

APPLIED MATERIALS INC /DE  
Form S-8 POS  
December 05, 2012

As filed with the Securities and Exchange Commission on December 5, 2012

Registration No. 333-143377

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

**POST-EFFECTIVE AMENDMENT NO. 3**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**APPLIED MATERIALS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware** **94-1655526**  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) 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)

**Thomas F. Larkins**

**Senior Vice President, General Counsel and 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: 1-408-727-5555**

*Copy to:*

**John E. Aguirre, Esq.**

**Wilson Sonsini Goodrich & Rosati, PC**

**650 Page Mill Road**

**Palo Alto, California 94304**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934:

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)



EXPLANATORY STATEMENT DEREGISTRATION OF A PORTION OF SHARES

Effective as of October 28, 2012, 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 15,000,000 Shares. Accordingly, the purpose of this Post-Effective Amendment No. 3 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, and amended by Post-Effective Amendment No. 2 thereto filed on February 23, 2010 (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 62,000,000) by 15,000,000 Shares that remain unsold. As a result, the Registration Statement now covers a maximum of 47,000,000 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. 3 thereto.

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 Post-Effective Amendment No. 3 to Registration Statement on Form S-8 (Commission File No. 333-143377) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California on the 5th day of December, 2012.

APPLIED MATERIALS, INC.

(Registrant)

By /s/ Michael R. Splinter  
 Michael R. Splinter  
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to Registration Statement on Form S-8 (Commission File No. 333-143377) has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
Principal Executive Officer:		
/s/ Michael R. Splinter	Chief Executive Officer	December 5, 2012
Michael R. Splinter		
Principal Financial Officer:		
/s/ George S. Davis	Executive Vice President,	December 5, 2012
George S. Davis	Chief Financial Officer	
Principal Accounting Officer:		
/s/ Thomas S. Timko	Corporate Vice President,	December 5, 2012
Thomas S. Timko	Corporate Controller and Chief Accounting Officer	

Directors:

*	Chairman of the Board	December 5, 2012
Michael R. Splinter		
*	Director	December 5, 2012
Aart J. de Geus		
*	Director	December 5, 2012
Stephen R. Forrest		
*	Director	December 5, 2012
Thomas J. Iannotti		
*	Director	December 5, 2012
Susan M. James		
*	Director	December 5, 2012
Alexander A. Karsner		
*	Director	December 5, 2012
Gerhard H. Parker		
*	Director	December 5, 2012
Dennis D. Powell		
*	Director	December 5, 2012
Willem P. Roelandts		
*	Director	December 5, 2012
James E. Rogers		
*	Director	December 5, 2012
Robert H. Swan		

\*By /s/ Joseph J. Sweeney  
 Joseph J. Sweeney  
 Attorney-in-Fact\*\*

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By authority of the Power of Attorney of Directors filed as Exhibit 24.1 to this Post-Effective Amendment No. 3 to Registration Statement on Form S-8 (Commission File No. 333-143377).

EXHIBIT INDEX

- 4.1 Applied Materials, Inc. Employees Stock Purchase Plan, amended and restated effective October 28, 2012, incorporated by reference to Exhibit 10.54 to the Registrant's Form 10-K (file no. 000-06920) filed December 5, 2012.
- 24.1 Power of Attorney of Directors.