

APPLIED MATERIALS INC /DE
Form 8-K
June 01, 2011

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): June 1, 2011

Applied Materials, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-06920
(Commission
File Number)

94-1655526
(IRS Employer
Identification No.)

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3050 Bowers Avenue

P.O. Box 58039

Santa Clara, CA
(Address of principal executive offices)

Registrant's telephone number, including area code: (408) 727-5555

95052-8039
(Zip Code)

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:

- .. 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))

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

As previously reported, on May 3, 2011, Applied Materials, Inc., a Delaware corporation (Applied), Barcelona Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of Applied (Merger Sub), and Varian Semiconductor Equipment Associates, Inc., a Delaware corporation (Varian), entered into an Agreement and Plan of Merger pursuant to which Merger Sub will, upon the terms and subject to the conditions thereof, merge with and into Varian (the Merger), with Varian surviving the Merger as a wholly-owned subsidiary of Applied. The audited combined financial statements of Varian at October 1, 2010 and October 2, 2009 and the results of operations and cash flows for each of the three years in the period ended October 1, 2010, and the unaudited condensed combined interim financial statements as of and for the six months in the period ended April 1, 2011 are filed herewith as Exhibits 99.1 and 99.2, respectively.

(b) Pro Forma Financial Information

The unaudited pro forma information reflecting the Merger is filed herewith as Exhibit 99.3.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 99.1 | Audited consolidated financial statements of Varian at October 1, 2010 and October 2, 2009 and the results of operations and cash flows for each of the three years in the period ended October 1, 2010. |
| 99.2 | Unaudited interim consolidated financial statements of Varian as of and for the six months in the period ended April 1, 2011. |
| 99.3 | Unaudited pro forma information. |

SIGNATURE

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

Applied Materials, Inc.

(Registrant)

Dated: June 1, 2011

By: /s/ Joseph J. Sweeney
Joseph J. Sweeney

Senior Vice President,

General Counsel and Corporate Secretary

EXHIBIT INDEX

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| 99.3 | Unaudited pro forma information. |