HELIX TECHNOLOGY CORP
Form 425
July 12, 2005

Filed by Helix Technology Corporation
pursuant to Rule 425
under the Securities Act of 1933
and deemed filed pursuant to
Rule 14a-12 under the Securities Exchange Act of 1934
Subject Company: Helix Technology Corporation

(Commission File No.: 0-6866)

This filing relates to a planned business combination between Helix Technology Corporation (Helix) and Brooks Automation, Inc. (Brooks) pursuant to the terms of an Agreement and Plan of Merger, dated as of July 11, 2005 (the Merger Agreement), among Helix, Brooks and Mt. Hood Corporation. The Merger Agreement has been filed with the Securities and Exchange Commission as an exhibit to the Report on Form 8-K filed by Helix on July 11, 2005.

On July 12, 2005, Helix made the following presentation available to investors:

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[LOGO] [LOGO]

[GRAPHIC]

Investor Presentation
July 2005

Creating Manufacturing Efficiency

[LOGO] **Forward-Looking Statements/Risk Factors** [LOGO]

Cautionary Statement Concerning Forward-Looking Statements. Statements in this presentation regarding the proposed transaction and the expected timetable for completing the transaction, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These include statements concerning the benefits of the proposed transaction, the combined company s status as a premier provider of integrated subsystems solutions primarily for the semiconductor capital equipment market; trends in the semiconductor manufacturing industry, including the trend among semiconductor capital equipment manufacturers to outsource production of certain of their systems and growth trends within the market segments in which the combined company will compete; the strength, profitability and capabilities of the combined company; the ability of the combined company to achieve efficiencies, profitability and growth; the capabilities and market acceptance of the combined company s products going forward; the impact of the acquisition and merger in mitigating the volatility of financial performance; and the importance of size and scale as a factor in competing in the market segments in which the combined company will operate. Such statements are based upon the current beliefs and expectations of Brooks and Helix s management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. Any statements that are not statements of historical fact (including statements containing the words believes, plans, anticipates, expects, estimates and similar expressions) should also be considered to be forward-looking statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including: the ability to obtain governmental approvals of the transaction on the proposed terms and schedule; the failure of Brooks and Helix stockholders to approve the transaction; the ability of Brooks to successfully integrate Helix s operations and employees; the risk that the cost savings and any other synergies from the transaction may not be fully realized or may take longer to realize than expected; disruption from the transaction making it more difficult to maintain relationships with customers and employees; and competition and its effect on pricing, spending, third-party relationships and revenues. Additional factors that may affect future results are contained in Brooks and Helix s filings with the SEC, including Brooks Annual Report on Form 10-K for the year ended September 30, 2004 and Helix s Annual Report on Form 10-K for the year ended December 31, 2004, which are available at the SEC s Internet site (http://www.sec.gov). The information set forth herein speaks only as of the date hereof, and Brooks and Helix disclaim any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this presentation.

Company Overviews

[LOGO]

A premier semiconductor automation solutions provider

Headquarters: Chelmsford, MA

Year Founded: 1978

Key Product Segments:

Equipment automation

Factory automation software

Factory automation hardware

Employees: 1,800

[LOGO]

A technology leader in creating, measuring and controlling critical vacuum process environments

Headquarters: Mansfield, MA

Year Founded: 1967

Key Product Families:

Cryogenic vacuum pumps

Measurement systems

Thermal management systems

Global customer service

Employees: 685

Transaction Overview

Overview

$454 million stock-for-stock exchange

Exchange ratio 1.11x

Pro forma fully diluted ownership: Brooks 61%, Helix 39%

Company Name

Brooks Automation, Inc.

