
**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): September 3, 2017

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On September 3, 2017, Applied Materials, Inc. (“Applied”) entered into an Extension Agreement (“Extension Agreement”) for the US\$1,500,000,000 Credit Agreement (as amended, the “Credit Agreement”), dated as of September 3, 2015, among Applied, JPMorgan Chase Bank, N.A., as administrative agent (the “Administrative Agent”), and the lenders party thereto (the “Lenders”). The Extension Agreement extended the termination date of the Lenders’ commitments under the Credit Agreement from September 3, 2020 to September 3, 2021.

The foregoing description of the Extension Agreement does not purport to be complete and is qualified in its entirety by the full text of the Extension Agreement, which is filed herewith as Exhibit 10.1 and incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Office-Balance Sheet Arrangement of a Registrant.

As discussed under Item 1.01 above, on September 3, 2017, Applied, the Administrative Agent and the Lenders entered into the Extension Agreement. The information set forth in Item 1.01 is incorporated herein by reference. To date, Applied has not received any advances under the Credit Agreement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Extension Agreement, dated as of September 3, 2017, to Credit Agreement, dated as of September 3, 2015, among Applied Materials, Inc., JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto.

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: September 5, 2017

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

EXHIBIT INDEX

**Exhibit
No.**

Description

10.1 [Extension Agreement, dated as of September 3, 2017, to Credit Agreement, dated as of September 3, 2015, among Applied Materials, Inc., JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto.](#)

EXTENSION AGREEMENT

Dated as of September 3, 2017

for

U.S. \$1,500,000,000

CREDIT AGREEMENT

Dated as of September 3, 2015

Among

APPLIED MATERIALS, INC.,
as Borrower,

THE LENDERS FROM TIME TO TIME PARTY THERETO

and

JPMORGAN CHASE BANK, N.A.,
as Administrative Agent

CITIGROUP GLOBAL MARKETS INC.
THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.
Syndication Agents,

BNP PARIBAS
CREDIT SUISSE SECURITIES (USA) LLC
GOLDMAN SACHS BANK USA
MIZUHO BANK, LTD.
WELLS FARGO BANK, NATIONAL ASSOCIATION
U.S. BANK NATIONAL ASSOCIATION
Documentation Agents

J.P. MORGAN SECURITIES LLC
CITIGROUP GLOBAL MARKETS INC.
and
THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.
Joint Lead Arrangers and Joint Bookrunners

EXTENSION AGREEMENT

EXTENSION AGREEMENT (this “**Agreement**”), dated as September 3, 2017, for the Credit Agreement, dated as of September 3, 2015 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Credit Agreement**”), among Applied Materials, Inc. (the “**Borrower**”), the lenders from time to time party thereto (the “**Lenders**”), and JPMorgan Chase Bank, N.A., as administrative agent for the Lenders (in such capacity, the “**Administrative Agent**”).

The parties hereto agree as follows:

SECTION 1. *Defined Terms.* Capitalized terms used but not defined herein shall have the meanings given to them in the Credit Agreement.

SECTION 2. *Extension.* Each of the undersigned Lenders hereby agrees to extend the Termination Date with respect to such Lender, pursuant to Section 2.20 of the Credit Agreement, to September 3, 2021.

SECTION 3. *Effectiveness.* This Agreement shall become effective on and as of September 3, 2017 (the “**Extension Date**”), subject only to:

- (a) receipt by the Administrative Agent from the Borrower and the Lenders parties hereto, who constitute the Required Lenders, of a counterpart of this Agreement signed on behalf of such parties;
- (b) the conditions precedent set forth in Section 3.03 of the Credit Agreement being satisfied on and as of the Extension Date; and
- (c) receipt by the Administrative Agent of fees for the accounts of Lenders as heretofore mutually agreed.

SECTION 4. *Representations and Warranties.* The Borrower hereby represents and warrants that the statements set forth in Section 3.03(a)(i) and Section 3.03(a)(ii) of the Credit Agreement are true and correct on and as of the Extension Date with respect to this Agreement and to the Credit Agreement as amended hereby.

