

Wheeler Real Estate Investment Trust, Inc.
Form DFAN14A
June 27, 2018

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

SCHEDULE 14A
(RULE 14a-101)

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

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 §240.14a-12

WHEELER REAL ESTATE INVESTMENT TRUST, INC.
(Name of Registrant as Specified In Its Charter)

Stilwell Value Partners VII, L.P.

Stilwell Activist Fund, L.P.

Stilwell Activist Investments, L.P.

Stilwell Value LLC

Joseph Stilwell
(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:

Total fee paid:

(5)

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.

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:

On June 27, 2018, Joseph Stilwell and affiliated entities filed Amendment No. 6 to their Schedule 13D relating to Wheeler Real Estate Investment Trust, Inc., a copy of which is filed herewith.

SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATING TO THE SOLICITATION OF PROXIES BY THE GROUP AND OTHER PARTICIPANTS FROM THE STOCKHOLDERS OF WHEELER REAL ESTATE INVESTMENT TRUST, INC. FOR USE AT ITS 2018 ANNUAL MEETING OF STOCKHOLDERS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN SUCH PROXY SOLICITATION. WHEN COMPLETED, A DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY WILL BE MAILED TO STOCKHOLDERS OF WHEELER REAL ESTATE INVESTMENT TRUST, INC. AND WILL ALSO BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTPS://WWW.SEC.GOV](https://www.sec.gov).

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 6)**

WHEELER REAL ESTATE INVESTMENT TRUST, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

963025101

(CUSIP Number)

Mr. Joseph Stilwell

111 Broadway, 12th Floor

New York, New York 10006

Telephone: (212) 269-1551

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

June 26, 2018

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Stilwell Value Partners VII, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) x

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) WC, OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "

6. Citizenship or Place of Organization:

Delaware

Number of 7. Sole Voting Power: 0
Shares 8. Shared Voting Power: 887,424⁽¹⁾
Beneficially 9. Sole Dispositive Power: 0
Owned by 10. Shared Dispositive Power: 887,424⁽¹⁾
Each
Reporting
Person With

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 887,424⁽¹⁾

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11): 9.8%

14. Type of Reporting Person (See Instructions)
PN

⁽¹⁾ Includes 25,400 shares of Series D cumulative convertible Preferred Stock, no par value, that are convertible into 37,441 shares of Common Stock, at any time, at a conversion price of \$16.96.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Stilwell Activist Fund, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) "

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) WC, OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "

6. Citizenship or Place of Organization:

Delaware

Number of 7. Sole Voting Power: 0
Shares 8. Shared Voting Power: 887,424⁽¹⁾
Beneficially 9. Sole Dispositive Power: 0
Owned by 10. Shared Dispositive Power: 887,424⁽¹⁾
Each
Reporting
Person With

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 887,424⁽¹⁾

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11): 9.8%

14. Type of Reporting Person (See Instructions)

PN

⁽¹⁾ Includes 25,400 shares of Series D cumulative convertible Preferred Stock, no par value, that are convertible into 37,441 shares of Common Stock, at any time, at a conversion price of \$16.96.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Stilwell Activist Investments, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) "

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) WC, OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "

6. Citizenship or Place of Organization:

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With
7. Sole Voting Power: 0
8. Shared Voting Power: 887,424⁽¹⁾
9. Sole Dispositive Power: 0
10. Shared Dispositive Power: 887,424⁽¹⁾

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 887,424⁽¹⁾

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11): 9.8%

14. Type of Reporting Person (See Instructions)
PN

⁽¹⁾ Includes 25,400 shares of Series D cumulative convertible Preferred Stock, no par value, that are convertible into 37,441 shares of Common Stock, at any time, at a conversion price of \$16.96.

CUSIP No. 963025101 SCHEDULE 13D Page 5 of 23

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Stilwell Value LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) "

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) n/a

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "

6. Citizenship or Place of Organization:

Delaware

Number of 7. Sole Voting Power: 0
Shares 8. Shared Voting Power: 887,424⁽¹⁾
Beneficially 9. Sole Dispositive Power: 0
Owned by 10. Shared Dispositive Power: 887,424⁽¹⁾
Each
Reporting
Person With

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 887,424⁽¹⁾

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11): 9.8%

14. Type of Reporting Person (See Instructions)
OO

⁽¹⁾ Includes 25,400 shares of Series D cumulative convertible Preferred Stock, no par value, that are convertible into 37,441 shares of Common Stock, at any time, at a conversion price of \$16.96.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Joseph Stilwell

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) "

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) n/a

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "

6. Citizenship or Place of Organization:

United States

Number of 7. Sole Voting Power: 0
Shares 8. Shared Voting Power: 887,424⁽¹⁾
Beneficially 9. Sole Dispositive Power: 0
Owned by 10. Shared Dispositive Power: 887,424⁽¹⁾
Each
Reporting
Person With

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 887,424⁽¹⁾

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11): 9.8%

14. Type of Reporting Person (See Instructions)

IN

⁽¹⁾ Includes 25,400 shares of Series D cumulative convertible Preferred Stock, no par value, that are convertible into 37,441 shares of Common Stock, at any time, at a conversion price of \$16.96.

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Item 1. Security and Issuer

This is the sixth amendment (this “Sixth Amendment”) to the original Schedule 13D, which was filed on July 3, 2017 (the “Original Schedule 13D”) and amended on August 8, 2017 (the “First Amendment”), on December 4, 2017 (the “Second Amendment”), on January 17, 2018 (the “Third Amendment”), on June 19, 2018 (the “Fourth Amendment”) and on June 22, 2018 (the “Fifth Amendment”). This Sixth Amendment is being filed jointly by Stilwell Value Partners VII, L.P., a Delaware limited partnership (“Stilwell Value Partners VII”); Stilwell Activist Fund, L.P., a Delaware limited partnership (“Stilwell Activist Fund”); Stilwell Activist Investments, L.P., a Delaware limited partnership (“Stilwell Activist Investments”); Stilwell Value LLC, a Delaware limited liability company (“Stilwell Value LLC”), and the general partner of Stilwell Value Partners VII, Stilwell Activist Fund, and Stilwell Activist Investments; and Joseph Stilwell, the managing member and owner of Stilwell Value LLC. The filers of this statement are collectively referred to herein as the “Group.”

This statement relates to the common stock, par value \$0.01 per share (“Common Stock”), of Wheeler Real Estate Investment Trust, Inc. (the “Issuer”). The address of the principal executive offices of the Issuer is 2529 Virginia Beach Boulevard, Suite 200, Virginia Beach, Virginia 23452. The joint filing agreement of the members of the Group is attached as Exhibit 1 to the Original Schedule 13D.

Item 2. Identity and Background

(a)-(c) This statement is filed by Joseph Stilwell with respect to the shares of Common Stock beneficially owned by Joseph Stilwell, including shares of Common Stock held in the names of Stilwell Value Partners VII, Stilwell Activist Fund, and Stilwell Activist Investments in Joseph Stilwell’s capacities as the managing member and owner of Stilwell Value LLC, which is the general partner of Stilwell Value Partners VII, Stilwell Activist Fund, and Stilwell Activist Investments.

The business address of Stilwell Value Partners VII, Stilwell Activist Fund, Stilwell Activist Investments, Stilwell Value LLC, and Joseph Stilwell is 111 Broadway, 12th Floor, New York, New York 10006.

The principal employment of Joseph Stilwell is investment management. Stilwell Value Partners VII, Stilwell Activist Fund, and Stilwell Activist Investments are private investment partnerships engaged in the purchase and sale of

securities for their own accounts. Stilwell Value LLC serves as the general partner of Stilwell Value Partners VII, Stilwell Activist Fund, Stilwell Activist Investments, and related partnerships.

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(d) During the past five years, no member of the Group has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, no member of the Group has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws, except as indicated in Schedule A attached hereto.

(f) Joseph Stilwell is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration

All purchases of shares of Common Stock made by the Group using funds borrowed from Jefferies LLC or Morgan Stanley, if any, were made in margin transactions on their usual terms and conditions. All or part of the shares of Common Stock owned by members of the Group may from time to time be pledged with one or more banking institutions or brokerage firms as collateral for loans made by such entities to members of the Group. Such loans generally bear interest at a rate based on the broker's call rate from time to time in effect. Such indebtedness, if any, may be refinanced with other banks or broker-dealers.

Item 4. Purpose of Transaction

We are filing this Sixth Amendment to announce that we have served our notice of intent to nominate Joseph Stilwell, Paula J. Poskon and Corissa Briglia Porcelli for election as directors at the Issuer's upcoming annual meeting. We believe a meaningful number of the Issuer's legacy directors should resign.

Copies of the agreements with our nominees Ms. Poskon and Ms. Porcelli are attached as Exhibits 3 and 4 to the Second Amendment.

Our purpose in acquiring shares of Common Stock of the Issuer is to profit from the appreciation in the market price of the shares of Common Stock through asserting shareholder rights. We do not believe the value of the Issuer's assets is adequately reflected in the current market price of the Issuer's Common Stock.

We intend to gain board representation and work to maximize shareholder value at the Issuer.

THIS SIXTH AMENDMENT MAY BE DEEMED TO BE SOLICITATION MATERIAL IN RESPECT OF THE SOLICITATION OF PROXIES BY THE GROUP FROM THE ISSUER'S STOCKHOLDERS IN CONNECTION WITH THE ISSUER'S 2018 ANNUAL MEETING. SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATING TO THE SOLICITATION BY THE GROUP AND OTHER PARTICIPANTS OF PROXIES FROM THE ISSUER'S STOCKHOLDERS FOR USE AT THE ISSUER'S 2018 ANNUAL MEETING OF STOCKHOLDERS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN OUR PROXY SOLICITATION. WHEN COMPLETED, A DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY WILL BE MAILED TO STOCKHOLDERS OF THE ISSUER AND WILL ALSO BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTPS://WWW.SEC.GOV](https://www.sec.gov). INFORMATION RELATING TO THE PARTICIPANTS IN OUR PROXY SOLICITATION IS INCLUDED IN APPENDIX A ATTACHED TO THE SECOND AMENDMENT AND INCORPORATED BY REFERENCE HEREIN.

Since 2000, members or affiliates of the Group have taken an 'activist position' in 64 other publicly-traded companies. Currently, members or affiliates of the Group file Schedule 13Ds to disclose greater than 5% positions only in SEC-reporting companies. For simplicity, these affiliates are referred to below as the "Group," "we," "us," or "our." In each instance, our purpose has been to profit from the appreciation in the market price of the shares we held by asserting shareholder rights. In addition, we believed that the values of the companies' assets were not adequately reflected in the market prices of their shares. Our actions are described below. We have categorized the descriptions of our actions with regard to the issuers based upon certain outcomes (whether or not, directly or indirectly, such outcomes resulted from the actions of the Group). Within categories I through III below, the descriptions are listed in chronological order based upon the completion date of the investment; within categories IV through VIII below, the descriptions are listed in chronological order based upon the respective filing dates of the originally-filed Schedule 13Ds, or, in limited instances, the acquisition date of the 5% position of a non-reporting company.

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I.

Security of Pennsylvania Financial Corp. ("SPN") - We filed our original Schedule 13D to report our position on May 1, 2000. We scheduled a meeting with senior management to discuss ways to maximize the value of SPN's assets. On June 2, 2000, prior to the scheduled meeting, SPN and Northeast Pennsylvania Financial Corp. announced SPN's acquisition.

