

As Filed With The Securities And Exchange Commission on May 24, 1995

Registration No. 33-52076

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

APPLIED MATERIALS, INC.
(Exact name of issuer as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

94-1655526
(I.R.S. employer
identification number)

3050 Bowers Avenue, Santa Clara, California 95054
(Address of principal executive offices) (Zip Code)

1976 MANAGEMENT STOCK OPTION PLAN
1995 EQUITY INCENTIVE PLAN
(Full title of the plan)

James C. Morgan
Applied Materials, Inc.
3050 Bowers Avenue, Santa Clara, California 95054
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (408) 748-5555

Copy to:
Donald A. Slichter, Esq.
Orrick, Herrington & Sutcliffe
400 Sansome Street
San Francisco, California 94111

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents are incorporated by reference in this registration statement: (i) Applied Materials, Inc.'s (the "Company") latest annual report filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); (ii) all other reports filed by the Company pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Company's latest annual report; and (iii) the description of the Company's common stock set forth in the Company's Registration Statement on Form 8-B relating thereto, including any amendment or report filed for the purpose of updating such description. All documents filed by the Company after the date of this registration statement pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment (that indicates all securities offered have been sold or deregisters all securities then remaining unsold), shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES

Inapplicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Inapplicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law (the "Delaware Law") authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933, as amended. The Registrant's Certificate of Incorporation and Bylaws provide for indemnification of the Registrant's directors, officers, employees and other agents to the maximum extent permitted by the Delaware Law. In addition, the Registrant has entered into indemnification agreements with its officers and directors.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Inapplicable.

2

3

ITEM 8. EXHIBITS

- 4.1 The Applied Materials, Inc. 1976 Management Stock Option Plan (incorporated by reference to Exhibit 4.1 to the Registrant's Annual Report on Form 10-K, Commission File No. 1-2964).
- 4.2 The Applied Materials, Inc. 1995 Equity Incentive Plan (incorporated by reference to Exhibit B to the Registrant's Proxy Statement (dated January 31, 1995), Commission File No. 1-2964).
- 5.1 Opinion of Orrick, Herrington & Sutcliffe (and incorporated by reference to Exhibit 5.1 to the Registrant's Registration Statement on Form S-8, Commission File No. 33-52076).
- 23.1 Consent of Price Waterhouse.
- 23.2 Consent of Orrick, Herrington & Sutcliffe is included in Exhibit 5.1 (and incorporated by reference to Exhibit 5.1 to the Registrant's Registration Statement on Form S-8, Commission File No. 33-52076).
- 24.1 Power of Attorney of Directors (and incorporated by reference to Exhibit 25.1 to the Registrant's Registration Statement on Form S-8, Commission File No. 33-52076).

ITEM 9. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8 and the information required to be included in a

post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933 each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of the Plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Signatures

THE REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California on the 22nd day of May, 1995.

APPLIED MATERIALS, INC.
(Registrant)

/s/ James C. Morgan

James C. Morgan
Chairman of the Board and

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dated indicated.

Signature	Title	Date
Principal Executive Officer:		
/s/ James C. Morgan ----- James C. Morgan	Chairman of the Board and Chief Executive Officer	May 22, 1995
Principal Financial Officer:		
/s/ Gerald F. Taylor ----- Gerald F. Taylor	Senior Vice President and Chief Financial Officer	May 22, 1995
Principal Accounting Officer:		
/s/ Michael K. O'Farrell ----- Michael K. O'Farrell	Vice President and Corporate Controller	May 22, 1995

5

6

Directors:

*/s/ James C. Morgan ----- James C. Morgan	Director	May 22, 1995
*/s/ Michael Armacost ----- Michael Armacost	Director	May 22, 1995
*/s/ James W. Bagley ----- James W. Bagley	Director	May 22, 1995
*/s/ Herbert M. Dwight, Jr. ----- Herbert M. Dwight, Jr.	Director	May 22, 1995
*/s/ George B. Farnsworth ----- George B. Farnsworth	Director	May 22, 1995
*/s/ Philip V. Gerdine		

----- Philip V. Gerdine	Director	May 22, 1995
*/s/ Paul R. Low ----- Paul R. Low	Director	May 22, 1995
*/s/ Dan Maydan ----- Dan Maydan	Director	May 22, 1995
*/s/ Alfred J. Stein ----- Alfred J. Stein	Director	May 22, 1995
*By /s/ Donald A. Slichter ----- Donald A. Slichter Attorney-in-Fact		

A majority of the members of the Board of Directors.

