

KLA TENCOR CORP
Form 8-K
April 26, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant To Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of report (Date of earliest event reported): April 26, 2007

KLA-TENCOR CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-09992
(Commission File Number)

04-2564110
(IRS Employer

Identification No.)

160 Rio Robles

San Jose, California 95134

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (408) 875-3000

N/A

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition

On April 26, 2007, KLA-Tencor Corporation, Inc. (the Company) issued a press release regarding selected financial results for its third quarter of fiscal 2007, ended March 31, 2007. The Company also announced in the press release that it will hold a conference call (with a web cast at www.kla-tencor.com) at 2:00 p.m. Pacific Daylight Time regarding its third quarter results and its outlook for the fourth quarter. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

The information in this Form 8-K shall not be deemed filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liabilities under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|-----------------------|--|
| 99.1 | Text of press release issued by KLA-Tencor Corporation, Inc. dated April 26, 2007. |

SIGNATURES

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

KLA-TENCOR CORPORATION

Date: April 26, 2007

By: /s/ Jeffrey L. Hall
Name: Jeffrey L. Hall
Title: Chief Financial Officer

Exhibit Index

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|---------------------------|--|
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