Cameron Financial Corporation ("Cameron") - We filed our original Schedule 13D to report our position on July 7, 2000. We exercised our shareholder rights by, among other things, requesting that Cameron management hire an investment banker, demanding Cameron's list of shareholders, meeting with Cameron's management, demanding that Cameron invite our representatives to join the board, writing to other shareholders to express our dismay with management's inability to maximize shareholder value and publishing that letter in the local press. On October 6, 2000, Cameron announced its sale to Dickinson Financial Corp.

Community Financial Corp. ("CFIC") - We filed our original Schedule 13D to report our position on January 4, 2001, following CFIC's announcement of the sale of two of its four subsidiary banks and its intention to sell one or more of its remaining subsidiaries. We reported that we acquired CFIC stock for investment purposes. On January 25, 2001, CFIC announced the sale of one of its remaining subsidiaries. We then announced our intention to run an alternate slate of directors at the 2001 annual meeting if CFIC did not sell the remaining subsidiary by then. On March 27, 2001, we wrote to CFIC confirming that CFIC's management had agreed to meet with one of our proposed nominees to the board. On March 30, 2001, before our meeting took place, CFIC announced its merger with First Financial Corporation.

Montgomery Financial Corporation ("Montgomery") - We filed our original Schedule 13D to report our position on February 23, 2001. On April 20, 2001, we met with Montgomery's management and suggested that they maximize shareholder value by selling the institution. We also informed management that we would run an alternate slate of directors at the 2001 annual meeting unless Montgomery was sold. Eleven days after we filed our Schedule 13D, however, Montgomery's board amended its bylaws to limit the pool of potential nominees to local persons with a banking relation and to shorten the deadline to nominate an alternate slate. We located qualified nominees under the restrictive bylaw provisions and noticed our slate within the deadline. On June 5, 2001, Montgomery announced that it had hired an investment banker to explore a sale. On July 24, 2001, Montgomery announced its merger with Union Community Bancorp.

Community Bancshares, Inc. (“COMB”) - We filed our original Schedule 13D reporting our position on March 29, 2004. We disclosed that we intended to meet with COMB’s management and evaluate management’s progress in resolving its regulatory issues, lawsuits, problem loans, and non-performing assets, and that we would likely support management if it effectively addressed COMB’s challenges. On November 21, 2005, we amended our Schedule 13D and stated that although we believed that COMB’s management had made progress, COMB’s return on equity would likely remain below average for the foreseeable future, and it should therefore be sold. We also stated that if COMB did not announce a sale before our deadline to solicit proxies for the next annual meeting, we would solicit proxies to elect our own slate. On January 6, 2006, we disclosed the names of our three board nominees. On May 1, 2006, COMB announced its sale to The Banc Corporation.

Jefferson Bancshares, Inc. (“JFBI”) - We filed our original Schedule 13D reporting our position on April 8, 2013. Our shareholder proposal requesting the board seek outside assistance to maximize shareholder value through actions such as a sale or merger was defeated at JFBI’s 2013 annual meeting. We met with management and the board of directors and told them that we would seek board representation at JFBI’s 2014 annual meeting if JFBI did not announce its sale. JFBI’s sale to HomeTrust Bancshares, Inc. was announced on January 23, 2014.

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FedFirst Financial Corporation (“FFCO”) - We filed our original Schedule 13D reporting our position on September 24, 2010. After several meetings with management, FFCO completed a meaningful number of share repurchases, and on April 14, 2014, FFCO announced its sale to CB Financial Services, Inc.

SP Bancorp, Inc. (“SPBC”) - We filed our original Schedule 13D reporting our position on February 28, 2011. On August 9, 2013, we met with management and the chairman to assess the best way to maximize shareholder value. SPBC completed a meaningful number of share repurchases, and on May 5, 2014, SPBC announced its sale to Green Bancorp Inc.

TF Financial Corporation (“THRD”) - We filed our original Schedule 13D reporting our position on November 29, 2012. We met with the CEO and the chairman, encouraging them to focus only on accretive acquisitions and to repurchase shares up to book value. They subsequently did both. On June 4, 2014, THRD announced its sale to National Penn Bancshares, Inc.

Fairmount Bancorp, Inc. (“FMTB”) - We filed our original Schedule 13D reporting our position on September 21, 2012. On February 25, 2014, we reported our intention to seek board representation at FMTB’s 2015 annual meeting if FMTB did not announce its sale. However, due to the appointment of our representative to another board in the local area, we were unable to nominate our representative at the 2015 election of FMTB directors. We reiterated our intent to seek board representation at the earliest possible time if FMTB was not sold. FMTB’s sale was announced on April 16, 2015.

Harvard Illinois Bancorp, Inc. (“HARI”) - We filed our original Schedule 13D reporting our position on April 1, 2011. In 2012, we nominated a director for election at HARI’s 2012 annual meeting and communicated our belief that HARI should merge with a stronger community bank. Our nominee was not elected, so we nominated a director at HARI’s 2013 annual meeting and stated our position that HARI should be sold. We communicated to stockholders our intent to run a nominee every year until elected, and we nominated a director at HARI’s 2014 annual meeting. Our nominee was not elected, so in April 2015, we began soliciting stockholder votes for our nominee for HARI’s 2015 annual meeting. On May 21, 2015, HARI announced the sale of its subsidiary bank to State Bank in Wonder Lake, IL. We subsequently withdrew our solicitation of proxies for the election of our nominee at HARI’s 2015 annual meeting. The sale of HARI’s subsidiary bank was completed on August 1, 2016. On August 10, 2016, we entered into a settlement agreement with HARI whereby two legacy board members stepped down, and we agreed not to seek board representation through 2017. HARI is implementing a plan of voluntary dissolution.

Eureka Financial Corp. (“EKFC”) - We filed our original Schedule 13D reporting our position on March 28, 2011. We encouraged EKFC to pay special dividends to shareholders and repurchase shares. Management and the board did both, and on September 3, 2015, EKFC announced its sale to NexTier, Inc.

United-American Savings Bank (“UASB”) - We filed our original Schedule 13D with the Federal Deposit Insurance Corporation reporting our position on May 20, 2013. We believe management and the board acted in good faith to position UASB to maximize shareholder value. After we encouraged them to sell, UASB announced its sale to Emclair Financial Corp on December 30, 2015.

Polonia Bancorp, Inc. (“PBCP”) - We filed our original Schedule 13D reporting our position on November 23, 2012. After several conversations with the Chairman and CEO, we publicly called for PBCP's sale. On June 2, 2016, PBCP's sale to Prudential Bancorp, Inc. was announced.

Georgetown Bancorp, Inc. (“GTWN”) - We filed our original Schedule 13D reporting our position on July 23, 2012. We encouraged GTWN to maximize shareholder value through share repurchases, and we supported management and the board's consistent efforts to do so. On October 6, 2016, GTWN announced its sale to Salem Five Bancorp.

Anchor Bancorp (“ANCB”) - We filed our original Schedule 13D reporting our position on May 7, 2012. We previously urged ANCB to maximize shareholder value by increasing share repurchases or selling the bank. We called for ANCB's sale to the highest bidder on July 7, 2016. On August 29, 2016, we agreed not to seek board representation at the 2016 annual meeting in consideration of ANCB appointing Gordon Stephenson as a director. We believe the board has acted in good faith to maximize shareholder value through ANCB's announced sale to Washington Federal, Inc. on April 11, 2017.

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Wolverine Bancorp, Inc. (“WBKC”) - We filed our original Schedule 13D reporting our position on February 7, 2011. We encouraged WBKC to maximize shareholder value through share repurchases and payments of special dividends, and we supported management and the board’s consistent efforts to do so. On June 14, 2017, WBKC’s sale to Horizon Bancorp was announced.

First Federal of Northern Michigan Bancorp, Inc. (“FFNM”) - We filed our original Schedule 13D reporting our position on March 10, 2016. We believed FFNM was positioned to repurchase shares, and we urged management and the board to do so. FFNM deregistered its shares of common stock effective in 2016. On January 16, 2018, FFNM’s sale to Mackinac Financial Corporation was announced.

Jacksonville Bancorp, Inc. (“JXSB”) - We filed our original Schedule 13D reporting our position on JulyLLAPSE:COLLAPSE" BORDER="0" CELLPADDING="0" CELLSPACING="0" WIDTH="100%">(3)As of December 31, 2013 the aggregate number of outstanding stock options held by each director was as follows: Mr. Bradley 25,020; Mr. Burkett 15,000; Mr. Burns 15,000; Mr. Christman 25,020; Mr. McDaniel 18,000; Mr. Olson 9,000; and Mr. Sullivan 9,000.

Stock Ownership Guidelines for Directors

During 2013 the Board of Directors adopted stock ownership guidelines for directors in order to assure the close alignment of director compensation with the interests of Entegris stockholders. This alignment is a critical objective of the long term incentive compensation discussed above. Under these guidelines each director shall be required to hold Entegris Common Stock with a value equal to three (3) times the annual cash retainer in effect at the time of each annual determination. Determination of compliance with this guideline shall be made on

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January 15th of each year. The number of shares required to be owned will be calculated based on the average of the prior calendar year's month end closing prices on the Nasdaq for Entegris, Inc. Common Stock. Shares of Entegris, Inc. Common Stock that are owned by a director outright as well as vested deferred shares/units count towards compliance with this guideline. Directors have five (5) years following the later of their initial election to the Entegris Board of Directors or the date on which the Stock Ownership Guidelines were adopted to achieve the minimum holding required by the guidelines. As of January 15, 2014, all of the directors, except Mr. Gentilcore (who was elected on December 10, 2013 and is still within the five-year grace period) were in compliance with the stock ownership guidelines.

COMPENSATION OF EXECUTIVE OFFICERS

Set forth below is summary information concerning certain compensation earned, paid or awarded during fiscal years 2013, 2012 and 2011 by the Company to our chief executive officer, our chief financial officer and to the three other most highly compensated executive officers who were serving as executive officers at the end of the fiscal year. Throughout this proxy statement we refer to these individuals collectively as the named executive officers.

COMPENSATION DISCUSSION AND ANALYSIS

Objectives of Executive Compensation Policies

The Entegris executive compensation policies are designed so that: **(i)** total compensation is tied to individual performance, **(ii)** total compensation will vary with the Company's performance in achieving financial and other strategic objectives, and **(iii)** long-term incentive compensation is closely aligned with stockholders' interests. Further, the Entegris executive compensation policies provide that the proportion of variable compensation increases as an employee's level of responsibility increases so that compensation for senior executives is aligned with the Company's performance. For these reasons, the Entegris executive compensation policies prioritize: pay-for-performance, competitive compensation and employee retention and alignment with stockholders' interests. The overall objectives of the executive compensation policies are to:

attract, retain, motivate and reward high-caliber executives;

foster teamwork and support the achievement of Entegris' financial and strategic goals through performance based financial incentives;

promote the achievement of strategic objectives which lead to long-term growth in stockholder value;

encourage strong financial performance by establishing competitive goals for target performance and leveraging incentive programs through stock-based compensation; and

align the interests of executive officers with those of Entegris and its stockholders by making incentive compensation dependent upon Company performance.

For 2013, the Management Development & Compensation Committee of the Board, which is comprised solely of independent non-employee directors, as described under Corporate Governance above (the Committee), retained the services of the independent compensation advisory firm Frederic W. Cook & Co., Inc. (FW Cook) to assist with the review and evaluation of the Company's compensation policies and to suggest new or alternative compensation arrangements where appropriate. The use of an independent consultant provides additional assurance that our programs are reasonable and consistent with the Company's objectives. The Committee selected FW Cook based on its national reputation as an expert in compensation practices, its industry knowledge, and its familiarity with the Company and its past compensation practices. FW Cook reports to and takes direction from the Committee; assignment of projects by management to FW Cook requires the prior approval of the Committee. During 2013 FW Cook performed services only for the Committee under its direction and performed no other services for Entegris.

