
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO:
FORM S-8 REGISTRATION STATEMENT NO. 333-160819
FORM S-8 REGISTRATION STATEMENT NO. 333-165035
FORM S-8 REGISTRATION STATEMENT NO. 333-185290
FORM S-8 REGISTRATION STATEMENT NO. 333-235506
UNDER
THE SECURITIES ACT OF 1933**

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

Delaware
(State or other jurisdiction of
incorporation or organization)

94-1655526
(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)

APPLIED MATERIALS, INC. STOCK PURCHASE PLAN FOR OFFSHORE EMPLOYEES
(Full title of the plan)

Teri A. Little
Senior Vice President, Chief Legal Officer and Corporate Secretary
Applied Materials, Inc.
3050 Bowers Avenue, P.O. Box 58039, Santa Clara, California 95052-8039
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (408) 727-5555

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 the 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Effective September 1, 2021, Applied Materials, Inc. (the “Company”) terminated the Applied Materials, Inc. Stock Purchase Plan for Offshore Employees (the “Offshore Plan”) as an independent plan. The Company is filing these Post-Effective Amendments to deregister all shares of its common stock, par value \$0.01 per share (“Common Stock”), remaining unissued under the following Registration Statements on Form S-8 filed by the Company with the Securities and Exchange Commission (the “Commission”) pertaining to the registration of shares of Common Stock issuable pursuant to the Offshore Plan:

1. Registration Statement on Form S-8 filed with the Commission on July 27, 2009 (Registration No. 333-160819) for the registration of 3,000,000 shares of Common Stock issuable pursuant to the Offshore Plan;
2. Registration Statement on Form S-8 filed with the Commission on February 23, 2010 (Registration No. 333-165035) for the registration of 5,000,000 shares of Common Stock issuable pursuant to the Offshore Plan;
3. Registration Statement on Form S-8 filed with the Commission on December 5, 2012 (Registration No. 333-185290) for the registration of 15,000,000 shares of Common Stock issuable pursuant to the Offshore Plan; and
4. Registration Statement on Form S-8 filed with the Commission on December 13, 2019 (Registration No. 333-235506) for the registration of 3,000,000 shares of Common Stock issuable pursuant to the Offshore Plan.

EXHIBIT INDEX

24.1 [Power of Attorney \(included on the signature page hereto\).](#)

Signature	Title	Date
<hr/> <i>/s/ Thomas J. Iannotti</i> Thomas J. Iannotti	Chairman of the Board	September 10, 2021
<hr/> <i>/s/ Rani Borkar</i> Rani Borkar	Director	September 10, 2021
<hr/> <i>/s/ Judy Bruner</i> Judy Bruner	Director	September 10, 2021
<hr/> <i>/s/ Xun Chen</i> Xun Chen	Director	September 10, 2021
<hr/> <i>/s/ Aart J. de Geus</i> Aart J. de Geus	Director	September 10, 2021
<hr/> <i>/s/ Alexander A. Karsner</i> Alexander A. Karsner	Director	September 10, 2021
<hr/> <i>/s/ Adrianna C. Ma</i> Adrianna C. Ma	Director	September 10, 2021
<hr/> <i>/s/ Yvonne McGill</i> Yvonne McGill	Director	September 10, 2021
<hr/> <i>/s/ Scott A. McGregor</i> Scott A. McGregor	Director	September 10, 2021