NETWORKS ASSOCIATES INC/
Form 10-Q/A
June 28, 2002

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/ A

þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2001
or

o 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 0-20558

Networks Associates, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**77-0316593**
(State of incorporation)	*(IRS Employer Identification Number)*

3965 Freedom Circle

Santa Clara, California 95054
(408) 988-3832
(Address and telephone number of principal executive offices)

Indicate by check mark whether 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, and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

138,455,083 shares of the registrant s common stock, $0.01 par value, were outstanding as of September 30, 2001.

EXPLANATORY NOTE:

THIS 10-Q/ A IS BEING FILED FOR THE PURPOSE OF AMENDING AND RESTATING ITEMS 1, 2 AND 3 OF PART I OF FORM 10-Q TO REFLECT THE RESTATEMENT OF OUR CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS OF AND FOR THE PERIODS ENDED SEPTEMBER 30, 2000 AND 2001. WE HAVE MADE NO FURTHER CHANGES TO THE PREVIOUSLY FILED FORM 10-Q. ALL INFORMATION IN THE FORM 10-Q/ A IS AS OF SEPTEMBER 30, 2001 AND DOES NOT REFLECT ANY SUBSEQUENT INFORMATION OR EVENTS OTHER THAN THE RESTATEMENT.

THIS DOCUMENT CONTAINS 56 PAGES.
THE EXHIBIT INDEX IS ON PAGE 53.

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NETWORKS ASSOCIATES, INC.

FORM 10-Q/ A

September 30, 2001

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NETWORKS ASSOCIATES, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2001	December 31, 2000
	(As restated See Note 2)	(As restated See Note 2)
	(In thousands, except share and per share data) (Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 640,255	$ 275,539
Short-term marketable securities	67,369	85,721
Accounts receivable, net	124,316	122,315
Prepaid expenses, income taxes and other current assets	34,239	50,346
Deferred taxes	136,049	86,771
Total current assets	1,002,228	620,692
Long-term marketable securities	249,225	332,893
Fixed assets, net	67,944	75,499
Deferred taxes	104,490	120,261
Intangibles and other assets	215,455	242,275
Total assets	$ 1,639,342	$ 1,391,620
LIABILITIES, MINORITY INTEREST AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	$ 24,906	$ 46,816
Accrued liabilities	294,445	254,282
Deferred revenue	209,747	151,566
Total current liabilities	529,098	452,664
Deferred taxes	5,850	7,971
Deferred revenue, less current portion	32,639	26,592
Convertible debt	690,636	396,336
Other long-term debt and liabilities	858	532
Total liabilities	1,259,081	884,095
Commitments and contingencies (Note 10)		
Minority interest	11,849	11,067
Common stock, $0.01 par value; Authorized: 300,000,000; Issued: 139,328,528 shares at September 30, 2001 and December 31, 2000; Outstanding: 138,455,083 shares at September 30, 2001 and 138,089,775 shares at December 31, 2000.	1,393	1,381
Treasury stock, at cost: 873,445 shares at September 30, 2001 and 1,238,753 shares at December 31, 2000.	(20,873)	(23,186)
Additional paid-in capital	691,761	685,423
Accumulated other comprehensive loss	(30,352)	(31,266)
Accumulated deficit	(273,517)	(135,894)
Total stockholders equity	368,412	496,458
Total liabilities, minority interest, and stockholders equity	$ 1,639,342	$ 1,391,620

The accompanying notes are an integral part of these condensed consolidated financial statements.

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NETWORKS ASSOCIATES, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2001	2000	2001	2000
	(As reclassified See Note 2)	(As restated and reclassified See Note 2)	(As reclassified See Note 2)	(As restated and reclassified See Note 2)
	(In thousands, except per share data) (Unaudited)			
Net revenue:				
Product	$134,888	$170,249	$ 359,757	$474,241
Services and support	70,382	51,524	193,671	154,761
Total net revenue	205,270	221,773	553,428	629,002
Cost of net revenue:				
Product	28,304	29,518	77,185	81,521
Services and support	14,115	10,508	41,575	29,420
Total cost of net revenue	42,419	40,026	118,760	110,941
Operating costs and expenses:				
Research and development(1)	33,882	45,893	108,741	129,953
Marketing and sales(2)	100,121	97,961	303,365	286,976
General and administrative(3)	22,210	21,330	71,232	59,218
Amortization of intangibles	15,479	16,443	47,996	45,805
Total operating cost and expenses	171,692	181,627	531,334	521,952
Income (loss) from operations	(8,841)	120	(96,666)	(3,891)
Interest and other income and expense, net	1,693	5,336	11,223	18,905
Gain on sale of investments, net				40,373
Write-down of strategic and other investments	(1,000)		(19,138)	
Income (loss) before provision for income tax, minority interest and extraordinary item	(8,148)	5,456	(104,581)	55,387
Provision for income taxes (income tax benefit)	4,028	9,577	(7,144)	38,076
Income (loss) before minority interest and extraordinary item	(12,176)	(4,121)	(97,437)	17,311
Minority interest in loss (income) of consolidated subsidiaries	(152)	1,050	569	3,386
Income (loss) before extraordinary item	(12,328)	(3,071)	(96,868)	20,697
Extraordinary item gain on redemption of debt (net of $718 tax)	1,077		1,077	
Net income (loss)	$ (11,251)	$ (3,071)	$ (95,791)	$ 20,697

Other comprehensive income, net	537	11,624	913	7,739
Comprehensive income (loss)	$ (10,714)	$ 8,553	$ (94,878)	$ 28,436
Basic net income (loss) per share:				
Income (loss) before extraordinary item	$ (0.09)	$ (0.02)	$ (0.71)	$ 0.15
Extraordinary item, gain on redemption of debt, net of taxes	0.01		0.01	
Net income (loss)	$ (0.08)	$ (0.02)	$ (0.70)	$ 0.15
Shares used in per share calculation basic	137,750	137,482	137,256	138,144
Diluted net income (loss) per share:				
Income (loss) before extraordinary item	$ (0.09)	$ (0.02)	$ (0.71)	$ 0.15
Extraordinary item, gain on redemption of debt, net of taxes	0.01		0.01	
Net income (loss)	$ (0.08)	$ (0.02)	$ (0.70)	$ 0.15
Shares used in per share calculation diluted	137,750	137,482	137,256	142,454

(1) Includes stock-based compensation charge of $144 and $3,319 for the three months ended September 30, 2001 and 2000, respectively, and $342 and $4,167 for the nine months ended September 30, 2001 and 2000, respectively.

(2) Includes stock-based compensation charge of $228 and $5,831 for the three months ended September 30, 2001 and 2000, respectively, and $541 and $7,176 for the nine months ended September 30, 2001 and 2000, respectively.

(3) Includes stock-based compensation charge of $448 and $2,957 for the three months ended September 30, 2001 and 2000, respectively, and $2,800 and $3,689 for the nine months ended September 30, 2001 and 2000, respectively.

The accompanying notes are an integral part of these condensed consolidated financial statements.

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NETWORKS ASSOCIATES, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended September 30,	
	2001	**2000**
		(As restated See Note 2)
	(In thousands) (Unaudited)	
Cash flows from operating activities:		
Net income (loss)	$ (95,791)	$ 20,697
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation, amortization and bad debt expense	71,631	63,514
Interest on convertible notes	16,585	13,555
Realized (gain) loss on investments	(3,876)	141
Write-down of strategic investments	19,138	
Extraordinary item gain on redemption of debt, net of tax	(1,077)	
Minority interest	(569)	(3,386)
Deferred taxes	(35,542)	(12,358)
Stock compensation charges	3,683	15,032
Gain on sale of Goto.com investment		(28,551)
Gain on sale of Network Associates Japan investment		(11,947)
Changes in assets and liabilities:		
Accounts receivable	3,596	(21,857)
Prepaid expenses, taxes and other	9,303	(31,370)
Accounts payable and accrued liabilities	3,172	49,764
Deferred revenue	63,240	14,008
Net cash provided by operating activities	53,493	67,242
Cash flows from investing activities:		
Purchase of marketable securities	(427,721)	(347,213)
Proceeds from sale of marketable securities	528,063	386,137
Purchase of equity investments		(21,650)
Proceeds from Goto.com investment		36,750
Proceeds from sale of shares of Network Associates Japan		11,947
Purchase of shares of Network Associates Japan	(10,655)	
Acquisitions by subsidiary		(1,959)
Additions to fixed assets	(20,096)	(37,844)
Net cash provided by investing activities	69,591	26,168
Cash flows from financing activities:		
Repayment of notes payable		(67)
Proceeds from issuance of stocks from option plan and stock purchase plans	18,564	37,937
Repurchase of common stock	(53,800)	(92,681)
Issuance of 5.25% convertible notes	335,081	
Redemption of zero coupon convertible debenture	(61,950)	
Proceeds from sale of put options		13,890
Other	(314)	950

Net cash provided by (used in) financing activities	237,581	(39,971)
Effect of exchange rate fluctuations	4,051	(38,346)
Net increase in cash and cash equivalents	364,716	15,093
Cash and cash equivalents at beginning of period	275,539	316,784
Cash and cash equivalents at end of period	$ 640,255	$ 331,877

The accompanying notes are an integral part of these condensed consolidated financial statements.

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NETWORKS ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Presentation

These condensed consolidated financial statements have been prepared by Networks Associates, Inc. (the Company) without audit in accordance with instructions to Form 10-Q and Article 10 of Regulation S-X. The unaudited, condensed consolidated financial statements include the accounts of the Company and its majority owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

In the opinion of management, all adjustments, consisting only of normal recurring adjustments considered necessary for a fair presentation, have been included. The results of operations for the three month and nine month periods ended September 30, 2001 are not necessarily indicative of the results to be expected for the full year or for any future periods. The accompanying unaudited, condensed consolidated financial statements should be read in conjunction with the restated audited consolidated financial statements contained in the Company s Annual Report on Form 10-K/A filed with the Securities and Exchange Commission on June 28, 2002. The balance sheet at December 31, 2000 has been derived from the audited financial statements as of and for the year ended December 31, 2000, but does not include all the information and footnotes required by generally accepted accounting principles for complete financial statements.

Certain reclassifications have been made to the 2000 consolidated condensed financial statements and related notes to conform to the 2001 presentation.

2. Restatement and Adoption of New Accounting Pronouncements

On April 25, 2002, the Company announced that it had discovered accounting inaccuracies in certain prior period financial statements, requiring restatement of the financial statements for these periods. The Company conducted an internal investigation under the direction of the Audit Committee of its Board of Directors to determine the scope and magnitude of these inaccuracies. On May 17, 2002, the Company announced that the Audit Committee of its Board of Directors had completed its internal accounting investigation. As a result of the internal accounting investigation, the Company s statements of operations, cash flows and stockholders equity for the years ended December 31, 2000, 1999 and 1998 and the balance sheets as of December 31, 2000, 1999 and 1998 are being restated. In addition, to give effect to accumulated prior period adjustments and their related tax impacts, the Company announced the restatement of its December 31, 2001 and March 31, 2002 balance sheets. As a result, the Company is also restating its condensed consolidated statements of operations and cash flows for the three and nine months ended September 30, 2000 and condensed consolidated balance sheet as of September 30, 2001, which are included in this Form 10-Q/A. The statements of operations and cash flows for the periods ended September 30, 2001 were not impacted by this restatement.

The Audit Committee s investigation determined that inaccurate accounting entries were made in 2000, 1999 and 1998, which required restatement. In 2000, these entries (a) recorded payments to a distributor in a balance sheet tax liability account instead of reducing Net revenue, (b) reclassified amounts from a tax liability account to the general and administrative and marketing and sales liability accounts, understating general and administrative and marketing and sales expenses, (c) recorded additions to sales return reserves as tax expense rather than as a reduction of Net revenue, (d) increased a tax liability account by reducing Net revenue and (e) adjusted the foreign currency accounts resulting in an overstatement of Net revenue and an understatement of Interest and other income. Additional entries had the effect of overstating Net revenue, overstating Operating costs and expenses, and understating Interest and other income. In the aggregate for 2000, the adjustments for these entries and related tax effects increased previously reported net loss by $21.2 million from $102.7 million to $123.9 million, and increased previously reported basic and diluted net loss by $0.16 per share.

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NETWORKS ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Generally, the entries in 1999 reclassified amounts from the tax liability accounts to operating expense liability accounts and sales return reserves. In the aggregate for 1999, the adjustments for these entries and related tax effects reduced previously reported net loss by $3.0 million from $159.9 million to $156.9 million, and reduced previously reported basic and diluted net loss by $0.02 per share.

The entries made during 1998 reclassified amounts from the tax liability accounts to operating expense liability accounts. In the aggregate for 1998, the adjustments for these entries and related tax effects reduced previously reported net income by $4.0 million from $36.4 million to $32.4 million, and reduced previously reported basic and diluted net income by $0.03 per share.

The results of the Audit Committee s investigation and the required restatement are set forth and described in greater detail in Network Associates audited consolidated financial statements contained in the 2001 Annual Report on Form 10-K/A filed with the Securities and Exchange Commission on June 28, 2002.

During the three months ended March 31, 2002, the Company adopted the Financial Accounting Standards Board s Emerging Issues Task Force Statement No. 01-09, entitled Accounting for Consideration Given by a Vendor to a Customer or a Reseller of the Vendor s Products (EITF 01-09). EITF 01-09 requires that payments to customers or reductions in their accounts receivable for certain marketing related amounts previously classified as charges to marketing expense be recorded as reductions of revenue. Upon adoption of EITF 01-09, the Company is required to retroactively reclassify amounts recognized for such payments in previously issued financial statements to comply with the income statement display requirements of the consensus.

The condensed consolidated balance sheets as of September 30, 2001 and December 31, 2000 and condensed consolidated statements of operations for the three and nine months ended September 30, 2000 contained herein have been restated to incorporate the adjustments described herein and the related tax effects. In addition, the Company reclassified amounts of approximately $3.8 million and $6.0 million for the three months ended September 30, 2001 and 2000, respectively, and $21.9 million and $20.6 million for the nine months ended September 30, 2001 and 2000, respectively, from marketing and sales expense to revenue upon the adoption of EITF 01-09.

