
**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): April 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 1.02. Termination of a Material Definitive Agreement.

On April 26, 2015 (U.S.) and April 27, 2015 (Japan), 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 (“Eteris”), entered into a Mutual Termination Agreement (the “Termination Agreement”) to terminate their previously reported Business Combination Agreement, dated as of September 24, 2013, by and among Applied Materials, Tokyo Electron and (by joinder) Eteris (as amended on February 14, 2014 and February 26, 2015, the “BCA”). The parties reached this decision after the U.S. Department of Justice advised the parties that the coordinated remedy proposal submitted to all regulators would not be sufficient to replace the competition lost from the merger. No termination fees will be payable by either Applied Materials or Tokyo Electron.

A copy of the Termination Agreement is attached hereto as Exhibit 2.1 and is incorporated herein by reference.

Item 8.01. Other Events.

On April 26, 2015, Applied Materials announced that the Board of Directors of Applied Materials has authorized a repurchase program of up to \$3 billion of its outstanding common stock over the next three years ending in April 2018 (the “Repurchase Authorization”). The amount and timing of future repurchases may vary depending on the market price of the common stock, market factors, business considerations, and general economic conditions.

A copy of the press release announcing the termination of the BCA is attached hereto as Exhibit 99.1, and a copy of the press release announcing the Repurchase Authorization is attached hereto as Exhibit 99.2, and each is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

- 2.1 Mutual Termination Agreement, dated as of April 26, 2015 (U.S.) and April 27, 2015 (Japan), by and among Applied Materials, Tokyo Electron and Eteris.
- 99.1 Press release announcing termination of the BCA, dated April 26, 2015.
- 99.2 Press release announcing the Repurchase Authorization, dated April 26, 2015.

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: April 27, 2015

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

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
2.1	Mutual Termination Agreement, dated as of April 26, 2015 (U.S.) and April 27, 2015 (Japan), by and among Applied Materials, Tokyo Electron and Eteris.
99.1	Press release announcing termination of the BCA, dated April 26, 2015.
99.2	Press release announcing the Repurchase Authorization, dated April 26, 2015.

MUTUAL TERMINATION AGREEMENT

THIS MUTUAL TERMINATION AGREEMENT (this "Agreement") is made and entered into as of April 26, 2015 (U.S.) and April 27, 2015 (Japan), by and among: **APPLIED MATERIALS, INC.**, a Delaware corporation ("Applied"); **TOKYO ELECTRON LIMITED**, a Japanese corporation (*kabushiki kaisha*) ("TEL"); and **ETERIS B.V.**, a Netherlands private limited liability corporation (*besloten vennootschap*) ("Eteris").

RECITALS

A. Applied and TEL entered into that certain Business Combination Agreement, dated as of September 24, 2013, as amended to date (as so amended, the "BCA").

B. Applied, TEL and Eteris have determined to terminate the BCA.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Applied, TEL and Eteris agree that: (a) pursuant to Section 6.1(a) of the BCA, effective as of the execution of this Agreement by the undersigned, the BCA is hereby terminated; and (b) Section 6.2 of the BCA shall govern the effect of the termination of the BCA.

APPLIED MATERIALS, INC.,
a Delaware corporation

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

TOKYO ELECTRON LIMITED,
a Japanese corporation (*kabushiki kaisha*)

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

ETERIS B.V.,
a Netherlands private limited liability corporation
(*besloten vennootschap*)

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



NEWS RELEASE

Applied Materials, Inc. and Tokyo Electron Limited Agree to Terminate Business Combination Agreement

SANTA CLARA, Calif., April 26, 2015 — Applied Materials, Inc. (NASDAQ: AMAT) and Tokyo Electron Limited (TSE: 8035) today announced that they have agreed to terminate their Business Combination Agreement (BCA). No termination fees will be payable by either party.

