

BROOKS AUTOMATION INC  
Form DEFA14A  
December 22, 2011

**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Section 14(a) of the Securities**  
**Exchange Act of 1934 (Amendment No. \_\_\_\_)**

Filed by the Registrant  x

Filed by a Party other than the Registrant  o

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Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to section 240.14a-12

**Brooks Automation, Inc.**

*(Name of Registrant as Specified in Its Charter)*

*(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)*

**Payment of Filing Fee (check the appropriate box):**

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - 1) Title of each class of securities to which transaction applies:
  - 2) Aggregate number of securities to which transaction applies:
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - 4) Proposed maximum aggregate value of transaction:
  - 5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - 1) Amount Previously Paid:
  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:

4) Date Filed:

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**\*\*\* Exercise Your *Right to Vote* \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on February 08, 2012**

***BROOKS AUTOMATION, INC.***

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** December 13, 2011  
**Date:** February 08, 2012      **Time:** 10:00 AM EST  
**Location:** Four Seasons Hotel Boston  
200 Boylston Street  
Boston, MA 02116

You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting.

**Before You Vote**

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

1. Notice & Proxy Statement      2. Form 10-K

**How to View Online:**

Have the information that is printed in the box marked by the arrow   è  XXXX XXXX XXXX  
(located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:*      [www.proxyvote.com](http://www.proxyvote.com)  
2) *BY TELEPHONE:*    1-800-579-1639  
3) *BY E-MAIL\*:*      [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow   è  XXXX XXXX XXXX    (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before January 25, 2012 to facilitate timely delivery.

**How To Vote**

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow   è  XXXX XXXX XXXX    available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting items**

**The Board of Directors recommends you vote FOR the following:**

**1. Election of Directors  
Nominees**

- |    |                  |    |                     |    |                        |    |                   |    |           |
|----|------------------|----|---------------------|----|------------------------|----|-------------------|----|-----------|
| 01 | A. Clinton Allen | 02 | Joseph R. Martin    | 03 | John K. McGillicuddy   | 04 | Krishna G. Palepu | 05 | C.S. Park |
| 06 | Kirk P. Pond     | 07 | Stephen S. Schwartz | 08 | Alfred Woollacott; III | 09 | Mark S. Wrighton  |    |           |

**The Board of Directors recommends you vote FOR proposals 2 and 3.**

- 2** To approve an amendment to the Company's 1995 Employee Stock Purchase Plan to increase the number of shares of the Company's common stock available for issuance thereunder by 1,000,000 shares, from 3,000,000 to 4,000,000.
- 3** To approve, on an advisory basis, the overall compensation of Brooks' executive officers.

**The Board of Directors recommends you vote 1 YEAR on the following proposal:**

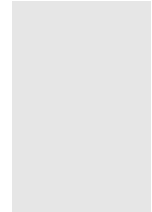
- 4** To recommend, on an advisory basis, the frequency of advisory votes on executive compensation.

**The Board of Directors recommends you vote FOR the following proposal:**

- 5** To ratify the selection of PricewaterhouseCoopers LLP as our independent registered accounting firm for the 2012 fiscal year.

**NOTE:** The stockholders will also act on any other business as may properly come before the meeting.

**Reserved for Broadridge Internal Control Information**



**NAME**

<b>THE COMPANY NAME INC. - COMMON</b>	<b>123,456,789,012.12345</b>
<b>THE COMPANY NAME INC. - CLASS A</b>	<b>123,456,789,012.12345</b>
<b>THE COMPANY NAME INC. - CLASS B</b>	<b>123,456,789,012.12345</b>
<b>THE COMPANY NAME INC. - CLASS C</b>	<b>123,456,789,012.12345</b>
<b>THE COMPANY NAME INC. - CLASS D</b>	<b>123,456,789,012.12345</b>
<b>THE COMPANY NAME INC. - CLASS E</b>	<b>123,456,789,012.12345</b>
<b>THE COMPANY NAME INC. - CLASS F</b>	<b>123,456,789,012.12345</b>
<b>THE COMPANY NAME INC. - 401 K</b>	<b>123,456,789,012.12345</b>

Broadridge Internal  
Use Only

THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE

Job #  
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