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NETWORKS ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following are reconciliations of the Company s financial position and results of operations from financial statements previously filed to these restated and reclassified financial statements (in thousands, except per share data):

Balance Sheet as of September 30, 2001

	As Previously Reported	Cumulative Effect of Prior Year Changes	As Restated
Cash and cash equivalents	$ 640,255	$	$ 640,255
Short-term marketable securities	67,369		67,369
Accounts receivable, net	124,316		124,316
Prepaid expenses, income taxes and other current assets	34,239		34,239
Deferred taxes	136,049		136,049
Total current assets	1,002,228		1,002,228
Long-term marketable securities	249,225		249,225
Fixed assets, net	67,944		67,944
Deferred taxes	97,718	6,772	104,490
Intangible assets and other assets	215,455		215,455
Total assets	$1,632,570	$ 6,772	$1,639,342
Accounts payable	$ 24,906	$	$ 24,906
Accrued liabilities	265,480	28,965	294,445
Deferred revenue	209,747		209,747
Total current liabilities	500,133	28,965	529,098
Deferred taxes	5,850		5,850
Deferred revenue, less current portion	32,639		32,639
Convertible debt	690,636		690,636
Other long term debt and liabilities	858		858
Total liabilities	1,230,116	28,965	1,259,081
Minority interest	11,849		11,849
Common stock	1,393		1,393
Treasury stock	(20,873)		(20,873)
Additional paid in capital	691,761		691,761
Accumulated other comprehensive loss	(30,352)		(30,352)
Accumulated deficit	(251,324)	(22,193)	(273,517)
Total stockholders equity	390,605	(22,193)	368,412
Total liabilities, minority interest and stockholders equity	$1,632,570	$ 6,772	$1,639,342

NETWORKS ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Balance Sheet as of December 31, 2000

	As Previously Reported	Cumulative Effect of Prior Year Changes	Inaccuracies	As Restated
Cash and cash equivalents	$ 275,539	$	$	$ 275,539
Short-term marketable securities	85,721			85,721
Accounts receivable, net	122,315			122,315
Prepaid expenses, income taxes and other current assets	50,346			50,346
Deferred taxes	86,771			86,771
Total current assets	620,692			620,692
Long-term marketable securities	332,893			332,893
Fixed assets, net	75,499			75,499
Deferred taxes	113,489	10,403	(3,631)	120,261
Intangible assets and other assets	242,275			242,275
Total assets	$ 1,384,848	$ 10,403	$ (3,631)	$ 1,391,620
Accounts payable	$ 46,816	$	$	$ 46,816
Accrued liabilities	225,317	11,391	17,574	254,282
Deferred revenue	151,566			151,566
Total current liabilities	423,699	11,391	17,574	452,664
Deferred taxes	7,971			7,971
Deferred revenue, less current portion	26,592			26,592
Convertible debt	396,336			396,336
Other long term debt and liabilities	532			532
Total liabilities	855,130	11,391	17,574	884,095
Minority interest	11,067			11,067
Common stock	1,381			1,381
Treasury stock	(23,186)			(23,186)
Additional paid in capital	685,423			685,423
Accumulated other comprehensive loss	(31,266)			(31,266)
Accumulated deficit	(113,701)	(988)	(21,205)	(135,894)
Total stockholders equity	518,651	(988)	(21,205)	496,458
Total liabilities, minority interest and stockholders equity	$ 1,384,848	$ 10,403	$ (3,631)	$ 1,391,620

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NETWORKS ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Statement of Operations

For the Three Months Ended September 30, 2000

	As Previously Reported	Inaccuracies	EITF No. 01-09 Reclassifications	As Restated and Reclassified
Net revenue:				
Product	$187,213	$(11,000)	$(5,964)	$170,249
Services and support	51,524			51,524
Total net revenue	238,737	(11,000)	(5,964)	221,773
Cost of net revenue:				
Product	29,518			29,518
Services and support	10,508			10,508
Total cost of net revenue	40,026			40,026
Operating costs and expenses:				
Research and development	45,893			45,893
Marketing and sales	103,925		(5,964)	97,961
General and administrative	21,730	(400)		21,330
Amortization of intangibles	16,443			16,443
Total operating costs and expenses	187,991	(400)	(5,964)	181,627
Income from operations	10,720	(10,600)		120
Interest and other income and expense, net	5,736	(400)		5,336
Income before provision for income taxes and minority interest	16,456	(11,000)		5,456
Provision for taxes	13,427	(3,850)		9,577
Net income (loss) before minority interest	3,029	(7,150)		(4,121)
Minority interest in consolidated subsidiaries	1,050			1,050
Net income (loss)	$ 4,079	$ (7,150)	$	$ (3,071)
Basic and diluted net income (loss) per share:				
Net income (loss) per share basic	$ 0.03			$ (0.02)
Net income (loss) per share diluted	$ 0.03			$ (0.02)
Basic shares	137,482			137,482
Diluted shares	140,989			137,482

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NETWORKS ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Statement of Operations

For the Nine Months Ended September 30, 2000

	As Previously Reported	Inaccuracies	EITF No. 01-09 Reclassifications	As Restated and Reclassified
Net revenue:				
Product	$532,104	$(37,288)	$(20,575)	$474,241
Services and support	154,761			154,761
Total net revenue	686,865	(37,288)	(20,575)	629,002
Cost of net revenue:				
Product	82,521	(1,000)		81,521
Services and support	29,420			29,420
Total cost of net revenue	111,941	(1,000)		110,941
Operating costs and expenses:				
Research and development	130,453	(500)		129,953
Marketing and sales	298,751	8,800	(20,575)	286,976
General and administrative	64,581	(5,363)		59,218
Amortization of intangibles	45,805			45,805
Total operating costs and expenses	539,590	2,937	(20,575)	521,952
Income from operations	35,334	(39,225)		(3,891)
Interest and other income and expense, net	16,305	2,600		18,905
Gain on investment, net	40,373			40,373
Income before provision for income taxes and minority interest	92,012	(36,625)		55,387
Provision for taxes	50,895	(12,819)		38,076
Net income before minority interest	41,117	(23,806)		17,311
Minority interest in consolidated subsidiaries	3,386			3,386
Net income	$ 44,503	$(23,806)	$	$ 20,697
Basic and diluted net income per share:				
Net income per share basic	$ 0.32			$ 0.15
Net income per share diluted	$ 0.31			$ 0.15
Basic shares	138,144			138,144
Diluted shares	142,454			142,454

3. Business Segment Information

In 1998, the Company established a subsidiary, McAfee.com, as a separate business entity. The Company evaluated its product segments in 2001 and concluded that it has two reportable segments consisting of computer security and management software, and managed security and availability application services to business users on the Internet (Infrastructure) and consumer PC security and management software on the

Internet (McAfee.com). Management measures profitability for its business based on these two segments.

The Infrastructure segment consists of anti-virus, network management, security and help desk software. These products are marketed and sold through a direct sales force to distributors, retailers, and end users

NETWORKS ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

worldwide. In addition, the Infrastructure segment includes managed security and availability applications services on the Internet.

The McAfee.com segment is a one-stop destination for consumer and small to medium-sized business PC security and management needs on the Internet. The McAfee.com web site provides a suite of online products and services personalized for the user based on the user s PC configuration, attached peripherals and resident software.

Summarized pre-tax financial information concerning the Company s reportable segments is provided as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2001	2000	2001	2000
	(As reclassified See Note 2)	(As restated and reclassified See Note 2)	(As reclassified See Note 2)	(As restated and reclassified See Note 2)
Infrastructure:				
Net revenues	$189,100	$209,212	$510,033	$594,277
Segment operating income (loss)	$ (10,152)	$ 7,401	$ (94,620)	$ 19,214
McAfee.com:				
Net revenues	$ 16,170	$ 12,561	$ 43,395	$ 34,725
Segment operating income (loss)	$ 1,311	$ (7,281)	$ (2,046)	$ (23,105)
Total Company:				
Net revenues	$205,270	$221,773	$553,428	$629,002
Segment operating income (loss)	$ (8,841)	$ 120	$ (96,666)	$ (3,891)

	September 30, 2001	December 31, 2000
	(As restated See Note 2)	(As restated See Note 2)
Infrastructure:		
Total assets	$1,531,507	$1,293,488
McAfee.com:		
Total assets	$ 107,835	$ 98,132
Total Company:		
Total assets	$1,639,342	$1,391,620

4. Convertible Debt

In the three months ended September 30, 2001, the Company redeemed zero coupon convertible subordinated debentures, which had an aggregate face amount at maturity of $140.0 million, at a net price of $442.50 per $1,000 of principal amount at maturity. In accordance with the redemption, the Company recognized an extraordinary gain of $1.1 million, net of $718,000 in taxes. As of September 30, 2001, the Company s aggregate cash, cash equivalents and marketable securities were approximately $956.8 million, including $89.0 million held by McAfee.com. Assuming that as of February 13, 2003 all currently outstanding zero coupon convertible subordinated debentures are redeemed, the aggregate redemption price would equal approximately $368.6 million.

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NETWORKS ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

On August 17, 2001, the Company issued 5.25% convertible subordinated notes due 2006 with an aggregate principal amount of $345.0 million. The issuance generated net proceeds of approximately $335.1 million (after deducting fees and expenses). The notes mature on August 15, 2006, unless earlier redeemed by the Company at its option or converted at the holder s option. Interest is payable in cash semi-annually in arrears on February 15 and August 15 of each year, commencing February 15, 2002. At the option of the holder, notes may be converted into the Company s common stock at any time, unless previously redeemed, at a conversion price of $18.07 per share. The Company may redeem all or a portion of the notes for cash at any time on or after August 20, 2004 at a redemption price of 101.3125% of the principal amount between August 20, 2004 and August 14, 2005 and 100.0% of the principal amount after August 14, 2005. The notes are unsecured and are subordinated to all existing and future senior indebtedness and are pari passu with respect to the zero coupon convertible subordinated debentures due 2018.

5. Stock Option Repricing, Stock Based Charges and Stock Repurchase Plan

On April 22, 1999, the Company offered to substantially all of its employees, excluding executive officers, the right to cancel certain outstanding stock options and receive new options with exercise prices at the then current fair market value of the stock. Options to purchase a total of 10.3 million shares were cancelled and the same number of new options were granted at an exercise price of $11.063, which was based on the closing price of the Company s common stock on April 22, 1999. The new options vest at the same rate that they would have vested under previous option plans. As a result, options to purchase approximately 3.1 million shares at $11.063 were vested and outstanding at September 30, 2001.

In accordance with Accounting Principles Board (APB) Opinion No. 25 Accounting for Stock Issued to Employees, the Company incurred an initial stock based compensation charge in connection with this repricing. This charge was calculated based on the difference between the exercise price of the new options and their market value on the date of acceptance by employees. Approximately $495,000 and $1.2 million was expensed in the three months and nine months ended September 30, 2001, respectively, and $2.2 million and $5.1 million was expensed in the three months and nine months ended September 30, 2000, respectively.

In March 2000, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 44, Accounting for Certain Transactions Involving Stock Compensation, an interpretation of APB Opinion No. 25 (Interpretation). Among other issues, this Interpretation clarified (a) the definition of employee for purposes of applying Opinion 25, (b) the criteria for determining whether a plan qualifies as a non-compensatory plan, (c) the accounting consequence of various modifications to the terms of a previously fixed stock option or award, and (d) the accounting for an exchange of stock compensation awards in a business combination. This guidance was effective as of July 1, 2000.

As a result of the introduction of this Interpretation, stock options repriced by the Company on April 22, 1999 are subject to variable plan accounting treatment from July 1, 2000. Accordingly, the Company has and will continue to remeasure compensation cost for the repriced options until these options are exercised, cancelled, or forfeited without replacement. The first valuation period began with the effective date of the Interpretation, which was July 1, 2000. The valuation has and will be based on any excess of the closing stock price at the end of the reporting period or date of exercise, forfeiture or cancellation without replacement, if earlier, over the fair value of the Company s common stock on July 1, 2000, which was $20.375. The resulting compensation charge to earnings will be recorded over the remaining vesting period, using the accelerated method of amortization discussed in FASB Interpretation No. 28, Accounting for Stock Appreciation Rights and Other Variable Stock Option or Award Plans. When options are fully vested, the charge will be recorded to earnings immediately. Depending upon movements in the market value of the Company s common stock, this accounting treatment may result in significant additional compensation charges in future periods.

In addition, variable plan accounting as described above, applied to options issued to employees of McAfee.com and myCIO.com as a replacement for Company options which were subject to the repricing

NETWORKS ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

described above. As a result, the Company will record variable charges based on the movements in the fair value of McAfee.com and myCIO.com common stock from July 1, 2000.

During the three months and nine months ended September 30, 2001, the Company did not incur charges to earnings related to options subject to variable plan accounting as the Company s stock price was below $20.375. As of September 30, 2001 the Company and McAfee.com had options amounting to 3.6 million and 59,650, respectively, which were outstanding and subject to variable plan accounting. Depending on movements in the market value of the Company s common stock, the accounting treatment may result in significant additional compensation charges in future periods.

On January 3, 2001, the Company s board of directors appointed George Samenuk as the Company s chief executive officer and president. Effective January 1 and 2, 2001, William Larson, former chief executive officer, Prabhat Goyal, former chief financial officer, and Peter Watkins, former president and chief operating officer, became special advisors to the Company. Options held by Mr. Larson, Mr. Goyal, and Mr. Watkins continue to vest while they each serve one-year terms as special advisors to the Company. As a result, the Company recorded a one-time stock compensation charge in the three months ended March 31, 2001 amounting to approximately $603,000.

On January 3, 2001, the Company entered into an employment agreement with George Samenuk to become the Company s chief executive officer (CEO). In accordance with the terms of the agreement, the Company issued 400,000 shares of restricted stock to Mr. Samenuk. The price of the underlying shares is $0.01 per share. The shares will vest and the Company s right to repurchase such shares will lapse as follows: 12.5% on the first four quarterly anniversaries of Mr. Samenuk s employment with the Company with the remaining 50% on the second year anniversary of Mr. Samenuk s employment with the Company. The fair value of the restricted stock was determined to be approximately $1.7 million and was estimated based on the difference between the exercise price of the restricted stock and the fair market value of the Company s common stock on Mr. Samenuk s employment commencement date. In the three months and nine months ended September 30, 2001, the Company recognized $209,000 and $627,000, respectively, related to stock compensation associated with Mr. Samenuk s restricted stock.

On April 3, 2001 the Company entered into an employment agreement with Stephen C. Richards to become executive vice president and chief financial officer (CFO). In accordance with the terms of the agreement, the Company issued 50,000 shares of stock to Mr. Richards for $0.01 per share. In the three months ended June 30, 2001, the Company recognized $350,000 related to stock compensation associated with the stock issued to Mr. Richards.

In May 1999, the board of directors authorized the Company to repurchase up to $100 million of its common stock in the open market over a two-year period. In July 2000, the board of directors authorized the Company to repurchase additional common stock of up to $50 million in the open market over a two-year period. Through September 30, 2001, the Company repurchased 7.0 million shares of its common stock, including the repurchase of 2.0 million shares on February 2, 2001 relating to the settlement of the outstanding put options. Cash outlay, net of proceeds from put options described below, to September 30, 2001 was approximately $147.5 million. The timing and size of any future stock repurchases are subject to market conditions, stock prices, the Company s cash position and other cash requirements.

On August 3, 1999, February 16, 2000 and May 31, 2000, the Company sold European style put options for 3.0 million shares of the Company s common stock as part of its stock repurchase plan. The strike prices for these put options were $20.00, $30.00 and $24.07, respectively. The Company received total proceeds of approximately $19.1 million from the sale. In August 2000, put options sold on August 2, 1999 for 1.0 million shares were exercised in the Company s stock. The strike price for these put options was $20.00. In February 2001, the Company settled the remaining put options, which resulted in the purchase of 2.0 million shares of the Company s common stock for approximately $53.8 million.

NETWORKS ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

6. Stockholders Equity

Stock Option Plans

On January 24, 2001, the Company s board of directors authorized the reservation of an additional 3.0 million options for the 2000 Nonstatutory Stock Option Plan.

The Company s board of directors authorized the reservation of an additional 5.0 million options for the 1997 Stock Incentive Plan. These additional options were approved at the Company s 2001 annual meeting held May 24, 2001.

Warrants

In January 2001, upon completion of the search for the Company s CEO, the Company issued warrants to a retained executive search firm for services performed. The warrants, if exercised, can be exchanged for 166,667 shares of the Company s common stock. The weighted-average exercise price of the underlying shares is $2.97 per share. The warrants are immediately exercisable and expire in January 2004. The combined fair value of the warrants was determined to be approximately $530,000 and was estimated using the Black-Scholes model with the following assumptions: risk free interest rate of 4.82%; expected life of 3 years; dividend yield of 0%; and expected volatility of 91%. The fair market value of the warrants was included as stock compensation during the three months ended March 31, 2001 and included in general and administrative expenses in the accompanying financial statements.

In April 2001, upon completion of the search for the Company s CFO, the Company issued warrants to a retained executive search firm for services performed. The warrants, if exercised, can be exchanged for 66,667 shares of the Company s common stock. The weighted-average exercise price of the underlying shares is $4.50 per share. The warrants are immediately exercisable and expire in April 2004. The combined fair value of the warrants was determined to be approximately $280,000 and was estimated using the Black-Scholes model with the following assumptions: risk free interest rate of 4.27%; expected life of 3 years; dividend yield of 0%; and expected volatility of 91%. The fair market value of the warrants was included as stock compensation during the three months ended June 30, 2001 and included in general and administrative expenses in the accompanying financial statements.