EXHIBIT INDEX

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- 23.1 Consent of Price Waterhouse.
- 23.2 Consent of Orrick, Herrington & Sutcliffe is included in Exhibit 5.1 (and incorporated by reference to Exhibit 5.1 to the Registrant's Registration Statement on Form S-8, Commission File No. 33-52076).
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EXHIBIT 5.1

May 22, 1995

Applied Materials, Inc.
3050 Bowers Avenue
Santa Clara, California 95054

Re: Applied Materials, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

At your request, we are rendering this opinion in connection with the proposed issuance pursuant to The Applied Materials, Inc. 1995 Equity Incentive Plan (the "Plan"), of up to 1,900,000 shares of common stock, \$.01 par value ("Common Stock"), of Applied Materials, Inc., a Delaware corporation (the "Company").

We have examined instruments, documents, and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to us as copies; and (c) the truth, accuracy, and completeness of the information, representations, and warranties contained in the records, documents, instruments, and certificates we have reviewed.

Based on such examination, we are of the opinion that the 1,900,000 shares of Common Stock to be issued by the Company pursuant to the Plan are validly authorized shares of Common Stock, and, when issued in accordance with the provisions of the Plan, will be legally issued, fully paid, and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to this Registration Statement on Form S-8 and to the use of our name wherever it appears in said Registration Statement. In giving such consent, we do not consider that we are "experts" within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder with respect to any part of the Registration Statement, including this opinion, as an exhibit or otherwise.

Very truly yours,

ORRICK, HERRINGTON & SUTCLIFFE

EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated November 19, 1994, which appears on page 47 of the 1994 Annual Report to Stockholders of Applied Materials, Inc., which is incorporated by reference in Applied Materials, Inc. Annual Report on Form 10-K for the year ended October 30, 1994. We also consent to the incorporation by reference of our report on the Financial Statement Schedules, which appears on page 21 of such Annual Report on Form 10-K.

PRICE WATERHOUSE LLP
San Jose, California
May 19, 1995

EXHIBIT 24.1

POWER OF ATTORNEY OF DIRECTORS

KNOW BY ALL PERSONS BY THESE PRESENTS:

Each of the undersigned hereby constitutes and appoints James C. Morgan, Gerald F. Taylor, and Donald A. Slichter, and each of them with power to act alone, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement or Registration Statements on Form S-8, or a post-effective amendment or amendments thereto, relating to up to a total of 6,300,000 shares of common stock issuable under The Applied Materials, Inc. 1995 Equity Incentive Plan, and to file the same, together with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises hereof, as fully to all intents and purposes as he or she might do or could do in person, thereby ratifying and confirming all that said attorney-in-fact or his or her substitutes may lawfully do or cause to be done by virtue hereof.

/s/ Michael H. Armacost

Michael H. Armacost

May 19, 1995

/s/ James W. Bagley

James W. Bagley

May 19, 1995

/s/ Herbert M. Dwight, Jr.

Herbert M. Dwight, Jr.

May 19, 1995

/s/ George B. Farnsworth

George B. Farnsworth

May 19, 1995

/s/ Philip V. Gerdine

Philip V. Gerdine

May 19, 1995

/s/ Tsuyoshi Kawanishi

Tsuyoshi Kawanishi

May 19, 1995

/s/ Paul R. Low

Paul R. Low

May 19, 1995

/s/ Dan Maydan

Dan Maydan

May 19, 1995

/s/ James C. Morgan

James C. Morgan

May 19, 1995

/s/ Alfred J. Stein

Alfred J. Stein

May 19, 1995