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In addition, in establishing its compensation policies for a given year, the Committee will evaluate the results from the most recent shareholder advisory vote on compensation to consider any implications of such advisory vote for the Committee’s compensation policies and determine whether any changes are appropriate. At the 2013 Annual Meeting of Stockholders in excess of 85% of the votes cast with respect to the advisory vote on executive compensation voted to approve the compensation paid in 2012 to the named executive officers. The Committee determined that no significant change in its compensation policies should be recommended to the Board as a result of this advisory vote.

Evaluation of Compensation against External Data

In the design of the 2013 compensation programs the Committee evaluated each element of compensation as well as total compensation against corresponding compensation data from comparable companies collected by FW Cook. The Committee compared the Company’s compensation practices and target compensation levels to that provided to executives among a group of companies that were evaluated by FW Cook and the Committee as being comparable to Entegris. During 2012 FW Cook conducted a thorough analysis of this list of comparable companies for use in 2013 in order to assure that the companies included resembled the Company as closely as reasonably possible in terms of size of market capitalization and revenue, scope of operations, industry/business content and to eliminate companies acquired by larger enterprises. This peer group was comprised of the following 16 companies:

Advanced Energy Industries, Inc.	Diodes Incorporated	Newport Corporation
ATMI, Inc.	FEI Company	RF Micro Devices, Inc.
Brooks Automation, Inc.	Intersil Corporation	TriQuint Semiconductor, Inc.
Cabot Microelectronics Corporation	Kulicke & Soffa Industries, Inc.	TTM Technologies, Inc.
Coherent, Inc.	MKS Instruments, Inc.	Veeco Instruments Inc.
Cymer Inc.		

Information concerning the compensation practices of these companies was drawn from their proxy statements. The Committee annually reviews the peer group, with the assistance of FW Cook to assure that the companies included continue to be as closely comparable to the Company as reasonably possible.

FW Cook supplemented this data with compensation survey data from technology companies and a broader, general industry compensation survey to develop a composite market perspective on competitive pay levels. As a general matter, the Committee intends to target the total direct compensation paid to the named executive officers at the market median with deviations as appropriate for individual executives to reflect factors such as tenure, performance and criticality to the Company.

Based upon the Committee’s review of the compensation arrangements discussed below, the compensation levels of the above companies, general market pay practices for executives and its assessments of individual and corporate performance, the Company and the Committee believe that the value and design of the Company’s executive compensation policies for 2013 were appropriate. While executive officers, principally the Senior Vice President for Human Resources, worked closely with the Committee and with FW Cook, to design Entegris compensation programs for 2013, the Committee ultimately decides which policies to adopt and directs and finally approves the design of all compensation programs as well as the specific compensation paid to each of the named executive officers.

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Elements of Compensation

The 2013 Entegris compensation program for senior executives, including the named executive officers listed in the Summary Compensation Table below, consisted of a number of elements which are summarized in the following table:

Compensation	Description and Purpose of the	
Element	Compensation Element	Fiscal 2013 Commentary
Base Salary	Rewards core competence in the executive role relative to required skills, experience and contributions to the Company with fixed compensation targeted at the median level, based on competitive market practice. Please see the discussion at Base Salary below.	The Company awarded a merit increase to the base salary of certain of the named executive officers during fiscal 2013 (ranging from 0% to 5%) to bring their base salaries in general alignment with the median level.
Short-Term Incentive Compensation (EIP)	<p>Rewards achievement of Company financial performance criteria to:</p> <ul style="list-style-type: none"> Provide focus on meeting annual performance goals that will lead to our long-term success; and Incentivize achievement of pre-established financial performance metrics. 	In 2013 EIP awards were again based on the Company's EBITA performance (weighted at 75%) and on the achievement of specified 2013 key business objectives (weighted at 25%). During 2013 the Company's performance exceeded the target level for the EBITA metric and met some of the key business objectives qualifying for a combined dollar weighted average award at 97.3% of target. This compared with the 2012 award level of 103% of target.
Long-Term Incentive Compensation	<p>The Company awards time vested stock options and restricted stock units to its executive officers. Both types of award vest ratably over 4 years and represent a significant portion of an executive officer's total compensation. When combined with the EIP compensation element, approximately 75% of the CEO's compensation and over 60% of the compensation of the other named executive officers is at risk, being dependent on the Company's performance. The purposes for long term incentive awards are to:</p> <ul style="list-style-type: none"> Promote Executive ownership of our stock; Promote retention of executives in a normally competitive labor market over the longer term; Encourage management focus on critical performance metrics creating value for stockholders. 	Long-term incentive awards in fiscal 2013 were consistent with the practice followed in both 2012 and 2011.

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Compensation Element	Description and Purpose of the Compensation Element	Fiscal 2013 Commentary
Retirement Benefits	<p>The Company provides both a qualified and non-qualified tax-deferred retirement savings vehicle in order to:</p> <p style="padding-left: 40px;">Encourage employee long-term commitment to the Company;</p> <p style="padding-left: 40px;">Promote employee savings for retirement; and</p> <p style="padding-left: 40px;">Make total retirement benefits available to executives commensurate with other employees as a percentage of compensation.</p>	<p>There were no changes to the participation in the Company's retirement plans and no change to the benefits provided.</p>
Welfare Benefits	<p>Executives participate in employee benefit plans generally available to employees to provide a broad-based total compensation program designed to be competitive in the labor market.</p>	<p>In 2013 there were no changes from historical practice.</p>
Perquisites	<p>The Company had, in the past, provided limited perquisites to reward increased responsibility and leadership duties and to promote healthy lifestyle, responsible personal financial planning and to enhance productivity of business travel.</p>	<p>Starting in 2012 all such perquisites were eliminated; named executive officers were compensated for this elimination by a modest base salary adjustment in lieu of the normal annual merit increase referred to under Base Salary above. See the discussion at Personal Benefits below for a fuller discussion.</p>
Change in Control Termination Benefits	<p>Change in control agreements are designed to retain executives and provide continuity of management in the event of an actual or threatened change in control of the Company. The change in control agreements are described in more detail below under Potential Payments upon Termination after Change in Control .</p>	<p>While during 2013 there were no amendments to the form of these agreements and no new change in control agreements were entered into, the CEO did agree to amend his agreement to remove the change in control tax gross up provisions.</p>

The use of these compensation elements enables us to reinforce our pay for performance philosophy and to strengthen our ability to attract and retain high-quality executives. The Company and the Committee believe that this combination of compensation elements provides an appropriate mix of fixed and variable pay and achieves an appropriate balance between short-term operational performance and long-term shareholder value. The Committee determines the amount of compensation under each component of executive compensation granted to the executive officers to emphasize performance-based compensation tied to financial metrics approved by the Committee and to achieve the appropriate balance between cash compensation and equity compensation, as well as to reflect the level of responsibility of the executive officer. There is no pre-established policy or target for the allocation between either cash and non-cash or short-term and long-term incentive compensation. With respect to fiscal 2013, the total compensation paid to the named executive officers included both short-term cash incentive compensation and non-cash equity long-term incentive compensation.

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In addition, the Committee has in the past and expects that, from time to time, it will analyze tally sheets prepared for each senior executive, including the named executive officers as a benchmark for its compensation decisions. Typically these tally sheets have been prepared by our human resources and finance departments and reviewed and commented on by FW Cook. Each of these tally sheets presents the dollar amount of each major component of the named executive officers' compensation, including current cash compensation (base salary and short term incentive compensation), accumulated deferred compensation balances and outstanding equity awards. The overall purpose of the tally sheets is to bring together in one place, all of the elements of actual and potential future compensation of our named executive officers, as well as information about wealth accumulation, so that the Committee may analyze both aggregate total amount of actual and projected compensation as well as internal pay equity and other decisions regarding executive compensation.

When making compensation decisions, the Committee also looks at the compensation of our CEO and the other named executive officers relative to the target compensation paid to similarly-situated executives at those peer companies listed above this is often referred to as benchmarking. The Committee believes, however, that a benchmark should be just that a point of reference for measurement but not the determinative factor for our executives' compensation. The purpose of the comparison is merely to supplement and not to supplant the analyses of internal pay equity, wealth accumulation potential and the individual performance of the executive officers that we consider when making compensation decisions. Because the comparative compensation information is just one of the several analytical tools that are used in setting executive compensation, the Committee has discretion in determining whether to use this information and/or the nature and extent of its use.

Base Salary

In general, base salary for each employee, including the named executive officers, is established based on the individual's job responsibilities, performance and experience; the Company's overall budget for merit increases; and the competitive environment. Each year, we survey the compensation practices of companies serving the semiconductor and other industries deemed relevant as well as general market pay practices for executives in the United States and in other countries in which we have significant employee populations in order to assess the competitiveness of the compensation we offer. In fiscal 2013, we continued to target base salary at the median of the peer group proxy and survey market reference points provided by FW Cook.

As noted above, the Company and the Committee believe that our success is dependent on our ability to hire and retain high-caliber executives in critical functions, and the pursuit of this objective may require us to recruit individual executives who have significant compensation and retention packages in place with other employers. In order to attract such individuals to Entegris, we may be required to negotiate compensation packages that deviate from the general principle of targeting base pay at the median of our peers. Similarly, we may determine to provide compensation outside of the normal cycle to individuals to address retention issues.

Short-Term Incentive Compensation

Entegris has for a number of years maintained a short-term variable incentive compensation program, the Entegris Incentive Plan or EIP, providing for a potential cash award based upon the achievement of financial and operating performance objectives in accordance with a sliding scale established by the Committee with a fractional award for performance above the threshold level, a full award for target performance and a premium award of up to 187.5% of target for extraordinary performance. During 2013 the sliding scale was different for each of the two types of objectives, with a maximum payout of 200% for the achievement of premium performance of the financial objectives (EBITA equal to 24% of revenue) and a maximum payout of 150% for the achievement of premium performance designated for each of the 18 operating objectives. In addition to the financial criteria and operating performance objectives, awards under the EIP are conditioned on the Company achieving an operating profit. Under this plan, an incentive pool is established based upon the level of the attainment of financial objectives established by the Committee. The CEO is eligible to receive an incentive compensation payment targeting 100% of his base salary and the named executive officers listed in the

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Summary Compensation Table below other than the CEO are eligible to receive an incentive compensation payment targeting either 75% or 60% of their base salary. Other employees were eligible to receive lesser percentages of their base salary at target performance under the EIP, ranging from 3% to 50%, depending on their level of responsibility. The Entegris Incentive Plan is administered by and all awards are made at the discretion of the Committee. For 2013 the EIP awards were based on: (i) the achievement of EBITA within a range established by the Committee (from threshold of 4% of revenue to maximum of 24% of revenue) with target performance established at 14%, weighted at 75% and providing for awards ranging from 40% of target for threshold performance to a maximum of two times target for performance at the top of the range; and (ii) the achievement of critical business objectives (relating to revenue growth and market penetration, quality performance, achievement of divisional gross margin targets, and effective capacity expansion), weighted at 25% and providing for awards ranging from 30% of target to 1.5 times target if all critical business objectives were achieved at the maximum level specified. The Company's EBITA performance in 2013 was 111% of target and the Company's performance with respect to critical business objectives was an average of 55% of target (divisions had specific divisional goals which yielded varying award amounts for corporate and divisional personnel) for a combined dollar weighted average award of 97.3% of target.

