

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14D-1  
(FINAL AMENDMENT)  
TENDER OFFER STATEMENT  
PURSUANT TO SECTION 14(D)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
AND  
SCHEDULE 13D  
(AMENDMENT NO. 1)  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

OPAL, INC.  
(Name of Subject Company)  
ORION CORP. I  
APPLIED MATERIALS, INC.  
(Bidders)  
COMMON STOCK, \$.01 PAR VALUE  
(Title of Class of Securities)  
683474-10-0  
(CUSIP Number of Class of Securities)

JOSEPH J. SWEENEY, ESQ.  
APPLIED MATERIALS, INC.  
2881 SCOTT BLVD.  
SANTA CLARA, CALIFORNIA 95050  
(408) 727-5555  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications on behalf of Bidders)

COPY TO:

DAVID FOX, ESQ.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
919 THIRD AVENUE  
NEW YORK, NEW YORK 10022  
(212) 735-3000

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14D-1 AND 13D

Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons

1. Orion Corp. I

Check the Appropriate Box if a Member of a Group (a)  (b)

2.

SEC Use Only

3.

Source of Funds

4.

AF

Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f)

5.

Citizenship or Place of Organization

6.

Delaware

Aggregate Amount Beneficially Owned By Each Reporting Person

7.

8,270,036

Check Box if the Aggregate Amount in Row (7) Excludes Certain Shares

8.

Percent of Class Represented By Amount in Row (7)

9.

Approximately 94.6% of the Shares outstanding on a fully diluted basis.

Type of Reporting Person

10.



14D-1 AND 13D

Names of Reporting Person  
S.S. or I.R.S. Identification No. of Above Persons

1. Applied Materials, Inc.  
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2. Check the Appropriate Box if a Member of a Group (a)  (b)

3. SEC Use Only  
-----

4. Source of Funds  
WC or BK  
-----

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f)

6. Citizenship or Place of Organization  
Delaware  
-----

7. Aggregate Amount Beneficially Owned By Each Reporting Person  
8,270,036  
-----

8. Check Box if the Aggregate Amount in Row (7) Excludes Certain Shares

9. Percent of Class Represented By Amount in Row (7)  
Approximately 94.6% of the Shares outstanding on a fully diluted basis.  
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10. Type of Reporting Person  
CO  
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This Amendment amends the Tender Offer Statement on Schedule 14D-1 filed on November 26, 1996, as amended (the "Schedule 14D-1") by Applied Materials, Inc., a Delaware corporation, and its wholly owned subsidiary, Orion Corp. I, a Delaware corporation (the "Purchaser"), relating to the Purchaser's tender offer for all of the outstanding shares of common stock, par value \$.01 per share, of Opal, Inc., a Delaware corporation. Unless otherwise defined herein, all capitalized terms used herein shall have the respective meanings given such terms in the Schedule 14D-1.

Item 6. Interest in Securities of the Subject Company.

Item 6 is hereby amended to add as follows:

Following expiration of the Offer at 12:00 Midnight, New York City Time, on December 24, 1996, the Purchaser accepted for payment all Shares validly tendered and not withdrawn pursuant to the Offer. The Purchaser has been informed by the Depositary that, after giving effect to tendering stockholders' compliance with the guaranteed delivery procedures, 8,270,036 Shares, representing approximately 94.6 percent of the outstanding Shares, were validly tendered and not withdrawn pursuant to the Offer.

Item 11. Material To Be Filed as Exhibits

Item 11 is hereby amended to add the following:

(a)(10) Text of press release, dated December 25, 1996.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 26, 1996

ORION CORP. I

BY: /s/ Nancy H. Handel

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Name: Nancy H. Handel  
Title: President and Chief  
Executive Officer

APPLIED MATERIALS, INC

BY: /s/ Joseph J. Sweeney

-----  
Name: Joseph J. Sweeney  
Title: Vice President

EXHIBIT INDEX

Exhibit No. -----	Description -----
(a)(10)	Text of Press Release, dated December 25, 1996.

PRESS RELEASE

OPAL TENDER OFFER COMPLETED

Santa Clara, California -- December 25, 1996 -- Applied Materials, Inc. announced today that the completion of its \$18.50 per share cash tender offer for the outstanding shares of common stock of Opal, Inc. (Nasdaq:OPAL). In the offer, which expired at 12:00 midnight, New York City time, on December 24, 1996, 8,270,036 shares of Opal common stock were tendered and accepted for payment, representing approximately 95 percent of Opal's outstanding common stock.

As previously announced, Applied Materials plans to acquire the remaining Opal common shares at \$18.50 per share through a cash merger, expected to be completed shortly.

Applied Materials, Inc. is a Fortune 500 global growth company and the world's largest supplier of wafer fabrication systems and services to the global semiconductor industry. Applied Materials is traded on the Nasdaq National Market under the symbol "AMAT." Applied Materials web site is <http://www.AppliedMaterials.com>.

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