

KLA TENCOR CORP
Form DEFA14A
May 26, 2006

Table of Contents

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

**FORM 8-K
CURRENT REPORT
Pursuant To Section 13 or 15(d) of
The Securities Exchange Act of 1934
Date of report (Date of earliest event reported): May 26, 2006
KLA-TENCOR CORPORATION
(Exact Name of Registrant as Specified in Charter)**

Delaware
(State or Other Jurisdiction of Incorporation)

000-09992
(Commission File Number)

04-2564110
(IRS Employer Identification
No.)

160 Rio Robles
San Jose, California 95134
(Address of Principal Executive Offices)
Registrant's telephone number, including area code: (408) 875-3000
N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

TABLE OF CONTENTS

Item 1.01 Entry into a Material Definitive Agreement

Item 9.01 Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

EXHIBIT 2.1

EXHIBIT 99.1

Table of Contents**Item 1.01 Entry into a Material Definitive Agreement**

On May 26, 2006, KLA-Tencor Corporation (KLA-Tencor) entered into a definitive Amended and Restated Agreement and Plan of Merger (the Amended Merger Agreement) with ADE Corporation (ADE) and South Acquisition Corporation, a wholly-owned subsidiary of KLA-Tencor (the Merger Sub). The Amended Merger Agreement amends and restates the definitive Agreement and Plan of Merger entered into by KLA-Tencor, ADE and Merger Sub on February 22, 2006, and changes the consideration payable to ADE shareholders from 0.64 shares of KLA-Tencor common stock to \$32.50 in cash per share of ADE common stock.

The Amended Merger Agreement provides that, upon the terms and subject to the conditions set forth in the Amended Merger Agreement, Merger Sub will merge with and into ADE, with ADE as the surviving corporation and a wholly-owned subsidiary of KLA-Tencor (the Merger). Consummation of the Merger is subject to customary closing conditions, including approval by the stockholders of ADE. ADE s directors and executive officers, who together hold approximately 28% of ADE s outstanding common stock, have agreed to vote the shares of ADE common stock that they beneficially own in favor of the Merger. A copy of the Amended Merger Agreement is attached hereto as Exhibit 2.1 and is incorporated herein by reference. A copy of the press release issued by KLA-Tencor on May 26, 2006, concerning the transaction is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Additional Information and Where to Find It

In connection with the proposed merger, ADE will file a proxy statement and other relevant documents with the Securities and Exchange Commission (SEC). ADE STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT WHEN IT BECOMES AVAILABLE AS IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND RELATED MATTERS. ADE STOCKHOLDERS WILL HAVE ACCESS TO FREE COPIES OF THE PROXY STATEMENT (WHEN AVAILABLE) AND OTHER DOCUMENTS FILED WITH THE SEC BY ADE AND KLA-TENCOR THROUGH THE SEC WEBSITE AT WWW.SEC.GOV. THE PROXY STATEMENT AND RELATED MATERIALS MAY ALSO BE OBTAINED FOR FREE (WHEN AVAILABLE) FROM ADE BY DIRECTING A REQUEST TO: ADE CORPORATION, 80 WILSON WAY, WESTWOOD, MASSACHUSETTS 02090, ATTENTION: CHIEF FINANCIAL OFFICER, TELEPHONE: (781) 476-3500. DOCUMENTS FILED WITH THE SEC BY KLA-TENCOR MAY ALSO BE OBTAINED FOR FREE (WHEN AVAILABLE) FROM KLA-TENCOR BY DIRECTING A REQUEST TO: KLA-TENCOR CORPORATION, 160 RIO ROBLES, SAN JOSE, CALIFORNIA 95134, ATTENTION: GENERAL COUNSEL, TELEPHONE: (408) 875-3000.

KLA-Tencor, ADE and their respective directors and executive officers and other members of management and employees may be deemed to participate in the solicitation of proxies in respect of the proposed transactions. Information regarding KLA-Tencor s directors and executive officers is available in KLA-Tencor s proxy statement for its 2005 annual meeting of stockholders, which was filed with the SEC on October 13, 2005, and information regarding ADE s directors and executive officers is available in ADE s annual report on Form 10-K for the year ended April 30, 2005, and its proxy statement for its 2005 annual meeting of stockholders, which were filed with the SEC on July 26 and August 19, 2005, respectively. Additional information regarding the interests of such potential participants will be included in the proxy statement and the other relevant documents filed with the SEC when they become available.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

**Exhibit
Number****Description**

| | |
|------|--|
| 2.1 | Amended and Restated Agreement and Plan of Merger among KLA-Tencor Corporation, ADE Corporation, and South Acquisition Corporation, dated May 26, 2006 |
| 99.1 | Press Release issued by KLA-Tencor Corporation dated May 26, 2006 |

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KLA-TENCOR CORPORATION

Date: May 26, 2006

By: /s/ Stuart J. Nichols

Name: Stuart J. Nichols

Title: Vice President and General Counsel

Table of Contents

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
| 2.1 | Amended and Restated Agreement and Plan of Merger among KLA-Tencor Corporation, ADE Corporation, and South Acquisition Corporation, dated May 26, 2006 |
| 99.1 | Press Release issued by KLA-Tencor Corporation dated May 26, 2006 |