UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended July 27, 2025

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 000-06920

Applied Materials, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**94-1655526**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

3050 Bowers Avenue, P.O. Box 58039, Santa Clara, California 95052-8039
(Address of principal executive offices) (Zip Code)

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

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

Title of Each Class	**Trading Symbol**	**Name of Each Exchange on Which Registered**
Common Stock, par value $.01 per share	AMAT	The NASDAQ Stock Market LLC

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 whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☑	Accelerated filer	☐	Non-accelerated filer	☐	Smaller reporting company	☐	Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

Number of shares outstanding of the issuer's common stock as of July 27, 2025: 796,642,427

APPLIED MATERIALS, INC.

FORM 10-Q FOR THE QUARTERLY PERIOD ENDED JULY 27, 2025

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

Item 1. *Financial Statements*

APPLIED MATERIALS, INC.

CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS

(In millions, except per share amounts)

	Three Months Ended		Nine Months Ended	
	July 27, 2025	July 28, 2024	July 27, 2025	July 28, 2024
	(Unaudited)			
Net revenue	$ 7,302	$ 6,778	$ 21,568	$ 20,131
Cost of products sold	3,740	3,573	11,025	10,569
Gross profit	3,562	3,205	10,543	9,562
Operating expenses:				
Research, development and engineering	901	836	2,653	2,375
Marketing and selling	224	205	646	621
General and administrative	204	222	667	745
Total operating expenses	1,329	1,263	3,966	3,741
Income from operations	2,233	1,942	6,577	5,821
Interest expense	66	63	198	181
Interest and other income (expense), net	396	81	625	617
Income before income taxes	2,563	1,960	7,004	6,257
Provision for income taxes	784	255	1,903	811
Net income	$ 1,779	$ 1,705	$ 5,101	$ 5,446
Earnings per share:				
Basic	$ 2.23	$ 2.06	$ 6.32	$ 6.57
Diluted	$ 2.22	$ 2.05	$ 6.29	$ 6.52
Weighted average number of shares:				
Basic	798	826	807	829
Diluted	802	833	811	835

See accompanying Notes to Consolidated Condensed Financial Statements.

APPLIED MATERIALS, INC.

CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

	Three Months Ended		Nine Months Ended	
	July 27, 2025	July 28, 2024	July 27, 2025	July 28, 2024
	(Unaudited)			
Net income	$ 1,779	$ 1,705	$ 5,101	$ 5,446
Other comprehensive income (loss), net of tax:				
Change in unrealized gain (loss) on available-for-sale investments	2	18	7	36
Change in unrealized net loss on derivative instruments	40	8	59	44
Change in defined and postretirement benefit plans	—	—	—	(9)
Other comprehensive income (loss), net of tax	42	26	66	71
Comprehensive income	$ 1,821	$ 1,731	$ 5,167	$ 5,517

See accompanying Notes to Consolidated Condensed Financial Statements.

APPLIED MATERIALS, INC.

CONSOLIDATED CONDENSED BALANCE SHEETS

(In millions)

	July 27, 2025	October 27, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	$ 5,384	$ 8,022
Short-term investments	1,630	1,449
Accounts receivable, net	5,772	5,234
Inventories	5,807	5,421
Other current assets	1,125	1,094
Total current assets	19,718	21,220
Long-term investments	4,133	2,787
Property, plant and equipment, net	4,124	3,339
Goodwill	3,748	3,732
Purchased technology and other intangible assets, net	238	249
Deferred income taxes and other assets	2,250	3,082
Total assets	$ 34,211	$ 34,409
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Short-term debt	$ 799	$ 799
Accounts payable and accrued expenses	4,614	4,820
Contract liabilities	2,470	2,849
Total current liabilities	7,883	8,468
Long-term debt	5,463	5,460
Income taxes payable	330	670
Other liabilities	1,031	810
Total liabilities	14,707	15,408
Stockholders' equity:		
Common stock	8	8
Additional paid-in capital	10,090	9,660
Retained earnings	53,694	49,651
Treasury stock	(44,186)	(40,150)
Accumulated other comprehensive loss	(102)	(168)
Total stockholders' equity	19,504	19,001
Total liabilities and stockholders' equity	$ 34,211	$ 34,409

Amounts as of July 27, 2025 are unaudited. Amounts as of October 27, 2024 are derived from the October 27, 2024 audited consolidated financial statements.

See accompanying Notes to Consolidated Condensed Financial Statements.

APPLIED MATERIALS, INC.

CONSOLIDATED CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY

(In millions, except per share amounts)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Income (Loss)	Total
Three Months Ended July 27, 2025	**Shares**	**Amount**			**Shares**	**Amount**		
				(Unaudited)				
Balance as of April 27, 2025	802	$ 8	$ 9,966	$ 52,280	1,230	$ (43,149)	$ (144)	$ 18,961
Net income	—	—	—	1,779	—	—	—	1,779
Other comprehensive income (loss), net of tax	—	—	—	—	—	—	42	42
Dividends declared ($0.46 per common share)	—	—	—	(365)	—	—	—	(365)
Share-based compensation	—	—	158	—	—	—	—	158
Net issuance under stock plans	1	—	(34)	—	—	—	—	(34)
Common stock repurchases	(6)	—	—	—	6	(1,037)	—	(1,037)
Balance as of July 27, 2025	797	$ 8	$ 10,090	$ 53,694	1,236	$ (44,186)	$ (102)	$ 19,504

	Common Stock		Additional Paid-In Capital	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Income (Loss)	Total
Nine Months Ended July 27, 2025	**Shares**	**Amount**			**Shares**	**Amount**		
				(Unaudited)				
Balance as of October 27, 2024	818	$ 8	$ 9,660	$ 49,651	1,211	$ (40,150)	$ (168)	$ 19,001
Net income	—	—	—	5,101	—	—	—	5,101
Other comprehensive income (loss), net of tax	—	—	—	—	—	—	66	66
Dividends declared ($1.32 per common share)	—	—	—	(1,058)	—	—	—	(1,058)
Share-based compensation	—	—	512	—	—	—	—	512
Net issuance under stock plans	4	—	(82)	—	—	—	—	(82)
Common stock repurchases	(25)	—	—	—	25	(4,036)	—	(4,036)
Balance as of July 27, 2025	797	$ 8	$ 10,090	$ 53,694	1,236	$ (44,186)	$ (102)	$ 19,504

APPLIED MATERIALS, INC.

CONSOLIDATED CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY - (Continued)
(In millions, except per share amounts)

Three Months Ended July 28, 2024	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Treasury Stock Shares	Treasury Stock Amount	Accumulated Other Comprehensive Income (Loss)	Total
				(Unaudited)				
Balance as of April 28, 2024	828	$ 8	$ 9,321	$ 46,871	1,200	$ (37,829)	$ (172)	$ 18,199
Net income	—	—	—	1,705	—	—	—	1,705
Other comprehensive income (loss), net of tax	—	—	—	—	—	—	26	26
Dividends declared ($0.40 per common share)	—	—	—	(329)	—	—	—	(329)
Share-based compensation	—	—	132	—	—	—	—	132
Net issuance under stock plans	—	—	(25)	—	—	—	—	(25)
Common stock repurchases	(4)	—	—	—	4	(868)	—	(868)
Balance as of July 28, 2024	824	$ 8	$ 9,428	$ 48,247	1,204	$ (38,697)	$ (146)	$ 18,840

Nine Months Ended July 28, 2024	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Treasury Stock Shares	Treasury Stock Amount	Accumulated Other Comprehensive Income (Loss)	Total
				(Unaudited)				
Balance as of October 29, 2023	833	$ 8	$ 9,131	$ 43,726	1,191	$ (36,299)	$ (217)	$ 16,349
Net income	—	—	—	5,446	—	—	—	5,446
Other comprehensive income (loss), net of tax	—	—	—	—	—	—	71	71
Dividends declared ($1.12 per common share)	—	—	—	(925)	—	—	—	(925)
Share-based compensation	—	—	436	—	—	—	—	436
Net issuance under stock plans	4	—	(139)	—	—	—	—	(139)
Common stock repurchases	(13)	—	—	—	13	(2,398)	—	(2,398)
Balance as of July 28, 2024	824	$ 8	$ 9,428	$ 48,247	1,204	$ (38,697)	$ (146)	$ 18,840

See accompanying Notes to Consolidated Condensed Financial Statements.

APPLIED MATERIALS, INC.

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(In millions)

	Nine Months Ended	
	July 27, 2025	July 28, 2024
	(Unaudited)	
Cash flows from operating activities:		
Net income	$ 5,101	$ 5,446
Adjustments required to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	321	282
Share-based compensation	512	436
Deferred income taxes	952	(385)
Other	(298)	(199)
Changes in operating assets and liabilities:		
Accounts receivable	(538)	195
Inventories	(386)	157
Other current and non-current assets	(36)	353
Accounts payable and accrued expenses	135	(20)
Contract liabilities	(379)	(233)
Income taxes payable	(297)	46
Other liabilities	43	24
Cash provided by operating activities	5,130	6,102
Cash flows from investing activities:		
Capital expenditures	(1,475)	(783)
Cash paid for acquisitions, net of cash acquired	(29)	—
Proceeds from asset sale	33	—
Proceeds from sales and maturities of investments	3,937	1,495
Purchases of investments	(5,109)	(1,968)
Cash used in investing activities	(2,643)	(1,256)
Cash flows from financing activities:		
Debt borrowings, net of issuance costs	—	694
Proceeds from issuance of commercial paper	400	300
Repayments of commercial paper	(400)	(300)
Proceeds from common stock issuances	129	119
Common stock repurchases	(4,044)	(2,381)
Tax withholding payments for vested equity awards	(210)	(258)
Payments of dividends to stockholders	(1,019)	(863)
Payments of debt issuance costs	(2)	—
Repayments of principal on finance leases	—	(12)
Cash used in financing activities	(5,146)	(2,701)
Increase (decrease) in cash, cash equivalents and restricted cash equivalents	(2,659)	2,145
Cash, cash equivalents and restricted cash equivalents — beginning of period	8,113	6,233
Cash, cash equivalents and restricted cash equivalents — end of period	$ 5,454	$ 8,378
Reconciliation of cash, cash equivalents and restricted cash equivalents		
Cash and cash equivalents	$ 5,384	$ 8,288
Restricted cash equivalents included in deferred income taxes and other assets	70	90
Total cash, cash equivalents and restricted cash equivalents	$ 5,454	$ 8,378
Supplemental cash flow information:		
Cash payments for income taxes	$ 1,269	$ 819
Cash refunds from income taxes	$ 79	$ 7
Cash payments for interest	$ 171	$ 137

See accompanying Notes to Consolidated Condensed Financial Statements.

Note 1 Basis of Presentation and Recently Adopted Accounting Standards

Basis of Presentation

In the opinion of our management, the unaudited interim consolidated condensed financial statements of Applied Materials, Inc. and its subsidiaries (we, us, and our) included herein have been prepared on a basis consistent with the October 27, 2024 audited consolidated financial statements and include all material adjustments, consisting of normal recurring adjustments, necessary to fairly state the information set forth therein. These unaudited interim consolidated condensed financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended October 27, 2024 (2024 Form 10-K).

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make judgments, estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ materially from those estimates. Our results of operations for the three and nine months ended July 27, 2025 are not necessarily indicative of future operating results. Our fiscal year ends on the last Sunday in October of each year. Fiscal 2025 and 2024 contain 52 weeks each and the first nine months of fiscal 2025 and 2024 each contained 39 weeks.

Recently Adopted Accounting Standards

Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions. In June 2022, the Financial Accounting Standards Board (FASB) issued an accounting standard update which clarifies how the fair value of equity securities subject to contractual sale restrictions is determined (Topic 820). The amendment clarifies that a contractual sale restriction should not be considered in measuring fair value. It also requires certain qualitative and quantitative disclosures related to equity securities subject to contractual sale restrictions. We adopted this authoritative guidance in the first quarter of fiscal 2025. The adoption of this guidance did not have a significant impact on our consolidated condensed financial statements.

Note 2 Earnings Per Share

Basic earnings per share is determined using the weighted average number of common shares outstanding during the period. Diluted earnings per share is determined using the weighted average number of common shares and potential common shares (representing the dilutive effect of restricted stock units and employees' stock purchase plan shares) outstanding during the period. Our net income has not been adjusted for any period presented for purposes of computing basic or diluted earnings per share due to our non-complex capital structure.

	Three Months Ended		Nine Months Ended	
	July 27, 2025	July 28, 2024	July 27, 2025	July 28, 2024
	(In millions, except per share amounts)			
Numerator:				
Net income	$ 1,779	$ 1,705	$ 5,101	$ 5,446
Denominator:				
Weighted average common shares outstanding	798	826	807	829
Effect of weighted dilutive restricted stock units and employees' stock purchase plan shares	4	7	4	6
Denominator for diluted earnings per share	802	833	811	835
Basic earnings per share	$ 2.23	$ 2.06	$ 6.32	$ 6.57
Diluted earnings per share	$ 2.22	$ 2.05	$ 6.29	$ 6.52
Potentially weighted dilutive securities	—	—	—	—

Excluded from the calculation of diluted earnings per share are securities attributable to outstanding restricted stock units where the combined exercise price and average unamortized fair value are greater than the average market price of our common stock, and therefore their inclusion would be anti-dilutive.

Note 3 Cash, Cash Equivalents and Investments

Summary of Cash, Cash Equivalents and Investments

The following tables summarize our cash, cash equivalents and investments by security type:

July 27, 2025	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In millions)			
Cash	$ 1,437	$ —	$ —	$ 1,437
Cash equivalents:				
Money market funds*	924	—	—	924
Bank certificates of deposit and time deposits	60	—	—	60
U.S. Treasury and agency securities	1,114	—	—	1,114
Municipal securities	34	—	—	34
Commercial paper, corporate bonds and medium-term notes	1,815	—	—	1,815
Total cash equivalents	3,947	—	—	3,947
Total cash and cash equivalents	$ 5,384	$ —	$ —	$ 5,384
Short-term and long-term investments:				
Bank certificates of deposit and time deposits	$ 6	$ —	$ —	$ 6
U.S. Treasury and agency securities	1,578	1	—	1,579
Non-U.S. government securities**	5	—	—	5
Municipal securities	465	3	1	467
Commercial paper, corporate bonds and medium-term notes	831	4	1	834
Asset-backed and mortgage-backed securities	623	2	2	623
Total fixed income securities	3,508	10	4	3,514
Publicly traded equity securities	1,438	467	2	1,903
Equity investments in privately held companies	315	69	38	346
Total equity investments	1,753	536	40	2,249
Total short-term and long-term investments	$ 5,261	$ 546	$ 44	$ 5,763
Total cash, cash equivalents and investments	$ 10,645	$ 546	$ 44	$ 11,147

*Excludes $70 million of restricted cash equivalents invested in money market funds related to deferred compensation plans.
**Includes Canadian provincial government debt.

October 27, 2024	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In millions)			
Cash	$ 1,313	$ —	$ —	$ 1,313
Cash equivalents:				
Money market funds*	3,421	—	—	3,421
Bank certificates of deposit and time deposits	90	—	—	90
U.S. Treasury and agency securities	1,394	—	—	1,394
Municipal securities	19	—	—	19
Commercial paper, corporate bonds and medium-term notes	1,785	—	—	1,785
Total cash equivalents	6,709	—	—	6,709
Total cash and cash equivalents	$ 8,022	$ —	$ —	$ 8,022
Short-term and long-term investments:				
Bank certificates of deposit and time deposits	$ 13	$ —	$ —	$ 13
U.S. Treasury and agency securities	1,306	—	2	1,304
Non-U.S. government securities**	5	—	—	5
Municipal securities	441	2	2	441
Commercial paper, corporate bonds and medium-term notes	803	4	2	805
Asset-backed and mortgage-backed securities	656	3	5	654
Total fixed income securities	3,224	9	11	3,222
Publicly traded equity securities	543	185	5	723
Equity investments in privately held companies	255	58	22	291
Total equity investments	798	243	27	1,014
Total short-term and long-term investments	$ 4,022	$ 252	$ 38	$ 4,236
Total cash, cash equivalents and investments	$ 12,044	$ 252	$ 38	$ 12,258

*Excludes $91 million of restricted cash equivalents invested in money market funds related to deferred compensation plans.
**Includes Canadian provincial government debt.

During the three months ended July 27, 2025 and July 28, 2024, interest income from our cash, cash equivalents and fixed income securities was $92 million and $124 million, respectively.

During the nine months ended July 27, 2025 and July 28, 2024, interest income from our cash, cash equivalents and fixed income securities was $309 million and $345 million, respectively.

Maturities of Investments

The following table summarizes the contractual maturities of our investments as of July 27, 2025:

	Cost	Estimated Fair Value
	(In millions)	
Due in one year or less	$ 1,565	$ 1,564
Due after one through five years	1,317	1,324
Due after five years	3	3
No single maturity date*	2,376	2,872
Total	$ 5,261	$ 5,763

*Securities with no single maturity date include publicly traded and privately held equity securities and asset-backed and mortgage-backed securities.

Gains and Losses on Investments

During the three and nine months ended July 27, 2025 and July 28, 2024 gross realized gains and losses on our fixed income portfolio were not material.

As of July 27, 2025 and October 27, 2024, gross unrealized losses related to our fixed income portfolio were not material. We regularly review our fixed income portfolio to identify and evaluate investments that have indications of possible impairment from credit losses or other factors. Factors considered in determining whether an unrealized loss is considered to be a credit loss include: the significance of the decline in value compared to the cost basis; the financial condition, credit quality and near-term prospects of the investee; and whether it is more likely than not that we will be required to sell the security prior to recovery. Credit losses related to available-for-sale debt securities are recorded as an allowance for credit losses through interest and other income (expense), net. Any additional changes in fair value that are not related to credit losses are recognized in accumulated other comprehensive income (loss) (AOCI). During the three and nine months ended July 27, 2025 and July 28, 2024, we did not recognize material credit losses and the ending allowance for credit losses was not material to our fixed income portfolio.

