

BROOKS-PRI AUTOMATION INC

Form 424B3

October 02, 2002

**Prospectus Supplement No. 12
To Prospectus dated September 6, 2001**

\$175,000,000

Brooks-PRI Automation, Inc.

**4.75% Convertible Subordinated Notes Due 2008 and
the Common Stock Issuable Upon Conversion of the Notes**

This prospectus supplement no. 12 relates to the resale by the selling securityholders of 4.75% convertible subordinated notes due June 1, 2008, of Brooks-PRI Automation, Inc. and the shares of common stock, \$.01 par value, of Brooks-PRI Automation, Inc. issuable upon the conversion of the notes.

This prospectus supplement should be read in conjunction with the prospectus dated September 6, 2001, the prospectus supplement no. 1 dated September 19, 2001, prospectus supplement no. 2 dated September 27, 2001, prospectus supplement no. 3 dated October 24, 2001, prospectus supplement no. 4 dated November 2, 2001, prospectus supplement no. 5 dated December 4, 2001, prospectus supplement no. 6 dated December 7, 2001, prospectus supplement no. 7 dated January 16, 2002, prospectus supplement no. 8 dated March 12, 2002, prospectus supplement no. 9 dated March 27, 2002, prospectus supplement no. 10 dated April 17, 2002, and prospectus supplement no. 11 dated May 3, 2002, which are to be delivered with this prospectus supplement no. 12. All capitalized terms used but not defined in this prospectus supplement no. 12 shall have the meaning given them in the prospectus.

The following table contains information as of October 2, 2002, with respect to certain selling securityholders and the principal amount of notes and underlying common stock beneficially owned by each of the selling securityholders listed herein that may be offered using this prospectus. The information is based on information provided by or on behalf of the selling securityholders and may have changed as of the date hereof. Because the selling securityholders may offer all or some of their notes or the underlying common stock from time to time, we cannot estimate the amount of the notes or underlying common stock that will be held by the selling securityholders upon the termination of any particular offering. The column showing ownership after completion of the offering assumes that the selling securityholders will sell all of the securities offered by this prospectus. The selling securityholders listed in the table may have sold or transferred, in transactions exempt from the registration requirements of the Securities Act, some or all of their notes since the date on which the information in the table is presented. Information about the selling stockholders may change over time. Any change in this information will be set forth in prospectus supplements, if required. None of the selling securityholders or any of its affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with us or our affiliates within the past three years.

| Name of Selling Securityholder | Principal Amount of Notes Beneficially Owned that May be Sold (\$) | Percentage of Notes Outstanding | # of Shares of Common Stock Beneficially Owned | | # of Shares of Common Stock to be Beneficially Owned After Completion of Offering and % of Common Stock Outstanding(2) |
|--|--|---------------------------------|--|---|--|
| | | | Prior to the Offering(1) | # of Shares of Common Stock that May be Sold(1) | |
| Man Convertible Bond Master Fund, Ltd. | 7,416,000 | 4.24% | 105,595 | 105,595 | 0 |
| St. Thomas Trading, Ltd. | 12,169,000 | 6.95% | 173,273 | 173,273 | 0 |
| Any other holder of notes or future transferee, pledgee donee or successor (3) (4) | | | | | |

- (1) Assumes conversion of all of the holder's notes at a conversion price of \$70.23 a share of common stock. Fractions of a share are not included for the purposes of this calculation. The conversion price will be subject to adjustment as described under Description of Notes Conversion of Notes. As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.
- (2) The selling stockholder listed herein will own less than 1% of the total shares of common stock outstanding upon completion of the offering.
- (3) Information about other selling securityholders will be set forth in prospectus supplements, if required.
- (4) Assumes that any other holders of notes, or any future transferees, pledgees, donees or successors of or from any other such holders of notes, do not beneficially own any common stock other than the common stock issuable upon conversion of the notes at the initial conversion rate.

INVESTING IN THE SECURITIES OFFERED HEREBY INVOLVES A HIGH DEGREE OF RISK. SEE RISK FACTORS BEGINNING ON PAGE 6 OF THE ACCOMPANYING PROSPECTUS.

THE SECURITIES AND EXCHANGE COMMISSION AND STATE SECURITIES REGULATORS HAVE NOT APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is October 2, 2002