

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

## FORM 10-K/A

Amendment No. 2

(MARK ONE)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 25, 2000

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

Commission file number 000-12933

# LAM RESEARCH CORPORATION

(Exact name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

94-2634797

(I.R.S. Employer Identification Number)

**4650 Cushing Parkway**

**Fremont, California 94538**

(Address of Principal Executive Offices including Zip Code)

**(510) 659-0200**

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act: None

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

**COMMON STOCK, \$0.001 PAR VALUE**

(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be

contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K, or any amendment to this Form 10-K. [X]

The aggregate market value of the voting stock held by non-affiliates of the Registrant, based on the average of the closing price of the Common Stock on September 5, 2000, as reported by the Nasdaq National Market, was approximately \$2,703,455,000. Common Stock held by each officer and director and by each person who owns 5% or more of the outstanding Common Stock has been excluded from this computation in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination of such status for other purposes.

As of September 5, 2000, the Registrant had outstanding 124,559,636 shares of Common Stock.

## EXPLANATORY NOTE

This Amendment No. 2 to the Lam Research Corporation Form 10-K for the fiscal year ended June 25, 2000 is solely to make the following corrections to the previously filed Form 10-K, as amended:

1. The "Operating Results- Restructuring Charges" section to Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" is amended to correct the table summarizing activity relating to the fiscal 1998 restructuring. Due to a typographical error, the table summarizing activity relating to the fiscal 1999 restructuring was incorrectly inserted in place of the table relating to the fiscal 1998 restructuring. The correct table was included in the printed Form 10-K that was distributed to its stockholders prior to its annual meeting.
2. The "Exhibit Index" has been revised to reflect that the Company is filing its complete Certificate of Incorporation, as amended, with this Amendment No.2 to the Form 10-K; and to delete certain previously filed agreements that were no longer in effect as of the filing date of the Form 10-K and which had been entered into more than two years prior to such filing date.
3. Exhibit 3.1 has been replaced to file as one exhibit the Company's Certificate of Incorporation reflecting the last amendment which effected that previously disclosed March 2000 stock split. The previously disclosed Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock is filed hereto as Exhibit 3.3.

### ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

#### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

*With the exception of historical facts, the statements contained in this discussion are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and are subject to the Safe Harbor provisions created by that statute. Such forward-looking statements include, but are not limited to, statements that relate to our future revenue, product development, demand, acceptance and market share, competitiveness, gross margins, levels of research and development ("R&D") and operating expenses, our management's plans and objectives for our current and future operations, the effects of our restructurings and consolidation of operations and facilities, our ability to complete contemplated restructurings or consolidations on time or within anticipated costs and the sufficiency of financial resources to support future operations and capital expenditures. Such statements are based on current expectations and are subject to risks, uncertainties and changes in condition, significance, value and effect, including those discussed below and under the heading Risk Factors within the section of this report entitled Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations," which was filed previously and other documents we file from time to time with the Securities and Exchange Commission; specifically, our quarterly reports on Forms 10-Q and our current reports on Form 8-K. Such risks, uncertainties and changes in condition, significance, value and effect could cause actual results to differ materially from those expressed herein and in ways not readily foreseeable. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof and of information currently and reasonably known. We undertake no obligation to release the results of any revisions to these forward-looking statements which may be made to reflect events or circumstances which occur after the date hereof or to reflect the occurrence or effect of anticipated or unanticipated events. All references to fiscal year apply to our fiscal years, which ended June 25, 2000, June 30, 1999 and June 30, 1998.*

#### *Results of Operations - Restructuring Charges*

During our first fiscal 1997 quarter ended September 30, 1996, we projected and announced that revenues would be lower than previous quarters due to a projected 20% general market decline. Our revenues during that quarter fell to \$299.2 million, a decrease of 24% from the prior quarter. We assessed that market conditions would remain depressed and, therefore, that our revenues would continue to be adversely affected. Accordingly, and as announced on August 26, 1996, we organizationally restructured our business units into a more centralized structure and cut our workforce by approximately 11%.

Our quarterly revenue would eventually decline to \$233.3 million in the March 1997 quarter, 40% lower than the peak reached in the quarter ended June 1996. Subsequently, in the latter part of calendar 1997, the industry rebounded quickly and entered into what eventually became a short-lived upturn cycle. During the June 1997 quarter, our revenues grew back to \$282.6 million and reached \$292.1 million by the December 1997 quarter. However, our outlook in late January 1998 was that the industry was again entering into a steep downturn brought on by depressed DRAM pricing and the Asia financial crisis. We therefore announced a further set of restructuring activities in a news release on February 12, 1998. At that time, our assessment related to industry conditions was that our revenues for the March and June 1998 quarters would decline by approximately 20%. Our restructuring plans aligned our cost structure to this level of revenues by exiting part of our Chemical Vapor Deposition ("CVD") business and all of our Flat Panel Display ("FPD") business, consolidating our manufacturing facilities and substantially reducing our remaining infrastructure and workforce. Our actual June 1998 revenues were in line with those expectations;

however, by the mid-June 1998 time-frame the industry conditions further deteriorated and the outlook for future quarters significantly worsened. We projected revenues to drop to a run rate of approximately \$180 million per quarter and determined we needed once more to reduce our cost structure in line with the projected reductions in revenue. Accordingly, another separate restructuring plan was developed and announced in June 1998 and we exited the remainder of our CVD operations. As a result of the restructurings in fiscal 1998, we reduced our global workforce by approximately 28%.