The components of gain (loss) on equity investments for the three and nine months ended July 27, 2025 and July 28, 2024 were as follows:

	Three Months Ended		Nine Months Ended	
	July 27, 2025	July 28, 2024	July 27, 2025	July 28, 2024
	(In millions)			
Publicly traded equity securities				
Unrealized gain	$ 311	$ 6	$ 424	$ 318
Unrealized loss	—	(30)	(139)	(33)
Realized gain on sales and dividends	5	3	30	5
Realized loss on sales or impairment	—	—	—	(1)
Equity investments in privately held companies				
Unrealized gain	9	1	16	2
Unrealized loss	(6)	(2)	(13)	(12)
Realized gain on sales and dividends	1	—	8	3
Realized loss on sales or impairment	(22)	(19)	(27)	(19)
Total gain (loss) on equity investments, net	$ 298	$ (41)	$ 299	$ 263

Note 4 Fair Value Measurements

Assets Measured at Fair Value on a Recurring Basis

The following table presents our fair value hierarchy for our financial assets (excluding cash balances) measured at fair value on a recurring basis:

	July 27, 2025			October 27, 2024		
	Level 1	Level 2	Total	Level 1	Level 2	Total
			(In millions)			
Assets:						
Available-for-sale debt security investments						
Money market funds*	$ 994	$ —	$ 994	$ 3,512	$ —	$ 3,512
Bank certificates of deposit and time deposits	—	66	66	—	103	103
U.S. Treasury and agency securities	2,500	193	2,693	2,684	14	2,698
Non-U.S. government securities	—	5	5	—	5	5
Municipal securities	—	501	501	—	460	460
Commercial paper, corporate bonds and medium-term notes	—	2,649	2,649	—	2,590	2,590
Asset-backed and mortgage-backed securities	—	623	623	—	654	654
Total available-for-sale debt security investments	$ 3,494	$ 4,037	$ 7,531	$ 6,196	$ 3,826	$ 10,022
Equity investments with readily determinable values						
Publicly traded equity securities	$ 1,903	$ —	$ 1,903	$ 723	$ —	$ 723
Total equity investments with readily determinable values	$ 1,903	$ —	$ 1,903	$ 723	$ —	$ 723
Total	$ 5,397	$ 4,037	$ 9,434	$ 6,919	$ 3,826	$ 10,745

*Amounts as of July 27, 2025 and October 27, 2024 include $70 million and $91 million, respectively, invested in money market funds related to deferred compensation plans. Due to restrictions on the distribution of these funds, they are classified as restricted cash equivalents and are included in deferred income taxes and other assets in the Consolidated Condensed Balance Sheets.

As of July 27, 2025 and October 27, 2024, available-for-sale, short-term and long-term investments not recognized at fair value based upon observable inputs or quoted prices were not material.

We did not have any financial assets measured at fair value on a recurring basis within Level 3 fair value measurements as of July 27, 2025 or October 27, 2024.

Assets and Liabilities without Readily Determinable Values Measured on a Non-recurring Basis

Our equity investments without readily determinable values consist of equity investments in privately held companies. We elected the measurement alternative, defined as cost, less impairments, adjusted for subsequent observable price changes on a prospective basis for certain equity investments without readily determinable fair values and are required to account for any subsequent observable changes in fair value within the statements of operations. These investments are classified as Level 3 within the fair value hierarchy and periodically assessed for impairment when an event or circumstance indicates that a decline in value may have occurred. Impairment losses on equity investments in privately held companies are included in interest and other income (expense), net in the Consolidated Condensed Statement of Operations and were not material during the three and nine months ended July 27, 2025 and July 28, 2024.

Other

The carrying amounts of our financial instruments, including cash and cash equivalents, restricted cash equivalents, accounts receivable, commercial paper notes, and accounts payable and accrued expenses, approximate fair value due to their short maturities. As of July 27, 2025, the aggregate principal amount of long-term senior unsecured notes was $5.5 billion and the estimated fair value was $5.0 billion. As of October 27, 2024, the aggregate principal amount of long-term senior unsecured notes was $5.5 billion and the estimated fair value was $5.1 billion. The estimated fair value of long-term senior unsecured notes is determined by Level 2 inputs and is based primarily on quoted market prices for the same or similar issues. See Note 9 of the Notes to the Consolidated Condensed Financial Statements for further detail of existing debt.

Note 5 Derivative Instruments and Hedging Activities

Derivative Financial Instruments

We conduct business in a number of foreign countries, with certain transactions denominated in local currencies, such as the Japanese yen, Israeli shekel, euro and Taiwanese dollar. We use derivative financial instruments, such as foreign currency forward and option contracts, to hedge certain forecasted foreign currency denominated transactions expected to occur typically within the next 24 months. The purpose of our foreign currency management is to mitigate the effect of exchange rate fluctuations on certain foreign currency denominated revenues, costs and eventual cash flows. The terms of currency instruments used for hedging purposes are generally consistent with the timing of the transactions being hedged.

We do not use derivative financial instruments for trading or speculative purposes. Derivative instruments and hedging activities, including foreign exchange and interest rate contracts, are recognized on the balance sheet at fair value. Changes in the fair value of derivatives that do not qualify for hedge accounting treatment are recognized currently in earnings. All of our derivative financial instruments are recorded at their fair value in other current assets or in accounts payable and accrued expenses.

Hedges related to anticipated transactions are designated and documented at the inception of the hedge as cash flow hedges and foreign exchange derivatives are typically entered into once per month. Cash flow hedges are evaluated for effectiveness quarterly. The effective portion of the gain or loss on these hedges is reported as a component of accumulated other comprehensive income (loss) (AOCI) in stockholders' equity and is reclassified into earnings when the hedged transaction affects earnings. The majority of the after-tax net income or loss related to foreign exchange derivative instruments included in AOCI as of July 27, 2025 is expected to be reclassified into earnings within 12 months. Changes in fair value caused by changes in time value of option contracts designated as cash flow hedges are excluded from the assessment of effectiveness. The initial value of this excluded component is amortized on a straight-line basis over the life of the hedging instrument and recognized in the financial statement line item to which the hedge relates. If the transaction being hedged is probable not to occur, we recognize the gain or loss on the associated financial instrument in the consolidated condensed statement of operations. The amount recognized due to discontinuance of cash flow hedges that were probable of not occurring by the end of the originally specified time period was not significant for the three and nine months ended July 27, 2025 and July 28, 2024.

Foreign currency forward contracts are generally used to hedge certain foreign currency denominated assets or liabilities. Accordingly, changes in the fair value of these hedges are recorded in earnings to offset the changes in the fair value of the assets or liabilities being hedged.

As of July 27, 2025 and October 27, 2024, the total outstanding notional amounts of foreign exchange contracts were $2.1 billion and $2.0 billion, respectively. The fair values of foreign exchange derivative instruments as of July 27, 2025 and October 27, 2024 were not material.

The gain (loss) on derivatives in cash flow hedging relationships recognized in AOCI for derivatives designated as hedging instruments were not material for the three and nine months ended July 27, 2025 and July 28, 2024.

The effects of derivative instruments, both those designated as cash flow hedges and those that are not designated, on the Consolidated Condensed Statements of Operations were not material for the three and nine months ended July 27, 2025 and July 28, 2024.

Credit Risk Contingent Features

If our credit rating were to fall below investment grade, we would be in violation of credit risk contingent provisions of the derivative instruments discussed above, and certain counterparties to the derivative instruments could request immediate payment on derivative instruments in net liability positions. The aggregate fair value of all derivative instruments with credit-risk related contingent features that were in a net liability position was immaterial as of July 27, 2025.

Entering into derivative contracts with banks exposes us to credit-related losses in the event of the banks' nonperformance. However, our exposure is not considered significant.

Note 6 Accounts Receivable, Net

We have agreements with various financial institutions to sell accounts receivable and discount promissory notes from selected customers. We sell our accounts receivable generally without recourse. From time to time, we also discount letters of credit issued by customers through various financial institutions. The discounting of letters of credit depends on many factors, including the willingness of financial institutions to discount the letters of credit and the cost of such arrangements.

We sold $215 million and $324 million of account receivables during the three and nine months ended July 27, 2025, respectively. We sold $131 million and $395 million of account receivables during the three and nine months ended July 28, 2024, respectively. We did not discount letters of credit issued by customers or discount promissory notes during the three and nine months ended July 27, 2025 and July 28, 2024. Financing charges on the sale of receivables and discounting of letters of credit are included in interest expense in the accompanying Consolidated Condensed Statements of Operations and were not material for all periods presented.

We maintain an allowance for credit losses for estimated losses resulting from the inability of our customers to make required payments. This allowance is based on historical experience, credit evaluations, specific customer collection history and any customer-specific issues we have identified. Changes in circumstances, such as an unexpected material adverse change in a major customer's ability to meet its financial obligation to us or its payment trends, may require us to further adjust our estimates of the recoverability of amounts due to us. Bad debt expense and any reversals are recorded in marketing and selling expenses in the Consolidated Condensed Statement of Operations.

The balances of allowance for credit losses were not material as of July 27, 2025 and October 27, 2024, and the changes in allowance for credit losses were not material for the three and nine months ended July 27, 2025 and July 28, 2024.

We sell our products principally to manufacturers within the semiconductor and display industries. While we believe that our allowance for credit losses is adequate and represents our best estimate as of July 27, 2025, we continue to closely monitor customer liquidity and industry and economic conditions, which may result in changes to our estimates.

Note 7 Contract Balances and Performance Obligations

Contract Assets and Liabilities

Contract assets primarily result from receivables for goods transferred to customers where payment is conditional upon technical sign off and not just the passage of time. Contract liabilities consist of unsatisfied performance obligations related to advance payments received and billings in excess of revenue recognized. Our contract assets and liabilities are reported in a net position on a contract-by-contract basis at the end of each reporting period.

Contract assets are generally classified as current and are included in Other Current Assets in the Consolidated Condensed Balance Sheets. Contract liabilities are classified as current or non-current based on the timing of when performance obligations will be satisfied and associated revenue is expected to be recognized.

Contract balances at the end of each reporting period were as follows:

	July 27, 2025	October 27, 2024
	(In millions)	
Contract assets	$ 306	$ 269
Contract liabilities	$ 2,470	$ 2,849

The increase in contract assets during the nine months ended July 27, 2025 was primarily due to an increase in unsatisfied performance obligations related to goods transferred to customers where payment was conditional upon technical sign off.

During the nine months ended July 27, 2025, we recognized revenue of approximately $2.2 billion related to contract liabilities at October 27, 2024. Contract liabilities decreased during the nine months ended July 27, 2025 due to revenue recognized related to contract liabilities at October 27, 2024, partially offset by new billings for products and services for which there were unsatisfied performance obligations to customers and revenue had not yet been recognized as of July 27, 2025.

There were no credit losses recognized on our accounts receivables and contract assets during both the nine months ended July 27, 2025 and July 28, 2024.

Performance Obligations

As of July 27, 2025, the amount of remaining unsatisfied performance obligations on contracts, primarily consisting of written purchase orders received from customers, with an original estimated duration of one year or more was approximately $2.0 billion, of which approximately 50% is expected to be recognized within 12 months and the remainder is expected to be recognized within the following 24 months thereafter.

We have elected the available practical expedient to exclude the value of unsatisfied performance obligations for contracts with an original expected duration of one year or less.

Note 8 Balance Sheet Detail

	July 27, 2025	October 27, 2024
	(In millions)	
Inventories		
Customer service spares	$ 1,761	$ 1,742
Raw materials	2,002	1,680
Work-in-process	925	879
Finished goods		
Deferred cost of sales	197	217
Evaluation inventory	520	459
Manufactured on-hand inventory	402	444
Total finished goods	1,119	1,120
Total inventories	$ 5,807	$ 5,421

	July 27, 2025	October 27, 2024
	(In millions)	
Other Current Assets		
Prepaid income taxes and income taxes receivable	$ 56	$ 120
Prepaid expenses and other	1,069	974
	$ 1,125	$ 1,094

	Useful Life	July 27, 2025	October 27, 2024
	(In years)	(In millions)	
Property, Plant and Equipment, Net			
Land and improvements		$ 537	$ 492
Buildings and improvements	3-30	2,662	2,359
Demonstration and manufacturing equipment	5-8	2,766	2,578
Furniture, fixtures and other equipment	3-5	830	782
Construction in progress		1,316	898
Gross property, plant and equipment		8,111	7,109
Accumulated depreciation		(3,987)	(3,770)
		$ 4,124	$ 3,339

	July 27, 2025	October 27, 2024
	(In millions)	
Deferred Income Taxes and Other Assets		
Non-current deferred income taxes	$ 1,288	$ 2,393
Operating lease right-of-use assets	519	375
Income tax receivables and other assets	443	314
	$ 2,250	$ 3,082

	July 27, 2025	October 27, 2024
	(In millions)	
Accounts Payable and Accrued Expenses		
Accounts payable	$ 1,769	$ 1,570
Compensation and employee benefits	1,109	1,188
Warranty	363	364
Dividends payable	366	327
Income taxes payable	157	535
Operating lease liabilities, current	88	87
Other	762	749
	$ 4,614	$ 4,820

	July 27, 2025	October 27, 2024
	(In millions)	
Other Liabilities		
Defined and postretirement benefit plans	$ 152	$ 142
Operating lease liabilities, non-current	412	259
Other	467	409
	$ 1,031	$ 810

Government Assistance

Capital expenditure related incentives reduced gross property, plant and equipment, net by $907 million as of July 27, 2025. Contra-depreciation expense was not material during the three and nine months ended July 27, 2025. Operating incentives recognized as a reduction to research, development and engineering expense were $6 million and $24 million in the three and nine months ended July 27, 2025, respectively. Capital expenditure related incentives reduced our income taxes payable by $463 million as of July 27, 2025, of which $309 million is in accounts payable and accrued expenses and $154 million is in deferred income taxes and other assets, in our Consolidated Condensed Balance Sheets.

Note 9 Borrowing Facilities and Debt

Revolving Credit Facilities

In February 2025, we entered into a $2.0 billion committed unsecured revolving credit agreement (Revolving Credit Agreement) with a group of banks. The Revolving Credit Agreement includes a provision under which we may request an increase in the amount of the facility of up to $500 million for a total commitment of no more than $2.5 billion, subject to the receipt of commitments from one or more lenders for any such increase and other customary conditions. The Revolving Credit Agreement is scheduled to expire in February 2030, unless extended as permitted under the Revolving Credit Agreement. The Revolving Credit Agreement provides for borrowings that bear interest for each advance at one of two rates selected by us, plus an applicable margin, which varies according to our public debt credit ratings. The Revolving Credit Agreement replaced the prior $1.5 billion credit agreement, which was scheduled to expire in February 2026.

No amounts were outstanding under the Revolving Credit Agreement as of July 27, 2025 or under the prior revolving credit agreement as of October 27, 2024.

In addition, we have revolving credit facilities with Japanese banks pursuant to which we may borrow up to approximately $55 million in aggregate at any time. Our ability to borrow under these facilities is subject to bank approval at the time of the borrowing request, and any advances will be at rates indexed to the banks' prime reference rate denominated in Japanese yen. As of July 27, 2025 and October 27, 2024, no amounts were outstanding under these revolving credit facilities.

Short-term Commercial Paper

We have a short-term commercial paper program under which we may issue unsecured commercial paper notes. In June 2025, we increased the total amount of commercial paper notes we may issue under the program from $1.5 billion to $2.0 billion. The proceeds from the issuances of commercial paper are used for general corporate purposes. As of July 27, 2025, we had commercial paper notes outstanding with an aggregate principal amount of $100 million, which were recorded as short-term debt with a weighted-average interest rate of 4.31% and maturities of 77 days, and as of October 27, 2024, we had $100 million of commercial paper notes outstanding and recorded as short-term debt with a weighted-average interest rate of 5.06% and maturities of 63 days.

Senior Unsecured Notes

Debt outstanding as of July 27, 2025 and October 27, 2024 was as follows:

	Principal Amount			
	July 27, 2025	October 27, 2024	Effective Interest Rate	Interest Pay Dates
	(In millions)			
Current portion of long-term debt:				
3.900% Senior Notes Due 2025	$ 700	$ 700	3.944%	April 1, October 1
Total current portion of long-term debt	$ 700	$ 700		
Long-term debt:				
3.300% Senior Notes Due 2027	$ 1,200	$ 1,200	3.342%	April 1, October 1
4.800% Senior Notes Due 2029	700	700	4.844%	June 15, December 15
1.750% Senior Notes Due 2030	750	750	1.792%	June 1, December 1
5.100% Senior Notes Due 2035	500	500	5.127%	April 1, October 1
5.850% Senior Notes Due 2041	600	600	5.879%	June 15, December 15
4.350% Senior Notes Due 2047	1,000	1,000	4.361%	April 1, October 1
2.750% Senior Notes Due 2050	750	750	2.773%	June 1, December 1
	5,500	5,500		
Total unamortized discount	(10)	(10)		
Total unamortized debt issuance costs	(27)	(30)		
Total long-term debt	$ 5,463	$ 5,460		

Note 10 Stockholders' Equity, Comprehensive Income and Share-Based Compensation

Accumulated Other Comprehensive Income (Loss)

Changes in the components of accumulated other comprehensive income (loss) (AOCI), net of tax, were as follows:

	Unrealized Gain (Loss) on Investments, Net	Unrealized Gain (Loss) on Derivative Instruments Qualifying as Cash Flow Hedges	Defined and Postretirement Benefit Plans	Cumulative Translation Adjustments	Total
			(in millions)		
Balance as of October 27, 2024	$ (7)	$ (87)	$ (87)	$ 13	$ (168)
Other comprehensive income (loss) before reclassifications	7	57	—	—	64
Amounts reclassified out of AOCI	—	2	—	—	2
Other comprehensive income (loss), net of tax	7	59	—	—	66
Balance as of July 27, 2025	$ —	$ (28)	$ (87)	$ 13	$ (102)

	Unrealized Gain (Loss) on Investments, Net	Unrealized Gain (Loss) on Derivative Instruments Qualifying as Cash Flow Hedges	Defined and Postretirement Benefit Plans	Cumulative Translation Adjustments	Total
			(in millions)		
Balance as of October 29, 2023	$ (50)	$ (118)	$ (62)	$ 13	$ (217)
Other comprehensive income (loss) before reclassifications	27	44	—	—	71
Amounts reclassified out of AOCI	9	—	(9)	—	—
Other comprehensive income (loss), net of tax	36	44	(9)	—	71
Balance as of July 28, 2024	$ (14)	$ (74)	$ (71)	$ 13	$ (146)

The tax effects on net income of amounts reclassified from AOCI for the three and nine months ended July 27, 2025 and July 28, 2024 were not material.

