

APPLIED MATERIALS INC /DE
Form 8-K
November 19, 2007

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 18, 2007

Applied Materials, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

000-06920
(Commission File Number)

94-1655526
(IRS Employer Identification No.)

of incorporation)

3050 Bowers Avenue

P.O. Box 58039

Santa Clara, CA
(Address of principal executive

95052-8039
(Zip Code)

offices)

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

N/A

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

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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 1.01 Entry into a Material Definitive Agreement.

On November 18, 2007, Applied Materials, Inc., a Delaware corporation (Applied) entered into a Share Purchase Agreement (the Agreement) with all of the shareholders of Baccini S.p.A. (Baccini), a privately-held company incorporated in Italy, to purchase all of the outstanding shares (the Shares) of Baccini. Baccini is a leading supplier of automated metallization and test systems for manufacturing crystalline silicon photovoltaic cells. Upon the closing of the share purchase contemplated by the Agreement, Baccini will become a direct or indirect wholly-owned subsidiary of Applied.

Applied will pay the aggregate sum of 225 million (or approximately US\$330 million at the current exchange rate) in cash for the Shares.

A portion of the consideration will be placed in an escrow account for a period of one year to satisfy certain potential obligations of the sellers. A separate portion of the consideration will be paid on the second anniversary of the closing date (subject to earlier payment in certain instances), conditioned upon specified key employees' continued employment with Applied or its affiliates (including Baccini).

Applied and the sellers have each made customary representations, warranties and covenants in the Agreement, and the Agreement contains certain termination rights for both Applied and the sellers.

Closing of the share purchase contemplated by the Agreement is subject to the satisfaction or waiver of customary closing conditions, including, among others, the receipt of certain non-U.S. regulatory approvals.

Item 7.01 Regulation FD Disclosure.

On November 19, 2007, Applied issued a press release announcing execution of the Agreement, the text of which is attached hereto as Exhibit 99.1.

The information in this Item 7.01, including the exhibit, is furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of Applied under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filings.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release issued by Applied Materials, Inc. dated November 19, 2007.

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 19, 2007

By: /s/ Joseph J. Sweeney
Joseph J. Sweeney

Senior Vice President,

General Counsel and Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release issued by Applied Materials, Inc. dated November 19, 2007.