No convictions or administrative proceedings as described in 2 (d) and (e).

Item 3. Source and Amount of Funds or Other Consideration

Source of funds is money invested in the partnership by its partners.

Item 4. Purpose of Transaction

## Edgar Filing: NIERENBERG DAVID - Form SC 13D/A

Because we enthusiastically support BRKS acquisition of HELX, we acquired additional shares of BRKS. Not only has BRKS characterized the financial impact of this acquisition as "significantly accretive" (language which has real meaning at a time when lawyers agonize over every word in a press release), we also believe the acquisition will bring several important strategic and operating benefits to the combined company:

- o The combined companies will control 51% and potentially up to 66% of the value added content of the vacuum robotic systems they will manufacture, a large enough share of the value added to enable them to offer meaningful savings to Tier 1 semi-conductor capital equipment OEM's who are considering outsourcing their vacuum robotics systems to BRKS. We believe this acquisition will create a company with enough capability and scale to accelerate this outsourcing process.

- o HELX's field service capabilities will enable BRKS to more rapidly grow this profitable, stable source of recurring revenue.

- o We believe the overall management of the combined company will be strengthened through the merger, with BRKS bringing strong financial management and HELX strong operating and global manufacturing management.

- o Because the combined company will be one of the largest semiconductor capital equipment subsystems suppliers, we hope shareholders might enjoy greater liquidity and higher valuations.

15

- o Finally, we observed at Semicon West this week that the two CEO's of the companies already work very well together. We think the risk of friction is exceptionally low, both because the business lines are complementary and because of the flexible, accommodating personalities of the two CEO's.

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

(a,b) The D3 Family Bulldog Fund, L.P. owns and has sole voting and dispositive power over 194,350 common shares of BRKS.

(c)	Date	Shares Bought	Price
	-----	-----	-----
	6/14/05	18,000	15.74
	7/11/05	20,800	14.66
	7/14/05	18,750	15.39

(d) N/A

(e) N/A

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

N/A

### Item 7. Material to be Filed as Exhibits

N/A

Edgar Filing: NIERENBERG DAVID - Form SC 13D/A

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.

July 15, 2005

/s/ DAVID NIERENBERG

-----  
David Nierenberg  
President  
Nierenberg Investment Management  
Company, Inc., the General Partner of  
The D3 Family Bulldog Fund, L.P.

16