Stock Repurchase Program

In March 2025, our Board of Directors approved a common stock repurchase program authorizing $10.0 billion in repurchases, which supplemented the previously existing $10.0 billion authorization from March 2023. As of July 27, 2025, approximately $14.8 billion remained available for future stock repurchases under the repurchase program.

The following table summarizes our stock repurchases, including and excluding excise tax, for the three and nine months ended July 27, 2025 and July 28, 2024:

	Three Months Ended		Nine Months Ended	
	July 27, 2025	July 28, 2024	July 27, 2025	July 28, 2024
	(in millions, except per share amount)			
Shares of common stock repurchased	6	4	25	13
Cost of stock repurchased (including excise tax)*	$ 1,038	$ 868	$ 4,037	$ 2,398
Average price paid per share (including excise tax)*	$ 164.47	$ 222.82	$ 160.95	$ 189.90
Cost of stock repurchased (excluding excise tax)	$ 1,028	$ 861	$ 4,003	$ 2,381
Average price paid per share (excluding excise tax)	$ 162.97	$ 221.27	$ 159.60	$ 188.60

(*) Stock repurchase amounts include the 1% surcharge on stock repurchases under the Inflation Reduction Act's excise tax. This excise tax is recorded in equity and reduces the amount available under the repurchase program, as applicable.

We record treasury stock purchases under the cost method using the first-in, first-out (FIFO) method. Upon reissuance of treasury stock, amounts in excess of the acquisition cost are credited to additional paid in capital. If we reissue treasury stock at an amount below our acquisition cost and additional paid in capital associated with prior treasury stock transactions is insufficient to cover the difference between the acquisition cost and the reissue price, this difference is recorded against retained earnings.

Dividends

In June 2025, March 2025 and December 2024, our Board of Directors declared quarterly cash dividends in the amount of $0.46, $0.46 and $0.40 per share, respectively. The dividend declared in June 2025 is payable in September 2025. Dividends paid during the nine months ended July 27, 2025 and July 28, 2024 totaled $1.0 billion and $863 million, respectively. We currently anticipate that cash dividends will continue to be paid on a quarterly basis, although the declaration of any future cash dividend is at the discretion of the Board of Directors and will depend on our financial condition, results of operations, capital requirements, business conditions and other factors, as well as a determination by the Board of Directors that cash dividends are in the best interests of our stockholders.

Share-Based Compensation

We have a stockholder-approved equity plan, the Employee Stock Incentive Plan (ESIP), which permits grants to employees of share-based awards, including stock options, stock appreciation rights, restricted stock, restricted stock units, performance share units and performance units. In addition, the plan provides for the automatic grant of restricted stock units to non-employee directors and permits the grant of share-based awards to non-employee directors and consultants. Share-based awards made under the plan may be subject to accelerated vesting under certain circumstances, including in the event of a change in control. In addition, we have an Omnibus Employees' Stock Purchase Plan (ESPP), which enables eligible employees to purchase our common stock.

During the three and nine months ended July 27, 2025 and July 28, 2024, we recognized share-based compensation expense related to equity awards and ESPP shares. The effect of share-based compensation on the results of operations was as follows:

	Three Months Ended		Nine Months Ended	
	July 27, 2025	July 28, 2024	July 27, 2025	July 28, 2024
	(In millions)			
Cost of products sold	$ 40	$ 33	$ 118	$ 98
Research, development and engineering	65	53	196	163
Marketing and selling	21	17	63	53
General and administrative	32	29	135	122
Total share-based compensation	$ 158	$ 132	$ 512	$ 436

The cost associated with share-based awards is typically recognized over the awards' service period for the entire award on a straight-line basis, adjusting for estimated forfeitures. However, in the case of share-based awards granted to certain members of senior management that allow for partial accelerated vesting in the event of a qualifying retirement based on age and years of service, the compensation expense is recognized once the individual meets the conditions for a qualifying retirement. We calculate estimated forfeiture rate on an annual basis, based on historical forfeiture activities. The cost associated with performance-based equity awards, which include performance and/or market goals, is recognized for each tranche over the service period. The cost of the portion of performance-based equity awards subject to performance goals is recognized based on an assessment of the likelihood that the applicable performance goals will be achieved, and the cost of the portion of performance-based equity awards subject to market goals is recognized based on the assumption of 100% achievement of the goal.

As of July 27, 2025, we had $1.1 billion in total unrecognized compensation expense, net of estimated forfeitures, related to grants of share-based awards under the ESIP and shares issued under the ESPP, which will be recognized over a weighted average period of 2.6 years. As of July 27, 2025, there were 17 million shares available for grant of share-based awards under the ESIP, and an additional 9 million shares available for issuance under the ESPP.

Restricted Stock Units, Restricted Stock, Performance Share Units and Performance Units

A summary of the changes in restricted stock units, restricted stock, performance share units and performance units outstanding under our equity compensation plans during the nine months ended July 27, 2025 is presented below:

	Shares	Weighted Average Grant Date Fair Value
	(In millions, except per share amounts)	
Outstanding as of October 27, 2024	10	$ 129.31
Granted	4	$ 166.59
Vested	(4)	$ 127.02
Canceled	—	$ 137.99
Outstanding as of July 27, 2025	10	$ 145.58

As of July 27, 2025, 0.8 million additional performance-based awards could be earned based upon achievement of certain levels of specified performance and/or market goals.

A summary of the weighted-average grant date fair value per share of the granted restricted stock units, restricted stock, performance share units and performance units and total fair value vested awards for indicated periods is presented below:

	Nine Months Ended	
	July 27, 2025	July 28, 2024
	(In millions, except per share amounts)	
Weighted average grant date fair value per share of awards granted	$ 166.59	$ 148.07
Total fair value of vested awards	$ 522	$ 468

During the first quarter of fiscal 2025, certain members of senior management were granted both awards subject solely to time-based vesting requirements and awards that are subject to the achievement of certain levels of specific performance and market goals, in addition to time-based vesting requirements (Performance-Based Awards). These Performance-Based Awards are subject to the achievement of targeted levels of non-GAAP economic profit and targeted levels of total shareholder return (TSR) relative to the TSR of the companies in the Standard & Poor's 500 Index. Each of these two metrics will be weighted 50% and will be measured over a three-year period.

The number of Performance-Based Awards that may vest in full after three years ranges from 0% to 200% of the target amount. The awards become eligible to vest only if the goals are achieved and will vest only if the grantee remains employed by us through each applicable vesting date, subject to a qualifying retirement based on age and years of service. The awards provide for a partial vesting based on actual performance at the conclusion of the three-year performance period in the event of a qualifying retirement.

Omnibus Employees' Stock Purchase Plan

Under the ESPP, substantially all employees may purchase our common stock through payroll deductions at a price equal to 85 percent of the lower of the fair market value of our common stock at the beginning or end of each 6-month purchase period, subject to certain limits. Our purchasing cycles begin in March and September of each of fiscal year. We issued a total of 1 million shares in each of the nine months ended July 27, 2025 and July 28, 2024. Compensation expense is calculated using the fair value of the employees' purchase rights under the Black-Scholes model. Underlying assumptions used in the model are outlined in the following table:

	Nine Months Ended	
	July 27, 2025	July 28, 2024
Dividend yield	1.21%	0.76%
Expected volatility	42.3%	35.6%
Risk-free interest rate	4.27%	5.27%
Expected life (in years)	0.5	0.5
Weighted average estimated fair value	$41.47	$53.98

Note 11 Income Taxes

Our provision for income taxes and effective tax rate are affected by the geographical composition of pre-tax income which includes jurisdictions with differing tax rates, conditional reduced tax rates and other income tax incentives. It is also affected by events that vary from period to period, such as changes in income tax laws and the resolution of prior years' income tax filings.

Our effective tax rates for the third quarter of fiscal 2025 and 2024 were 30.6 percent and 13.0 percent, respectively. The effective tax rate for the third quarter of fiscal 2025 was higher than the same period in the prior fiscal year, primarily due to the recognition of a $410 million valuation allowance against deferred tax assets related to corporate alternative minimum tax (CAMT) credits. These credits are not expected to be realized as a result of changes in the timing of future tax deductions, following the enactment of the One Big Beautiful Bill Act during the quarter. No prudent and feasible tax-planning strategies are currently available. The amount of the valuation allowance may be adjusted in future quarters if estimates of future taxable income change.

Our effective tax rates for the first nine months of fiscal 2025 and 2024 were 27.2 percent and 13.0 percent, respectively. The effective tax rate for the first nine months of fiscal 2025 was higher than the same period in the prior fiscal year, primarily due to a remeasurement of deferred tax assets resulting from new tax incentive agreements in Singapore and due to the recognition of a valuation allowance related to our CAMT credits, as described above.

Note 12 Guarantees, Commitments and Contingencies

Guarantees

In the ordinary course of business, we provide standby letters of credit or other guarantee instruments to third parties as required for certain transactions initiated by either us or our subsidiaries. As of July 27, 2025, the maximum potential amount of future payments that we could be required to make under these guarantee agreements was approximately $376 million. We have not recorded any liability in connection with these guarantee agreements beyond that required to appropriately account for the underlying transaction being guaranteed. We do not believe, based on historical experience and information currently available, that it is probable that any amounts will be required to be paid under these guarantee agreements.

We also have agreements with various banks to facilitate subsidiary banking operations worldwide, including overdraft arrangements, issuance of bank guarantees, and letters of credit. As of July 27, 2025, we have provided parent guarantees to banks for approximately $294 million to cover these arrangements.

Legal Matters

From time to time, we receive notification from third parties, including customers and suppliers, seeking indemnification, litigation support, payment of money or other actions by us in connection with claims made against them. In addition, from time to time, we receive notification from third parties claiming that we may be or are infringing or misusing their intellectual property or other rights. We also are subject to various legal proceedings, government investigations or inquiries, and claims, both asserted and unasserted, that arise in the ordinary course of business. These matters are subject to uncertainties, and we cannot predict the outcome of these matters, or governmental inquiries or proceedings that may occur. Although the outcome of the above-described matters, claims and proceedings cannot be predicted with certainty, we do not believe at this time that any of the above-described matters will have a material effect on our consolidated financial condition or results of operations.

Since 2022, we have received multiple subpoenas from government authorities requesting information relating to certain China customer shipments and export controls compliance, including from the U.S. Department of Justice, the U.S. Commerce Department Bureau of Industry and Security, and the U.S. Securities and Exchange Commission. We also have received subpoenas from the U.S. Department of Justice requesting information related to certain federal award applications and information submitted to the federal government. We are cooperating fully with the U.S. government in these matters. We have continued to receive related subpoenas, as well as requests for information, and may in the future receive additional related subpoenas and requests for information from such or other government authorities. Any such matters are subject to uncertainties, and we cannot predict the outcome, nor reasonably estimate a range of loss or penalties, if any, relating to these matters.

Note 13 Industry Segment Operations

Our three reportable segments are: Semiconductor Systems, Applied Global Services (AGS), and Display. As defined under the accounting literature, our chief operating decision-maker has been identified as the President and Chief Executive Officer, who reviews operating results to make decisions about allocating resources and assessing performance for the entire company. Segment information is presented based upon our management organization structure as of July 27, 2025 and the distinctive nature of each segment. Future changes to this internal financial structure may result in changes to our reportable segments.

The Semiconductor Systems reportable segment includes semiconductor capital equipment to enable materials engineering steps including etch, rapid thermal processing, deposition, chemical mechanical planarization, metrology and inspection, advanced wafer packaging, and ion implantation.

The AGS segment provides integrated solutions to optimize equipment and fab performance and productivity, including spares, upgrades, services, 200mm and other equipment and factory automation software for semiconductor, display and other products.

The Display segment includes products for manufacturing liquid crystal displays (LCDs), organic light-emitting diodes (OLEDs), equipment upgrades and other display technologies for TVs, monitors, laptops, personal computers, smart phones, other consumer-oriented devices and solar energy cells.

Each operating segment is separately managed and has separate financial results that are reviewed by our chief operating decision-maker. Each reportable segment contains closely related products that are unique to the particular segment. Segment operating income is determined based upon internal performance measures used by our chief operating decision-maker. The chief operating decision-maker does not evaluate operating segments using total asset information.

We derive the segment results directly from our internal management reporting system. The accounting policies we use to derive reportable segment results are substantially the same as those used for external reporting purposes. Management measures the performance of each reportable segment based upon several metrics including net revenue and operating income. Management uses these results to evaluate the performance of, and to assign resources to, each of the reportable segments.

The Corporate and Other category includes revenues and costs of products not included in our reportable segments, as well as certain operating expenses that are not allocated to our reportable segments and are managed separately at the corporate level. These operating expenses include costs related to certain management, finance, legal, human resources, and research, development and engineering functions provided at the corporate level; and unabsorbed information technology and occupancy. In addition, we do not allocate to our reportable segments severance, asset impairment and any associated charges related to restructuring actions, unless these actions pertain to a specific reportable segment. Segment operating income also excludes interest income/expense and other financial charges and income taxes. Management does not consider the unallocated costs in measuring the performance of the reportable segments.

Net revenue and operating income (loss) for each reportable segment were as follows:

	Three Months Ended		Nine Months Ended	
	Net Revenue	Operating Income (Loss)	Net Revenue	Operating Income (Loss)
	(In millions)			
July 27, 2025:				
Semiconductor Systems	$ 5,427	$ 1,966	$ 16,038	$ 5,852
Applied Global Services	1,600	445	4,760	1,338
Display	263	62	705	144
Corporate and Other	12	(240)	65	(757)
Total	$ 7,302	$ 2,233	$ 21,568	$ 6,577
July 28, 2024:				
Semiconductor Systems	$ 4,924	$ 1,712	$ 14,734	$ 5,157
Applied Global Services	1,580	467	4,586	1,320
Display	251	16	674	46
Corporate and Other	23	(253)	137	(702)
Total	$ 6,778	$ 1,942	$ 20,131	$ 5,821

Semiconductor Systems and Display revenues are recognized at a point in time. AGS revenue is recognized at a point in time for tangible goods such as spare parts and equipment, and over time for service agreements. The majority of revenue recognized over time is recognized within 12 months of the contract inception.

Two customers accounted for approximately 19% and 15%, respectively, of our net revenue for the nine months ended July 27, 2025. No other customer accounted for greater than 10% of our net revenue for the nine months ended July 27, 2025.

Details of goodwill by reportable segment as of July 27, 2025 and October 27, 2024 were as follows:

	July 27, 2025	October 27, 2024
	(In millions)	
Goodwill by reportable segment		
Semiconductor Systems	$ 2,476	$ 2,460
Applied Global Services	1,032	1,032
Display	199	199
Corporate and Other	41	41
	$ 3,748	$ 3,732

From time to time, we acquire companies related to our existing or new markets. During the first nine months of fiscal 2025, goodwill increased primarily due to the preliminary purchase accounting for an acquisition, net of adjustments, which was not material to our results of operations or to our balance sheet.

Net revenue by geographic region, determined by the location of customers' facilities to which products were shipped and services were performed, was as follows:

	Three Months Ended					Nine Months Ended				
	July 27, 2025		July 28, 2024		Change	July 27, 2025		July 28, 2024		Change
	(In millions, except percentages)									
China	$ 2,548	35 %	$ 2,153	32 %	18 %	$ 6,565	30 %	$ 7,981	40 %	(18)%
Korea	1,160	16 %	1,102	16 %	5 %	4,389	20 %	3,321	16 %	32 %
Taiwan	1,843	25 %	1,148	17 %	61 %	5,023	23 %	2,726	14 %	84 %
Japan	713	10 %	555	8 %	28 %	1,825	9 %	1,573	8 %	16 %
Southeast Asia	195	3 %	428	6 %	(54)%	616	3 %	827	4 %	(26)%
Asia Pacific	6,459	89 %	5,386	79 %	20 %	18,418	85 %	16,428	82 %	12 %
United States	683	9 %	1,053	16 %	(35)%	2,408	11 %	2,665	13 %	(10)%
Europe	160	2 %	339	5 %	(53)%	742	4 %	1,038	5 %	(29)%
Total	$ 7,302	100 %	$ 6,778	100 %	8 %	$ 21,568	100 %	$ 20,131	100 %	7 %

Net revenue for Semiconductor Systems by market for the periods presented were as follows:

	Three Months Ended		Nine Months Ended	
	July 27, 2025	July 28, 2024	July 27, 2025	July 28, 2024
Foundry, logic and other	69 %	72 %	67 %	66 %
Dynamic random-access memory (DRAM)	22 %	24 %	26 %	30 %
Flash memory (NAND)	9 %	4 %	7 %	4 %
	100 %	100 %	100 %	100 %

The reconciling items included in Corporate and Other were as follows:

	Three Months Ended		Nine Months Ended	
	July 27, 2025	July 28, 2024	July 27, 2025	July 28, 2024
	(In millions)			
Unallocated net revenue	$ 12	$ 23	$ 65	$ 137
Unallocated cost of products sold and expenses	(252)	(276)	(822)	(839)
Total	$ (240)	$ (253)	$ (757)	$ (702)

Item 2. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

The following management's discussion and analysis is provided in addition to the accompanying consolidated condensed financial statements and notes, and for a full understanding of our results of operations and financial condition should be read in conjunction with the consolidated condensed financial statements and notes included in this Form 10-Q and the financial statements and notes for the fiscal year ended October 27, 2024 contained in our Form 10-K filed on December 13, 2024.

This report contains forward-looking statements that involve a number of risks and uncertainties. Examples of forward-looking statements include those regarding our future financial or operating results, customer demand and spending, end-user demand, our and market and industry trends and outlooks, cash flows and cash deployment strategies, declaration of dividends, share repurchases, business strategies and priorities, costs and cost controls, products, competitive positions, management's plans and objectives for future operations, research and development, acquisitions, investments and divestitures, growth opportunities, restructuring and severance activities, backlog, working capital, liquidity, investment portfolio and policies, taxes, supply chain, manufacturing, properties, legal matters, claims and proceedings, and other statements that are not historical facts, as well as their underlying assumptions. Forward-looking statements may contain words such as "may," "will," "should," "could," "would," "expect," "plan," "anticipate," "believe," "estimate," "intend," "potential" and "continue," the negative of these terms, or other comparable terminology. All forward-looking statements are subject to risks and uncertainties and other important factors, including those discussed in Part II, Item 1A, "Risk Factors," below and elsewhere in this report. These and many other factors could affect our future financial condition and operating results and could cause actual results to differ materially from expectations based on forward-looking statements made in this document or elsewhere by us or on our behalf. Forward-looking statements are based on management's estimates, projections and expectations as of the date hereof, and we undertake no obligation to revise or update any such statements.

