
**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): June 23, 2014

Applied Materials, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-06920
(Commission
File Number)

94-1655526
(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 5.07 Submission of Matters to a Vote of Security Holders.

On June 23, 2014, Applied Materials, Inc. (“Applied”) held a Special Meeting of Stockholders (the “Special Meeting”) in connection with its proposed business combination with Tokyo Electron Limited (“TEL”). Pursuant to a business combination agreement, dated as of September 24, 2013, as amended, by and among Applied, TEL and TEL-Applied Holdings B.V. (“HoldCo”) (the “Business Combination Agreement”), Applied and TEL each agreed to combine their businesses, with HoldCo becoming the ultimate parent company (the “Business Combination”).

On the record date for the Special Meeting, there were 1,217,401,400 shares of Applied common stock outstanding and entitled to vote. A quorum was present at the Special Meeting. At the Special Meeting, Applied stockholders voted on two proposals, the results of which are set forth below.

Proposal 1. Adoption of the Business Combination Agreement.

Proposal 1 was approved as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
954,105,030	5,105,733	4,695,133	0

Proposal 2. Approval, on an advisory basis, of certain compensatory arrangements between Applied and its named executive officers based on or otherwise relating to the Business Combination.

Proposal 2 was approved as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
690,738,496	262,509,461	10,657,939	0

In connection with the Special Meeting, Applied also solicited proxies with respect to a proposal to adjourn the Special Meeting, for certain reasons, if necessary, including to solicit additional proxies if there were not sufficient votes at the time of the Special Meeting to approve the proposal to adopt the Business Combination Agreement (the “Adjournment Proposal”). The Adjournment Proposal, which was unnecessary in light of the attendance at the Special Meeting and the approval of Proposal 1 as indicated above, was not submitted to Applied stockholders to be voted on at the Special Meeting.

Item 8.01. Other Events.

On June 23, 2014, Applied issued a press release announcing the voting results of the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 Press Release issued by Applied Materials, Inc. dated June 23, 2014

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: June 23, 2014

Applied Materials, Inc.
(Registrant)

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Applied Materials, Inc. dated June 23, 2014



Applied Materials Announces Stockholder Approval of its Proposed Combination with Tokyo Electron

SANTA CLARA, Calif., June 23, 2014 – Applied Materials, Inc. (NASDAQ: AMAT) announced today that its stockholders have approved its proposed business combination with Tokyo Electron Limited (TSE: 8035).

Approximately 99 percent of the shares voting at the Applied Materials special meeting of stockholders voted to adopt the parties' Business Combination Agreement, dated September 24, 2013, as amended. This represents approximately 78 percent of shares of the company's common stock outstanding as of the May 9, 2014 record date for the meeting.

"Today's strong show of support underscores the value our merger brings to stockholders," said Gary Dickerson, President and CEO of Applied Materials. "The combination will enable us to accelerate development of breakthrough products to solve our customers' high-value problems better, faster and at lower cost."

Applied Materials and Tokyo Electron are joining together to create a new global innovator for the semiconductor and display industries. This combination brings together complementary leading technologies and products to create an expanded set of capabilities in precision materials engineering and patterning.

The closing of the business combination remains subject to customary conditions set forth in the Business Combination Agreement, including review by regulators in various countries. Applied Materials expects the transaction to close in the second half of 2014.

Forward-Looking Statements

This press release contains forward-looking statements, including but not limited to those regarding the proposed business combination (the "Business Combination") between Applied and Tokyo Electron Limited ("TEL"). These statements may discuss the anticipated manner, terms and conditions upon which the Business Combination will be consummated, trends and the future performance of their businesses, the synergies of Applied and TEL, and similar matters. Forward-looking statements may contain words such as "expect," "believe," "may," "can," "should," "will," "forecast," "anticipate" or 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; Applied's and TEL's ability to successfully integrate their operations and businesses, and realize synergies expected to result from the Business Combination; unknown, underestimated or undisclosed commitments or liabilities; the level of demand for the combined companies' products; Applied's and TEL's ability to develop, deliver and support a broad range of products, expand their markets and develop new markets; and other risks described in Applied's filings with the Securities and Exchange Commission ("SEC") and the S-4 registration statement filed with the SEC by TEL-Applied Holdings B.V. ("HoldCo"). All forward-looking statements are based on management's estimates, projections and assumptions as of the date hereof. Except as required under applicable law, neither Applied nor HoldCo undertakes any obligation to update any forward-looking statements.

About Applied Materials

Applied Materials, Inc. (Nasdaq:AMAT) is the global leader in precision materials engineering solutions for the semiconductor, flat panel display and solar photovoltaic industries. Our technologies help make innovations like smartphones, flat screen TVs and solar panels more affordable and accessible to consumers and businesses around the world. Learn more at www.appliedmaterials.com.

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