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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**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 16, 2009**

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**Applied Materials, Inc.**

(Exact name of registrant as specified in its charter)

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**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.)

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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 16, 2009, Applied Materials, Inc., a Delaware corporation (“Applied Materials”), Jupiter Acquisition Sub, Inc., a Montana corporation and wholly-owned subsidiary of Applied Materials (“Acquisition Sub”), and Semitool, Inc., a Montana Corporation (“Semitool”), entered into an Agreement and Plan of Merger (the “Merger Agreement”) that contemplates the acquisition of all outstanding shares of common stock of Semitool. Semitool is a leading supplier of electrochemical plating and wafer surface preparation equipment used by chip packaging and chip making companies around the world.

The Merger Agreement provides that Acquisition Sub will commence a cash tender offer (the “Offer”) to purchase all outstanding shares of common stock of Semitool at a price of \$11.00 per share (such price, or any other price per share that is paid in the Offer, referred to as the “Offer Price”), without interest thereon and subject to any required withholding taxes.

Pursuant to the Merger Agreement, Acquisition Sub will commence the Offer as promptly as reasonably practicable after the date of the Merger Agreement. The obligation of Applied Materials to cause Acquisition Sub to accept for payment any shares of Semitool common stock in the Offer is subject to customary closing conditions, including that: (i) more than 66.67% of the shares of common stock outstanding (determined on a fully-diluted basis using a formula set forth in the Merger Agreement) shall have been validly tendered (and not withdrawn); and (ii) the waiting periods under applicable antitrust laws, including in the U.S. and Germany, have expired.

The Merger Agreement also provides that after completion of the Offer, Acquisition Sub will be merged with Semitool, and the surviving corporation will be a wholly-owned subsidiary of Applied Materials (the “Merger”). Upon completion of the Merger, all remaining outstanding shares of Semitool common stock not tendered in the Offer (other than shares that are: (i) held by Applied Materials, Acquisition Sub or any wholly-owned subsidiary of Applied Materials or Acquisition Sub; (ii) held by Semitool or any of its subsidiaries; or (iii) held by shareholders of Semitool, if any, who properly exercise their dissenters’ rights under Montana law) will be acquired for cash at the Offer Price and on the terms and conditions set forth in the Merger Agreement.

As an inducement to Applied Materials and Acquisition Sub to enter into the Merger Agreement, on November 16, 2009, Applied Materials and Acquisition Sub entered into separate Tender and Support Agreements (the “Tender Agreements”) with each of the directors and executive officers of Semitool (the “Shareholders”). Pursuant to the Tender Agreements, the Shareholders agreed to tender their shares of Semitool common stock pursuant to the Offer and, if necessary, vote them in favor of the Merger, subject to the terms and conditions in the Tender Agreements and the Merger Agreement. As of November 16, 2009, the Shareholders collectively beneficially own or have the power to vote approximately 32% of the outstanding shares of Semitool common stock.

## **NOTICE**

### **Important Information about the Tender Offer**

This announcement is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, shares of Semitool. Holders of shares of Semitool are urged to read the relevant tender offer documents when they become available because they will contain important information that holders of Semitool securities should consider before making any decision regarding tendering their securities. At the time the offer is commenced, Applied Materials and its acquisition subsidiary will file tender offer materials with the Securities and Exchange Commission (the “SEC”), and Semitool will file a Solicitation/Recommendation Statement with respect to the offer. The tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other offer documents) and the Solicitation/Recommendation Statement will contain important information that should be read carefully before any decision is made with respect to the tender offer. The Offer to Purchase, the related Letter of Transmittal and certain other offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of shares of Semitool at no expense to them. The tender offer materials and the Solicitation/Recommendation Statement will be made available for free at the SEC’s web site at [www.sec.gov](http://www.sec.gov). Free copies of these documents may also be obtained by mailing a request to the information agent for the tender offer, Innisfree M&A Incorporated, 501 Madison Avenue, 20th Floor, New York, New York 10022; by calling toll free at (877) 687-1875 (shareholders) or collect at (212) 750-5833 (banks and brokers); and at [www.appliedmaterials.com](http://www.appliedmaterials.com) and [www.semitool.com](http://www.semitool.com).

In addition to the Offer to Purchase, the related Letter of Transmittal and certain other offer documents, as well as the Solicitation/Recommendation Statement, Semitool and Applied Materials file annual and special reports and other information with the SEC. You may read and copy any reports or other information filed by Applied Materials or Semitool at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Applied Materials’ and Semitool’s filings with the SEC are also available to the public from commercial document-retrieval services and at the website maintained by the SEC at <http://www.sec.gov>.

### **Item 7.01 Regulation FD Disclosure.**

On November 17, 2009, Applied Materials and Semitool issued a joint press release announcing execution of the Merger 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 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 Materials under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filings.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Joint Press Release issued by Applied Materials, Inc. and Semitool, Inc., dated November 17, 2009.

**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 17, 2009

By: \_\_\_\_\_ /s/ JOSEPH J. SWEENEY  
Joseph J. Sweeney  
Senior Vice President,  
General Counsel and Corporate Secretary

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Joint Press Release issued by Applied Materials, Inc. and Semitool, Inc., dated November 17, 2009.

**Applied Materials to Acquire Semitool**

***Combination makes Applied Materials the leader in high-growth equipment market for advanced packaging of chips for mobile devices***

***Strengthens Applied's opportunity in the memory industry's conversion to copper***

***Live conference call and webcast today at 5:30 a.m. Pacific Standard Time***

Santa Clara, Calif. and Kalispell, Mont., Nov. 17, 2009 – Applied Materials, Inc. (Nasdaq:AMAT) and Semitool, Inc. (Nasdaq:SMTL) today announced a definitive agreement for Applied to acquire the outstanding shares of Semitool for \$11 per share in an all-cash tender offer.