Overview

We provide equipment, services and software to the semiconductor, display, and related industries. Our customers include manufacturers of semiconductor wafers and chips, liquid crystal and organic light-emitting diode (OLED) displays, and other electronic devices. Our customers' products are used in a wide variety of products such as personal computing devices, mobile phones, artificial intelligence (AI) and data center servers, automobiles, connected devices, industrial applications and consumer electronics. Each of our segments is subject to variable industry conditions, as demand for equipment and services can change depending on supply and demand for chips, display technologies and other electronic devices, as well as other factors, such as global economic, political and market conditions, and the nature and timing of technological advances in fabrication processes.

Our strategic priorities include developing products that help solve customers' challenges at technology inflections, growing our service business, and expanding our served market opportunities in the semiconductor and display industries. Our long-term growth strategy requires continued development of new materials engineering capabilities, including products and platforms that enable expansion into new and adjacent markets. Our significant investments in research, development and engineering (RD&E) are intended to enable us to deliver new products and technologies before the emergence of strong demand, allowing customers to incorporate these products into their manufacturing plans during early-stage technology selection. We collaborate closely with our global customers to design systems and processes to meet their technical and production requirements.

Our future operating results depend to a considerable extent on our ability to maintain a competitive advantage in the equipment and service products we provide. Development cycles depend on whether the product is an enhancement of an existing product, which typically has a shorter development cycle, or a new product, which typically has a longer development cycle. Most of our existing products resulted from internal development activities and innovations involving new technologies, materials and processes. In certain instances, we acquire technologies, either in existing or new product areas, to complement our existing technology capabilities and to reduce time to market. Product development and manufacturing activities occur primarily in the United States, Europe, Israel, and Asia. Our portfolio of equipment and service products are highly technical and are sold primarily through a direct sales force.

We believe that it is critical to make substantial investments in RD&E to assure the availability of innovative technology that meets the current and projected requirements of our customers' most advanced designs. We have and continue to invest in RD&E in order to continue to offer new products and technologies.

We operate in three reportable segments: Semiconductor Systems, Applied Global Services® (AGS), and Display. A summary of financial information for each reportable segment is found in Note 13 of Notes to Consolidated Condensed Financial Statements. A discussion of factors that could affect our operations is set forth under "Risk Factors" in Part II, Item 1A, which is incorporated herein by reference.

Our results are driven primarily by customer spending on capital equipment and services to support key technology transitions or to increase production volume in response to worldwide demand for semiconductors and displays.

The Semiconductor Systems segment is comprised primarily of capital equipment used to fabricate semiconductor chips. Spending by semiconductor customers, which include companies that operate in the foundry, logic, memory, and other semiconductor chip markets, is driven by demand for products such as smartphones, mobile devices, personal computers, servers for artificial intelligence (AI) and data centers, automobiles, clean energy, storage, and other products, and the nature and timing of technological advances in fabrication processes. The growth of data and emerging end-market drivers such as AI, the internet of things, 5G networks, electric and autonomous vehicles and augmented and virtual reality are also creating the next wave of growth for the industry. As a result, products within the Semiconductor Systems segment are subject to significant changes in customer requirements, including transitions to smaller dimensions, increasingly complex chip architectures, new materials and an increasing number of applications. Spending can also depend on customer facility readiness and timeline for installation of capital equipment at customer sites. Development efforts are focused on solving customers' key technical challenges in patterning, transistor, interconnect, process control, and packaging performance.

The AGS segment provides services, spares and factory automation software to customer fabrication plants globally to help customers optimize performance of our large, global installed base of semiconductor, display and other equipment. The AGS segment also includes 200mm and other equipment, which is shipped to many customers globally that serve the non-leading-edge end markets. Demand for AGS' service and spares is driven by our large and growing installed base of manufacturing systems, and customers' needs to shorten ramp times, improve system performance, and optimize factory output and operating costs. Industry conditions that affect AGS' sales of spares and services are primarily characterized by changes in semiconductor manufacturers' wafer starts and utilization rates, growth of the installed base of equipment and growing service intensity of newer tools. Our strategy is to continue to shift the AGS' service and spares business to a subscription agreement model, improving customer factory performance and optimizing operating costs, and providing us a more predictable revenue stream.

The Display segment encompasses products for manufacturing liquid crystal and OLED displays, and other display technologies for TVs, monitors, laptops, personal computers (PC), tablets, smart phones, other consumer-oriented devices, equipment upgrades and solar energy cells. The segment is focused on expanding its presence through technologically-differentiated equipment and products that provide customers with improved performance and yields. Display segment growth depends primarily on consumer demand for increasingly larger and more advanced TVs and high-resolution displays for mobile devices and information technology (IT) products, including laptops, monitors and tablets, as well as new form factors, including thin, light, curved and flexible displays, and new applications such as augmented and virtual reality. The timing of customer investment in manufacturing equipment is also affected by the timing of next-generation process development and of capacity expansion to meet end-market demand.

The Corporate and Other category includes revenues and costs of product not included in our reportable segments, as well as certain operating expenses that are not allocated to our reportable segments and are managed separately at the corporate level. These operating expenses include costs for certain management, finance, legal, human resources, and RD&E functions performed at the corporate level; and unabsorbed information technology and occupancy. In addition, we do not allocate to our reportable segments severance, asset impairment and any associated charges related to restructuring actions, unless these actions pertain to a specific reportable segment.

The United States government has implemented export regulations for U.S. semiconductor technology sold or provided to customers in China, which have limited our ability to provide certain products and services to customers in China, over the past several years. The U.S. government continues to issue new export licensing requirements, and additional updates and other requirements that have had the effect of further limiting our ability to provide certain products and services to customers outside the U.S., including in China. Also, the United States has recently announced changes to its trade policy, including increased tariffs on imports. These actions have caused substantial uncertainty and have resulted in retaliatory measures, including new tariffs on U.S. goods imposed by China and other countries. Some of these actions have been followed by announcements of limited exemptions and temporary pauses. For a description of these risks, see the risk factors entitled *"Business and Industry Risks - Global trade issues and changes in and uncertainties with respect to trade policies and export regulations, including import and export license requirements, trade sanctions, tariffs and international trade disputes, have adversely impacted and could further adversely impact our business and operations, and reduce the competitiveness of our products and services relative to local and global competitors" and "Business and Industry Risks - We are exposed to risks and uncertainty related to recent changes in trade policies, and increased tariffs and trade disputes"* in Part II, Item 1A, "Risk Factors."

Results of Operations

Fiscal 2025 and 2024 each contain 52 weeks and the first nine months of fiscal 2025 and 2024 each contained 39 weeks.

The following table presents certain significant measurements for the periods presented:

	Three Months Ended			Nine Months Ended		
	July 27, 2025	July 28, 2024	Change	July 27, 2025	July 28, 2024	Change
	(In millions, except per share amounts and percentages)					
Net revenue	$ 7,302	$ 6,778	$ 524	$ 21,568	$ 20,131	$ 1,437
Gross margin	48.8 %	47.3 %	1.5 points	48.9 %	47.5 %	1.4 points
Operating income	$ 2,233	$ 1,942	$ 291	$ 6,577	$ 5,821	$ 756
Operating margin	30.6 %	28.7 %	1.9 points	30.5 %	28.9 %	1.6 points
Net income	$ 1,779	$ 1,705	$ 74	$ 5,101	$ 5,446	$ (345)
Earnings per diluted share	$ 2.22	$ 2.05	$ 0.17	$ 6.29	$ 6.52	$ (0.23)

Net revenue by segment for the periods presented were as follows:

	Three Months Ended					Nine Months Ended				
	July 27, 2025		July 28, 2024		Change	July 27, 2025		July 28, 2024		Change
	(In millions, except percentages)									
Semiconductor Systems	$ 5,427	74 %	$ 4,924	73 %	10 %	$ 16,038	75 %	$ 14,734	73 %	9 %
Applied Global Services	1,600	22 %	1,580	23 %	1 %	4,760	22 %	4,586	23 %	4 %
Display	263	4 %	251	4 %	5 %	705	3 %	674	3 %	5 %
Corporate and Other	12	— %	23	— %	(48)%	65	— %	137	1 %	(53)%
Total	$ 7,302	100 %	$ 6,778	100 %	8 %	$ 21,568	100 %	$ 20,131	100 %	7 %

Net revenue for Semiconductor Systems by market for the periods presented were as follows:

	Three Months Ended		Nine Months Ended	
	July 27, 2025	July 28, 2024	July 27, 2025	July 28, 2024
Foundry, logic and other	69 %	72 %	67 %	66 %
Dynamic random-access memory (DRAM)	22 %	24 %	26 %	30 %
Flash memory (NAND)	9 %	4 %	7 %	4 %
	100 %	100 %	100 %	100 %

Net revenue in the three and nine months ended July 27, 2025 increased as compared to the same periods in the prior year. Gross margin in the three months ended July 27, 2025 increased compared to the same period in the prior year, primarily driven by higher net revenue, favorable changes in customer and product mix, and an increase in average selling prices. Gross margin in the nine months ended July 27, 2025 increased compared to the same period in the prior year, primarily driven by higher net revenue, favorable changes in customer and product mix, an increase in average selling prices, and lower material and manufacturing costs.

The Semiconductor Systems segment continued to represent the largest contributor of net revenue. Semiconductor Systems net revenue increased for the three and nine months ended July 27, 2025 compared to the same periods in the prior year as customers continued to make strategic investments in new capacity and new technology transitions. Foundry and logic customers' spending increased for the three and nine months ended July 27, 2025, compared to the same periods in the prior year driven primarily by higher customer investments in leading-edge manufacturing technologies. Memory customers' spending in the three and nine months ended July 27, 2025 was higher compared to the same periods in the prior year primarily due to increased customer investments in NAND fabrication equipment upgrades. The increase in memory customers' investments in NAND in the first nine months of fiscal 2025 compared to the same period in the prior year was partially offset by decreased investments in DRAM technology transitions.

Our AGS net revenue in the three and nine months ended July 27, 2025 increased compared to the same periods in the prior year primarily due to an increase in net revenue associated with long-term service agreements and customer spending on spares, partially offset by lower customer spending on 200mm equipment.

Our Display net revenue increased in the three and nine months ended July 27, 2025 compared to the same periods in the prior year primarily due to higher customer investments in display fabrication equipment for TVs and IT products including laptops, monitors and tablets, partially offset by lower customer investments in display fabrication equipment for mobile devices.

Net revenue by geographic region, determined by the location of customers' facilities to which products were shipped and services were performed, was as follows:

	Three Months Ended					Nine Months Ended				
	July 27, 2025		July 28, 2024		Change	July 27, 2025		July 28, 2024		Change
	(In millions, except percentages)									
China	$ 2,548	35 %	$ 2,153	32 %	18 %	$ 6,565	30 %	$ 7,981	40 %	(18)%
Korea	1,160	16 %	1,102	16 %	5 %	4,389	20 %	3,321	16 %	32 %
Taiwan	1,843	25 %	1,148	17 %	61 %	5,023	23 %	2,726	14 %	84 %
Japan	713	10 %	555	8 %	28 %	1,825	9 %	1,573	8 %	16 %
Southeast Asia	195	3 %	428	6 %	(54)%	616	3 %	827	4 %	(26)%
Asia Pacific	6,459	89 %	5,386	79 %	20 %	18,418	85 %	16,428	82 %	12 %
United States	683	9 %	1,053	16 %	(35)%	2,408	11 %	2,665	13 %	(10)%
Europe	160	2 %	339	5 %	(53)%	742	4 %	1,038	5 %	(29)%
Total	$ 7,302	100 %	$ 6,778	100 %	8 %	$ 21,568	100 %	$ 20,131	100 %	7 %

Net revenue increased from customers in Korea in the three and nine months ended July 27, 2025 compared to the same periods in the prior year primarily due to investments in semiconductor equipment partially offset by lower customer spending in display fabrication equipment.

Net revenue increased from customers in China in the three months ended July 27, 2025 compared to the same period in the prior year primarily due to higher investments in semiconductor equipment and display fabrication equipment.

Net revenue decreased from customers in China in the nine months ended July 27, 2025 compared to the same period in the prior year primarily due to lower investments in semiconductor equipment, partially offset by higher customer spending on spares and services and display fabrication equipment.

Net revenue decreased from customers in the United States and Southeast Asia in the three and nine months ended July 27, 2025 compared to the same periods in the prior year primarily due to decreased investments in semiconductor equipment and decreases in investments in 200mm equipment.

The changes in net revenue from customers in all other regions in the three and nine months ended July 27, 2025 compared to the same periods in the prior year primarily reflected changes in investment in semiconductor equipment and spending on services.

Operating Expenses

Operating expenses for the periods presented were as follows:

	Three Months Ended			Nine Months Ended		
	July 27, 2025	July 28, 2024	Change	July 27, 2025	July 28, 2024	Change
	(In millions)					
Research, development and engineering (RD&E)	$ 901	$ 836	$ 65	$ 2,653	$ 2,375	$ 278
Marketing and selling	$ 224	$ 205	$ 19	$ 646	$ 621	$ 25
General and administrative (G&A)	$ 204	$ 222	$ (18)	$ 667	$ 745	$ (78)

RD&E expenses for the three and nine months ended July 27, 2025 increased compared to the same periods in the prior year primarily due to additional headcount to support our ongoing investments in product development initiatives and higher depreciation expenses, consistent with our growth strategy. We continued to prioritize RD&E investments in technical capabilities and critical RD&E programs in current and new markets.

Marketing and selling expenses for the three and nine months ended July 27, 2025 increased compared to the same periods in the prior year primarily due to higher employee related expenses.

G&A expenses in the three and nine months ended July 27, 2025 decreased compared to the same periods in the prior year primarily due to lower spending on professional services.

Interest Expense and Interest and Other Income (expense), net

Interest expense and interest and other income (expense), net for the periods presented were as follows:

	Three Months Ended			Nine Months Ended		
	July 27, 2025	July 28, 2024	Change	July 27, 2025	July 28, 2024	Change
	(In millions)					
Interest expense	$ 66	$ 63	$ 3	$ 198	$ 181	$ 17
Interest and other income (expense), net	$ 396	$ 81	$ 315	$ 625	$ 617	$ 8

Interest expense incurred was primarily associated with issued senior unsecured notes. Interest expense in the three months ended July 27, 2025 remained relatively flat compared to the same period in the prior year. Interest expense in the nine months ended July 27, 2025 increased as a result of the issuance of senior unsecured notes in June 2024, compared to the same period in the prior year.

Interest and other income (expense), net in the three months ended July 27, 2025 increased compared to the same period in the prior year, primarily driven by higher net gain on equity investments, partially offset by lower interest income driven by lower cash balances and a decrease in market rates. Interest and other income (expense), net in the nine months ended July 27, 2025 increased slightly compared to the same period in the prior year, primarily driven by a gain on asset sale during the second quarter of fiscal 2025, partially offset by lower interest income driven by lower cash balances and a decrease in market rates.

Income Taxes

Provision for income taxes and effective tax rates for the periods presented were as follows:

	Three Months Ended			Nine Months Ended		
	July 27, 2025	July 28, 2024	Change	July 27, 2025	July 28, 2024	Change
	(In millions, except percentages)					
Provision for income taxes	$ 784	$ 255	$ 529	$ 1,903	$ 811	$ 1,092
Effective income tax rate	30.6 %	13.0 %	17.6 points	27.2 %	13.0 %	14.2 points

Our provision for income taxes and effective tax rate are affected by the geographical composition of pre-tax income which includes jurisdictions with differing tax rates, conditional reduced tax rates and other income tax incentives. It is also affected by events that vary from period to period, such as changes in income tax laws and the resolution of prior years' income tax filings.

Our effective tax rates for the third quarter of fiscal 2025 and 2024 were 30.6 percent and 13.0 percent, respectively. The effective tax rate for the third quarter of fiscal 2025 was higher than the same period in the prior fiscal year, primarily due to the recognition of a $410 million valuation allowance against deferred tax assets related to corporate alternative minimum tax (CAMT) credits. These credits are not expected to be realized as a result of changes in the timing of future tax deductions, following the enactment of the One Big Beautiful Bill Act during the quarter. No prudent and feasible tax-planning strategies are currently available. The amount of the valuation allowance may be adjusted in future quarters if estimates of future taxable income change.

Our effective tax rates for the first nine months of fiscal 2025 and 2024 were 27.2 percent and 13.0 percent, respectively. The effective tax rate for the first nine months of fiscal 2025 was higher than the same period in the prior fiscal year, primarily due to a remeasurement of deferred tax assets resulting from new tax incentive agreements in Singapore and due to the recognition of a valuation allowance related to our CAMT credits, as described above.

Segment Operating Income (Loss)

Operating income (loss) by segment for the periods presented were as follows:

	Three Months Ended				Nine Months Ended			
	July 27, 2025	July 28, 2024	Change		July 27, 2025	July 28, 2024	Change	
	(In millions, except percentages and ratios)							
Operating income (loss)								
Semiconductor Systems	$ 1,966	$ 1,712	$ 254	15 %	$ 5,852	$ 5,157	$ 695	13 %
Applied Global Services	445	467	(22)	(5)%	1,338	1,320	18	1 %
Display	62	16	46	288 %	144	46	98	213 %
Corporate and Other	(240)	(253)	13	(5)%	(757)	(702)	(55)	8 %
Total	$ 2,233	$ 1,942	$ 291		$ 6,577	$ 5,821	$ 756	
Operating margin								
Semiconductor Systems	36.2 %	34.8 %	1.4 points		36.5 %	35.0 %	1.5 points	
Applied Global Services	27.8 %	29.6 %	(1.8) points		28.1 %	28.8 %	(0.7) points	
Display	23.6 %	6.4 %	17.2 points		20.4 %	6.8 %	13.6 points	

Semiconductor System's operating margin for the three months ended July 27, 2025 increased compared to the same period in the prior year primarily driven by higher net revenue, favorable changes in customer and product mix, and an increase in average selling prices, partially offset by increased RD&E expenses. Semiconductor System's operating margin for the nine months ended July 27, 2025 increased compared to the same period in the prior year primarily driven by higher net revenue, favorable changes in customer and product mix, lower material and manufacturing costs, and an increase in average selling prices, partially offset by increased RD&E expenses.

