

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-----  
FORM 8-K  
CURRENT REPORTPursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) November 18, 1996

APPLIED MATERIALS, INC.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of Incorporation)	0-6920 (Commission File Number)	94-165526 (IRS employer identification number)
3050 Bowers Avenue, Santa Clara, California (Address of principal executive offices)		95054-3299 (Zip Code)
Registrant's telephone number, including area code		(408) 727-5555

Inapplicable  
(Former name or former address, if changed since last report)

## ITEM 5. OTHER EVENTS

On November 18, 1996, the Company notified its unsecured senior noteholders of its intention to repay the notes prior to their scheduled maturities, as provided under the terms of the agreement. The outstanding principal balance of the notes was \$52.5 million on the date of the notification. The noteholders will receive approximately \$56.1 million on December 19, 1996, representing principal, accrued interest and prepayment charges.

On November 21, 1996, the Company issued a press release announcing its results of operations for the three months and fiscal year ended October 27, 1996. A copy of the financial statements attached to the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

## ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

## (c) Exhibits

Exhibit Number  
-----Exhibit  
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99.1

Financial Statements attached to Press Release, dated  
November 21, 1996, of Applied Materials, Inc.

## 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 hereunto duly authorized.

Dated: November 21, 1996

APPLIED MATERIALS, INC.  
(Registrant)

By: \s\ Gerald F. Taylor  
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Gerald F. Taylor  
Senior Vice President and  
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number

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Exhibit

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99.1

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November 21, 1996, of Applied Materials, Inc.

APPLIED MATERIALS, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)	(Unaudited) Three Months Ended		Fiscal Year Ended	
	October 27, 1996	October 29, 1995	October 27, 1996	October 29, 1995
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Net sales	\$ 860,958	\$ 982,650	\$4,144,817	\$3,061,881
Cost of products sold	481,286	524,252	2,195,078	1,652,033
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Gross margin	379,672	458,398	1,949,739	1,409,848
Operating expenses:				
Research, development and engineering	117,862	110,498	481,394	329,676
Marketing and selling	72,880	64,730	313,631	223,296
General and administrative	56,930	49,562	226,063	162,944
Restructuring	25,100	--	25,100	--
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Income from operations	106,900	233,608	903,551	693,932
Interest expense	5,836	4,240	20,733	21,401
Interest income	11,353	9,706	39,618	26,012
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Income from consolidated companies before taxes	112,417	239,074	922,436	698,543
Provision for income taxes	39,345	83,676	322,851	244,490
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Income from consolidated companies	73,072	155,398	599,585	454,053
Equity in net income/loss of joint venture	--	--	--	--
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Net income	\$ 73,072	\$ 155,398	\$ 599,585	\$ 454,053
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Earnings per share	\$ 0.40	\$ 0.84	\$ 3.27	\$ 2.56
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Average common shares and equivalents	182,699	184,425	183,607	177,348
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APPLIED MATERIALS, INC.  
CONSOLIDATED CONDENSED BALANCE SHEETS

	(In thousands)	October 27, 1996 -----	October 29, 1995 -----
<b>ASSETS</b>			
	Current assets:		
	Cash and cash equivalents	\$ 403,888	\$ 285,845
	Short-term investments	633,744	483,487
	Accounts receivable, net	822,384	817,730
	Inventories	478,552	427,413
	Deferred income taxes	281,586	198,888
	Other current assets	72,915	98,250
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	Total current assets	2,693,069	2,311,613
	Property, plant and equipment, net	919,038	630,746
	Other assets	25,880	23,020
		-----	-----
	Total assets	\$3,637,987	\$2,965,379
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<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
	Current liabilities:		
	Notes payable	\$ 77,522	\$ 61,748
	Current portion of long-term debt	22,640	21,064
	Accounts payable and accrued expenses	791,897	659,572
	Income taxes payable	43,168	119,347
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	Total current liabilities	935,227	861,731
	Long-term debt	275,485	279,807
	Deferred income taxes and other non-current obligations	56,850	40,338
		-----	-----
	Total liabilities	1,267,562	1,181,876
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	Stockholders' equity:		
	Common stock	1,802	1,792
	Additional paid-in capital	763,376	760,057
	Retained earnings	1,599,564	999,979
	Cumulative translation adjustments	5,683	21,675
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	Total stockholders' equity	2,370,425	1,783,503
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	Total liabilities and stockholders' equity	\$3,637,987	\$2,965,379
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