7. Recent Accounting Pronouncements

In June 1998, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 133, Accounting for Derivative Instruments and Hedging Activities , which establishes accounting and reporting standards for derivative instruments and hedging activities. It requires that an entity recognize all derivatives as either assets or liabilities in the statement of financial position and measure those instruments at fair value. In June 1999, the FASB issued SFAS No. 137, Accounting for Derivative Instruments Deferral of the Effective date of SFAS Statement No. 133 . SFAS No. 137 deferred the effective date of SFAS No. 133 until June 15, 2000. The Company has adopted SFAS No. 133 as required for its first quarterly filing of fiscal year 2001. SFAS No. 133 shall be effective for all subsequent quarters and annual filings. The adoption of SFAS No. 133 did not have a material effect on the financial position or results of operations of the Company.

In May 2000, the Emerging Issues Task Force (EITF) issued EITF Issue No. 00-14, Accounting for Certain Sales Incentives. EITF Issue No. 00-14 addresses the recognition, measurement, and income statement classification for sales incentives that a vendor voluntarily offers to customers (without charge), which the customer can use in, or exercise as a result of, a single exchange transaction. Sales incentives that fall within the scope of EITF Issue No. 00-14 include offers that a customer can use to receive a reduction in the price of a product or service at the point of sale. The EITF agreed to change the transition date for Issue 00-14, dictating that a company should apply this consensus no later than the company s annual or interim

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NETWORKS ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

financial statements for the periods beginning after December 15, 2001. In June 2001, the EITF issued EITF Issue No. 00-25, Vendor Income Statement Characterization of Consideration Paid to a Reseller of the Vendor s Products, effective for periods beginning after December 15, 2001. EITF Issue No. 00-25 addresses whether consideration from a vendor to a reseller is (a) an adjustment of the selling prices of the vendor s products and, therefore, should be deducted from revenue when recognized in the vendor s statement of operations or (b) a cost incurred by the vendor for assets or services received from the reseller and, therefore, should be included as a cost or expense when recognized in the vendor s statement of operations. In September of 2001, the EITF issued EITF Issue No. 01-09, Accounting for Consideration Given by Vendor to a Customer or a Reseller of the Vendor s Products , which is a codification of EITF Issues No. 00-14, No. 00-25 and No. 00-22 Accounting for Points and Certain Other Time-or Volume-Based Sales Incentive Offers and Offers for Free Products or Services to be Delivered in the Future. Upon application of these EITFs, financial statements for prior periods presented for comparative purposes should be reclassified to comply with the income statement display requirements under these Issues. As part of the restatement discussed in Note 2 of these Notes to Condensed Consolidated Financial Statements, the Company adopted EITF 01-09. See Note 2 of these Notes to Condensed Consolidated Financial Statements.

In July 2001, the FASB issued SFAS No. 141, Business Combinations. SFAS No. 141 requires the purchase method of accounting for business combinations initiated after June 30, 2001 and eliminates the pooling-of-interests method. The Company believes that the adoption of SFAS No. 141 will not have a significant impact on its financial statements.

In July 2001, the FASB issued SFAS No. 142, Goodwill and Other Intangible Assets , which is effective for fiscal years beginning after December 15, 2001. SFAS No. 142 requires, among other things, the discontinuance of goodwill amortization. In addition, the standard includes provisions upon adoption for the reclassification of certain existing recognized intangibles as goodwill, reassessment of the useful lives of existing recognized intangibles, reclassification of certain intangibles out of previously reported goodwill and the testing for impairment of existing goodwill and other intangibles. The Company is currently assessing but has not yet determined the impact of the adoption of SFAS No. 142 on its financial position and results of operations.

In October 2001, the FASB issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. SFAS No. 144 addresses significant issues relating to the implementation of SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of, and develops a single accounting method under which long-lived assets that are to be disposed of by sale are measured at the lower of book value or fair value less cost to sell. Additionally, SFAS No. 144 expands the scope of discontinued operations to include all components of an entity with operations that (1) can be distinguished from the rest of the entity and (2) will be eliminated from the ongoing operations of the entity in a disposal transaction. SFAS No. 144 is effective for financial statements issued for fiscal years beginning after December 15, 2001 and its provisions are to be applied prospectively. The Company is currently assessing the impact of SFAS No. 144 on its financial position and results of operations.

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NETWORKS ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

8. Net Income (Loss) per Share

The reconciliation of the numerator and denominator of basic and diluted net income (loss) per share is provided as follows (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2001	2000	2001	2000
		(As restated see Note 2)		(As restated see Note 2)
Numerator Basic:				
Income (loss) before extraordinary item	(12,328)	(3,071)	(96,868)	20,697
Extraordinary item gain on redemption of debt, net of tax	1,077		1,077	
Net income (loss)	$ (11,251)	$ (3,071)	$ (95,791)	$ 20,697
Numerator Diluted:				
Income (loss) before extraordinary item	(12,328)	(3,071)	(96,868)	20,697
Interest on convertible debentures(1)				
Income (loss) before extraordinary item, adjusted	(12,328)	(3,071)	(96,868)	20,697
Extraordinary item gain on redemption of debt, net of tax	1,077		1,077	
Net income (loss), adjusted	$ (11,251)	$ (3,071)	$ (95,791)	$ 20,697
Denominator Basic:				
Weighted average shares of common stock outstanding	138,050	137,482	137,606	138,144
Less: Weighted average shares of common stock Subject to repurchase	(300)		(350)	
Basic weighted average common shares outstanding	137,750	137,482	137,256	138,144
Denominator Diluted:				
Basic weighted average common shares outstanding	137,750	137,482	137,256	138,144
Effective of dilutive securities:				
Common stock options(2)				4,128
Warrants(3)				
Put Options				182
Diluted weighted average shares	137,750	137,482	137,256	142,454
Basic net income (loss) per share:				
Income (loss) before extraordinary item	$ (0.09)	$ (0.02)	$ (0.71)	$ 0.15
Extraordinary item gain on redemption of debt, net of taxes	0.01		0.01	

Net income (loss)	$ (0.08)	$ (0.02)	$ (0.70)	$ 0.15
Diluted net income (loss) per share:				
Income (loss) before extraordinary item	$ (0.09)	$ (0.02)	$ (0.71)	$ 0.15
Extraordinary item gain on redemption of debt, net of taxes	0.01		0.01	
Net income (loss)	$ (0.08)	$ (0.02)	$ (0.70)	$ 0.15

NETWORKS ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(1) Convertible debt interest and related as-if converted shares were excluded from the calculation since the effect was anti-dilutive. The total number of shares excluded from the calculation related to as-if converted shares was 25.5 million for the three months and nine months ended September 30, 2001 and 7.6 million for the three months and nine months ended September 30, 2000.

(2) At September 30, 2001 and 2000, 33.0 million and 16.8 million common stock options, respectively, were excluded from the determination of diluted net income per share as the effect of such options is anti-dilutive.

(3) At September 30, 2001, 233,334 warrants were excluded from the determination of diluted net income per share as the effect of such warrants is anti-dilutive.

9. Write-down of Strategic and Other Investments

The Company assesses the recoverability of the fair value of its strategic investments on a regular basis. Factors that the Company considers which could trigger an other than temporary decline in the value of such investments include, but are not limited to, the likelihood that the related company would have insufficient cash flows to operate for the next twelve months, significant changes in the operating performance or business model, and changes in market conditions. The Company recorded charges related to other than temporary declines in the value of certain strategic investments of $1.0 million and $19.1 million in the three and nine months ended September 30, 2001, respectively.

10. Litigation

General

From time to time, the Company has been subject to litigation including the pending litigation described below. The Company s current estimated range of liability related to some of the pending litigation below is based on claims for which management can estimate the amount and range of loss. The Company has recorded a liability related to these claims in accordance with generally accepted accounting principles (GAAP).

Because of the uncertainties related to the amount and range of loss on the remaining pending litigation, management is unable to make a reasonable estimate of the liability that could result from an unfavorable outcome. As additional information becomes available, the Company will assess its potential liability and revise its estimates as appropriate. Pending or future litigation could be costly, could cause the diversion of management s attention and could have a material adverse effect on the Company s business, results of operations, financial condition and cash flow.

Securities Cases

Between December 29, 2000 and February 7, 2001, the Company and certain of its current and former officers and directors were named in securities class action lawsuits filed in the United States District Court for the Northern District of California. On September 24, 2001, a consolidated class action complaint was filed which asserts claims against the Company, William Larson, Prabhat Goyal and Peter Watkins on behalf of a putative class of persons who purchased the Company s stock between July 19 and December 26, 2000. The complaint assert causes of action (and seeks unspecified damages) for alleged violations of Exchange Act Section 10(b)/ SEC Rule 10b-5 and Exchange Act Section 20(a). In particular, the complaint alleges that defendants engaged in improper practices designed to increase the Company s revenues and earnings and that, as a result of those practices, the Company s class period financial statements were false and misleading and failed to comply with GAAP. Defendants filed a motion to dismiss plaintiff s consolidated complaint on October 29, 2001.

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NETWORKS ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

On February 5, 2001, the Company was nominally sued in a derivative lawsuit filed in the Superior Court in Santa Clara County. The lawsuit, encaptioned *Mean Ann Krim v. William L. Larson, et al.*, Case No. CV795734, asserts claims against William Larson, Peter Watkins, Prabhat Goyal, Leslie Denend, Virginia Gemmell, Edwin Harper, Enzo Torresi, and others for breach of fiduciary duty, unjust enrichment and professional negligence against the accountants. In particular, the complaints allege that the defendants engaged in a course of conduct by which they improperly accounted for revenue from software license sales, and that, as a result of their actions, certain of the Company s financial statements were false and misleading and not in compliance with GAAP. The complaint seeks an unspecified amount of damages. Nominal defendant the Company filed a demurrer to the complaint on May 21, 2001. A hearing on the demurrer was held on June 29, 2001. On July 24, 2001, the Court sustained the demurrer with leave to amend. By Order dated August 21, 2001, the Court granted plaintiff limited discovery for purposes of amending the complaint to meet the demand futility test imposed by Delaware law. The Court s Order set a deadline of October 26, 2001 for the filing of the amended complaint. On October 22, 2001, the Court granted plaintiff an extension of time in which to file an amended complaint; the deadline for filing an amended complaint is now December 26, 2001.

Gage v. Network Associates. A derivative action similar to those settled in the quarter ended June 30, 2001 and captioned *Gage v. Network Associates, Inc., et al.*, Civil Action No. B C21152, has been filed in the Superior Court of California, County of Los Angeles. Plaintiffs allege violations of Section 25400 et seq. of the California Corporations Code, Section 17200 of the California Business and Professions Code, and breach of fiduciary duty. The parties stipulated to transfer the action of Santa Clara County Superior Court where it is now pending under Civil Action No. CV-785715. The complaint was dismissed without prejudice. Gage filed a First Amended Complaint asserting claims in his individual capacity, which was dismissed without prejudice. Gage then filed a Second Amended Complaint. The individual defendants and the Company s demurrer to the Second Amended Complaint was overruled in part, sustained in part with prejudice, and sustained in part without prejudice. Gage then filed a Third Amended Complaint. The individual defendants and the Company s motion to Strike certain allegations of the Third Amended Complaint was granted. Gage has filed a Fourth Amended Complaint which defendants have answered. On June 7, 2001, all proceedings in the Gage action were stayed pending Gage s Appeal of the Final Judgment in the federal class action to the Ninth Circuit Court of Appeals. On September 6, 2001, the Company settled the Gage action. On September 8, 2001, the Court issued a final judgement dismissing the action with prejudice.

Other Litigation

Hilgraeve v. Network Associates. On September 15, 1997, the Company was named as a defendant in a patent infringement action filed by Hilgraeve Corporation (Hilgraeve) in the United States District Court, Eastern District of Michigan. Hilgraeve alleges that the Company s VirusScan product infringes a Hilgraeve patent which was issued on June 7, 1994. Hilgraeve s action seeks injunctive relief and unspecified money damages. The District Court granted the Company s motion for summary judgment of non-infringement on May 20, 1999 and entered judgment in favor of the Company on July 7, 1999. On August 2, 2000 the United States Court of Appeal for the Federal Circuit vacated in part, affirmed in part, and remanded the case to the District Court for further proceedings. In an order dated on or about June 19, 2001, the Court denied NAI s further summary judgment motion.

Hilgraeve, Inc. and Hilgraeve Associates v. Network Associates. On October 10, 2000, Hilgraeve filed another complaint against the Company, also in the United States District Court, Eastern District of Michigan. Hilgraeve alleges that the Company s Webshield Proxy product infringes the same Hilgraeve patent in the first suit. Hilgraeve s action seeks injunctive relief and unspecified money damages.

These two matters were settled at a September 19, 2001 settlement conference. Under the terms of the settlement, the Company purchased a non-exclusive perpetual worldwide license for software products and

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NETWORKS ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

services under all patents owned by Hilgraeve. The formal agreements and dismissal of the lawsuits have been finalized and the cases were dismissed on October 25, 2001.

Crawford v. Digital River, Inc. et al., Case No. 1:01CV01770 RWR; United States District Court, District of Columbia. On August 21, 2001, Christopher Crawford filed a complaint for patent infringement of US Patent 6,014,651. The complaint alleges that seven different defendants, including the Company, infringe US Patent 6,014,651. The complaint alleges that the Company infringes the patent through several web sites, including the websites at www.nai.com and www.mcafee.com. The Company answered the complaint on September 12, 2001 in which the alleged patent infringement was denied. The other defendants have answered the complaint. An initial scheduling conference is scheduled for November 27, 2001, and prior to that date, counsel for plaintiff and defendants will meet and confer according to the court s rules.

Foremost Systems v. Network Associates, No. CV 777301 (Santa Clara County). A former agent of the Company in India, Foremost Systems Pvt. Ltd., filed this action on October 14, 1998, in California State court and filed a Second Amended Complaint on February 18, 2000. The Company removed the action to the United States District Court, Northern District of California, San Jose Division. The Second Amended Complaint alleges that the Company wrongly terminated Foremost Systems in breach of their agency agreement and, in addition, contains counts for breach of oral contract, promissory estoppel, intentional and negligent misrepresentation, breach of fiduciary duty, tortious interference with contractual relations, unfair competition, and racketeering in violation of 18 U.S.C 1962 *et seq.* The parties held a preliminary mediation session in this matter on April 5, 2000 and attended a full session for March 12, 2001. A Case Management Conference in this matter is set to take place on November 5, 2001, and the parties are engaging in limited discovery.

ESniff. On June 5, 2001, eSniff, Inc. (eSniff) filed a complaint in U.S. District Court for the District of Colorado, Case No. 01-D-1024, seeking a declaratory judgment that its use of the ESNIFF trade name and trademark does not infringe the Company s SNIFFER mark. ESniff also requested that the court cancel the federal trademark registration for SNIFFER.

On June 13, 2001, the Company and NATI filed a complaint in U.S. District Court in the Northern District of California, Case No. 01-20537 PVT, against eSniff for trademark infringement, trademark dilution, and unfair competition under federal and California state law related to the use of the ESNIFF name and mark.

On November 9, 2001, the parties appeared before the U.S. District Court for the Northern District of California and agreed to settle both lawsuits. The parties intend shortly to file appropriate dismissal papers with both the Colorado and California courts.

Homenexus Inc. f/k/a HomeRun Network, Inc. v. DirectWeb, Inc., et al, No. 99-CV-2316 (CRW) (E.D. Pa.). In this action, filed in federal court in the Eastern District of Pennsylvania on May 5, 1999, plaintiff Homenexus alleges that DirectWeb successfully conspired with all defendants, including the Company and William Larson, to wrongly misappropriate plaintiff s purported proprietary business plan and to deliberately infringe plaintiff s purported trade dress in its alleged web-site. The complaint further alleges that all defendants conspired to commit, and did commit, the torts of conversion and unfair competition. Plaintiff filed an amended complaint on June 21, 2000, adding a new defendant, Riaz Karamali.