The EIP awards for fiscal 2013, 2012 and 2011 are reflected in the column entitled "Non-Equity Incentive Plan Compensation" in the Summary Compensation Table and the 2013 EIP award is also reflected in the "Fiscal Year 2013 Grants of Plan Based Awards" table below for the named executive officers.

Long-Term Incentive Compensation

Executives are also eligible to receive equity grants and awards under the Entegris equity incentive plan, the 2010 Stock Plan, which is also administered by the Committee. Restricted stock unit awards and stock option awards to senior executives were the vehicles used by Entegris for long-term incentive awards during 2013. The Company and the Committee believed that for 2013 the award of stock options was an effective mechanism to align the interests of our executive officers and key personnel with those of Entegris shareholders which is expected to lead to an increase in the long-term value of Entegris. In light of accounting rules, which require that we take an operating statement charge with respect to the grant of stock options, the Company and the Committee believe that grants of stock options to the broad-based key employee population are a less efficient long-term compensation vehicle than awards of restricted stock units. However, for executive officers and certain senior executives, the Committee believes that a mixture of restricted stock units and stock options is appropriate. All stock options granted to executive officers by our predecessor companies and by the Company were granted with an exercise price equal to the fair market value on the date of grant. The Board has adopted a standing agenda that provides that the Committee will consider equity awards for a given year at an early meeting during that year.

The 2013 long-term incentive awards to the named executive officers are listed in the "Fiscal Year 2013 Grants of Plan Based Awards" table below under the columns entitled "Estimated Future Payouts Under Equity Incentive Plan Awards", "All Other Stock Awards Number of Shares of Stock or Units" and "All Other Option Awards Number of Securities Underlying Options". Sixty percent of the grant date fair value of the 2013 equity awards to executive officers, including the named executive officers, consisted of stock options to vest in four equal installments on February 19th of the first through the fourth years following the date of grant, and forty percent consisted of restricted stock units, with restrictions lapsing in four equal installments on February 19th of the first through the fourth years following the date of award. The Committee chose to grant sixty percent of the 2013 long-term incentive award as stock options, that only provide value to the awardee if the price of the Company's stock appreciates, to address the need for performance based long term incentive awards. The award of restricted stock units addressed another concern, the ability to retain executive officers and other key employees during turbulent economic times and thereafter. Non-executive employees receiving equity awards in 2013 received restricted stock units, with the restrictions lapsing proportionately over four years.

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Stock Ownership Guidelines

During 2013 the Company continued the stock ownership guidelines in order to assure the continuation of the close alignment of the interests of those executive officers who are elected by the Board of Directors with those of Entegris stockholders. This alignment is a critical objective of the long term incentive compensation discussed above. The guidelines provide that the CEO should attain and maintain beneficial ownership of Entegris stock having a value equal to five times his annual base salary; Executive Vice Presidents should attain and maintain beneficial ownership of Entegris stock with a value equal to four times their respective annual base salaries, the Chief Financial Officer should attain and maintain beneficial ownership of Entegris stock with a value equal to three times his annual base salary, Senior Vice Presidents should attain and maintain beneficial ownership of Entegris stock with a value equal to two times their annual base salary and other executive officers should attain and maintain beneficial ownership of Entegris stock with a value equal to his annual base salary. Since Mr. Graves is also an Executive Vice President, he is held to the higher ownership standard of four times base salary. For purposes of the stock ownership guidelines, beneficial ownership of Entegris stock includes direct holdings, indirect holdings by immediate family and 401(k) and employee stock ownership plans, unvested restricted stock and restricted stock units and the net share value of in-the-money vested and unvested stock options. The guidelines also provide that executives should attain this beneficial ownership of Entegris stock within five years of the later of their appointment to these positions or the date the guidelines were adopted. As of February 4, 2014, all of the named executive officers were in compliance with the stock ownership guidelines.

Chief Executive Officer Compensation

The Committee evaluates the compensation package of the Chief Executive Officer of Entegris in accordance with the objectives and methodology described above. In evaluating the Chief Executive Officer's compensation for 2013, the Committee also considered compensation levels of chief executive officers in the market pay analysis conducted by FW Cook, individual performance, Entegris recent financial performance and the compensation paid to his predecessor.

In connection with Mr. Loy's promotion to chief executive officer in 2012, on December 12, 2012 the Company entered into an Executive Employment Agreement with Mr. Loy employing him as President and Chief Executive Officer (the "CEO Agreement"). The CEO Agreement took effect as of November 28, 2012 and cancelled and replaced the Severance Protection Agreement, dated May 13, 2011, between the Company and Mr. Loy. Under the CEO Agreement Mr. Loy receives a base salary of \$625,000 per year and variable compensation at target performance equal to 100% of base salary. Mr. Loy is eligible to participate in the Company's Long-Term Incentive Program and to receive equity awards from time to time as determined by the Board of Directors; Mr. Loy did not receive any special equity award in connection with his promotion to Chief Executive Officer. The CEO Agreement has an initial term of two (2) years and is subject to annual automatic renewal unless the Board sends notice of non-renewal sixty (60) days prior to expiration of the initial or any renewal term. In the event that Mr. Loy's employment is terminated by the Board without cause or by Mr. Loy for "good reason" as defined in the CEO Agreement (generally, removal from office, material diminution of his duties, authority or compensation, breach of the CEO Agreement by the Company, or failure to require a successor corporation to assume the CEO Agreement) then Mr. Loy is entitled to accrued but unpaid compensation; a severance benefit of salary continuation for a period of two (2) years following termination; the continuation of health and dental benefits for Mr. Loy and his immediate family for the entire of such severance pay period; and all equity awards outstanding as of the date of termination shall continue to vest in accordance with each award's original vesting schedule and vested awards shall continue to be exercisable during such severance period and for a period of 90 days thereafter. In the event that Mr. Loy's employment is terminated by reason of death or disability, then all unvested equity awards outstanding as of the date of such termination vest and Mr. Loy or his representative have a period of one year following termination to exercise vested stock options. In addition, the CEO Agreement imposes non-competition, non-solicitation and confidentiality covenants on Mr. Loy which continue for the duration of the above referenced severance period. During 2013, Mr. Loy was granted an annual long-term equity incentive award consisting of stock options covering 236,844 shares and 60,728 shares of time-based restricted stock units, in

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each case on the same terms as described above under **Long-Term Incentive Compensation** . In addition, as described under **Potential Payments Upon Termination After Change in Control** below, Mr. Loy has an agreement providing him with certain severance benefits in the event that his employment is terminated after a Change in Control of the Company. During 2013 Mr. Loy agreed to amend this Change in Control Agreement to remove the change in control tax gross up provisions.

Benefits

We provide benefit programs to executive officers and to other employees. The following table generally identifies such benefit plans and identifies those U.S. employees who may be eligible to participate:

Benefit Plan	Executive Officers	Certain Managers	Full Time Employees
401(k) Plan	ü	ü	ü
Medical/Dental Plans	ü	ü	ü
Life and Disability Insurance ¹	ü	ü	ü
Employee Stock Purchase Plan	ü	ü	ü
Entegris Incentive Plan ²	ü	ü	ü
Long-Term (Equity) Incentive Program ²	ü	ü	Not Routinely
Change of Control Agreements	ü	Not Offered	Not Offered
Supplemental Executive Retirement Plan (SERP)	ü	ü	Not Offered
Deferred Compensation Plan	ü	ü	Not Offered

- (1) Entegris provides Company-paid Long-Term Disability insurance to eligible full-time employees with a monthly benefit in the amount of 60% of qualified salary to a maximum of \$10,000 per month. All Entegris officers receive company-paid Long-Term Disability coverage that provides a monthly benefit of 60% of qualified salary to a maximum of \$15,000 per month.
- (2) Certain selected foreign managers are also eligible to participate in these plans.

Personal Benefits

The Company has, in the past, offered the named executive officers personal benefits, or perquisites, that were limited in scope and value, including a limited financial planning allowance via taxable reimbursements for financial and tax planning services and limited reimbursement for life and disability insurance, and health club and airline club memberships and executive physical exams in order to encourage a healthy life style and provide more productive business travel arrangements. The aggregate value of all such perquisites provided to the named executive officers during 2010 and 2011 was less than \$10,000 each. The Committee determined that effective for 2012 and future years all perquisites other than the life and disability insurance (which is cost effective for the Company) would be eliminated.

Retirement Plan

During 2013 Entegris offered retirement benefits to its U.S. employees through the tax-qualified Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2012 Restatement), hereafter referred to as the 401(k) Plan, which generally provides for an employer match for employee contributions. Executive officers participated in the 401(k) Plan on the same terms as those available for other eligible employees in the U.S. The 401(k) Plan provides a long-term savings vehicle that allows for pre-tax and/or post-tax Roth contributions by employees and tax-deferred earnings. The Company made matching contributions to the 401(k) Plan equal to 100% of such employee contributions on the first 3% of eligible compensation and 50% of the next 2% of eligible compensation, not to exceed the annual IRS limit. The terms of the 401(k) Plan also include a defined contribution element in the form of a discretionary cash profit-sharing contribution as and if approved by the Committee. These discretionary profit-sharing contributions were discontinued in 2009.

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In connection with the 401(k) Plan we also maintain a Supplemental Executive Retirement Plan. Under this non-qualified retirement plan, certain senior executives, including the named executive officers, are allowed certain salary deferral benefits that would otherwise be lost by reason of restrictions imposed by the Internal Revenue Code limiting the amount of compensation which may be deferred under tax-qualified plans. Compensation that may be deferred into the non-qualified retirement plan include employee and matching employer contributions that are in excess of the maximum deferral amount allowed under the terms of the 401(k) Plan. Participant accounts are credited with an investment return equivalent to that provided by the investment vehicles elected by the participant, which may be allocated among the same 27 investment funds as are offered with respect to the 401(k) Plan accounts.

The individual participant balances in the 401(k) Plan and the above non-qualified retirement plan reflect a combination of: (1) the annual amount contributed by the Company or by the employee to the 401(k) Plan and the non-qualified retirement plan and the amount of his or her cash compensation that the employee elects to defer; (2) the annual contributions and/or deferred amounts being invested at the direction of the employee (the same investment choices are available to all participants); and (3) the continuing reinvestment of the investment returns until the accounts are paid out. This means that similarly situated employees, including the named executive officers, may have materially different account balances because of a combination of these factors. See the Non-Qualified Deferred Compensation Table below for more information on account balances and earnings under this non-qualified retirement plan for the named executive officers.

