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): June 6, 2024

Applied Materials, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) 000-06920 (Commission File Number)

94-16555 (IRS Emplo Identification

3050 Bowers Avenue
P.O. Box 58039
Santa Clara, CA 95052-8039
(Address of principal executive offices)

Registrant's telephone number, including area code: (408) 727-5555

N/A

(Former name or former address, if changed since last report.)

	Title of Fach Class	Trading	Name of Each E	
Sec	urities registered pursuant to Section 12(h	o) of the Act:		
	Pre-commencement communications pur	suant to Rule 13e-4(c) under the	Exchange Act (17 CFR 24	
	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 2			
	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)			
	Written communications pursuant to Rule	nmunications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)		
	ck the appropriate box below if the Form start under any of the following provision		eously satisfy the filing obl	

Title of Each Class	Trading Symbol	Name of Each Ex on Which Regi	
Common Stock, par value \$0.01 per	AMAT	The NASDAQ Stock	
share			

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

Emerging growth company \square

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 unagreement (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 (Indenture"), between Applied and The Bank of New York Mellon Trust Company, N.A., as trustee, as 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 Notes were issued and sold pursuant to Applied's registration statement on Form S-3ASR (File No. 3).

Indenture

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

The Indenture contains limited covenants of Applied. The negative covenants limit the ability of Appsubsidiaries 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 are as a whole. Applied may be required to offer to repurchase the Notes upon a change in control and a condowngrade of the Notes below an investment grade rating, and it may elect to redeem the Notes in whole any time, as further specified in the Indenture.

Events of default under the Indenture include a failure to make payments, non-performance of cover bankruptcy and insolvency-related events. Applied's obligations may be accelerated upon an event of defause 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 centirety by reference to the full text of the Base Indenture and the Supplemental Indenture (including the Notes included therein), which are filed as Exhibits 4.1 and 4.2, respectively, to this Current Report on Foundard 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 Underweiting 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 qualify entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 to this 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 here!

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	<u>Description</u>
1.1	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
4.1	Indenture, dated as of June 11, 2024, by and between Applied Materials, Inc. and The Bank o Mellon Trust Company, N.A.
4.2	Supplemental Indenture, dated as of June 11, 2024, by and between Applied Materials, Inc. a New York Mellon Trust Company, N.A.
4.3	Form of Notes (included in Exhibit 4.2 above).
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
23.1	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Applied Materials, Inc. (Registrant)

By: /s/ Teri A. Little

Teri A. Little

Senior Vice President, Chief Lega

Corporate Secretary

Dated: June 11, 2024