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NETWORKS ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

11. Other Comprehensive Income, Net

Other comprehensive income, net, comprises the following (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2001	2000	2001	2000
Gross change in unrealized gain (loss) on investments	$ 1,673	$ 20,075	$ (2,794)	$ 51,935
Write down of available-for-sale strategic investments			8,638	
Realized (gain)/loss on investments			(3,876)	141
Gain on sale of Goto.com investment				(28,551)
	1,673	20,075	1,968	23,525
Foreign currency translation loss	(1,136)	(8,451)	(1,055)	(15,786)
	$ 537	$ 11,624	$ 913	$ 7,739

12. Subsequent Events

On October 9, 2001, the Board of Directors of the Company approved a plan to integrate the activities of the Company s PGP product group into its McAfee and Sniffer product groups and other product lines will be sold. Specifically, the PGP VPN, PGPfire and the PGP E-Business Server will be marketed and sold as McAfee products and the CyberCop technology will be integrated into the Sniffer product line. The Company will look for buyers for its PGP desktop encryption and Gauntlet firewall product. In connection with this process, the Company expects to record a restructuring charge of approximately $9.0 to $11.0 million during the fourth quarter of 2001. The restructuring charge consists of the costs related to severance packages for affected employees and the cost of eliminating duplicative facilities and services.

In October 2001, the Company redeemed outstanding zero coupon convertible subordinated debentures due 2018 with an aggregate face amount of $247.0 million for approximately $111.8 million. As a result, the Company will record an extraordinary gain of approximately $660,000, net of approximately $440,000 in taxes.

In October 2001, McAfee.com entered into an acquisition agreement under which it paid approximately $1.0 million in cash and issued 285,174 shares of its Class A common stock in exchange for all the assets of the acquired company.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This 10-Q/A is being filed for the purpose of amending and restating Items 1, 2 and 3 of Part I of Form 10-Q to reflect the restatement of our Condensed Consolidated Financial Statements as of and for the periods ended September 30, 2001 and 2000 and a reclassification in our statements of operations for these periods to reflect the retroactive adoption of a new accounting principle. We have made no further changes to the previously filed Form 10-Q. All information in this Form 10-Q/A is as of September 30, 2001 and does not reflect any subsequent information or events other than the restatement.

The following discussion should be read in conjunction with the condensed consolidated financial statements and related notes included elsewhere in this report. The results shown herein are not necessarily indicative of the results to be expected for the full year or any future periods.

This Report on Form 10-Q/A contains forward-looking statements, including but not limited to those specifically identified as such, that involve risks and uncertainties. The statements contained in this Report on Form 10-Q/A that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, including without limitation statements regarding our expectations, beliefs, intentions or strategies regarding the future. All forward-looking statements included in this Report on Form 10-Q/A are based on information available to us on the date hereof, and we assume no obligation to update any such forward-looking statements. Our actual results could differ materially from those anticipated in these forward-looking statements(*) as a result of a number of factors, including, but not limited to, those set forth in Risk Factors and elsewhere in this Report on Form 10-Q/A.

Overview

We are a leading supplier of network security and network management solutions. The majority of our revenue has historically been derived from our McAfee anti-virus product group and our Sniffer network availability and performance management product group. These two flagship products form the base from which the balance of our product groups have developed.

In recent years, we have focused our efforts on building a full line of complementary network security and network management solutions. On the network security side, we strengthened our anti-virus lineup by adding complementary products in the firewall, intrusion detection, encryption, and virtual private networking categories. On the network management side, we built upon our Sniffer line by adding products in the help desk, asset management, network monitoring, and network reporting categories. We continuously seek to expand our product lines. In order to more effectively market our products, we have combined complementary products into separate product groups, as follows:

McAfee, which primarily markets the McAfee Active Virus Defense product group;

Sniffer Technologies, which primarily markets the Sniffer Total Network Visibility product group;

PGP Security, which primarily markets the PGP Total Network Security product group and which in the fourth quarter of 2001 will be integrated into our other product groups as described below; and

Magic Solutions, which primarily markets the Magic Total Support Desk product group.

These product groups represent our Infrastructure segment. Organization around our product groups is designed to allow us to, among other things, react faster to customers changing needs and better specialize our sales forces. For the three months and nine months ended September 30, 2001, our infrastructure segment accounted for approximately $189.1 million and $510.0 million in net revenue and a net operating loss of $10.2 million and $94.6 million, respectively.

In the fourth quarter of 2001, we plan to integrate the activities of our PGP product group into our McAfee and Sniffer product groups and other products lines will be sold. The PGP product group in recent quarters has accounted for 7% to 10% of net revenue. Specifically, the PGP VPN, PGPfire (our distributed firewall) for corporate users and the PGP E-Business Server will be marketed and sold as McAfee products.

The CyberCop vulnerability assessment technology will be integrated into the Sniffer product line. We will look for buyers for the PGP desktop encryption and Gauntlet firewall product. In connection with the PGP integration, we expect, among other things:

- to record a restructuring charge of approximately $9.0 to $11.0 million during the fourth quarter of 2001, consisting primarily of the costs related to severance packages for affected employees and other exit costs;*

- expense savings of approximately $50 million in fiscal 2002, primarily in the areas of operating expenses;* and

- overall revenue to be adversely impacted in at least the nearterm as we integrate some of PGP s security products and seek to sell others.*

In addition to our product groups, we also have one publicly traded subsidiary, McAfee.com. McAfee.com is an applications service provider, or ASP, targeted at consumers and small to medium-sized businesses. For the three months and nine months ended September 30, 2001, McAfee.com, which constitutes our second business segment, accounted for approximately $16.2 million and $43.4 million in net revenue and operating income of $1.3 million and operating loss of $2.0 million, respectively.

McAfee

McAfee s products and services provide solutions designed to enforce anti-virus policies and measure the performance of anti-virus activities. The McAfee product group consists of products and services that provide multi-layer anti-virus protection, management and reporting for desktops, servers, GroupWare, Internet technologies, and wireless technologies. McAfee s services are provided by McAfee s Anti-Virus Emergency Response Team (AVERT). AVERT augments McAfee s product offerings by identifying new viruses and deploying anti-virus solutions to our customers. McAfee customers are primarily corporate customers, including customers in the managed service market (such as, ASPs, and managed service providers, or MSPs). Beginning in the fourth quarter of 2001, PGP VPN, PGPfire (our distributed firewall) for corporate users and PGP E-Business Server will be branded and sold as McAfee products.

Sniffer Technologies

Sniffer Technologies products and services provide customers with network and application management solutions designed to maximize network availability and performance. Sniffer Technologies products capture data, monitor network traffic and collect key network statistics for computer networks. Sniffer Technologies products are also designed to optimize network and application performance and increase network reliability by uncovering and analyzing network problems and recommending solutions to such problems, automatically and in real-time for mid-level and high-speed networks. Sniffer Technologies products also proactively monitor and diagnose network and application-level problems on complex, multi-segment networks from centralized locations as well as troubleshooting high-speed telecommunications and Internet service provider networks. Sniffer Technologies customers are primarily corporate customers, including customers in the managed service market. Beginning in the fourth quarter of 2001, PGP s CyberCop Scanning tools technology will be integrated into the Sniffer Technologies product group.

PGP Security

In the fourth quarter of 2001, as described above, the PGP Security product group will be integrated into the Sniffer and McAfee product groups. The following describes PGP s business prior to this integration. PGP Security s products help organizations worldwide secure their networks using firewall, encryption, intrusion detection, risk assessment and Virtual Private Network or VPN technologies. PGP Security s products include E-Business Server, Gauntlet Firewall, CyberCop Scanner and E-ppliance. E-Business Server provides an encryption and data authentication solution designed to protect the integrity and security of the customers data. Gauntlet Firewall delivers integrated anti-virus protection, a built-in standards-based VPN server, and spam and content filtering. CyberCop Scanning tools deliver risk assessment solutions that continually scan networks for weak spots, enabling network administrators to prevent security breaches before they occur. PGP s E-ppliance, a web-based configuration tool, is designed to deploy the latest firewall technologies and continually administers anti-virus protection. PGP Security s services are offered by its vulnerability research team known as COVERT. COVERT s mission is to identify and resolve serious customer vulnerabilities before attackers are able to exploit them. PGP Security s customers include individuals, government agencies, financial institutions and corporations, including e-businesses.

Magic Solutions

Magic Solutions products provide customers with a set of tools to manage their customer support and problem management needs. Magic Solutions product group consists of products that promote information sharing, facilitate workflow, and improve service delivery. Magic Solutions products include the Magic Total Service Desk Suite, a 100% browser based service desk and problem management solution. In addition, Magic Solutions stand-alone products include Magic HelpDesk, Self Service Desk, Remote Desktop and Event Management. Magic Solutions customers are primarily corporations.

McAfee.com

McAfee.com is a security ASP delivering security applications software and related services through an Internet browser. The McAfee.com applications allow users to detect and eliminate viruses on their PCs, repair their PCs from damage caused by viruses, optimize their hard drives and update their PCs virus protection system with current software patches and upgrades. McAfee.com also offers customers access to McAfee.com Personal Firewall, McAfee.com Wireless Security Center and McAfee.com Internet Privacy Service.

Under the terms of our licensing agreement with McAfee.com, McAfee.com s business has historically been targeted exclusively at consumers. We recently entered into a reseller agreement with McAfee.com allowing it to expand its product offerings with McAfee.com for Business. McAfee.com for Business is a new website serving the security needs for small and medium-sized businesses delivering managed applications services that allow businesses to provide anti-virus and firewall security for their desktop PCs.

As of September 30, 2001, we owned 36,000,000 shares of McAfee.com Class B common stock, entitled to three votes per share and representing approximately 79% of McAfee.com s outstanding common stock and 92% of its total voting power.

Change in Distributor Business Model

We market a significant portion of our products to end-users through intermediaries, including distributors. In December 2000, in light of the business decision by some of our distributors, including our largest distributor, to reduce inventory levels, and due to the unpredictability of demand in the distribution channel, we began a transition from a sell-in to a sell-through business model.

We entered into amended distribution arrangements under which we permit our distributors to purchase software licenses at the time they fill customer orders and to pay for hardware and retail products only when these products are sold to the end users. In addition, we permit our distributors to make hardware and retail product returns at any time prior to the time they sell the products to their customers. This right of return is unconditional. After sale by the distributor to its customer, the distributor has no right to return products to us unless we approve the return from the final customer to the distributor. Under our new business model, we recognize revenue on products when products are sold through by the distributor to the end users.

Results of Operations, as restated

On April 25, 2002, we announced that we had discovered accounting inaccuracies in certain prior period financial statements, requiring restatement of the financial statements for these periods. We conducted an internal investigation under the direction of the Audit Committee of our Board of Directors to determine the scope and magnitude of these inaccuracies. On May 17, 2002, we announced that the Audit Committee of our

Board of Directors had completed its internal accounting investigation. As a result of the internal accounting investigation, our statements of operations, cash flows and stockholders equity for the years ended December 31, 2000, 1999 and 1998 and the balance sheets as of December 31, 2000, 1999 and 1998 would be restated. In addition, to give effect to accumulated prior period adjustments and their related tax impacts, we announced the restatement of our December 31, 2001 and March 31, 2002 balance sheets. As a result, we are also restating our condensed consolidated statements of operations and cash flows for the three and nine months ended September 30, 2000 and condensed consolidated balance sheets as of September 30, 2001, which are included in this Form 10-Q/ A. The statements of operations and cash flows for the periods ended September 30, 2001 were not impacted by this restatement.

The Audit Committee s investigation determined that inaccurate accounting entries were made in 2000, 1999 and 1998, which required restatement. In 2000, these entries (a) recorded payments to a distributor in a balance sheet tax liability account instead of reducing Net revenue, (b) reclassified amounts from a tax liability account to the general and administrative and marketing and sales liability accounts, understating general and administrative and marketing and sales expenses, (c) recorded additions to sales return reserves as tax expense rather than as a reduction of Net revenue, (d) increased the tax liability account by reducing Net revenue and (e) adjusted the foreign currency accounts resulting in an overstatement of Net revenue and an understatement of Interest and other income. Additional entries had the effect of overstating Net revenue, overstating Operating costs and expenses, and understating Interest and other income. In the aggregate for 2000, the adjustments for these entries and related tax effects increased previously reported net loss by $21.2 million from $102.7 million to $123.9 million, and increased previously reported basic and diluted net loss by $0.16 per share.

Generally, the entries in 1999 reclassified amounts from the tax liability accounts to operating expense liability accounts and sales return reserves. In the aggregate for 1999, the adjustments for these entries and related tax effects reduced previously reported net loss by $3.0 million from $159.9 million to $156.9 million, and reduced previously reported basic and diluted net loss by $0.02 per share.

The entries made during 1998 reclassified amounts from the tax liability accounts to operating expense liability accounts. In the aggregate for 1998, the adjustments for these entries and related tax effects reduced previously reported net income by $4.0 million from $36.4 million to $32.4 million, and reduced previously reported basic and diluted net income by $0.03 per share.

The results of the Audit Committee s investigation and the required restatement are set forth and described in greater detail in Network Associates audited consolidated financial statements contained in the 2001 Annual Report on Form 10-K/A filed with the Securities and Exchange Commission on June 28, 2002.

During the three months ended March 31, 2002, we adopted the Financial Accounting Standards Board s Emerging Issues Task Force Statement No. 01-09, entitled Accounting for Consideration Given by a Vendor to a Customer or a Reseller of the Vendor s Products (EITF 01-09). EITF 01-09 requires that payments to customers or reductions in their accounts receivable for certain marketing related amounts previously classified as charges to marketing expense be recorded as reductions of revenue. Upon adoption of EITF 01-09, we are required to retroactively reclassify amounts recognized for such payments in previously issued financial statements to comply with the income statement display requirements of the consensus.

A summary of the impact of the adjustments to correct the inaccurate accounting entries, the related tax effects and the adoption of EITF 01-09 on our previously issued condensed consolidated balance sheets for September 30, 2001 and December 31, 2000 and condensed consolidated statements of operations for the three and nine months ended September 30, 2000 and the adoption of EITF 01-09 on our previously issued condensed consolidated statement of operations for the three and nine months ended September 30, 2001 is presented in Note 2 to the Notes to Condensed Consolidated Financial Statements.

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The following table sets forth, for the periods indicated, the percentage of net revenues represented by certain items in our statements of operations.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2001	2000	2001	2000
	(As Reclassified)	(As restated and Reclassified)		(As restated and Reclassified)
Net revenue:				
Product	66%	77%	65%	75%
Services and support	34	23	35	25
Total net revenue	100	100	100	100
Cost of net revenue:				
Product	14	13	14	13
Services and support	7	5	7	5
Total cost of net revenue	21	18	21	18
Operating costs and expenses:				
Research and development	16	21	19	21
Marketing and sales	49	44	55	46
General and administrative	11	10	13	9
Amortization of intangibles	7	7	9	7
Total operating costs and expenses	83	82	96	83
Income (loss) from operations	(4)		(17)	(1)
Interest and other income and expense, net	1	2	2	3
Gain on sale of investments, net				7
Write-down of strategic and other investments	(1)		(3)	
Income (loss) before provision for income taxes, minority interest and extraordinary item	(4)	2	(18)	9
Provision for income taxes (income tax benefit)	2	4	(1)	6
Income (loss) before minority interest and extraordinary item	(6)	(2)	(17)	3
Minority interest in loss (income) of consolidated subsidiaries		1		
Income (loss) before extraordinary item	(6)	(1)	(17)	3
Extraordinary item	1			
Net income (loss)	(5)%	(1)%	(17)%	3%

Net Revenue. Net revenue decreased 7% to $205.3 million from $221.8 million for the three months ended September 30, 2001 and 2000, respectively. Net revenue decreased 12% to $553.4 million from $629.0 million for the nine months ended September 30, 2001 and 2000, respectively. The decrease in net revenue for the three and nine months ended September 30, 2001 is primarily due to the relative increase in the amount of services contracted, such as MSP and ASP, versus products, the former being recognized ratably over the period of the service contracts as compared to product sales which are generally recognized at the time of delivery. In October 2001, our board of directors approved a plan to integrate the activities of our PGP product group into our McAfee and Sniffer product groups and other product lines will be sold. As a result, we expect lower PGP related revenues due to these activities.*

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Product revenue includes revenue from product licenses and hardware. Product revenue decreased 21% to $134.9 million from $170.2 million for the three months ended September 30, 2001 and 2000, respectively. Product revenue decreased 24% to $360.0 million from $474.2 million for the nine months ended September 30, 2001 and 2000, respectively. The decrease in product revenue is attributable to a change in our product and services mix, as discussed above.

