
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 10, 2011

Applied Materials, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-06920
(Commission
File Number)

94-165526
(IRS Employer
Identification No.)

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

95052-8039
(Zip Code)

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

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01. Completion of Acquisition or Disposition of Assets.

On November 10, 2011, Applied Materials, Inc., a Delaware corporation (“Applied”), completed its previously-announced acquisition of Varian Semiconductor Equipment Associates, Inc., a Delaware corporation (“Varian”). Pursuant to the terms of that certain Agreement and Plan of Merger dated as of May 3, 2011 (the “Merger Agreement”), Barcelona Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of Applied (“Merger Sub”), merged with and into Varian (the “Merger”), with Varian surviving the Merger as a wholly-owned subsidiary of Applied.

Pursuant to the Merger Agreement and by virtue of the Merger, each share of Varian common stock issued and outstanding immediately prior to the Merger was converted into the right to receive \$63 in cash, without interest (the “Merger Consideration”), on the terms and subject to the conditions set forth in the Merger Agreement (excluding shares that were: (i) held by Applied, Merger Sub or any other wholly-owned subsidiary of Applied; or (ii) held by Varian or any wholly-owned subsidiary of Varian, or held in Varian’s treasury). As also provided under the Merger Agreement, certain equity awards held by employees of Varian were converted into cash equal to the difference between the Merger Consideration and the exercise price, if any, of such awards, while other equity awards held by employees of Varian were assumed by Applied and converted into equity awards of Applied on terms substantially equivalent to the terms of the original awards.

The aggregate amount of the Merger Consideration was approximately \$4.2 billion, net of cash acquired. Applied funded the Merger Consideration and certain costs associated with the Merger through a combination of existing cash balances and the net proceeds of the senior unsecured notes that Applied issued on June 8, 2011 in the aggregate principal amount of \$1.75 billion.

Item 7.01. Regulation FD Disclosure.

On November 10, 2011, Applied issued a press release announcing the completion of the acquisition of Varian, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.*(a) Financial Statements of the business acquired*

The historical financial statements of Varian required by Item 9.01(a) of Form 8-K will be filed by amendment within 71 calendar days after the date this report on Form 8-K must be filed.

(b) Pro Forma Financial Information

The pro forma financial statements required by Item 9.01(b) of Form 8-K will be filed by amendment within 71 calendar days after the date this report on Form 8-K must be filed.

(d) Exhibits

99.1 Press Release dated November 10, 2011.

SIGNATURE

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

Applied Materials, Inc.
(Registrant)

Dated: November 10, 2011

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 10, 2011.

NEWS RELEASE

Applied Materials Completes Acquisition of Varian Semiconductor Equipment Associates

- **Forms industry's leading supplier of equipment and services for transistor technologies**
- **Enhances Applied's capability to support customers in delivering faster, higher performance, power-efficient chips**
- **Expands Applied's market with new opportunity approaching \$1.5 billion annually**

SANTA CLARA, Calif., November 10, 2011 – Applied Materials, Inc. (Nasdaq: AMAT) today announced the successful completion of its acquisition of Varian Semiconductor Equipment Associates, Inc. (Nasdaq: VSEA). The acquisition of Varian enhances Applied's extensive portfolio with market-leading ion implantation technology, a market that represents an annual opportunity approaching \$1.5 billion.

“Global demand for mobile devices with higher performance and longer battery life is fueling new innovations in semiconductor technology focused on the complex transistors at the heart of next generation chips,” said Mike Splinter, chairman and chief executive officer of Applied Materials. “The combination of Applied and Varian will create the industry leader in transistor technologies and allow us to partner with our customers to find innovative solutions for smaller, faster, power-efficient devices.”

The new Varian Semiconductor Equipment business unit is based in Gloucester, MA, and is led by Bob Halliday, group vice president and general manager. Mr. Halliday reports to Dr. Randhir Thakur, executive vice president and general manager of Applied's Silicon Systems Group, which supplies semiconductor manufacturing technology to every chipmaker around the world.

“Varian's exceptional team and focus on device performance and yield improvement strongly complement Applied's capabilities,” said Dr. Thakur. “Together, we can significantly enhance our value to customers in helping them with their most complex challenges to extend Moore's Law far into the future.”

On November 10, 2011, Varian became a wholly-owned subsidiary of Applied. As a result, each outstanding share of Varian common stock (other than shares owned by Applied or Varian) was automatically converted into the right to receive \$63.00 in cash (without interest). Holders of Varian common stock will receive a letter of transmittal that will instruct them on how to receive the merger consideration. Under the terms of the merger agreement, Varian equity awards were either converted to the right to receive cash or assumed by Applied. The aggregate purchase price of the merger was approximately \$4.2 billion, net of cash acquired.

Forward-Looking Statements

This press release contains forward-looking statements, including those relating to the anticipated benefits of the Varian acquisition. These statements are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those stated or implied, including but not limited to: Applied's ability to successfully integrate Varian's operations, product lines, technology and employees and realize synergies; the level of demand for the combined companies' products, which is subject to many factors, including uncertain global economic and industry conditions, demand for electronic products and semiconductors, and customers' new technology and capacity requirements; retention of key employees; and other risks described in Applied's filings with the Securities and



Exchange Commission, including its most recent Form 10-Q. All forward-looking statements are based on management's estimates, projections and assumptions as of the date hereof, and Applied does not undertake any obligation to update any forward-looking statements.

About Applied Materials:

Applied Materials, Inc. (Nasdaq:AMAT) is the global leader in providing innovative equipment, services and software to enable the manufacture of advanced semiconductor, flat panel display and solar photovoltaic products. Our technologies help make innovations like smartphones, flat screen TVs and solar panels more affordable and accessible to consumers and businesses around the world. At Applied Materials, we turn today's innovations into the industries of tomorrow. Learn more at www.appliedmaterials.com.

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