
**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): February 26, 2015

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 1.01. Entry into a Material Definitive Agreement.

On February 26, 2015, Applied Materials, Inc., a Delaware corporation (“Applied Materials”), Tokyo Electron Limited, a Japanese corporation (*kabushiki kaisha*) (“Tokyo Electron”) and Eteris B.V. (formerly known as TEL-Applied Holdings B.V.), a Netherlands private limited liability corporation (*besloten vennootschap*) and wholly owned subsidiary of Tokyo Electron (“HoldCo”) entered into Amendment No. 2 to Business Combination Agreement (the “Second Amendment”), which amends their previously reported Business Combination Agreement (as amended from time to time, the “BCA”), dated as of September 24, 2013, by and among Applied Materials, Tokyo Electron and (by joinder) HoldCo.

The Second Amendment provides that the “End Date” (as such term is defined in the BCA) has been extended from March 24, 2015 to June 30, 2015. The End Date is the date after which either Applied Materials or Tokyo Electron may terminate the BCA if the Business Combination (as such term is defined in the BCA) has not yet occurred.

Other than as expressly modified pursuant to the Second Amendment, the BCA remains in full force and effect. The foregoing is subject to, and qualified in its entirety by, the full text of the BCA attached as Exhibit 2.1 to the Current Report on Form 8-K filed by Applied Materials on September 24, 2013, the full text of Amendment No.1 attached as Exhibit 2.1 to the Current Report on Form 8-K filed by Applied Materials on February 18, 2014 and the full text of the Second Amendment attached as Exhibit 2.1 to this Current Report on Form 8-K, each of which is incorporated herein by reference.

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 and Tokyo Electron 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,” “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; 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, savings and growth expected to result 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.

Item 9.01 Financial Statements and Exhibits.

- (d) *Exhibits.*
- 2.1 Amendment No. 2 to Business Combination Agreement, dated as of February 26, 2015, by and among Applied Materials, Tokyo Electron and HoldCo.

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: February 26, 2015

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

EXHIBIT INDEX

Exhibit
Number

Description

2.1 Amendment No. 2 to Business Combination Agreement, dated as of February 26, 2015, by and among Applied Materials, Tokyo Electron and HoldCo.

AMENDMENT NO. 2 TO BUSINESS COMBINATION AGREEMENT

THIS AMENDMENT NO. 2 TO BUSINESS COMBINATION AGREEMENT (this "Amendment No. 2") is made and entered into as of February 26, 2015, by and among: **APPLIED MATERIALS, INC.**, a Delaware corporation ("Applied"); **TOKYO ELECTRON LIMITED**, a Japanese corporation (*kabushiki kaisha*) ("TEL"); and **ETERIS B.V.** (formerly known as TEL-Applied Holdings B.V.), a Netherlands private limited liability corporation (*besloten vennootschap*) ("HoldCo"), and amends that certain Business Combination Agreement, dated as of September 24, 2013, by and among Applied, TEL and (by joinder) HoldCo, Applied U.S. HoldCo and Applied Merger Sub, as amended by that certain Amendment No. 1 to Business Combination Agreement, dated as of February 14, 2014, by and among Applied, TEL and HoldCo (the "BCA").

RECITALS

- A. Except as otherwise set forth herein, capitalized terms used herein have the meanings set forth in the BCA.
- B. Applied, TEL and HoldCo have determined to further amend the BCA in furtherance of the consummation of the transactions contemplated by the BCA.
- C. Each of the Applied Board and the TEL Board has approved this Amendment No. 2.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises contained herein and in the BCA, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Applied, TEL and HoldCo agree as follows:

1. THE AMENDMENTS

1.1 Amendment to Section 6.1(b). Section 6.1(b) of the BCA is hereby amended and restated in its entirety to read as follows:

(b) by either Applied or TEL if the Business Combination shall not have been consummated by 11:59 p.m. Pacific time on June 30, 2015 (the "End Date"); *provided, however*, that a Party shall not be permitted to terminate this Agreement pursuant to this Section 6.1(b) if the failure to consummate the Business Combination by the End Date is attributable to a failure on the part of such Party to perform any covenant or obligation in this Agreement required to be performed by such Party at or prior to the Business Combination Effective Time;

2. MISCELLANEOUS PROVISIONS

2.1 Effect of Amendment. This Amendment No. 2 shall be effective as of the date first written above. For the avoidance of any doubt, all references (a) in the BCA to "this Agreement" and (b) to the BCA in the Joinder Agreement and any other agreements, exhibits, schedules and disclosure schedules referred to in the BCA, will, in each case, be deemed to be references to the BCA as amended by this Amendment No. 2. Except as amended hereby, the BCA will continue in full force and effect and shall be otherwise unaffected hereby.

2.2 Counterparts. This Amendment No. 2 may be executed in separate counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument. The delivery of an executed Amendment No. 2 by facsimile or by other electronic delivery shall be sufficient to bind the party so delivering such Amendment No. 2.

2.3 Applicable Legal Requirements. This Amendment No. 2 shall be governed by, and construed in accordance with, the laws of the State of Delaware, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Amendment No. 2 to be duly executed as of the date first written above.

APPLIED MATERIALS, INC.

By: /s/ Gary E. Dickerson
Name: Gary E. Dickerson
Title: President and Chief Executive Officer

TOKYO ELECTRON LIMITED

By: /s/ Tetsuro Higashi
Name: Tetsuro Higashi
Title: Representative Director, Chairman, President and Chief Executive Officer

ETERIS B.V.

By: /s/ Tetsuro Higashi
Name: Tetsuro Higashi
Title: Managing Director

SIGNATURE PAGE TO AMENDMENT NO. 2 TO BUSINESS COMBINATION AGREEMENT