

APPLIED MATERIALS INC /DE
Form DEFA14A
January 26, 2017

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Applied Materials, Inc.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

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

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

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

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

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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Fee paid previously with preliminary materials:

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

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on March 9, 2017.**

APPLIED MATERIALS, INC.

3225 OAKMEAD VILLAGE DRIVE

P.O. BOX 58039, M/S 1241

SANTA CLARA, CA 95054

Meeting Information

Meeting Type: Annual Meeting of Shareholders

For holders as of: January 12, 2017

Date: March 9, 2017 **Time:** 11:00 a.m., Pacific Time

Location: Applied Materials, Inc.
Corporate Offices

3050 Bowers Avenue

Building I

Santa Clara, California 95054

You are receiving this communication because you hold shares in Applied Materials, Inc.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at *www.proxyvote.com* or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

PROXY STATEMENT AND ANNUAL REPORT TO SHAREHOLDERS

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before February 23, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now over the Internet, go to *www.proxyvote.com*. You may vote over the Internet up until 11:59 p.m. Eastern Time on Wednesday, March 8, 2017. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Telephone: You can vote by telephone by requesting a paper copy of the materials, which will include a proxy card containing a toll-free telephone number.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR all of

the nominees listed below, FOR proposals 2, 4, 5 and 6, and FOR 1 year on proposal 3:

1. Election of Directors

3. Approval, on an advisory basis, of the frequency of holding an advisory vote on executive compensation.

Nominees:

1a. Judy Bruner

4. Approval of the material terms of the performance goals for purposes of Section 162(m) and an annual limit on awards to non-employee directors under the Amended and Restated Employee Stock Incentive Plan.

1b. Xun (Eric) Chen

5. Approval of the material terms of the performance goals for purposes of Section 162(m) under the Amended and Restated Senior Executive Bonus Plan.

1c. Aart J. de Geus

6. Ratification of the appointment of KPMG LLP as Applied Materials independent registered public accounting firm for fiscal year 2017.

1d. Gary E. Dickerson

1e. Stephen R. Forrest

NOTE: The proposals to be voted on may also include such other business as may properly come before the meeting or any adjournment or postponement thereof.

1f. Thomas J. Iannotti

1g. Alexander A. Karsner

1h. Adrianna C. Ma

1i. Dennis D. Powell

2. Approval, on an advisory basis, of the compensation of Applied Materials named executive officers for fiscal year 2016.