SECTION 5. *Reference to and Effect Upon the Credit Agreement.*

- (a) The execution, delivery and effectiveness of this Agreement shall not, except as expressly provided herein, operate as a waiver of any right, power or remedy of any Lender or the Administrative Agent under any of the Loan Documents, nor constitute a waiver of any provision of any of the Loan Documents. On and as of the Extension Date, this Agreement shall for all purposes constitute a Loan Document.

(b) On and as of the Extension Date, (i) each reference in the Credit Agreement to “this Agreement,” “hereunder,” “hereof” or words of like import referring to the Credit Agreement shall mean and be a reference to the Credit Agreement, as amended by this Agreement.

(c) The Credit Agreement and each of the other Loan Documents, as specifically amended by this Agreement, are and shall continue to be in full force and effect and are hereby in all respects ratified and confirmed.

SECTION 6. *Governing Law.* This Agreement shall be construed in accordance with and governed by the laws of the State of New York.

SECTION 7. *Counterparts.* This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. Delivery of an executed counterpart hereof by facsimile or electronic transmission (e.g., “pdf” or “tif”) shall be as effective as delivery of a manually executed counterpart hereof.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first set forth above.

APPLIED MATERIALS, INC.

By: /s/ Robert M. Friess

Name: Robert M. Friess

Title: Vice President and Treasurer

[Signature Page to Extension Agreement – Applied Materials (2017)]

JPMORGAN CHASE BANK, N.A.,
as Administrative Agent and a Lender

By: /s/ Timothy D. Lee

Name: Timothy D. Lee

Title: Vice President

[Signature Page to Extension Agreement – Applied Materials (2017)]

Citibank, N.A.,
as a Lender

By: /s/ Carmen-Christina Kelleher
Name: Carmen-Christina Kelleher
Title: Vice President

[Signature Page to Extension Agreement – Applied Materials (2017)]

The Bank of Tokyo-Mitsubishi UFJ, Ltd.,
as a Lender

By: /s/ Lillian Kim

Name: Lillian Kim

Title: Director

[Signature Page to Extension Agreement – Applied Materials (2017)]

BNP Paribas,
as a Lender

By: /s/ Gregory Paul

Name: Gregory Paul

Title: Managing Director

By: /s/ Liz Cheng

Name: Liz Cheng

Title: Vice President

[Signature Page to Extension Agreement – Applied Materials (2017)]

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH,
as a Lender

By: /s/ Christopher Day

Name: Christopher Day

Title: Authorized Signatory

By: /s/ Tino Schaufelberger

Name: Tino Schaufelberger

Title: Authorized Signatory

[Signature Page to Extension Agreement – Applied Materials (2017)]

GOLDMAN SACHS BANK USA,
as a Lender

By: /s/ Rebecca Kratz

Name: Rebecca Kratz

Title: Authorized Signatory

[Signature Page to Extension Agreement – Applied Materials (2017)]

MIZUHO BANK, LTD.,
as a Lender

By: /s/ Daniel Guevara

Name: Daniel Guevara

Title: Authorized Signatory

[Signature Page to Extension Agreement – Applied Materials (2017)]

U.S. BANK NATIONAL ASSOCIATION,
as a Lender

By: /s/ Matt S. Scullin

Name: Matt S. Scullin

Title: Vice President

[Signature Page to Extension Agreement – Applied Materials (2017)]

Wells Fargo Bank, N.A.,
as a Lender

By: /s/ Dhiren Desai
Name: Dhiren Desai
Title: Vice President

[Signature Page to Extension Agreement – Applied Materials (2017)]

THE BANK OF NEW YORK MELLON,
as a Lender

By: /s/ John T. Smathers

Name: John T. Smathers

Title: Director

[Signature Page to Extension Agreement – Applied Materials (2017)]

KEYBANK NATIONAL ASSOCIATION,
as a Lender

By: /s/ Geoff Smith

Name: Geoff Smith

Title: Senior Vice President

[Signature Page to Extension Agreement – Applied Materials (2017)]