APPLIED MATERIALS INC /DE
Form 10-Q
August 21, 2014
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q
(Mark One)

þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended July 27, 2014
or

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission File Number 000-06920
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 (Address of principal executive offices)	95052-8039 (Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No ¨
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 Exchange Act.

Large accelerated filer þ	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No þ

Number of shares outstanding of the issuer's common stock as of July 27, 2014: 1,218,394,316

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

APPLIED MATERIALS, INC.
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS

	Three Months Ended		Nine Months Ended	
	July 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
	(Unaudited)			
	(In millions, except per share amounts)			
Net sales	$2,265	$1,975	$6,808	$5,521
Cost of products sold	1,273	1,169	3,924	3,325
Gross margin	992	806	2,884	2,196
Operating expenses:				
Research, development and engineering	357	334	1,068	982
Marketing and selling	108	111	324	334
General and administrative	136	97	377	348
Impairment of goodwill and intangible assets	—	—	—	278
Restructuring charges and asset impairments	—	14	7	33
Total operating expenses	601	556	1,776	1,975
Income from operations	391	250	1,108	221
Interest expense	24	23	72	71
Interest and other income, net	3	1	14	6
Income before income taxes	370	228	1,050	156
Provision for income taxes	69	60	234	83
Net income	$301	$168	$816	$73
Earnings per share:				
Basic	$0.25	$0.14	$0.67	$0.06
Diluted	$0.24	$0.14	$0.66	$0.06
Weighted average number of shares:				
Basic	1,218	1,203	1,213	1,201
Diluted	1,233	1,220	1,230	1,218

See accompanying Notes to Consolidated Condensed Financial Statements.

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APPLIED MATERIALS, INC.
CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended		Nine Months Ended	
	July 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
	(Unaudited)			
	(In millions)			
Net income	$301	$168	$816	$73
Other comprehensive income (loss), net of tax:				
Change in unrealized net gain on investments	(1)	(4)	(1)	3
Change in unrealized net gain on derivative investments	—	(2)	(2)	5
Change in defined and postretirement benefit plans	—	—	—	(2)
Change in cumulative translation adjustments	—	(1)	(1)	(6)
Other comprehensive income (loss), net of tax	(1)	(7)	(4)	—
Comprehensive income	$300	$161	$812	$73

See accompanying Notes to Consolidated Condensed Financial Statements.

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APPLIED MATERIALS, INC.
CONSOLIDATED CONDENSED BALANCE SHEETS

	July 27, 2014	October 27, 2013
	(In millions)	
ASSETS		
Current assets:		
Cash and cash equivalents	$2,726	$ 1,711
Short-term investments	145	180
Accounts receivable, net	1,622	1,633
Inventories	1,547	1,413
Other current assets	600	705
Total current assets	6,640	5,642
Long-term investments	957	1,005
Property, plant and equipment, net	849	850
Goodwill	3,294	3,294
Purchased technology and other intangible assets, net	979	1,103
Deferred income taxes and other assets	132	149
Total assets	$12,851	$ 12,043
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$1,689	$ 1,649
Customer deposits and deferred revenue	1,066	794
Total current liabilities	2,755	2,443
Long-term debt	1,947	1,946
Other liabilities	465	566
Total liabilities	5,167	4,955
Stockholders' equity:		
Common stock	12	12
Additional paid-in capital	6,300	6,151
Retained earnings	12,938	12,487
Treasury stock	(11,524)	(11,524)
Accumulated other comprehensive loss	(42)	(38)
Total stockholders' equity	7,684	7,088
Total liabilities and stockholders' equity	$12,851	$ 12,043

Amounts as of July 27, 2014 are unaudited. Amounts as of October 27, 2013 are derived from the October 27, 2013 audited consolidated financial statements.
See accompanying Notes to Consolidated Condensed Financial Statements.

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APPLIED MATERIALS, INC
CONSOLIDATED CONDENSED STATEMENT OF STOCKHOLDERS' EQUITY

	Common Stock		Additional Paid-In Capital	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Amount			Shares	Amount		
	(Unaudited) (In millions)							
Balance at October 27, 2013	1,204	$12	$6,151	$12,487	717	$(11,524)	$ (38)	$7,088
Net income	—	—	—	816	—	—	—	816
Other comprehensive loss, net of tax	—	—	—	—	—	—	(4)	(4)
Dividends	—	—	—	(365)	—	—	—	(365)
Share-based compensation	—	—	132	—	—	—	—	132
Issuance under stock plans, net of a tax benefit of $26 and other	14	—	17	—	—	—	—	17
Balance at July 27, 2014	1,218	$12	$6,300	$12,938	717	$(11,524)	$ (42)	$7,684

See accompanying Notes to Consolidated Condensed Financial Statements.

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APPLIED MATERIALS, INC.
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

	Nine Months Ended	
	July 27, 2014	July 28, 2013
	(Unaudited) (In millions)	
Cash flows from operating activities:		
Net income	$816	$73
Adjustments required to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	281	312
Impairment of goodwill and intangible assets	—	278
Restructuring charges and asset impairments	7	33
Unrealized loss on derivative associated with announced business combination	9	—
Share-based compensation	132	121
Other	37	(102)
Changes in operating assets and liabilities:		
Accounts receivable	11	51
Inventories	(133)	(85)
Other assets	70	18
Accounts payable and accrued expenses	(62)	(132)
Customer deposits and deferred revenue	271	—
Other liabilities	(46)	37
Cash provided by operating activities	1,393	604
Cash flows from investing activities:		
Capital expenditures	(178)	(141)
Proceeds from sales and maturities of investments	702	737
Purchases of investments	(632)	(438)
Cash provided by (used in) investing activities	(108)	158
Cash flows from financing activities:		
Proceeds from common stock issuances and other	93	125
Common stock repurchases	—	(198)
Payments of dividends to stockholders	(363)	(336)
Cash used in financing activities	(270)	(409)
Increase in cash and cash equivalents	1,015	353
Cash and cash equivalents — beginning of year	1,711	1,392
Cash and cash equivalents — end of year	$2,726	$1,745
Supplemental cash flow information:		
Cash payments for income taxes	$108	$184
Cash refunds from income taxes	$33	$67
Cash payments for interest	$85	$85

See accompanying Notes to Consolidated Condensed Financial Statements.

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APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(Unaudited)

Note 1 Basis of Presentation

Basis of Presentation

In the opinion of management, the unaudited interim consolidated condensed financial statements of Applied Materials, Inc. and its subsidiaries (Applied or the Company) included herein have been prepared on a basis consistent with the October 27, 2013 audited consolidated financial statements and include all material adjustments, consisting of normal recurring adjustments, necessary to fairly present the information set forth therein. These unaudited interim consolidated condensed financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in Applied's Annual Report on Form 10-K for the fiscal year ended October 27, 2013 (2013 Form 10-K). Applied's results of operations for the three and nine months ended July 27, 2014 are not necessarily indicative of future operating results. Applied's fiscal year ends on the last Sunday in October of each year. Fiscal 2014 and 2013 each contain 52 weeks, and the first nine months of fiscal 2014 and 2013 each contained 39 weeks.

Certain prior year amounts have been reclassified to conform to current year presentation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make judgments, estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ materially from those estimates. On an ongoing basis, Applied evaluates its estimates, including those related to accounts receivable and sales allowances, fair values of financial instruments, inventories, intangible assets and goodwill, useful lives of intangible assets and property and equipment, fair values of share-based awards, and income taxes, among others. Applied bases its estimates on historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities.

Revenue Recognition

Applied recognizes revenue when all four revenue recognition criteria have been met: persuasive evidence of an arrangement exists; delivery has occurred or services have been rendered; seller's price to buyer is fixed or determinable; and collectability is probable. Applied's shipping terms are customarily FOB Applied shipping point or equivalent terms. Applied's revenue recognition policy generally results in revenue recognition at the following points: (1) for all transactions where legal title passes to the customer upon shipment or delivery, Applied recognizes revenue upon passage of title for all products that have been demonstrated to meet product specifications prior to shipment; the portion of revenue associated with certain installation-related tasks is deferred, and that revenue is recognized upon completion of the installation-related tasks; (2) for products that have not been demonstrated to meet product specifications prior to shipment, revenue is recognized at customer technical acceptance; (3) for transactions where legal title does not pass at shipment or delivery, revenue is recognized when legal title passes to the customer, which is generally at customer technical acceptance; and (4) for arrangements containing multiple elements, the revenue relating to the undelivered elements is deferred using the relative selling price method utilizing estimated sales prices until delivery of the deferred elements. Applied limits the amount of revenue recognition for delivered elements to the amount that is not contingent on the future delivery of products or services, future performance obligations or subject to customer-specified return or adjustment. In cases where Applied has sold products that have been demonstrated to meet product specifications prior to shipment, Applied believes that at the time of delivery, it has an enforceable claim to amounts recognized as revenue. Spare parts revenue is generally recognized upon shipment, and services revenue is generally recognized over the period that the services are provided.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

When a sales arrangement contains multiple elements, such as hardware and services and/or software products, Applied allocates revenue to each element based on a selling price hierarchy. The selling price for a deliverable is based on its vendor specific objective evidence (VSOE) if available, third party evidence (TPE) if VSOE is not available, or estimated selling price (ESP) if neither VSOE nor TPE is available. Applied generally utilizes the ESP due to the nature of its products. In multiple element arrangements where more-than-incidental software deliverables are included, revenue is allocated to each separate unit of accounting for each of the non-software deliverables, and to the software deliverables as a group, using the relative selling prices of each of the deliverables in the arrangement based on the aforementioned selling price hierarchy. If the arrangement contains more than one software deliverable, the arrangement consideration allocated to the software deliverables as a group is then allocated to each software deliverable using the guidance for recognizing software revenue.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued authoritative guidance that requires revenue recognition to depict the transfer of promised goods or services to a customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This new standard will supersede most current revenue recognition guidance, including industry-specific guidance. The guidance becomes effective for Applied in the first quarter of fiscal 2018, and can be applied either retrospectively or as a cumulative-effect adjustment as of the date of adoption. Early adoption is prohibited. Applied is currently evaluating the impact of this new guidance on Applied's financial position and results of operations.

In April 2014, the FASB issued authoritative guidance that raises the threshold for a disposal transaction to qualify as a discontinued operation and requires additional disclosures about discontinued operations and disposals of individually significant components that do not qualify as discontinued operations. The authoritative guidance becomes effective prospectively for Applied in the first quarter of fiscal 2016. Early adoption is permitted, but only for disposals that have not been reported in financial statements previously issued.

In July 2013, the FASB issued authoritative guidance that will require an unrecognized tax benefit to be presented as a reduction of a deferred tax asset for a net operating loss carryforward, a similar tax loss or a tax credit carryforward, with certain exceptions. The authoritative guidance becomes effective for Applied in the first quarter of fiscal 2015, with early adoption permitted. The guidance is not expected to have an impact on Applied's financial position or results of operations.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Note 2 Earnings Per Share

Basic earnings per share is determined using the weighted average number of common shares outstanding during the period. Diluted earnings per share is determined using the weighted average number of common shares and potential common shares (representing the dilutive effect of stock options, restricted stock units, and employee stock purchase plan shares) outstanding during the period. Applied's net income has not been adjusted for any period presented for purposes of computing basic or diluted earnings per share due to the Company's non-complex capital structure.

	Three Months Ended		Nine Months Ended	
	July 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
	(In millions, except per share amounts)			
Numerator:				
Net income	$301	$168	$816	$73
Denominator:				
Weighted average common shares outstanding	1,218	1,203	1,213	1,201
Effect of dilutive stock options, restricted stock units and employee stock purchase plan shares	15	17	17	17
Denominator for diluted earnings per share	1,233	1,220	1,230	1,218
Basic earnings per share	$0.25	$0.14	$0.67	$0.06
Diluted earnings per share	$0.24	$0.14	$0.66	$0.06
Potentially dilutive securities	—	1	—	1

Potentially dilutive securities attributable to outstanding stock options and restricted stock units were excluded from the calculation of diluted earnings per share because the combined exercise price, average unamortized fair value and assumed tax benefits upon the exercise of options and the vesting of restricted stock units were greater than the average market price of Applied common stock, and therefore their inclusion would have been anti-dilutive.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Note 3 Cash, Cash Equivalents and Investments

Summary of Cash, Cash Equivalents and Investments

The following tables summarize Applied's cash, cash equivalents and investments by security type:

July 27, 2014	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In millions)			
Cash	$745	$—	$—	$745
Cash equivalents:				
Money market funds	1,978	—	—	1,978
Municipal securities	3	—	—	3
Total Cash equivalents	1,981	—	—	1,981
Total Cash and Cash equivalents	$2,726	$—	$—	$2,726
Short-term and long-term investments:				
U.S. Treasury and agency securities	$72	$—	$—	$72
Non-U.S. government securities*	15	—	—	15
Municipal securities	390	2	—	392
Commercial paper, corporate bonds and medium-term notes	228	1	—	229
Asset-backed and mortgage-backed securities	272	1	2	271
Total fixed income securities	977	4	2	979
Publicly traded equity securities	19	31	—	50
Equity investments in privately-held companies	73	—	—	73
Total short-term and long-term investments	$1,069	$35	$2	$1,102
Total Cash, Cash equivalents and Investments	$3,795	$35	$2	$3,828

* Includes agency debt securities guaranteed by non-U.S. governments, which consist of Germany and Canada.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

October 27, 2013	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In millions)			
Cash	$611	$—	$—	$611
Cash equivalents:				
Money market funds	1,095	—	—	1,095
Municipal securities	5	—	—	5
Total Cash equivalents	1,100	—	—	1,100
Total Cash and Cash equivalents	$1,711	$—	$—	$1,711
Short-term and long-term investments:				
U.S. Treasury and agency securities	$170	$—	$—	$170
Non-U.S. government securities	11	—	—	11
Municipal securities	379	2	—	381
Commercial paper, corporate bonds and medium-term notes	218	2	1	219
Asset-backed and mortgage-backed securities	268	2	2	268
Total fixed income securities	1,046	6	3	1,049
Publicly traded equity securities	27	33	—	60
Equity investments in privately-held companies	76	—	—	76
Total short-term and long-term investments	$1,149	$39	$3	$1,185
Total Cash, Cash equivalents and Investments	$2,860	$39	$3	$2,896

Maturities of Investments

The following table summarizes the contractual maturities of Applied's investments at July 27, 2014:

	Cost	Estimated Fair Value
	(In millions)	
Due in one year or less	$134	$134
Due after one through five years	571	573
No single maturity date**	364	395
	$1,069	$1,102

** Securities with no single maturity date include publicly-traded and privately-held equity securities, and asset-backed and mortgage-backed securities.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Gains and Losses on Investments

During the three and nine months ended July 27, 2014, gross realized gains on investments were $9 million and $21 million, respectively, and gross realized losses on investments were not material. During the three and nine months ended July 28, 2013, gross realized gains and losses on investments were not material.

At July 27, 2014 and October 27, 2013, gross unrealized losses related to Applied's investment portfolio were not material. Applied regularly reviews its investment portfolio to identify and evaluate investments that have indications of possible impairment. Factors considered in determining whether an unrealized loss is considered to be temporary, or other-than-temporary and therefore impaired, include: the length of time and extent to which fair value has been lower than the cost basis; the financial condition, credit quality and near-term prospects of the investee; and whether it is more likely than not that Applied will be required to sell the security prior to recovery. Generally, the contractual terms of investments in marketable securities do not permit settlement at prices less than the amortized cost of the investments. Applied determined that the gross unrealized losses on its marketable securities at July 27, 2014 and July 28, 2013 were temporary in nature and therefore it did not recognize any impairment of its marketable securities during the three and nine months ended July 27, 2014 or July 28, 2013. Applied recognized $7 million and $13 million of impairment charges on its equity investments in privately-held companies during the three and nine months ended July 27, 2014, respectively, and recorded $3 million and $5 million of impairment charges on its equity investments in privately-held companies during the three and nine months ended July 28, 2013. These impairment charges are included in interest and other income, net in the consolidated condensed statement of operations.

Unrealized gains and temporary losses on investments classified as available-for-sale are included within accumulated other comprehensive income (loss), net of any related tax effect. Upon realization, those amounts are reclassified from accumulated other comprehensive income (loss) to results of operations.

Note 4 Fair Value Measurements

Applied’s financial assets are measured and recorded at fair value, except for equity investments in privately-held companies. These equity investments are generally accounted for under the cost method of accounting and are periodically assessed for other-than-temporary impairment when events or circumstances indicate that an other-than-temporary decline in value may have occurred. Applied’s nonfinancial assets, such as goodwill, intangible assets, and property, plant and equipment, are recorded at cost and are assessed for impairment when events or circumstances indicate that an other-than-temporary decline in value may have occurred.

Fair Value Hierarchy

Applied uses the following fair value hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

- Level 1 — Quoted prices in active markets for identical assets or liabilities;
- Level 2 — Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and
- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Applied’s investments consist primarily of debt securities that are classified as available-for-sale and recorded at their fair values. In determining the fair value of investments, Applied uses pricing information from pricing services that value securities based on quoted market prices and models that utilize observable market inputs. In the event a fair

value estimate is unavailable from a pricing service, Applied generally obtains non-binding price quotes from brokers. Applied then reviews the information provided by the pricing services or brokers to determine the fair value of its short-term and long-term investments. In addition, to validate pricing information obtained from pricing services, Applied periodically performs supplemental analysis on a sample of securities. Applied reviews any significant unanticipated differences identified through this analysis to determine the appropriate fair value.

Investments with remaining effective maturities of 12 months or less from the balance sheet date are classified as short-term investments. Investments with remaining effective maturities of more than 12 months from the balance sheet date are classified as long-term investments. As of July 27, 2014, substantially all of Applied's available-for-sale, short-term and long-term investments were recognized at fair value that was determined based upon observable inputs.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Assets Measured at Fair Value on a Recurring Basis

Financial assets (excluding cash balances) measured at fair value on a recurring basis are summarized below as of July 27, 2014 and October 27, 2013:

	July 27, 2014			October 27, 2013		
	Level 1	Level 2	Total	Level 1	Level 2	Total
	(In millions)					
Assets:						
Money market funds	$1,978	$—	$1,978	$1,095	$—	$1,095
U.S. Treasury and agency securities	42	30	72	66	104	170
Non-U.S. government securities	—	15	15	—	11	11
Municipal securities	—	395	395	—	386	386
Commercial paper, corporate bonds and medium-term notes	—	229	229	—	219	219
Asset-backed and mortgage-backed securities	—	271	271	—	268	268
Publicly traded equity securities	50	—	50	60	—	60
Foreign exchange derivative assets	—	11	11	—	20	20
Total	$2,070	$951	$3,021	$1,221	$1,008	$2,229

There were no transfers between Level 1 and Level 2 fair value measurements during the three and nine months ended July 27, 2014 or July 28, 2013. Applied did not have any financial assets measured at fair value on a recurring basis within Level 3 fair value measurements as of July 27, 2014 or October 27, 2013.

Assets and Liabilities Measured at Fair Value on a Non-recurring Basis

Equity investments in privately-held companies are generally accounted for under the cost method of accounting and are periodically assessed for other-than-temporary impairment when an event or circumstance indicates that an other-than-temporary decline in value may have occurred. If Applied determines that an other-than-temporary impairment has occurred, the investment will be written down to its estimated fair value based on available information, such as pricing in recent rounds of financing, current cash positions, earnings and cash flow forecasts, recent operational performance and any other readily available market data. At July 27, 2014, equity investments in privately-held companies totaled $73 million, of which $63 million of investments were accounted for under the cost method of accounting and $10 million of investments had been measured at fair value on a non-recurring basis within Level 3 fair value measurements due to an other-than-temporary decline in value. At October 27, 2013, equity investments in privately-held companies totaled $76 million, of which $66 million of investments were accounted for under the cost method of accounting and $10 million of investments had been measured at fair value on a non-recurring basis within Level 3 fair value measurements due to an other-than-temporary decline in value. Applied recognized $7 million and $13 million of impairment charges on its equity investments in privately-held companies during the three and nine months ended July 27, 2014, respectively, and $3 million and $5 million during the three and nine months ended July 28, 2013, respectively.

Other

The carrying amounts of Applied’s financial instruments, including cash and cash equivalents, accounts receivable, notes payable, and accounts payable and accrued expenses, approximate fair value due to their short maturities. At July 27, 2014, the carrying amount of long-term debt was $1.9 billion and the estimated fair value was $2.2 billion. At October 27, 2013, the carrying amount of long-term debt was $1.9 billion and the estimated fair value was $2.1 billion.The estimated fair value of long-term debt is determined by Level 2 inputs and is based primarily on quoted

market prices for the same or similar issues.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Note 5 Derivative Instruments and Hedging Activities

Derivative Financial Instruments

Applied conducts business in a number of foreign countries, with certain transactions denominated in local currencies, such as the Japanese yen, euro, Israeli shekel, Taiwanese dollar and Swiss franc. Applied uses derivative financial instruments, such as forward exchange contracts and currency option contracts, to hedge certain forecasted foreign currency denominated transactions expected to occur typically within the next 24 months. The purpose of Applied's foreign currency management is to mitigate the effect of exchange rate fluctuations on certain foreign currency denominated revenues, costs and eventual cash flows. The terms of currency instruments used for hedging purposes are generally consistent with the timing of the transactions being hedged. Applied does not use derivative financial instruments for trading or speculative purposes.