Our revenue outlook in June 1998 was based on our projection that the worldwide wafer fabrication industry would deteriorate from a quarterly revenue amount of \$4.2 billion to \$3.2 billion, or a 25% decline. The semiconductor equipment market contracted beyond what was anticipated, to quarterly revenues of \$2.6 billion as reported by Dataquest, an independent industry analysis firm. Our shortfall of revenues during the September 1998 quarter declined in line with the industry as a whole, and resulted in lower than anticipated revenues, falling to \$142.2 million. At that point in time, we projected that our quarterly revenues would remain closer to the \$140-\$150 million level for at least the next several quarters. This necessitated another restructuring plan and further cost reductions via employee terminations, facilities consolidation and a contraction of operating activities, all of which resulted in the additional write-off of plant-related assets. This plan was announced and publicly communicated on November 12, 1998. As a result of the fiscal 1999 restructuring, we further reduced our global workforce by approximately 15%.

Beginning in late fiscal 1999, there were indications of a recovery in the semiconductor industry. On a global basis, semiconductor makers began adding new capacity to address an increase in the demand for semiconductors. In addition to new capacity, the semiconductor industry accelerated a migration to new materials such as copper and the new interconnect processes required to implement them. In early calendar year 2000, we concluded that the upturn would be sustainable and that it was likely to continue through the end of the calendar year.

During the third quarter of fiscal 2000 we completed certain elements of our restructuring activities in accordance with our previously established and announced plans. As a result of the stronger than anticipated recovery of the semiconductor capital equipment market, we were able to recover approximately \$18.9 million of the restructuring charges recorded in prior periods. Of this amount \$1.4 million was recovered due to outplacement services guaranteed by us for terminated employees and other exit costs not being utilized. Another \$5.6 million was recovered because we were able to reoccupy or successfully sublease certain manufacturing and administrative facilities under long term operating leases. We also recovered \$3.1 million through the sale of our previously abandoned and written off facility in Korea. Additionally, we will utilize leasehold improvements of \$5.5 million in certain manufacturing and administration facilities under operating leases which have been reoccupied as a result of the stronger than anticipated rebound in business. Approximately \$0.8 million was recovered from the salvage of CVD inventories previously segregated and written off due to requests from former customers to purchase certain piece parts. The remaining \$2.5 million was recovered due to certain customers not utilizing system return credits they requested and which were issued as a result of the decision to exit the CVD and FPD businesses.

As a result of the continued growth of the semiconductor capital equipment market, we recovered an additional \$17.0 million of restructuring charges during the fourth quarter of fiscal 2000 at which time we completed the remaining elements of our restructuring plan. Of this amount, \$9.5 million was recovered due to lower severance and termination costs than we had planned for certain employees and executives. Another \$3.9 million was recovered from successful subleasing or occupancy of certain manufacturing and administrative facilities due to the aforementioned faster and more robust than anticipated industry recovery. We also recovered approximately \$1.4 million from the sale of more CVD and FPD inventory. Another \$1.9 million was recovered as a result of customers not utilizing system return credits they had originally requested. Additionally, we will utilize leasehold improvements of \$0.3 million in certain manufacturing and administration facilities under operating leases which have been reoccupied as a result of the stronger than anticipated rebound in business.

Below is a table summarizing activity relating to the fiscal 1999 restructuring:

|   | SEVERANCE<br>AND<br>BENEFITS | LEASE<br>PAYMENTS<br>ON VACATED<br>FACILITIES | ABANDONED<br>FIXED<br>ASSETS | CREDITS ON<br>RETURNED<br>EQUIPMENT | TOTAL      |
|---|------------------------------|---|------------------------------|-------------------------------------|------------|
|   | (in thousands)               |   |                              |                                     |            |
| Fiscal year 1999 provision.....           | \$16,521                     | \$1,125                                       | \$28,141                     | \$7,585                             | \$53,372   |
| Cash payments.....                        | (11,663)                     | (440)   | --                           | (258)                               | (12,361)   |
| Non-cash charges.....                     | --                           | --  | (28,141)                     | (1,959)                             | (30,100)   |
| Balance at June 30, 1999.....             | 4,858                        | 685   | --                           | 5,368                               | \$10,911   |
| Recovery of assets.....                   | --                           | 171   | 4,258                        | --                                  | \$4,429    |
| Cash payments.....                        | (1,831)                      | (680)   | --                           | (275)                               | (\$2,786)  |
| Non cash charges.....                     | --                           | --  | --                           | (806)                               | (\$806)    |
| Reversal of restructuring<br>charges..... | (3,027)                      | (176)   | (4,258)                      | (2,586)                             | (\$10,047) |
| Balance at June 25, 2000.....             | --                           | --  | --                           | \$1,701                             | \$1,701    |

Severance and Benefits relates to the salary and fringe benefit expense for involuntarily terminated employees representing approximately 15% of the global workforce. Prior to the date of the financial statements, management, with the proper level of authority, approved and committed us to a plan of termination and determined the benefits the employees being terminated would receive. Prior to the financial statement date, the expected termination benefits were communicated to employees in enough detail that they could determine their type and amount of benefit. The termination of employees occurred shortly after the plan of restructuring was finalized.

Lease Payments on Vacated Facilities relates to 24 months of rent and common area maintenance expense for the vacated facilities. We also estimated given the then-current real estate market conditions, that it would take approximately 24 months to sub-lease our vacated facilities in Fremont, California.

We wrote-off all leasehold improvements used in the excess facilities, computer equipment, furniture and fixtures related to the involuntarily terminated employees, and other assets deemed to have no future use as a result of the restructuring.

