BROOKS-PRI AUTOMATION INC
Form 8-A12G/A
June 04, 2002

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                    SECURITIES AND EXCHANGE COMMISSION
                         Washington, D.C. 20549

                              FORM 8-A/A
                            Amendment No. 2
           To Registration Statement on Form 8-A, dated August 7, 1997

                For Registration of Certain Classes of Securities
                   Pursuant to Section 12(b) or 12(g) of the
                       Securities Exchange Act of 1934

                        BROOKS-PRI AUTOMATION, INC.
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                 (Exact Name Of Registrant As Specified In Its Charter)


        DELAWARE                                       04-3040660
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   (State of Incorporation)                (I.R.S. Employer
                                          Identification No.)


15 ELIZABETH DRIVE, CHELMSFORD, MASSACHUSETTS              01824
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   (Address of Principal Executive Offices)          (Zip Code)
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If this Form relates to the registration of a class   If this Form relates to the registration
of securities pursuant to Section 12(b) of the   of securities pursuant to Section 12(g) o
Exchange Act and is effective pursuant to General   Exchange Act and is effective pursuant to
Instruction A.(c), check the following box. [ ]   Instruction A.(d), check the following bo

Securities Act registration statement file number to which this Form relates (if
applicable): _____

        Securities to be registered pursuant to Section 12(b) of the Act:

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    Title Of Each Class                   Name Of Each Exchange On Which
    To Be So Registered                   Each Class Is To Be Registered

        N/A                                          N/A
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        Securities to be registered pursuant to Section 12(g) of the Act:

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                    Preferred Share Purchase Right
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                             (Title of Class)



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                             (Title of Class)
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ITEM 2.    EXHIBITS.                                                REFERENCE
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  1.       Rights Agreement between the Registrant and EquiServe Trust      Filed herewith
           Company, N.A., as amended.
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                                    SIGNATURE

     Pursuant to the requirements of Section 12 of the Securities Exchange Act
of 1934, the Registrant has duly caused this Amendment No. 2 to Registration
Statement on Form 8-A/A to be signed on its behalf by the undersigned, thereunto
duly authorized.

Dated: May 20, 2002   BROOKS-PRI AUTOMATION, INC.

                                        By: /s/ Ellen B. Richstone
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                                           Name: Ellen B. Richstone
                                           Title: Senior Vice President, Finance
                                                  and Administration and Chief
                                                  Financial Officer