Derivative instruments and hedging activities, including foreign currency exchange contracts, are recognized on the balance sheet at fair value. Changes in the fair value of derivatives that do not qualify for hedge treatment, as well as the ineffective portion of any hedges, are recognized currently in earnings. All of Applied's derivative financial instruments are recorded at their fair value in other current assets or in accounts payable and accrued expenses.

Hedges related to anticipated transactions are designated and documented at the inception of the hedge as cash flow hedges and are typically entered into once per month. Cash flow hedges are evaluated for effectiveness quarterly. The effective portion of the gain or loss on these hedges is reported as a component of accumulated other comprehensive income or loss (AOCI) in stockholders' equity and is reclassified into earnings when the hedged transaction affects earnings. The majority of the after-tax net income or loss related to derivative instruments included in AOCI at July 27, 2014 is expected to be reclassified into earnings within 12 months. Changes in the fair value of currency forward exchange and option contracts due to changes in time value are excluded from the assessment of effectiveness. Both ineffective hedge amounts and hedge components excluded from the assessment of effectiveness are recognized in earnings. If the transaction being hedged is no longer probable to occur, or if a portion of any derivative is deemed to be ineffective, Applied promptly recognizes the gain or loss on the associated financial instrument in general and administrative expenses. The amount recognized due to discontinuance of cash flow hedges that were probable not to occur by the end of the originally specified time period was not significant for the three and nine months ended July 27, 2014 and July 28, 2013.

Additionally, forward exchange contracts are generally used to hedge certain foreign currency denominated assets or liabilities. These derivatives are typically entered into once per month and are not designated for hedge accounting treatment. Accordingly, changes in the fair value of these hedges are recorded in earnings to offset the changes in the fair value of the assets or liabilities being hedged.

During the fourth quarter of fiscal 2013, Applied purchased foreign exchange option contracts to limit its foreign exchange risk associated with the announced business combination with Tokyo Electron Limited (TEL). The derivatives used to hedge currency exposure did not qualify for hedge accounting treatment. These derivatives are marked to market at the end of each reporting period with gains and losses recorded as general and administrative expenses. At July 27, 2014, April 27, 2014 and October 27, 2013, the fair value of these foreign exchange option contracts was approximately $8 million, $18 million and $17 million, respectively. Applied recorded unrealized losses of $10 million and $9 million during the three and nine months ended July 27, 2014, respectively, related to such contracts. The cash flow impact of this derivative has been classified as operating cash flows in the Consolidated Condensed Statements of Cash Flows. To further mitigate credit exposure in connection with these foreign exchange option contracts, Applied entered into security arrangements with certain counterparties, which require the counterparties to post collateral amounting to the approximate fair value of the derivative contracts. The cash collateral is included in cash and cash equivalents in the Consolidated Condensed Statements of Financial Position, with the corresponding liability included in accounts payable and accrued expenses.

Other than the foreign exchange option contracts discussed in the preceding paragraph, the fair values of other derivative instruments at July 27, 2014 and October 27, 2013 were not material.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

The effects of derivative instruments on the Consolidated Condensed Statements of Operations for the three and nine months ended July 27, 2014 and July 28, 2013 were as follows:

		Three Months Ended July 27, 2014			Three Months Ended July 28, 2013		
		Effective Portion		Ineffective Portion and Amount Excluded from Effectiveness Testing	Effective Portion		Ineffective Portion and Amount Excluded from Effectiveness Testing
	Location of Gain or (Loss) Reclassified from AOCI into Income	Gain or (Loss) Recognized in AOCI	Gain or (Loss) Reclassified from AOCI into Income	Gain or (Loss) Recognized in Income	Gain or (Loss) Recognized in AOCI	Gain or (Loss) Reclassified from AOCI into Income	Gain or (Loss) Recognized in Income
		(In millions)					
Derivatives in Cash Flow Hedging Relationships							
Foreign exchange contracts	Cost of products sold	$1	$ —	$ —	$7	$ 7	$ (1)
Foreign exchange contracts	General and administrative	—	—	—	—	3	(1)
Total		$1	$ —	$ —	$7	$ 10	$ (2)

		Nine Months Ended July 27, 2014			Nine Months Ended July 28, 2013		
		Effective Portion		Ineffective Portion and Amount Excluded from Effectiveness Testing	Effective Portion		Ineffective Portion and Amount Excluded from Effectiveness Testing
	Location of Gain or (Loss) Reclassified from AOCI into Income	Gain or (Loss) Recognized in AOCI	Gain or (Loss) Reclassified from AOCI into Income	Gain or (Loss) Recognized in Income	Gain or (Loss) Recognized in AOCI	Gain or (Loss) Reclassified from AOCI into Income	Gain or (Loss) Recognized in Income
		(In millions)					
Derivatives in Cash Flow Hedging Relationships							
Foreign exchange contracts	Cost of products sold	$5	$ 4	$ (2)	$29	$ 16	$ (2)
Foreign exchange contracts	General and administrative	—	3	(1)	—	6	(1)

Total	$5	$ 7	$ (3)	$29	$ 22	$ (3)

		Amount of Gain or (Loss) Recognized in Income			
		Three Months Ended		Nine Months Ended	
	Location of Gain or (Loss) Recognized in Income	July 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
		(In millions)			
Derivatives Not Designated as Hedging Instruments					
Foreign exchange contracts	General and administrative	$(11)	$2	$2	$31
Total		$(11)	$2	$2	$31

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Credit Risk Contingent Features

If Applied's credit rating were to fall below investment grade, it would be in violation of credit risk contingent provisions of the derivative instruments discussed above, and certain counterparties to the derivative instruments could request immediate payment on derivative instruments in net liability positions. The aggregate fair value of all derivative instruments with credit-risk related contingent features that were in a net liability position was immaterial as of July 27, 2014.

Entering into foreign exchange contracts with banks exposes Applied to credit-related losses in the event of the banks' nonperformance. However, Applied's exposure is not considered significant.

Note 6 Accounts Receivable, Net

Applied has agreements with various financial institutions to sell accounts receivable and discount promissory notes from selected customers. Applied sells its accounts receivable without recourse. Applied, from time to time, also discounts letters of credit issued by customers through various financial institutions. The discounting of letters of credit depends on many factors, including the willingness of financial institutions to discount the letters of credit and the cost of such arrangements.

Applied factored accounts receivable of $45 million during the nine months ended July 27, 2014 and none during the three months ended July 27, 2014 or the three and nine months ended July 28, 2013. Applied discounted $29 million of letters of credit issued by customers during the nine months ended July 27, 2014 and none during the three months ended July 27, 2014 or the three and nine months ended July 28, 2013. Financing charges on the sale of receivables and discounting of letters of credit are included in interest expense in the accompanying Consolidated Condensed Statements of Operations and were not material for all periods presented.

Accounts receivable are presented net of allowance for doubtful accounts of $73 million at July 27, 2014 and $74 million at October 27, 2013. Applied sells its products principally to manufacturers within the semiconductor, display and solar industries. While Applied believes that its allowance for doubtful accounts is adequate and represents its best estimate as of July 27, 2014, it continues to closely monitor customer liquidity and industry and economic conditions, which may result in changes to Applied's estimates regarding collectability.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Note 7 Balance Sheet Detail

	July 27, 2014	October 27, 2013
	(In millions)	
Inventories		
Customer service spares	$302	$ 274
Raw materials	377	325
Work-in-process	304	283
Finished goods	564	531
	$1,547	$ 1,413

Included in finished goods inventory are $184 million at July 27, 2014, and $136 million at October 27, 2013, of newly-introduced systems at customer locations where the sales transaction did not meet Applied's revenue recognition criteria as set forth in Note 1. Finished goods inventory includes $165 million and $177 million of evaluation inventory at July 27, 2014 and October 27, 2013, respectively.

	July 27, 2014	October 27, 2013
	(In millions)	
Other Current Assets		
Deferred income taxes, net	$291	$ 323
Prepaid expenses	166	135
Prepaid income taxes and income taxes receivable	70	178
Other	73	69
	$600	$ 705

	Useful Life	July 27, 2014	October 27, 2013
	(In years)	(In millions)	
Property, Plant and Equipment, Net			
Land and improvements		$156	$ 167
Buildings and improvements	3-30	1,220	1,217
Demonstration and manufacturing equipment	3-5	822	792
Furniture, fixtures and other equipment	3-15	574	589
Construction in progress		57	52
Gross property, plant and equipment		2,829	2,817
Accumulated depreciation		(1,980)	(1,967)
		$849	$ 850

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APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

	July 27, 2014	October 27, 2013
	(In millions)	
Accounts Payable and Accrued Expenses		
Accounts payable	$583	$ 582
Compensation and employee benefits	478	417
Warranty	112	102
Dividends payable	122	121
Income taxes payable	107	73
Other accrued taxes	50	41
Interest payable	14	30
Restructuring reserve	11	39
Other	212	244
	$1,689	$ 1,649

	July 27, 2014	October 27, 2013
	(In millions)	
Customer Deposits and Deferred Revenue		
Customer deposits	$262	$ 175
Deferred revenue	804	619
	$1,066	$ 794

Applied typically receives deposits on future deliverables from customers in the Display and Energy and Environmental Solutions segments. In certain instances, customer deposits may be received from customers in the Applied Global Services segment.

	July 27, 2014	October 27, 2013
	(In millions)	
Other Liabilities		
Deferred income taxes	$64	$ 71
Income taxes payable	128	174
Defined and postretirement benefit plans	202	193
Other	71	128
	$465	$ 566

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Note 8 Business Combination

On September 24, 2013, Applied and Tokyo Electron Limited (TEL) entered into a Business Combination Agreement, which was amended on February 14, 2014, to effect a strategic combination of their respective businesses into a new combined company. TEL, a Japanese corporation, is a global supplier of semiconductor and flat panel display production equipment, and a provider of technical support and services for semiconductor, flat panel display and photovoltaic panel production equipment. Under the terms of the Business Combination Agreement, TEL shareholders will receive 3.25 shares of the new combined company for every TEL share held. Applied shareholders will receive one share of the new combined company for every Applied share held. Based on the number of shares of Applied common stock and shares of TEL common stock expected to be issued and outstanding immediately prior to the closing of the transaction, it is anticipated that, immediately following the transaction, former Applied stockholders and former TEL shareholders will own approximately 68% and 32%, respectively, of the new combined company.

The new combined company, Eteris N.V., will have dual headquarters in Tokyo and Santa Clara and dual listing of its shares on the Tokyo Stock Exchange and NASDAQ, and will be incorporated in the Netherlands. In June 2014, the shareholders of Applied and TEL approved the proposed business combination. The closing of the transaction remains subject to customary conditions, including regulatory approvals. It is expected that the combined company will commence a $3.0 billion stock repurchase program targeted to be executed within 12 months following the closing of the transaction.

The Business Combination Agreement contains mutual pre-closing covenants, including the obligation of Applied and TEL to conduct their businesses in the ordinary course consistent in all material respects with past practices. The agreement also contains termination rights for Applied and TEL and provides that upon certain events, such as a termination due to a change in recommendation by the other party or a termination relating to certain tax rulings, a termination fee of $400 million is payable.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Note 9 Goodwill, Purchased Technology and Other Intangible Assets

Goodwill and Purchased Intangible Assets

Applied's methodology for allocating the purchase price relating to purchase acquisitions is determined through established and generally accepted valuation techniques. Goodwill is measured as the excess of the purchase price over the sum of the amounts assigned to tangible and identifiable intangible assets acquired less liabilities assumed. Applied assigns assets acquired (including goodwill) and liabilities assumed to one or more reporting units as of the date of acquisition. Typically, acquisitions relate to a single reporting unit and thus do not require the allocation of goodwill to multiple reporting units. If the products obtained in an acquisition are assigned to multiple reporting units, the goodwill is distributed to the respective reporting units as part of the purchase price allocation process.

Goodwill and purchased intangible assets with indefinite useful lives are not amortized, but are reviewed for impairment annually during the fourth quarter of each fiscal year and whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. The process of evaluating the potential impairment of goodwill and intangible assets requires significant judgment, especially in emerging markets. Applied regularly monitors current business conditions and considers other factors including, but not limited to, adverse industry or economic trends, restructuring actions and lower projections of profitability that may impact future operating results.

To test goodwill for impairment, Applied first performs a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If it is concluded that this is the case, Applied then performs the two-step goodwill impairment test. Otherwise, the two-step goodwill impairment test is not required. Under the two-step goodwill impairment test, Applied would in the first step compare the estimated fair value of each reporting unit to its carrying value. Applied determines the fair value of each of its reporting units based on a weighting of income and market approaches. If the carrying value of a reporting unit exceeds its fair value, Applied would then perform the second step of the impairment test in order to determine the implied fair value of the reporting unit's goodwill. If Applied determines that the carrying value of a reporting unit's goodwill exceeds its implied fair value, Applied would record an impairment charge equal to the difference. Applied's reporting units are consistent with the reportable segments identified in Note 16, Industry Segment Operations, which are based on the manner in which Applied operates its business and the nature of those operations.

The evaluation of goodwill and intangible assets for impairment requires the exercise of significant judgment. In the event of future changes in business conditions, Applied will be required to reassess and update its forecasts and estimates used in future impairment analyses. If the results of these future analyses are lower than current estimates, a material impairment charge may result at that time.

Details of goodwill and other indefinite-lived intangible assets as of July 27, 2014 and October 27, 2013 were as follows :

	July 27, 2014			October 27, 2013		
	Goodwill	Other Intangible Assets	Total	Goodwill	Other Intangible Assets	Total
	(In millions)					
Silicon Systems Group	$2,151	$142	$2,293	$2,151	$142	$2,293
Applied Global Services	1,027	6	1,033	1,027	—	1,027
Display	116	—	116	116	—	116
Carrying amount	$3,294	$148	$3,442	$3,294	$142	$3,436

Other intangible assets that are not subject to amortization consist primarily of in-process technology, which will be subject to amortization upon commercialization. The fair value assigned to in-process technology was determined using the income approach taking into account estimates and judgments regarding risks inherent in the development process, including the likelihood of achieving technological success and market acceptance. If an in-process technology project is abandoned, the acquired technology attributable to the project will be written off.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

A summary of Applied's purchased technology and intangible assets is set forth below:

	July 27, 2014	October 27, 2013
	(In millions)	
Purchased technology, net	$639	$748
Intangible assets - finite-lived, net	192	213
Intangible assets - indefinite-lived	148	142
Total	$979	$1,103

Finite-Lived Purchased Intangible Assets
Applied amortizes purchased intangible assets with finite lives using the straight-line method over the estimated economic lives of the assets, ranging from 1 to 15 years.
Applied evaluates long-lived assets for impairment whenever events or changes in circumstances indicate the carrying value of an asset group may not be recoverable. Applied assesses the fair value of the assets based on the amount of the undiscounted future cash flow that the assets are expected to generate and recognizes an impairment loss when estimated undiscounted future cash flow expected to result from the use of the asset, plus net proceeds expected from disposition of the asset, if any, are less than the carrying value of the asset. When Applied identifies an impairment, Applied reduces the carrying value of the group of assets to comparable market values, when available and appropriate, or to its estimated fair value based on a discounted cash flow approach.
Intangible assets, such as purchased technology, are generally recorded in connection with a business acquisition. The value assigned to intangible assets is usually based on estimates and judgments regarding expectations for the success and life cycle of products and technology acquired. Applied evaluates the useful lives of its intangible assets each reporting period to determine whether events and circumstances require revising the remaining period of amortization. In addition, Applied reviews intangible assets for impairment when events or changes in circumstances indicate their carrying value may not be recoverable. Management considers such indicators as significant differences in actual product acceptance from the estimates, changes in the competitive and economic environments, technological advances, and changes in cost structure.

Details of finite-lived intangible assets were as follows as of July 27, 2014 and October 27, 2013:

	July 27, 2014			October 27, 2013		
	Purchased Technology	Other Intangible Assets	Total	Purchased Technology	Other Intangible Assets	Total
	(In millions)					
Gross carrying amount:						
Silicon Systems Group	$1,307	$252	$1,559	$1,301	$252	$1,553
Applied Global Services	28	44	72	28	44	72
Display	110	33	143	110	33	143
Energy and Environmental Solutions	5	15	20	5	15	20
Gross carrying amount	$1,450	$344	$1,794	$1,444	$344	$1,788
Accumulated amortization:						
Silicon Systems Group	$(674)	$(72)	$(746)	$(562)	$(58)	$(620)

Applied Global Services	(24)	(44)	(68)	(23)	(42)	(65)
Display	(110)	(31)	(141)	(110)	(29)	(139)
Energy and Environmental Solutions	(3)	(5)	(8)	(1)	(2)	(3)
Accumulated amortization	$(811)	$(152)	$(963)	$(696)	$(131)	$(827)
Carrying amount	$639	$192	$831	$748	$213	$961

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Details of amortization expense by segment for the three and nine months ended July 27, 2014 and July 28, 2013 were as follows:

	Three Months Ended		Nine Months Ended	
	July 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
	(In millions)			
Silicon Systems Group	$42	$42	$126	$130
Applied Global Services	—	1	3	3
Display	1	2	2	6
Energy and Environmental Solutions	2	1	5	14
Total	$45	$46	$136	$153

For the three and nine months ended July 27, 2014 and July 28, 2013, amortization expense was charged to the following categories:

	Three Months Ended		Nine Months Ended	
	July 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
	(In millions)			
Cost of products sold	$38	$40	$117	$126
Research, development and engineering	1	—	1	1
Marketing and selling	5	5	16	21
General and administrative	1	1	2	5
Total	$45	$46	$136	$153

As of July 27, 2014, future estimated amortization expense is expected to be as follows:

	Amortization Expense (In millions)
2014	45
2015	176
2016	169
2017	166
2018	164
Thereafter	111
Total	$831

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Note 10 Borrowing Facilities and Long-Term Debt

Applied has credit facilities for unsecured borrowings in various currencies of up to $1.6 billion, of which $1.5 billion is comprised of a committed revolving credit agreement with a group of banks that is scheduled to expire in May 2017. This agreement provides for borrowings in United States dollars at interest rates keyed to one of the two rates selected by Applied for each advance and includes financial and other covenants with which Applied was in compliance at July 27, 2014. Remaining credit facilities in the amount of approximately $78 million are with Japanese banks. Applied's ability to borrow under these facilities is subject to bank approval at the time of the borrowing request, and any advances will be at rates indexed to the banks' prime reference rate denominated in Japanese yen. No amounts were outstanding under any of these facilities at both July 27, 2014 and October 27, 2013, and Applied has not utilized these credit facilities. In connection with the proposed business combination with TEL, Applied intends to amend or replace its undrawn $1.5 billion unsecured revolving credit agreement.

Long-term debt outstanding as of July 27, 2014 and October 27, 2013 was as follows:

	Principal Amount			
	July 27, 2014	October 27, 2013	Effective Interest Rate	Interest Pay Dates
	(In millions)			
2.650% Senior Notes Due 2016	$400	$400	2.666%	June 15, December 15
7.125% Senior Notes Due 2017	200	200	7.190%	April 15, October 15
4.300% Senior Notes Due 2021	750	750	4.326%	June 15, December 15
5.850% Senior Notes Due 2041	600	600	5.879%	June 15, December 15
	1,950	1,950		
Total unamortized discount	(3)	(4)		
Total long-term debt	$1,947	$1,946		

Applied has debt agreements that contain financial and other covenants. These covenants require Applied to maintain certain minimum financial ratios. At July 27, 2014, Applied was in compliance with all such covenants.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Note 11 Restructuring Charges and Asset Impairments

From time to time, Applied initiates restructuring activities to appropriately align its cost structure relative to prevailing economic and industry conditions and associated customer demand as well as in connection with certain acquisitions. Costs associated with restructuring actions can include termination benefits and related charges, in addition to facility closure, contract termination and other related activities.
The following table summarizes major components of the restructuring and asset impairment charges during the three and nine months ended July 27, 2014 and July 28, 2013:

	Three Months Ended		Nine Months Ended	
	July 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
	(In millions)			
2012 Global Restructuring Plan				
Severance and other employee-related costs	$—	$4	$7	$12
2012 EES Restructuring Plan				
Severance and other employee-related costs[1]	—	3	—	5
Contract cancellation and other costs	—	1	—	3
Asset impairments	—	6	—	11
Others				
Severance and other employee-related costs	—	—	—	2
	$—	$14	$7	$33

[1] Includes post-retirement benefit expense which was recorded in accumulated other comprehensive loss.