Credits on Returned Equipment relate to the charge associated with the requirement by certain of our customers to return their previously purchased CVD systems and spare parts. The majority of the Credit on Return Equipment reserve balance of \$1.7 million as of June 25, 2000 will be utilized by the end of the current calendar year 2000.

Below is a table summarizing activity relating to the fiscal 1998 restructuring:

|                                   | LEASE<br>SEVERANCE<br>AND ON VACATED<br>BENEFITS | EXCESS<br>PAYMENTS<br>FIXED ASSETS | ABANDONED<br>AND OBSOLETE<br>INVENTORY | AND<br>RETURNED<br>EQUIPMENT | CREDITS ON<br>OTHER<br>EXIT<br>COSTS | TOTAL   |           |
|-----------------------------------|--|------------------------------------|--|------------------------------|--------------------------------------|---------|-----------|
| (in thousands)                    |  |                                    |  |                              |                                      |         |           |
| Fiscal year 1998 provision.....   | \$40,317   | \$16,998                           | \$47,341                               | \$31,933                     | \$6,547                              | \$5,722 | \$148,858 |
| Cash payments.....                | (9,766)  | (1,518)                            | --                                     | --                           | --                                   | --      | (11,284)  |
| Non-cash charges.....             | --   | --                                 | (47,341)                               | (31,933)                     | (4,135)                              | (5,722) | (89,131)  |
| Balance at June 30, 1998.....     | 30,551   | 15,480                             | --                                     | --                           | 2,412                                | --      | 48,443    |
| Adjustment.....                   | --   | --                                 | --                                     | 1,528                        | --                                   | 1,528   | --        |
| Cash payments.....                | (19,777)   | (3,039)                            | --                                     | --                           | (2,150)                              | --      | (24,966)  |
| Balance at June 30, 1999.....     | 10,774   | 12,441                             | --                                     | --                           | 1,790                                | --      | 25,005    |
| Recovery of assets.....           | --   | --                                 | 4,656                                  | 2,249                        | --                                   | --      | 6,905     |
| Cash payments.....                | (1,228)  | (2,234)                            | --                                     | --                           | --                                   | --      | (3,462)   |
| Non cash charges.....             | --   | --                                 | --                                     | --                           | --                                   | --      | 0         |
| Reversal of restructuring charges | (7,683)  | (9,277)                            | (4,656)                                | (2,249)                      | (1,790)                              | --      | (25,655)  |
| Balance at June 25, 2000.....     | \$1,863  | \$930                              | --                                     | --                           | --                                   | --      | \$2,793   |

Severance and Benefits relates to the salary and fringe benefit expense of the involuntarily terminated employees of the CVD and FPD operations which were exited, the shutdown of the Wilmington, Massachusetts manufacturing facility, and the employees impacted by the overall across the board reduction of the employee base. Prior to the date of the financial statements, management, with the proper level of authority, approved and committed us to a plan of termination and determined the benefits the employees being terminated would receive. Prior to the financial statement date, the expected termination benefits were communicated to employees in enough detail that they could determine their type and amount of benefit. The 1998 restructuring plans resulted in our reducing our global workforce by approximately 28%. The termination of employees occurred shortly after the plan of restructuring was finalized.

The Severance and Benefits reserve balance of \$1.9 million as of June 25, 2000 will be utilized to make scheduled cash payments through the remainder of those former employees' separation contracts.

Lease Payments on Vacated Facilities, which were included in the restructuring charge relates to remaining rent and common area maintenance on the closed Wilmington, Massachusetts manufacturing facility. We also estimated, given the then-current real estate market conditions, that it would take approximately 24 months to sub-lease our excess facilities in Fremont, California. Therefore, we included 24 months of rent and common area maintenance expense related to excess facilities in our restructuring charge. Subsequently, we have subleased our excess facilities, and the remainder represents fixed commitments that will be utilized.

We wrote-off all fixed assets relating to the operations which were exited, leasehold improvements for the excess facilities, computer equipment, furniture and fixtures related to the involuntarily terminated employees and other assets deemed to have no future use as a result of



By: /s/ MERCEDES JOHNSON

Mercedes Johnson,  
Vice President, Finance and Chief Financial Officer (Principal Financial Officer)

Dated: May 2, 2001

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James W. Bagley and Mercedes Johnson, jointly and severally, his or her attorney-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Report of Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorney-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

| SIGNATURES   | TITLE   | DATE        |
|--|---|-------------|
| *<br>/s/ JAMES W. BAGLEY<br>-----<br>James W. Bagley             | Chairman, Chief Executive<br>Officer  | May 2, 2001 |
| /s/ MERCEDES JOHNSON<br>-----<br>Mercedes Johnson                | Vice President, Finance and<br>Chief Financial Officer<br>(Principal Financial Officer) | May 2, 2001 |
| /s/ MARK FREY<br>-----<br>Mark Frey                              | Controller  | May 2, 2001 |
| *<br>/s/ DAVID G. ARSCOTT<br>-----<br>David G. Arscott           | Director  | May 2, 2001 |
| *<br>/s/ RICHARD J. ELKUS, JR.<br>-----<br>Richard J. Elkus, Jr. | Director  | May 2, 2001 |
| *<br>/s/ JACK R. HARRIS<br>-----<br>Jack R. Harris               | Director  | May 2, 2001 |
| *<br>/s/ GRANT M. INMAN<br>-----<br>Grant M. Inman               | Director  | May 2, 2001 |
| *<br>/s/ KENNETH M. THOMPSON<br>-----<br>Kenneth M. Thompson     | Director  | May 2, 2001 |
| *<br>/S/ MERCEDES JOHNSON<br>-----                               |   |             |

