

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.

<b>Exhibit No.</b>	<b>Description</b>
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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