Operations

Headquarters in Chelmsford, MA

More than 2,400 combined full-time employees

Board of Directors

7 Directors from Brooks, 3 from Helix and 1 non-voting emeritus director

Management

President & CEO: Ed Grady

President & COO, Semiconductor Products Group: Jim Gentilcore

President & COO, Enterprise Software Group: Joe Bellini

CFO: Bob Woodbury

Exchange

NASDAQ

Transaction Timing

Expected to close in calendar Q4 2005

Strategic Vision

Combination increases integrated content of vacuum automation systems, which is the fastest-growing segment in automation

Positions Company to be a leading provider of vacuum automation and process vacuum outsourcing to Tier 1 OEMs

Extends combined company s world-class service organization and deepens relationships with semiconductor manufacturers to drive selection of integrated platform solutions with tool OEMs

Combined manufacturing expertise will drive operational improvement and efficiency throughout combined entity

Expands Brooks footprint beyond the automation system, increasing available market by $1.0 billion

Positions Company for accelerated earnings growth while reducing revenue cyclicality and enhancing profitability through downturns

Combines Brooks Leading Position in Automation...

Equipment Automation(1)
$332M

[GRAPHIC]

Factory
Automation Software(1)

$124M

Collaborative Manufacturing

Closed Loop Automation

Supply Chain Execution

Business Performance

Management

Services and Support

Factory
Automation Hardware(1)

$115M

[GRAPHIC]

	Atmospheric	Vacuum		
Brooks Rank(2)	**#1**	**#1**	**#1 / #2 (License / Overall)**	**#3**
Brooks Share(2)	**45%**	**91%**	**37% / 21%**	**12%**
Brooks Revenues(2)	**$227M**	**$121M**	**$124M**	**$79M**
Served Market(2)	**$502M**	**$134M**	**$606M**	**$650M**
Total Market(3)	**$1,542M**		**$1,170M**	**$755M**

Total Automation Market: $3,467M(3)

(1) CY2004 data as per Brooks filings.

(2) CY2004 data as per Dataquest, April 2005.

(3) Brooks estimates.

...With Helix s Excellence in Process Vacuum Solutions

Process Vacuum Solutions

$180M(1)

[GRAPHIC]

Helix Rank(1)	**#1**
Helix Share(1)	**65%**
Helix Revenues(1)	**$180M**
Served Market(1)	**$275M**
Total Market(2)	**$987M**

Total Vacuum Market: $987M(2)

(1) CY2004 data as per VLSI Research, May 2005 and Helix estimates (including service).

(2) CY2004 data as per VLSI Research, May 2005 and Helix estimates (including service), includes cryopumps, turbo-pumps and measurement systems.

Combined Leadership in Vacuum Tool Systems

[GRAPHIC]

[LOGO]

Vacuum Tool Automation

Robotics

Alignment modules

Load lock modules

Cluster tool platforms

Vacuum Tool Systems

Controls

Domain Expertise

Systems Engineering

Systems Integration

[LOGO]

Process Vacuum Technology

Vacuum systems

Measurement systems

Thermal management

Vacuum-Based Processes

Etch

CVD

PVD

Ion Implant

Metrology

RTP

Dry Strip

Other

To Capture and Drive Outsourcing Opportunities

Merchant Tool Automation Market
Forecasted Growth

[CHART]

Vacuum tool automation is the fastest-growing segment in semiconductor equipment - over 36% CAGR from 2004-2008E

Tier 1 OEMs secular shift from modules to systems

Tool automation non-core R&D investment for OEMs

Tool Automation is $1.5B Total Market (2004)(2)
Outsourcing Continues

[CHART]

Merchant Market is Expanding(2)

[CHART]

(1) Dataquest, April 2005.

(2) Brooks estimates.

(3) Based on Brooks estimated TAM.

Leader in Atmospheric Tool Automation

Atmospheric Tool Automation Content

[GRAPHIC]

Atmospheric BOM	% Cost	BRKS
ATM Robot	30%	30%
Aligner	6%	6%
2-4 Load Port Modules	27%	27%
Fan Filter Unit	6%	
Enclosure	13%	
Electronics / Sensors	6%	
Integration & Test	11%	11%
Total	100%	74%

Brooks greater than 50% - winning business

Total Atmospheric Tool Automation Market (2004)

[CHART]

(1) Dataquest, April 2005.

