

SEMITOOl INC
Form 3
December 24, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â APPLIED MATERIALS INC /DE			(Month/Day/Year)	SEMITOOl INC [SMTL]	
(Last)	(First)	(Middle)	12/18/2009		
3050 BOWERS AVENUE			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
SANTA CLARA,Â CAÂ 95054			___ Director ___X___ 10% Owner		___ Form filed by One Reporting Person
(City)	(State)	(Zip)	___ Officer (give title below) ___ Other (specify below)		___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
COMMON STOCK <u>(1)</u> <u>(2)</u> <u>(3)</u>	32,947,706	I	Beneficially owned through direct, wholly-owned subsidiary

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
APPLIED MATERIALS INC /DE 3050 BOWERS AVENUE SANTA CLARA, CA 95054	^	^ X	^	^
Jupiter Acquisition Sub, Inc. 3050 BOWERS AVENUE SANTA CLARA, CA 95054	^	^ X	^	^

Signatures

APPLIED MATERIALS, INC., By /s/ Joseph J. Sweeney, Senior Vice President, General Counsel and Corporate Secretary	12/21/2009
__Signature of Reporting Person	Date
JUPITER ACQUISITION SUB, INC., By /s/ Thomas T. Edman, President	12/21/2009
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) In accordance with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 16, 2009, by and among Applied Materials, Inc., a Delaware corporation ("Applied"), Jupiter Acquisition Sub, Inc., a Montana corporation and a wholly-owned subsidiary of Applied ("Acquisition Sub"), and Semitool, Inc., a Montana corporation ("Semitool"), on November 19, 2009, Acquisition Sub commenced a cash tender offer (the "Offer") to purchase all outstanding shares of common stock, no par value per share, of Semitool (the "Shares") at a price of \$11.00 per Share, without interest thereon and less any required withholding tax, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated November 19, 2009, and in the related Letter of Transmittal, included as exhibits to the Tender Offer Statement on Schedule TO filed by Applied and Acquisition Sub on such date with the Securities and Exchange Commission.
- (2) The Offer expired at 12:00 midnight, Eastern Standard Time, on December 17, 2009. An aggregate of 31,383,084 Shares were validly tendered and not properly withdrawn immediately prior to the expiration of the Offer, representing approximately 95% of the Shares outstanding as of December 17, 2009. On December 18, 2009, Acquisition Sub accepted for payment all validly tendered and not properly withdrawn Shares.
- (3) Following Acquisition Sub's acceptance for payment of all validly tendered and not properly withdrawn Shares, on December 21, 2009, pursuant to the terms of the Merger Agreement, Semitool merged with and into Acquisition Sub (the "Merger") and each Share of Semitool (other than shares owned by Applied or Semitool or by shareholders of Semitool who properly assert dissenters' rights under Montana law) was automatically converted into the right to receive \$11.00 in cash, without interest thereon and less any required withholding tax. As a result of the Merger, Applied and Jupiter Acquisition Sub acquired beneficial ownership of 32,947,706 Shares, representing 100% of the Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.