Mercedes Johnson

\* Attorney-In-Fact

**LAM RESEARCH CORPORATION**  
**ANNUAL REPORT ON FORM 10-K**  
**FOR THE FISCAL YEAR ENDED JUNE 25, 2000**  
**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
| 3.1            | Certificate of Incorporation of the Registrant, dated September 7, 1989; as amended by the Agreement and Plan of Merger, dated February 28, 1990; the Certificate of Amendment dated October 28, 1993; the Certificate of Ownership and Merger dated December 15, 1994; the Certificate of Ownership and Merger dated June 25, 1999 and the Certificate of Amendment effective as of March 7, 2000. |
| 3.2(16)        | Amended and Restated By Laws of the Registrant, dated March 24, 1997.   |
| 3.3            | Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock dated January 27, 1997.   |
| 4.1(1)         | Amended 1981 Incentive Stock Option Plan and Forms of Stock Option Agreements.  |
| 4.2(1)         | Amended 1984 Incentive Stock Option Plan and Forms of Stock Option Agreements.  |
| 4.4(8)         | Amended 1991 Stock Option Plan and Forms of Stock Option Agreements.  |
| 4.7(1)         | Rights Agreement, dated as of January 23, 1997, between the Registrant and ChaseMellon Shareholder Service, L.L.C., which includes Exhibit B thereto the Form of Right Certificate.   |
| 4.8(24)        | Amended and restated 1997 Stock Incentive Plan.   |
| 4.10(28)       | Lam Research Corporation 1999 Employee Stock Purchase Plan.   |
| 4.11(30)       | Amended and restated 1996 Performance-Based Restricted Stock Plan.  |
| 4.12(30)       | Amended and restated 1999 Stock Option Plan.  |
| 10.3(2)        | Form of Indemnification Agreement.  |
| 10.12(4)       | ECR Technology License Agreement and Rainbow Technology License Agreement by and between Registrant and Sumitomo Metal Industries, Ltd.   |
| 10.16(5)       | License Agreement effective January 1, 1992 between the Registrant and Tokyo Electron Limited.  |
| 10.19(6)       | Deferred Compensation Agreement with Roger D. Emerick.  |
| 10.30(9)       | 1996. Lease Agreement Between Lam Research Corporation and the Industrial Bank of Japan, Limited dated March 27, 1996.  |
| 10.33(11)      | Employment contract for Roger D. Emerick, effective July 1, 1996.   |
| 10.35(14)      | Agreement and Plan of Merger by and among Lam Research Corporation, Omega Acquisition Corporation and OnTrak Systems, Inc. dated as of March 24, 1997.  |
| 10.38(15)      | Consent and Waiver Agreement between Lam Research Corporation and IBJTC Leasing Corporation-BSC, The Industrial Bank of Japan, Limited, Wells Fargo Bank, N.A., The Bank of Nova Scotia and the Nippon Credit Bank, LTD. dated March 28, 1997.  |
| 10.41(17)      | Employment Agreement for James W. Bagley, dated July 1, 1997.   |
| 10.42(16)      | Employment agreement for Stephen G. Newberry, dated August 5, 1997.   |
| 10.43(16)      | Addendum to Roger D. Emerick Employment contract, dated June 26, 1997.  |
| 10.44(18)      | Consent and Waiver Agreement among Lam Research Corporation, IBJTC Leasing Corporation-BSC and Participants dated October 7, 1997.  |
| 10.46(20)      | Receivables Purchase Agreement between Lam Research Co., LTD. and ABN AMRO Bank N.V., Tokyo Branch, dated December 26, 1997.  |
| 10.49(20)      | Guaranty to the Receivables Purchase Agreement between Lam Research Co., LTD. and ABN AMRO Bank N.V., Tokyo Branch, dated December 26, 1997.  |
| 10.50(22)      | License Agreement between Lam Research Corporation and Trikon Technologies, Inc., dated March 18, 1998.   |
| 10.51(22)      | Loan Agreement between Lam Research Corporation and The Industrial Bank of Japan, Limited, dated March 30, 1998.  |
| 10.52(23)      | Credit Agreement between Lam Research Corporation and Deutsche Bank AG, New York Branch and ABN AMRO Bank N.V., San Francisco Branch, dated April 13, 1998.   |