Services and support revenues include revenues from software support and maintenance contracts, and education and consulting services, which are deferred and recognized over the related service period. Service revenues increased 37% to $70.4 million from $51.5 million for the three months ended September 30, 2001 and 2000, respectively. Service revenues increased 25% to $193.7 million from $154.8 million for the nine months ended September 30, 2001 and 2000, respectively. The increase in services and support revenues resulted from growth in all categories of service revenues, principally due to the growth of our installed customer base and the resulting renewal of support and maintenance contracts. In addition, we experienced growth in our MSP and ASP service offerings, including those offered by McAfee.com.

Our future profitability and rate of growth, if any, will be directly affected by increased price competition, a maturing anti-virus market and an increasingly higher revenue base from which to grow. Our growth rate and net revenue depend significantly on renewals of existing orders as well as expanding our customer base. If our renewal of existing orders or our pace of new customer orders slows, our net revenues and operating results would be adversely affected.

International revenues were approximately $69.5 million and $77.5 million in the three months ended September 30, 2001 and 2000, respectively, and approximately $192.4 million and $251.8 million for the nine months ended September 30, 2001 and 2000, respectively. On a percentage of net revenue basis, international revenue accounted for approximately 34% and 35% of net revenue for the three months ended September 30, 2001 and 2000, respectively and approximately 35% and 40% for the nine months ended September 30, 2001 and 2000, respectively. The decrease in international net revenue as a percentage of net revenue for the three and nine months ended September 30, 2001 compared to the same periods in 2000 was due to the reorganization of our European sales force around our product groups, under-performance in sales operations and changes in sales management. We have recently renewed our emphasis on the international markets as evidenced by European sales force reorganization and continued key management additions, including new heads of our European and Latin American operations. In future periods, we expect international revenues to grow in nominal dollars and as a percentage of net revenue.*

To minimize the impact of foreign currency fluctuations, we use non-leveraged forward currency contracts. However, our future results of operations may be adversely affected by currency fluctuations or by costs associated with currency risk management strategies. Other risks inherent in international revenue include the impact of longer payment cycles, greater difficulty in accounts receivable collection, unexpected changes in regulatory requirements, seasonality due to the slowdown in European business activity during the third quarter, tariffs and other trade barriers, uncertainties relative to regional economic circumstances, political instability in emerging markets and difficulties staffing and managing foreign operations. These factors may have a material adverse effect on our future international revenue. Further, in countries with a high incidence of software piracy, we may experience a higher rate of piracy of our products.

Cost of Net Revenue. Cost of net revenue increased 6% to $42.4 million from $40.0 million for the three months ended September 30, 2001 and 2000, respectively. Cost of net revenue increased 7% to $118.8 million from $110.9 million for the nine months ended September 30, 2001 and 2000, respectively. The increase in cost of net revenues was primarily due to a higher percentage of our revenues attributable to lower margin products and services, such as hardware, consulting, and maintenance services in comparison to the same periods in prior year.

Our cost of product revenue consists primarily of the cost of media, manuals and packaging for products distributed through traditional channels, royalties, and with respect to hardware-based Sniffer and E-ppliance products, computer platforms and other hardware components. Cost of product revenue decreased 4% to $28.3 million from $29.5 million for the three months ended September 30, 2001 and 2000, respectively. Cost of product revenue decreased 5% to $77.2 million from $81.5 million for the nine months ended September 30,

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2001 and 2000, respectively. As a percentage of net product revenue, cost of product revenue was 21% and 17% for the three months ended September 30, 2001 and 2000, respectively. As a percentage of net product revenue, cost of product revenue was 21% and 17% for the nine months ended September 30, 2001 and 2000, respectively. Cost of product revenue increased as a percentage of product revenue for the three and nine months ended September 30, 2001 compared to the same periods in 2000 due to lower margin products, such as hardware, making up a higher percentage of our product revenues.

Cost of services and support revenue consists principally of salaries and benefits related to employees providing customer support and consulting services. The cost of services and support revenue increased 34% to $14.1 million from $10.5 million for the three months ended September 30, 2001 and 2000, respectively. The cost of services and support revenue increased 41% to $41.6 million from $29.4 million for the nine months ended September 30, 2001 and 2000, respectively. Costs of services and support revenue increased due to the increase in services and support revenue. Cost of services and support revenue as a percentage of net services and support revenue was 20% for the three months ended September 30, 2001 and 2000. Cost of services and support revenue as a percentage of net services and support revenue was 21% and 19% for the nine months ended September 30, 2001 and 2000, respectively.

Research and Development. Research and development expenses consist primarily of salary and benefits for our development and technical support staff. Excluding the effects of stock-based compensation of approximately $144,000 and $3.3 million for the three months ended September 30, 2001 and 2000, respectively, research and development expenses decreased 21% to $33.7 million from $42.6 million for the three months ended September 30, 2001 and 2000, respectively. Excluding the effects of stock-based compensation of approximately $342,000 and $4.2 million for the nine months ended September 30, 2001 and 2000, respectively, research and development expenses decreased 14% to $108.4 million from $125.8 million for the nine months ended September 30, 2001 and 2000, respectively. Research and development expenses decreased due to focused product development, discontinuance of certain development efforts, more efficient operations in our research and development groups, the relocation of personnel to lower cost offices and the conversion of temporary personnel into full time employees. As a percentage of net revenue, research and development expenses were 16% and 21% for the three months ended September 30, 2001 and 2000, respectively. As a percentage of net revenue, research and development expenses were 19% and 21% for the nine months ended September 30, 2001 and 2000, respectively. We anticipate that research and development expenses will continue to increase in absolute dollars, but will continue to fluctuate as a percentage of net revenue. In addition, due to the decision to integrate the activities of our PGP product group into our McAfee and Sniffer product groups, we expect cost savings for the year 2002.*

We believe that our ability to maintain our competitiveness will depend in large part upon our ability to enhance existing products, develop and acquire new products and develop and integrate acquired products. The market for computer software is characterized by low barriers to entry and rapid technological change, and is highly competitive with respect to timely product introductions. The timing and amount of research and development expenses may vary significantly based upon the number of new products and significant upgrades under development and products acquired during a given period.*

Marketing and Sales. Marketing and sales expenses consist primarily of salary, commissions and benefits for marketing, sales and customer support personnel and costs associated with advertising and promotions. Excluding the effects of stock-based compensation of approximately $228,000 and $5.8 million for the three months ended September 30, 2001 and 2000, respectively, marketing and sales expenses increased 8% to $99.9 million from $92.1 million for the three months ended September 30, 2001 and 2000, respectively. Excluding the effects of stock-based compensation of approximately $541,000 and $7.2 million for the nine months ended September 30, 2001 and 2000, respectively, marketing and sales expenses increased 8% to $302.8 million from $279.8 million for the nine months ended September 30, 2001 and 2000, respectively. These increases were primarily due to continued investment in the marketing of our products and services as well as the hiring and training of our enterprise level sales force. As a percentage of net revenue, marketing and sales expense was 49% and 44% for the three months ended September 30, 2001 and 2000, respectively. As a percentage of net revenue, marketing and sales expense was 55% and 46% for the nine months ended September 30, 2001 and 2000, respectively. We anticipate that marketing and sales expenses will continue to increase in absolute dollars, but will continue to fluctuate as a percentage of net revenue. In addition, due to the decision to integrate the activities of our PGP product group into our McAfee and Sniffer product groups, we expect cost savings for the year 2002.*

General and Administrative. General and administrative expenses consist principally of salary and benefit costs for administrative personnel and general operating costs. Excluding the effect of stock-based compensation of $448,000 and $3.0 million for the three months ended September 30, 2001 and 2000, respectively, general and administrative expenses increased 18% to $21.8 million from $18.4 million for the three months ended September 30, 2001 and 2000, respectively. Excluding the effect of stock-based compensation of $2.8 million and $3.7 million for the nine months ended September 30, 2001 and 2000, respectively, general and administrative expenses increased 23% to $68.4 million from $55.5 million for the nine months ended September 30, 2001 and 2000, respectively. The increase is primarily attributable to recruiting and hiring additional personnel, including senior management, legal fees and continued expansion of the information technology infrastructure to support business information systems. As a percentage of net revenues, general and administrative expenses were 11% and 10% for the three months ended September 30, 2001 and 2000, respectively. As a percentage of net revenues, general and administrative expenses were 13% and 9% for the nine months ended September 30, 2001 and 2000, respectively. We anticipate that general and administrative expenses will continue to increase in absolute dollars, but will continue to fluctuate as a percentage of net revenue.*

Amortization of Intangibles. We incurred $15.5 million and $16.4 million of amortization related to intangibles in the three months ended September 30, 2001 and 2000, respectively. We incurred $48.0 million and $45.8 million of amortization related to intangibles in the nine months ended September 30, 2001 and 2000, respectively. Intangibles consist of purchased goodwill and certain acquired technology. The increase in amortization was primarily a result of additions to goodwill related to McAfee.com s acquisitions during 2000. We periodically assess the fair value of our intangible assets. In addition, if we later determine that purchased technology and goodwill are impaired, we will be required to take a related non-recurring charge to earnings. Such charges could have a material adverse effect on our results of operations and financial position.

Interest and Other Income and Expense. Interest and other income and expense decreased to $1.7 million from $5.3 million for the three months ended September 30, 2001 and 2000, respectively. Interest and other income and expense decreased to $11.2 million from $18.9 million for the nine months ended September 30, 2001 and 2000, respectively. The decrease in interest and other income and expense, net, is due to lower interest rates on our investments and higher interest expense resulting from the issuance of our convertible notes.

Gain on Sale of Investments. In 2000, we recognized a total gain of $40.4 million on the sale of our venture and strategic investments, including a gain on the sale of shares of our Japanese subsidiary Network Associates Japan, amounting to $11.9 million.

Write-down of Strategic and Other Investments. During the first, second and third quarters of 2001, we assessed the recoverability of the fair value of our strategic investments. Factors that we consider which could trigger an other than temporary decline in the value of such investments include, but are not limited to, the likelihood that the related company would have insufficient cash flows to operate for the next twelve months, significant changes in the operating performance or operating model, and/or changes in market conditions. We recorded charges related to other than temporary declines in the value of certain strategic investments of $1.0 million and $19.1 million in the three and nine months ended September 30, 2001, respectively. At September 30, 2001, the estimated fair value of our strategic investments was $1.2 million.

Provision for Income Taxes/ Income Tax Benefit. Our income tax provision was approximately $4.0 million for the three months ended September 30, 2001, which is primarily attributable to income taxes payable in foreign jurisdictions. Our income tax benefit was approximately $7.1 million for the nine months ended September 30, 2001. The tax benefit was attributable to aggregate net operating losses, net of income taxes payable in foreign jurisdictions. The provision for income taxes was $9.6 million and $38.1 million for three and nine months ended September 30, 2000, respectively, which was primarily attributable to federal income tax gains from the sale of investments and to income taxes payable in foreign jurisdictions.

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Extraordinary Gain. In the quarter ended September 30, 2001, we redeemed zero coupon convertible subordinated debentures due 2018 for approximately $62.0 million. The aggregate face amount of the debentures was $140.0 million, which resulted in an extraordinary gain of $1.1 million, net of $718,000 in taxes.

Stock-Based Compensation

We expensed $820,000 and $12.1 million for the three months ended September 30, 2001 and 2000, respectively. We expensed $3.7 million and $15.0 million for the nine months ended September 30, 2001 and 2000, respectively. Stock-based compensation charges relate to the repricing of employee stock options and the issuance of McAfee.com stock options to our executives and employees, as well as non-recurring stock compensation charges related to primarily executive compensation. We do not expect to incur charges related to these McAfee.com option grants in the future. However, we do expect significant stock-based compensation charges related to repriced employee stock options.*

On April 22, 1999, we offered to substantially all of our employees, excluding executive officers, the right to cancel certain outstanding stock options and receive new options with exercise prices at the then current fair market value of the stock. Options to purchase a total of 10.3 million shares were canceled and the same number of new options were granted at an exercise price of $11.063, which was based on the closing price of our common stock on April 22, 1999. The new options vest at the same rate that they would have vested under previous option plans. As a result, options to purchase approximately 3.1 million shares at $11.063 were vested and outstanding at September 30, 2001.

In accordance with Accounting Principles Board (APB) Opinion No. 25 Accounting for Stock Issued to Employees, we incurred an initial stock based compensation charge in connection with this repricing. This charge was calculated based on the difference between the exercise price of the new options and their market value on the date of acceptance by employees. Approximately $495,000 and $1.2 million was expensed in the three and nine months ended September 30, 2001, respectively, and $2.2 million and $5.1 million was expensed in the three and nine months ended September 30, 2000.

In March 2000, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 44, Accounting for Certain Transactions Involving Stock Compensation, an interpretation of APB Opinion No. 25 (Interpretation). Among other issues, this Interpretation clarifies (a) the definition of employee for purposes of applying Opinion 25, (b) the criteria for determining whether a plan qualifies as a non-compensatory plan, (c) the accounting consequence of various modifications to the terms of a previously fixed stock option or award, and (d) the accounting for an exchange of stock compensation awards in a business combination. As of July 1, 2000 this guidance was effective.

As a result of the introduction of this Interpretation, stock options repriced on April 22, 1999 are subject to variable plan accounting treatment from July 1, 2000. Accordingly, we have and will continue to remeasure compensation cost for the repriced options until these options are exercised, cancelled, or forfeited without replacement. The first valuation period began with the effective date of the Interpretation, which was July 1, 2000. The valuation has and will be based on any excess of the closing stock price at the end of the reporting period or date of exercise, forfeiture or cancellation without replacement, if earlier, over the fair value of our common stock on July 1, 2000, which was $20.375. The resulting compensation charge to earnings will be recorded over the remaining vesting period, using the accelerated method of amortization discussed in FASB Interpretation No. 28, Accounting for Stock Appreciation Rights and Other Variable Stock Option or Award Plans. When options are fully vested, the charge will be recorded to earnings immediately. Depending upon movements in the market value of our common stock, this accounting treatment may result in significant additional compensation charges in future periods.

In addition, variable plan accounting as described above, applied to options issued to employees of McAfee.com and myCIO.com as a replacement for Network Associates options which were subject to the repricing described above. As a result, we will record variable charges based on the movements in the fair value of McAfee.com and myCIO.com common stock from July 1, 2000. Because myCIO.com employees were reintegrated into our Infrastructure segment, we will record charges for McAfee.com and the Infrastructure segment.

During the three and nine months ended September 30, 2001, we did not incur charges to earnings related to options subject to variable plan accounting, as our stock price was below $20.375. As of September 30, 2001 Network Associates and McAfee.com had options, outstanding and subject to variable plan accounting, amounting to 3.6 million and 59,650, respectively, which were outstanding and subject to variable plan accounting. Depending on movements in the market value of our common stock, the accounting treatment may result in significant additional compensation charges in future periods.

On January 3, 2001, our Board of Directors appointed George Samenuk as our chief executive officer and president. Effective January 1 and 2, 2001, William Larson, former chief executive officer, Prabhat Goyal, former chief financial officer, and Peter Watkins, former president and chief operating officer, became special advisors to Network Associates. Options held by Mr. Larson, Mr. Goyal, and Mr. Watkins continue to vest while they each serve one-year terms as special advisors. As a result, we recorded a one-time stock compensation charge in the three months ended March 31, 2001 amounting to approximately $603,000.