(2) Based on Brooks estimated TAM of $925M.

Increasing Value in Vacuum Tool Systems

Vacuum Tool Opportunity Increases

Ion Implant

Metrology

PVD (shown below)

[GRAPHIC]

PVD Vacuum BOM	% Cost	BRKS	HELX	Combined
1-Vacuum Robots	18%	18%		18%
2-Chambers / Frame	28%			
3-Valves	19%	3%	1%	4%
4-Dry Pumps	7%			
5-Cryo / Turbo Pumps	20%		20%	20%
6-Measurement	2%		2%	2%
7-Electronics / Sensors	3%			
8-Integration & Test	7%	7%		7%
Total	100%	28%	23%	51%
PVD Vacuum Process BOM			37%	

Combination positions Company to win greater share in wafer transport

Total Vacuum Tool Automation Market (2004)

[CHART]

(1) Dataquest, April 2005.

(2) Based on Brooks estimated TAM of $616M.

Goal: Driving System Sales to OEM Customers

2004 Rank by Revenue(1)	OEM	Modules	[LOGO] Atmospheric Systems	Vacuum Systems	CTI-Cryogenics®	[LOGO] Granville Phillips®	Polycold Systems®
1	Applied Materials	Y	Z		X	Y	Z
2	Tokyo Electron	Z			Z	Z	
3	ASML	Z				Y	Y
4	KLA-Tencor	Y	Z	Z	Y	Y	
5	Nikon	Z					
6	Novellus	X			X	X	X
7	Lam Research	X	X				
8	Hitachi	Z		Z			
9	Canon						
10	Dainippon Screen	Z					
11	Axcelis	Y	Z		X	X	
12	ASM International	Z					
13	Varian	X	X		X	X	

Legend: X Significant Presence Y Presence Z Minimal Presence

(1) Dataquest, April 2005.

Top OEMs Represent Major Market Opportunity

Combination improves ability to capture module business from under-penetrated OEM customers

Increased content expected to accelerate vacuum systems sales to combined customer base

Tool Automation Opportunity -

Selected 5 FE Equipment Companies

Product		Revenue ($M)
Atmospheric Automation Modules	$	193
Atmospheric Automation Systems		173
Vacuum Automation Modules		62
Vacuum Automation Systems		302
Total	**$**	**730**

Total Tool Automation Market (2004)

[CHART]

Process Vacuum Opportunity -

Selected 5 FE Equipment Companies

Product		Revenue ($M)
Process Vacuum Subsystems	$	217
Total	**$**	**217**

Process Vacuum Market (2004)

[CHART]

(1) Brooks estimates.

(2) Dataquest, April 2005.

(3) Based on Brooks estimated TAM.

(4) Helix estimates.

(5) VLSI Research, May 2005 and Helix estimates (including service).

(6) Helix estimates based on VLSI Research TAM.

Enhanced Services and Support

Transactional Management

On-hand spares for self-service
Exchange service
GUTS® program

[LOGO]

Upgrade Solutions

Optimize tool performance
RetroEase® system upgrades

Relationship Management

TrueBlue® Service Agreements
e-JIT Predictive Maintenance
Improved performance and tool availability

[LOGO]

Total Subsystems Support

Support Helix, Brooks and third-party products

Accelerates Movement from Component to Total Subsystems Support

Helix Service Platform enables predictive value instead of a transactional business

Increases service value for enhanced tool availability, throughput and total cost of ownership

Higher customer demand and retention through improved customer satisfaction

Push and pull based on technology and service

Greater
Value Proposition
for Customers

Strengthening End-user Relationships

2004 Rank by CapEx(1)	Fab	[LOGO]	OEM(2) Service to the Fab	[LOGO]
1	Samsung	Z		X
2	North American IDM			X
3	Taiwan Semiconductor	Z		X
4	Hynix			Y