

APPLIED MATERIALS INC /DE
Form DEFA14A
January 31, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Applied Materials, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The following was posted on the Applied Materials, Inc. internal website on January 31, 2012.

Electronic Proxy Available for Stockholders

In preparation for Applied Materials' Annual Meeting of Stockholders on March 6, 2012, the Company will make proxy materials available electronically to all employees. Online availability makes these documents easily accessible, reduces costs and conserves natural resources.

A brief overview of the electronic proxy process is described below.

Q: What is included in the proxy materials?

A: The proxy materials include (1) the Annual Report combined with Form 10-K and (2) the Proxy Statement.

Q: What proposals are contained in the Proxy Statement?

A: Stockholders are being asked to: (1) elect 11 directors, (2) approve the amended and restated Employee Stock Incentive Plan, (3) approve the amended and restated Senior Executive Bonus Plan, (4) approve, on an advisory basis, the FY 2011 compensation of Applied's named executive officers, as disclosed in the Proxy Statement, and (5) ratify the appointment of KPMG LLP as Applied's independent registered public accounting firm for FY 2012.

Q: What is the electronic proxy?

A: The electronic proxy refers to the online availability of the Company's proxy materials.

Q: Why is Applied distributing proxy materials electronically?

A: Electronic distribution of the proxy materials makes them readily accessible, reduces the cost of printing and mailing, and supports our sustainability initiatives by conserving natural resources.

Q: Will I receive anything in the mail?

A: If you own Applied stock with UBS Financial Services (as a result of purchases under the employees' stock purchase plans, the vesting of restricted stock units or the exercise of stock options), you will receive an e-mail from UBS with instructions on how to vote, but you will not receive a proxy card or proxy materials by mail.

If you own Applied stock: (1) in your 401(k) account or (2) as a registered holder with Computershare (Applied's transfer agent), you will receive an e-mail from Broadridge Financial Solutions, Inc. with instructions on how to vote for each account in which you hold shares, but you will not receive a proxy card or proxy materials by mail.

If you hold Applied stock in an account with a private broker and have consented to receive the proxy materials electronically, you will receive an e-mail from your private

broker's firm with instructions on how to vote, but you will not receive a proxy card or proxy materials in the mail.

If you hold Applied stock in an account with a private broker and have not consented to receive the proxy materials electronically, you will receive a card in the mail containing instructions on how to access the proxy materials electronically and how to vote.

Q: Who is eligible to vote?

A: Employees who were Applied stockholders as of January 11, 2012, the record date for the Annual Meeting, may vote on the proposals mentioned above.

Q: How do I vote?

A: Employee stockholders may vote over the Internet or by telephone. If an employee held Applied stock in an account with a private broker, a properly-executed proxy card may be submitted.

Q: What is the deadline for me to vote?

A: Your vote must be submitted by 11:59 p.m. Eastern Standard Time on Sunday, March 4, 2012.

Q: Do all stockholders receive the proxy materials over the Internet?

A: This year we are continuing to furnish proxy materials to our stockholders primarily over the Internet rather than in paper form. This method of delivery offers our stockholders expedited and convenient access to the information they need, and lower the costs of printing and delivering proxy materials, while helping to conserve natural resources.

Q: Is it possible to obtain hard copies of the proxy materials?

A: Employees may request a hard copy of the proxy materials by contacting To-Anh Nguyen in the Law Department in Santa Clara.

Q: When will the proxy materials be available?

A: On or about January 23, 2012, employees who were Applied stockholders as of January 11, 2012 will receive e-mail notification on where to view the proxy materials and instructions on how to vote over the Internet or by telephone using a unique control number for security purposes.

Q: Are the proxy materials available to employees who are not Applied stockholders?

A: Anyone may access the proxy materials by visiting the Company's Web site at <http://www.appliedmaterials.com/investor-relations/annual-reports-proxy-materials>.