Restructuring and asset impairment charges were recorded as follows:

	Three Months Ended		Nine Months Ended	
	July 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
	(In millions)			
Silicon Systems Group	$—	$—	$—	$1
Applied Global Services	—	—	—	2
Energy and Environmental Solutions	—	10	—	18
Corporate Unallocated	—	4	7	12
Total	$—	$14	$7	$33

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

2012 Global Restructuring Plan

On October 3, 2012, Applied announced a restructuring plan (the 2012 Global Restructuring Plan) to realign its global workforce and enhance its ability to invest for growth. Under this plan, Applied implemented a voluntary retirement program and other workforce reduction actions. The voluntary retirement program was available to certain U.S. employees who met minimum age and length of service requirements, as well as other business-specific criteria. Applied implemented other workforce reduction actions globally across multiple business segments and functions, the extent of which depended on the number of employees who participated in the voluntary retirement program and other considerations. A total of approximately 1,300 positions were affected under this plan. As of January 26, 2014, principal activities related to this plan were complete.

During the nine months ended July 27, 2014, Applied recognized $7 million of employee-related costs in connection with this plan. During the three and nine months ended July 28, 2013, Applied recognized $4 million and $12 million, respectively, of employee-related costs in connection with the plan. Total costs incurred in implementing this plan were $152 million, none of which were allocated to the segments.

Restructuring Reserves

Changes in restructuring reserves during the nine months ended July 27, 2014 were as follows:

	2012 Global Restructuring Plan	2012 EES Restructuring Plan		Others		
	Severance and Other Employee-Related Costs	Severance and Other Employee-Related Costs	Contract Cancellation and Other Costs	Severance and Other Employee-Related Costs	Contract Cancellation and Other Costs	Total
	(In millions)					
Balance, October 27, 2013	$26	$5	$ 5	$2	$ 1	$39
Provision for restructuring reserves	7	—	—	—	—	7
Consumption of reserves	(27)	(4)	(1)	(2)	—	(34)
Reclassification of restructuring reserves	—	(1)	—	—	—	(1)
Balance, July 27, 2014	$6	—	4	$—	$ 1	$11

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Note 12 Stockholders' Equity, Comprehensive Income and Share-Based Compensation

Accumulated Other Comprehensive Income (Loss)

Changes in the components of AOCI, net of tax, were as follows:

	Unrealized Gain on Investments, Net	Unrealized Gain on Derivative Instruments Qualifying as Cash Flow Hedges	Defined and Postretirement Benefit Plans	Cumulative Translation Adjustments	Total
	(in millions)				
Balance at October 27, 2013	$25	$2	$ (72)	$ 7	$(38)
Other comprehensive income (loss) before reclassifications	8	3	—	(1)	10
Amounts reclassified out of AOCI	(9)	(5)	—	—	(14)
Other comprehensive loss, net of tax	(1)	(2)	—	(1)	(4)
Balance at July 27, 2014	$24	$—	$ (72)	$ 6	$(42)

The effects on net income of amounts reclassified from AOCI for the three and nine months ended July 27, 2014 were not material.

Stock Repurchase Program

On March 5, 2012, Applied's Board of Directors approved a stock repurchase program authorizing up to $3.0 billion in repurchases over the next three years ending in March 2015. Under this authorization, Applied purchases shares of its common stock on the open market. At July 27, 2014, $1.6 billion remained available for future stock repurchases under this repurchase program.

Applied did not purchase any shares of its common stock during the three and nine months ended July 27, 2014. The following table summarizes Applied's stock repurchases for the three and nine months ended July 28, 2013:

	July 28, 2013	
	Three Months Ended	Nine Months Ended
	(In millions, except per share amounts)	
Shares of common stock repurchased	3	15
Cost of stock repurchased	$50	$198
Average price paid per share	$15.33	$13.18

Applied records treasury stock purchases under the cost method using the first-in, first-out (FIFO) method. Upon reissuance of treasury stock, amounts in excess of the acquisition cost are credited to additional paid in capital. If Applied reissues treasury stock at an amount below its acquisition cost and additional paid in capital associated with prior treasury stock transactions is insufficient to cover the difference between the acquisition cost and the reissue price, this difference is recorded against retained earnings.

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APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Dividends

In June 2014, March 2014 and December 2013, Applied's Board of Directors declared quarterly cash dividends in the amount of $0.10 per share, resulting in total dividends declared during the nine months ended July 27, 2014 of $365 million. Dividends declared during the nine months ended July 28, 2013 totaled $348 million. Applied currently anticipates that cash dividends will continue to be paid on a quarterly basis, although the declaration of any future cash dividend is at the discretion of the Board of Directors and will depend on Applied’s financial condition, results of operations, capital requirements, business conditions and other factors, as well as a determination by the Board of Directors that cash dividends are in the best interests of Applied’s stockholders.

Share-Based Compensation

Applied has a stockholder-approved equity plan, the Employee Stock Incentive Plan, which permits grants to employees of share-based awards, including stock options, restricted stock, restricted stock units, performance shares and performance units. In addition, the plan provides for the automatic grant of restricted stock units to non-employee directors and permits the grant of share-based awards to non-employee directors and consultants. Share-based awards made beginning in March 2012 under the plan may be subject to accelerated vesting under certain circumstances in the event of a change in control of Applied. Applied also has two Employee Stock Purchase Plans, one generally for United States employees and a second for employees of international subsidiaries (collectively, ESPP), which enable eligible employees to purchase Applied common stock.

During the three and nine months ended July 27, 2014 and July 28, 2013, Applied recognized share-based compensation expense related to stock options, ESPP shares, restricted stock, restricted stock units, performance shares and performance units. Total share-based compensation and related tax benefits were as follows:

	Three Months Ended		Nine Months Ended	
	July 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
	(In millions)			
Share-based compensation	$44	$40	$132	$121
Tax benefit recognized	$12	$11	$37	$34

The effect of share-based compensation on the results of operations for the three and nine months ended July 27, 2014 and July 28, 2013 was as follows:

	Three Months Ended		Nine Months Ended	
	July 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
	(In millions)			
Cost of products sold	$13	$13	$40	$37
Research, development, and engineering	16	14	49	39
Marketing and selling	6	5	17	15
General and administrative	9	8	26	25
Restructuring charge	—	—	—	5
Total	$44	$40	$132	$121

The cost associated with share-based awards that are subject solely to time-based vesting requirements, less expected forfeitures, is recognized over the awards’ service period for the entire award on a straight-line basis. The cost associated with performance-based equity awards is recognized for each tranche over the service period, based on an

assessment of the likelihood that the applicable performance goals will be achieved.

At July 27, 2014, Applied had $261 million in total unrecognized compensation expense, net of estimated forfeitures, related to grants of share-based awards and shares issued under Applied's ESPP, which will be recognized over a weighted average period of 2.6 years. At July 27, 2014, there were 177 million shares available for grants of share-based awards under the Employee Stock Incentive Plan, and an additional 37 million shares available for issuance under the ESPP.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Stock Options

Applied grants options to purchase, at future dates, shares of its common stock to employees and consultants. The exercise price of each stock option equals the fair market value of Applied common stock on the date of grant. Options typically vest over three to four years, subject to the grantee's continued service with Applied through the scheduled vesting date, and expire no later than seven years from the grant date. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model. This model was developed for use in estimating the value of publicly traded options that have no vesting restrictions and are fully transferable. Applied's employee stock options have characteristics significantly different from those of publicly traded options.

Stock option activity for the nine months ended July 27, 2014 was as follows:

	Shares	Weighted Average Exercise Price
	(In millions, except per share amounts)	
Outstanding at October 27, 2013	6	$9.12
Exercised	(4)	$7.87
Outstanding at July 27, 2014	2	$10.78
Exercisable at July 27, 2014	1	$5.88

Restricted Stock Units, Restricted Stock, Performance Shares and Performance Units

Restricted stock units are converted into shares of Applied common stock upon vesting on a one-for-one basis. Restricted stock has the same rights as other issued and outstanding shares of Applied common stock except these shares generally have no right to dividends and are held in escrow until the award vests. Performance shares and performance units are awards that result in a payment to a grantee, generally in shares of Applied common stock on a one-for-one basis if performance goals and/or other vesting criteria established by the Human Resources and Compensation Committee of Applied's Board of Directors (the Committee) are achieved or the awards otherwise vest. Restricted stock units, restricted stock, performance shares and performance units typically vest over four years and vesting is usually subject to the grantee's continued service with Applied and, in some cases, achievement of specified performance goals. The compensation expense related to the service-based awards is determined using the fair market value of Applied common stock on the date of the grant, and the compensation expense is recognized over the vesting period.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Restricted stock, performance shares and performance units granted to certain executive officers are subject to the achievement of specified performance goals (performance-based awards). These performance-based awards become eligible to vest only if performance goals are achieved and then actually will vest only if the grantee remains employed by Applied through each applicable vesting date. These performance-based awards require the achievement of targeted levels of adjusted annual operating profit margin. For the fiscal 2013 and fiscal 2012 performance-based awards, additional shares become eligible for time-based vesting if Applied achieves certain levels of total shareholder return (TSR) relative to a peer group, comprised of companies in the Standard & Poor's 500 Information Technology Index, measured at the end of a two-year period.

The fair value of these performance-based awards is estimated on the date of grant and assumes that the specified performance goals will be achieved. If the goals are achieved, these awards vest over a specified remaining service period of generally three or four years, provided that the grantee remains employed by Applied through each scheduled vesting date. If the performance goals are not met, no compensation expense is recognized and any previously recognized compensation expense is reversed. The expected cost of each award is reflected over the service period and is reduced for estimated forfeitures.

A summary of the performance-based awards approved by the Committee is presented below:

Fiscal Year Granted	Number of Performance-Based Awards Granted		Percent of Performance-Based Awards Earned as of July 27, 2014*
	Performance Shares/Performance Units (in millions)	Shares of Restricted Stock	
2013	3	—	0%
2012	3	1	29%
2011	2	0.1	100%

* subject to additional time-based vesting requirements

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

A summary of the changes in restricted stock units, restricted stock, performance shares and performance units outstanding under Applied's equity compensation plans during the nine months ended July 27, 2014 is presented below:

	Shares	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term
	(In millions, except per share amounts)		
Non-vested restricted stock units, restricted stock, performance shares and performance units at October 27, 2013	38	$11.11	2.4 years
Granted	10	$16.35	
Vested	(12)	$11.07	
Canceled	(3)	$11.62	
Non-vested restricted stock units, restricted stock, performance shares and performance units at July 27, 2014	33	$12.45	2.5 years

At July 27, 2014, 1 million additional performance-based awards could be earned upon certain levels of achievement of Applied's TSR relative to a peer group at a future date.

Employee Stock Purchase Plans

Under the ESPP, substantially all employees may purchase Applied common stock through payroll deductions at a price equal to 85 percent of the lower of the fair market value of Applied common stock at the beginning or end of each 6-month purchase period, subject to certain limits. Based on the Black-Scholes option pricing model, the weighted average estimated fair value of purchase rights under the ESPP was $4.07 and $2.90 for the nine months ended July 27, 2014 and July 28, 2013, respectively. The number of shares issued under the ESPP during each of the nine months ended July 27, 2014 and July 28, 2013 was 3 million. Compensation expense is calculated using the fair value of the employees' purchase rights under the Black-Scholes model. Underlying assumptions used in the model are outlined in the following table:

	Nine Months Ended	
	July 27, 2014	July 28, 2013
ESPP:		
Dividend yield	2.14%	2.94%
Expected volatility	25.3%	24.3%
Risk-free interest rate	0.08%	0.12%
Expected life (in years)	0.5	0.5

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Note 13 Employee Benefit Plans

Applied sponsors a number of employee benefit plans, including defined benefit plans of certain foreign subsidiaries, and a plan that provides certain medical and vision benefits to eligible retirees. A summary of the components of net periodic benefit costs of these defined and postretirement benefit plans for the three and nine months ended July 27, 2014 and July 28, 2013 is presented below:

	Three Months Ended		Nine Months Ended	
	July 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
	(In millions)			
Service cost	$5	$5	$13	$15
Interest cost	4	4	12	12
Expected return on plan assets	(4)	(3)	(10)	(9)
Amortization of actuarial loss	1	1	3	4
Net periodic benefit cost	$6	$7	$18	$22

Note 14 Income Taxes

Applied's effective tax rates for the third quarters of fiscal 2014 and 2013 were 18.6 percent and 26.3 percent, respectively. The effective tax rate for the third quarter of fiscal 2014 was lower than in the same period in the prior year primarily due to the resolution of income tax filings and changes in the geographical composition of income. Applied's effective tax rates for the first nine months of fiscal 2014 and 2013 were 22.3 percent and 53.2 percent, respectively. The effective tax rate for the first nine months of fiscal 2014 was lower than in the same period in the prior year primarily due to a goodwill impairment charge recorded in the second quarter of fiscal 2013 that was not deductible, the resolution of income tax filings and changes in the geographical composition of income.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Note 15 Warranty, Guarantees and Contingencies

Warranty

Changes in the warranty reserves during the three and nine months ended July 27, 2014 and July 28, 2013 were as follows:

	Three Months Ended		Nine Months Ended	
	July 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
	(In millions)			
Beginning balance	$109	$104	$102	$119
Provisions for warranty	29	27	85	76
Consumption of reserves	(26)	(31)	(75)	(95)
Ending balance	$112	$100	$112	$100

Applied products are generally sold with a warranty for a 12-month period following installation. The provision for the estimated cost of warranty is recorded when revenue is recognized. Parts and labor are covered under the terms of the warranty agreement. The warranty provision is based on historical experience by product, configuration and geographic region. Quarterly warranty consumption is generally associated with sales that occurred during the preceding four quarters, and quarterly warranty provisions are generally related to the current quarter’s sales.

Guarantees

In the ordinary course of business, Applied provides standby letters of credit or other guarantee instruments to third parties as required for certain transactions initiated by either Applied or its subsidiaries. As of July 27, 2014, the maximum potential amount of future payments that Applied could be required to make under these guarantee agreements was approximately $45 million. Applied has not recorded any liability in connection with these guarantee agreements beyond that required to appropriately account for the underlying transaction being guaranteed. Applied does not believe, based on historical experience and information currently available, that it is probable that any amounts will be required to be paid under these guarantee agreements.

Applied also has agreements with various banks to facilitate subsidiary banking operations worldwide, including overdraft arrangements, issuance of bank guarantees, and letters of credit. As of July 27, 2014, Applied Materials, Inc. has provided parent guarantees to banks for approximately $102 million to cover these arrangements.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Legal Matters

Korea Criminal Proceedings

In 2010, the Seoul Eastern District Court began hearings on indictments brought by the Seoul Prosecutor's Office for the Eastern District of Korea (the Prosecutor's Office) alleging that employees of several companies improperly received and used confidential information belonging to Samsung Electronics Co., Ltd. (Samsung), a major Applied customer based in Korea. The individuals charged included the former head of Applied Materials Korea (AMK), who at the time of the indictment was a vice president of Applied Materials, Inc., and certain other AMK employees. Neither Applied nor any of its subsidiaries was named as a party to the proceedings. Hearings on these matters concluded in November 2012 and the Court issued its decision on February 7, 2013. As part of the ruling, nine AMK employees (including the former head of AMK) were acquitted of all charges, while one AMK employee was found guilty on some of the charges and received a suspended jail sentence. The Prosecutor's Office and various individuals appealed the matter to the High Court. On June 20, 2014, the High Court rendered its decision, finding all defendants not guilty, including all ten AMK employees. The prosecutor has appealed the High Court decision to the Korean Supreme Court.

Other Matters

From time to time, Applied receives notification from third parties, including customers and suppliers, seeking indemnification, litigation support, payment of money or other actions by Applied in connection with claims made against them. In addition, from time to time, Applied receives notification from third parties claiming that Applied may be or is infringing or misusing their intellectual property or other rights. Applied also is subject to various other legal proceedings and claims, both asserted and unasserted, that arise in the ordinary course of business.

Although the outcome of the above-described matters, claims and proceedings cannot be predicted with certainty, Applied does not believe that any will have a material effect on its consolidated financial condition or results of operations.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Note 16 Industry Segment Operations

Applied's four reportable segments are: Silicon Systems Group, Applied Global Services, Display, and Energy and Environmental Solutions. As defined in the accounting literature, Applied's chief operating decision-maker has been identified as the President and Chief Executive Officer, who reviews operating results to make decisions about allocating resources and assessing performance for the entire Company. Segment information is presented based upon Applied's management organization structure as of July 27, 2014 and the distinctive nature of each segment. Future changes to this internal financial structure may result in changes to Applied's reportable segments.

Each reportable segment is separately managed and has separate financial results that are reviewed by Applied's chief operating decision-maker. Each reportable segment contains closely related products that are unique to the particular segment. Segment operating income is determined based upon internal performance measures used by Applied's chief operating decision-maker.

Applied derives the segment results directly from its internal management reporting system. The accounting policies Applied uses to derive reportable segment results are substantially the same as those used for external reporting purposes. Management measures the performance of each reportable segment based upon several metrics including orders, net sales and operating income. Management uses these results to evaluate the performance of, and to assign resources to, each of the reportable segments. Applied does not allocate to its reportable segments certain operating expenses that it manages separately at the corporate level, which include costs related to share-based compensation; certain management, finance, legal, human resources, and research, development and engineering functions provided at the corporate level; and unabsorbed information technology and occupancy. In addition, Applied does not allocate to its reportable segments restructuring and asset impairment charges and any associated adjustments related to restructuring actions, unless these actions pertain to a specific reportable segment. Segment operating income excludes interest income/expense and other financial charges and income taxes. Management does not consider the unallocated costs in measuring the performance of the reportable segments.

The Silicon Systems Group segment includes semiconductor capital equipment for etch, rapid thermal processing, deposition, chemical mechanical planarization, metrology and inspection, wafer packaging, and ion implantation.

The Applied Global Services segment includes technically differentiated products and services to improve operating efficiency, reduce operating costs and lessen the environmental impact of semiconductor, display and solar customers' factories. Applied Global Services' products consist of spares, services, certain earlier generation products, remanufactured equipment, and products that have reached a particular stage in the product lifecycle. Customer demand for these products and services is fulfilled through a global distribution system with trained service engineers located in close proximity to customer sites.

The Display segment includes products for manufacturing liquid crystal displays (LCDs), organic light-emitting diodes (OLEDs), and other display technologies for TVs, personal computers, tablets, smart phones, and other consumer-oriented devices.

The Energy and Environmental Solutions segment includes products for fabricating solar photovoltaic cells and modules, as well as high throughput roll-to-roll deposition equipment for flexible electronics and other applications.

APPLIED MATERIALS, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS - (Continued)

Net sales and operating income (loss) for each reportable segment for the three and nine months ended July 27, 2014 and July 28, 2013 were as follows:

	Three Months Ended		Nine Months Ended	
	Net Sales	Operating Income (Loss)	Net Sales	Operating Income (Loss)
	(In millions)			
July 27, 2014:				
Silicon Systems Group	$1,476	$381	$4,544	$1,086
Applied Global Services	567	154	1,608	427
Display	119	25	425	77
Energy and Environmental Solutions	103	24	231	18
Total Segment	$2,265	$584	$6,808	$1,608
July 28, 2013:				
Silicon Systems Group	$1,272	$246	$3,532	$663
Applied Global Services	497	114	1,485	321
Display	161	33	375	55
Energy and Environmental Solutions	45	(27)	129	(403)
Total Segment	$1,975	$366	$5,521	$636

Operating results for the nine months ended July 27, 2014, and the three and nine months ended July 28, 2013, included restructuring charges and asset impairments as discussed in detail in Note 11, Restructuring Charges and Asset Impairments.

Reconciliations of total segment operating results to Applied consolidated totals for the three and nine months ended July 27, 2014 and July 28, 2013 were as follows:

	Three Months Ended		Nine Months Ended	
	July 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
	(In millions)			
Total segment operating income	$584	$366	$1,608	$636
Corporate and unallocated costs	(193)	(112)	(493)	(403)
Restructuring charges and asset impairments	—	(4)	(7)	(12)
Income from operations	$391	$250	$1,108	$221

The following customers accounted for at least 10 percent of Applied’s net sales for the nine months ended July 27, 2014, which were for products in multiple reportable segments.

	Percentage of Net Sales

Taiwan Semiconductor Manufacturing Company Limited	23	%
Samsung Electronics Co., Ltd.	14	%

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Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following management's discussion and analysis is provided in addition to the accompanying consolidated condensed financial statements and notes to assist in understanding Applied's results of operations and financial condition. Financial information as of July 27, 2014 should be read in conjunction with the financial statements for the fiscal year ended October 27, 2013 contained in the Company's Form 10-K filed December 4, 2013.