On January 3, 2001, we entered into an employment agreement with George Samenuk to become our chief executive officer (CEO). In accordance with the terms of the agreement, we issued 400,000 shares of restricted stock to Mr. Samenuk. The price of the underlying shares is $0.01 per share. The shares will vest and our right to repurchase such shares will lapse as follows: 12.5% on the first four quarterly anniversaries of Mr. Samenuk s employment with the remaining 50% on the second year anniversary of Mr. Samenuk s employment. The fair value of the restricted stock was determined to be approximately $1.7 million and was estimated based on the difference between the exercise price of the restricted stock and the fair market value of our common stock Mr. Samenuk s employment commencement date. In the three and nine months ended September 30, 2001, we recognized $209,000 and $627,000 related to stock compensation associated with Mr. Samenuk s restricted stock, respectively.

On April 3, 2001 we entered into an employment agreement with Stephen C. Richards to become our executive vice president and chief financial officer (CFO). Pursuant to this agreement, we issued 50,000 shares of stock to Mr. Richards at $0.01 per share. In the three months ended June 30, 2001, we recognized $350,000 related to stock compensation associated with the stock issued to Mr. Richards.

In January 2001, upon completion of the search for our CEO, we issued warrants to a retained executive search firm. The warrants, if exercised, can be exchanged for 166,667 shares of our common stock. The weighted-average exercise price of the underlying shares is $2.97 per share. The warrants are immediately exercisable and expire in January 2004. The combined fair value of the warrants was determined to be approximately $530,000 and was estimated using the Black-Scholes model with the following assumptions: risk free interest rate of 4.82%; expected life of 3 years; dividend yield of 0%; and expected volatility of 91%. The fair market value of the warrants was included as stock compensation during the three months ended March 31, 2001 and included in general and administrative expenses in the accompanying financial statements.

In April 2001, upon completion of the search for our CFO, we issued warrants to a retained executive search firm for services performed. The warrants, if exercised, can be exchanged for 66,667 shares of our common stock. The weighted-average exercise price of the underlying shares is $4.50 per share. The warrants are immediately exercisable and expire in April 2004. The combined fair value of the warrants was determined to be approximately $280,000 and was estimated using the Black-Scholes model with the following assumptions: risk free interest rate of 4.27%; expected life of 3 years; dividend yield of 0%; and expected volatility of 91%. The fair market value of the warrants was included as stock compensation during the three months ended June 30, 2001 and included in general and administrative expenses in the accompanying financial statements.

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Stock Repurchase Program

In May 1999, the Board of Directors authorized the repurchase of up to $100 million of our common stock in the open market over a two-year period. In July 2000, the Board of Directors authorized the repurchase of additional common stock of up to $50 million in the open market over a two-year period. Through September 30, 2001, we repurchased 7.0 million shares of our common stock, including the repurchase of 2.0 million shares on February 2, 2001 relating to the settlement of the outstanding put options. Cash outlay, net of proceeds from put options described below, to September 30, 2001 is approximately $147.5 million. The timing and size of any future stock repurchases are subject to market conditions, stock prices, our cash position and other cash requirements.

On August 3, 1999, February 16, 2000 and May 31, 2000, we sold European style put options for 3.0 million shares of our common stock as part of our stock repurchase plan. The strike prices for these put options were $20.00, $30.00 and $24.07, respectively. We received total proceeds of approximately $19.1 million from the sale. In August 2000, put options sold on August 2, 1999 for 1.0 million shares were exercised in our stock. The strike price for these put options was $20.00. In February 2001, we settled the remaining put options, which resulted in the purchase of 2.0 million shares of our common stock for approximately $53.8 million.

Liquidity and Capital Resources, as restated

At September 30, 2001, we had $640.2 million in cash and cash equivalents and $316.6 million in marketable securities, for a combined total of $956.8 million.

Net cash provided by operating activities was $53.5 million and $67.2 million for the nine months ended September 30, 2001 and 2000, respectively. Net cash provided by operating activities for the nine months ended September 30, 2001 consisted primarily of generation of net income before non-cash charges related to depreciation, amortization and bad debt expense, interest on our zero coupon convertible subordinated debentures, the write-down of our strategic investments and of an increase in deferred revenue. Cash provided by these activities was offset by an increase in our net deferred taxes. Net cash provided by operating activities for the nine months ended September 30, 2000 consisted primarily of net income before non-cash items related to depreciation, amortization and bad debt expense, interest on our zero coupon convertible subordinated debentures, stock compensation expense and the gain on the sale of our investments in Goto.com and Network Associates Japan; an increase in accounts payable and accrued liabilities and increased deferred revenue. Cash provided by these activities was offset by an increase in accounts receivable, prepaid expenses, taxes and other assets, and deferred taxes.

Our accounts receivable balance as a percentage of sales may increase due to our increased emphasis on server/enterprise based sales and expanding international sales, both of which typically have longer payment terms. Additionally, our receivable collection has become more dependent on the longer payment cycle for VARs (Value Added Resellers) and system integrators. As a result of financial difficulties experienced by one of the Company s distributors in Europe, management assessed that collection of the distributor s receivable was not reasonably assured and shipments to end user customers in the quarter ended September 30, 2001 were reserved and not recorded as revenue. As a result, the entire distributor s receivable balance as of September 30, 2001 is reserved. To address this increase in accounts receivable and to improve cash flow, we may from time to time take actions to encourage earlier payment of receivables or sell receivables. To the extent that our accounts receivable balance increases, we will be subject to greater general credit risks with respect thereto.

Net cash provided by investing activities was $69.6 million and $26.2 million for the nine months ended September 30, 2001 and 2000, respectively, primarily reflecting proceeds from the sale of marketable securities, net of the purchase of marketable securities, the purchase of Network Associates Company Limited shares and additional fixed asset purchases. In the three months ended September 30, 2000, we obtained proceeds of $36.8 million and $11.9 million from our sale of Goto.com shares and the sale of less than 5% of the shares of our Japanese subsidiary, Network Associates Company Limited, respectively off-set by fixed assets purchased.

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Net cash provided by financing activities was $237.6 million and net cash used in financing activities was $40.0 million for the nine months ended September 30, 2001 and 2000, respectively. Cash provided by financing activities in the nine months ended September 30, 2001 was primarily attributable to the issuance of the 5.25% convertible subordinated notes in August 2001 for approximately $335.1 million offset by the settlement of the remaining put options which resulted in purchasing 2.0 million shares of our stock for approximately $53.8 million and the redemption of a portion of the zero coupon convertible subordinated debentures issued in February 1998 for approximately $62.0 million. Cash used in financing activities in the nine months ended September 30, 2000 was primarily attributable to repurchases of our common stock as authorized by our Board of Directors.

As discussed below, in February 2003 we may be required to use a significant portion of our cash balances to redeem outstanding zero coupon convertible subordinated debentures.* In October 2001, we redeemed outstanding zero coupon convertible subordinated debentures with an aggregate face amount of $247.0 million for approximately $111.8 million. If and when appropriate opportunities present themselves, we may use a portion of our cash balances to buy back outstanding debentures prior to their maturity.*

We believe that our available cash and anticipated cash flow from operations will be sufficient to fund our working capital and capital expenditure requirements for at least the next twelve months.*

Financial Risk Management

The following discussion about our risk management activities includes forward-looking statements that involve risks and uncertainties. Actual results could differ materially from those projected in the forward-looking statements.

As a global concern, we face exposure to adverse movements in foreign currency exchange rates. These exposures may change over time as business practices evolve and could have a material adverse impact on our financial results. Historically, our primary exposures related to nondollar-denominated sales and operating expenses in Japan, Canada, Australia, Europe, Latin America, and Asia. We have recently expanded our business activities in Europe. As a result, we expect to see an increase in exposures related to nondollar-denominated sales in several European currencies. At the present time, we hedge only those currency exposures associated with certain assets and liabilities denominated in nonfunctional currencies and do not generally hedge anticipated foreign currency cash flows. Our hedging activity is intended to offset the impact of currency fluctuations on certain nonfunctional currency assets and liabilities. The success of this activity depends upon estimates of transaction activity denominated in various currencies, primarily the Euro, Japanese yen, Canadian dollar, Australian dollar, and certain European currencies. To the extent that these estimates are overstated or understated during periods of currency volatility, we could experience unanticipated currency gains or losses.

We maintain investment portfolio holdings of various issuers, types and maturities. These securities are classified as available-for-sale, and consequently are recorded on the balance sheet at fair value with unrealized gains and losses reported as a separate component of accumulated other comprehensive income (loss). These securities are not leveraged and are held for purposes other than trading.

We also maintain minority investments in private and publicly traded companies. These investments are reviewed for other than temporary declines in value on a quarterly basis. Reasons for other than temporary declines in value include but are not limited to, whether the related company would have insufficient cash flow to operate for the next twelve months, significant changes in the operating performance or operating model and changes in market conditions. As of September 30, 2001, these investments were recorded at an estimated fair value of $1.2 million, with a cost basis of $2.8 million and net unrealized losses of $1.6 million.

Convertible Debt

On February 13, 1998, we issued zero coupon convertible subordinated debentures due 2018, which have an aggregate face amount at maturity of $885.5 million and generated net proceeds to us of approximately $337.6 million (after deducting fees and expenses). The initial price for the debentures was $391.06 per

$1,000 of principal amount at maturity. At the option of the holder, we are required to redeem the debentures as of February 13, 2003, February 13, 2008 and February 13, 2013 at purchase prices equal to the initial issue price plus the accretion of the discount on the debentures to such dates (or $494.52, $625.35 and $790.79 per $1,000 of principal amount at maturity, respectively). In the case of such a required redemption, at our option, we may pay the aggregate redemption price in cash, shares of our common stock or a combination of cash and common stock. The number of shares of common stock so issued by us would be based on the fair value of our common stock at the time of any required redemption. On the same dates and at the same redemption prices, we may at our option redeem the outstanding debentures for cash. In the quarter ended September 30, 2001, we redeemed zero coupon convertible subordinated debentures, which had an aggregate face amount at maturity of $140.0 million, at a net price of $442.5 per $1,000 of principal amount at maturity. In accordance with the redemption, we recognized an extraordinary gain of $1.1 million, net of $718,000 in taxes. As of September 30, 2001, our aggregate cash, cash equivalents and marketable securities were approximately $956.8 million, including $89.0 million held by McAfee.com. Assuming that as of February 13, 2003 all debentures are redeemed the aggregate redemption price would equal approximately $368.6 million. In October 2001, we redeemed outstanding zero coupon convertible subordinated debentures with an aggregate face amount of $247.0 million for approximately $111.8 million. If and when appropriate opportunities present themselves, we may use a portion of our cash balances to buy back additional amounts of our zero coupon convertible subordinated debentures.*

On August 17, 2001, we issued 5.25% convertible subordinated notes due 2006 with an aggregate principal amount of $345.0 million. The issuance generated net proceeds to us of approximately $335.1 million (after deducting fees and expenses). The notes mature on August 15, 2006, unless earlier redeemed by us at our option or converted at the holder s option. Interest is payable semi-annually in cash in arrears on February 15 and August 15 of each year, commencing February 15, 2002. At the option of the holder, notes may be converted into our common stock at any time, unless previously redeemed, at a conversion price of $18.07 per share. We may redeem all or a portion of the notes for cash at any time on or after August 20, 2004 at a redemption price of 101.3125% of the principal amount between August 20, 2004 and August 14, 2005 and 100.0% of the principal amount after August 14, 2005. The notes are unsecured and are subordinated to all of our existing and future senior indebtedness and are pari passu with respect to the zero coupon subordinated debentures due 2018.

RISK FACTORS

Investing in our common stock involves a high degree of risk. The risks described below are not the only ones facing our company. Additional risks not presently known to us or that we deem immaterial may also impair our business operations. Any of the following risks could materially adversely affect our business, operating results and financial condition and could result in a complete loss of your investment.

Our Quarterly Financial Results Will Likely Fluctuate

Our quarterly operating results have varied greatly in the past and will likely vary greatly in the future depending upon a number of factors. Many of these factors are beyond our control. Our revenues, gross margins and operating results may fluctuate significantly from quarter to quarter due to, among other things:

- volume, size and timing of new licenses and renewals of existing licenses;
- our ability to timely and accurately obtain end-user sales information and information related to inventory levels from our distributors;
- introduction of new products, product upgrades or updates by us or our competitors;
- our ability to successfully integrate PGP Security s products and technology into our McAfee and Sniffer product groups;
- the mix of products we sell;
- the size and timing of our non-cash stock-based charges;
- changes in product prices by us or our competitors;
- trends in the computer industry and general economic conditions;
- our ability to develop, market and sell our products;
- current and future costs or charges related to acquisitions or dispositions of technology or businesses, including our planned disposition of the Gauntlet firewall and our PGP desktop and wireless encryption products;
- fluctuations in our expenditure levels related to our efforts to expand our international sales organization;
- our investment experience related to our strategic minority equity investments;
- the components of our revenue, particularly that portion attributable to our ASP/ MSP subscription model, that is deferred;
- the effectiveness of our channel strategy and our mix of direct and indirect revenues;
- pressure on employee wages as competition for skilled employees increases; and
- costs related to extraordinary events including litigation or any reductions in forces.

Our business is impacted by seasonal trends and global or regional macroeconomic trends. For example, our net revenue is typically higher in the fourth quarter, as many customers complete annual budgetary cycles, and lower in the summer months when many businesses experience lower sales, particularly in the European market. Our European business has been adversely impacted in recent periods primarily because of the continued weakness of the Euro against the dollar. For some time, our business in Asia and Latin America has been adversely impacted by the adverse economic conditions there. Our business in the U.S. and elsewhere may be adversely impacted by customer concerns about weakening economic conditions and longer payment cycles associated with weak economic conditions.

We have not been profitable for the last two years. In addition to risks we face in operating our business, continued economic weakness in the U.S. and other countries could slow or prevent our efforts to successfully expand internationally and regain profitability.

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The Timing and Amount of Our Revenues Are Subject to a Number of Factors that Make it Difficult to Estimate Operating Results Prior to the End of a Quarter

We do not maintain a significant level of backlog. As a result, product revenues in any quarter are dependent on contracts entered into or orders booked and shipped in that quarter. Historically, we have experienced a trend toward higher order receipt, and therefore a higher percentage of revenue shipments, toward the end of the last month of a quarter. This trend makes predicting revenues more difficult.

We market a significant portion of our products to end-users through intermediaries, such as distributors. We recognize revenue on products sold by our distributors when the distributor sells our products to the end users. To determine our business performance at any point in time or for any given period, we must timely and accurately gather sales information from our intermediaries information systems, at an increased cost to us. Our intermediaries information systems may be less accurate or reliable than our internal systems. The timing of closing larger orders sold directly to end-users of our products increases the risk of quarter-to-quarter fluctuation. If orders forecasted for a specific customer for a particular quarter are not realized or revenues are not otherwise recognized in that quarter, our operating results and cash flow for that quarter could be materially adversely affected.

We Face Risks Associated with the Planned Integration of Our PGP Product Group into Our McAfee and Sniffer Product Groups

In the fourth quarter of 2001, we plan to integrate the activities of our PGP product group into our McAfee and Sniffer product groups with some PGP products being sold. Risks faced by us in conjunction with this planned integration include:

- overall net revenue may be adversely impacted for at least the near-term as we integrate some of PGP s security products and seek to sell other PGP product lines;
- actual restructuring charges in Q4 2001 may exceed our initial estimate of $9.0 to 11.0 million;
- we may not realize our estimated expense savings of approximately $50 million in fiscal 2002 in full or on a timely basis;
- we may experience increased customer dissatisfaction or customer losses as a result of the integration, particularly from customers that license the Gauntlet firewall and PGP desktop and wireless encryption technologies that we plan to sell;
- we may experience difficulty in integrating the PGP technologies and products and the integration could result in delays in the development of new products or enhancements to existing products;
- management s focus on the integration may distract attention from our day-to-day business, and may disrupt key research and development, marketing or sales efforts; and
- we may be unable to sell the Gauntlet firewall and PGP desktop and wireless encryption technologies on favorable terms, on a timely basis, or at all.