The acquisition makes Applied the equipment leader in two fast-growing segments: advanced packaging and the memory industry's conversion to copper. The combination enables Applied to serve its customers with a broader range of products and expands the company's reach to a new set of customers in the semiconductor packaging industry.

"The semiconductor industry recovery is being fueled by global demand for mobile devices such as smart phones, notebook PCs and portable media players for music, gaming and books," said Mike Splinter, chairman and CEO of Applied Materials. "With this acquisition, Applied will help the world's leading chip makers create ever-smaller and more powerful devices."

"Applied Materials and Semitool have a strong track record of collaborating to develop equipment solutions for leading chip makers," said Randhir Thakur, senior vice president and general manager of Applied's Silicon Systems Group. "Together with Semitool's people and products, we can help the industry move to smaller form factors and faster, lower power chips."

"As part of Applied Materials, we can accelerate the global adoption of the technologies Semitool has developed," said Ray Thompson, chairman of Semitool. "With this agreement, we are providing our employees with a strong future and our stockholders with exceptional value."

Headquartered in Kalispell, Mont., Semitool is a leading supplier of electrochemical plating and wafer surface preparation equipment used by chip packaging and chip making companies around the world.

Under terms of an agreement approved by the boards of directors of both companies, Applied Materials will pay an aggregate purchase price of approximately \$364 million based on the fully diluted capitalization of Semitool. The acquisition will be conducted pursuant to a tender offer for all of the outstanding shares of Semitool and is conditioned on the tender of at least 66 <sup>2</sup>/<sub>3</sub> percent of Semitool's outstanding stock on a fully-diluted basis and other customary closing conditions including regulatory approval. Directors and executive officers of Semitool holding approximately 32 percent of Semitool's outstanding common stock have entered into agreements

to tender their shares. Applied expects to commence the tender offer promptly and expects the offer to close by the end of calendar 2009. Following completion of the tender offer, Applied will acquire any remaining shares of Semitool through a second-step merger at the same price paid in the tender offer. Semitool will be operated as a business unit of Applied's Silicon Systems Group.

### **Conference Call and Webcast**

Applied Materials and Semitool will discuss the announcement on a webcast and conference call today beginning at 5:30 a.m. Pacific Time, 8:30 a.m. Eastern Time. The webcast and webcast replay will be accessible at the Applied Materials website at [www.appliedmaterials.com](http://www.appliedmaterials.com). The conference call phone number is 1-877-356-9175, international 1-706-679-3949, ID 41917169. A conference call replay will be available from 12:00 p.m. Pacific Time today until Dec. 1. The replay phone number is 1-800-642-1687, international 1-706-645-9291, ID 41917169.

**Safe Harbor Statement.** This press release contains forward-looking statements, including those relating to Applied's anticipated acquisition of Semitool and expected benefits of the transaction, such as technology leadership, improved product capabilities, and expanded growth opportunities. 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 stated or implied, including but not limited to: the risk that the transaction will not be consummated in a timely manner or at all if, among other things, fewer than 66 2/3 percent of the shares of Semitool common stock are tendered, clearances under the Hart-Scott-Rodino Antitrust Improvements Act or the antitrust laws of Germany are not obtained, or other closing conditions are not satisfied; the successful integration and performance of the acquired business; unknown, underestimated or undisclosed commitments or liabilities; the effectiveness of internal controls; the level of demand for nanomanufacturing technology products, which is subject to many factors, including uncertain global economic and industry conditions, the duration and severity of the current downturn, business and consumer spending, demand for electronic products and integrated circuits, and customers' utilization rates and capacity requirements; Applied's ability to (i) realize synergies expected to result from the acquisition, (ii) successfully commercialize purchased technologies, (iii) develop, deliver and support a broad range of products, expand its markets, and develop new markets, (iv) attract, motivate and retain key employees, and (v) obtain and protect intellectual property rights in key technologies; and other risks described in Applied's and Semitool's filings with the U.S. Securities and Exchange Commission (SEC). All forward-looking statements are based on managements' estimates, projections and assumptions as of the date hereof, and neither Applied nor Semitool assume any obligation to update any such statement.

### **About Applied Materials**

Applied Materials (Nasdaq:AMAT) is the global leader in Nanomanufacturing Technology™ solutions with a broad portfolio of innovative equipment, services and software products for the fabrication of semiconductor chips, flat panel displays, solar photovoltaic cells, flexible electronics and energy-efficient glass. At Semitool, we apply Nanomanufacturing Technology to improve the way people live. Learn more at [www.appliedmaterials.com](http://www.appliedmaterials.com).

## **About Semitool**

Semitool designs, manufactures and supports highly engineered, multi-chamber, single-wafer and batch wet chemical processing equipment used in the fabrication of semiconductor devices. The company's primary suites of equipment include electrochemical deposition systems for electroplating copper, gold, solder and other metals; surface preparation systems for cleaning, stripping and etching silicon wafers; and wafer transport container cleaning systems. The company's equipment is used in semiconductor fabrication front-end and back-end processes, including wafer-level packaging.

Headquartered in Kalispell, Montana, Semitool maintains sales and support centers in the United States, Europe and Asia. The company's stock trades on the Nasdaq National Market under the symbol SMTL. For more information, please visit the company's website at [www.semitool.com](http://www.semitool.com).

## **Additional Information and Where to Find It**

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