This report contains forward-looking statements that involve a number of risks and uncertainties. Examples of forward-looking statements include those regarding Applied’s future financial or operating results, cash flows and cash deployment strategies, declaration of dividends, share repurchases, business strategies and priorities, costs and cost controls, products, competitive positions, management’s plans and objectives for future operations, research and development, strategic acquisitions and joint ventures, the proposed business combination with Tokyo Electron Limited, growth opportunities, restructuring activities, customer demand and spending, backlog, working capital, liquidity, investment portfolio and policies, and legal proceedings and claims, as well as industry trends and outlooks. Forward-looking statements include statements other than those of historical fact and may contain words such as “may,” “will,” “should,” “could,” “would,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “potential” and “continue,” the negati terms, or other comparable terminology. These forward-looking statements, including their underlying assumptions, are based on management’s current estimates, projections and expectations as of the date hereof. All forward-looking statements are subject to risks and uncertainties and other important factors, including those discussed in Part II, Item 1A, “Risk Factors” below and elsewhere in this report. These and many other factors could affect Applied’s future financial condition and operating results and could cause actual results to differ materially from expectations based on forward-looking statements made in this document or elsewhere by Applied or on its behalf. Applied undertakes no obligation to revise or update any forward-looking statements.

Overview

Applied provides manufacturing equipment, services and software to the global semiconductor, flat panel display, solar photovoltaic (PV) and related industries. Applied’s customers include manufacturers of semiconductor wafers and chips, flat panel liquid crystal and other displays, solar PV cells and modules, and other electronic devices. These customers may use what they manufacture in their own end products or sell the items to other companies for use in advanced electronic components. Applied operates in four reportable segments: Silicon Systems Group, Applied Global Services, Display, and Energy and Environmental Solutions. A summary of financial information for each reportable segment is found in Note 16 of Notes to Consolidated Condensed Financial Statements. A discussion of factors that could affect Applied’s operations is set forth under “Risk Factors” in Part II, Item 1A, which is incorporated herein by reference. Product development and manufacturing activities occur primarily in the United States, Europe, Israel and Asia. Applied’s broad range of equipment and service products are highly technical and are sold primarily through a direct sales force.

Applied’s results are driven primarily by worldwide demand for semiconductors, which in turn depends on end-user demand for electronic products. Each of Applied’s businesses is subject to highly cyclical industry conditions, as demand for manufacturing equipment and services can change depending on supply and demand for chips, display technologies, solar PVs and other electronic devices, as well as other factors, such as global economic and market conditions, and the nature and timing of technological advances in fabrication processes. In light of this cyclicality, Applied's results can vary significantly year-over-year, as well as quarter-over-quarter.

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The following tables present certain significant measurements for the periods indicated:

	Three Months Ended			Change	
	July 27, 2014	April 27, 2014	July 28, 2013	Q3 2014 over Q2 2014	Q3 2014 over Q3 2013
	(In millions, except per share amounts and percentages)				
New orders	$2,479	$2,629	$1,995	$(150)	$484
Net sales	$2,265	$2,353	$1,975	$(88)	$290
Gross margin	$992	$1,001	$806	$(9)	$186
Gross margin percent	43.8%	42.5%	40.8%	1.3 points	3.0 points
Operating income	$391	$387	$250	$4	$141
Operating margin	17.3%	16.4%	12.7%	0.9 point	4.6 points
Net income	$301	$262	$168	$39	$133
Earnings per diluted share	$0.24	$0.21	$0.14	$0.03	$0.10
Non-GAAP Adjusted Results					
Non-GAAP adjusted gross margin	$1,030	$1,041	$847	$(11)	$183
Non-GAAP adjusted gross margin percent	45.5%	44.2%	42.9%	1.3 points	2.6 points
Non-GAAP adjusted operating income	$477	$482	$312	$(5)	$165
Non-GAAP adjusted operating margin	21.1%	20.5%	15.8%	0.6 point	5.3 points
Non-GAAP adjusted net income	$349	$348	$222	$1	$127
Non-GAAP adjusted earnings per diluted share	$0.28	$0.28	$0.18	$—	$0.10

	Nine Months Ended		Change
	July 27, 2014	July 28, 2013	YTD Q3 2014 over YTD Q3 2013
	(In millions, except per share amounts and percentages)		
New orders	$7,393	$6,374	$1,019
Net sales	$6,808	$5,521	$1,287
Gross margin	$2,884	$2,196	$688
Gross margin percent	42.4%	39.8%	2.6 points
Operating income	$1,108	$221	$887
Operating margin	16.3%	4.0%	12.3 points
Net income	$816	$73	$743
Earnings per diluted share	$0.66	$0.06	$0.60
Non-GAAP Adjusted Results			
Non-GAAP adjusted gross margin	$3,001	$2,325	$676
Non-GAAP adjusted gross margin percent	44.1%	42.1%	2.0 points
Non-GAAP adjusted operating income	$1,339	$709	$630
Non-GAAP adjusted operating margin	19.7%	12.8%	6.9 points
Non-GAAP adjusted net income	$976	$490	$486

Non-GAAP adjusted earnings per diluted share	$0.79	$0.40	$0.39

Reconciliations of non-GAAP adjusted measures are presented below under "Non-GAAP Adjusted Results." Fiscal 2014 and 2013 each contain 52 weeks, and the first nine months of fiscal years 2014 and 2013 each contained 39 weeks.

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Mobility, and the increasing technological functionality of mobile devices, continues to be the largest drivers of semiconductor industry spending. The first nine months of fiscal 2014 were characterized by continued demand for semiconductor equipment by foundry customers driven by demand for advanced mobile chips. In addition, demand for semiconductor equipment from memory customers improved during the first nine months of fiscal 2014 as manufacturers invest in technology upgrades. Mobility also represents a significant driver of display industry spending, which has resulted in continued manufacturing capacity expansion for mobile applications. Demand for larger LCD TVs is also driving investment in display equipment, although the TV manufacturing sector remains susceptible to highly cyclical conditions. Investment in solar equipment remained low during the first nine months of fiscal 2014, despite continued end-market growth, due to ongoing excess manufacturing capacity in the industry.

On September 24, 2013, Applied announced an agreement with Tokyo Electron Limited (TEL), a Japanese corporation and global supplier of semiconductor and flat panel display production equipment, and provider of technical support and services for semiconductor, flat panel display and PV panel production equipment, to effect a combination of their respective businesses into a new combined company. The combination is expected to bring together leading technologies and products and create an expanded set of capabilities in precision materials engineering and patterning. In June 2014, the shareholders of Applied and TEL approved the proposed business combination. Under the agreement, which was amended February 14, 2014, the closing of the transaction is subject to customary conditions, including regulatory approvals.

Results of Operations

New Orders

New orders by reportable segment for the periods indicated were as follows:

	Three Months Ended						Change	
	July 27, 2014		April 27, 2014		July 28, 2013		Q3 2014 over Q2 2014	Q3 2014 over Q3 2013
	(In millions, except percentages)							
Silicon Systems Group	$1,565	63%	$1,664	63%	$1,203	60%	(6)%	30%
Applied Global Services	552	22%	537	20%	517	26%	3%	7%
Display	296	12%	340	13%	256	13%	(13)%	16%
Energy and Environmental Solutions	66	3%	88	4%	19	1%	(25)%	247%
Total	$2,479	100%	$2,629	100%	$1,995	100%	(6)%	24%

	Nine Months Ended				Change
	July 27, 2014		July 28, 2013		YTD Q3 2014 over YTD Q3 2013
	(In millions, except percentages)				
Silicon Systems Group	$4,798	65%	$4,117	65%	17%
Applied Global Services	1,686	23%	1,542	24%	9%
Display	715	10%	589	9%	21%
Energy and Environmental Solutions	194	2%	126	2%	54%
Total	$7,393	100%	$6,374	100%	16%

New orders for the third quarter of fiscal 2014 decreased compared to the prior quarter primarily due to lower orders for semiconductor and display equipment, partially offset by higher demand for semiconductor services and spares.

New orders for the third quarter and first nine months of fiscal 2014 increased compared to the same periods in fiscal 2013, primarily due to higher demand for semiconductor equipment, semiconductor spares and services, and display equipment. The Silicon Systems Group's proportion of total new orders relative to other segments remained unchanged compared to the prior quarter and continues to constitute the majority of total new orders.

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New orders by geographic region, determined by the product shipment destination specified by the customer, were as follows:

	Three Months Ended						Change	
	July 27, 2014		April 27, 2014		July 28, 2013		Q3 2014 over Q2 2014	Q3 2014 over Q3 2013
	(In millions, except percentages)							
Taiwan	$497	20%	$660	25%	$356	18%	(25)%	40%
China	384	16%	596	23%	339	17%	(36)%	13%
Korea	217	9%	378	14%	249	12%	(43)%	(13)%
Japan	378	15%	203	8%	333	17%	86%	14%
Southeast Asia	177	7%	72	3%	124	6%	146%	43%
Asia Pacific	1,653	67%	1,909	73%	1,401	70%	(13)%	18%
United States	680	27%	521	20%	369	19%	31%	84%
Europe	146	6%	199	7%	225	11%	(27)%	(35)%
Total	$2,479	100%	$2,629	100%	$1,995	100%	(6)%	24%

	Nine Months Ended				Change
	July 27, 2014		July 28, 2013		YTD Q3 2014 over YTD Q3 2013
	(In millions, except percentages)				
Taiwan	$2,141	29%	$2,164	34%	(1)%
China	1,306	18%	853	14%	53%
Korea	835	11%	706	11%	18%
Japan	744	10%	705	11%	6%
Southeast Asia	299	4%	256	4%	17%
Asia Pacific	5,325	72%	4,684	74%	14%
United States	1,604	22%	1,158	18%	39%
Europe	464	6%	532	8%	(13)%
Total	$7,393	100%	$6,374	100%	16%

The changes in new orders from customers in Taiwan, Korea, Japan and the United States in the third quarter of fiscal 2014 compared to the prior quarter primarily reflected changes in customer mix. The decrease in new orders from customers in China in the third quarter of fiscal 2014 compared to the prior quarter primarily reflected changes in timing of orders received for display equipment. The increases in new orders from customers in the United States and Taiwan in the third quarter of fiscal 2014 compared to the same period in fiscal 2013, were primarily attributable to increased demand for semiconductor equipment.

The increases in new orders from customers in the United States, China and Korea in the first nine months of fiscal 2014 compared to the same periods in the prior year primarily reflected increased demand for semiconductor equipment. Increased demand for display equipment also contributed to the increase in new orders from customers in China during the first nine months of fiscal 2014.

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Changes in backlog during the nine months ended July 27, 2014 were as follows:

	July 27, 2014
	(In millions)
Beginning balance	$2,372
New orders	7,393
Net sales	(6,808)
Net adjustments	11
Ending balance	$2,968

Backlog consists of: (1) orders for which written authorizations have been accepted and assigned shipment dates are within the next 12 months, or shipment has occurred but revenue has not been recognized; and (2) contractual service revenue and maintenance fees to be earned within the next 12 months. Applied's backlog at any particular time is not necessarily indicative of actual sales for any future periods due to the potential for customer changes in delivery schedules or cancellation of orders. Backlog adjustments included re-bookings, partially offset by an unfavorable foreign currency impact. Approximately 85 percent of backlog as of the end of the third quarter of fiscal 2014 is anticipated to be shipped within the next two quarters.

Backlog by reportable segment as of the end of the most recent three fiscal quarters was as follows:

	July 27, 2014		April 27, 2014		January 26, 2014		Q3 2014 over Q2 2014	Q3 2014 over Q1 2014
	(In millions, except percentages)							
Silicon Systems Group	$1,514	51%	$1,449	53%	$1,370	56%	4%	11%
Applied Global Services	648	22%	642	24%	659	27%	1%	(2)%
Display	651	22%	475	17%	281	12%	37%	132%
Energy and Environmental Solutions	155	5%	169	6%	125	5%	(8)%	24%
Total	$2,968	100%	$2,735	100%	$2,435	100%	9%	22%

Total backlog increased in the third quarter of fiscal 2014 compared to the prior quarter primarily due to the timing of orders received for display equipment in anticipation of future shipments. In the third quarter of fiscal 2014, approximately 43 percent of net sales in the Silicon Systems Group, Applied's largest business segment, were for orders received and shipped within the quarter, down from 54 percent in the prior quarter.

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Net Sales

Net sales by reportable segment for the periods indicated were as follows:

	Three Months Ended						Change	
	July 27, 2014		April 27, 2014		July 28, 2013		Q3 2014 over Q2 2014	Q3 2014 over Q3 2013
	(In millions, except percentages)							
Silicon Systems Group	$1,476	65%	$1,584	67%	$1,272	65%	(7)%	16%
Applied Global Services	567	25%	534	23%	497	25%	6%	14%
Display	119	5%	147	6%	161	8%	(19)%	(26)%
Energy and Environmental Solutions	103	5%	88	4%	45	2%	17%	129%
Total	$2,265	100%	$2,353	100%	$1,975	100%	(4)%	15%

	Nine Months Ended				Change
	July 27, 2014		July 28, 2013		YTD Q3 2014 over YTD Q3 2013
	(In millions, except percentages)				
Silicon Systems Group	$4,544	67%	$3,532	64%	29%
Applied Global Services	1,608	24%	1,485	27%	8%
Display	425	6%	375	7%	13%
Energy and Environmental Solutions	231	3%	129	2%	79%
Total	$6,808	100%	$5,521	100%	23%

Net sales for the third quarter of fiscal 2014 decreased slightly compared to the prior quarter led by lower customer spending on semiconductor equipment. The Silicon Systems Group’s relative share of total net sales decreased slightly compared to the prior quarter but remains the largest contributor of net sales. The Silicon Systems Group and Applied Global Services represented at least 90 percent of Applied's total net sales for all periods presented.

For the third quarter and first nine months of fiscal 2014 compared to the same periods in the prior year, net sales increased primarily due to increased customer investments in semiconductor equipment.

Net sales by geographic region, determined by the location of customers' facilities to which products were shipped, were as follows:

	Three Months Ended						Change	
	July 27, 2014		April 27, 2014		July 28, 2013		Q3 2014 over Q2 2014	Q3 2014 over Q3 2013
	(In millions, except percentages)							
Taiwan	$598	26%	$781	33%	$658	33%	(23)%	(9)%
China	288	13%	428	18%	273	14%	(33)%	5%
Korea	226	10%	351	15%	262	13%	(36)%	(14)%
Japan	229	10%	215	9%	154	8%	7%	49%
Southeast Asia	81	4%	52	2%	100	5%	56%	(19)%
Asia Pacific	1,422	63%	1,827	77%	1,447	73%	(22)%	(2)%
United States	683	30%	370	16%	353	18%	85%	93%
Europe	160	7%	156	7%	175	9%	3%	(9)%
Total	$2,265	100%	$2,353	100%	$1,975	100%	(4)%	15%

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	Nine Months Ended				Change
	July 27, 2014		July 28, 2013		YTD Q3 2014 over YTD Q3 2013
	(In millions, except percentages)				
Taiwan	$2,084	31%	$2,051	37%	2%
China	1,305	19%	583	11%	124%
Korea	778	11%	693	13%	12%
Japan	608	9%	409	7%	49%
Southeast Asia	220	3%	231	4%	(5)%
Asia Pacific	4,995	73%	3,967	72%	26%
United States	1,333	20%	1,116	20%	19%
Europe	480	7%	438	8%	10%
Total	$6,808	100%	$5,521	100%	23%

The changes in net sales from customers in Taiwan, Korea, China and the United States in the third quarter of fiscal 2014 compared to the prior quarter primarily reflected changes in customer mix and timing of shipments.

The increases in net sales from customers in the United States and Japan in the third quarter and first nine months of fiscal 2014 compared to the same periods in the prior year were primarily due to increased investment in semiconductor equipment. The increase in net sales from customers in China in the first nine months of fiscal 2014 compared to the same period in the prior year was primarily due to increased investment in semiconductor, display and solar equipment.

Gross Margin

Gross margins for the periods indicated were as follows:

	Three Months Ended			Change		Nine Months Ended		Change
	July 27, 2014	April 27, 2014	July 28, 2013	Q3 2014 over Q2 2014	Q3 2014 over Q3 2013	July 27, 2014	July 28, 2013	YTD Q3 2014 over YTD Q3 2013
	(In millions, except percentages)							
Gross margin	$992	$1,001	$806	$(9)	$186	$2,884	$2,196	$688
Gross margin percent	43.8%	42.5%	40.8%	1.3 points	3 points	42.4%	39.8%	2.6 points
Non-GAAP Adjusted Results								
Non-GAAP adjusted gross margin	$1,030	$1,041	$847	$(11)	$183	$3,001	$2,325	$676
Non-GAAP adjusted gross margin percent	45.5%	44.2%	42.9%	1.3 points	2.6 points	44.1%	42.1%	2.0 points

Reconciliations of non-GAAP adjusted measures are presented below under "Non-GAAP Adjusted Results."

Gross margin and non-GAAP adjusted gross margin decreased in the third quarter of fiscal 2014 compared to the prior quarter, primarily reflecting lower net sales. Gross margin percent and non-GAAP adjusted gross margin percent increased in the third quarter of fiscal 2014 compared to prior quarter, despite lower net sales, primarily due to favorable changes in product mix and the sale of display tools that had been written down previously. Gross margin and non-GAAP adjusted gross margin increased in the third quarter of fiscal 2014 and first nine months compared to the same periods in the prior year, primarily reflecting higher net sales, the recovery of a regional customs duty

assessment charge, sales of display and solar tools that had been written down previously, and lower inventory charges and manufacturing costs. Gross margin and non-GAAP adjusted gross margin during each of the three months ended July 27, 2014, April 27, 2014 and July 28, 2013 included $13 million of share-based compensation expense. Gross margin and non-GAAP adjusted gross margin during the nine months ended July 27, 2014 and July 28, 2013 included $40 million and $37 million, respectively, of share-based compensation expense.

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Research, Development and Engineering

Research, Development and Engineering (RD&E) expenses for the periods indicated were as follows:

	Three Months Ended			Change		Nine Months Ended		Change
	July 27, 2014	April 27, 2014	July 28, 2013	Q3 2014 over Q2 2014	Q3 2014 over Q3 2013	July 27, 2014	July 28, 2013	YTD Q3 2014 over YTD Q3 2013
	(In millions)							
Research, development and engineering	$357	$355	$334	$2	$23	$1,068	$982	$86

Applied's future operating results depend to a considerable extent on its ability to maintain a competitive advantage in the equipment and service products it provides. Applied believes that it is critical to continue to make substantial investments in RD&E to assure the availability of innovative technology that meets the current and projected requirements of its customers' most advanced designs. Applied historically has maintained its commitment to investing in RD&E in order to continue to offer new products and technologies. Development cycles range from 12 to 36 months depending on whether the product is an enhancement of an existing product, which typically has a shorter development cycle, or a new product, which typically has a longer development cycle. Most of Applied's existing products resulted from internal development activities and innovations involving new technologies, materials and processes. In certain instances, Applied acquires technologies, either in existing or new product areas, to complement its existing technology capabilities and to reduce time to market.

As part of its growth strategy, Applied has taken certain actions, including workforce reductions and reprioritization of existing spending, to enable increased funding for investments in technical capabilities and critical RD&E programs that address profitable opportunities in current and new markets, with a focus on semiconductor technologies. RD&E expenses in the third quarter of fiscal 2014 were flat compared to the prior quarter. RD&E expenses in the third quarter and first nine months of fiscal 2014 were higher compared to the same periods in fiscal 2013, reflecting the impact of ongoing product development initiatives. RD&E expenses during the three months ended July 27, 2014, April 27, 2014 and July 28, 2013 included $16 million, $16 million and $14 million, respectively, of share-based compensation expense. RD&E expenses during the nine months ended July 27, 2014 and July 28, 2013 included $49 million and $39 million, respectively, of share-based compensation expense.

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Marketing and Selling

Marketing and selling expenses for the periods indicated were as follows:

	Three Months Ended			Change		Nine Months Ended		Change
	July 27, 2014	April 27, 2014	July 28, 2013	Q3 2014 over Q2 2014	Q3 2014 over Q3 2013	July 27, 2014	July 28, 2013	YTD Q3 2014 over YTD Q3 2013
	(In millions)							
Marketing and selling	$108	$107	$111	$1	$(3)	$324	$334	$(10)

Marketing and selling expenses for the third quarter of fiscal 2014 were flat compared to the prior quarter and the comparable period in fiscal 2013. Marketing and selling expenses for the first nine months of fiscal 2014 decreased from the same period in fiscal 2013 mainly due to headcount reductions. Marketing and selling expenses during the three months ended July 27, 2014, April 27, 2014 and July 28, 2013 included $6 million, $5 million, and $5 million, respectively, of share-based compensation expense. Marketing and selling expenses during the nine months ended July 27, 2014 and July 28, 2013 included $17 million and $15 million, respectively, of share-based compensation expense.