The decision came after the U.S. Department of Justice (DoJ) advised the parties that the coordinated remedy proposal submitted to all regulators would not be sufficient to replace the competition lost from the merger. Based on the DoJ's position, Applied Materials and Tokyo Electron have determined that there is no realistic prospect for the completion of the merger.

“We viewed the merger as an opportunity to accelerate our strategy and worked hard to make it happen,” said Gary E. Dickerson, president and chief executive officer of Applied Materials. “While we are disappointed that we are not able to pursue this path, our existing growth strategy is compelling. We have been relentlessly driving this strategy forward and we have made significant progress towards our goals. We are delivering results and gaining share in the semiconductor and display equipment markets, while making meaningful advances in areas that represent the biggest and best growth opportunities for us.

“I would like to thank our employees for their focus on delivering results throughout this process. As we move forward, Applied Materials has tremendous opportunities to leverage our differentiated capabilities and technology in precision materials engineering and drive a significant increase in the value we create for our customers and investors.”

Investor and Media Conference Call Information

Applied Materials will hold a conference call that begins at 8:30 a.m. EDT/5:30 a.m. PDT on April 27, 2015. A live webcast will be available on the Investor Relations page at www.appliedmaterials.com. Dial-in details are also available: 1 (844) 860-2362 (United States) or 1 (919) 794-3789 (outside the United States); Conference ID: 36843319. Participants should dial in 15 minutes before the call to allow time to be connected by the operator.

Forward-Looking Statements

This press release contains forward-looking statements, including those regarding Applied's performance, products, strategies, opportunities, market positions, and business and industry outlook, as well as other statements that are not historical facts. These statements and their underlying assumptions 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 potential impact of the termination of the Business Combination Agreement on our relationships with third parties, the level of demand for Applied's products, which is subject to many factors, including uncertain global economic and industry conditions, end-demand for electronic products and semiconductors, and customers' new technology and capacity requirements; the timing and nature of technology transitions; the concentrated nature of Applied's customer base; Applied's ability to (i) develop, deliver and support a broad range of products and expand its markets, (ii) achieve the objectives of operational and strategic initiatives, (iii) obtain and protect intellectual property rights in key technologies, (iv) attract, motivate and retain key employees, and (v) accurately forecast future results, which depends on multiple assumptions related to, without limitation, market conditions, customer requirements and business needs; and other risks described in Applied's SEC filings, including its most recent Form 10-Q. 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.

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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Michael Sullivan (financial community) 408.986.7977



NEWS RELEASE

Applied Materials Announces \$3 Billion Share Repurchase Authorization

SANTA CLARA, Calif., April 26, 2015 — Applied Materials, Inc. (NASDAQ: AMAT) today announced that its Board of Directors has approved a new share repurchase program authorizing up to \$3 billion in repurchases over the next three years beginning in the third quarter of fiscal 2015.

“We are pleased to announce this new share repurchase program,” said Gary E. Dickerson, president and chief executive officer of Applied Materials. “This program reflects our confidence in our performance and opportunities as well as our strong commitment to shareholder returns.”

Forward-Looking Statements:

This press release contains forward-looking statements, including those regarding Applied’s performance, opportunities, financial position and capital allocation strategy. These statements and their underlying assumptions 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 level of demand for Applied’s products, which is subject to many factors, including uncertain global economic and industry conditions, end-demand for electronic products and semiconductors, and customers’ new technology and capacity requirements; the timing and nature of technology transitions; the concentrated nature of Applied’s customer base; Applied’s ability to (i) develop, deliver and support a broad range of products and expand its markets, (ii) achieve the objectives of operational and strategic initiatives, (iii) obtain and protect intellectual property rights in key technologies, (iv) attract, motivate and retain key employees, and (v) accurately forecast future results, which depends on multiple assumptions related to, without limitation, market conditions, customer requirements and business needs; and other risks described in Applied’s SEC filings, including its most recent Form 10-Q. 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.

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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