

NETWORKS ASSOCIATES INC/

Form 8-K

April 04, 2003

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): April 2, 2003

NETWORKS ASSOCIATES, INC.

(Exact Name of Registrant as specified in charter)

Commission File Number 0-20558

Delaware
(State or other jurisdiction of incorporation)

3965 Freedom Circle
Santa Clara, California
(Address of principal executive offices)

77-0316593
I.R.S. Employer Identification Number

95054
(Zip Code)

Registrant's telephone number, including area code: (408) 346-3832

Item 5. Other Events.

On April 2, 2003, Network Associates notified its employees, participants in its 401(k) plan and holders of stock options issued by Network Associates of certain restrictions on their ability to exercise stock options and transact in the Network Associates 401(k) Plan NAI Unitized Stock Fund commencing on April 9, 2003 and continuing until Networks Associates files its 2002 Form 10-K.

Attached as Exhibit 99.1 is the notice containing the foregoing announcements.

Item 7. Exhibits.

- 99.1 Important Notice Concerning Your Rights under the Network Associates, Inc. (the Company) Stock Option Plans (the Option Plans) and the Company Tax Deferred Savings Plan (the 401(k) Plan), dated April 2, 2003.
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SIGNATURES

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

NETWORKS ASSOCIATES, INC.

Dated: April 3, 2003

By: /s/ Kent H. Roberts

Executive Vice President and General
Counsel

EXHIBIT INDEX

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