General and Administrative

General and administrative (G&A) expenses for the periods indicated were as follows:

	Three Months Ended			Change		Nine Months Ended		Change
	July 27, 2014	April 27, 2014	July 28, 2013	Q3 2014 over Q2 2014	Q3 2014 over Q3 2013	July 27, 2014	July 28, 2013	YTD Q3 2014 over YTD Q3 2013
	(In millions)							
General and administrative	$136	$152	$97	$(16)	$39	$377	$348	$29

G&A expenses for the third quarter of fiscal 2014 decreased from the prior quarter primarily due to proceeds from a favorable litigation outcome and a decrease in unrealized loss related to the foreign exchange option contracts associated with the proposed business combination with TEL, partially offset by an increase in integration planning costs related to the proposed business combination. The third and second quarters of fiscal 2014 included unrealized losses of $10 million and $23 million, respectively, related to foreign exchange option contracts associated with the announced business combination with TEL. G&A expenses for the third quarter and first nine months of fiscal 2014 increased from the comparable period in fiscal 2013 primarily due to integration planning costs and unrealized loss on the foreign exchange option contracts related to TEL, partially offset by proceeds from a favorable litigation outcome and lower administrative function expenses as a result of previously announced restructuring activities. G&A expenses during the three months ended July 27, 2014, April 27, 2014 and July 28, 2013 included $9 million, $8 million and $8 million, respectively, of share-based compensation expense. G&A expenses during the nine months ended July 27, 2014 and July 28, 2013 included $26 million and $25 million, respectively, of share-based compensation expense.

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Restructuring Charges and Asset Impairments

Restructuring charges and asset impairments for the periods indicated were as follows:

	Three Months Ended			Change		Nine Months Ended		Change
	July 27, 2014	April 27, 2014	July 28, 2013	Q3 2014 over Q2 2014	Q3 2014 over Q3 2013	July 27, 2014	July 28, 2013	YTD Q3 2014 over YTD Q3 2013
	(In millions)							
Restructuring charges and asset impairments	$—	$—	$14	$—	$(14)	$7	$33	$(26)

On October 3, 2012, Applied announced a restructuring plan (the 2012 Global Restructuring Plan) to realign its global workforce and enhance its ability to invest for growth. Under this plan, Applied implemented a voluntary retirement program and other workforce reduction actions that affected approximately 1,300 positions. As of January 26, 2014, principal activities related to this plan were complete. During the nine months ended July 27, 2014, Applied recognized $7 million of employee-related costs in connection with this plan. During the three and nine months ended July 28, 2013, Applied recognized $4 million and $12 million, respectively, of employee-related costs in connection with the plan. Total costs incurred in implementing this plan were $152 million, none of which were allocated to the segments.

For further details, see Note 11 of Notes to Consolidated Condensed Financial Statements.

Interest Expense and Interest and Other Income, net

Interest expense and interest and other income, net for the periods indicated were as follows:

	Three Months Ended			Change		Nine Months Ended		Change
	July 27, 2014	April 27, 2014	July 28, 2013	Q3 2014 over Q2 2014	Q3 2014 over Q3 2013	July 27, 2014	July 28, 2013	YTD Q3 2014 over YTD Q3 2013
	(In millions)							
Interest expense	$24	$23	$23	$1	$1	$72	$71	$1
Interest and other income, net	$3	$1	$1	$2	$2	$14	$6	$8

Interest expense remained flat in the third quarter of fiscal 2014 compared to the prior quarter, and for the third quarter and first nine months of fiscal 2014 compared to the same periods in fiscal 2013. Interest expenses incurred were primarily associated with the senior unsecured notes issued in June 2011.

Interest and other income, net increased in the third quarter of fiscal 2014 compared to the prior quarter and in the first nine months of fiscal 2014 compared to the same period in fiscal 2013, primarily due to realized gains on sales of securities recorded during fiscal 2014, partially offset by increases in impairments of strategic investments.

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Income Taxes

Provision for income taxes and effective tax rates for the periods indicated were as follows:

	Three Months Ended			Change		Nine Months Ended		Change
	July 27, 2014	April 27, 2014	July 28, 2013	Q3 2014 over Q2 2014	Q3 2014 over Q3 2013	July 27, 2014	July 28, 2013	YTD Q3 2014 over YTD Q3 2013
	(In millions, except percentages)							
Provision for income taxes	$69	$103	$60	$(34)	$9	$234	$83	$151
Effective tax rate	18.6%	28.2%	26.3%	(9.6) points	(7.7) points	22.3%	53.2%	(30.9) points

Applied's effective tax rate is affected by the geographical composition of income, which includes jurisdictions with income tax incentives and differing tax rates. It is also affected by discrete events that are not consistent from period to period, such as changes in income tax legislation and the resolution of income tax filings.

Applied's effective tax rates for the third and second quarters of fiscal 2014 were 18.6 percent and 28.2 percent, respectively. Applied's effective tax rate for the third quarter of fiscal 2013 was 26.3 percent. The effective tax rate for the third quarter of fiscal 2014 was lower than the prior quarter and the same period in the prior year primarily due to the resolution of income tax filings and changes in the geographical composition of income.

Applied's effective tax rates for the first nine months of fiscal 2014 and 2013 were 22.3 percent and 53.2 percent, respectively. The effective tax rate for the first nine months of fiscal 2014 was lower than in the same period in the prior year primarily due to a goodwill impairment charge recorded in the second quarter of fiscal 2013 that was not deductible, the resolution of income tax filings and changes in the geographical composition of income.

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Segment Information

Applied reports financial results in four segments: Silicon Systems Group, Applied Global Services, Display, and Energy and Environmental Solutions. A description of the products and services, as well as financial data, for each reportable segment can be found in Note 16 of Notes to Consolidated Condensed Financial Statements. Applied does not allocate to its reportable segments certain operating expenses that it manages separately at the corporate level. These unallocated costs include costs for share-based compensation; certain management, finance, legal, human resource, and RD&E functions provided at the corporate level; and unabsorbed information technology and occupancy. In addition, Applied does not allocate to its reportable segments restructuring and asset impairment charges and any associated adjustments related to restructuring actions, unless these actions pertain to a specific reportable segment.

The results for each reportable segment are discussed below.

Silicon Systems Group Segment

The Silicon Systems Group segment includes semiconductor capital equipment for deposition, etch, ion implantation, rapid thermal processing, chemical mechanical planarization, metrology and inspection, and wafer packaging. Development efforts are focused on solving customers' key technical challenges in transistor, patterning, interconnect and packaging performance as devices scale to advanced technology nodes. The mobility trend remains the largest influence on industry spending, as it drives device manufacturers to deliver high-performance, low-power processors and affordable solid-state storage in a small form factor.

The competitive environment for the Silicon Systems Group in the first nine months of fiscal 2014 reflected continued investment by semiconductor manufacturers, with foundries remaining the primary driver of the segment’s net sales as customers ramp wafer starts at advanced nodes to meet demand for advanced mobile chips. Net sales to memory customers also improved during this period as manufacturers of DRAM and NAND products invest in technology upgrades.

Certain significant measures for the periods indicated were as follows:

	Three Months Ended			Change			
	July 27, 2014	April 27, 2014	July 28, 2013	Q3 2014 over Q2 2014		Q3 2014 over Q3 2013	
	(In millions, except percentages and ratios)						
New orders	$1,565	$1,664	$1,203	$(99)	(6)%	$362	30%
Net sales	1,476	1,584	1,272	(108)	(7)%	204	16%
Book to bill ratio	1.1	1.1	0.9				
Operating income	381	391	246	(10)	(3)%	135	55%
Operating margin	25.8%	24.7%	19.3%		1.1 points		6.5 points
Non-GAAP Adjusted Results							
Non-GAAP adjusted operating income	$423	$433	$283	(10)	(2)%	140	49%
Non-GAAP adjusted operating margin	28.7%	27.3%	22.2%		1.4 points		6.5 points

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	Nine Months Ended		Change YTD Q3 2014 over YTD Q3 2013	
	July 27, 2014	July 28, 2013		
	(In millions, except percentages and ratios)			
New orders	$4,798	$4,117	$681	17%
Net sales	4,544	3,532	1,012	29%
Book to bill ratio	1.1	1.2		
Operating income	1,086	663	423	64%
Operating margin	23.9 %	18.8 %		5.1 points
Non-GAAP Adjusted Results				
Non-GAAP adjusted operating income	$1,213	$792	421	53%
Non-GAAP adjusted operating margin	26.7 %	22.4 %		4.3 points

Reconciliations of non-GAAP adjusted measures are presented below under "Non-GAAP Adjusted Results."

New orders for the Silicon Systems Group by end use application for the periods indicated were as follows:

	Three Months Ended			Nine Months Ended	
	July 27, 2014	April 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
Foundry	50%	50%	45%	53%	62%
Memory	36%	38%	38%	36%	24%
Logic and other	14%	12%	17%	11%	14%
	100%	100%	100%	100%	100%

New orders for the third quarter of fiscal 2014 decreased from the prior quarter primarily due to lower demand from memory and foundry customers. New orders from foundry customers still constitute the majority of this segment's new orders. Net sales for the third quarter of fiscal 2014 decreased sequentially primarily due to lower spending from memory customers, partially offset by increased investments from foundry customers. Approximately 43 percent of net sales in the third quarter of fiscal 2014 were for orders received and shipped within the quarter. Operating income and non-GAAP adjusted operating income decreased in the third quarter of fiscal 2014 compared to the prior quarter, reflecting lower net sales, while operating income margin and non-GAAP adjusted operating income margin increased primarily due to favorable changes in product mix. In the third quarter of fiscal 2014, four customers accounted for approximately 63 percent of this segment's total new orders, while one customer accounted for approximately 26 percent of this segment's net sales.

New orders and net sales for the third quarter and first nine months of fiscal 2014 increased compared to the same periods in fiscal 2013 mainly due to increased demand and spending from foundry and memory customers. Operating income and non-GAAP adjusted operating income increased in the third quarter and first nine months of fiscal 2014 compared to the same periods in the prior year, reflecting the increase in net sales, partially offset by increased RD&E spending.

The following regions accounted for at least 30 percent of total net sales for the Silicon Systems Group segment for one or more of the periods indicated:

	Three Months Ended			Change	
	July 27, 2014	April 27, 2014	July 28, 2013	Q3 2014 over Q2 2014	Q3 2014 over Q3 2013

	(In millions, except percentages)							
Taiwan	$466	32%	$652	41%	$533	42%	(29)%	(13)%
United States	$544	37%	$234	15%	$231	18%	132%	135%

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	Nine Months Ended				Change YTD Q3 2014 over YTD Q3 2013
	July 27, 2014		July 28, 2013		
	(In millions, except percentages)				
Taiwan	$1,711	38%	$1,711	48%	—%
United States	$934	21%	$734	21%	27%

Applied Global Services Segment

The Applied Global Services segment encompasses integrated solutions to optimize equipment and fab performance and productivity, including spares, upgrades, services, remanufactured earlier generation equipment and factory automation software for semiconductor, display and solar products. Customer demand for products and services is fulfilled through a global distribution system with trained service engineers located in close proximity to customer sites.

Industry conditions that affected Applied Global Services' sales of spares and services during the first nine months of fiscal 2014 were principally semiconductor manufacturers' wafer starts, as well as utilization rates.

Certain significant measures for the periods indicated were as follows:

	Three Months Ended			Change			
	July 27, 2014	April 27, 2014	July 28, 2013	Q3 2014 over Q2 2014		Q3 2014 over Q3 2013	
	(In millions, except percentages and ratios)						
New orders	$552	$537	$517	$15	3%	$35	7%
Net sales	567	534	497	33	6%	70	14%
Book to bill ratio	1.0	1.0	1.0				
Operating income	154	148	114	6	4%	40	35%
Operating margin	27.2 %	27.7 %	22.9 %		(0.5) point		4.3 points
Non-GAAP Adjusted Results							
Non-GAAP adjusted operating income	154	150	116	4	3%	38	33%
Non-GAAP adjusted operating margin	27.2 %	28.1 %	23.3 %		(0.9) point		3.9 points

	Nine Months Ended		Change YTD Q3 2014 over YTD Q3 2013	
	July 27, 2014	July 28, 2013		
	(In millions, except percentages and ratios)			
New orders	$1,686	$1,542	$144	9%
Net sales	1,608	1,485	123	8%
Book to bill ratio	1.0	1.0		
Operating income	427	321	106	33%
Operating margin	26.6 %	21.6 %		5.0 points
Non-GAAP Adjusted Results				
Non-GAAP adjusted operating income	$430	$327	103	31%
Non-GAAP adjusted operating margin	26.7 %	22.0 %		4.7 points

Reconciliations of non-GAAP adjusted measures are presented below under "Non-GAAP Adjusted Results."
New orders for the third quarter of fiscal 2014 increased compared to the prior quarter primarily due to increased demand for semiconductor spares and services. Net sales for the third quarter of fiscal 2014 increased from the prior quarter primarily due

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to higher investment in semiconductor spares and services as well as display and semiconductor remanufactured equipment. Operating income and non-GAAP adjusted operating income were slightly higher than in the prior quarter primarily due to higher net sales. Operating margin and non-GAAP adjusted operating margin slightly decreased from the prior quarter primarily due to a lower recovery of the remaining regional customs duty assessment charge.

New orders and net sales for the third quarter of fiscal 2014 increased compared to the same period in fiscal 2013 mainly due to increased demand for semiconductor spares and services. In addition, increased investments in display equipment upgrades and 200mm equipment systems contributed to the increase in net sales for the third quarter of fiscal 2014 compared to the same period in fiscal 2013. Operating income and non-GAAP adjusted operating income increased in the third quarter of fiscal 2014 compared to the same period in the prior year, reflecting the increase in net sales.

New orders and net sales for the first nine months of fiscal 2014 increased compared to the same period in fiscal 2013 mainly due to increased demand for semiconductor spares and services, as well as 200mm equipment systems and equipment upgrades. Operating income and non-GAAP adjusted operating income increased in the first nine months of fiscal 2014 compared to the same period in the prior year, reflecting the increase in net sales as well as the recovery of a regional customs duty assessment charge.

There was no single region that accounted for at least 30 percent of total net sales for the Applied Global Services segment for any of the periods presented.

Display Segment

The Display segment encompasses products for manufacturing liquid crystal displays (LCDs), organic light-emitting diodes (OLEDs), and other display technologies for TVs, personal computers (PCs), tablets, smart phones, and other consumer-oriented devices. The segment is focused on expanding its presence through technologically-differentiated equipment for manufacturing large-scale TVs; entry into new markets such as low temperature polysilicon (LTPS), metal oxide, and touch panel sectors; and development of products that enable cost reductions through productivity and uniformity. Display industry growth depends primarily on consumer demand for increasingly larger and more advanced LCD TVs and high resolution displays for next generation mobile devices.

The market environment for Applied's Display segment in 2014 has been characterized by continued demand for manufacturing equipment for TV and high-end mobile devices, although this sector remains susceptible to highly cyclical conditions. Uneven order and revenue patterns in the Display segment can cause significant fluctuations quarter-over-quarter, as well as year-over year.

Certain significant measures for the periods indicated were as follows:

	Three Months Ended			Change			
	July 27, 2014	April 27, 2014	July 28, 2013	Q3 2014 over Q2 2014		Q3 2014 over Q3 2013	
	(In millions, except percentages and ratios)						
New orders	$296	$340	$256	$(44)	(13)%	$40	16%
Net sales	119	147	161	(28)	(19)%	(42)	(26)%
Book to bill ratio	2.5	2.3	1.6				
Operating income	25	26	33	(1)	(4)%	(8)	(24)%
Operating margin	21.0%	17.7%	20.5%		3.3 points		0.5 point
Non-GAAP Adjusted Results							
Non-GAAP adjusted operating income	$26	$26	$34	—	—%	(8)	(24)%
Non-GAAP adjusted operating margin	21.8%	17.7%	21.1%		4.1 points		0.7 point

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	Nine Months Ended		Change YTD Q3 2014 over YTD Q3 2013	
	July 27, 2014	July 28, 2013		
	(In millions, except percentages and ratios)			
New orders	$715	$589	$126	21%
Net sales	425	375	50	13%
Book to bill ratio	1.7	1.6		
Operating income	77	55	22	40%
Operating margin	18.1 %	14.7 %		3.4 points
Non-GAAP Adjusted Results				
Non-GAAP adjusted operating income	$79	$60	19	32%
Non-GAAP adjusted operating margin	18.6 %	16.0 %		2.6 points

Reconciliations of non-GAAP adjusted measures are presented below under "Non-GAAP Adjusted Results."

New orders for the third quarter of fiscal 2014 decreased compared to the prior quarter but remained at relatively high levels. Net sales also were lower compared to the prior quarter due to timing of shipments. Operating income and non-GAAP adjusted operating income were essentially flat compared to the prior quarter. Operating margin and non-GAAP adjusted operating margin increased over the prior quarter, despite a decrease in net sales, due primarily to sales of tools for which inventory had been fully reserved previously. Four customers accounted for approximately 85 percent of new orders for the Display segment in the third quarter of fiscal 2014, with one customer accounting for more than 40 percent of new orders. Three customers accounted for approximately 80 percent of net sales for this segment in the third quarter of fiscal 2014.

New orders for the third quarter of fiscal 2014 increased compared to the same period in the prior year primarily due to higher demand for TV manufacturing equipment, while net sales were lower compared to the same period in the prior year mainly due to timing of shipments. Operating income and non-GAAP adjusted operating income decreased for the third quarter of fiscal 2014 from the comparable period in fiscal 2013, reflecting decreased net sales.

New orders and net sales for the first nine months of fiscal 2014 increased compared to the same period in the prior year primarily due to higher demand for TV manufacturing equipment. Operating income and non-GAAP adjusted operating income also increased, reflecting higher net sales, better installation and warranty performance, and material and manufacturing cost reductions, partially offset by increased research and development expenses.

The following regions accounted for at least 30 percent of total net sales for the Display segment for one or more of the periods indicated:

	Three Months Ended						Change Q3 2014 over Q2 2014	Change Q3 2014 over Q3 2013
	July 27, 2014		April 27, 2014		July 28, 2013			
	(In millions, except percentages)							
China	$65	55%	$135	92%	$113	70%	(52)%	(42)%
Korea	$36	30%	$1	1%	$26	16%	3,500%	38%

	Nine Months Ended		Change YTD Q3 2014 over YTD Q3 2013
	July 27, 2014	July 28, 2013	

	(In millions, except percentages)				
China	$355	84%	$187	50%	90%
Korea	$41	10%	$128	34%	(68)%

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Energy and Environmental Solutions Segment

The Energy and Environmental Solutions segment includes products for fabricating crystalline-silicon (c-Si) solar PV wafers and cells, as well as high throughput roll-to-roll deposition equipment for flexible electronics, packaging and other applications. This business is focused on delivering solutions to generate and conserve energy, with an emphasis on lowering the cost to produce solar modules and increasing conversion efficiency. While end-demand for solar PVs has been robust over the last several years, investment in capital equipment has remained low as global PV production capacity exceeds anticipated demand. The solar equipment environment improved slightly in the first nine months of fiscal 2014 relative to the same period in the previous year.

Certain significant measures for the periods indicated were as follows:

	Three Months Ended			Change			
	July 27, 2014	April 27, 2014	July 28, 2013	Q3 2014 over Q2 2014		Q3 2014 over Q3 2013	
	(In millions, except percentages and ratios)						
New orders	$66	$88	$19	$(22)	(25)%	$47	247%
Net sales	103	88	45	15	17%	58	129%
Book to bill ratio	0.6	1.0	0.4				
Operating income (loss)	24	5	(27)	19	380%	51	189%
Operating margin	23.3%	5.7%	(60.0)%		17.6 points		83.3 points
Non-GAAP Adjusted Results							
Non-GAAP adjusted operating income (loss)	25	7	(15)	18	257%	40	267%
Non-GAAP adjusted operating margin	24.3%	8.0%	(33.3)%		16.3 points		57.6 points

	Nine Months Ended		Change	
	July 27, 2014	July 28, 2013	YTD Q3 2014 over YTD Q3 2013	
	(In millions, except percentages and ratios)			
New orders	$194	$126	$68	54%
Net sales	231	129	102	79%
Book to bill ratio	0.8	1.0		
Operating income (loss)	18	(403)	421	104%
Operating margin	7.8%	(312.4)%		320.2 points
Non-GAAP Adjusted Results				
Non-GAAP adjusted operating income (loss)	$22	$(93)	115	124%
Non-GAAP adjusted operating margin	9.5%	(72.1)%		81.6 points

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Reconciliations of non-GAAP adjusted measures are presented below under "Non-GAAP Adjusted Results.".
New orders and net sales for the third quarter and first nine months of fiscal 2014 remained at low levels due to continued excess manufacturing capacity in the solar industry. Two customers accounted for approximately 40 percent of net sales for this segment during the third quarter of fiscal 2014. Operating margin and non-GAAP adjusted operating margin increased for the third quarter compared to the prior quarter, primarily due to proceeds from a favorable litigation outcome. Operating margin and non-GAAP operating margin for the third quarter and first nine months of fiscal 2014 were also higher compared to the same periods in the prior year primarily due to proceeds from a favorable litigation outcome, lower inventory charges, sales of solar tools that were written down previously and continued cost reduction measures and spending controls. Operating loss for the first nine months of fiscal 2013 included $278 million in goodwill and intangible asset impairment charges.
The following regions accounted for at least 30 percent of total net sales for the Energy and Environmental Solutions segment for one or more of the periods presented:

	Three Months Ended						Change	
	July 27, 2014		April 27, 2014		July 28, 2013		Q3 2014 over Q2 2014	Q3 2014 over Q3 2013
	(In millions, except percentages)							
China	$72	70%	$65	74%	$30	67%	11%	140%

	Nine Months Ended				Change
	July 27, 2014		July 28, 2013		YTD Q3 2014 over YTD Q3 2013
	(In millions, except percentages)				
China	$148	64%	$66	51%	124%

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Financial Condition, Liquidity and Capital Resources

Applied's cash, cash equivalents and investments consist of the following:

	July 27, 2014	October 27, 2013
	(In millions)	
Cash and cash equivalents	$2,726	$ 1,711
Short-term investments	145	180
Long-term investments	957	1,005
Total cash, cash-equivalents and investments	$3,828	$ 2,896

Sources and Uses of Cash

A summary of cash provided by (used in) operating, investing, and financing activities is as follows:

	Nine Months Ended	
	July 27, 2014	July 28, 2013
	(In millions)	
Cash provided by operating activities	$1,393	$604
Cash provided by (used in) investing activities	$(108)	$158
Cash used in financing activities	$(270)	$(409)

Operating Activities

Cash from operating activities for the nine months ended July 27, 2014 was $1.4 billion, which reflects net income adjusted for the effect of non-cash charges and changes in working capital components. Non-cash charges included depreciation, amortization, share-based compensation, and restructuring and asset impairments. Cash from operating activities reflected higher business volumes and increases in deferred revenue, partially offset by increases in inventories. The increases in inventories were mainly due to higher deferred inventory at the end of the third quarter of fiscal 2014.

