
**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): November 7, 2011

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))
-
-

Item 8.01. Other Events.

On November 7, 2011, Applied Materials, Inc. (Applied) issued a press release announcing that it has received notice from the Chinese Ministry of Commerce (MOFCOM) that MOFCOM has approved Applied's proposed acquisition of Varian Semiconductor Equipment Associates, Inc. pursuant to an Agreement and Plan of Merger dated May 3, 2011. 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.

99.1 Press release issued by Applied on November 7, 2011.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Applied Materials, Inc. dated November 7, 2011.



NEWS RELEASE

CONTACT:

Howard Clabo (editorial/media) 408.748.5775

Michael Sullivan (financial community) 408.986.7977

**Applied Materials' Planned Acquisition of Varian Semiconductor
Receives Clearance from the Ministry of Commerce of the People's Republic of China**

SANTA CLARA, Calif., November 7, 2011 –Applied Materials, Inc. (Nasdaq: AMAT) today announced that it has received notice from the Chinese Ministry of Commerce (MOFCOM) that it has approved the company's proposed acquisition of Varian Semiconductor Equipment Associates, Inc. (Nasdaq: VSEA) pursuant to an Agreement and Plan of Merger dated May 3, 2011. The MOFCOM clearance is the last of the regulatory approvals required to complete the merger. Applied expects to close the merger on November 10, 2011 subject to the satisfaction or waiver of all remaining closing conditions set forth in the merger agreement.

Forward-Looking Statements

This press release contains a forward-looking statement regarding the anticipated closing of the acquisition of Varian, which is 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' ability to satisfy conditions precedent to consummation of the planned acquisition in a timely manner or at all, and other risks described in Applied's 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, and Applied does not undertake any obligation to update any forward-looking statements.

About Applied Materials:

Applied Materials, Inc. (Nasdaq:AMAT) is the global leader in providing innovative equipment, services and software to enable the manufacture of advanced semiconductor, flat panel display and solar photovoltaic products. Our technologies help make innovations like smartphones, flat screen TVs and solar panels more affordable and accessible to consumers and businesses around the world. At Applied Materials, we turn today's innovations into the industries of tomorrow. Learn more at www.appliedmaterials.com.

###