Summary Compensation Table

The following table summarizes the reportable compensation, in accordance with Item 402(c) of Regulation S-K under the Securities Act of 1933, to the named executive officers for the fiscal years ended December 31, 2013, 2012 and 2011:

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock	Option	Non-Equity	All	Total (\$)
				Awards(2) (\$)	Awards(3) (\$)	Incentive Plan Compensation (\$)(4)	Other Compensation (\$)(5)	
Bertrand Loy(1)	2013	\$ 625,000	\$ 0	\$ 599,993	\$ 900,007	\$ 617,500	\$ 38,899	\$ 2,781,399
President & Chief Executive Officer (11/28/2012 12/31/2012)	2012	\$ 426,087	\$ 0	\$ 296,000	\$ 443,996	\$ 347,479	\$ 30,171	\$ 1,543,733
	2011	\$ 397,350	\$ 0	\$ 278,796	\$ 418,201	\$ 328,177	\$ 17,406	\$ 1,439,930
Gregory B. Graves	2013	\$ 353,962	\$ 0	\$ 191,988	\$ 288,010	\$ 265,278	\$ 24,737	\$ 1,123,975
Executive Vice President & Chief Financial Officer	2012	\$ 342,829	\$ 0	\$ 192,000	\$ 287,997	\$ 264,453	\$ 24,638	\$ 1,111,917
	2011	\$ 331,681	\$ 0	\$ 178,003	\$ 266,997	\$ 273,127	\$ 31,608	\$ 1,081,416
Peter W. Walcott	2013	\$ 290,192	\$ 0	\$ 150,413	\$ 225,583	\$ 215,631	\$ 19,184	\$ 901,003
Senior Vice President, General Counsel & Secretary	2012	\$ 287,836	\$ 0	\$ 150,396	\$ 225,602	\$ 222,048	\$ 18,995	\$ 904,877
	2011	\$ 278,085	\$ 0	\$ 150,400	\$ 225,596	\$ 228,475	\$ 21,673	\$ 904,229
Todd J. Edlund	2013	\$ 291,577	\$ 0	\$ 124,053	\$ 185,942	\$ 174,283	\$ 17,454	\$ 793,309
Vice President and General Manager CCS Division	2012	\$ 279,299	\$ 0	\$ 112,000	\$ 167,998	\$ 144,780	\$ 17,066	\$ 721,143
	2011	\$ 266,909	\$ 0	\$ 103,999	\$ 155,999	\$ 147,354	\$ 10,667	\$ 684,928
Gregory C. Morris	2013	\$ 280,231	\$ 0	\$ 119,983	\$ 180,014	\$ 168,355	\$ 16,760	\$ 765,343
Vice President and Chief Commercial Officer	2012	\$ 260,800	\$ 0	\$ 101,998	\$ 153,001	\$ 138,780	\$ 15,841	\$ 670,420

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2011	\$ 246,156	\$ 0	\$ 97,998	\$ 147,002	\$ 135,215	\$ 11,088	\$ 637,459
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- (1) On October 22, 2012, the Company's Board of Directors elected Bertrand Loy as President and a director of the Company, effective November 1, 2012, and as Chief Executive Officer, effective November 28, 2012. The compensation listed above for 2011 and for the period January 1, 2012 through November 27, 2012 reflects Mr. Loy's compensation in his role as Executive Vice President and Chief Operating Officer. The 2012 compensation also reflects Mr. Loy's compensation in his role as Chief Executive Officer for the period November 28, 2012 through December 31, 2012.

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- (2) The amounts in column (e) reflect the dollar amount of the grant date fair value computed in accordance with FASB ASC Topic 718 (column (e)) for awards of restricted stock units made pursuant to the Company's long term incentive program during each of the fiscal years ended December 31, 2013, 2012 and 2011. For a discussion of the assumptions underlying these valuations please see Note 12 to the Company's Consolidated Financial Statements included in the Company's Form 10-K Annual Report for the fiscal year ended December 31, 2013, which accompanies this Proxy Statement.
- (3) The amounts in column (f) consist of the dollar amount of the grant date fair value, computed in accordance with FASB ASC Topic 718 (column (f)) with respect to stock option awards granted in 2013, 2012 and 2011. For a discussion of the assumptions underlying these valuations please see Note 12 to the Company's Consolidated Financial Statements included in the Company's Form 10-K Annual Report for the fiscal year ended December 31, 2013, which accompanies this Proxy Statement.
- (4) The amounts listed under column (g) were payable under the Entegris Incentive Plan with respect to the Company's performance during the indicated fiscal year and were paid in February or early March of the succeeding year.
- (5) Included in the amounts listed under column (h) are: (a) employer matching contributions under the Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2012 Restatement) of \$10,200 to each of Messrs. Loy, Graves, Walcott, Edlund and Morris in 2013; (b) employer matching contributions to the Entegris, Inc. Supplemental Executive Retirement Plan for Key Salaried Employees as follows: for 2013: Mr. Loy \$28,699; Mr. Graves \$14,537; Mr. Walcott \$8,984; Mr. Edlund \$7,254; and Mr. Morris \$6,560.

Fiscal Year 2013 Grants of Plan Based Awards

During the fiscal year ended December 31, 2013 the following plan based awards were granted to the named executive officers:

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option	Grant Date Fair Value of Stock and Option Awards
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)	(#)(2)	(#)(3)	(\$/Sh)	(l)
Bertrand Loy	2/12/2013	\$ 0	\$ 625,000	\$ 1,171,875				60,728	236,844	\$ 9.88	\$ 1,500,000
Gregory B. Graves	2/12/2013	\$ 0	\$ 268,500	\$ 503,438				19,432	75,792	\$ 9.88	\$ 479,998
Peter W. Walcott	2/12/2013	\$ 0	\$ 218,250	\$ 409,219				15,224	59,364	\$ 9.88	\$ 375,996
Todd J. Edlund	2/12/2013	\$ 0	\$ 176,400	\$ 330,750				12,556	48,932	\$ 9.88	\$ 309,995
Gregory C. Morris	2/12/2013	\$ 0	\$ 170,400	\$ 319,500				12,144	47,372	\$ 9.88	\$ 299,996

- (1) Awards under the Entegris Incentive Plan. See Compensation Discussion and Analysis Short Term Incentive Compensation above.
- (2) These stock awards are grants of restricted stock units that vest ratably over four years on February 19th of 2014, 2015, 2016 and 2017. The indicated grant date fair value of these stock awards is calculated in accordance with FASB ASC Topic 718.
- (3) The indicated awards are stock option grants with an exercise price equal to the closing price on the NASDAQ of our stock on the indicated date of grant and that vest ratably over four years on each February 19th of 2014, 2015, 2016 and 2017. The indicated grant date fair value of these stock awards is calculated in accordance with FASB ASC Topic 718.

Employment Agreements. The Company has entered into an Executive Change in Control Termination Agreement with each named executive officer as described under Potential Payments upon Termination or Change in Control below; please see that discussion for a detailed description of the terms of these agreements. In addition, as described under Chief Executive Officer Compensation above, effective November 28, 2012, Mr. Loy entered into an Executive Employment Agreement with the Company; please see that discussion for a detailed description of the terms of Mr. Loy's agreement.

Mr. Graves entered into a severance protection agreement with the Company, dated as of May 13, 2011, which continued in effect throughout 2013. Under the terms of this severance protection agreement, in the event of the termination of Mr. Graves' employment by Entegris or a successor other than for cause, or if he terminates his own employment for good reason (as defined therein) he is entitled to severance equal to two times base pay as salary continuation, the continuation of his health benefits for two years and the vesting of all outstanding unvested equity awards. This agreement also imposes non-competition, non-solicitation and confidentiality covenants on Mr. Graves for the duration of the severance period. The severance protection agreement also provides for vesting of unvested equity awards and an extended exercise period in the event of Mr. Graves' retirement at age 55 with ten years of service. Mr. Graves has waived the application of those provisions to the equity award made to him for 2014 and the award to be made with respect to 2015.

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The following table lists the number of securities underlying stock options and restricted stock and performance share awards outstanding as of December 31, 2013; there were no awards designated in units or other rights outstanding as of the end of the fiscal year:

(a)	Option Awards					Stock Awards			(j) Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares That Have Not Vested (\$)
	(b) Number of Securities Underlying Unexercised Options (#) Exercisable	(c) Number of Securities Underlying Unexercised Options (#) Unexercisable (1)	(d) Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options	(e) Option Exercise Price (\$)	(f) Option Expiration Date	(g) Number of Shares of Stock That Have Not Vested (2) (#)	(h) Market Value of Shares of Stock That Have Not Vested (3) (\$)	(i) Equity Incentive Plan Awards: Number of Unearned Shares That Have Not Vested (#)	
Bertrand Loy	70,000			\$ 7.07	2/21/2015				
	62,366			\$ 5.40	2/19/2017				
	40,602	40,602		\$ 8.76	2/19/2018				
	20,479	61,439		\$ 9.27	2/19/2019				
		236,844		\$ 9.88	2/19/2020				
						13,063	\$ 151,400		
Gregory B. Graves						15,913	\$ 184,432		
	58,334			\$ 1.13	2/19/2016				
	70,000			\$ 7.07	2/21/2015				
	47,000			\$ 8.37	10/15/2014				
	25,922	25,922		\$ 8.76	2/19/2018				
	13,284	39,852		\$ 9.27	2/19/2019				
		75,792		\$ 9.88	2/19/2020				
						9,683	\$ 112,226		
Peter W. Walcott						10,160	\$ 117,754		
	19,495			\$ 5.40	2/19/2017				
	21,902	21,903		\$ 8.76	2/19/2018				
	10,406	31,218		\$ 9.27	2/19/2019				
		59,364		\$ 9.88	2/19/2020				
						15,534	\$ 180,039		
						19,432	\$ 225,217		
						7,311	\$ 84,734		
Todd J. Edlund						8,585	\$ 99,500		
	42,640			\$ 5.40	2/19/2017				
	15,145	15,146		\$ 8.76	2/19/2018				
	7,749	23,247		\$ 9.27	2/19/2019				
		48,932		\$ 9.88	2/19/2020				
						12,168	\$ 141,027		
						15,224	\$ 176,446		
						5,385	\$ 62,412		
Gregory C. Morris						5,936	\$ 68,798		
						9,062	\$ 105,029		
						12,556	\$ 145,524		
		14,272		\$ 8.76	2/19/2018				

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21,172	\$ 9.27	2/19/2019		
47,372	\$ 9.88	2/19/2020		
			5,099	\$ 59,097
			5,594	\$ 64,834
			8,253	\$ 95,652
			12,144	\$ 140,749

(1) These options vest as follows in the order in which the options are listed in the above table: *Mr. Loy* 20,301 shares on February 19th of each of 2014 and 2015 and 20,479 shares on February 19th of 2015, and 20,480 shares on February 19th of each of 2014, and 2016 and 59,211 shares

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- on February 19th of each of 2014, 2015, 2016 and 2017; *Mr. Graves* 12,961 shares on February 19th of each of 2014 and 2015 and 13,284 shares on February 19th of each of 2014, 2015 and 2016 and 18,948 shares on February 19th of each of 2014, 2015, 2016 and 2017; *Mr. Walcott* 10,951 shares on February 19th of 2014, and 10,952 shares on February 19, 2015, respectively, and 10,406 shares on February 19th of each of 2014, 2015 and 2016 and 14,841 shares on February 19th of each of 2014, 2015, 2016 and 2017; *Mr. Edlund* 7,573 shares on February 19th of each of 2014 and 2015 and 7,749 shares on February 19th of each of 2014, 2015 and 2016 and 12,233 shares on February 19th of each of 2014, 2015, 2016 and 2017; and *Mr. Morris* 7,136 shares on February 19th of each of 2014 and 2015 and 7,057 shares on February 19th of each of 2014, 2015 and 7,058 shares on February 19, 2016, and 11,843 shares on February 19th of each of 2014, 2015, 2016 and 2017.
- (2) Restrictions on the indicated shares of restricted stock lapse as follows (in the order in which the awards are listed in the above table): *Mr. Loy* 13,063 shares on February 19, 2014; 7,957 shares on February 19th of 2015 and 7,956 shares on February 19, 2014 and 7,983 shares on February 19th of each of 2014, 2015 and 2016 and 15,182 shares on February 19th of each of 2014, 2015, 2016 and 2017; *Mr. Graves* 9,683 shares on February 19th of 2014; 5,080 shares on February 19th of each of 2014 and 2015 and 5,178 shares on February 19th of each of 2014, 2015 and 2016 and 4,858 shares on February 19th of each of 2014, 2015, 2016 and 2017; *Mr. Walcott* 7,311 shares on February 19, 2014; 4,292 and 4,293 shares on February 19th of 2014, and of 2015, respectively, and 4,056 shares on February 19th of each of 2014, 2015 and 2016 and 3,806 shares on February 19th of each of 2014, 2015, 2016 and 2017; *Mr. Edlund* 5,385 shares on February 19th of 2014; and 2,968 shares on February 19th of each of 2014, and 2015 and 3,020 shares on February 19th of 2015 and 3,021 shares on February 19th of 2014 and 2016 and 3,139 shares on February 19th of each of 2014, 2015, 2016 and 2017; and *Mr. Morris* 5,099 shares on February 19th of 2014; 2,797 shares on February 19th of each of 2014, and 2015; 2,751 shares on February 19th of each of 2014, 2015 and 2016 and 3,036 shares on February 19th of each of 2014, 2015, 2016 and 2017.
- (3) The indicated value is calculated using the closing price for the Company's common stock on December 31, 2013 (\$11.59).