Applied discounted $29 million of letters of credit issued by customers during the nine months ended July 27, 2014. Applied did not discount any letters of credit during the three months ended July 27, 2014 or the three and nine months ended July 28, 2013. Discounting of letters of credit depends on many factors, including the willingness of financial institutions to discount the letters of credit and the cost of such arrangements. Applied factored accounts receivable of $45 million during the nine months ended July 27, 2014. There was no factoring of accounts receivable during the three months ended July 27, 2014 or the three and the nine months ended July 28, 2013.

Applied’s working capital was $3.9 billion at July 27, 2014 and $3.2 billion at October 27, 2013.

Days sales, inventory and payable outstanding at the end of each of the periods indicated were:

	July 27, 2014	April 27, 2014	July 28, 2013
Days sales outstanding	65	62	54
Days inventory outstanding	111	105	106
Days payable outstanding	42	41	40

Days sales outstanding varies due to the timing of shipments and payment terms. Days sales outstanding increased in the third quarter of fiscal 2014 compared to the prior quarter primarily due to a decrease in revenue and slightly unfavorable revenue linearity, partially offset by improved collection performance. Days inventory outstanding and days payable outstanding increased during the third quarter of fiscal 2014 compared to the prior quarter reflecting slightly lower business volumes.

Days sales outstanding increased in the third quarter of fiscal 2014 compared to the same period in fiscal 2013 primarily due to unfavorable revenue linearity. Days inventory outstanding increased in the third quarter of fiscal 2014 compared to the same period in fiscal 2013 primarily due to a higher inventory balance reflecting increased business volumes.

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Investing Activities

Applied used $108 million of cash in investing activities during the nine months ended July 27, 2014. Proceeds from sales and maturities of investments, net of purchases of investments, totaled $70 million and capital expenditures were $178 million during the nine months ended July 27, 2014.

Financing Activities

Applied used cash for financing activities in the amount of $270 million during the nine months ended July 27, 2014, consisting primarily of $363 million in payment of cash dividends to stockholders, offset by proceeds from stock issuances related to equity compensation awards, including associated tax benefits, of $93 million.

In June 2014, March 2014 and December 2013, Applied's Board of Directors declared quarterly cash dividends in the amount of $0.10 per share. Applied currently anticipates that cash dividends will continue to be paid on a quarterly basis, although the declaration of any future cash dividend is at the discretion of the Board of Directors and will depend on Applied’s financial condition, results of operations, capital requirements, business conditions and other factors, as well as a determination by the Board of Directors that cash dividends are in the best interests of Applied’s stockholders.

Applied has credit facilities for unsecured borrowings in various currencies of up to $1.6 billion, of which $1.5 billion comprised of a committed revolving credit agreement with a group of banks that is scheduled to expire in May 2017. This agreement provides for borrowings in United States dollars at interest rates keyed to one of the two rates selected by Applied for each advance and includes financial and other covenants with which Applied was in compliance at July 27, 2014. Remaining credit facilities in the amount of approximately $78 million are with Japanese banks. Applied’s ability to borrow under these facilities is subject to bank approval at the time of the borrowing request, and any advances will be at rates indexed to the banks’ prime reference rate denominated in Japanese yen. No amounts were outstanding under any of these facilities at both July 27, 2014 and October 27, 2013, and Applied has not utilized these credit facilities. In connection with the proposed business combination with TEL, Applied intends to amend or replace its undrawn $1.5 billion unsecured revolving credit agreement.

Applied has debt agreements that contain financial and other covenants. These covenants require Applied to maintain certain minimum financial ratios. At July 27, 2014, Applied was in compliance with all such covenants. See Note 10 of Notes to Consolidated Condensed Financial Statements for additional discussion of long-term debt.

In the ordinary course of business, Applied provides standby letters of credit or other guarantee instruments to third parties as required for certain transactions initiated by either Applied or its subsidiaries. As of July 27, 2014, the maximum potential amount of future payments that Applied could be required to make under these guarantee agreements was approximately $45 million. Applied has not recorded any liability in connection with these guarantee agreements beyond that required to appropriately account for the underlying transaction being guaranteed. Applied does not believe, based on historical experience and information currently available, that it is probable that any amounts will be required to be paid under these guarantee agreements.

Applied also has agreements with various banks to facilitate subsidiary banking operations worldwide, including overdraft arrangements, issuance of bank guarantees, and letters of credit. As of July 27, 2014, Applied Materials, Inc. has provided parent guarantees to banks for approximately $102 million to cover these arrangements.

Others

During the fourth quarter of fiscal 2013, Applied purchased foreign exchange option contracts to limit its foreign exchange risk associated with the announced business combination with TEL. At July 27, 2014, the fair value of these foreign exchange option contracts was approximately $8 million. To further mitigate credit exposure in connection with these foreign exchange option contracts, Applied entered into security arrangements with certain counterparties, which require the counterparties to post collateral amounting to the approximate fair value of the derivative contracts. The cash collateral is included in cash and cash equivalents in the Consolidated Condensed Statements of Financial Position, with the corresponding liability included in accounts payable and accrued expenses. See Note 5 of Notes to Consolidated Condensed Financial Statements for additional discussion of derivative instruments.

Applied’s investment portfolio consists principally of investment grade money market mutual funds, U.S. Treasury and agency securities, municipal bonds, corporate bonds and mortgage-backed and asset-backed securities, as well as equity securities. Applied regularly monitors the credit risk in its investment portfolio and takes appropriate measures,

which may include the sale of certain securities, to manage such risks prudently in accordance with its investment policies. During the three and nine months ended July 27, 2014, Applied did not recognize any impairment of its fixed income or publicly traded equity securities. At July 27, 2014, gross unrealized losses due to a decrease in the fair value of certain fixed income securities were not material.

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During the nine months ended July 27, 2014, Applied did not record a bad debt provision. While Applied believes that its allowance for doubtful accounts at July 27, 2014 is adequate, it will continue to closely monitor customer liquidity and economic conditions.

As of July 27, 2014, approximately $2.4 billion of cash, cash equivalents, and marketable securities held by foreign subsidiaries may be subject to U.S. taxes if repatriated for U.S. operations. Of this amount, Applied intends to permanently reinvest approximately $1.8 billion of these funds outside of the U.S. and does not plan to repatriate these funds. For the remaining cash, cash equivalents and marketable securities held by foreign subsidiaries, U.S. taxes have been provided for in the financial statements.

Although cash requirements will fluctuate based on the timing and extent of factors such as those discussed above, Applied's management believes that cash generated from operations, together with the liquidity provided by existing cash balances and borrowing capability, will be sufficient to satisfy Applied's liquidity requirements for the next 12 months. For further details regarding Applied's operating, investing and financing activities, see the Consolidated Condensed Statements of Cash Flows in this report.

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Critical Accounting Policies and Estimates

The preparation of consolidated financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make judgments, assumptions and estimates that affect the amounts reported. Note 1 of Notes to Consolidated Financial Statements in Applied's Annual Report on Form 10-K and Note 1 of Notes to Consolidated Condensed Financial Statements in this report describe the significant accounting policies used in the preparation of the consolidated financial statements. Certain of these significant accounting policies are considered to be critical accounting policies.

A critical accounting policy is defined as one that is both material to the presentation of Applied's consolidated financial statements and that requires management to make difficult, subjective or complex judgments that could have a material effect on Applied's financial condition or results of operations. Specifically, these policies have the following attributes: (1) Applied is required to make assumptions about matters that are highly uncertain at the time of the estimate; and (2) different estimates Applied could reasonably have used, or changes in the estimate that are reasonably likely to occur, would have a material effect on Applied's financial condition or results of operations. Estimates and assumptions about future events and their effects cannot be determined with certainty. Applied bases its estimates on historical experience and on various other assumptions believed to be applicable and reasonable under the circumstances. These estimates may change as new events occur, as additional information is obtained and as Applied's operating environment changes. These changes have historically been minor and have been included in the consolidated financial statements as soon as they became known. In addition, management is periodically faced with uncertainties, the outcomes of which are not within its control and will not be known for prolonged periods of time. These uncertainties include those discussed in Part II, Item 1A, “Risk Factors.” Based on a critical assessment of its accounting policies and the underlying judgments and uncertainties affecting the application of those policies, management believes that Applied's consolidated financial statements are fairly stated in accordance with accounting principles generally accepted in the United States of America, and provide a meaningful presentation of Applied's financial condition and results of operations.

Management believes that the following are critical accounting policies and estimates:

Revenue Recognition

Applied recognizes revenue when all four revenue recognition criteria have been met: persuasive evidence of an arrangement exists; delivery has occurred or services have been rendered; sales price is fixed or determinable; and collectability is probable. Each sale arrangement may contain commercial terms that differ from other arrangements. In addition, Applied frequently enters into contracts that contain multiple deliverables. Judgment is required to properly identify the accounting units of the multiple deliverable transactions and to determine the manner in which revenue should be allocated among the accounting units. Moreover, judgment is used in interpreting the commercial terms and determining when all criteria of revenue recognition have been met in order for revenue recognition to occur in the appropriate accounting period. While changes in the allocation of the estimated sales price between the units of accounting will not affect the amount of total revenue recognized for a particular sales arrangement, any material changes in these allocations could impact the timing of revenue recognition, which could have a material effect on Applied's financial condition and results of operations.

Warranty Costs

Applied provides for the estimated cost of warranty when revenue is recognized. Estimated warranty costs are determined by analyzing specific product, current and historical configuration statistics and regional warranty support costs. Applied's warranty obligation is affected by product and component failure rates, material usage and labor costs incurred in correcting product failures during the warranty period. As Applied's customer engineers and process support engineers are highly trained and deployed globally, labor availability is a significant factor in determining labor costs. The quantity and availability of critical replacement parts is another significant factor in estimating warranty costs. Unforeseen component failures or exceptional component performance can also result in changes to warranty costs. If actual warranty costs differ substantially from Applied's estimates, revisions to the estimated warranty liability would be required, which could have a material adverse effect on Applied's business, financial condition and results of operations.

Allowance for Doubtful Accounts

Applied maintains an allowance for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. This allowance is based on historical experience, credit evaluations, specific customer collection history and any customer-specific issues Applied has identified. Changes in circumstances, such as an unexpected material adverse change in a major customer's ability to meet its financial obligation to Applied or its payment trends, may require Applied to further adjust its estimates of the recoverability of amounts due to Applied, which could have a material adverse effect on Applied's business, financial condition and results of operations.

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Inventory Valuation

Inventories are generally stated at the lower of cost or market, with cost determined on a first-in, first-out basis. The carrying value of inventory is reduced for estimated obsolescence by the difference between its cost and the estimated market value based upon assumptions about future demand. Applied evaluates the inventory carrying value for potential excess and obsolete inventory exposures by analyzing historical and anticipated demand. In addition, inventories are evaluated for potential obsolescence due to the effect of known and anticipated engineering change orders and new products. If actual demand were to be substantially lower than estimated, additional adjustments for excess or obsolete inventory may be required, which could have a material adverse effect on Applied's business, financial condition and results of operations.

Goodwill and Intangible Assets

Applied reviews goodwill and intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable, and also annually reviews goodwill and intangibles with indefinite lives for impairment. Intangible assets, such as purchased technology, are generally recorded in connection with a business acquisition. The value assigned to intangible assets is usually based on estimates and judgments regarding expectations for the success and life cycle of products and technology acquired. If actual product acceptance differs significantly from the estimates, Applied may be required to record an impairment charge to reduce the carrying value of the reporting unit to its estimated fair value. The fair value of a reporting unit is estimated using both the income approach and the market approach taking into account such factors as future anticipated operating results and estimated cost of capital. Management uses significant judgment when assessing goodwill for potential impairment, especially in emerging markets. A severe decline in market conditions could result in an unexpected impairment charge for impaired goodwill, which could have a material adverse effect on Applied's business, financial condition and results of operations.

Income Taxes

The effective tax rate is highly dependent upon the geographic composition of worldwide earnings, tax regulations governing each region, nondeductible expenses incurred in connection with acquisitions and availability of tax credits. Management carefully monitors the changes in many factors and adjusts the effective tax rate as required. If actual results differ from these estimates, Applied could be required to record a valuation allowance on deferred tax assets or adjust its effective tax rate, which could have a material adverse effect on Applied's business, financial condition and results of operations.

Applied accounts for income taxes by recognizing deferred tax assets and liabilities using statutory tax rates for the effect of temporary differences between the book and tax bases of recorded assets and liabilities, net operating losses and tax credit carryovers. Deferred tax assets are also reduced by a valuation allowance if it is more likely than not that a portion of the deferred tax asset will not be realized. Management has determined that it is more likely than not that Applied's future taxable income will be sufficient to realize its deferred tax assets, net of existing valuation allowance.

The calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of complex tax laws. Resolution of these uncertainties in a manner inconsistent with Applied's expectations could have a material impact on Applied's results of operations and financial condition.

Non-GAAP Adjusted Results

Management uses non-GAAP adjusted results to evaluate operating and financial performance in light of business objectives and for planning purposes. Applied believes these measures enhance investors’ ability to review the Company’s business from the same perspective as management and facilitate comparisons of this period’s results with prior periods. The non-GAAP adjusted results presented below exclude the impact of the following, where applicable: certain acquisition-related costs; restructuring charges and any associated adjustments; impairments of assets, goodwill, or investments; gain or loss on sale of facilities and investments; and certain tax items. These non-GAAP adjusted measures are not in accordance with GAAP and may differ from non-GAAP methods of accounting and reporting used by other companies. The presentation of this additional information should not be considered a

substitute for results prepared in accordance with GAAP.

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The following tables present a reconciliation of the GAAP and non-GAAP adjusted consolidated results:
APPLIED MATERIALS, INC.
UNAUDITED RECONCILIATION OF GAAP TO NON-GAAP ADJUSTED RESULTS

(In millions, except percentages)	Three Months Ended			Nine Months Ended	
	July 27, 2014	April 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
Non-GAAP Adjusted Gross Margin					
Reported gross margin - GAAP basis	$992	$1,001	$806	$2,884	$2,196
Certain items associated with acquisitions[1]	38	39	40	116	126
Acquisition integration costs	—	1	1	1	3
Non-GAAP adjusted gross margin	$1,030	$1,041	$847	$3,001	$2,325
Non-GAAP adjusted gross margin percent (% of net sales)	45.5 %	44.2 %	42.9 %	44.1 %	42.1 %
Non-GAAP Adjusted Operating Income					
Reported operating income - GAAP basis	$391	$387	$250	$1,108	$221
Impairment of goodwill and intangible assets	—	—	—	—	278
Certain items associated with acquisitions[1]	44	46	47	135	154
Acquisition integration costs	9	10	5	30	27
Unrealized loss on derivative associated with announced business combination	10	23	—	9	—
Certain items associated with announced business combination[2]	23	16	—	50	—
Restructuring charges and asset impairments[3, 4, 5]	—	—	14	7	33
Gain on sale of facility	—	—	(4)	—	(4)
Non-GAAP adjusted operating income	$477	$482	$312	$1,339	$709
Non-GAAP adjusted operating margin percent (% of net sales)	21.1 %	20.5 %	15.8 %	19.7 %	12.8 %
Non-GAAP Adjusted Net Income					
Reported net income - GAAP basis	$301	$262	$168	$816	$73
Impairment of goodwill and intangible assets	—	—	—	—	278
Certain items associated with acquisitions[1]	44	46	47	135	154
Acquisition integration costs	9	10	5	30	27
Unrealized loss on derivative associated with announced business combination	10	23	—	9	—
Certain items associated with announced business combination[2]	23	16	—	50	—
Restructuring charges and asset impairments[3, 4, 5]	—	—	14	7	33
Impairment (gain on sale) of strategic investments, net	(1)	2	2	(4)	4
Gain on sale of facility	—	—	(4)	—	(4)
Reinstatement of federal R&D tax credit	—	—	—	—	(13)
Resolution of prior years' income tax filings and other tax items	(19)	12	(3)	(22)	(14)
Income tax effect of non-GAAP adjustments	(18)	(23)	(7)	(45)	(48)
Non-GAAP adjusted net income	$349	$348	$222	$976	$490

1 These items are incremental charges attributable to completed acquisitions, consisting of amortization of purchased intangible assets.

2 These items are incremental charges related to the announced business combination agreement with Tokyo Electron Limited, consisting of acquisition-related and integration planning costs.

3 Results for the nine months ended July 27, 2014 included employee-related costs of $7 million related to the restructuring program announced on October 3, 2012.

4 Results for the three months ended July 28, 2013 included $4 million of employee-related costs related to the restructuring program announced on October 3, 2012, and restructuring and asset impairment charges of $10 million related to the restructuring program announced on May 10, 2012.

5 Results for the nine months ended July 28, 2013 included $12 million of employee-related costs, net, related to the restructuring program announced on October 3, 2012, restructuring and asset impairment charges of $19 million related to the restructuring program announced on May 10, 2012, and severance charges of $2 million related to the integration of Varian Semiconductor Equipment Associates, Inc (Varian).

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APPLIED MATERIALS, INC.
UNAUDITED RECONCILIATION OF GAAP TO NON-GAAP ADJUSTED RESULTS

(In millions, except per share amounts)	Three Months Ended			Nine Months Ended	
	July 27, 2014	April 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
Non-GAAP Adjusted Earnings Per Diluted Share					
Reported earnings per diluted share - GAAP basis	$0.24	$0.21	$0.14	$0.66	$0.06
Impairment of goodwill and intangible assets	—	—	—	—	0.22
Certain items associated with acquisitions	0.03	0.03	0.03	0.09	0.10
Acquisition integration costs	0.01	0.01	—	0.02	0.02
Unrealized loss on derivative associated with announced business combination	—	0.01	—	—	—
Certain items associated with announced business combination	0.02	0.01	—	0.04	—
Restructuring charges and asset impairments	—	—	0.01	—	0.02
Reinstatement of federal R&D tax credit and resolution of prior years' income tax filings and other tax items	(0.02)	0.01	—	(0.02)	(0.02)
Non-GAAP adjusted earnings per diluted share	$0.28	$0.28	$0.18	$0.79	$0.40
Weighted average number of diluted shares	1,233	1,229	1,220	1,230	1,218

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The following table presents a reconciliation of the GAAP and non-GAAP adjusted segment results:

APPLIED MATERIALS, INC.
UNAUDITED RECONCILIATION OF GAAP TO NON-GAAP ADJUSTED RESULTS

(In millions, except percentages)	Three Months Ended			Nine Months Ended	
	July 27, 2014	April 27, 2014	July 28, 2013	July 27, 2014	July 28, 2013
SSG Non-GAAP Adjusted Operating Income					
Reported operating income - GAAP basis	$381	$391	$246	$1,086	$663
Certain items associated with acquisitions[1]	42	42	42	126	131
Acquisition integration costs	—	—	(5)	1	(3)
Restructuring charges and asset impairments[3]	—	—	—	—	1
Non-GAAP adjusted operating income	$423	$433	$283	$1,213	$792
Non-GAAP adjusted operating margin percent (% of net sales)	28.7%	27.3%	22.2%	26.7%	22.4%
AGS Non-GAAP Adjusted Operating Income					
Reported operating income - GAAP basis	$154	$148	$114	$427	$321
Certain items associated with acquisitions[1]	—	2	2	3	4
Restructuring charges and asset impairments[3]	—	—	—	—	2
Non-GAAP adjusted operating income	$154	$150	$116	$430	$327
Non-GAAP adjusted operating margin percent (% of net sales)	27.2%	28.1%	23.3%	26.7%	22.0%
Display Non-GAAP Adjusted Operating Income					
Reported operating income - GAAP basis	$25	$26	$33	$77	$55
Certain items associated with acquisitions[1]	1	—	1	2	5
Non-GAAP adjusted operating income	$26	$26	$34	$79	$60
Non-GAAP adjusted operating margin percent (% of net sales)	21.8%	17.7%	21.1%	18.6%	16.0%
EES Non-GAAP Adjusted Operating Income (Loss)					
Reported operating income (loss) - GAAP basis	$24	$5	$(27)	$18	$(403)
Impairment of goodwill and intangible assets	—	—	—	—	278
Certain items associated with acquisitions[1]	1	2	2	4	14
Restructuring charges and asset impairments[2, 3]	—	—	10	—	18
Non-GAAP adjusted operating income (loss)	$25	$7	$(15)	$22	$(93)
Non-GAAP adjusted operating margin percent (% of net sales)	24.3%	8.0%	(33.3)%	9.5%	(72.1)%

1 These items are incremental charges attributable to completed acquisitions, consisting of amortization of purchased intangible assets.