AGS' operating margin for the three and nine months ended July 27, 2025 decreased compared to the same periods in the prior year primarily due to a decrease in 200mm equipment net revenue, and higher excess and obsolete inventory charges, partially offset by higher net revenue from services and spares.

Display's operating margin for the three and nine months ended July 27, 2025 increased compared to the same periods in the prior year primarily due to the increase in Display net revenue and favorable product mix.

Recent Accounting Pronouncements

Accounting Standards Not Yet Adopted

Measurement of Credit Losses for Accounts Receivable and Contract Assets. In July 2025, the Financial Accounting Standards Board (FASB) issued an accounting standard update to provide a practical expedient that simplifies the calculation of expected credit losses (Topic 326). The practical expedient allows an entity to assume that current conditions as of the balance sheet date do not change for the remaining life of the asset, therefore, an entity will no longer need to develop reasonable and supportable forecasts of future economic conditions. This authoritative guidance will be effective for us beginning with our interim and annual reporting for fiscal year 2027, with early adoption permitted. We are evaluating the effect of this guidance on our consolidated financial statements.

Disaggregation of Income Statements Expenses. In November 2024, the FASB issued an accounting standard update to improve income statement expenses disclosures (Subtopic 220-40). The standard requires more detailed information related to the types of expenses, including (among other items) the amounts of purchases of inventory, employee compensation, depreciation and intangible asset amortization included within each interim and annual income statement's expense caption, as applicable. This authoritative guidance can be applied prospectively or retrospectively and will be effective for us in fiscal 2028 for annual periods and in the first quarter of fiscal 2029 for interim periods, with early adoption permitted. We are evaluating the effect of this guidance on our consolidated financial statements and related disclosures.

Improvements to Income Tax Disclosures. In December 2023, the FASB issued an accounting standard update to improve income tax disclosures (Topic 740). The standard prescribes specific categories for the components of the effective tax rate reconciliation, requires disclosure of income taxes paid by jurisdiction, and modifies other income tax-related disclosures. This authoritative guidance will be effective for us beginning with our annual reporting for fiscal year 2026, with early adoption permitted. We are evaluating the effect of this guidance on our consolidated financial statements and related disclosures.

Improvements to Reportable Segment Disclosures. In November 2023, the FASB issued an accounting standard update to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses (Topic 280). The standard requires interim and annual disclosure of significant segment expenses that are regularly provided to the chief operating decision-maker (CODM) and included within the reported measure of a segment's profit or loss, requires interim disclosures about a reportable segment's profit or loss and assets that are currently required annually, requires disclosure of the position and title of the CODM, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss and contains other disclosure requirements. This authoritative guidance will be effective for us in fiscal 2025 for annual periods and in the first quarter of fiscal 2026 for interim periods and the adoption is expected to expand the disclosures in our notes to the consolidated financial statements.

Accounting Standards Adopted

For a description of recently adopted accounting standards, including the date of adoption and the effect, if any, on our consolidated financial statements, see Note 1 "Basis of Presentation and Recently Adopted Accounting Standards," of the Notes to Consolidated Condensed Financial Statements.

Financial Condition, Liquidity and Capital Resources

Our cash, cash equivalents and investments consisted of the following:

	July 27, 2025	October 27, 2024
	(In millions)	
Cash and cash equivalents	$ 5,384	$ 8,022
Short-term investments	1,630	1,449
Long-term investments	4,133	2,787
Total cash, cash-equivalents and investments	$ 11,147	$ 12,258

Sources and Uses of Cash

A summary of cash provided by (used in) operating, investing, and financing activities was as follows:

	Nine Months Ended	
	July 27, 2025	July 28, 2024
	(In millions)	
Cash provided by operating activities	$ 5,130	$ 6,102
Cash used in investing activities	$ (2,643)	$ (1,256)
Cash used in financing activities	$ (5,146)	$ (2,701)

Operating Activities

Cash from operating activities for the nine months ended July 27, 2025 was $5.1 billion, which reflects net income adjusted for the effect of non-cash charges and changes in working capital components. Significant non-cash charges included depreciation, amortization, gain or loss on investments or asset sale, share-based compensation and deferred income taxes. Cash provided by operating activities decreased in the first nine months of fiscal 2025 compared to the same period in the prior year primarily due to lower collections of customer receivable balances, higher payments for income taxes and higher vendor payments.

We have agreements with various financial institutions to sell accounts receivable and discount promissory notes from selected customers. We sell our accounts receivable generally without recourse. From time to time, we also discount letters of credit issued by customers through various financial institutions. The discounting of letters of credit depends on many factors, including the willingness of financial institutions to discount the letters of credit and the cost of such arrangements. We sold $324 million and $395 million of account receivables during the nine months ended July 27, 2025 and July 28, 2024, respectively. We did not discount letters of credit issued by customers or discount promissory notes during the nine months ended July 27, 2025 and July 28, 2024, respectively.

Our working capital was $11.8 billion as of July 27, 2025 and $12.8 billion as of October 27, 2024.

Days sales outstanding of our accounts receivable at July 27, 2025 and July 28, 2024 were 72 days and 67 days, respectively. Days sales outstanding varies due to the timing of shipments and payment terms. The increase in days sales outstanding was primarily due to higher accounts receivable balance as a result of the timing of customer payments, and unfavorable revenue linearity.

Investing Activities

We used $2.6 billion of cash in investing activities during the nine months ended July 27, 2025. Capital expenditures totaled $1.5 billion, purchases of investments, net of proceeds from sales and maturities of investments, were $1.2 billion, net proceeds from asset sale were $33 million, and net cash paid for acquisition was $29 million, during the nine months ended July 27, 2025.

Our investment portfolio consists principally of investment grade money market mutual funds, U.S. Treasury and agency securities, municipal bonds, corporate bonds and mortgage-backed and asset-backed securities, as well as equity securities. We regularly monitor the credit risk in our investment portfolio and take appropriate measures, which may include the sale of certain securities, to manage such risks prudently in accordance with our investment policies.

Financing Activities

We used $5.1 billion of cash in financing activities during the nine months ended July 27, 2025, consisting primarily of cash used for repurchases of common stock of $4.0 billion, cash dividends paid to stockholders totaling $1.0 billion, and tax withholding payments for vested equity awards of $210 million, partially offset by proceeds received from common stock issuances of $129 million under our employee' stock purchase plan.

We currently anticipate that cash dividends will continue to be paid on a quarterly basis, although the declaration of any future cash dividend is at the discretion of the Board of Directors and will depend on our financial condition, results of operations, capital requirements, business conditions and other factors, as well as a determination by the Board of Directors that cash dividends are in the best interests of our stockholders.

In March 2025, our Board of Directors approved a common stock repurchase program authorizing $10.0 billion in repurchases, which supplemented the previously existing $10.0 billion authorization from March 2023. As of July 27, 2025, approximately $14.8 billion remained available for future stock repurchases under the repurchase program.

We have credit facilities for unsecured borrowings in various currencies of up to $2.1 billion, of which $2.0 billion is comprised of a committed revolving credit agreement (Revolving Credit Agreement) with a group of banks. The Revolving Credit Agreement is scheduled to expire in February 2030, unless extended as permitted under the Revolving Credit Agreement. The Revolving Credit Agreement includes financial and other covenants with which we were in compliance as of July 27, 2025. No amounts were outstanding under the Revolving Credit Agreement as of July 27, 2025 or under the prior revolving credit agreement as of October 27, 2024. See Note 9, Borrowing Facilities and Debt, of the Notes to the Consolidated Condensed Financial Statements for further discussion related to our Revolving Credit Agreement and other credit facilities.

We have a short-term commercial paper program under which we may from time to time issue unsecured commercial paper notes. In June 2025, we increased the total amount of commercial paper notes we may issue under the program from $1.5 billion to $2.0 billion. The proceeds from the issuances of commercial paper are used for general corporate purposes. As of July 27, 2025, we had commercial paper notes outstanding with an aggregate principal amount of $100 million.

We had senior unsecured notes in the aggregate principal amount of $6.2 billion outstanding as of July 27, 2025. See Note 9 of the Notes to the Consolidated Condensed Financial Statements for additional discussion of existing debt.

We may seek to refinance our existing debt and may incur additional indebtedness depending on our capital requirements, general corporate purposes and the availability of financing.

In the ordinary course of business, we provide standby letters of credit or other guarantee instruments to third parties as required for certain transactions initiated by either us or our subsidiaries. We also have agreements with various banks to facilitate subsidiary banking operations worldwide, including overdraft arrangements, issuance of bank guarantees, and letters of credit. See Note 12 of the Notes to the Consolidated Condensed Financial Statements for additional discussion related to our guarantee agreements and arrangements.

Others

On December 22, 2017, the U.S. government enacted the Tax Cuts and Jobs Act (Tax Act). The Tax Act requires a one-time transition tax on certain unrepatriated earnings of foreign subsidiaries. The transition tax expense is payable in installments over eight years, with eight percent due in each of the first five years starting with fiscal 2018. As of July 27, 2025, we have one remaining payment of $255 million, payable in February of 2026.

On August 9, 2022, the U.S. government enacted the U.S. CHIPS and Science Act (CHIPS Act). The CHIPS Act creates a 25% investment tax credit for certain investments in domestic semiconductor manufacturing. The credit is provided for qualifying property, which is placed in service after December 31, 2022, for which construction begins before January 1, 2027, and is treated as a government grant recognized against property, plant and equipment and a reduction of income taxes payable. We recognize this investment tax credit when there is reasonable assurance that we will qualify for the credit and the benefit will be received. As of July 27, 2025, our current income taxes payable was reduced by $309 million and future income taxes payable will be reduced by $154 million, both of which are due to the investment tax credit.

On July 4, 2025, the U.S. government enacted the One Big Beautiful Bill Act (OBBBA). The OBBBA includes a broad range of tax reform provisions including extending and modifying certain key Tax Act provisions and expanding certain Chips Act incentives. These changes include full expensing of domestic research costs, immediate expensing of qualifying property and increasing the investment tax credit for certain investments in domestic semiconductor manufacturing from 25% to 35%. Key tax provisions of the OBBBA are designed to accelerate tax deductions but that may have a detrimental impact on our ability to use certain tax credits. The use of certain tax credits may not be economically viable if it requires electing to forgo significant tax deductions. Most of the provisions are effective beginning in fiscal years 2026 or 2027, with immediate expensing of qualifying property being effective in fiscal 2025. We will continue to evaluate the full impact of these legislative changes as more guidance becomes available.

Various countries where we do business have enacted or plan to enact new tax laws to implement the global minimum tax regimes based on the Organization for Economic Cooperation and Development Base Erosion and Profit Shifting Project, and where enacted, the rules began to be effective in fiscal 2025. The impact of the currently enacted legislation is not expected to be material to our fiscal 2025 financial results. We continue to monitor developments and evaluate impacts, if any, of these rules on our results of operations and cash flows. The adoption and effective dates of these rules vary by country and could increase tax complexity and uncertainty and may adversely affect our provision for income taxes, in future years.

We have been granted additional conditional reduced tax rates in Singapore that expire beginning in fiscal 2030.

Although cash requirements will fluctuate based on the timing and extent of factors such as those discussed above, our management believes that cash generated from operations, together with the liquidity provided by existing cash balances and borrowing capability, will be sufficient to satisfy our liquidity requirements for the next 12 months. For further details regarding our operating, investing and financing activities, see the Consolidated Condensed Statements of Cash Flows in this report.

Critical Accounting Estimates

The preparation of consolidated financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make judgments, assumptions and estimates that affect the amounts reported.

Estimates and assumptions about future events and their effects cannot be determined with certainty. We base our estimates on historical experience and on various other assumptions believed to be applicable and reasonable under the circumstances. These estimates may change as new events occur, as additional information is obtained and as our operating environment changes. These changes have historically been minor and have been included in the consolidated financial statements as soon as they became known. In addition, management is periodically faced with uncertainties, the outcomes of which are not within our control and will not be known for prolonged periods of time. These uncertainties include those discussed in Part II, Item 1A, "Risk Factors."

Management believes that the following is a critical accounting estimate:

Income Taxes

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. The calculation of our provision for income taxes and effective tax rate involves significant judgment in estimating the impact of uncertainties in the application of complex and evolving tax laws. Resolution of these uncertainties in a manner inconsistent with our expectations could have a material impact on our results of operations and financial condition. We recognize a current tax liability for the estimated amount of income taxes payable on tax returns for the current fiscal year. Deferred tax assets and liabilities are recognized for the estimated future tax effects of temporary differences between the book and tax bases of assets and liabilities. Deferred tax assets are also recognized for net operating loss and tax credit carryovers. Deferred tax assets and liabilities are adjusted to reflect the effects of enacted changes in tax rates, laws and status, including changes in tax incentives. We record a valuation allowance against deferred tax assets when it is more likely than not that some portion, or all, of the assets will not be realized. In making this assessment, we weigh all available positive and negative evidence, including expected future taxable income, existing taxable temporary differences, carryback potential and prudent and feasible tax-planning strategies.

The acceleration of tax deductions for U.S. tax purposes, under the One Big Beautiful Bill Act, limits our ability to use our corporate minimum tax credits. As a result, we have recorded a full valuation allowance against this deferred tax asset. We reviewed potential tax-planning strategies to accelerate income recognition within a reasonable time, but none were prudent and feasible. We will continue to evaluate new strategies as additional One Big Beautiful Bill Act guidance is issued.

Item 3: ***Quantitative and Qualitative Disclosures About Market Risk***

We are exposed to financial market risks, including fluctuations in interest rate and foreign currency exchange rates. For information about our exposure to market risks as of October 27, 2024, see Part II, Item 7A, Quantitative and Qualitative Disclosures About Market Risk in our Annual Report on Form 10-K for the fiscal year ended October 27, 2024.

Interest Rate Risk

Available-for-sale Debt Securities - The market value of our investments in available-for-sale securities was approximately $3.5 billion at July 27, 2025. An immediate hypothetical 100 basis point increase in interest rates would result in a decrease in the fair value of investments as of July 27, 2025 of approximately $37 million.

Debt - At July 27, 2025, the aggregate principal of long-term senior unsecured notes issued by us was $5.5 billion with an estimated fair value of $5.0 billion. A hypothetical decrease in interest rates of 100 basis points would result in an increase in the fair value of our long-term senior notes issuances of approximately $389 million at July 27, 2025. From time to time we use interest rate swaps or rate lock agreements to mitigate the potential impact of changes in benchmark interest rates on interest expense and cash flows.

Foreign Currency Risk

Certain of our operations are conducted in foreign currencies, such as Japanese yen, Israeli shekel, euro and Taiwanese dollar. Hedges are used to reduce, but not eliminate, the impact of foreign currency exchange rate movements on the consolidated balance sheet, statement of operations, and statement of cash flows.

We use primarily foreign currency forward contracts to offset the impact of foreign exchange movements on non-U.S. dollar denominated monetary assets and liabilities. The foreign exchange gains and losses on the assets and liabilities are recorded in interest and other income (expense), net and are offset by the gains and losses on the hedges.

We use foreign currency forward and option contracts to hedge a portion of anticipated non-U.S. dollar denominated revenues and expenses expected to occur within the next 24 months. Gains and losses on these hedging contracts generally mitigate the effect of currency movements on our net revenue, cost of products sold, and operating expenses. A hypothetical 10% adverse change in foreign currency exchange rates relative to the U.S. Dollar would result in a decrease in the fair value of these hedging contracts of $181 million at July 27, 2025.

We do not use foreign currency forward or option contracts for trading or speculative purposes.

Item 4. *Controls and Procedures*

Disclosure Controls and Procedures

As of the end of the period covered by this report, our management conducted an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures, as such term is defined in Rule 13a-15(e) of the Securities Exchange Act of 1934 (the Exchange Act). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report in ensuring that information required to be disclosed was recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and to provide reasonable assurance that information required to be disclosed by us in such reports is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

During the third quarter of fiscal 2025, there were no changes in the internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act, that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations of Disclosure Controls and Procedures and Internal Control over Financial Reporting

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events.

PART II. OTHER INFORMATION

Item 1. *Legal Proceedings*

The information set forth under "Legal Matters" in Note 12 in Notes to Consolidated Condensed Financial Statements is incorporated herein by reference. See also *"Risk Factors – Legal, Compliance, and Other Risks – We are exposed to risks related to legal proceedings, claims and investigations."* in Part II, Item 1A, "Risk Factors."

Item 1A: *Risk Factors*

The risk factors set forth below include any material changes to, and supersede the description of, the risk factors disclosed in Part II, Item 1A of our most recent Form 10-Q. These factors could materially and adversely affect our business, financial condition or results of operations and cause reputational harm, and should be carefully considered in evaluating our business, in addition to other information presented elsewhere in this report.

Business and Industry Risks

The industries we serve can be volatile and difficult to predict.

We are a supplier to the global semiconductor and display and related industries, which historically have been cyclical and are subject to volatility in customer demand. Factors that impact demand for our products and services include technology inflections and advances in fabrication processes, new and emerging technologies and market drivers, such as demand for high-bandwidth memory and other forms of advanced packaging and technologies related to artificial intelligence and data center computing, production capacity relative to demand for semiconductor chips and electronic devices, end-user demand, the timing of customers' investment in new or expanded fabrication plants, customers' capacity utilization, production volumes, access to affordable capital, business and consumer buying patterns and general economic and political conditions. Artificial intelligence is evolving rapidly and the expected timing and amount of investments related to artificial intelligence can change significantly. As a result, it is difficult to accurately forecast demand for our products related to artificial intelligence. Changes in demand can affect the timing and amounts of customer investments in technology and manufacturing equipment and can significantly impact our operating results. The amount and mix of our customers' capital equipment spending between different products and technologies can also significantly impact our operating results.

