APPLIED MATERIALS INC /DE
Form 8-K
October 29, 2014

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): October 29, 2014

Applied Materials, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**000-06920**	**94-1655526**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

3050 Bowers Avenue
P.O. Box 58039
Santa Clara, CA **95052-8039**
(Address of principal executive offices) **(Zip Code)**
Registrant s telephone number, including area code: (408) 727-5555

N/A

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

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

¨ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

¨ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

¨ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

¨ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

We are actively engaged in dialogues with regulators around the world to secure all necessary approvals. While we continue to work towards our goal of closing the merger before the end of this year, completion may extend into the first calendar quarter of 2015.

We continue to make significant progress in all aspects of our integration planning and have increasing confidence that we will be ready to operate as a single company with aligned operating rhythm and shared mission, vision and values immediately following the closing.

Forward-Looking Statements

This Form 8-K contains forward-looking statements, including but not limited to those regarding the proposed business combination between Applied Materials, Inc. (Applied Materials), and Tokyo Electron Limited (Tokyo Electron) (the Business Combination) and the transactions related thereto. These statements may discuss the anticipated manner, terms and conditions upon which the Business Combination will be consummated. Forward-looking statements may contain words such as expect, believe, may, can, should, will, forecast, similar expressions, and include the assumptions that underlie such statements. These statements are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including but not limited to: the ability of the parties to consummate the Business Combination in a timely manner or at all; satisfaction of the conditions precedent to consummation of the Business Combination, including the ability to secure regulatory approvals in a timely manner or at all; the possibility of litigation (including related to the transaction itself); Applied Materials and Tokyo Electron s ability to successfully integrate their operations, product lines, technology and employees and realize synergies, growth and tax assets from the Business Combination; unknown, underestimated or undisclosed commitments or liabilities; the potential impact of the announcement or consummation of the proposed transactions on the parties relationships with third parties; 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; Applied Materials and Tokyo Electron s ability to (i) develop, deliver and support a broad range of products, expand their markets and develop new markets, (ii) timely align their cost structures with business conditions, and (iii) attract, motivate and retain key employees; and other risks described in the Applied Materials filings with the Securities and Exchange Commission. All forward-looking statements are based on management s estimates, projections and assumptions as of the date hereof. Except as required under applicable law, Applied Materials undertakes no obligation to update any forward-looking statements.

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.

Applied Materials, Inc.

(Registrant)

Dated: October 29, 2014

By: /s/ Thomas F. Larkins
Thomas F. Larkins
Senior Vice President, General Counsel

and Corporate Secretary