Fiscal Year 2013 Option Exercises and Stock Vested

The following table lists the stock option exercises by, and the number of shares of restricted stock vested with respect to, the named executive officers during the fiscal year ended December 31, 2013:

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise (1)	Number of Shares Acquired on Vesting (2)	Value Realized on Vesting (3)
(a)	(b)	(c)	(d)	(e)
Bertrand Loy	0	\$ 0	44,626	\$ 441,797
Gregory B. Graves	51,638	\$ 216,895	35,565	\$ 352,094
Peter W. Walcott	0	\$ 0	25,033	\$ 247,827
Todd J. Edlund	48,320	\$ 145,660	23,748	\$ 235,105
Gregory C. Morris	82,022	\$ 414,713	21,896	\$ 216,770

- (1) Value realized upon exercise of option awards is based on the difference between the exercise price and the closing value of the Company's stock on the date of exercise (or sale price if the exercise was accompanied by a sale transaction).
- (2) Includes restricted stock units that vested during the fiscal year.
- (3) Value realized on vesting of stock awards based on the closing value of the Company's common stock on the date of vesting.

Nonqualified Deferred Compensation

Pursuant to the Company's Supplemental Executive Retirement Plan, certain executives, including named executive officers, may defer eligible compensation in excess of the maximum deferral amount allowed under the terms of the Company's 401(k) Plan. Deferral elections are made by eligible executives each year for amounts to be contributed in the following year. Compensation that may be deferred into this non-qualified retirement plan include employee and matching employer contributions that are in excess of the maximum deferral amount allowed under the terms of the 401(k) Plan. Payment of distributions to the participant under this non-qualified retirement plan may be made only upon the retirement, death, disability or other termination of employment with the Company and shall be paid in a lump sum six months following the date of such termination. No distributions

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from this non-qualified retirement plan may be made to a participant while still employed by Entegris. Participants are 100% vested with respect to participant and employer matching contributions. Participant accounts under this non-qualified retirement plan are credited with an investment return equivalent to that provided by the investment vehicles elected by the participant, which may be allocated among the same 27 investment funds as are offered with respect to the 401(k) Plan accounts.

Fiscal Year 2013 Nonqualified Deferred Compensation Table

The following table lists the deferred contributions by the named executive officers, by the Company for the benefit of the named executive officers and the aggregate earnings, withdrawals and account balances for the named executive officers during the fiscal year ended December 31, 2013:

Name (a)	Executive Contributions in Last FY	Registrant Contributions in Last FY (1)	Aggregate Earnings in Last FY (2)	Aggregate Withdrawals/ Distributions (3)	Aggregate Balance at Last FYE (4)
	(\$) (b)	(\$) (c)	(\$) (d)	(\$) (e)	(\$) (f)
Bertrand Loy	\$ 37,500	\$ 28,699	\$ 142,694	0	\$ 676,639
Gregory B. Graves	\$ 35,396	\$ 14,537	\$ 52,395	0	\$ 318,515
Peter W. Walcott	\$ 0	\$ 8,984	\$ 125,105	0	\$ 636,245
Todd J. Edlund	\$ 5,831	\$ 7,254	\$ 2,651	0	\$ 28,550
Gregory C. Morris	\$ 42,035	\$ 6,560	\$ 2,049	0	\$ 56,485

- (1) The employer matching contribution reflected in column (c) is established by an offset formula which includes contributions to the employee's 401(k) account in the calculation of the employer matching contribution under this non-qualified retirement plan. The amounts listed for each of the named executive officers in column (c) is detailed with respect to each named executive officer in footnote 5 to the Summary Compensation Table above in clause (b) of that footnote.
- (2) The amounts listed for each of the named executive officers in column (d) is determined by the size of the non-qualified retirement plan account of the respective named executive officers and by their respective investment elections under that plan.

The Company also maintains a Deferred Compensation Plan that permits eligible participants, subject to certain restrictions, to defer a specified portion of his or her base salary, incentive compensation and stock compensation for a fixed period specified by the eligible participant at the time the deferral election is made. Eligible participants are those employees who qualify as highly compensated within the meaning of ERISA and who have been designated as eligible by the Management Development & Compensation Committee of the Company's Board of Directors. Amounts deferred under this plan receive notional earnings based on the investment performance of investments selected by the eligible participant from among the same selection of 27 investment funds as are offered under the Company's 401(k) plan. During 2013 none of the named executive officers participated in this plan.

Potential Payments Upon Termination After Change In Control

There are currently effective agreements with Messrs. Loy, Graves, Edlund, Walcott and Morris as well as three other executive officers to provide them with certain severance benefits in the event of a Change of Control of Entegris. In substance, a Change of Control shall be deemed to have occurred when any person becomes the beneficial owner, directly or indirectly, of 30% or more of the Company's then outstanding Common Stock (which percentage is two times the threshold percentage which triggers shareholder rights under the Company's Rights Agreement, dated August 8, 2005), if those members who constituted a majority of the Board of Directors cease to be so or if an agreement for the merger or other acquisition of the Company is consummated. If during the two-year period following a Change of Control the executive's employment is

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terminated or if the executive terminates employment for good cause (as defined in the agreement generally certain adverse changes to the terms or conditions of the executive's employment), a so-called "double trigger", then the executive will become immediately entitled to:

- (i) payment of all unpaid compensation and expenses earned or incurred prior to the date of termination;
- (ii) a lump sum severance payment equal to the sum of two times the executive's base salary plus two times the greater of the highest annual bonus during the three years prior to termination or target bonus for the year of termination;
- (iii) medical, dental and life insurance benefits for executive and executive's family members for a period of two years following the date of termination;
- (iv) immediate vesting of all unvested stock options, the ability to exercise stock options for a period of up to one year following such termination (or, if earlier, until the expiration date of the options), and the immediate lapse of all restrictions on executive's restricted stock and restricted stock units; and
- (v) up to \$15,000 of outplacement services.

Estimate of Change in Control Severance Benefits. The following table estimates potential payments following a change in control if our named executive officers were terminated by us without cause or if the named executive officer terminated for good reason on December 31, 2013:

Name (1) (a)	Salary (\$) (b)	Cash Variable Compensation Payment (1) (c)	Insurance and other Benefits (2) (d)	Net Value of In-The Money Options (3) (e)	Aggregate Value of Restricted Stock and Restricted Stock Units (4) (f)	Total (g)
Bertrand Loy	\$ 1,250,000	\$ 1,250,000	\$ 39,462	\$ 1,527,306	\$ 1,317,238	\$ 5,384,006
Gregory B. Graves	\$ 716,000	\$ 546,254	\$ 39,462	\$ 1,477,512	\$ 635,236	\$ 3,414,464
Peter W. Walcott	\$ 582,000	\$ 456,950	\$ 31,150	\$ 442,722	\$ 501,708	\$ 2,014,530
Todd J. Edlund	\$ 588,000	\$ 352,800	\$ 38,583	\$ 505,250	\$ 381,763	\$ 1,866,396
Gregory C. Morris	\$ 568,000	\$ 340,800	\$ 39,462	\$ 170,515	\$ 360,333	\$ 1,479,110

- (1) These amounts are based upon the 2011 variable compensation pay out, being the highest in the three years ended December 31, 2013.
- (2) Reflects the premiums to be paid by the Company to provide the named executive officer with health and dental benefits substantially similar to those they were receiving as of December 31, 2013 (with an assumed 5% premium increase per year); the premiums to be paid by the Company to provide the named executive officer with continuation of group term life insurance as well as the cost paid by the Company for the outplacement allowance referred to above.
- (3) Reflects the net value of in-the-money vested and unvested stock options based on the Company's closing stock price on December 31, 2013 (\$11.59).
- (4) Reflects the value of restricted stock and restricted stock units still subject to restrictions based on the Company's closing stock price on December 31, 2013 (\$11.59).

The change in control agreements for the above named executive officers except Mr. Loy, also provide for an additional tax gross-up payment to the executive of an amount sufficient to satisfy, on an after-tax basis, any excise tax payable by such executive under Section 4999 of the Internal Revenue Code of 1986 as a result of any payments or benefits received by him. The change in control agreements also include a confidentiality covenant and two year post-termination non-competition and non-solicitation covenants by each named executive officer.

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Management Development & Compensation Committee Interlocks and Insider Participation

The current members of the Management Development & Compensation Committee of the Company's Board of Directors are Michael A. Bradley, Chairman, Marvin D. Burkett, James F. Gentilcore and Roger D. McDaniel. No member of the Management Development & Compensation Committee was at any time during fiscal year 2013 an officer or employee or former officer or employee of either the Company or of any subsidiary, nor has any member of such Committee had any relationship with Entegris requiring disclosure under Item 404 of Regulation S-K under the Securities Act of 1933.

During fiscal 2013, no executive officer of the Company has served as a director or member of the compensation committee (or other committee serving an equivalent function) of any other entity, one of whose executive officers served as a director of or member of the Management Development & Compensation Committee of the Company.

MANAGEMENT DEVELOPMENT & COMPENSATION COMMITTEE REPORT

The Management Development & Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis as required by Item 402(b) of Regulation S-K under the Securities Act of 1933 with management and, based on such review and discussions, the Committee recommended to the Company's Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Michael A. Bradley, Chairman

Marvin D. Burkett

James F. Gentilcore

Roger D. McDaniel

Table of Contents**OWNERSHIP OF ENTEGRIS COMMON STOCK****Management Holdings of Entegris Common Stock**

Except as noted therein, the following table sets forth information concerning the number of shares of Entegris Common Stock, \$0.01 par value, beneficially owned, directly or indirectly, by each director or nominee; each of the named executive officers and all directors and executive officers as a group as of January 31, 2014 or subject to acquisition by any of them within sixty days following that date. This information is based on information provided by each director, nominee and executive officer and the listing of such securities is not necessarily an acknowledgment of beneficial ownership. Unless otherwise indicated by footnote, the director, nominee or executive officer held sole voting and investment power over such shares.

Name of Beneficial Owner	Amount And Nature of Shares Beneficially Owned (1) (2)	% of Class (3)
Michael A. Bradley	103,152	*
Marvin D. Burkett	54,058(4)	*
R. Nicholas Burns	21,123	*
Daniel W. Christman	130,920(5)	*
Todd Edlund	163,227	*
Gregory B. Graves	284,632	*
James F. Gentilcore	0	*
Bertrand Loy	441,652	*
Roger D. McDaniel	49,891	*
Gregory C. Morris	39,719	*
Paul L.H. Olson	89,828	*
Brian F. Sullivan	102,478	*
Peter W. Walcott	138,219	*
All Directors and Executive Officers as a Group (16) persons including those listed above):	1,936,228(6)	1.4

* None of these officers or directors owns as much as 1.0% of Entegris common stock.