To meet rapidly changing demand, we must accurately forecast demand and effectively manage our resources, investments, production capacity, supply chain, workforce, inventory, and other components of our business. We may incur unexpected or additional costs to align our business operations with changes in demand. If we do not effectively manage these challenges, our business performance and operating results may be adversely impacted. Even with effective allocation of resources and management of costs, our gross and operating margins, cash flows and earnings may be adversely impacted during periods of changing demand.

We are exposed to risks associated with an uncertain global economy.

Uncertain or adverse economic and business conditions, including uncertainties and volatility in the financial markets, national debt, fiscal or monetary concerns, inflation and changes in interest rates, bank failures, tariffs and trade policies, and economic recession, could materially and adversely impact our operating results. Markets for our products and services depend largely on demand for semiconductor chips and electronic devices. Uncertain or adverse economic and business conditions have caused, and may in the future cause, our customers to delay, cancel or refrain from purchasing our equipment or services, which could negatively impact demand for our products and services, reduce our backlog, increase our inventory, and materially and adversely impact our operating results. Uncertain or adverse economic and business conditions may also cause customers to scale back operations, exit businesses, merge with other manufacturers, or file for bankruptcy protection, which can reduce our revenue and result in additional inventory or bad debt expense. These conditions may also lead to consolidation or strategic alliances among other equipment manufacturers, which could adversely affect our ability to compete effectively.

Volatility in demand for semiconductor chips and electronic devices have in the past caused, and may in the future cause, a shortage of parts and materials needed to manufacture our products. Such shortages, and shipment delays due to transportation capacity and interruptions may adversely impact our suppliers' ability to meet our requirements. Accelerated digital transformation may further increase demand and exacerbate shortages and strain our manufacturing capacity, which may adversely impact our ability to meet customer demand and have an adverse impact on our revenues, operating results and financial condition.

Uncertain economic and industry conditions and supply chain challenges make it more difficult to accurately forecast operating and financial results and make business and investment decisions. If we do not appropriately manage our business operations it could have a material and adverse impact on our business performance and financial condition. We may be required to implement additional cost reduction efforts, including restructuring activities, which may adversely impact our ability to capitalize on opportunities. Even during periods of economic uncertainty or lower demand, we must continue to invest in research and development and maintain a global business infrastructure to compete effectively and support our customers, which can have a negative impact on our operating results.

We maintain an investment portfolio that is subject to general credit, liquidity, market and interest rate risks. The risks to our investment portfolio may be exacerbated if financial market conditions deteriorate due to rising inflation, rising interest rates, bank failures or economic recession and the value and liquidity of the investment portfolio and returns on pension assets could be negatively impacted and lead to impairment charges. We also maintain cash balances in various bank accounts globally to fund normal operations. If any of these financial institutions become insolvent, it could limit our ability to access cash in the affected accounts, which could affect our ability to manage our operations.

We are exposed to the risks of operating a global business.

We have product development, engineering, manufacturing, sales and other operations distributed throughout many countries, and some of our business activities are concentrated in certain geographic areas. In the three-month period ended July 27, 2025, approximately 91% of our net revenue was to customers in regions outside the United States. As a result of the global nature of our operations, our business performance and results of operations may be adversely affected by a number of factors, including:

- uncertain or adverse global economic, political and business conditions and demand;
- global trade issues and changes in and uncertainties with respect to trade and export regulations, trade policies and sanctions, tariffs, and international trade disputes, including new and changing export regulations, and their impact on our ability to export products and provide services to customers;
- positions taken by the United States, Chinese and other governmental agencies regarding national, commercial or security issues posed by the development, sale or export of certain products, technologies and raw materials, including critical materials and critical minerals;
- political instability, social unrest, terrorism, acts of war or other geopolitical turmoil, such as the conflict in the Middle East, in locations where we have operations, suppliers or sales, or that may influence the value chain of the industries we serve;
- cybersecurity incidents;
- political and social attitudes, laws, rules, regulations and policies within countries, including in China, the United States, and countries in Europe and Asia, that favor domestic companies over non-domestic companies, including efforts to promote the development and growth of local competitors and reduce dependence on foreign semiconductor equipment and manufacturing capabilities through policies and financial incentives;
- efforts to influence us to conduct more or less of our operations and sourcing in a particular country;
- different and changing local, regional, national or international laws and regulations, including contract, intellectual property, cybersecurity, data privacy, labor, tax, and import/export laws, and the interpretation and application of laws and regulations;
- ineffective or inadequate legal protection of intellectual property rights in certain countries;
- interruptions to our or our suppliers' supply chain;
- the availability of raw materials, including critical materials and critical minerals, and increases and volatility of commodity, energy and shipping costs;
- delays or restrictions on personnel travel and in shipping materials or products;
- geographically diverse operations and projects, and our ability to maintain appropriate business processes, procedures and internal controls, and comply with environmental, health and safety, anti-corruption and other regulatory requirements;
- challenges in hiring and integrating workers in different countries, and in effectively managing a diverse workforce with different experience levels, languages, cultures, customs, business practices and worker expectations, and differing employment practices and labor issues;
- the ability to develop relationships with local customers, suppliers and governments;
- fluctuations in interest rates and currency exchange rates, including the relative strength or weakness of the U.S. dollar against the Japanese yen, Israeli shekel, euro, Taiwanese dollar, Singapore dollar, Chinese yuan or Korean won;
- the need to provide technical support in different locations around the world;
- performance of geographically diverse third-party providers, including certain engineering, software development, manufacturing, information technology and other functions;
- service interruptions from utilities, transportation, data hosting or telecommunications providers;
- impacts of regional or global health epidemics and natural disasters and extreme and chronic weather events on our operations and those of our customers and suppliers, which may be exacerbated by climate change;

- the increasing need for a mobile workforce and travel to different regions; and
- uncertainties with respect to economic growth rates in various countries, including for the manufacture and sale of semiconductors and displays in the developing economies of certain countries.

Global trade issues and changes in and uncertainties with respect to trade policies and export regulations, including import and export license requirements, trade sanctions, tariffs and international trade disputes, have adversely impacted and could further adversely impact our business and operations, and reduce the competitiveness of our products and services relative to local and global competitors.

A majority of our products and services are delivered to customers in jurisdictions outside of the United States, including China, Taiwan and Korea. We also purchase a significant portion of equipment and supplies from suppliers outside of the United States. There is inherent risk, based on the complex relationships among the United States and the countries in which we conduct our business, that political, diplomatic, and national security factors can lead to global trade restrictions and changes in trade policies and export regulations that affect the semiconductor industry. The United States and other countries have imposed and may continue to impose new trade restrictions and export regulations, have levied tariffs and taxes on certain goods, and could significantly increase or impose new tariffs on a broad array of goods. Trade restrictions and export regulations, or increased or new tariffs and additional taxes, including any retaliatory measures, can negatively impact end-user demand and customer investment in semiconductor equipment, increase our supply chain complexity and our manufacturing costs, decrease margins, reduce the competitiveness of our products, or restrict our ability to sell products, provide services or purchase necessary equipment and supplies, any or all of which could have a material and adverse effect on our business, results of operations, or financial condition.

For example, certain international sales depend on our ability to obtain export licenses, and our inability to obtain such licenses has limited and could further limit our markets and negatively impact our business. Over the past several years, the U.S. government announced additional export regulations for U.S. semiconductor technology sold in China, including wafer fabrication equipment and related parts and services, with disparate impact on companies in different jurisdictions, which have limited the market for certain of our products and services, adversely impacted our revenues, and increased our exposure to foreign and Chinese domestic competition. The U.S. Department of Commerce expanded export license requirements for U.S. companies that sell certain products or provide certain services to entities in China whose actions or functions are intended to support military end uses, eliminated certain export license exceptions for exports of certain items to China, added certain Chinese companies to its "Entity List," making those companies subject to additional licensing requirements, and expanded licensing requirements for exports to China of items for use in the development or production of integrated circuits and certain technologies. These regulations require us to obtain additional export licenses to supply certain of our products or provide services to certain customers in China. Obtaining export licenses may be difficult and time-consuming, and there is no assurance we will be issued licenses on a timely basis or at all. Our inability to obtain such licenses could limit our sales in China, may cause us to be displaced by foreign and Chinese domestic companies and adversely affect our results of operations. The implementation and interpretation of these complex rules and other regulatory actions taken by the U.S. government are uncertain and evolving and may make it more challenging for us to manage our operations and forecast our operating results. The U.S. and other governments may promulgate new or additional export licensing or other requirements that have the effect of further limiting our ability to provide certain products and services to customers outside the U.S., including China. The U.S. government may also revise or expand existing requirements or issue guidance clarifying the scope and application of these requirements, which could change the impact of these rules on our business and manufacturing operations. The U.S. government may also continue to add customers to its "Entity List" or promulgate additional restrictions, or take measures that could disrupt our product shipments or the provision of services to certain customers. These and other potential future regulatory changes could materially and adversely affect our business, results of operations or financial condition.

As a global business with customers, suppliers and operations in many countries around the world, from time to time we may receive inquiries from government authorities about transactions between us and certain foreign entities. For example, since 2022, we have received multiple subpoenas from government authorities requesting information relating to certain China customer shipments and export controls compliance, including from the U.S. Department of Justice, the U.S. Commerce Department Bureau of Industry and Security, and the U.S. Securities and Exchange Commission. We are cooperating fully with the U.S. government in these matters. We have continued to receive related subpoenas, as well as requests for information, and may in the future receive additional related subpoenas and requests for information from such or other government authorities. Any such inquiries are subject to uncertainties, and we cannot predict the outcome of these inquiries, or any other governmental inquires or proceedings that may occur. Any violation or alleged violation of law or regulations could result in significant legal costs or in legal proceedings in which we or our employees could be subjected to fines and penalties and could result in restrictions on our business and damage to our global brand and reputation, and could have a material and adverse impact on our business operations, financial condition and results of operations.

Furthermore, government authorities may take retaliatory actions, impose conditions that require the use of local suppliers or partnerships with local companies, require the license or other transfer of sensitive data or intellectual property, or engage in other efforts to promote local businesses and local competitors, which could have a material and adverse impact on our business. Many of these challenges are present in China and Korea, markets that represent a significant portion of our business.

We are exposed to risks and uncertainty related to recent changes in trade policies, and increased tariffs and trade disputes.

Our business, financial condition and results of operations may be adversely affected by uncertainty and changes in trade policies, including tariffs, and trade disputes between the United States and other countries. The United States has recently announced changes to its trade policy, including increased tariffs on imports. These actions have caused substantial uncertainty and have resulted in retaliatory measures, including new tariffs on U.S. goods imposed by China and other countries. Some of these actions have been followed by announcements of limited exemptions and temporary pauses.

A significant number of our customers and suppliers are located outside of the United States. Increases in tariffs increase our costs and can negatively impact our margins and reduce the competitiveness of our products due to the increase in the cost of importing materials, parts and components used in manufacturing our products. Tariffs can also increase supply chain complexity and may make it more difficult to purchase necessary equipment and supplies to manufacture our products. Increases in tariffs, including reciprocal and sector-based tariffs, also increase the cost to our customers of importing our products, which could harm customer demand for our products. Uncertainty or volatility with respect to tariffs and trade disputes may also make it difficult for us and our customers and suppliers to make and execute business and capital equipment investment plans; lead to global or regional inflation and economic recession, and reduce demand for semiconductor chips and electronic devices; cause our customers to delay or cancel orders or negatively impact our competitive position; impede our ability to purchase materials, including critical materials and critical minerals, and disrupt supply chain and logistics. We may take actions to mitigate the impact of increases in tariffs and changes in trade policies, but there can be no assurance that we will be successful, and any such actions could result in additional costs, manufacturing delays or other difficulties, as well as additional risks, and may not be effective. Any or all of these factors may have a material and adverse impact on our business, financial condition and results of operations.

We are exposed to risks associated with a highly concentrated customer base.

A relatively limited number of customers account for a substantial portion of our business. Our customer base is geographically concentrated, particularly in China, Taiwan and Korea. As a result, the actions of even a single customer have exposed and can further expose our business and operating results to greater volatility. Export regulations that apply to customers in certain countries, such as those in China, also have exposed and can further expose our business and operating results to greater volatility. The geographic concentration of our customer base could shift over time as a result of changes in technology and competitive landscape, as well as government policy and incentives to develop regional semiconductor industries. The mix and type of customers, and sales to any single customer, including as a result of changes in government policy, have varied and may vary significantly from quarter to quarter and from year to year, and have had, and may continue to have, a significant impact on our operating results. Our products are configured to customer specifications, and changing, rescheduling or canceling orders may result in significant, non-recoverable costs. If customers do not place orders, or they substantially reduce, delay or cancel orders, we may not be able to replace the business, which may have a material and adverse impact on our results of operations and financial condition. The concentration of our customer base increases our risks related to the financial condition of our customers, and the deterioration in financial condition of a single customer or the failure of a single customer to perform its obligations could have a material and adverse effect on our results of operations and cash flow. To the extent our customers experience liquidity constraints, we may incur bad debt expense, which may have a significant impact on our results of operations. Major customers may seek pricing, payment, intellectual property-related, or other commercial terms that are less favorable to us, which may have a negative impact on our business, cash flow, revenue and gross margins.

Supply chain disruptions, manufacturing interruptions or delays, or the failure to accurately forecast customer demand, could affect our ability to meet customer demand, lead to higher costs, or result in excess or obsolete inventory.

Our business depends on our timely supply of products and services to meet the changing requirements of our customers, which depends in part on the timely delivery of parts, materials and services from suppliers and contract manufacturers. Volatility in demand for our products and worldwide demand for semiconductor chips and electronic devices can impact our suppliers' ability to meet our demand requirements, and may from time to time result in a shortage of parts, materials and services needed to manufacture our products. Such shortages, as well as delays in and unpredictability of shipments due to transportation interruptions, may adversely impact our manufacturing operations and our ability to meet customer demand. Supply chain constraints may increase costs of logistics and parts for our products and may cause us to pass on increased costs to our customers, which may lead to reduced demand for our products and materially and adversely impact our operating results. Supply chain disruptions have in the past caused, and may from time to time cause, delays in our equipment production and delivery schedules, which can lead to our business performance becoming significantly dependent on quarter-end production and delivery schedules, and could have an adverse impact on our operating and financial results.

Cybersecurity incidents affecting our suppliers have caused, and may from time to time cause, difficulties and delays in our ability to obtain parts, materials and services needed to manufacture our products and provide services, and have adversely impacted, and may from time to time adversely impact, our manufacturing operations, our ability to meet customer demand, and our operating results. Failure to timely recover from such delays could materially and adversely affect our business, financial condition and results of operations, and may also cause our business and financial outlook to be inaccurate.

We may further experience supply chain disruptions, significant interruptions of our manufacturing operations, delays in our ability to deliver or install products or services, increased costs, customer order cancellations or reduced demand for our products as a result of:

- global trade issues and changes in and uncertainties with respect to trade and export regulations, trade policies and sanctions, tariffs, international trade disputes, particularly those relating to exports of certain technologies to China, where a significant portion of our supply chain is located, and any retaliatory measures, that adversely impact us or our direct or sub-tier suppliers;
- political instability, social unrest, terrorism, acts of war or other geopolitical turmoil, such as the conflict in the Middle East, in locations where we or our customers or suppliers have manufacturing, research, engineering or other operations;
- the failure or inability to accurately forecast demand and obtain quality parts on a cost-effective basis;
- volatility in the availability and cost of parts, commodities, energy and shipping related to our products, including increased costs due to rising inflation or interest rates or other market conditions, as well as uncertainties arising from the imposition of tariffs and any retaliatory measures;
- difficulties or delays in obtaining required import or export licenses and approvals;
- shipment delays due to transportation interruptions or capacity constraints;
- a worldwide shortage of semiconductor components as a result of sharp increases in demand for semiconductor products in general;
- limited availability of critical materials and critical minerals and feasible alternatives to materials subject to existing or proposed regulations to limit their use (such as hydrofluorocarbons and per- and polyfluoroalkyl substances), which are found in parts, components, process chemicals and other materials supplied to us or used in the manufacturing or operations of our products; and
- impacts of natural disasters, extreme and chronic weather events (which may be exacerbated by climate change), regional or global health epidemics, or other events beyond our control (such as earthquakes, utility interruptions, tsunamis, hurricanes, typhoons, floods, storms or fires).

If a supplier fails to meet our requirements concerning quality, cost, intellectual property protection, socially-responsible and sustainable business practices, or other performance factors, or does not meet regulatory requirements applicable to our supply chain, we may transfer our business to alternative sources, which could result in manufacturing delays, additional costs or other difficulties, and impair our ability to protect, enforce and extract the full value of our intellectual property rights and the intellectual property rights of our customers and other third parties. These outcomes could have a material and adverse impact on our business and competitive position and subject us to legal proceedings and claims. If we are unable to meet our customers' demand for a prolonged period due to our inability to obtain certain parts or components from suppliers on a timely basis or at all, our business, results of operations and customer relationships could be adversely impacted.

If we need to rapidly increase our business and manufacturing capacity to meet increases in demand or expedited shipment schedules, this may strain our manufacturing and supply chain operations, and negatively impact our working capital. If we are unable to accurately forecast demand for our products, we may purchase more or fewer parts than necessary or incur costs for canceling, postponing or expediting delivery of parts. If we purchase or commit to purchase inventory in anticipation of customer demand that does not materialize, or such inventory is rendered obsolete by the rapid pace of technological change, or if customers reduce, delay or cancel orders, we may incur excess or obsolete inventory charges.

We are exposed to various factors that impact the industries in which we operate.

