

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

**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. 2016 DEFERRED COMPENSATION PLAN
(Full title of the plan)

Thomas F. Larkins
Senior Vice President, General Counsel
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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth 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
Emerging growth company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Deferred Compensation Obligations (1)	\$175,000,000	100%	\$175,000,000	\$21,788

(1) The Deferred Compensation Obligations are unsecured obligations of the registrant to pay deferred compensation in the future in accordance with the terms of the Applied Materials, Inc. 2016 Deferred Compensation Plan.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated by reference in this registration statement: (i) the latest annual report of Applied Materials, Inc. (the "Registrant") filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); and (ii) all other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual report referred to in clause (i) above (other than the portions of these documents not deemed to be filed). All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act (other than the portions of these documents not deemed to be filed), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

The securities being registered pursuant to this registration statement represent unsecured general obligations of the Registrant (the "Obligations") to pay certain deferred compensation in the future in accordance with the terms of the Applied Materials, Inc. 2016 Deferred Compensation Plan (the "Plan"). The Obligations rank equally with other unsecured and unsubordinated indebtedness of the Registrant.

Under the Plan, the Registrant may provide eligible employees of the Registrant and its participating affiliates (each, a "Participating Employer") with the opportunity to elect to defer certain eligible compensation that is otherwise payable by a Participating Employer, as set forth in the Plan. Employer contributions also may be made by a Participating Employer, in its sole discretion, on behalf of a Plan participant, as set forth in the Plan.

A Plan participant's deferral contributions and any discretionary employer contributions made on his or her behalf under the Plan will be credited to the participant's account(s) under the Plan. A participant's Plan account(s) will be credited with deemed investment returns equal to the experience of selected investment funds offered under the Plan, as elected by the participant in accordance with the Plan's procedures. If a participant fails to make an investment election with respect his or her Plan account(s), the account(s) will be deemed invested in the Plan's default investment fund, as determined by the Plan's administrative committee (the "Committee") in its discretion. Amounts deferred into the Plan prior to 2016 will be credited with deemed interest at a rate determined under the Plan.

A participant will be 100% vested at all times in his or her deferral contributions under the Plan. A participant generally will be vested in any employer contributions made on his or her behalf by a Participating Employer in accordance with the vesting schedules established by the Committee at the time such amounts are first credited to the participant's Plan account.

The Obligations generally are payable upon a participant's separation from service or the date(s) elected by the participant in accordance with the terms of the Plan, subject to exceptions as provided in the Plan, such as death, qualifying disability, unforeseeable emergency or qualifying change in control of the Registrant. The Obligations generally are payable in the form of a lump sum cash payment or annual cash installment payments, at the election of the participant made in accordance with the terms of the Plan.

A Plan participant may designate one or more beneficiaries to receive any portion of his or her Plan account payable in the event of the participant's death, in accordance with the Plan's procedures. Plan participants or their beneficiaries generally may not sell, transfer, pledge, assign or otherwise dispose of any right or interest in the Plan.

The Registrant may, in its sole discretion, establish a grantor trust, commonly known as a rabbi trust, as a vehicle for accumulating assets to pay the Obligations. Any such rabbi trust shall be constructed to constitute an unfunded arrangement that shall not affect the status of the Plan as an unfunded plan for purposes of the Employee Retirement Income Security Act or the Internal Revenue Code. The Obligations may be paid from the general assets of the Participating Employers or from the assets of any such rabbi trust.

The Registrant has reserved the right to amend or terminate the Plan at any time and for any reason, provided that any such amendment may not reduce or delay the vesting of account balances of any participant accrued as of the date of any such amendment.

The Obligations are not convertible into any other security of the Registrant. The Obligations will not have the benefit of a negative pledge or any other affirmative or negative covenant on the part of the Registrant. No trustee has been appointed to take action with respect to the Obligations and each Plan participant or beneficiary will be responsible for enforcing his or her own rights, if any, with respect to the Obligations.

The foregoing is not a complete description of the Obligations, and is qualified in its entirety by reference to the terms of the Plan document.

Item 5. Interests of Named Experts and Counsel.

Inapplicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933, as amended. The Registrant's Certificate of Incorporation provides for indemnification of the Registrant's directors, officers, employees and other agents to the maximum extent permitted by the Delaware General Corporation Law. In addition, the Registrant has entered into indemnification agreements with its directors and certain of its officers.

Item 7. Exemption From Registration Claimed.

Inapplicable.

