APPLIED MATERIALS INC /DE
Form DEFA14A
March 16, 2004

SCHEDULE 14A INFORMATION

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

(Amendment No.)

Filed by the Registrant x

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 §14a-6(e)(2))**

¨ Definitive Proxy Statement

x Definitive Additional Materials

¨ Soliciting Material §240.14a-11(c) or §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):

x No Fee Required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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

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

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(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):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

¨ Fee paid previously with preliminary materials:

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

(1) Amount previously paid:

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

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(3) Filing party:

---

(4) Date filed:

APPLIED MATERIALS

LEGAL DEPARTMENT

March 16, 2004 VIA U.S. MAIL AND FACSIMILE

(617) 476-9576

Eric Roiter

General Counsel

Fidelity Management and Research Inc.

82 Devonshire Street

Boston, MA 02109

Re: 2004 Proxy Statement Item 2 (Employee Stock Incentive Plan)

Dear Mr. Roiter:

This is in response to the March 9, 2004 telephone call from Fidelity Management and Research Inc. (Fidelity) to Applied Materials, Inc. (Applied) inquiring about stockholder approval of material amendments to Applied s Employee Stock Incentive Plan (the Plan).

As discussed, the current Nasdaq rules already require stockholder approval of any material amendments to the Plan. However, in response to Fidelity s stated preference for including this requirement in the Plan itself, this letter confirms that management will recommend to the Human Resources and Compensation Committee of Applied s Board of Directors that the Plan be amended to require stockholder approval of any material amendments to the Plan.

If you have additional questions or comments, please call me.

Sincerely,

/s/ Joseph J. Sweeney

Group Vice President

Legal Affairs and Intellectual Property

and Corporate Secretary

JJS/CM

Applied Materials, Inc., M/S 2064

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