The global semiconductor, display and related industries are characterized by factors that impact demand for and the profitability of our products and services and our operating results, including:

- the nature, timing and degree of visibility of changes in demand for semiconductor chips and electronic devices, including those related to fluctuations in consumer buying patterns tied to general economic or geopolitical conditions, seasonality or the introduction of new products, and the effects of these changes on customers' businesses and on demand for our products;
- increasing capital requirements for building and operating new fabrication plants and customers' ability to raise the necessary capital;
- trade, regulatory, tax or government incentives impacting the timing of customers' investment in new or expanded fabrication plants;
- differences and volatility in growth rates among the semiconductor, display and related industries in which we operate;
- the importance of establishing, improving and maintaining strong relationships with customers;
- the cost and complexity for customers to move from product design to volume manufacturing, which may slow the adoption rate of new manufacturing technology;
- the importance of reducing the total cost of manufacturing system ownership;
- the importance to customers of system reliability and productivity and the effect on demand for fabrication systems as a result of their increasing productivity, device yield and reliability;
- manufacturers' ability to reconfigure and re-use fabrication systems which can reduce demand for new equipment;
- the importance of developing products with sufficient differentiation to influence customers' purchasing decisions;
- requirements for shorter cycle times for the development, manufacture and installation of our equipment;
- price and performance trends for semiconductor devices and displays, and the impact on demand for such products;
- the importance of the availability of spare parts to maximize the time that customers' systems are available for production;
- government incentives for local suppliers and domestic semiconductor research and development, and increased investment in manufacturing capabilities;
- the increasing role for and complexity of software in our products; and
- the focus on reducing energy usage and improving the environmental impact and sustainability associated with manufacturing operations, and the availability of adequate and reliable sources of energy.

If we do not effectively address these factors, our business and results of operations may be materially and adversely impacted.

We are exposed to factors specific to the semiconductor industry.

The largest proportion of our consolidated net revenue and profitability is derived from our Semiconductor Systems segment's sale of a wide range of equipment used to fabricate semiconductor chips to the global semiconductor industry, and a majority of the revenues of Applied Global Services is from sales to semiconductor manufacturers. The semiconductor industry is characterized by factors particular to this industry that impact demand for and the profitability of our semiconductor manufacturing equipment and service products, including:

- the frequency and complexity of technology transitions and inflections, and our ability to timely and effectively anticipate and adapt to these changes;
- the cost of research and development due to many factors, including shrinking geometries, the use of new materials, new and more complex device structures, more applications and process steps, increasing chip design costs, and the cost and complexity of integrated manufacturing processes;
- the need to reduce product development time and meet technical challenges;
- the number of types and varieties of semiconductors and number of applications;
- the cost and complexity for semiconductor manufacturers to move more technically advanced capability and smaller geometries to volume manufacturing, and the impact on investment in capital equipment;
- semiconductor manufacturers' levels of capital expenditures and the allocation of capital investment to market segments that we do not serve, such as lithography, or segments where our products have lower relative market presence;

- delays in installation of our equipment delivered to customers;
- the importance of increasing market positions in segments with growing demand;
- semiconductor manufacturers' ability to reconfigure and re-use equipment, resulting in diminished need to purchase new equipment and services from us, and challenges in providing parts for reused equipment;
- shorter cycle times between order placements by customers and product shipment require greater reliance on forecasting of customer investment, which may lead to inventory write-offs and manufacturing inefficiencies that decrease gross margin;
- competitive factors that make it difficult to enhance position, including challenges in securing development-tool-of-record (DTOR) and production-tool-of-record (PTOR) positions with customers;
- consolidation in the semiconductor industry, including among semiconductor manufacturers and among semiconductor equipment suppliers;
- shifts in sourcing strategies by computer and electronics companies, and manufacturing processes for advanced circuit technologies, that impact the equipment requirements of our foundry customers;
- the concentration of new wafer starts in Korea and Taiwan, where our service penetration and service-revenue-per-wafer-start have been lower than in other regions;
- the increasing fragmentation of semiconductor markets, leading certain markets to become too small to support the cost of a new fabrication plant, while others require less technologically advanced products; the continuing importance of specialty markets (such as internet of things, communications, automotive, power and sensors) that use process technologies that have a low barrier to entry; and
- the importance of advanced packaging to artificial intelligence computing.

If we do not accurately forecast and allocate appropriate resources and investment towards addressing key technology changes and inflections, successfully develop and commercialize products to meet demand for new technologies, and effectively address industry trends, our business and results of operations may be materially and adversely impacted.

We are exposed to factors specific to the display industry.

The global display industry has experienced considerable volatility in capital equipment investment levels, due in part to the limited number of display manufacturers, the concentrated nature of end-use applications, production capacity relative to end-use demand, the speed of adopting new technologies into production, and panel manufacturer profitability. Industry growth depends primarily on consumer demand for increasingly larger and more advanced TVs, and on demand for advanced smartphones and mobile device displays, which demand is highly sensitive to cost and improvements in technologies and features. The display industry is characterized by factors particular to this industry that impact demand for and the profitability of our display products and services, including:

- the importance of new types of display technologies, such as organic light-emitting diode (OLED), low temperature polysilicon (LTPS) and metal oxide transistor backplanes, flexible displays, and new touch panel films;
- the increasing cost of research and development, and complexity of technology transitions and inflections, and our ability to timely and effectively anticipate and adapt to these changes;
- the timing and extent of an expansion of manufacturing facilities in China, which may be affected by changes in economic conditions and governmental regulations, including trade policies and export regulations;
- the importance of increasing market positions in products and technologies with growing demand;
- the rate of transition to new display technologies for TVs, information technology products and mobile applications, and augmented and virtual reality applications, and the resulting effect on capital intensity in the industry and on our product differentiation, gross margin and return on investment;
- the concentration of display manufacturer customers, and fluctuations in customer spending quarter over quarter and year over year for display fabrication equipment; and
- the dependence on a limited number of display manufacturer customers' selection of new technologies, and their ability to successfully commercialize new products and technologies, and uncertainty with respect to future display technology end-use applications and growth drivers.

The display industry has experienced decreased levels of investment in display fabrication equipment. If we do not successfully develop and commercialize products to meet demand for new and emerging display technologies, or if industry demand for display fabrication equipment and technologies does not grow, our business and our operating results may continue to be adversely impacted.

The industries in which we operate are highly competitive and subject to rapid technological and market changes.

We operate in a highly competitive environment in which innovation is critical, and our future success depends on many factors, including the development of new technologies and effective commercialization and customer acceptance of our equipment, services and related products, and our ability to increase our position in our current markets, expand into adjacent and new markets, and optimize operational performance. The development, introduction and support of products in a geographically diverse and competitive environment requires collaboration with customers and other industry participants, which has grown more complex and expensive over time. New or improved products may entail higher costs, longer development cycles, lower profits and may have unforeseen product design or manufacturing defects. To compete successfully, we must:

- identify and address technology inflections, market changes, competitor innovations, new applications, customer requirements and end-use demand in a timely and effective manner;
- develop new products and disruptive technologies, improve and develop new applications for existing products, and adapt products for use by customers in different applications and markets with varying technical requirements;
- complete our new Equipment and Process Innovation and Commercialization Center and other major infrastructure projects on schedule and on budget, and realize the anticipated benefits of those projects;
- differentiate our products from those of competitors, meet customers' performance specifications (including those related to energy consumption and environmental impact more broadly), appropriately price products, and achieve market acceptance;
- maintain operating flexibility to enable responses to changing markets, applications and customer requirements;
- enhance our worldwide operations across our businesses to reduce cycle time, enable continuous quality improvement, reduce costs, and enhance design for manufacturability and serviceability;
- focus on product development and sales and marketing strategies that address customers' high value problems and strengthen customer relationships;
- effectively allocate resources between our existing products and markets, the development of new products, and expanding into new and adjacent markets;
- improve the productivity of capital invested in R&D activities;
- accurately forecast demand, work with suppliers and meet production schedules for our products;
- improve our manufacturing processes and achieve cost efficiencies across product offerings;
- adapt to changes in value offered by companies in different parts of the supply chain;
- qualify products for evaluation and volume manufacturing with our customers; and
- implement changes in our design engineering methodology to reduce material costs and cycle time, increase commonality of platforms and types of parts used in different systems, and improve product life cycle management.

If we do not successfully anticipate technology inflections, develop and commercialize new products and technologies, and respond to changes in customer requirements and market trends, our business performance and operating results may be materially and adversely impacted.

We are exposed to risks related to government incentives and other agreements that may involve government entities.

From time to time we enter into agreements with government entities for grants, tax benefits and other incentives, or other funding related to our investment, research and development and production activities, or for sale of our products to government entities or government-funded programs. These agreements typically include terms that are not common in similar agreements with non-governmental entities, including representations and warranties, covenants and certifications, and record-keeping, accounting, audit, intellectual property rights-sharing, information handling, supply chain management, headcount, security, disclosure and other requirements. These agreements may also require us to achieve or maintain certain levels of investment, capital spending and performance milestones. Compliance with these requirements may add complexity to our operations and increase our costs, and a failure to comply could result in cancelation of agreements or transactions, investigations, civil and criminal penalties, forfeiture of profits, reduction, termination or clawback of any funding, suspension or debarment from doing business with the government, or other penalties, any of which could have a material and adverse effect on our business, financial condition and results of operations.

We are exposed to risks associated with expanding into new and related markets and industries.

As part of our growth strategy, we seek to continue to expand into related or new markets and industries, either with our existing products or with new products developed internally, or those developed in collaboration with third parties, or obtained through acquisitions. Our ability to successfully expand our business into new and related markets and industries may be adversely affected by a number of factors, including:

- the need to devote additional resources to develop new products for, and operate in, new markets;
- the need to develop new sales and technical marketing strategies, and to develop relationships with new customers;
- differing rates of profitability and growth among multiple businesses;
- our ability to anticipate demand, capitalize on opportunities, and avoid or minimize risks;
- the complexity of managing multiple businesses with variations in production planning, execution, supply chain management and logistics;
- the adoption of new business models, business processes and systems;
- the complexity of entering into and effectively managing strategic alliances or partnering opportunities;
- new materials, processes and technologies;
- the need to attract, motivate and retain employees with skills and expertise in these new areas;
- new and more diverse customers and suppliers, including some with limited operating histories, uncertain or limited funding, evolving business models or locations in regions where we do not have, or have limited, operations;
- new or different competitors with potentially more financial or other resources, industry experience and established customer relationships;
- entry into new industries and countries, with differing levels of government involvement, laws and regulations, and business, employment and safety practices and requirements;
- third parties' intellectual property rights; and
- the need to comply with, or work to establish, industry standards and practices.

We are exposed to risks related to the use of artificial intelligence by us and our competitors.

We are increasingly incorporating artificial intelligence capabilities into the development of technologies and our business operations, and into our products and services. Artificial intelligence technology is complex and rapidly evolving, and may subject us to significant competitive, legal, regulatory, operational and other risks. The implementation of artificial intelligence can be costly, and there is no guarantee that our use of artificial intelligence will enhance our technologies, benefit our business operations, or produce products and services that are preferred by our customers. Our competitors may be more successful in their artificial intelligence strategy and develop superior products and services with the aid of artificial intelligence technology. Additionally, artificial intelligence algorithms or training methodologies may be flawed, and datasets may contain irrelevant, insufficient or biased information, which can cause errors in outputs. This may give rise to legal liability, damage our reputation, and materially harm our business. The use of artificial intelligence in the development of our products and services could also cause loss of intellectual property, as well as subject us to risks related to intellectual property infringement or misappropriation, data privacy and cybersecurity. Additionally, artificial intelligence technology may also create ethical issues, which could impair market adoption of such technology and impair demand for our products and services. Furthermore, the United States and other countries may adopt laws and regulations related to artificial intelligence. Such laws and regulations could cause us to incur greater compliance costs and limit the use of artificial intelligence in the development of our products and services. Any failure or perceived failure by us to comply with such regulatory requirements could subject us to legal liabilities, damage our reputation, or otherwise have a material and adverse impact on our business.

Operational and Financial Risks

We are exposed to risks related to protection and enforcement of intellectual property rights.

Our success depends on the protection of our technology using patents, trade secrets, copyrights and other intellectual property rights. Infringement or misappropriation of our intellectual property rights, such as the manufacture or sale of equipment or spare parts that use our technology without authorization, could result in uncompensated lost market and revenue opportunities. Monitoring and detecting any unauthorized access, use or disclosure of our intellectual property is difficult and costly and we cannot be certain that the protective measures we have implemented will completely prevent misuse. Our ability to enforce our intellectual property rights is subject to litigation risks and uncertainty as to the protection and enforceability of those rights in some countries. If we seek to enforce our intellectual property rights, we may be subject to claims that those rights are invalid or unenforceable, and others may seek counterclaims against us, which could have a negative impact on our business. If we are unable to enforce and protect intellectual property rights, or if they are circumvented, rendered obsolete, invalidated by the rapid pace of technological change, or stolen or misappropriated by employees or third parties, it could have an adverse impact on our competitive position and business. Changes in intellectual property laws or their interpretation may impact our ability to protect and assert our intellectual property rights, increase costs and uncertainties in the prosecution of patent applications or related enforcement actions, and diminish the value and competitive advantage conferred by our intellectual property assets.

From time to time third parties have asserted, and may continue to assert, intellectual property claims against us and our products. Claims that our products infringe the rights of others, whether or not meritorious, can be expensive and time-consuming to defend and resolve, and may divert the efforts and attention of management and personnel. The inability to obtain rights to use third-party intellectual property on commercially reasonable terms could have an adverse impact on our business. We may face claims based on the theft or unauthorized use or disclosure of third-party trade secrets and other confidential business information. Any such incidents and claims could severely harm our business and reputation, result in significant expenses, harm our competitive position, and prevent us from selling certain products, all of which could have a material and adverse impact on our business and results of operations.

We are exposed to cybersecurity threats and incidents.

In the conduct of our business, we collect, use, transmit, store, and otherwise process data using information technology systems, including systems owned and maintained by us or our third-party providers. These data include confidential information and intellectual property belonging to us or our customers or other business partners, and personal information of individuals. All information technology systems are subject to disruptions, outages, failures, and security breaches or incidents, which may be caused by a variety of internal and external factors. We and our third-party providers have experienced, and expect to continue to experience, cybersecurity incidents. Cybersecurity incidents may range from physical attacks on our computer system or network infrastructure, to employee or contractor error or misuse or unauthorized use of information technology systems or confidential information, to individual attempts to gain unauthorized access to these information systems, to sophisticated cybersecurity attacks, or advanced persistent threats, any of which may target or impact us directly or indirectly through our third-party providers and global supply chain. Threat actors may also attempt to influence employees, suppliers and other third-party providers, or customers to disclose sensitive information in order to gain access to our, our customers' or business partners' data. Cybersecurity attacks are increasing in number and the attackers are increasingly organized and well-financed, or at times supported by state actors. Geopolitical tensions or conflicts, such as Russia's invasion of Ukraine and increasing tension with China, may create a heightened risk of cybersecurity attacks. To the extent artificial intelligence capabilities improve and are increasingly adopted by threat actors, they may be used to identify vulnerabilities and craft increasingly sophisticated cybersecurity attacks. Artificial intelligence and deepfake technologies could be used to attack information systems by creating more effective phishing emails or social engineering and by exploiting vulnerabilities in electronic security programs utilizing false image or voice recognition. Vulnerabilities, technical errors and other risks may be introduced through the use of artificial intelligence by us, our customers, suppliers and other business partners and third-party providers, or through the use of third-party hardware and software. Although we are not aware of any cybersecurity incidents impacting our information systems that have been determined to have a material impact on us to date, we continue to devote significant resources to network security, data encryption, and other measures to protect our systems and data from unauthorized access or misuse, and we may be required to expend greater resources in the future, especially in the face of evolving and increasingly sophisticated cybersecurity threats and laws, regulations, and other actual and asserted obligations to which we are or may become subject relating to privacy, data protection, and cybersecurity. We may be unable to anticipate, prevent, or remediate future attacks, vulnerabilities, breaches, or incidents, and in some instances we may be unaware of vulnerabilities or cybersecurity breaches or incidents or their magnitude and effects, particularly as attackers are increasingly able to circumvent controls and remove forensic evidence. Cybersecurity incidents, including cybersecurity incidents on third-party provider networks, may result in business disruption; delay in the development and delivery of our products; disruption of our manufacturing processes, internal communications, interactions with customers and suppliers and processing and reporting financial results; the theft or misappropriation of intellectual property; corruption, loss of, or inability to access (e.g., through ransomware or denial of service) confidential information and critical data (i.e., that of our company and our third-party providers and customers); reputational damage; private claims, demands, and litigation or regulatory investigations, enforcement actions, or other proceedings related to contractual or regulatory privacy, cybersecurity, data protection, or other confidentiality obligations; diminution in the value of our investment in research, development and engineering; and increased costs associated with the implementation of cybersecurity measures to detect, deter, protect against, and recover from such incidents. Our efforts to comply with, and changes to, laws, regulations, and contractual and other actual and asserted obligations concerning privacy, cybersecurity, and data protection, including developing restrictions on cross-border data transfer and data localization, could result in significant expense, and any actual or alleged failure to comply could result in inquiries, investigations, and other proceedings against us by regulatory authorities or other third parties. Customers and third-party providers increasingly demand rigorous contractual provisions regarding privacy, cybersecurity, data protection, confidentiality, and intellectual property, which may increase our overall compliance burden.

We are exposed to risks associated with business combinations, acquisitions, strategic investments and divestitures.

We may engage in acquisitions of or investments in companies, technologies or products in existing, related or new markets. Business combinations, acquisitions and investments involve numerous risks to our business, financial condition and operating results, including:

- inability to complete proposed transactions timely or at all due to the failure to obtain regulatory or other approvals, including through expanding global national security regimes that impose prohibitions on foreign investments in or acquisitions of local businesses; litigation or other disputes, and any ensuing obligation to pay a termination fee;
- diversion of management's attention and disruption of ongoing businesses;
- the failure to realize expected revenues, gross and operating margins, net income and other returns from acquired businesses;
- requirements imposed by government regulators in connection with their review of a transaction, including post-closing investigations of non-notified transactions, which may include, among other things, divestitures and restrictions on the conduct of our existing business or the acquired business;
- following completion of acquisitions, ineffective integration of businesses, operations, systems, digital and physical security, technologies, products, employees, compliance programs, changes in laws or regulations, including tax laws, or other factors, may impact the ability to realize anticipated synergies or other benefits;
- failure to commercialize technologies from acquired businesses or developed through strategic investments;
- dependence on unfamiliar supply chains or relatively small supply partners;
- inability to capitalize on characteristics of new markets that may be significantly different from our existing markets and where competitors may have stronger market positions and customer relationships;
- failure to retain and motivate key employees of acquired businesses;
- the impact of the announcement or consummation of a proposed transaction on relationships with third parties;
- changes in our credit rating, which could adversely impact our access to and cost of capital;
- increases in debt obligations to finance activities associated with a transaction, which increase interest expense, and reductions in cash balances, which reduce the availability of cash flow for general corporate or other purposes, including share repurchases and dividends;
- exposure to new operational risks, rules, regulations, worker expectations, customs and practices to the extent acquired businesses are located in regions where we have not historically conducted business;
- challenges associated with managing new, more diverse and more widespread operations, projects and people;
- inability to obtain and protect intellectual property rights in key technologies;
- inadequacy or ineffectiveness of an acquired company's internal financial controls, disclosure controls and procedures, cybersecurity, privacy policies and compliance programs, trade control processes or programs, or environmental, health and safety, anti-corruption, human resource, or other policies or practices;
- impairment of acquired intangible assets and goodwill as a result of changing business conditions, technological advancements or worse-than-expected performance of the segment;
- the risk of litigation or claims associated with a proposed or completed transaction;
- unknown, underestimated, undisclosed or undetected commitments or liabilities, including potential intellectual property infringement claims, or non-compliance with laws, regulations or policies; and
- the inappropriate scale of acquired entities' critical resources or facilities for business needs.

