



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 101(b) of the Securities Exchange Act. ☐

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**Item 1.01 Entry into a Material Definitive Agreement.**

On June 11, 2024, Applied Materials, Inc. (“Applied”) completed a registered public offering of \$700 aggregate principal amount of 4.800% senior unsecured notes due 2029 (the “Notes”) pursuant to an underwriting agreement (the “Underwriting Agreement”) with BofA Securities, Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein, and an indenture dated as of June 11, 2024 (the “Indenture”), between Applied and The Bank of New York Mellon Trust Company, N.A., as trustee, as supplemented by a supplemental indenture dated as of June 11, 2024 (the “Supplemental Indenture” and, together with the Indenture, the “Indenture”). Applied intends to use the net proceeds from the offering for general corporate purposes. The Notes were issued and sold pursuant to Applied’s registration statement on Form S-3ASR (File No. 333-471111).

**Indenture**

Applied issued the Notes under the Indenture, which establishes the terms and forms of the Notes. The Notes are payable on the Notes semi-annually in arrears on June 15 and December 15 each year, commencing December 15, 2024.

The Indenture contains limited covenants of Applied. The negative covenants limit the ability of Applied and its subsidiaries to incur debt secured by liens on principal property or on shares of stock of Applied’s principal subsidiaries; to engage in sale and leaseback transactions with respect to any principal property; and to merge or sell (or otherwise dispose of) all or substantially all of Applied and its subsidiaries’ property and assets as a whole. Applied may be required to offer to repurchase the Notes upon a change in control and a downgrade of the Notes below an investment grade rating, and it may elect to redeem the Notes in whole or in part at any time, as further specified in the Indenture.

Events of default under the Indenture include a failure to make payments, non-performance of covenants, bankruptcy and insolvency-related events. Applied’s obligations may be accelerated upon an event of default if, in such case the entire principal amount of the Notes would become immediately due and payable.

The foregoing description of certain terms of the Indenture does not purport to be complete and is qualified in its entirety by reference to the full text of the Base Indenture and the Supplemental Indenture (including the exhibits thereto and Notes included therein), which are filed as Exhibits 4.1 and 4.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 8.01. Other Events.**

On June 6, 2024, Applied entered into the Underwriting Agreement for the sale of the Notes. The Underwriting Agreement contains customary representations, warranties and agreements by Applied, and customary conditions, indemnification rights and termination provisions.

The above description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Wilson Sonsini Goodrich Rosati, Professional Corporation, counsel to Applied, has issued an opinion dated June 11, 2024 regarding the legality of the Notes. A copy of the opinion is filed as Exhibit 5.1 hereto and is incorporated herein by reference.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
1.1	<a href="#"><u>Underwriting Agreement, dated June 6, 2024, by and among Applied Materials, Inc. and BofA Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters named the</u></a>
4.1	<a href="#"><u>Indenture, dated as of June 11, 2024, by and between Applied Materials, Inc. and The Bank o Mellon Trust Company, N.A.</u></a>
4.2	<a href="#"><u>Supplemental Indenture, dated as of June 11, 2024, by and between Applied Materials, Inc. a New York Mellon Trust Company, N.A.</u></a>
4.3	<a href="#"><u>Form of Notes (included in Exhibit 4.2 above).</u></a>
5.1	<a href="#"><u>Opinion of Wilson Sonsini Goodrich &amp; Rosati, Professional Corporation.</u></a>
23.1	<a href="#"><u>Consent of Wilson Sonsini Goodrich &amp; Rosati, Professional Corporation (contained in Exhibit</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 11, 2024

Applied Materials, Inc.  
(Registrant)

By: /s/ Teri A. Little  
Teri A. Little  
Senior Vice President, Chief Legal Officer  
Corporate Secretary