2 Results for the three months ended July 28, 2013 included restructuring and asset impairment charges of $10 million related to the restructuring program announced on May 10, 2012.

3 Results for the nine months ended July 28, 2013 included restructuring and asset impairment charges of $19 million related to the restructuring program announced on May 10, 2012 and severance charges of $2 million related to the integration of Varian.

Note: The reconciliation of GAAP and non-GAAP adjusted segment results above does not include certain operating expenses that are managed separately at the corporate level and certain expenses that are not absorbed by the segments, which are reported within corporate and unallocated costs and included in consolidated operating income.

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Item 3: Quantitative and Qualitative Disclosures About Market Risk

Applied is exposed to interest rate risk related to its investment portfolio and debt issuances. Applied's investment portfolio includes fixed-income securities with a fair value of approximately $1.0 billion at July 27, 2014. These securities are subject to interest rate risk and will decline in value if interest rates increase. Based on Applied's investment portfolio at July 27, 2014, an immediate 100 basis point increase in interest rates would result in a decrease in the fair value of the portfolio of approximately $15 million. While an increase in interest rates reduces the fair value of the investment portfolio, Applied will not realize the losses in the consolidated statement of operations unless the individual fixed-income securities are sold prior to recovery or the loss is determined to be other-than-temporary. At July 27, 2014, the carrying amount of debt issued by Applied was $1.9 billion with an estimated fair value of $2.2 billion. A hypothetical decrease in interest rates of 100 basis points would result in an increase in the fair value of Applied's debt issuances of approximately $180 million at July 27, 2014.

Certain operations of Applied are conducted in foreign currencies, such as Japanese yen, euro, Israeli shekel, Taiwanese dollar and Swiss franc. Applied enters into currency forward exchange and option contracts to hedge a portion of, but not all, existing and anticipated foreign currency denominated transactions generally expected to occur within the next 24 months. Gains and losses on these contracts are generally recognized in income at the time that the related transactions being hedged are recognized. Because the effect of movements in currency exchange rates on currency forward exchange and option contracts generally offsets the related effect on the underlying items being hedged, these financial instruments are not expected to subject Applied to risks that would otherwise result from changes in currency exchange rates. Applied does not use derivative financial instruments for trading or speculative purposes.

In certain cases, Applied uses derivatives to hedge specific foreign currency exposures. During the fourth quarter of fiscal 2013, as part of an overall risk management strategy, Applied purchased foreign exchange option contracts to limit its foreign exchange risk associated with the announced business combination with TEL in the event there is a significant weakening in the Japanese yen as compared to the U.S. dollar. The derivatives used to hedge the currency exposure did not qualify for hedge accounting treatment. At July 27, 2014, the fair value of the foreign exchange currency option contracts was approximately $8 million. Applied recorded an unrealized loss of $10 million during the third quarter of fiscal 2014 related to such contracts. Changes in the exchange rate between the U.S. dollar and the Japanese yen would impact Applied's consolidated financial statements. The future maximum loss exposure on this option contract is generally limited to its fair value as of the most recent balance sheet date. For further details, see Note 5 of Notes to Consolidated Condensed Financial Statements.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

As of the end of the period covered by this report, management of Applied conducted an evaluation, under the supervision and with the participation of Applied's Chief Executive Officer and Chief Financial Officer, of the effectiveness of Applied's disclosure controls and procedures, as such term is defined in Rule 13a-15(e) of the Securities Exchange Act of 1934 (the Exchange Act). Based upon that evaluation, Applied's Chief Executive Officer and Chief Financial Officer concluded that Applied's disclosure controls and procedures were effective as of the end of the period covered by this report in ensuring that information required to be disclosed was recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and to provide reasonable assurance that information required to be disclosed by Applied in such reports is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

During the third quarter of fiscal 2014, there were no changes in the internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act, that materially affected, or are reasonably likely to materially affect, Applied's internal control over financial reporting.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. In addition, the design of any control system is

based in part upon certain assumptions about the likelihood of future events.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The information set forth above under the caption “Legal Matters” in Note 15 contained in Notes to Consolidated Condensed Financial Statements is incorporated herein by reference.

Item 1A: Risk Factors

The risk factors set forth below include any material changes to, and supersede the description of, the risk factors disclosed in Part I, Item 1A of Applied’s 2013 Form 10-K. These factors could materially and adversely affect Applied’s business, financial condition or results of operations and cause reputational harm, and they should be carefully considered in evaluating the Company and its business, in addition to other information presented elsewhere in this report.

The industries that Applied serves are volatile and difficult to predict.

As a supplier to the global semiconductor, flat panel display, and solar industries, Applied is subject to business cycles, the timing, length and volatility of which can be difficult to predict and which vary by reportable segment. These industries historically have been cyclical due to sudden changes in customers’ requirements for new manufacturing capacity and advanced technology, which depend in part on customers’ capacity utilization, production volumes, access to affordable capital, end-use demand, consumer buying patterns, and inventory levels relative to demand, as well as the rate of technology transitions and general economic conditions. These changes have affected the timing and amounts of customers’ purchases and investments in technology, and continue to affect Applied’s orders, net sales, operating expenses and net income.

To meet rapidly changing demand in the industries it serves, Applied must accurately forecast demand and effectively manage its resources and production capacity for each of its segments as well as across multiple segments, and may incur unexpected or additional costs to align its business operations. During periods of increasing demand for its products, Applied must have sufficient manufacturing capacity and inventory to meet customer demand; effectively manage its supply chain; attract, retain and motivate a sufficient number of qualified employees; and continue to control costs. During periods of decreasing demand, Applied must reduce costs and align its cost structure with prevailing market conditions; effectively manage its supply chain; and motivate and retain key employees.

Applied is exposed to risks associated with the uncertain global economy.

Uncertain global economic conditions and weak or moderate growth in China, Europe, and the United States, along with uncertainties in the financial markets, national debt and fiscal concerns in various regions, and government austerity measures, are posing challenges to the industries in which Applied operates. The markets for semiconductors and flat panel displays in particular depend largely on consumer spending, while the solar market depends in part on government incentives and the availability of financing for PV installations. Economic uncertainty and related factors exacerbate negative trends in business and consumer spending and may cause certain Applied customers to push out, cancel, or refrain from placing orders for equipment or services, which may in turn reduce Applied's net sales, reduce backlog, and affect Applied’s ability to convert backlog to sales. Uncertain market conditions, difficulties in obtaining capital, or reduced profitability may also cause some customers to scale back operations, exit businesses, merge with other manufacturers, or file for bankruptcy protection and potentially cease operations, which can also result in lower sales and/or additional inventory or bad debt expense for Applied. These conditions may similarly affect key suppliers, which could impair their ability to deliver parts and result in delays for Applied’s products or added costs. In addition, these conditions may lead to strategic alliances by, or consolidation of, other equipment manufacturers, which could adversely affect Applied’s ability to compete effectively.

Uncertainty about future economic and industry conditions also makes it more challenging for Applied to forecast its operating results, make business decisions, and identify and prioritize the risks that may affect its businesses, sources and uses of cash, financial condition and results of operations. Applied may be required to implement additional cost reduction efforts, including restructuring activities, which may adversely affect Applied’s ability to capitalize on opportunities. In addition, Applied maintains an investment portfolio that is subject to general credit, liquidity, foreign exchange, market and interest rate risks. The risks to Applied’s investment portfolio may be exacerbated if financial

market conditions deteriorate and, as a result, the value and liquidity of the investment portfolio, as well as returns on pension assets, could be negatively impacted and lead to impairment charges. Applied also maintains cash balances in various bank accounts globally in order to fund normal operations. If any of these financial institutions becomes insolvent, it could limit Applied's ability to access cash in the affected accounts.

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Applied is exposed to risks as a result of ongoing changes in the various industries in which it operates.

The global semiconductor, flat panel display, solar and related industries in which Applied operates are characterized by ongoing changes affecting some or all of these industries that impact demand for and/or the profitability of Applied's products, including:

- the nature, timing and degree of visibility of changes in end demand for electronic products, including those related to fluctuations in consumer buying patterns tied to seasonality or the introduction of new products, and the effects of these changes on foundry and other customers' businesses and, in turn, on demand for Applied's products;
- increasing capital requirements for building and operating new fabrication plants and customers' ability to raise the necessary capital;
- differences in growth rates among the semiconductor, display and solar industries;
- the increasing importance of establishing, improving and maintaining strong relationships with customers;
- the increasing cost and complexity for customers to move from product design to volume manufacturing, which may slow the adoption rate of new manufacturing technology;
- the need to continually reduce the total cost of manufacturing system ownership, due in part to greater demand for lower-cost consumer electronics compared to business information technology spending;
- the heightened importance to customers of system reliability and productivity and the effect on demand for fabrication systems as a result of their increasing productivity, device yield and reliability;
- manufacturers' ability to reconfigure and re-use fabrication systems;
- the increasing importance of, and difficulties in, developing products with sufficient differentiation to influence customers' purchasing decisions;
- requirements for shorter cycle times for the development, manufacture and installation of manufacturing equipment;
- price and performance trends for semiconductor devices, displays and solar PVs, and the corresponding effect on demand for such products;
- the increasing importance of the availability of spare parts to maximize the time that customers' systems are available for production;
- the increasing role for and complexity of software in Applied products; and
- the increasing focus on reducing energy usage and improving the environmental impact and sustainability associated with manufacturing operations.

Applied is exposed to risks as a result of ongoing changes specific to the semiconductor industry.

The largest proportion of Applied's consolidated net sales and profitability has been and continues to be derived from sales of manufacturing equipment by the Silicon Systems Group to the global semiconductor industry. In addition, a majority of the revenues of Applied Global Services is from sales of service products to semiconductor manufacturers. The semiconductor industry is characterized by ongoing changes particular to this industry that impact demand for and/or the profitability of Applied's semiconductor equipment and service products, including:

- the increasing cost of research and development due to many factors, including: decreasing linewidths on a chip, the use of new materials, new and more complex device structures, more applications and process steps, increasing chip design costs, and the increasing cost and complexity of integrated manufacturing processes;
- the need to reduce product development time, despite the increasing difficulty of technical challenges;
- the growing number of types and varieties of semiconductors and number of applications across multiple substrate sizes;
- the increasing cost and complexity for semiconductor manufacturers to move more technically advanced capability and smaller linewidths to volume manufacturing, and the resulting impact on the rates of technology transition and investment in capital equipment;
- challenges in generating organic growth given semiconductor manufacturers' levels of capital expenditures and the allocation of capital investment to market segments that Applied does not serve, such as lithography, or segments where Applied's products have lower relative market presence;
- the importance of increasing market positions in under-penetrated segments, such as etch and inspection;

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- the growing demand for mobility products, such as tablets and smartphones, and corresponding industry investment in devices that require fewer Applied products to manufacture, such as NAND flash memory, than are needed to make devices used in other applications, such as DRAM for personal computers;
- the adoption of cloud-based memory storage particularly for mobility products, and the associated inhibiting effect on NAND bit growth rates;
- the increasing frequency and complexity of technology transitions and inflections, such as 3-D transistors and advanced interconnects, and Applied’s ability to timely and effectively anticipate and adapt to these changes;
- shorter cycle times between order placements by customers (particularly foundries) and product shipment, which may lead to inventory write-offs and manufacturing inefficiencies that decrease gross margin;
- competitive factors that make it difficult to enhance position, including challenges in securing development-tool-of-record (DTOR) and production-tool-of-record (PTOR) positions with customers;
- shifts in sourcing strategies by computer and electronics companies that impact the equipment requirements of Applied's foundry customers;
- the concentration of new wafer starts in Korea and Taiwan, where Applied’s service penetration and service-revenue-per-wafer-start have been lower than in other regions; and
- the increasing fragmentation of semiconductor markets, leading certain markets to become too small to support the cost of a new fabrication plant, while others require less technologically advanced products.

Applied must accurately forecast, and allocate appropriate resources and investment towards addressing, key technology changes and inflections, such as the transition to 20nm devices, in order to enable opportunities for gains. In addition, the proposed industry transition from 300mm to 450mm wafers presents opportunities as well as risks and uncertainties, including those related to cost, technical complexity, timing, and the resulting effect on demand for manufacturing equipment and services.

Applied is exposed to risks as a result of ongoing changes specific to the flat panel display industry.

The global flat panel display industry historically has experienced considerable volatility in capital equipment investment levels, due in part to the limited number of display manufacturers, the concentrated nature of end-use applications, excess production capacity relative to end-use demand, and panel manufacturer profitability. Industry growth has depended primarily on consumer demand for increasingly larger and more advanced TVs and, more recently, on demand for smartphones and other mobile devices, which demand is highly sensitive to cost and improvements in technologies and features. The display industry is characterized by ongoing changes particular to this industry that impact demand for and/or the profitability of Applied's display products, including:

- the timing and extent of an expansion of manufacturing facilities in China by Chinese display manufacturers and manufacturers from other countries, and the ability of non-Chinese manufacturers to obtain government approvals on a timely basis;
- the rate of transition to larger substrate sizes for TVs and the resulting effect on capital intensity in the industry and on Applied’s product differentiation, gross margin and return on investment;
- the importance of new types of display technologies, such as low temperature polysilicon (LTPS), organic light-emitting diode (OLED) and metal oxide, and new touch panel films, such as anti-reflective and anti-fingerprint; and
- uncertainty with respect to future display technology end-use applications and growth drivers.

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Applied is exposed to risks as a result of ongoing changes specific to the solar industry.

Investment levels in capital equipment for the global solar industry have experienced considerable volatility. In recent years, global solar PV production capacity has exceeded end-use demand, causing customers to significantly reduce or delay investments in manufacturing capacity and new technology, or to cease operations. The global solar market is characterized by ongoing changes specific to this industry that impact demand for and/or the profitability of Applied's solar products, including:

- the need to continually decrease the cost-per-watt of electricity produced by solar PV products to at or below grid parity in more global regions by, among other things, reducing operating costs and increasing throughputs for solar PV manufacturing, and improving the conversion efficiency of solar PVs;
- the variability and uncertainty of government energy policies and their effect in influencing the rate of growth of the solar PV market, including the availability and amount of incentives for solar power such as tax credits, feed-in tariffs, rebates, renewable portfolio standards that require electricity providers to sell a targeted amount of energy from renewable sources, and goals for solar installations on government facilities;
- the number of solar PV manufacturers and amount of global production capacity for solar PVs, primarily in China;
- the filing of regulatory unfair trade proceedings against solar PVs from China, where most of Applied's solar equipment sales are concentrated, which has resulted in the assessment of duties on solar cells and modules imported from China and led to other trade-related conflicts and outcomes;
- the varying levels of operating and industry experience among solar PV manufacturers and the resulting differences in the nature and extent of customer support services requested from Applied;
- challenges associated with marketing and selling manufacturing equipment and services to a diverse and diffuse customer base;
- the growth of market segments in which Applied does not participate, such as passivation and furnaces;
- the availability and condition of used solar equipment, which impacts demand for new equipment;
- complexities associated with government-affiliated entities as customers, for example in China;
- the financial condition of solar PV customers and their access to affordable financing and capital; and
- solar panel manufacturing overcapacity, which has led to weak industry operating performance and outlooks, deterioration of the solar equipment market, and a worsening of the financial condition of certain customers.

Applied must continually innovate, commercialize its products, and adapt its business and product offerings to respond to competition and rapid technological changes.

As Applied operates in a highly competitive environment in which innovation is critical, its future success depends on many factors, including the effective commercialization and customer acceptance of its equipment, services and related products. In addition, Applied must successfully execute its growth strategy, including enhancing its presence in existing markets, expanding into related markets, cultivating new markets and exceeding industry growth rates, while constantly improving its operational performance. The development, introduction and support of a broadening set of products in more collaborative, geographically diverse, open and varied competitive environments have grown more complex and expensive over time. Furthermore, new or improved products may entail higher costs and reduced profits. Applied's performance may be adversely affected if it does not timely, cost-effectively and successfully:

- identify and address technology inflections, market changes, new applications, customer requirements and end-use demand;
- develop new products (including disruptive technologies), improve and/or develop new applications for existing products, and adapt similar products for use by customers in different applications and/or markets with varying technical requirements;
- differentiate its products from those of competitors and any disruptive technologies, meet customers' performance specifications, appropriately price products, and achieve market acceptance;
- maintain operating flexibility to enable different responses to different markets, customers and applications;
- enhance its worldwide operations across all business segments to reduce cycle time, enable continuous quality improvement, reduce costs, and enhance design for manufacturability and serviceability;
- focus on product development and sales and marketing strategies that address customers' high value problems and foster strong customer relationships;

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- allocate resources, including people and R&D funding, among Applied's products and between the development of new products and the enhancement of existing products, as most appropriate and effective for future growth;
- reduce the cost and improve the productivity of capital invested in R&D activities;
- accurately forecast demand, work with suppliers and meet production schedules for its products;
- improve its manufacturing processes and achieve cost efficiencies across product offerings;
- adapt to changes in value offered by companies in different parts of the supply chain;
- qualify products for evaluation and, in turn, volume manufacturing with its customers; and
- implement changes in its design engineering methodology, including those that enable reduction of material costs and cycle time, greater commonality of platforms and types of parts used in different systems, greater effectiveness of product life cycle management, and reduced energy usage and environmental impact.

Applied is exposed to risks associated with a highly concentrated customer base.

Applied's semiconductor customer base historically has been, and is becoming even more, highly concentrated as a result of economic and industry conditions. In the first nine months of fiscal 2014, three semiconductor manufacturers accounted for approximately 58 percent of Silicon Systems Group net sales and two customers accounted for 37 percent of Applied's consolidated net sales. Applied's display customer base is also highly concentrated, while concentration within Applied's solar customer base varies depending on the product line but is increasing due to challenging industry conditions. Applied's customer base is also geographically-concentrated. See Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," for tabular presentations of net sales by geographic region.

In addition, certain customers have experienced significant ownership or management changes, consolidated with other manufacturers, outsourced manufacturing activities, or engaged in collaboration or cooperation arrangements with other manufacturers. Customers have entered into strategic alliances or industry consortia that have increased the influence of key industry participants in technology decisions made by their partners. Also, certain customers are making an increasingly greater percentage of their respective industry's capital equipment investments. Further, claims or litigation involving key industry participants have resulted and may continue to result in changes in their sourcing strategies and other outcomes.

In this environment, contracts or orders from a relatively limited number of manufacturers have accounted for, and are expected to continue to account for, a substantial portion of Applied's business. The mix and type of customers, and sales to any single customer, may vary significantly from quarter to quarter and from year to year. As Applied's products are configured to customer specifications, changing, rescheduling or canceling orders may result in significant, non-recoverable costs. If customers do not place orders, or they substantially reduce, delay or cancel orders, Applied may not be able to replace the business, which could have a material adverse effect on the Company's results of operations. Major customers may also seek, and on occasion receive, pricing, payment, intellectual property-related, or other commercial terms that are less favorable to Applied.

Applied is exposed to the risks of operating a global business.