We make investments in other companies, including companies formed as joint ventures, which may decline in value or not meet desired objectives. The success of these investments depends on various factors over which we may have limited or no control and, particularly with respect to joint ventures, requires ongoing and effective cooperation with partners. In addition, new legislation, additional regulations or global economic or political conditions may affect or impair our ability to invest in certain countries or require us to obtain regulatory approvals to do so. We may not receive the necessary regulatory approvals, or the approvals may come with significant conditions or obligations. The risks to our investment portfolio may be exacerbated by unfavorable financial market and macroeconomic conditions and, as a result, the value of the investment portfolio could be negatively impacted and lead to impairment charges.

We may seek to divest portions of our business that are not deemed to fit with our strategic plan. Divestitures involve additional risks and uncertainties, such as ability to sell such businesses on satisfactory price and terms and in a timely manner, or at all, disruption to other parts of the businesses and distraction of management, allocation of internal resources that would otherwise be devoted to completing strategic acquisitions or other strategic projects or initiatives, loss of key employees or customers, loss of access by retained business units to critical intellectual property or other assets transferred with the divested business, exposure to unanticipated liabilities or ongoing obligations to support the businesses following such divestitures, and other adverse financial impacts.

The ability to attract, retain and motivate key employees is vital to our success.

Our success depends in large part on our ability to attract, retain and motivate qualified employees and leaders with the necessary expertise and capabilities, representing diverse backgrounds and experiences. Achieving this objective may be difficult due to many factors, including fluctuations in global economic and industry conditions, management or organizational changes, ongoing competition for talent, the availability of qualified employees, the ability to obtain necessary authorizations for workers to provide services outside their home countries, the attractiveness of our compensation and benefit programs, our career growth and development opportunities, and our employment policies. If we are unable to attract, retain and motivate qualified employees and leaders, we may be unable to fully capitalize on current and new market opportunities, which could adversely impact our business and results of operations. The loss of knowledgeable and experienced employees may result in unexpected costs, reduced productivity, or difficulties with respect to internal processes and controls.

We operate in jurisdictions with complex and changing tax laws.

We are subject to income taxes in the United States and foreign jurisdictions. Significant judgment is required to determine and estimate worldwide tax liabilities. Our provision for income taxes and effective tax rates could be affected by numerous factors, including changes in applicable tax laws, interpretations of applicable tax laws, amount and composition of pre-tax income in jurisdictions with differing tax rates, and valuation of deferred tax assets.

There have been a number of enacted and proposed changes in the tax laws that could have a material impact on our provision for income taxes and effective tax rate. An increase in our provision for income taxes and effective tax rate could, in turn, have a material and adverse impact on our results of operations and financial condition. For example, various countries where we do business have enacted or plan to enact new tax laws to implement the global minimum tax regimes based on the Organization for Economic Cooperation and Development Base Erosion and Profit Shifting Project, and where enacted, the rules began to be effective in fiscal 2025. Additionally, on July 4, 2025, the U.S. government enacted the One Big Beautiful Bill Act (OBBBA). Key tax provisions of the OBBBA are designed to accelerate tax deductions, but that may have a detrimental impact on our ability to use certain deferred tax assets. For example, as a result of the acceleration of certain tax deductions under the OBBBA, we are unable to forecast utilization of our existing corporate alternative minimum tax (CAMT) credit deferred tax asset. We have recorded a full valuation allowance against the CAMT credit deferred tax asset, which increased our effective tax rate and provision for income taxes in fiscal 2025. The amount of the valuation allowance may be adjusted in future quarters if estimates of our future taxable income change. We continue to monitor developments and evaluate the impact, if any, of enacted and proposed changes in the tax laws on our results of operations and cash flows. The adoption and effective dates of changes in the tax laws vary by country and could increase tax complexity and uncertainty and may adversely affect our provision for income taxes in future years.

We have been granted additional conditional reduced tax rates in Singapore that expire beginning in fiscal 2030. There is risk our conditional reduced tax rates may not be renewed.

Consistent with the international nature of our business, we conduct certain manufacturing, supply chain, and other operations in Asia, bringing these activities closer to customers and reducing operating costs. In some foreign jurisdictions, we must meet certain requirements to continue to qualify for tax incentives. There is no assurance we will be able to meet such requirements in the future to fully realize benefits from these incentives. Furthermore, the proposed plans to implement global minimum tax regimes could reduce or eliminate the benefits of our tax incentives.

We are subject to examination by the U.S. Internal Revenue Service and other tax authorities, and from time to time amend previously filed tax returns. We regularly assess the likelihood of favorable or unfavorable outcomes resulting from these examinations and amendments to determine the adequacy of our provision for income taxes, which requires estimates and judgments. Although we believe our tax estimates are reasonable, there can be no assurance the tax authorities will agree with such estimates. We may have to engage in litigation to achieve the results reflected in the estimates, which may be time-consuming and expensive. There can be no assurance that we will be successful or that any final determination will not be materially different from the treatment reflected in our historical income tax provisions and effective tax rates.

Our indebtedness and debt covenants could adversely affect our financial condition and business.

As of July 27, 2025 we had $6.2 billion in aggregate principal amount of senior unsecured notes outstanding. Under the indenture governing the senior unsecured notes, we may be required to offer to repurchase the notes at a price equal to 101% of the principal amount, plus accrued and unpaid interest, if we experience a change of control and a contemporaneous downgrade of the notes below investment grade. We also have in place a $2.0 billion revolving credit facility. While no amounts were outstanding under this credit facility as of July 27, 2025, we may borrow amounts in the future under this credit facility or enter into new financing arrangements. Our ability to satisfy our debt obligations is dependent upon the results of our business operations and subject to other risks discussed in this section. If we fail to satisfy our debt obligations, or comply with financial and other debt covenants, we may be in default and any borrowings may become immediately due and payable, and such default may constitute a default under our other obligations. There can be no assurance that we would have sufficient financial resources or be able to arrange financing to repay any borrowings at such time. Significant changes in our credit rating, disruptions in the global financial markets, or incurrence of new or refinancing of existing indebtedness at higher interest rates could have a material and adverse impact on our access to and cost of capital for future financings, and financial condition.

Our business depends on the successful implementation and proper functioning of information systems we use.

Our business depends on certain information systems, including, enterprise resource planning, product research and development, financial reporting, information technology network management, and telecommunications. These systems may be maintained by us or by our third-party vendors. Failures of information systems we use could disrupt our operations, impede our ability to timely and accurately process and report financial results, and adversely impact our business, financial condition and results of operations.

We periodically implement new or enhanced information systems. Implementation of new business processes and information systems requires the commitment of significant personnel, training and financial resources, and entails risks to our business operations. If the implementation or improvement of information systems is delayed or unsuccessful, we may not realize anticipated productivity improvements or cost efficiencies, and may experience interruptions in service and operational difficulties, which could result in quality issues, reputational harm, lost market and revenue opportunities, and otherwise adversely affect our business, financial condition and results of operations.

We may incur impairment charges related to goodwill or long-lived assets.

We have a significant amount of goodwill and other acquired intangible assets related to acquisitions. Goodwill and purchased intangible assets with indefinite useful lives are not amortized but are reviewed for impairment annually during the fourth quarter of each fiscal year, and more frequently when events or changes in circumstances indicate the carrying value of an asset may not be recoverable. The review compares the fair value for each of our reporting units to its associated carrying value, including goodwill. Factors that could lead to impairment of goodwill and intangible assets include adverse industry or economic trends, reduced estimates of future cash flows, declines in the market price of our common stock, changes in our strategies or product portfolio, and restructuring activities. Our valuation methodology for assessing impairment requires management to make judgments and assumptions based on historical experience and projections of future operating performance. We may be required to record future charges to earnings during the period in which an impairment of goodwill or intangible assets is determined to exist.

We may not continue to declare cash dividends or repurchase our shares.

Our ability to continue to pay quarterly dividends and to repurchase our shares is subject to capital availability and periodic determinations by our Board of Directors that cash dividends and share repurchases are in the best interest of our stockholders and are in compliance with applicable laws and agreements. Future dividends and share repurchases may be affected by, among other factors, our cash flow; potential future capital requirements for investments, acquisitions, infrastructure projects, and research and development; changes in applicable tax, corporate, or other laws; contractual restrictions, such as financial or operating covenants in our debt arrangements; and changes to our business model. Our dividend payments and share repurchases may change from time to time, and we cannot provide assurance that we will continue to declare dividends or repurchase shares in any particular amounts or at all. A reduction or suspension in our dividend payments or share repurchases could have a negative effect on the price of our common stock.

Legal, Compliance, and Other Risks

We are exposed to risks related to legal proceedings, claims and investigations.

From time to time we are, and in the future may be, involved in legal proceedings or claims regarding patent infringement, trade secret misappropriation, other intellectual property rights, trade compliance, including import, export and customs, antitrust, environmental regulations, cybersecurity, privacy, data protection, securities, contracts, product performance, product liability, unfair competition, employment, workplace safety, and other matters. We may receive, and have received, inquiries, warrants, subpoenas, and other requests for information in connection with government investigations of potential or suspected violations of law or regulations by our company and/or our employees. For example, we have received subpoenas from government authorities requesting information relating to China customer shipments, export controls compliance, certain federal award applications and information submitted to the federal government. We also on occasion receive notifications from customers who believe we owe them indemnification, product warranty or have other obligations related to claims made against such customers by third parties.

Legal proceedings, claims, and government investigations, whether with or without merit, and internal investigations, may be time-consuming and expensive to prosecute, defend or conduct; divert management's attention and our other resources; constrain our ability to sell our products and services; result in adverse judgments for damages, injunctive relief, penalties and fines; and negatively affect our business. We cannot predict the outcome of current or future legal proceedings, claims or investigations.

We are exposed to risks related to the global regulatory environment.

We are subject to the laws of the United States and multiple foreign jurisdictions and the rules and regulations of various governing bodies, which may differ among jurisdictions, including those related to financial and other disclosures, accounting standards, securities, corporate governance, public procurement and public funding, intellectual property, tax, trade (including import, export and customs), antitrust, cybersecurity, environment (including those relating to sustainability and climate), health and safety, employment, immigration and travel regulations, human rights, privacy, data protection and localization, and anti-corruption. Changing, inconsistent or conflicting laws, rules and regulations, and ambiguities in their interpretation and application create uncertainty and challenges, and compliance with laws, rules and regulations may be onerous and expensive, divert management time and attention from revenue-generating activities, and otherwise adversely impact our business operations. Violations of law, rules and regulations, including, among others, those related to financial and other disclosures, trade (including import and export regulations), antitrust, environment, health and safety, privacy, data protection, and anti-corruption, could result in fines, criminal penalties, restrictions on our business, and damage to our reputation, and could have an adverse impact on our business operations, financial condition and results of operations.

Implementation and reporting on our sustainability strategies and targets could result in additional costs, and our inability to achieve them could have an adverse impact on our reputation and performance.

We periodically communicate our strategies and targets related to sustainability matters. These strategies and targets, and their underlying assumptions, reflect our current plans and aspirations, and we may be unable to achieve them. Changing customer and shareholder sustainability expectations, including increasing customer demand for sustainable products, and regulatory requirements, as well as actions taken to achieve our sustainability targets, could cause us to incur substantial expense and alter our manufacturing, operations or equipment designs and processes. Any failure or perceived failure to timely meet these sustainability requirements, expectations or targets, or a failure to realize the anticipated benefits of planned investments and technology innovations related to sustainability, could adversely impact the demand for our products and subject us to significant costs and liabilities and reputational risks that could in turn adversely affect our business, financial condition and results of operations. In addition, standards and processes for measuring and reporting greenhouse gas emissions and other sustainability metrics may change over time, and may result in inconsistent data, increase our costs, result in significant revisions to our strategies and targets, or impact our ability to achieve them. We also are or may become subject to new climate and sustainability laws and regulations, such as the State of California's new climate change disclosure rules and the European Union's Corporate Sustainability Reporting Directive. Compliance with such laws and regulations, as well as increased scrutiny from regulators, customers and other stakeholders on our sustainability practices, could result in additional costs and expose us to new risks. Any scrutiny of our greenhouse gas emissions or other sustainability disclosures, our failure to achieve related strategies and targets, or our failure to disclose our sustainability measures consistent with applicable laws and regulations or to the satisfaction of regulators or our stakeholders could negatively impact our reputation or performance.

We are subject to risks associated with environmental, health and safety regulations.

We are subject to environmental, health and safety regulations in connection with our global business operations, including but not limited to: regulations related to the design, manufacture, sale, shipping, import, export and use of our products; use, handling, discharge, recycling, transportation and disposal of hazardous materials used in our products or in producing our products; the operation of our facilities; and the use of our real property, including in connection with construction of our infrastructure projects. The failure or inability to comply with existing or future environmental, health and safety regulations could result in: significant remediation or other legal liabilities; the imposition of penalties and fines; restrictions on the development, manufacture, sale, shipping or use of certain of our products; limitations on the operation of our facilities or ability to use our real property; and a decrease in the value of our real property. We could be required to alter our product design, manufacturing, and operations, and incur substantial expense in order to comply with environmental, health and safety regulations, including reporting requirements. Any failure to comply with these regulations could subject us to significant costs and liabilities that could materially and adversely affect our business, financial condition and results of operations.

Item 2. *Unregistered Sales of Equity Securities and Use of Proceeds*

Issuer Purchases of Equity Securities

In March 2025, our Board of Directors approved a common stock repurchase program authorizing $10.0 billion in repurchases, which supplemented the previously existing $10.0 billion authorization approved from March 2023. As of July 27, 2025, approximately $14.8 billion remained available for future stock repurchases under the repurchase program.

Period	Total Number of Shares Purchased	Average Price Paid per Share *	Aggregate Price Paid*	Total Number of Shares Purchased as Part of Publicly Announced Program	Maximum Dollar Value of Shares That May Yet be Purchased Under the Program*
	(In millions, except per share amounts)				
Month #1					
(April 28, 2025 to May 25, 2025)	3.7	$ 159.65	$ 586	3.7	$ 15,284
Month #2					
(May 26, 2025 to June 22, 2025)	2.1	$ 166.37	345	2.1	$ 14,939
Month #3					
(June 23, 2025 to July 27, 2025)	0.5	$ 188.76	107	0.5	$ 14,832
Total	6.3	$ 164.47	$ 1,038	6.3	

* Amounts include the 1% surcharge on stock repurchases under the Inflation Reduction Act's excise tax. This excise tax is recorded in equity and reduces the amount available under the repurchase program, as applicable.

Item 3. *Defaults Upon Senior Securities*

None

Item 4. *Mine Safety Disclosures*

Not applicable.

Item 5. *Other Information*

During the three months ended July 27, 2025, no director or officer, as defined in Rule 16a-1(f), adopted or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement," each as defined in Regulation S-K Item 408.

Item 6. ***Exhibits***

Exhibits are numbered in accordance with the Exhibit Table of Item 601 of Regulation S-K:

		Incorporated by Reference			
Exhibit No.	Description	Form	File No.	Exhibit No.	Filing Date
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002†				
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002†				
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002‡				
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002‡				
101.SCH	Inline XBRL Taxonomy Extension Schema Document‡				
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document‡				
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document‡				
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document‡				
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document‡				
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)				

† Filed herewith.
‡ Furnished herewith.

SIGNATURES

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 thereunto duly authorized.

		APPLIED MATERIALS, INC.
August 21, 2025	By:	/s/ BRICE HILL
		Brice Hill *Senior Vice President, Chief Financial Officer* *(Principal Financial Officer)*
August 21, 2025	By:	/s/ ADAM SANDERS
		Adam Sanders *Vice President,* *Corporate Controller and* *Chief Accounting Officer* *(Principal Accounting Officer)*

EXHIBIT 31.1

CERTIFICATION

I, Gary E. Dickerson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Applied Materials, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 21, 2025

/s/ GARY E. DICKERSON

Gary E. Dickerson
President, Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Brice Hill, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Applied Materials, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 21, 2025

/s/ BRICE HILL

Brice Hill
Senior Vice President, Chief Financial Officer

EXHIBIT 32.1

SARBANES-OXLEY ACT SECTION 906 CERTIFICATION

In connection with this Quarterly Report on Form 10-Q of Applied Materials, Inc. for the period ended July 27, 2025, I, Gary E. Dickerson, President, Chief Executive Officer of Applied Materials, Inc., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. this Form 10-Q for the period ended July 27, 2025 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. the information contained in this Form 10-Q for the period ended July 27, 2025 fairly presents, in all material respects, the financial condition and results of operations of Applied Materials, Inc. for the periods presented therein.

Date: August 21, 2025

/s/ GARY E. DICKERSON

Gary E. Dickerson
President, Chief Executive Officer

EXHIBIT 32.2

SARBANES-OXLEY ACT SECTION 906 CERTIFICATION

In connection with this Quarterly Report on Form 10-Q of Applied Materials, Inc. for the period ended July 27, 2025, I, Brice Hill, Senior Vice President, Chief Financial Officer of Applied Materials, Inc., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. this Form 10-Q for the period ended July 27, 2025 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. the information contained in this Form 10-Q for the period ended July 27, 2025 fairly presents, in all material respects, the financial condition and results of operations of Applied Materials, Inc. for the periods presented therein.

Date: August 21, 2025

/s/ BRICE HILL

Brice Hill

Senior Vice President, Chief Financial Officer