- (1) Included in the shares listed as beneficially owned are the following number of shares subject to acquisition through the exercise of stock options under Entegris stock option plans which the following directors and executive officers have the right to acquire within 60 days following January 31, 2014: Mr. Bradley 25,020 shares; Mr. Burkett 15,000 shares; Mr. Burns 10,000 shares; Mr. Christman 25,020 shares; Mr. Edlund 93,089 shares; Mr. Graves 259,733 shares; Mr. Loy 293,439 shares; Mr. McDaniel, 9,000 shares; Mr. Morris 26,036 shares; Mr. Olson 9,000 shares; Mr. Sullivan 9,000 shares; Mr. Walcott 88,001 shares.
- (2) Includes restricted stock units which are subject to forfeiture and other restrictions which lapse annually in accordance with the schedule specified in the respective awards, within 60 days following January 31, 2014 as follows: Mr. Loy 44,184 shares; Mr. Graves 24,799 shares; Mr. Walcott 19,465 shares; Mr. Edlund 14,513 shares; and Mr. Morris 13,683 shares.
- (3) Calculated based on 138,734,442 issued and outstanding shares of Entegris common stock as of January 31, 2014.
- (4) Includes 27,935 shares held in a trust for the benefit of Mr. Burkett and his wife.
- (5) Includes 695 shares held in the name of Mr. Christman's wife as to which he disclaims beneficial ownership.
- (6) Includes 1,204,223 shares subject to acquisition by executive officers and directors within 60 days following January 31, 2014 as described in footnotes 1 and 2 above.

Table of Contents**Other Principal Holders of Entegris Common Stock**

Based on reports filed with the Securities and Exchange Commission through February 28, 2014, the following persons are believed by the Company to be the beneficial owners of more than 5% of Entegris common stock, the Company's only class of voting securities, as of December 31, 2013:

Name and address of beneficial owner	Amount and nature of beneficial ownership	Percent of class (1)
BlackRock, Inc. 40 East 52 nd Street New York, NY 10022	7,944,731(2)	5.7%
EARNEST Partners LLC 1180 Peachtree Street, Suite 2300 Atlanta, GA 30309	7,371,065(3)	5.3%
GMT Capital Corp. 2100 RiverEdge Parkway, Suite 840 Atlanta, GA 30328	12,965,400(4)	9.4%
Shapiro Capital Management LLC 3060 Peachtree Road, Suite 1555 Atlanta, GA 30305	7,146,037(5)	5.16%
Vanguard Group, Inc. PO Box 2600 V26 Valley Forge, PA 19482-2600	8,216,301(6)	5.92%

- (1) Calculated based on 138,734,442 outstanding shares of Entegris common stock as of January 31, 2014.
- (2) With respect to the shares reported by BlackRock, Inc., a parent holding company, on an amended Schedule 13G, filed January 29, 2014, it is reported that it exercises sole dispositive power with respect to 7,944,731 shares and sole voting power with respect to 7,478,919 shares.
- (3) With respect to the shares reported by EARNEST Partners LLC., an investment advisor, on a Schedule 13G, dated February 10, 2014, it is reported that it exercises sole dispositive power with respect to 7,371,065 shares and sole voting power with respect to 3,284,207 shares and shared voting power with respect to 963,761 shares.
- (4) As reported to the Securities and Exchange Commission on an amended Schedule 13G filed February 18, 2014, with respect to the shares reported by Thomas Claugus and GMT Capital Corp. (GMT) for itself and as the general partner of (i) Bay Resource Partners, L.P. (Bay 1), (ii) Bay II Resource Partners, L.P. (Bay 2), and as the investment manager of (iii) Bay Resource Partners Offshore Master Fund, L.P. (Bay OS) and, (iv) certain other accounts; Bay 1 exercises shared voting and dispositive power with respect to 1,650,000 shares, Bay 2 exercises shared voting and dispositive power with respect to 3,713,400, Bay OS exercises shared voting and dispositive power with respect to 6,809,000 shares, GMT holds 12,597,200 shares beneficially owned by it, and Thomas Claugus exercises shared voting and dispositive power with respect to 12,597,400 shares and sole voting and sole dispositive power with respect to 368,200 shares.
- (5) With respect to the shares reported by Shapiro Capital Management LLC., an investment advisor, on a Schedule 13G, filed February 11, 2014, it is reported that it exercises sole dispositive power with respect to 7,146,037 shares and sole voting power with respect to 6,151,737 shares and shared voting power with respect to 994,300 shares.
- (6) With respect to the shares reported by Vanguard Group, Inc., a registered investment advisor, on an amended Schedule 13G, dated February 6, 2014, it is reported that it exercises sole dispositive power with respect to 8,018,019 of such shares, shared dispositive power with respect to 198,282 of such shares and sole voting power with respect to 210,482 of such shares.

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and officers and persons who own more than 10 percent of Entegris Common Stock to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of Entegris common stock. Entegris is required to disclose any failure to file these reports by the required due dates. During 2013 only one such report, a Form 3 reporting Mr. Gentilcore's election as a director and that he owned no securities of the Company was filed ten days late through administrative error.

REPORT OF THE AUDIT & FINANCE COMMITTEE

The Audit & Finance Committee is currently composed of four members and acts under a written charter adopted by the Board of Directors. The members of the Audit & Finance Committee are independent directors, as defined in the Audit & Finance Committee Charter and in Rule 4200(a)(15) of the NASDAQ Stock Market, Inc. Marketplace Rules and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

The Audit & Finance Committee reviewed the Company's audited financial statements for the fiscal year ended December 31, 2013 and discussed these financial statements with the Company's management. Management is responsible for the Company's internal controls and the financial reporting process. Management represented to the Audit & Finance Committee that the Company's financial statements had been prepared in accordance with accounting principles generally accepted in the United States. The Audit & Finance Committee selected KPMG LLP to serve as the Company's independent registered public accounting firm for 2013, which selection was ratified by the Stockholders at the 2013 Annual Meeting of Stockholders. The Company's independent registered public accounting firm is responsible for performing an audit of the Company's financial statements in accordance with auditing standards generally accepted in the United States and to issue a report on those financial statements. More specifically, the Audit & Finance Committee reviews, evaluates, and discusses with the Company's management and with the independent registered public accounting firm, the following matters:

the plan for, and report of the independent registered public accounting firm on each audit of the Company's financial statements;

the Company's financial disclosure documents, including all financial statements and reports filed with the Securities and Exchange Commission or sent to stockholders;

changes in the Company's accounting practices, principles, controls or methodologies; significant developments or changes in accounting rules applicable to the Company; and

the adequacy of the Company's internal controls and accounting, financial and auditing personnel and the areas of risk that could impact the Company's business.

The Audit & Finance Committee also reviewed and discussed the audited financial statements and the matters required by Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 16 (*Communications with Audit Committees*) with KPMG LLP, the Company's independent registered public accounting firm for 2013. PCAOB Auditing Standard No. 16 requires the Company's independent registered public accounting firm to discuss with the Company's Audit & Finance Committee, among other things, the following:

methods to account for significant unusual transactions;

the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus;

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the process used by management in formulating particularly sensitive accounting estimates and the basis for the auditors' conclusions regarding the reasonableness of those estimates; and

disagreements with management over the application of accounting principles, the basis for management's accounting estimates and the disclosures in the financial statements.

KPMG LLP also provided the Audit & Finance Committee with the written disclosures and the letter required by Public Company Accounting Oversight Board (PCAOB) Rule 3526 (Communication with Audit Committees Concerning Independence). PCAOB Rule 3526 requires auditors annually to disclose in writing all relationships that in the auditor's professional opinion may reasonably be thought to bear on independence, confirm their perceived independence and engage in a discussion of independence. The Audit & Finance Committee discussed with the independent registered public accounting firm the matters disclosed in this communication and that firm's independence from Entegris. The Audit & Finance Committee also considered whether the provision of the audit related and tax services to Entegris by the independent registered public accounting firm, which are referred to under PROPOSAL 2 RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014 below, is compatible with maintaining such auditors' independence and concluded that the independent registered public accounting firm met the specified independence standards.

Based on its discussions with management and the independent registered public accounting firm, and its review of the representations and information provided by management and the independent registered public accounting firm, the Audit & Finance Committee recommended to the Company's Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

In performing all of these functions, the Audit & Finance Committee acts only in an oversight capacity. The members of the Audit & Finance Committee have necessarily relied on the information, opinions, reports and statements presented to them by Entegris management, which has the primary responsibility for financial statements and reports. The members of the Audit & Finance Committee have also relied on the work and assurances of the Company's independent registered public accounting firm, who in their report express an opinion on the Company's annual financial statements. Accordingly, while the Audit & Finance Committee recommended to the Company's Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K as described above, the foregoing oversight procedures do not assure that management has maintained adequate financial reporting processes and controls, that the financial statements are accurate, or that the audit would detect all inaccuracies or flaws in the Company's financial statements. The information set forth in this report of the Audit & Finance Committee is not soliciting material, deemed to be filed with the Securities and Exchange Commission and is not incorporated by reference into any filings of the Company under the Securities Exchange Act of 1934, as amended, irrespective of any general incorporation language contained in any such filing.

AUDIT & FINANCE COMMITTEE

Marvin D. Burkett, *Chairman*

James F. Gentilcore

Roger D. McDaniel

Brian F. Sullivan

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KPMG LLP (KPMG), independent registered public accounting firm, has reported on the Company's consolidated financial statements for the years ended December 31, 2013, 2012 and 2011. The Audit & Finance Committee selected KPMG as the Company's independent registered public accounting firm for 2014 and has also reviewed and approved the scope and nature of the services to be performed for Entegris by that firm. Representatives of KPMG are expected to be present at the Annual Meeting to make a statement if they wish to do so, and to respond to appropriate stockholder questions. The engagement agreement entered into with KPMG for fiscal year 2014 is subject to mediation and arbitration procedures as the sole method for resolving disputes.

Ratification of the selection of the Company's independent registered public accounting firm is not required to be submitted to a vote of the stockholders of the Company. The Sarbanes-Oxley Act of 2002 requires the Audit & Finance Committee to be directly responsible for the appointment, compensation and oversight of the audit work of the independent registered public accounting firm. However, the Board of Directors is submitting this matter to the stockholders for ratification as a matter of good corporate governance. If the selection of KPMG is not ratified by the majority of the votes cast by the stockholders entitled to vote at the Annual Meeting, the Audit & Finance Committee will reconsider whether to retain KPMG, and may retain that firm or another firm without re-submitting the matter to the Company's stockholders. Even if stockholders vote in favor of ratification of the appointment, the Audit & Finance Committee may, in its discretion, direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and the stockholders.

Representatives of KPMG regularly attend meetings of the Audit & Finance Committee. The Audit & Finance Committee pre-approves and reviews audit and non-audit services performed by KPMG as well as the fees charged by KPMG for such services. In its pre-approval and review of non-audit service fees, the Audit & Finance Committee considers, among other factors, the possible effect of the performance of such services on the auditors' independence. To avoid potential conflicts of interest in maintaining auditor independence, publicly traded companies are prohibited from obtaining certain non-audit services from its independent registered public accounting firm. In 2013 and 2012, we did not obtain any of these prohibited services from KPMG. Entegris uses other accounting firms for these types of non-audit services. For additional information concerning the Audit & Finance Committee and its activities with KPMG, see Corporate Governance and Report of the Audit & Finance Committee above.