- 10.53(23) First Amendment to Credit Agreement between Lam Research Corporation and ABN AMRO Bank N.V., San Francisco Branch, dated August 10, 1998.
- 10.54(19) Indenture by and between the Company and LaSalle National Bank dated as of August 15, 1997.
- 10.55(19) Registration Rights Agreement by and between the Company and Deutsche Morgan Grenfeld Inc., ABN AMRO Rothschild, and Lombard Odier International Underwriters Limited, dated as of August 15, 1997.
- 10.58(24) Loan Agreement between Lam Research Co., LTD and ABN AMRO Bank N.V., dated September 30, 1998.
- 10.59(24) Guaranty to Loan Agreement between Lam Research Co., LTD and ABN AMRO Bank N.V., dated September 30, 1998.
- 10.60(24) Second Addendum to Employment Agreement between Lam Research Corporation and Roger D. Emerick, effective September 1, 1998.
- 10.61(25) Second Amendment to Credit Agreement between ABN AMRO BANK, N.V. and Lam Research Corporation, dated December 18, 1998.
- 10.62(25) First Amendment to Guaranty between ABN AMRO BANK, N.V. and Lam Research Corporation, dated December 25, 1998.
- 10.63(25) Supplemental Agreement of Receivables Purchase Agreement dated December 26, 1997 between ABN AMRO BANK, N.V. and Lam Research Corporation, dated December 25, 1998.
- 10.64(25) Supplemental Agreement of Loan Agreement dated September 30, 1998 between ABN AMRO BANK, N.V. and Lam Research Corporation, dated December 25, 1998.
- 10.66(26) Substitution Certificate for Loan Agreement dated September 30, 1998 between ABN AMRO BANK, N.V. and Lam Research Corporation, dated March 19, 1999.
- 10.67(27) OTS Issuer Stock Option Master Agreement between Lam Research Corporation and Goldman Sachs & Co. and Collateral Appendix thereto, dated June 1999.
- 10.68(27) Form of ISDA Master Agreement and related documents between Lam Research Corporation and Credit Suisse Financial Products, dated June 1999.
- 10.69(29) The First Amendment Agreement between Lam Research Corporation and Credit Suisse Financial Products dated August 31, 1999.
- 10.70(31) Lease Agreement between Lam Research Corporation and Scotiabanc Inc., dated January 10, 2000.
- 10.71(31) Participation Agreement between Lam Research Corporation, Scotiabanc Inc., and The Bank of Nova Scotia, dated January 19, 2000.
- 21\* Subsidiaries of the Registrant.
- 23.1\* Consent of Ernst & Young LLP, Independent Auditors.
- 24 Power of Attorney.
- 27\* Financial Data Schedule.

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\* Previously filed.

- (1) Incorporated by reference to Post Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8 (No. 33-32160) filed with the Securities and Exchange Commission on May 10, 1990.
- (2) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 3, 1988.
- (3) Incorporated by reference to Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 1988.
- (4) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 1989.
- (5) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 1991.
- (6) Incorporated by reference to Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 1993.

- (7) Incorporated by reference to Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 1995.
- (8) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 1995.
- (9) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1996.
- (10) Incorporated by reference to Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 1996.
- (11) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 1996.
- (12) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 1996.
- (13) Incorporated by reference to Registrant's Report on Form 8-K dated February 4, 1997.
- (14) Incorporated by reference to Registrant's Report on Form 8-K dated March 31, 1997.
- (15) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1997.
- (16) Incorporated by reference to Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 1997.
- (17) Incorporated by reference to Registrant's Report on Form S-4 dated July 1, 1997.
- (18) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 1997.
- (19) Incorporated by reference to Registrant's Report on Form S-3 dated October 31, 1997.
- (20) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 1997.
- (21) Incorporated by reference to Registrant's Report on Form S-8 dated January 30, 1998.
- (22) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998.
- (23) Incorporated by reference to Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 1998.
- (24) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998.
- (25) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 1998.
- (26) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q/A for the quarter ended March 31, 1999.
- (27) Incorporated by reference to Registrant's Report on Form 8-K dated June 22, 1999.
- (28) Incorporated by reference to Registrant's Report on Form S-8 dated November 5, 1998.
- (29) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 26, 1999.
- (30) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended December 26, 1999.
- (31) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 26, 2000.

## EXHIBIT 3.1

### **CERTIFICATE OF INCORPORATION OF LAM RESEARCH CORPORATION**

- FIRST: The name of the Corporation is Lam Research Corporation (the "Corporation").
- SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, zip code 19801. The name of its registered agent at such address is The Corporation Trust company.
- THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
- FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is Thirty-Five Million (35,000,000) shares, consisting of Thirty Million (30,000,000) shares of Common Stock, \$.001 par value (the "Common Stock"), and Five Million (5,000,000) shares of Preferred Stock, \$.001 par value (the "Preferred Stock").
- The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences or any wholly unissued class or series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them.
- The Board of Directors is further authorized to increase or decrease the number of shares of any series, the number of which was fixed by it, subsequent to the issue of shares of such series then outstanding, subject to the limitations and restrictions stated in the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.
- FIFTH: The name and mailing address of the incorporator are as follows:
- Christopher D. Mitchell  
Wilson, Sonsini, Goodrich & Rosati Professional Corporation  
Two Palo Alto Square, Suite 900  
Palo Alto, CA 94306
- SIXTH: The Corporation is to have perpetual existence.
- SEVENTH: Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.
- EIGHTH: The number of directors which constitute the whole Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation.
- NINTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.
- TENTH: To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.
- Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.
- ELEVENTH: At the election of directors of the Corporation, each holder of stock or of any class or classes or of a series or series thereof shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected by him, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.
- TWELFTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

THIRTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and the rights conferred upon stockholders herein are granted subject to this reservation.

The undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is his act and deed and that the facts stated herein are true.

Dated: September 7, 1989

/s/ CHRISTOPHER D. MITCHELL  
Christopher D. Mitchell

**AGREEMENT AND PLAN OF MERGER  
OF LAM RESEARCH CORPORATION,  
A DELAWARE CORPORATION,  
AND  
LAM RESEARCH CORPORATION,  
A CALIFORNIA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated as of February 28, 1990 (the "Agreement") is between Lam Research Corporation, a Delaware corporation ("Lam Delaware") and Lam Research Corporation, a California corporation ("Lam California"). Lam Delaware and Lam California are sometimes referred to herein as the "Constituent Corporations."