In the third quarter of fiscal 2014, approximately 70 percent of Applied's net sales were to customers in regions outside the United States. Moreover, China now represents the largest market for various electronic products, such as TVs, PCs, and smartphones. Certain of Applied's R&D and manufacturing facilities, as well as suppliers to Applied, are also located outside the United States, including in Singapore, Taiwan, China, Korea, Israel, Germany and Italy. Applied is also expanding its business and operations in new countries. The global nature of Applied's business and operations, combined with the need to continually improve the Company's operating cost structure, presents challenges, including but not limited to those arising from:

- varying regional and geopolitical business conditions and demands;
- political and social attitudes, laws, rules, regulations and policies within countries that favor domestic companies over non-domestic companies, including customer- or government-supported efforts to promote the development and growth of local competitors;
- customer- or government-supported efforts to influence Applied to conduct more of its operations and sourcing in a particular country, such as Korea and China;
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variations among, and changes in, local, regional, national or international laws and regulations (including intellectual property, labor, tax, and import/export laws), as well as the interpretation and application of such laws and regulations;

- global trade issues, including those related to the interpretation and application of import and export licenses, as well as international trade disputes;

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- positions taken by governmental agencies regarding possible national commercial and/or security issues posed by international business operations;
- fluctuating raw material, commodity, energy and shipping costs or shipping delays;
- challenges associated with managing more geographically diverse operations and projects, which require an effective organizational structure and appropriate business processes, procedures and controls;
- a more diverse workforce with different experience levels, cultures, customs, business practices and worker expectations;
- variations in the ability to develop relationships with local customers, suppliers and governments;
- fluctuations in interest rates and currency exchange rates, including the relative strength or weakness of the U.S. dollar against the Japanese yen, euro, Taiwanese dollar, Israeli shekel or Chinese yuan;
- the need to provide sufficient levels of technical support in different locations around the world;
- political instability, natural disasters (such as earthquakes, floods or storms), pandemics, social unrest, terrorism or acts of war in locations where Applied has operations, suppliers or sales, or that may influence the value chain of the industries that Applied serves;
- the need for an effective business continuity plan if a disaster or other event occurs that could disrupt business operations;
- the need to regularly reassess the size, capability and location of global infrastructure and make appropriate changes;
- cultural and language differences;
- difficulties and uncertainties associated with the entry into new countries;
- hiring and integration of an increasing number of new workers, including in countries such as India and China;
- the increasing need for the workforce to be more mobile and work in or travel to different regions;
- uncertainties with respect to economic growth rates in various countries; and
- uncertainties with respect to growth rates for the manufacture and sale of semiconductors, displays and solar PVs in the developing economies of certain countries.

Many of these challenges are present in China and Korea, which are experiencing significant growth of customers, suppliers and competitors to Applied. Applied further believes that China and Korea present large potential markets for its products and opportunity for growth over the long term, although at lower projected levels of profitability and margins for certain products than historically have been achieved in other regions.

Applied is exposed to risks associated with business combinations, acquisitions and strategic investments.

Applied has made, and in the future may make, acquisitions of or investments in companies, technologies or products in existing, related or new markets for Applied. Business combinations, acquisitions and investments involve numerous risks that vary depending on their scale and nature, including but not limited to:

- diversion of management’s attention from other operational matters;
- contractual restrictions on the conduct of Applied’s business during the pendency of a proposed transaction;
- inability to complete proposed transactions as anticipated or at all and any ensuing obligation to pay a termination fee;
- the failure of acquired businesses to meet or exceed expected returns;
- requirements imposed by government regulators in connection with their review of a transaction, which may include, among other things, divestitures and/or restrictions on the conduct of Applied’s existing business or the acquired business;
- ineffective integration of operations, systems, technologies, products or employees, which can impact the ability to realize anticipated synergies or other benefits;

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- failure to commercialize purchased technologies;
- initial dependence on unfamiliar supply chains or relatively small supply partners;
- inability to capitalize on characteristics of new markets that may be significantly different from Applied's existing markets and where competitors may have stronger market positions and customer relationships;
- failure to attract, retain and motivate key employees;
- the potential impact of the announcement or consummation of a proposed transaction on relationships with third parties;
- potential changes in Applied's credit rating, which could adversely impact the Company's access to and cost of capital;
- reductions in cash balances and/or increases in debt obligations to finance activities associated with a transaction, which reduce the availability of cash flow for general corporate or other purposes;
- exposure to new operational risks, rules, regulations, worker expectations, customs and practices to the extent acquired businesses are located in regions where Applied has not historically conducted business;
- challenges associated with managing new, more diverse and more widespread operations, projects and people;
- inability to obtain and protect intellectual property rights in key technologies;
- inadequacy or ineffectiveness of an acquired company's internal financial controls, disclosure controls and procedures, and/or environmental, health and safety, anti-corruption, human resource, or other policies or practices;
- impairment of acquired intangible assets and goodwill as a result of changing business conditions, technological advancements or worse-than-expected performance of the segment;
- the risk of litigation or claims associated with a proposed or completed transaction;
- unknown, underestimated and/or undisclosed commitments or liabilities; and
- the inappropriate scale of acquired entities' critical resources or facilities for business needs.

Applied also makes strategic investments in other companies, including companies formed as joint ventures, which may decline in value and/or not meet desired objectives. The success of these investments depends on various factors over which Applied may have limited or no control and, particularly with respect to joint ventures, requires ongoing and effective cooperation with strategic partners. The risks to Applied's strategic investment portfolio may be exacerbated by unfavorable financial market and macroeconomic conditions and, as a result, the value of the investment portfolio could be negatively impacted and lead to impairment charges.

The proposed business combination with Tokyo Electron Limited may not be completed or, if completed, the intended benefits may not be fully realized.

On September 24, 2013, Applied announced an agreement with Tokyo Electron Limited (TEL), a Japanese corporation and global supplier of semiconductor and flat panel display production equipment, and provider of technical support and services for semiconductor, flat panel display and PV panel production equipment, to effect a strategic combination of their respective businesses. Under the agreement, which was amended February 14, 2014, the closing of the transaction is subject to customary conditions, including regulatory approvals. The proposed business combination is subject to the risk factors described immediately above, including the risks that the combination may not be consummated in a timely manner or at all; that required regulatory approvals may not be obtained or may be subject to conditions that reduce the estimated benefits of the combination; that the businesses, operations, systems, technologies, products or employees of Applied and TEL may not be integrated successfully; and, following completion of the transaction, that ineffective integration, changes in laws or regulations, or other factors, may impact the combined company's ability to realize anticipated synergies and benefits.

Operating in multiple industries, and the entry into new markets and industries, entail additional challenges and obligations.

As part of its growth strategy, Applied must successfully expand into related or new markets and industries, either with its existing products or with new products developed internally or obtained through acquisitions. The entry into different markets involves additional challenges, including those arising from:

- the need to devote additional resources to develop new products for, and operate in, new markets;
- the need to develop new sales and technical marketing strategies, cultivate relationships with new customers and meet different customer service requirements;

- differing rates of profitability and growth among multiple businesses;
- Applied's ability to anticipate demand, capitalize on opportunities, and avoid or minimize risks;

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- the complexity of managing multiple businesses with variations in production planning, execution, supply chain management and logistics;
- the adoption of new business models, business processes and systems;
- Applied's ability to rapidly expand or reduce its operations to meet increased or decreased demand, respectively, and the associated effect on working capital;
- new materials, processes and technologies;
- the need to attract, motivate and retain employees with skills and expertise in these new areas;
- new and more diverse customers and suppliers, including some with limited operating histories, uncertain and/or limited funding, evolving business models and/or locations in regions where Applied does not have, or has limited, operations;
- new or different competitors with potentially more financial or other resources, industry experience and/or established customer relationships;
- entry into new industries and countries, with differing levels of government involvement, laws and regulations, and business, employment and safety practices;
- third parties' intellectual property rights; and
- the need to comply with, or work to establish, industry standards and practices.

In addition, Applied from time to time receives funding from United States and other government agencies for certain strategic development programs to increase its research and development resources and address new market opportunities. As a condition to this government funding, Applied may be subject to certain record-keeping, audit, intellectual property rights-sharing and/or other obligations.

Manufacturing interruptions or delays could affect Applied's ability to meet customer demand and lead to higher costs, while the failure to estimate customer demand accurately could result in excess or obsolete inventory.

Applied's business depends on its timely supply of equipment, services and related products that meet the rapidly changing technical and volume requirements of its customers, which depends in part on the timely delivery of parts, components and subassemblies (collectively, parts) from suppliers, including contract manufacturers. Some key parts are subject to long lead-times and/or obtainable only from a single supplier or limited group of suppliers, and some sourcing or subassembly is provided by suppliers located in countries other than the countries where Applied conducts its manufacturing, including China and Korea. Cyclical industry conditions and the volatility of demand for manufacturing equipment increase capital, technical, operational and other risks for Applied and for companies throughout its supply chain. Further, these conditions may cause some suppliers to scale back operations, exit businesses, merge with other companies, or file for bankruptcy protection and possibly cease operations. Applied may also experience significant interruptions of its manufacturing operations, delays in its ability to deliver products or services, increased costs or customer order cancellations as a result of:

- the failure or inability of suppliers to timely deliver sufficient quantities of quality parts on a cost-effective basis;
- volatility in the availability and cost of materials, including rare earth elements;
- difficulties or delays in obtaining required import or export approvals;
- information technology or infrastructure failures; and
- natural disasters or other events beyond Applied's control (such as earthquakes, floods or storms, regional economic downturns, pandemics, social unrest, political instability, terrorism, or acts of war), particularly where it conducts manufacturing.

If a supplier fails to meet Applied's requirements concerning quality, cost, socially-responsible business practices, or other performance factors, Applied may transfer its business to alternative sources, which could entail manufacturing delays, additional costs, or other difficulties. In addition, if Applied needs to rapidly increase its business and manufacturing capacity to meet increases in demand or expedited shipment schedules, this may exacerbate any interruptions in Applied's manufacturing operations and supply chain and the associated effect on Applied's working capital. Moreover, if actual demand for Applied's products is different than expected, Applied may purchase more/fewer parts than necessary or incur costs for canceling, postponing or expediting delivery of parts. If Applied purchases inventory in anticipation of customer demand that does not materialize, or if customers reduce or delay orders, Applied may incur excess inventory charges.

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The ability to attract, retain and motivate key employees is vital to Applied's success.
Applied's success, competitiveness and ability to execute on its global strategies and maintain a culture of innovation depend in large part on its ability to attract, retain and motivate key employees, especially in critical positions. Achieving this objective may be difficult due to many factors, including fluctuations in global economic and industry conditions, management changes, Applied's organizational structure, hiring practices of competitors and other companies, cost reduction activities (including workforce reductions and unpaid shutdowns), availability of career development opportunities, the ability to obtain necessary authorizations for workers to provide services outside their home countries, and the effectiveness of Applied's compensation and benefit programs, including its share-based programs. Restructuring programs present particular challenges to the extent they involve the departure of knowledgeable and experienced employees and the resulting need to identify and train existing or new workers to perform necessary functions, which may result in unexpected costs, reduced productivity, and/or difficulties with respect to internal processes and controls.
Applied is exposed to various risks related to protection and enforcement of intellectual property rights.
Applied's success depends in significant part on the protection of its intellectual property and other rights. Infringement of Applied's rights by a third party, such as the unauthorized manufacture or sale of equipment or spare parts, could result in uncompensated lost market and revenue opportunities for Applied. Policing any unauthorized use of intellectual property is difficult and costly and Applied cannot be certain that the measures it has implemented will prevent misuse. Applied's intellectual property rights may not provide significant competitive advantages if they are circumvented, invalidated, rendered obsolete by the rapid pace of technological change, or if Applied does not adequately protect or assert these rights or obtain necessary licenses on commercially reasonable terms. Furthermore, the laws and practices of other countries, including China, India, Taiwan and Korea, permit the protection and enforcement of Applied's rights to varying extents, which may not be sufficient to adequately protect Applied's rights. In addition, changes in intellectual property laws or their interpretation, such as recent changes in U.S. patent laws, may impact Applied's ability to protect and assert its intellectual property rights, increase costs and uncertainties in the prosecution of patent applications and enforcement or defense of issued patents, and diminish the value of Applied's intellectual property.

Applied is exposed to risks related to cybersecurity threats and incidents.
In the conduct of its business, Applied collects, uses, transmits and stores data on information technology systems. This data includes confidential information belonging to Applied or its customers or other business partners, as well as personally-identifiable information of individuals. Applied has experienced, and expects to continue to be subject to, cybersecurity threats and incidents, ranging from employee error or misuse to individual attempts to gain unauthorized access to information systems to sophisticated and targeted measures known as advanced persistent threats, none of which have been material to the Company to date. Applied devotes significant resources to network security, data encryption and other measures to protect its systems and data from unauthorized access or misuse. However, depending on their nature and scope, cybersecurity incidents could result in business disruption; the misappropriation, corruption or loss of confidential information and critical data (Applied's and that of third parties); reputational damage; litigation with third parties; diminution in the value of Applied's investment in research, development and engineering; data privacy issues; and increased cybersecurity protection and remediation costs.

Applied is exposed to various risks related to legal proceedings.
Applied from time to time is, and in the future may be, involved in legal proceedings or claims regarding patent infringement, intellectual property rights, antitrust, environmental regulations, securities, contracts, product performance, product liability, unfair competition, misappropriation of trade secrets, employment, workplace safety, and other matters. Applied also on occasion receives notification from customers who believe that Applied owes them indemnification or other obligations related to claims made against such customers by third parties.
Legal proceedings and claims, whether with or without merit, and associated internal investigations, may (1) be time-consuming and expensive to prosecute, defend or conduct; (2) divert management's attention and other Applied resources; (3) inhibit Applied's ability to sell its products; (4) result in adverse judgments for damages, injunctive

relief, penalties and fines; and/or (5) negatively affect Applied's business. There can be no assurance regarding the outcome of current or future legal proceedings, claims or investigations.

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The failure to successfully implement and conduct outsourcing activities and other operational initiatives could adversely affect results of operations.

To better align its costs with market conditions, locate closer to customers, enhance productivity, and improve efficiencies, Applied conducts certain engineering, software development, manufacturing, sourcing and other operations in regions outside the United States, including India, Taiwan, China, and Korea. Applied has implemented a distributed manufacturing model, under which certain manufacturing and supply chain activities are conducted in various countries, including the United States, Europe, Israel, Singapore, Taiwan and other countries in Asia, and assembly of some systems is completed at customer sites. In addition, Applied outsources certain functions to third parties, including companies in the United States, India, China, Korea, Malaysia and other countries. Outsourced functions include contract manufacturing, engineering, customer support, software development, information technology support, finance and administrative activities. The expanding role of third party providers has required changes to Applied's existing operations and the adoption of new procedures and processes for retaining and managing these providers, as well as redistributing responsibilities as warranted, in order to realize the potential productivity and operational efficiencies, assure quality and continuity of supply, and protect the intellectual property of Applied and its customers, suppliers and other partners. If Applied does not accurately forecast the amount, timing and mix of demand for products, or if contract manufacturers or other outsource providers fail to perform in a timely manner or at satisfactory quality levels, Applied's ability to meet customer requirements could suffer, particularly during a market upturn.

In addition, Applied must regularly implement or update comprehensive programs and processes to better align its global organizations, including initiatives to enhance the Asia supply chain and improve back office and information technology infrastructure for more efficient transaction processing. Applied also is implementing a multi-year, company-wide program to transform certain business processes or extend established processes, including enhancements or replacements to certain enterprise resource planning (ERP) software systems. The implementation of additional functionality to the ERP system entails certain risks, including difficulties with changes in business processes that could disrupt Applied's operations, such as its ability to track orders and timely ship products, project inventory requirements, manage its supply chain and aggregate financial and operational data. During transitions Applied must continue to rely on legacy information systems, which may be costly or inefficient, while the implementation of new initiatives may not achieve the anticipated benefits and may divert management's attention from other operational activities, negatively affect employee morale, or have other unintended consequences.

If Applied does not effectively develop and implement its outsourcing and relocation strategies, if required export and other governmental approvals are not timely obtained, if Applied's third party providers do not perform as anticipated, or if there are delays or difficulties in enhancing business processes, Applied may not realize anticipated productivity improvements or cost efficiencies, and may experience operational difficulties, increased costs (including energy and transportation), manufacturing interruptions or delays, inefficiencies in the structure and/or operation of its supply chain, loss of its intellectual property rights, quality issues, reputational harm, increased product time-to-market, and/or inefficient allocation of human resources.

Applied may incur impairment charges to goodwill or long-lived assets.

Applied has a significant amount of goodwill and other acquired intangible assets related to acquisitions. Goodwill and purchased intangible assets with indefinite useful lives are not amortized, but are reviewed for impairment annually during the fourth quarter of each fiscal year, and more frequently when events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. The review compares the fair value for each of Applied's reporting units to its associated carrying value, including goodwill. Factors that could lead to impairment of goodwill and intangible assets include adverse industry or economic trends, reduced estimates of future cash flows, declines in the market price of Applied common stock, changes in Applied's strategies or product portfolio, and restructuring activities. Applied's valuation methodology for assessing impairment requires management to make judgments and assumptions based on historical experience and projections of future operating performance. Applied may be required to record future charges to earnings during the period in which an impairment of goodwill or intangible assets is determined to exist.

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Changes in tax rates or tax assets and liabilities could affect results of operations.

As a global company, Applied is subject to taxation in the United States and various other countries. Significant judgment is required to determine and estimate worldwide tax liabilities. Applied's future annual and quarterly tax rates could be affected by numerous factors, including changes in the: (1) applicable tax laws; (2) amount and composition of pre-tax income in countries with differing tax rates; (3) plans of the Company to permanently reinvest certain funds held outside of the U.S.; and (4) valuation of Applied's deferred tax assets and liabilities.

To better align with the international nature of its business, Applied conducts certain manufacturing, supply chain, and other operations in Asia, bringing these activities closer to customers and reducing operating costs. Applied has received authorization to use tax incentives that provide that income earned in certain countries outside the U.S. will be subject to tax holidays or reduced income tax rates. To obtain the benefit of these tax incentives, Applied must meet requirements relating to various activities. Applied's ability to realize benefits from these incentives could be materially affected if, among other things, applicable requirements are not met or Applied incurs net losses for which it cannot claim a deduction.

In addition, Applied is subject to regular examination by the Internal Revenue Service and other tax authorities, and from time to time initiates amendments to previously filed tax returns. Applied regularly assesses the likelihood of favorable or unfavorable outcomes resulting from these examinations and amendments to determine the adequacy of its provision for income taxes, which requires estimates and judgments. Although Applied believes its tax estimates are reasonable, there can be no assurance that the tax authorities will agree with such estimates. Applied may have to engage in litigation to achieve the results reflected in the estimates, which may be time-consuming and expensive. There can be no assurance that Applied will be successful or that any final determination will not be materially different from the treatment reflected in Applied's historical income tax provisions and accruals.

Applied is subject to risks of non-compliance with environmental and safety regulations.

Applied is subject to environmental and safety regulations in connection with its global business operations, including but not limited to: regulations related to the development, manufacture and use of its products; recycling and disposal of materials used in its products or in producing its products; the operation of its facilities; and the use of its real property. The failure or inability to comply with existing or future environmental and safety regulations, such as those related to climate change, could result in: (1) significant remediation liabilities; (2) the imposition of fines; (3) the suspension or termination of the development, manufacture, sale or use of certain of its products; (4) limitations on the operation of its facilities or ability to use its real property; and/or (5) a decrease in the value of its real property.

Applied is exposed to various risks related to the regulatory environment.

Applied is subject to various risks related to: (1) new, different, inconsistent or conflicting laws, rules and regulations that may be enacted by executive order, legislative bodies or regulatory agencies in the countries in which Applied operates; (2) disagreements or disputes between national or regional regulatory agencies related to international trade; and (3) the interpretation and application of laws, rules and regulations. As a public company with global operations, Applied is subject to the laws of multiple jurisdictions and the rules and regulations of various governing bodies, including those related to financial and other disclosures, corporate governance, privacy, and anti-corruption. One such law imposes new disclosure requirements regarding the use of certain minerals, referred to as "conflict minerals," originating from mines in or near the Democratic Republic of Congo. This requirement could affect the price, sourcing and availability of these or related minerals used to make components incorporated in Applied products, and it also requires Applied to incur costs and maintain processes to investigate its supply chain to determine the source of any of the covered minerals in its products. Applied's supply chain is complex, and industry tracing protocols are still under development, so the Company may be unable to verify the origin of all such minerals in its products. These and other changes and ambiguities in laws, regulations and standards create uncertainty and challenges regarding compliance matters. Efforts to comply with new and changing regulations have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

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Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the third quarter of fiscal 2014, there were no shares of common stock repurchased by Applied. On March 5, 2012, the Board of Directors approved a stock repurchase program authorizing up to $3.0 billion in repurchases over the next three years, ending March 2015. At July 27, 2014, $1.6 billion remained available for future stock repurchases under this repurchase program.

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Item 6. Exhibits

Exhibits are numbered in accordance with the Exhibit Table of Item 601 of Regulation S-K:

Exhibit No.	Description	Incorporated by Reference			
		Form	File No.	Exhibit No.	Filing Date
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002†				
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002†				
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002‡				
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002‡				
101.INS	XBRL Instance Document‡				
101.SCH	XBRL Taxonomy Extension Schema Document‡				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document‡				
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document‡				
101.LAB	XBRL Taxonomy Extension Label Linkbase Document‡				
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document‡				

†Filed herewith.
‡Furnished herewith.

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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 thereunto duly authorized.

APPLIED MATERIALS, INC.

By:	/s/ ROBERT J. HALLIDAY Robert J. Halliday Senior Vice President, Chief Financial Officer (Principal Financial Officer)
August 21, 2014	

By:	/s/ CHARLES W. READ Charles W. Read Corporate Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)
August 21, 2014	