
**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): March 19, 2021

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 95052-8039**
(Address of principal executive offices)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, par value \$.01 per share	AMAT	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

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 13(a) of the Exchange Act).

Item 8.01 Other Events.

On March 22, 2021, Applied Materials, Inc. (“Applied”) issued a press release announcing (a) an update on the status of regulatory approval related to the Share Purchase Agreement, among Applied, Kokusai Electric Corporation, and KKR HKE Investment L.P., as amended, and (b) that its Board of Directors has authorized the repurchase of \$7.5 billion of its outstanding common stock, supplementing the previously existing authorization, which has approximately \$1.3 billion remaining. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Applied dated March 22, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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)

Date: March 22, 2021

By: /s/ Teri A. Little
Teri A. Little
Senior Vice President, Chief Legal Officer and Corporate Secretary



NEWS RELEASE

Applied Materials Announces Update on Kokusai Electric Acquisition Agreement

Applied's Board of Directors Supplements Stock Buyback Program with New \$7.5 Billion Authorization

SANTA CLARA, Calif., March 22, 2021 – Applied Materials, Inc. today announced that the amended Kokusai Electric Corporation share purchase agreement with KKR HKE Investment L.P. may have terminated in accordance with its terms on March 19, 2021 after the parties were unable to confirm timely regulatory approval in China. If Applied does not receive confirmation of timely approval prior to the March 26, 2021 deadline for payment of the termination fee, Applied will treat the agreement as terminated and pay KKR a termination fee of \$154 million in cash.

The Applied Materials Board of Directors has approved a new \$7.5 billion stock buyback authorization, supplementing the previous authorization which has approximately \$1.3 billion remaining. Additional information about Applied's capital allocation plans will be shared at the company's upcoming Investor Meeting.

Forward-Looking Statements

This press release contains forward-looking statements, including those regarding the status of regulatory approval related to Applied's proposed acquisition of Kokusai Electric Corporation, which 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 the parties' concurrence regarding the status of regulatory clearance, the parties' ability to satisfy conditions precedent to consummation of the proposed acquisition in a timely manner or at all, and other risks and uncertainties described in Applied's filings with the Securities and Exchange Commission, including its recent Forms 10-Q and 8-K. All forward-looking statements are based on management's estimates, projections and assumptions as of the date hereof. Applied undertakes no obligation to update any forward-looking statements.

About Applied Materials

Applied Materials, Inc. (Nasdaq: AMAT) is the leader in materials engineering solutions used to produce virtually every new chip and advanced display in the world. Our expertise in modifying materials at atomic levels and on an industrial scale enables customers to transform possibilities into reality. At Applied Materials, our innovations make possible the technology shaping the future. Learn more at www.appliedmaterials.com.

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