

APPLIED MATERIALS INC /DE  
Form S-8 POS  
July 27, 2009

As filed with the Securities and Exchange Commission on July 27, 2009

Registration No. 333-143377

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

**POST-EFFECTIVE AMENDMENT NO. 1 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**

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(Full title of the plan)

**Joseph J. Sweeney**

**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**

*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

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

EXPLANATORY STATEMENT DEREGISTRATION OF A PORTION OF SHARES

Effective as of June 8, 2009, 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 thereunder by 3,000,000 Shares. Accordingly, the purpose of this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (Commission File No. 333-143377) (the Registration Statement ), which was originally filed by the Registrant on May 30, 2007, is to reduce the number of Shares previously registered pursuant to the Registration Statement for issuance under the Plan (which number was 70,000,000) by 3,000,000 Shares that remain unsold. As a result, the Registration Statement now covers a maximum of 67,000,000 Shares.

Except to the extent specified above, the Registration Statement as originally filed is not amended or otherwise affected by this Post-Effective Amendment No. 1.

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. 1 to Registration Statement on Form S-8 (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 27th day of July, 2009.

APPLIED MATERIALS, INC.

(Registrant)

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

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (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	President, Chief Executive	July 27, 2009
Michael R. Splinter	Officer	
Principal Financial Officer:		
/s/ GEORGE S. DAVIS	Senior Vice President, Chief	July 27, 2009
George S. Davis	Financial Officer	
Principal Accounting Officer:		
/s/ YVONNE WEATHERFORD	Corporate Vice President,	July 27, 2009
Yvonne Weatherford	Corporate Controller	

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Directors:

*	Chairman of the Board	July 27, 2009
Michael R. Splinter		
*	Director	July 27, 2009
Aart J. de Geus		
*	Director	July 27, 2009
Stephen R. Forrest		
*	Director	July 27, 2009
Philip V. Gerdine		
*	Director	July 27, 2009
Thomas J. Iannotti		
*	Director	July 27, 2009
Alexander A. Karsner		
	Director	
Charles Y.S. Liu		
*	Director	July 27, 2009
Gerhard H. Parker		
*	Director	July 27, 2009
Dennis D. Powell		
*	Director	July 27, 2009
Willem P. Roelandts		
*	Director	July 27, 2009
James E. Rogers		
*	Director	July 27, 2009
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. 1 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 as of June 8, 2009).
- 4.2 Applied Materials, Inc. Employees Stock Purchase Plan (amended and restated effective as of September 1, 2009).
- 24.1 Power of Attorney of Directors.