Item 8. Exhibits.

- 4.1 [Applied Materials, Inc. 2016 Deferred Compensation Plan, incorporated by reference to Exhibit 10.33 to the Registrant's Form 10-K \(file no. 000-06920\) filed December 9, 2015.](#)
- 5.1 [Opinion of Winston & Strawn LLP.](#)
- 23.1 [Consent of KPMG LLP, independent registered public accounting firm.](#)
- 23.2 [Consent of Winston & Strawn LLP \(included in the opinion filed as Exhibit 5.1 to this registration statement\).](#)
- 24.1 [Power of Attorney of Directors \(included on the signature page of this registration statement\).](#)

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of the securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas J. Iannotti</u> Thomas J. Iannotti	Chairman of the Board	June 12, 2018
<u>/s/ Judy Bruner</u> Judy Bruner	Director	June 12, 2018
<u>/s/ Xun Chen</u> Xun Chen	Director	June 12, 2018
<u>/s/ Aart J. de Geus</u> Aart J. de Geus	Director	June 12, 2018
<u>/s/ Stephen R. Forrest</u> Stephen R. Forrest	Director	June 12, 2018
<u>/s/ Alexander A. Karsner</u> Alexander A. Karsner	Director	June 12, 2018
<u>/s/ Adrianna C. Ma</u> Adrianna C. Ma	Director	June 12, 2018
<u>/s/ Scott A. McGregor</u> Scott A. McGregor	Director	June 12, 2018
<u>/s/ Dennis D. Powell</u> Dennis D. Powell	Director	June 12, 2018



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June 12, 2018

Applied Materials, Inc.
3050 Bowers Avenue, P.O. Box 58039
Santa Clara, California 95052-8039

Re: Form S-8 Registration Statement

Ladies and Gentlemen:

We have acted as special counsel to Applied Materials, Inc., a Delaware corporation (the "Company"), in connection with the Company's registration statement on Form S-8 (the "Registration Statement") relating to the registration of \$175,000,000 of deferred compensation obligations (the "Obligations") of the Company pursuant to the Applied Materials, Inc. 2016 Deferred Compensation Plan, as amended (the "2016 Plan"). The Obligations are unsecured obligations of the Company to pay deferred compensation in the future in accordance with the terms of the 2016 Plan.

This opinion letter is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the "Securities Act").

In connection with this opinion letter, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of:

- (i) the Registration Statement, as filed on the date hereof with the Securities and Exchange Commission (the "Commission") under the Securities Act;
- (ii) the amended and restated certificate of incorporation of the Company, as currently in effect (the "Certificate of Incorporation");
- (iii) the amended and restated by-laws of the Company, as currently in effect;
- (iv) the 2016 Plan;
- (v) resolutions adopted by the board of directors (or its delegatee) of the Company relating to, among other things, the filing of the Registration Statement and the adoption and approval of the 2016 Plan; and
- (vi) the assistant secretary's certificates of the assistant secretary of the Company.

We have also examined and relied upon such certificates, corporate records, agreements, instruments and other documents, and examined such matters of law, that we considered necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such latter documents. We have also assumed that the Company's board of directors, or a duly authorized committee thereof, has approved or will have approved the grant of any Obligation prior to the grant thereof. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

Based upon the foregoing and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Obligations will be valid and binding obligations of the Company, enforceable against the Company, in accordance with their terms, except as enforcement thereof may be limited by bankruptcy, insolvency or other laws of general applicability relating to or affecting enforcement of creditors' rights or by general principles of equity.

The foregoing opinion is based upon and limited to the General Corporation Law of the State of Delaware (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing) and the laws of the State of California. We express no opinion herein as to any other laws, statutes, regulations or ordinances. The opinions expressed herein that are based on the laws of the State of California are limited to the laws that are generally applicable in transactions of the type covered by the Registration Statement. This opinion letter is given as of the date hereof and we assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes that may hereafter occur.

We hereby consent to the filing of this opinion letter with the Commission as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are experts within the meaning of the Securities Act or that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Winston & Strawn LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Applied Materials, Inc.:

We consent to the use of our reports dated December 15, 2017, with respect to the consolidated balance sheets of Applied Materials, Inc. and subsidiaries as of October 29, 2017 and October 30, 2016, and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended October 29, 2017, and the effectiveness of internal control over financial reporting as of October 29, 2017, incorporated herein by reference.

/s/ KPMG LLP

Santa Clara, California
June 12, 2018