**RECITALS**

1. Lam Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 30 million shares of "Common Stock," \$0.001 par value and 5 million shares of "Preferred Stock," \$0.001 par value. As of February 28, 1990, 100 shares of Common Stock were issued and outstanding, all of which are held by Lam California.
2. Lam California is a corporation duly organized and existing under the laws of the State of California and has an authorized capital of 20 million shares of "Common Stock," \$0.001 par value. As of December 31, 1989, 11,310,668 shares of Common Stock were issued and outstanding.
3. The Board of Directors of Lam California has determined that, for the purpose of effecting the reincorporation of Lam California in the State of Delaware, it is advisable and in the best interests of Lam California that Lam California merge with and into Lam Delaware upon the terms and conditions herein provided.
4. The respective Boards of Directors of Lam Delaware and Lam California have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective stockholders and executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Lam Delaware and Lam California hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

**I  
MERGER**

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the California General Corporation Law, Lam California shall be merged with and into Lam Delaware (the "Merger"), the separate existence of Lam California shall cease and Lam Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be Lam Research Corporation.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

1. This Agreement and the Merger shall have been adopted and approved by the stockholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the California General Corporation Law;
2. All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;
3. An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and
4. An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the California General Corporation Law shall have been filed with the Secretary of State of the State of California.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Lam California shall cease and Lam Delaware, an the Surviving Corporation, (i)shall continue to posse" all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii)shall be subject to all actions previously taken by its and Lam California's Board of Directors, (iii)shall succeed, without other transfer, to all of the assets, rights, powers and property of Lam California in the manner as more fully set forth in Section259 of the Delaware General Corporation Law, (iv)shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (v)shall succeed, without other transfer, to all of the debts, liabilities and obligations of Lam California in the same manner as if Lam Delaware had itself incurred then, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the California General Corporation Law.

## **II CHARTER DOCUMENTS, DIRECTORS AND OFFICERS**

2.1 Certificate of Incorporation. The Certificate of Incorporation of Lam Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Lam Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of Lam Delaware immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

## **III MANNER OF CONVERSION OF STOCK**

3.1 Lam California Common Shares. Upon the Effective Date of the Merger, each share of Lam California Common Stock, \$.001 par value, issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any

action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$.001 par value, of the Surviving Corporation.

3.2 Lam California Options and Stock Purchase Rights . Upon the Effective Date of the Merger, the Surviving Corporation shall assume and continue, on the terms provided therein, the stock option plans (including the Amended 1981 Incentive Stock Option Plan and the Amended 1984 Incentive Stock Option Plan) and all other employee benefit plans (including the 1984 Employee Stock Purchase Plan) of Lam California. Each outstanding and unexercised option or other right to purchase Lam California Common Stock shall become an option or right to purchase the Surviving Corporation's Common Stock on the basis of one share of the Surviving Corporation's Common Stock for each share of Lam California Common Stock issuable pursuant to any such option or stock purchase right, on the same terms and conditions and at an exercise price per share equal to the exercise price applicable to any such Lam California option or stock purchase right at the Effective Date of the Merger.

A number of shares of the Surviving Corporation's Common Stock shall be reserved for issuance upon the exercise of options or stock purchase rights equal to the number of shares of Lam California Common Stock so reserved immediately prior to the Effective Date of the Merger.

3.3 Lam Delaware Common Stock . Upon the Effective Date of the Merger, each share of Common Stock, \$.001 par value, of Lam Delaware issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Lam Delaware, the holder of such shares or any other person, be cancelled and returned to the status of authorized but unissued shares.

3.4 Exchange of Certificates . After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of Lam California Common Stock may, at such stockholder's option, surrender the same for cancellation to Bank of America, N.T. & S.A., as exchange agent (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of Lam California Common Stock shall be deemed for all purposes to represent the number of whole shares of the Surviving Corporation's Common Stock into which such shares of Lam California Common Stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of Lam California so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of Lam Delaware stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of the issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of Lam Delaware that such tax has been paid or is not payable.

## IV

## GENERAL

4.1 Covenants of Lam Delaware . Lam Delaware covenants and agrees that it will, on or before the Effective Date of the Merger:

1. Qualify to do business as a foreign corporation in the State of California and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Section 2105 of the California General Corporation Law.
2. File any and all documents with the California Franchise Tax Board necessary for the assumption by Lam Delaware of all of the franchise tax liabilities of Lam California.
3. Take such other actions as may be required by the California General Corporation Law.

4.2 Further Assurances . From time to time, as and when required by Lam Delaware or by its successors or assigns, there shall be executed and delivered on behalf of Lam California such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Lam Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Lam California and otherwise to carry out the purposes of this Agreement, and the officers and directors of Lam Delaware are fully authorized in the name and on behalf of Lam California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment . At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Lam California or of Lam Delaware, or of both, notwithstanding the approval of this Agreement by the shareholders of Lam California or by the sole stockholder of Lam Delaware, or by both.

4.4 Amendment . The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be affected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such Constituent Corporation.

4.5 Registered Office . The registered office of the Surviving Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801, County of New Castle, and The Corporation Trust Company in the registered agent of the Surviving Corporation at such address.

