

**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 25, 2007

Applied Materials, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-06920
(Commission File Number)

94-165526
(IRS Employer
Identification No.)

3050 Bowers Avenue
P.O. Box 58039
Santa Clara, CA
(Address of principal executive offices)

95052-8039
(Zip Code)

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

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 1.01 Entry into a Material Definitive Agreement.

On June 25, 2007, Applied Materials, Inc., a Delaware corporation (Applied or the Company) entered into a Share Purchase Agreement (the Agreement) with all of the shareholders of HCT Shaping Systems SA (HCT), a privately-held company incorporated in Switzerland, to purchase all of the outstanding shares (the Shares) of HCT. HCT is the world's leading supplier of precision wafering systems used principally in manufacturing crystalline silicon substrates for the solar industry. Upon the closing of the share purchase contemplated by the Agreement, HCT will become a wholly-owned subsidiary of Applied.

Applied will pay the aggregate sum of approximately CHF 583 million (or approximately US\$475 million at the current exchange rate) in cash for the Shares.

A portion of the consideration will be placed in an indemnity escrow account for a period of one year to satisfy certain indemnity obligations that may accrue, if any. A separate portion of the consideration payable to two management sellers will be placed in a deferral escrow account, payment of which is conditioned on the continued employment of such sellers with Applied or its affiliates (including HCT) for a specified period of time after the closing.

Applied and the sellers have each made customary representations, warranties and covenants in the Agreement, and the Agreement contains certain termination rights for both Applied and sellers.

Closing of the share purchase contemplated by the Agreement is subject to the satisfaction or waiver of customary closing conditions, including, among others, the receipt of certain non-U.S. regulatory approvals.

Item 7.01 Regulation FD Disclosure.

On June 26, 2007, Applied issued a press release announcing execution of the Agreement, the text of which is attached hereto as Exhibit 99.1.

The information in this Item 7.01, including the exhibit, is furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of Applied Materials under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filings.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release issued by Applied Materials, Inc. dated June 26, 2007.

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 26, 2007

By: /s/ Joseph J. Sweeney
Joseph J. Sweeney
*Senior Vice President,
General Counsel and Corporate Secretary*

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Applied Materials, Inc. dated June 26, 2007.



NEWS RELEASE

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Applied Materials to Extend its Reach in Solar with Acquisition of HCT Shaping Systems

SANTA CLARA, Calif., June 26, 2007 – Applied Materials, Inc. today announced that it has agreed to acquire HCT Shaping Systems SA (HCT), a privately-held company based in Switzerland. HCT is the world's leading supplier of precision wafering systems used principally in manufacturing crystalline silicon (c-Si) substrates for the solar industry. Under terms of the agreement, Applied will pay approximately CHF 583 million (or approximately US\$475 million at the current exchange rate) in cash for all of the outstanding shares of HCT. The acquisition is part of Applied's strategy to accelerate customers' ability to reduce the costs of photovoltaic (PV) cell manufacturing to make solar energy more competitive with grid electricity.

"This acquisition aligns well with our overall strategy to drive down the cost-per-watt of solar power for c-Si and thin film applications," said Mike Splinter, president and CEO of Applied Materials. "HCT will significantly expand our opportunities in the c-Si PV technology sector, which currently comprises 90% of solar panel production. By combining HCT's precision wafering systems with Applied's strong manufacturing technology and global support infrastructure, we believe we can take solar wafer manufacturing to the next level of production efficiency."

HCT is a pioneer in precision wafering, with technology that also includes products for squaring and cropping ingots and for slurry recovery. After a silicon ingot is formed, HCT's wafering systems exactly section it into thin substrates for subsequent use in fabricating c-Si solar cells. As a result of the substantial expansion of the solar industry, HCT has recently experienced rapid growth, supplying its products to c-Si solar manufacturers worldwide.

Currently, one of the major challenges in manufacturing solar cells is the cost and supply of the raw silicon material. In c-Si manufacturing, HCT's precision wafering systems enable customers to significantly reduce the thickness of wafers used to make c-Si solar cells, decreasing silicon usage. In addition, Applied's products for thin film solar cell manufacturing reduce silicon utilization by forming atomically thin layers of silicon directly from gases onto a glass substrate.

"Our overall solar strategy is to reduce cost-per-watt, and for c-Si, the 'grams of silicon-per-watt' is key to this equation," commented Dr. Mark Pinto, senior vice president and general manager of Applied's New Business and New Products Group. "HCT's technology and roadmap to reduce wafer thickness are critical to improving material utilization and will complement our high throughput c-Si ATON deposition system, enabling customers to scale up production and reduce cost."

Completion of the transaction is subject to customary closing conditions, including receipt of certain non-U.S. regulatory approvals. The parties expect to close the transaction during Applied's fourth fiscal quarter of 2007.

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Applied Materials will discuss this announcement on a conference call today beginning at 2:30pm Pacific Daylight Time. A live webcast of the conference call will be available on Applied's web site at www.appliedmaterials.com and a replay will be available after 5:00pm Pacific Daylight Time.

This press release contains forward-looking statements relating to Applied's anticipated acquisition of HCT and expected benefits of the transaction, and Applied's solar strategy, growth opportunities and product capabilities. These statements are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those stated or implied, including but not limited to: the satisfaction of closing conditions; the successful integration and performance of the acquired business; the sustainability of demand in the nanomanufacturing technology industry and broadening of demand for emerging applications such as solar, which are subject to many factors, including global economic conditions, business and consumer spending, demand for electronic products, the cost-effectiveness and performance of PV products compared to other energy sources, technological innovations, evolving industry standards, economic incentives for alternative energy, production facility utilization rates, supply of raw materials, and geopolitical uncertainties; Applied's ability to (i) develop, deliver and support a broad range of products and expand its markets and develop new markets, (ii) accurately predict the characteristics of, and capitalize on, opportunities in the solar market, (iii) obtain and protect intellectual property rights in key technologies, (iv) realize synergies expected to result from the transaction, and (v) hire and retain key employees; and other risks described in Applied's SEC filings. All forward-looking statements are based on management's estimates, projections and assumptions as of June 26, 2007, and Applied undertakes no obligation to update any such statements.

Applied Materials, Inc. (Nasdaq: AMAT) is the global leader in Nanomanufacturing Technology™ solutions with a broad portfolio of innovative equipment, service and software products for the fabrication of semiconductor chips, flat panels, solar photovoltaic cells, flexible electronics and energy efficient glass. At Applied Materials, we apply Nanomanufacturing Technology to improve the way people live. Learn more at www.appliedmaterials.com.

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