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

**POST-EFFECTIVE AMENDMENT NO. 4
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

APPLIED MATERIALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-1655526
(I.R.S. Employer
Identification No.)

3050 Bowers Avenue, P.O. Box 58039, Santa Clara, California 95052-8039
(Address of Principal Executive Offices) (Zip Code)

APPLIED MATERIALS, INC. EMPLOYEES' STOCK PURCHASE PLAN
(Full title of the plan)

Christina Y. Lai
Vice President, Corporate Legal Affairs, Corporate Secretary
Applied Materials, Inc.

3050 Bowers Avenue, P.O. Box 58039, Santa Clara, California 95052-8039
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (408) 727-5555

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY STATEMENT – DEREGISTRATION OF A PORTION OF SHARES

Effective as of October 28, 2019, Applied Materials, Inc. (the “Registrant”) amended its Employees’ Stock Purchase Plan (the “Plan”) to decrease the number of shares of its common stock (“Shares”) that is available for issuance under the Plan by 3,000,000 Shares. Accordingly, the purpose of this Post-Effective Amendment No. 4 to the Registrant’s Registration Statement on Form S-8 (Commission File No. 333-143377), which was originally filed on May 30, 2007, amended by Post-Effective Amendment No. 1 thereto filed on July 27, 2009, amended by Post-Effective Amendment No. 2 thereto filed on February 23, 2010, and amended by Post-Effective Amendment No. 3 thereto filed on December 5, 2012 (the “Registration Statement”), is to reduce the number of Shares previously registered for issuance under the Plan pursuant to the Registration Statement (which number was 47,000,000) by 3,000,000 Shares that remain unsold. As a result, the Registration Statement now covers a maximum of 44,000,000 Shares.

Except to the extent specified above, the Registration Statement as previously filed is not amended or otherwise affected by this Post-Effective Amendment No. 4 thereto.

EXHIBIT INDEX

- 4.1 [Applied Materials, Inc. Employees’ Stock Purchase Plan, amended and restated effective October 28, 2019, incorporated by reference to Exhibit 10.12 to the Registrant’s Form 10-K \(file no. 000-06920\) filed December 13, 2019.](#)
- 24.1 [Power of Attorney of Directors \(included on the signature page hereto\).](#)

Signature	Title	Date
<hr/> <i>/s/ Thomas J. Iannotti</i> Thomas J. Iannotti	Chairman of the Board	December 13, 2019
<hr/> <i>/s/ Judy Bruner</i> Judy Bruner	Director	December 13, 2019
<hr/> <i>/s/ Xun Chen</i> Xun Chen	Director	December 13, 2019
<hr/> <i>/s/ Aart J. de Geus</i> Aart J. de Geus	Director	December 13, 2019
<hr/> <i>/s/ Stephen R. Forrest</i> Stephen R. Forrest	Director	December 13, 2019
<hr/> <i>/s/ Alexander A. Karsner</i> Alexander A. Karsner	Director	December 13, 2019
<hr/> <i>/s/ Adrianna C. Ma</i> Adrianna C. Ma	Director	December 13, 2019
<hr/> <i>/s/ Yvonne McGill</i> Yvonne McGill	Director	December 13, 2019
<hr/> <i>/s/ Scott A. McGregor</i> Scott A. McGregor	Director	December 13, 2019
<hr/> <i>/s/ Dennis D. Powell</i> Dennis D. Powell	Director	December 13, 2019