Audit Fees

Aggregate fees for professional services rendered for the Company by KPMG for the fiscal years ended December 31, 2013 and 2012 were:

Service	2013	2012
Audit Fees	\$ 1,113,000	\$ 1,119,000
Audit Related Fees	27,000	
Tax Fees	389,000	878,000
All Other Fees		
Total	\$ 1,549,000	\$ 1,997,000

The *Audit* services for the years ended December 31, 2013 and 2012 consisted of professional services rendered for the integrated audit of the Company's consolidated financial statements and its internal control over financial reporting, as required by the Sarbanes-Oxley Act of 2002 for the years ended December 31, 2013 and 2012; the statutory audits of certain of the Company's foreign subsidiaries; the review of the Company's interim consolidated financial statements in quarterly reports to the SEC; and the services normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings with the SEC.

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The fees for *Audit Related* services for the year ended December 31, 2013 were for audit related procedures performed for the Company related to an audit by the Malaysia Industrial Development Authority.

The fees for *Tax* services for the year ended December 31, 2013 and 2012 were for tax planning services performed in connection with an internal restructuring of our foreign subsidiaries and the establishment of a management hub in Singapore and transfer pricing of the Company's products, as well as for services related to tax compliance, tax planning and tax advice for the Company.

There were no fees for *All Other* services for the years ended December 31, 2013 or 2012.

Effective August 10, 2005, the Company's Board of Directors adopted the charter of the Audit & Finance Committee which requires the pre-approval of all non-audit services before any such non-audit services are performed for the Company. The charter of the Audit & Finance Committee is posted on the Company's web site <http://www.Entegris.com> under Investors Corporate Governance. The Audit & Finance Committee adopted pre-approval policies and procedures with respect to audit and permissible non audit services (Services) effective August 10, 2005. Under this policy Services must receive either a general pre-approval or a specific pre-approval by the Audit & Finance Committee. The grant of a general pre-approval of Services is limited to identified Services that have been determined not to impair the independence of the independent registered public accounting firm and must include a maximum fee level for the Services approved. A request for specific pre-approval must include detailed information concerning the scope of the Services and the fees to be charged. The policy also provides for a special delegation of pre-approval authority to the Chairman of the Audit & Finance Committee where the commencement of Services is required prior to the next scheduled meeting of the Audit & Finance Committee and it is impractical to schedule a special meeting; any such pre-approval by the Chairman is subject to review by the full Audit & Finance Committee. All of the fees listed as paid for 2013 and 2012 in the table above received pre-approval by the Company's Audit & Finance Committee.

The Board of Directors recommends that you vote FOR the ratification of the selection of KPMG as our independent registered public accounting firm for 2014.

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PROPOSAL 3 ADVISORY VOTE ON EXECUTIVE COMPENSATION

The following proposal gives our stockholders the opportunity to vote to approve or not approve, on an advisory basis, the compensation of our named executive officers, who are listed in the Summary Compensation Table above. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and our compensation philosophy, policies and practices, as disclosed under the Executive Compensation section of this proxy statement. We are providing this vote as required by Section 14A of the Securities Exchange Act of 1934, as amended. Accordingly, for the reasons discussed in the Compensation Discussion & Analysis section of this proxy statement, we are asking our stockholders to vote **FOR** the adoption of the following resolution:

RESOLVED: That the stockholders of Entegris, Inc. (Entegris) hereby approve, on an advisory basis, the compensation paid to Entegris named executive officers, as disclosed in Entegris Proxy Statement for the 2014 Annual Meeting of Stockholders under the heading entitled Compensation of Executive Officers pursuant to Item 402 of Regulation S-K including the Compensation Discussion and Analysis, compensation tables and narrative discussion.

While we intend to carefully consider the voting results of this proposal, the final vote is advisory in nature and therefore not binding on us, our Board of Directors or the Management Development & Compensation Committee. Our Board of Directors and the Management Development & Compensation Committee value the opinions of all of our stockholders and will consider the outcome of this vote when making future compensation decisions for our named executive officers.

At our 2011 Annual Meeting of Stockholders, our stockholders approved the recommendation of the Board of Directors that the frequency of advisory votes on executive compensation occur every year. Pursuant to Section 14A of the Securities Exchange Act of 1934, as amended, we are required to hold an advisory stockholder vote to determine the frequency of the advisory stockholder vote on executive compensation at least once every six years. Accordingly, the next shareholder advisory vote on frequency will occur at the 2017 Annual Meeting of Stockholders.

The Board of Directors recommends a vote **FOR the adoption of the above resolution indicating approval of the compensation of our named executive officers.**

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STOCKHOLDER PROPOSALS AND NOMINEES FOR 2015 ANNUAL MEETING

Stockholder proposals submitted for inclusion in next year's proxy materials must be received by the Company no later than December 4, 2014 and must comply with the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, as amended. Proposals should be addressed to Peter W. Walcott, Senior Vice President, General Counsel and Secretary, Entegris, Inc., 129 Concord Road, Billerica, MA 01821.

Under the Company's By-Laws any stockholder of record of Entegris may nominate candidates for election to the Board of Directors or present other business at an annual meeting if a written notice is delivered to the Secretary of Entegris at the Company's principal executive offices not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's annual meeting. Such written notice must set forth: **(a)** as to each proposed nominee: **(i)** the name, age, business address and, if known, residence address of each such nominee, **(ii)** the principal occupation or employment of each such nominee, **(iii)** the number of shares of stock of the Company which are beneficially owned by each such nominee, **(iv)** any other information concerning the nominee that must be disclosed as to nominees in proxy solicitations pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the Exchange Act), including such person's written consent to be named as a nominee and to serve as a director if elected; and **(v)** a statement whether such nominee, if elected, has agreed to tender, promptly following such election, an irrevocable resignation to be effective if, at the next meeting for the election of directors: **(A)** the director does not receive the majority vote required by Section 3.3 of the By-Laws and **(B)** the Board of Directors accepts such resignation; and **(b)** as to the stockholder giving the notice: **(i)** the name and address, as they appear on the Company's books, of such stockholder; **(ii)** the class and number of shares of the Company which are beneficially owned by such stockholder; **(iii)** the class or series and number of shares of capital stock of the Company that are beneficially owned by each associate of the stockholder or beneficial owner as of the date of the notice; **(iv)** a description of any agreement, arrangement or understanding (whether or not in writing) with respect to the business between or among such stockholder and any other person, including without limitation any agreements that would be required to be described or reported pursuant to Item 5 or Item 6 of Exchange Act Schedule 13D (regardless of whether the requirement to file a Schedule 13D is applicable to the shareholder or beneficial owner); **(v)** a description of any agreement, arrangement or understanding (whether or not in writing and including any derivative or short positions, profit interests, options, hedging transactions, and borrowed or loaned shares, regardless of whether settled in shares or in cash) that has been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder or beneficial owner, the effect or intent of which is to mitigate loss, manage risk or benefit from changes in the share price of any class or series of the Company's capital stock, or increase or decrease the voting power of the stockholder or beneficial owner with respect to shares of capital stock of the Company, including the notional number of shares that are the subject of such agreement, arrangement or understanding; **(vi)** a description of any agreement, arrangement or understanding (whether or not in writing) between or among such stockholder and any other person relating to acquiring, holding, voting or disposing of any shares of stock of the Company, including the number of shares that are the subject of such agreement, arrangement or understanding; and **(vii)** a description of all direct and indirect compensation and any other material agreement, arrangement, understanding or relationship during the past three years between or among such stockholder and its affiliates and associates, or others with whom such stockholder is acting in concert, on the one hand, and each such nominee and his or her affiliates and associates, or others with whom such nominee is acting in concert, on the other hand, including, without limitation, all information that would be required to be disclosed pursuant to Item 404 promulgated under Securities & Exchange Commission Regulation S-K if the stockholder making the nomination, or any affiliate or associate of such stockholder or person with whom the stockholder is acting in concert, were the registrant for purposes of such rule and the nominee were a director or executive officer of such registrant. Further, under the By-Laws the Company may also require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as a director of the Company.

Under the Company's By-Laws, nominees for director submitted by stockholders for inclusion in the Company's 2015 proxy statement must be received no earlier than January 7, 2015 and no later than

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February 6, 2015. Unless the information specified above is received by Entegris at its headquarters at 129 Concord Road, Billerica, MA 01821, Attention Peter W. Walcott, Senior Vice President, General Counsel and Secretary, within such period, nominees will not be included in the Company's 2015 proxy statement.

Likewise the By-Laws specify that the period for receipt of timely notice of stockholder proposals for submission to the Entegris 2015 Annual Meeting of Stockholders without inclusion in the Company's 2015 proxy statement is not earlier than January 7, 2015 and not later than February 6, 2015. Unless such notice is received by Entegris at its headquarters at 129 Concord Road, Billerica, MA 01821, Attention Peter W. Walcott, Senior Vice President, General Counsel and Secretary, within such period, proxies with respect to such meeting will confer discretionary voting authority with respect to any such matter.

FORM 10-K ANNUAL REPORT

A copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 accompanies this proxy statement. Stockholders may obtain without charge an additional copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, by writing to Gregory B. Graves, Executive Vice President & Chief Financial Officer, Entegris, Inc. at the Company's offices at 117 Jonathan Boulevard N, Chaska MN 55318. In addition, the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 is available through the web site of the Securities & Exchange Commission (www.sec.gov) on the EDGAR database as well as on the Company's web page www.Entegris.com in the Investors section under the heading Financial Information SEC Filings .

OTHER BUSINESS

The Board of Directors is not aware of any other business to come before the Annual Meeting of Stockholders. However, if other matters properly come before the meeting, it is the intention of the persons named in the enclosed form of proxy to vote such proxy in accordance with their judgment as to such matters.

By Order of the Board of Directors,

PETER W. WALCOTT

Senior Vice President, General Counsel & Secretary

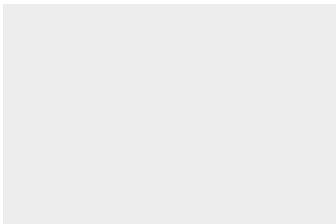
Billerica, Massachusetts

April 4, 2014

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Notice & Proxy Statement, 10-K Wrap is/are available at www.proxyvote.com.



ENTEGRIS, INC.

Annual Meeting of Stockholders

May 7, 2014 10:00 AM

This proxy is solicited by the Board of Directors

By signing this proxy or granting your proxy by telephone or the Internet as described on the reverse side, you revoke all prior proxies and constitute and appoint Bertrand Loy, Gregory B. Graves and Peter W. Walcott and each of them singly, your proxies and attorneys with the powers you would possess if personally present and with full power of substitution, to vote all shares of Common Stock of Entegris, Inc. held by you or in respect of which you would be entitled to vote or act at the Annual Meeting of Stockholders of Entegris, Inc. to be held at the Oak Ridge Hotel and Conference Center, 1 Oak Ridge Drive, Chaska, MN, on May 7, 2014 at 10:00 a.m. local time and at any adjournments of said meeting upon all subjects that may properly come before the meeting, subject to any directions indicated on this proxy.

IF NO DIRECTIONS ARE GIVEN ON THE REVERSE SIDE, THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED FOR ALL EIGHT NOMINEES, FOR THE RATIFICATION OF THE INDEPENDENT PUBLIC ACCOUNTING FIRM; FOR THE APPROVAL OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION; AND IN THE DISCRETION OF THE NAMED PROXIES AS TO ANY OTHER MATTER THAT MAY COME BEFORE THE ANNUAL MEETING OF STOCKHOLDERS OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.

Continued and to be signed on reverse side