Our Customers May Cancel or Delay Their Purchases of Our Products, or It Could Take Longer for Us to Sell Our Products

Our products may be considered to be capital purchases by certain customers or prospective customers. Capital purchases are often discretionary and, therefore, are canceled or delayed if the customer experiences a downturn in its business prospects or as a result of economic conditions in general. As a result of weakening economic conditions, the period of time necessary to sell our products may increase and we may be required to spend more on our sales efforts. Cancellations, delays, longer sales cycles and greater sales expenses could adversely affect our results of operations.

We Sell Our Products Through Intermediaries, Who May Not Vigorously Market Our Products or May Have Difficulty in Timely Paying for Purchased Products

These distributors sell other products that are complementary to, or compete with, our products. While we encourage our distributors to focus on our products through market and support programs, these distributors may give greater priority to products of other suppliers, including competitors.

Some of our distributors in the past have, and in the future may, experience financial difficulties worldwide, which may adversely impact our collection of accounts receivable. We regularly review the collectibility and credit worthiness of our distributors to determine an appropriate allowance for doubtful accounts. Our uncollectable accounts could exceed our current or future allowance for doubtful accounts, which would adversely impact our operating results.

Substantially all of our indirect sales are made through a limited number of distributors. In addition, our agreements with distributors may be terminated by either party without cause. As a result, we may experience a significant interruption in the distribution of our products if one of our significant distributors terminates its distribution agreement. Such an interruption could have an adverse impact on our financial condition, results of operations and cash flow.

We Face Risk Associated with Employee Retention and New Employee Assimilation

Many of our employees are located in areas and have skills in fields where there is high worker mobility and work force turnover. The departure of a large number of our employees or a meaningful number of key non-executive employees could have a material adverse impact on many facets of our business, including our ability to develop new products, upgrade existing products, sell our products and provide adequate internal infrastructure. After April 22, 2000, the end of the 12-month lock-up period for options repriced in April 1999, we experienced a larger than normal level of employee departures as many of these employees elected to terminate their employment with us. We anticipate that we will continue to have difficulties in retaining employees because many of our employees hold options to purchase our stock at prices significantly above the current market price for our stock.

We hired a significant number of new employees in 2000 and the first nine months of 2001 and we may continue to add new employees to fill positions vacated by departing employees and to expand our business. We will face challenges in attracting and assimilating qualified new employees, in particular, in key international markets, such as Japan, the United Kingdom, Germany and other regions. Recently, we hired new heads of our European and Latin American operations. We expect that there may be reduced levels of productivity as these individuals are trained and otherwise adapt to our organization.

Pending or Future Litigation Could Have a Material Adverse Impact on Our Results of Operation and Financial Condition

From time to time, we have been subject to litigation, including pending putative class action securities litigation against us, our directors and our officers and pending patent infringement claims. Pending or future litigation could result in substantial costs, could cause the diversion of management s attention and resources and could have a material adverse effect on our business, results of operations, financial condition and cash flow.

We Face Risks Related to Organizing Our Sales Effort into Product Groups

To more effectively market our products, we have combined complementary products into separate product groups: McAfee, which markets the McAfee Active Virus Defense product group; Sniffer Technologies, which markets the Sniffer Total Network Visibility product line; PGP Security, which markets the PGP Total Network Security product group; and Magic Solutions, which markets the Magic Total Support Desk product group. This structure is intended to allow us to react faster to customers needs and to focus each product group s sales force on selling their respective product line and the individual point products contained

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in those product groups. Our U.S. professional services organization is also organized around our product groups.

In October 2001, our Board of Directors approved a plan to integrate the activities of our PGP product group into our McAfee and Sniffer product groups and other product lines will be sold. Specifically, the PGP VPN, PGPfire and the PGP E-Business Server will be marketed and sold as McAfee products. The CyberCop technology will be integrated into the Sniffer product line.

Our customers and potential customers may not respond to this structure and this structure may be unsuccessful due to, among other things:

- uncertainty and customer dissatisfaction surrounding our shift in focus to our product group strategy, including uncertainty as to our level of support for our combined product groups, previously marketed as one line and integration of our various product groups and related products;
- customer confusion or irritation related to multiple sales calls from different members of our sales forces;
- a loss of potential cross selling opportunities and a lack of lead sharing between the separate product groups sales representatives who are primarily compensated for sales made by them of products within their respective product groups;
- the possibility that our centralized general and administrative group may be unable to meet on a timely basis or at all each product group s individualized infrastructure and support requirements; and
- one or more of our product groups may lack sufficient qualified professional services personnel to support its products.

We Could Experience Customer and Market Confusion Due to Similarities in the Names Used by Our Product Groups and Subsidiaries

Historically, we have spent a significant portion of our total marketing efforts and advertising spending building awareness of the Network Associates name. In more recent periods, our marketing efforts and advertising spending have been focused on building brand awareness at the product group and subsidiary level, rather than at the Network Associates corporate level. This has created and could continue to create confusion in the marketplace and in the investor community. People may be unclear about the relationships between Network Associates and our product groups and our subsidiaries, which often have potentially confusing names and products. For example, our online consumer anti-virus products, our retail and large corporate anti-virus products and our hosted anti-virus products to date have been marketed and sold, respectively, by our publicly traded McAfee.com subsidiary, our retail division which is called McAfee Retail and our McAfee product group.

Our Revenues May Be Adversely Impacted by Our Shift to a Two-Year Subscription License that Includes Only One-Year of Maintenance

Historically, our two-year subscription license included two years of maintenance. However, in 2001, we introduced two-year subscription licenses that include the first year of maintenance. During the first year of the subscription license, the customer has the option to purchase the second year of maintenance. We believe this new offering allows the customer greater flexibility in selecting the appropriate level of maintenance support. However, if customers delay the purchase of their second year of maintenance support, this could adversely affect our near term revenue and cash flows.

Our Stock Price Has Been Volatile and Is Likely to Remain Volatile

During the 12-month period ended September 30, 2001, our stock price was extremely volatile ranging from a per-share high of $23.00 to low of $4.13. Announcements, litigation developments, and our ability to meet the expectations of investors with respect to our operating and financial results may contribute to current and future stock price volatility. We may not discover, or be able to confirm, revenue or earnings shortfalls until the end of a quarter, which could result in an immediate drop in our stock price. In addition, similar events with respect to McAfee.com, our publicly traded subsidiary, and fluctuations in its stock price may also contribute to the volatility of our stock price. In the past, following periods of volatility in the market price of a company s stock, securities class action litigation has often been instituted. A number of putative class actions were brought against our officers, directors and us. See Note 10, Notes to the Condensed Consolidated Financial Statements. This litigation, and any other litigation if instituted, could result in substantial costs and a diversion of management s attention and resources.

Competitors May Include Products Similar to Ours in Their Hardware or Software and Render Our Products Obsolete

Vendors of hardware and of operating system software or other software (such as firewall or e-mail software) may enhance their products or bundle separate products to include network security and management software similar to our products. The widespread inclusion of products that perform the same or similar functions as our products within computer hardware or other software could render our products obsolete and unmarketable. Furthermore, even if these incorporated products are inferior or more limited than our products, customers may elect to accept the incorporated products rather than purchase our products. If we are unable to develop new network security and management products to further enhance operating systems or other software and to successfully replace any obsolete products, our business could suffer.

We Expect Significant Stock-Based Compensation Charges

We expect to incur stock-based compensation charges related to employee options repriced in April 1999. The size of these charges could be significant depending on movements in the market value of our common stock and, in some cases, the market value of McAfee.com common stock. See Management s Discussion and Analysis of Financial Condition and Results of Operations for a discussion of our option repricing and the manner in which any charges in connection with the repriced options is determined. We may also incur additional stock based compensation charges related to executive compensation arrangements.

We Have Recently Experienced Significant Changes in Senior Management

On January 3, 2001, our board of directors appointed George Samenuk as our chief executive officer and president. Mr. Samenuk was also subsequently named chairman of our board. On December 26, 2000, the Company announced that Peter Watkins would leave as president and chief operating officer effective December 31, 2000, and William Larson and Prabhat Goyal our then chief executive officer and chief financial officer, respectively, would leave their positions upon the appointment of the new chief executive officer. After leaving their positions Messrs. Larson, Watkins and Goyal agreed to continue serving the Company as special advisors for one year. In April 2001, Stephen C. Richards was hired as our new executive vice president and chief financial officer. We recently hired new heads of our Asia-Pacific, European and Latin American operations. In October 2001, Zachary Nelson, who was recently named our chief strategy officer, left that position but he will continue to serve as a special advisor to the Company through October 2002.

We intend to continue to add new members to senior management, particularly in the international market. Changes in management may be disruptive to our business and may result in the departure of existing employees and/ or customers. It may take significant time to locate, retain and integrate qualified management personnel. It may take significant time to integrate recently hired senior management personnel, who may ultimately be unable to effectively work together.

Our Management and Technical Personnel Are Critical to Our Business, These Individuals May Not Remain with Us in the Future

Our ability to achieve our revenue and operating performance objectives will depend in large part on our ability to attract and retain technically qualified and highly skilled sales, consulting, technical, marketing and management personnel. These individuals are not typically subject to an employment agreement or non-competition agreement. Competition for these employees is intense and is expected to remain so for the

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foreseeable future. We have seen upward pressure on wages as a result of this intense competition for employees, which could cause an increase in our operating expenses. We may not be successful in retaining our existing key personnel and in attracting and retaining the personnel we require, and our failure to retain and hire key employees could adversely affect our business and operating results. Additions of new, and departures of existing, employees, particularly in key positions, can be disruptive and can result in departures of existing employees, which could adversely affect our business.

Computer Hackers May Damage Our Products and Services

Due to our high profile in the security software market, we have been a target of computer hackers who have, among other things, created viruses to sabotage or otherwise attack our products and services, including our various websites. A number of websites have been subject to denial of service attacks, where a web site is bombarded with information requests eventually causing the website to overload, which causes a delay or disruption of service. If successful, any of these events could damage users computer systems. In addition, since we do not control diskette duplication by distributors or our independent agents, diskettes containing our software may be infected with viruses.

We Depend on Revenue from Our Flagship Anti-Virus and Sniffer Products

We have historically derived a majority of our net revenues from our flagship McAfee anti-virus software products and Sniffer network fault and performance management products. These products are expected to continue to account for a significant portion of our net revenues for the foreseeable future. Because of this concentration of revenue, our business could be harmed by a decline in demand for, or in the prices of, these products as a result of competition, technological change, a change in our pricing model, inclusion of anti-virus or network management and analysis software as a standard part of hardware or operating system software or other software, or a maturation in the markets for these products.

We Face Risks Associated with Past and Future Transactions

Our industry has experienced, and is expected to continue to experience, a significant amount of consolidation. As part of our growth strategy, we may buy or make investments in complementary companies, products and technologies. Since 1995 we have completed a large number of significant acquisitions involving both public and private companies including the acquisition of CyberMedia and Dr. Solomon in 1998 and Network General and PGP in 1997. We and McAfee.com have also completed a number of smaller acquisitions and we have acquired a number of our international distributors.

The integration of an acquired company or technology involves a complex, time consuming and expensive process. Following any acquisition, we must operate as a combined organization utilizing common information communication systems, operating procedures, financial controls and human resource practices. In order to successfully integrate our completed and other potential acquisitions, we may need to, among other things, successfully:

- attract and retain key management and other personnel;
- integrate the acquired products into our product offerings both from engineering and sales and marketing perspective;
- integrate and support preexisting supplier, distribution and customer relationships;
- coordinate research and development efforts;
- integrate sales forces; and
- consolidate duplicate facilities.

The difficulties of integrating an acquired company may be exacerbated by the geographic distance between the companies, the complexity of the technologies and operations being integrated, and the disparate corporate cultures being combined. Successful acquisitions may be more difficult to accomplish in the high technology industry than in other industries, and will require the dedication of our management resources. Management s focus on the integration of operations may distract attention from our day-to-day business, and may disrupt key research and development, marketing or sales efforts. In addition, it is common in the technology industry for aggressive competitors to attract customers and recruit key employees away from companies during the integration phase of an acquisition.

We have made a number of venture and minority investments in private and publicly-traded companies with complementary products, services and technologies. As of September 30, 2001, the minority venture investments we continue to hold totaled $1.2 million valued at estimated fair value. The $1.2 million in minority venture investments include investments in public and private companies, amounting to $1.0 million and $200,000, respectively. We classify our investments in public companies in short-term marketable securities and classify our investments in private companies in other long-term assets. In the third quarter of 2001, we recorded a $1.0 million impairment charge in connection with these investments. For the nine months-ended 2001, we recorded a $19.1 million impairment charge in connection with these investments. We plan to continue investing and may make acquisitions of other strategic investments in the future.

Our available cash and securities may be used to buy or invest in companies or products, which could result in significant acquisition-related charges to earnings and dilution to our stockholders. Moreover, if we buy a company, we may have to incur or assume that company s liabilities, including liabilities that are unknown at the time of acquisition, which may result in a material adverse effect on us.

We Will Experience Significant Amortization Charges and Face the Risk of Future Non-Recurring Charges in the Event of Impairment

In connection with our previous acquisitions accounted for under the purchase method of accounting, until we adopt the new Statements of Financial Accounting Standards No. 142 (SFAS 142) Goodwill and Other Intangible Assets, we will experience significant charges related to the amortization of purchased goodwill. We will continue to experience significant changes related to the amortization of purchased technology. In addition, if we determine that purchased technology and goodwill are impaired, we will be required to take a related non-recurring charge to earnings. For the three and nine months ended September 30, 2001, our amortization expense related to purchased technology and goodwill was $15.5 million and $48.0 million, respectively. We plan to adopt SFAS 142 beginning in fiscal 2002 at which time our goodwill will no longer be amortized but instead reviewed at least annually for impairment.

We May Be Required to Use a Large Portion of Our Cash Balances, Issue a Significant Amount of Our Common Stock or Incur Additional Indebtedness in Connection with the Redemption of Our Outstanding Zero Coupon Debentures

On February 13, 1998, we issued zero coupon convertible subordinated debentures due 2018, which have an aggregate face amount at maturity of $885.5 million and generated net proceeds to us of approximately $337.6 million (after deducting fees and expenses). The initial price for the debentures was $391.06 per $1,000 of principal amount at maturity. At the option of the holder, we are required to redeem the debentures as of February 13, 2003, February 13, 2008 and February 13, 2013 at purchase prices equal to the initial issue price plus the accretion of the discount on the debentures to such dates (or $494.52, $625.35 and $790.79 per $1,000 of principal amount at maturity, respectively). In the case of such a required redemption, at our option, we may pay the aggregate redemption price in cash, shares of our common stock or a combination of cash and common stock. The number of shares of common stock so issued by us would be based on the fair value of our common stock at the time of any required redemption. On the same dates and at the same redemption prices, we may at our option redeem the outstanding debentures for cash. In the quarter ended September 30, 2001, we redeemed zero coupon convertible subordinated debentures, which had an aggregate face amount at maturity of $140.0 million, at a net price of $442.50 per $1,000 of principal amount at maturity. Assuming that as of February 13, 2003 all currently outstanding debentures are redeemed the aggregate redemption price would equal to approximately $368.6 million.

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Our Hardware Based Products Face Manufacturing, Supply, Inventory, Licensing and Obsolescence Risks

Some of our Sniffer products and E-ppliance products include, in addition to our software, a hardware platform as well as software licensed from other companies. We expect the number of our hardware-based products to increase as, among other things, the data rate in computer networks increases, making a software-only solution a less viable solution. Third party manufacturers do the manufacturing of these products under contract for us. Reliance on third party manufacturers involves a number of risks, including the lack of control over the manufacturing process and the potential absence or unavailability of adequate capacity. In the event that any third party manufacturers cannot or will not continue to manufacture our products in required volumes, on a cost effective basis, in a timely manner or at all, we will have to secure additional manufacturing capacity. Even if such additional capacity is available at commercially acceptable terms, the qualification process could be lengthy and could create delays in product shipments.