4.6 Agreement . Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 4650 Cushing Parkway, Fremont, California 94538, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

4.7 Governing Law . This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the California General Corporation Law.

4.8 Counterparts . In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement, having first been approved by resolutions of the Boards of Directors of Lam Delaware and Lam California, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

LAM RESEARCH CORPORATION  
a Delaware corporation

By: /S/ ROGERD. EMERICK  
RogerD. Emerick,  
Chairman of the Board and Chief  
Executive Officer

ATTEST:

/S/ HENK J. EVENHUIS  
Henk J. Evenhuis, Secretary

LAM RESEARCH CORPORATION  
a California Corporation

By: /S/ ROGERD. EMERICK  
RogerD. Emerick,  
Chairman of the Board and Chief  
Executive Officer

ATTEST:

/S/ HENK J. EVENHUIS  
Henk J. Evenhuis, Secretary

Lam Research Corporation  
(Surviving Corporation)  
OFFICERS' CERTIFICATE

RogerD. Emerick and Henk J. Evenhuis certify that:

1. They are the Chairman of the Board and Chief Executive Officer, and the Secretary, respectively, of Lam Research Corporation, a corporation organized under the laws of the State of Delaware.
2. The corporation has two classes of stock authorized, designated "Common Stock" and "Preferred Stock," respectively.
3. There are 100 shares of Common Stock and zero shares of Preferred Stock outstanding and entitled to vote on the Agreement and Plan of Merger attached hereto (the "Merger Agreement").
4. The principal terms of the Merger Agreement were approved by the board of directors and by the vote of a number of shares of each class and series of stock which equaled or exceeded the vote required.
5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of Common Stock outstanding.
6. RogerD. Emerick and Henk J. Evenhuis further declare under penalty of perjury under the laws of the States of California and Delaware that each has read the foregoing certificate and knows the contents thereof and that the same is true of his own knowledge.

Executed in Fremont, California on February 28, 1990.

/S/ ROGERD. EMERICK  
RogerD. Emerick

/S/ HENK J. EVENHUIS  
Henk J. Evenhuis

**LAM RESEARCH CORPORATION**  
**(California Corporation)**  
**OFFICERS' CERTIFICATE**

RogerD. Emerick and Henk J. Evenhuis certify that:

1. They are the Chairman of the Board and Chief Executive Officer, and the Secretary, respectively, of Lam Research Corporation, a corporation organized under the laws of the State of California.
2. The corporation has one class of stock authorized, designated "Common Shares."
3. There were 11,279,403 shares of Common Stock outstanding as of the record date (the "Record Date") and entitled to vote at the shareholders' meeting at which the Agreement and Plan of Merger attached hereto (the "Merger Agreement") was approved.
4. The principal terms of the Merger Agreement were approved by the board of directors and by the vote of a number of shares of each class and series of stock which equaled or exceeded the vote required.
5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of Common Stock outstanding as of the Record Date.
6. RogerD. Emerick and Henk J. Evenhuis further declare under penalty of perjury under the laws of the States of California and Delaware that each has read the foregoing certificate and knows the contents thereof and that the same is true of his own knowledge.

Executed in Fremont, California on February 28 1990.

/S/ ROGERD. EMERICK  
RogerD. Emerick

/S/ HENK J. EVENHUIS  
Henk J. Evenhuis

**CERTIFICATE OF AMENDMENT OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**LAM RESEARCH CORPORATION**

Lam Research Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That by vote of a majority of the Board of Directors of the Corporation (the "Board") at a meeting held on August 5, 1993, the Board duly adopted resolutions setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and authorizing and directing the officers and directors of the corporation to solicit the consent of the stockholders of the corporation for consideration thereof.

Therefore the first paragraph of Article "FOURTH" of the Certificate of Incorporation of the Corporation is hereby amended to read as follows:

"FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is Ninety-Five Million (95,000,000) shares, consisting of Ninety Million (90,000,000) shares of Common Stock, par value \$.001 per share (the "Common Stock") and Five Million (5,000,000) shares of Preferred Stock, per value \$0.001 per share (the "Preferred Stock")."

SECOND : That thereafter, the necessary number of shares of the Corporation's capital stock as required by the General Corporation Law of the state of Delaware voted in favor of the foregoing amendment at the annual meeting of the Corporation's stockholders held on October 28, 1993.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Certificate of Incorporation to be signed by Roger D. Emerick, its President, and J. Casey McGlynn, its Assistant Secretary, this 28th day of October, 1993.

By: /S/ ROGER D. EMERICK  
Roger D. Emerick,  
President

Attest: /S/ J. CASEY MCGLYNN  
J. Casey McGlynn,  
Assistant Secretary

**CERTIFICATE OF OWNERSHIP**  
**MERGING**  
**LAM RESEARCH INC.**  
**INTO LAM RESEARCH CORPORATION**  
(Pursuant to Section 253 of the General Corporation Law of Delaware)

Lam Research Corporation, a corporation incorporated in Delaware on the 8th day of September, 1989 (the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that this Corporation owns 100% of the capital stock of Lam Research Inc., a corporation incorporated on the 30th day of June, 1993, pursuant to the provisions of the General Laws of the Commonwealth of Massachusetts and that this corporation, by resolutions of its Board of Directors duly adopted by unanimous written consent on the 9th day of November, 1994, determined to and did merge into itself said Lam Research Inc., which resolutions are in the following words to wit:

WHEREAS the Corporation lawfully owns 100% of the outstanding stock of Lam Research Inc., a corporation organized and existing under the laws of the Commonwealth of Massachusetts, and

WHEREAS the Corporation desires to merge into itself said Lam Research Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED : That the Corporation merge into itself said Lam Research Inc. and assume

all of its liabilities and obligations, such merger to be effective as of December 31, 1994.

**RESOLVED FURTHER** : That the chief executive officer and the secretary or assistant secretary of the Corporation be and they hereby are directed to make and execute, under the corporate seal of the Corporation, a certificate of ownership setting forth a copy of the resolution to merge said Lam Research Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

**RESOLVED FURTHER** : That the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Lam Research Corporation has caused its corporate seal to be affixed and this certificate to be signed by Roger D. Emerick, its Chief Executive Officer and attested by Henk J. Evenhuis, its Secretary, this 15th day of December, 1994.

By: /S/ ROGER D. EMERICK  
Roger D. Emerick,  
President

Attest: /S/ HENK J. EVENHUIS  
Secretary

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**ONTRAK SYSTEMS, INC.**  
**INTO**  
**LAM RESEARCH CORPORATION**

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

Lam Research Corporation, a Delaware corporation (the "Parent"), does hereby certify:

FIRST: That Parent is incorporated pursuant to the General Corporation Law of the State of Delaware;

SECOND: That the Parent owns all of the outstanding shares of each class of the capital stock of OnTrak Systems, Inc., a Delaware corporation ("Sub"); and

THIRD: That Parent, by the following resolutions of its Board of Directors, duly adopted on June 25, 1999 determined to merge into itself OnTrak Systems, Inc., on the conditions set forth in such resolutions:

**RESOLVED**, that Parent merge into itself its wholly owned subsidiary, OnTrak Systems, Inc., a Delaware corporation ("Sub"), and assume all of Sub's liabilities and obligations;

**RESOLVED FURTHER** that Parent shall be the surviving corporation upon effectiveness of the merger;

**RESOLVED FURTHER** that the directors and officers of Parent be, and each of them hereby is, authorized and directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge Sub into Parent and to assume Sub's liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of Newcastle County.

IN WITNESS WHEREOF, said Lam Research Corporation has caused its corporate seal to be affixed and this certificate to be signed by Richard H. Lovgren, its authorized Secretary and corporate officer, this 25th day of June, 1999.

By: /S/ RICHARD H. LOVGREN  
Richard H. Lovgren  
Its: Vice President, General  
Counsel and Secretary

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF  
LAM RESEARCH CORPORATION**

Lam Research Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Company (the "Board"), at a meeting held on January 21, 2000, duly adopted resolutions setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and authorizing and directing the officers and directors of the Company to solicit the consent of the stockholders of the Company for consideration thereof.

Therefore, the first paragraph of Article "FOURTH" of the Certificate of Incorporation is hereby amended to read as follows:

"FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is Four Hundred Five Million (405,000,000) shares, consisting of Four Hundred Million (400,000,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and Five Million (5,000,000) shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock"). At the effective time of this Certificate of Amendment to the Certificate of Incorporation each of the issued and outstanding shares of Common Stock of the Corporation shall be changed and converted into Three (3) shares of Common Stock of the Corporation."

SECOND : That, thereafter, the necessary number of shares of the Company's capital stock, as required by the General Corporation Law of the State of Delaware, voted in favor of the foregoing amendment at a special meeting of the Corporation's stockholders held on March 6, 2000;

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware; and

FOURTH : That said amendment shall become effective on March 7, 2000.

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment of Certificate of Incorporation to be signed by Stephen G. Newberry, its President and Chief Operating Officer, and attested to by Richard H. Lovgren, its Vice President, General Counsel and Secretary, this 6th day of March, 2000.

LAM RESEARCH CORPORATION

By: /S/ STEPHEN G. NEWBERRY

Its: Stephen G. Newberry  
President and Chief Operating  
Officer

Attested to:

By: /S/ RICHARD H. LOVGREN

Its: Richard H. Lovgren  
Vice President, General Counsel  
and Secretary

### EXHIBIT 3.3

## **CERTIFICATE OF DESIGNATION, PREFERENCES AND RIGHTS OF SERIES A JUNIOR PARTICIPATING PREFERRED STOCK OF LAM RESEARCH CORPORATION**

Pursuant to Section 151 of the General Corporation Law  
of the State of Delaware

The undersigned officers of Lam Research Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware, in accordance with the provisions of Section 103 thereof, DO HEREBY CERTIFY:

That pursuant to the authority conferred upon the Board of Directors by the Certificate of Incorporation of the said Corporation, the said Board of Directors on January 23, 1997, adopted the following resolution creating a series of one hundred thousand (100,000) shares of Preferred Stock designated as "Series A Junior Participating Preferred Stock;":

RESOLVED, that pursuant to the authority vested in the Board of Directors of this Corporation in accordance with the provisions of its Certificate of Incorporation, a series of Preferred Stock of the Corporation be and it hereby is created, and that the designation and amount thereof and the voting powers, preferences and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof are as follows:

Section 1. Designation and Amount. The shares of such series shall be designated as "Series A Junior participating Preferred Stock" and the number of shares constituting such series shall be one hundred thousand (100,000).

Section 2. Dividends and Distributions.

1. The holders of shares of Series A Junior Participating Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the last day of March, June, September and December in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Junior Participating Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$.01 or (b) subject to the provision for adjustment set forth below, one thousand (1,000) times the aggregate per share amount of all cash dividends, and one thousand (1,000) times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock, par value \$.001 per share, of the Corporation (the "Common Stock") since the immediately preceding Quarterly Dividend Payment Date, or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Junior Participating Preferred Stock. In the event the Corporation shall at any time after January 23, 1997 (the "Rights Dividend Declaration Date") (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount to which holders of shares of Series A Junior Participating Preferred Stock were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

2. The Corporation shall declare a dividend or distribution on the Series A Junior Participating Preferred Stock as provided in subsection (A) above immediately after the Corporation declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock), provided that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of +\$.01 per share on the Series A Junior Participating



# End of Filing