Our hardware-based products contain critical components supplied by a single or a limited number of third parties. We have been required to purchase certain computer platforms around which we design our network fault and performance management products to ensure an available supply of these products for our customers. Any significant shortage of these platforms or other components or the failure of the third party supplier to maintain or enhance these products could lead to cancellations of customer orders or delays in placement of orders.

Some of our hardware based products incorporate licensed software, such as operating system software. Our ability to successfully market these products depends on our ability to obtain reasonably priced licenses from third party software providers, as well as on our ability to successfully integrate our hardware and software with this third-party.

Hardware based products may face greater obsolescence risks than software products. If our hardware products are not easily upgradeable to meet future market needs, they may become obsolete. In addition to lost future sales, we could incur losses or other charges in disposing of obsolete inventory, both of which could also materially adversely affect our results of operations.

We Face Risks Related to Our Application Service Provider Strategy

With our ASP or hosted products and services, customers rent versus buy the software. For example, McAfee.com is dedicated to updating, upgrading and managing PCs over the Internet for consumers (pursuant to its charter) and small to medium-sized businesses (through a reseller arrangement). This web-based model is a relatively new concept and there is a risk that our ASP products and services may fail to gain market acceptance. The growth, market acceptance and ultimate profitability of our ASP services is highly uncertain and subject to a number of factors, including:

- our ability to successfully adapt existing products or develop new or enhanced products that operate in a fast, secure and reliable manner over the Internet;
- increased expenditures associated with the creation of a new business or delivery platform, such as product development, marketing and technical and administrative support;
- the introduction of new products by third party competitors;
- potential unwillingness of customers to pay for ASP subscription based products and services and our ability to properly price our products and services to generate the greatest revenue opportunities;
- our ability to cost effectively offer our ASP products and services;
- reluctance by businesses and consumers to change their software purchasing behavior in favor of services hosted on our, or third party, servers; and
- concerns of businesses and consumers about whether the Internet is fast, reliable and secure enough to deliver critical network security and availability services effectively.

Our corporate ASP services were historically offered through our myCIO.com subsidiary. In the first quarter of 2001 we reintegrated the operations of myCIO.com with our own.

Our Managed Service Provider Strategy Exposes Us to Risks in Addition to Those Generally Experienced as an ASP

We also make our hosted products and services available over the Internet in what we refer to as a managed environment. These MSP solutions differ from our ASP solutions, among other ways, in that our solutions are customized to service a specific customer s needs and are monitored and updated by networking professionals for that customer. To successfully offer MSP services we must:

- effectively monitor and customize each customer s managed services;
- attract and retain qualified networking professionals to manage customer accounts; and
- effectively price our products and services to account for the higher costs associated with selling managed services.

We also allow intermediaries, such as Internet Service Providers, to sell and host our products and services in a managed environment. This MSP reseller strategy exposes us to additional risks:

- we must select, train and maintain qualified and financially stable MSP resellers;
- it is more difficult for us to ensure customer satisfaction as we do not have direct customer contact and we rely on our resellers to timely and properly customize and administer our products and services;
- we must develop and maintain mutually satisfactory revenue sharing arrangements with our MSP resellers; and
- our MSP resellers may compete with our own MSP efforts.

We May Experience Higher Overall Revenue in the Near-Term but Lower Future Recurring Revenue Due to Expected Increased Levels of Perpetual License Sales

We may experience an increase in the number of, and amount of, our net revenue attributable to our sale of perpetual software licenses and hardware. Under a perpetual license, a customer purchases the base-line software and subsequently acquires software upgrades and updates. In contrast, under a time-based license model, customers license the software, including upgrades and updates, for a specified period of time. At the end of the initial license period, the customer must renew their software time-based license to use our software. Sales of perpetual licenses typically result in significantly higher up-front revenue and lower recurring and future revenues as the sales price for upgrades and updates tends to be significantly lower than that of a perpetual license. Factors which may contribute to this increase in perpetual sales include greater sales of hardware-based Sniffer and E-ppliance products where software is bundled onto the hardware platform and a general customer preference for perpetual licenses. To offset potential reductions in future revenue, among other things, it will be incumbent upon us to introduce new software products for sale and we may elect to unbundle some of the products previously offered by us on a bundled subscription basis.

We Face Risks Related to Relationship with McAfee.com

We have entered into various inter-company arrangements. At September 30, 2001, we owned 36,000,000 shares of McAfee.com s Class B common stock, which is generally entitled to three votes per share and converts to shares of McAfee.com Class A common stock if sold by us to a third party. McAfee.com Class A common stock is entitled to one vote per share. At September 30, 2001, our McAfee.com holdings represented approximately 79% of McAfee.com s outstanding capital stock and approximately 92% of its total voting power.

Pursuant to our cross license agreement with McAfee.com, we have licensed all our technology to McAfee.com for use in the markets specified below and McAfee.com has licensed its technology to us for our use outside of McAfee.com s markets. Under our license and other agreements with McAfee.com, among other things:

Subject to the reseller agreement described below, McAfee.com has the exclusive right to use the licensed technology for providing single-user consumer licenses for our products and services sold over the Internet or for Internet-based products and licensing the technology to original equipment manufacturers for sale to individual consumers;

we are permitted to continue to sell our consumer products through non-online channels, such as traditional retail stores, however McAfee.com s sales of online products and services could significantly reduce sales of these products;

we may not offer a product incorporating third party technology if those products are competitive with products offered by McAfee.com;

McAfee.com is required to pay us a license fee of 7% of net revenue derived from product sales that include the licensed technology;

the license agreement is perpetual and may only be terminated by us if McAfee.com fails to cure a material breach of the license within 30 days after we notify it of the breach, subject to mandatory dispute resolution prior to the effectiveness of any proposed termination;

we are required to indemnify McAfee.com with respect to existing litigation related to the licensed technology to which we are a party, including the litigation described in Note 10 of the Notes to the Condensed Consolidated Financial Statements;

generally, we are required to cause to be elected to the McAfee.com board of directors at least two independent directors, which term would exclude any serving Network Associates officer or director; and

if, without the prior approval of our continuing directors (being our current directors and directors approved or not objected to by our current directors), someone acquires 15% or more of our outstanding capital stock or our continuing directors cease to constitute a majority of our board (1) we are required to vote our shares of McAfee.com common stock and otherwise seek to cause to the McAfee.com board of directors to consist of at least a majority of independent directors and (2) our shares of McAfee.com Class B common stock will be entitled to only one vote per share instead of three.

In March 2001, we entered into reseller agreements with McAfee.com. Under these agreements, McAfee.com may resell our products to business customers, except in Japan, and, in certain countries, we may sell McAfee.com products to OEMs and end-users directly or through ASPs.

We Must Adapt to the Rapidly Changing Business Environment Brought on by the Widespread Use of the Internet

We utilize the Internet and depend on its functionality and reliability in many parts of our business, including sales, distribution and support of our products. There are still many uncertainties regarding many facets of the Internet, including reliability, security, access, tax, government regulation and cost. We also run the risk of not adapting to the latest changes in the Internet, which could affect our business operations. If continued growth of the Internet does not develop at the pace we expect, our operating results could be adversely affected.

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Our Market Is Characterized by Rapid Technological Change; We Face Risk Associated with Product Development

The network security and management market is highly fragmented and characterized by ongoing technological developments, evolving industry standards and rapid changes in customer requirements. Our success will depend on our ability to:

- offer a broad range of network security and management software products;
- continue to enhance existing products and expand product offerings;
- develop and introduce in a timely manner new products with technological advances;
- respond promptly to new customer requirements;
- comply with evolving industry standards without delays in compliance;
- provide upgrades and updates to users frequently and at low cost; and
- remain compatible with popular operating systems such as Windows 98, Windows 2000, Windows NT and NetWare, and develop products that are compatible with new or otherwise emerging operating systems, including the introduction of Windows XP

We may not be able to successfully develop and market, on a timely basis, enhancements to our existing products or new products. Our product enhancements or new products may not adequately address the changing needs of the marketplace. New products with new technological capabilities could replace or shorten the life cycle of our products or cause our customers to defer or cancel purchases of our existing products.

We may continue to experience delays in software development as we have at times in the past. Complex software products like ours may contain undetected errors or version compatibility problems, particularly when first released, which could delay or cost us market acceptance. For example, our anti-virus software products have in the past falsely detected viruses that did not actually exist. Difficulties and delays associated with new product introductions, performance or enhancements could have a material adverse effect on our business, financial condition and results of operation.

In the fourth quarter of 2001, we plan to integrate a number of PGP Security products and technologies into our McAfee and Sniffer product groups. We may be unsuccessful in integrating these technologies and the integration process could delay the development and enhancement of new and existing products.

Our product development efforts are impacted by the adoption or evolution of industry standards. For example, no uniform industry standard has developed in the market for encryption security products. As industry standards are adopted or evolve, we may have to modify existing products or develop and support new versions of existing products. In addition, if no industry standard develops, our products and our competitors products could be incompatible, which could prevent or delay overall development of the market for a particular product. If our products fail to comply with existing or evolving industry standards in a timely fashion, our business, results of operation and financial condition could be materially and adversely affected.

Our long-term success depends on our ability to upgrade and update existing product offerings, modify and enhance acquired products and introduce new products, which meet our customers needs. Future upgrades and updates may include additional functionality, respond to user problems or address compatibility problems with changing operating systems and environments. We believe that our ability to provide these upgrades and updates frequently and at low costs is key to our success. For example, the proliferation of new and changing viruses makes it imperative to update anti-virus products frequently to avoid obsolescence. Failure to release upgrades and updates could have a material adverse effect on our business, results of operations and financial condition. We may not be successful in these efforts. In addition, future changes in Windows 98, Windows 2000, Windows NT, NetWare or other popular operating systems, could cause compatibility problems with our products. Further, delays in the introduction of future versions of operating systems or lack of market acceptance of these future versions would delay or reduce demand for our future products which were designed to operate with these future operating systems. Our failure to introduce in a

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timely manner new products that are compatible with operating systems and environments preferred by desktop computer users would have a material adverse effect on our business, results of operation and financial condition.

If the Network Management and Network Security Markets Do Not Evolve as We Anticipate, Our Business Could Suffer

The markets for our network management and network security products are evolving, and their growth depends upon broader market acceptance of this software, including help desk software. Although the number of PCs attached to large-area networks has increased dramatically, the network management and network security markets continue to be emerging markets. These markets may not continue to develop or may not develop rapidly enough to benefit our business significantly. In addition, there are a number of potential approaches to network management and network security, including the incorporation of management and security tools into network operating systems. Therefore, even if network management and network security tools gain broader market acceptance, potential purchasers may not select our products. To the extent that either the network management or network security market does continue to develop, we expect that competition will increase.

We Are Subject to Intense Competition in the Network Management and Security Markets and We Expect to Face Increased Competition in the Future

The markets for our products are intensely competitive and we expect competition to increase in the near-term. We believe that the principal competitive factors affecting the markets for our products include:

- performance;
- functionality;
- quality;
- customer support;
- breadth of product group;
- frequency of upgrades and updates;
- integration of products;
- manageability of products;
- brand name recognition;
- reputation; and
- price.

We may be unable to compete effectively against existing and potential competitors. Some of our competitors have longer operating histories, greater name recognition, larger technical staffs, established relationships with hardware vendors and/ or greater financial, technical and marketing resources. These factors may provide our competitors with an advantage in penetrating the market with their network security and management products. As is the case in many segments of the software industry, we have been encountering, and we expect to further encounter, increasing competition. This increased competition could reduce average selling prices and, therefore, profit margins. Competitive pressures could result not only in price reductions but also in a decline in sales volume, which could cause our business to suffer.

Performance and quality of our anti-virus software products are measured by number and type of viruses detected, the speed at which the products run and ease of use. Our principal competitor in the anti-virus market services by our McAfee product groups and McAfee.com is the Peter Norton Group of Symantec. Trend Micro remains the strongest competitor in the Asian anti-virus market. Other competitors include

numerous smaller companies and shareware authors that may in the future develop into stronger competitors or be consolidated into larger competitors.

Our principal competitors in the security market vary by product type. For firewalls, our principal competitors include CheckPoint, Symantec, and larger companies such as Cisco Systems and Microsoft. For intrusion detection products, we compete with ISS, Symantec and Cisco. The markets for encryption and virtual private network, or VPN, products are highly fragmented with numerous small and large vendors. Public key infrastructure, or PKI, encryption vendors such as Entrust Technologies offer some products that compete with our PGP products. VPN competitors include hardware and software vendors, including telecommunications companies and traditional networking suppliers.

Our principal competitor in the network management market is Agilent. Other competitors include Cisco, Computer Associates, Compuware, Concord Communications, DeskTalk Systems, GN Nettest, Network Instruments, Radcom Technologies, Shomiti Systems and Acterna Corporation.

Our principal competitors in the help desk market are Computer Associates, FrontRange Solutions, Peregrine and Remedy.

We also face competition from large software companies such as Microsoft, Intel, Novell and HP, which may offer network security and management products as enhancements to their operating system.

Finally, as the network management market develops, we may face increased competition from a number of large companies, as well as other companies seeking to enter the market. The trend toward enterprise-wide network management and security solutions may result in a consolidation of the network management and security market around a smaller number of companies who are able to provide the necessary software and support capabilities.

We Need to Expand and Develop an Effective Professional Services Organization; We Rely on Third-Party Professional Services

As our products and computer networks in general increase in complexity, customers require greater professional assistance to design, install, configure and implement our products. To date, we have relied on our limited professional services capabilities and increasingly on outside professional service providers, including our distributors, resellers and system integrators. These third party service providers may provide inadequate levels of professional services. Moreover, reliance on these third parties places a greater burden on them and reduces our ability to control and establish standards for providing these support services. Our reliance on these third parties could delay our recognition of product revenue, harm our relationships or reputation with these third parties or the end users of our products or result in decreased future sales of, or prices for, our products.

The failure to develop and maintain an effective professional services organization could have a material adverse effect on our business. To more effectively service our customers evolving needs, we intend to significantly expand and develop our worldwide professional services organization. We may not succeed in these efforts. Effectively expanding and developing our professional services organization will require that we hire and train more service professionals who must be continually trained and educated to ensure that they possess sufficient technical skills and product knowledge. The market for qualified professionals is intensely competitive, making hiring and retention difficult. We expect significant competition in this market from existing providers of professional services and future entrants. We must also properly price our services to attract customers, while maintaining sufficient margins for these services. We therefore expect that we will have lower profit margins on our service revenues. In addition, we reorganized our U.S. professional services organization, in part, to enable the professional services organization to become more specialized on individual products and product groups. As a result, a particular product group may have insufficient qualified personnel to perform its professional services needs as there will no longer be a pool of professional services personnel from which to draw. A product group s lack of sufficient professional services personnel could lead to customer dissatisfaction, missed revenue opportunities and a loss of future business.

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We Rely on the Continued Prominence of Microsoft Technology

Although we intend to support other operating systems, our mission is to be the leading supplier of network security and management products for Windows NT/ Intel based networks. Sales of our products would be materially and adversely affected by market developments that are adverse to the Windows operating environments, including the failure of users and application developers to accept Windows NT. In addition, our ability to develop products using the Windows operating environments is dependent on our ability to gain timely access to, and to develop expertise in, current and future developments by Microsoft, including the introduction of Windows XP. We may not be able to gain the necessary access from Microsoft to its product development.

We May Fail to Support Operating Systems Which Successfully Compete with Microsoft s Technology, Including Competing Versions of the Unix Operating System

We are expanding our product support to include the Unix operating system and the Linux operating system. Sales of our products could be materially and adversely impacted by our failure to support those versions of the Unix operating system or competing operating systems that receive broad market acceptance. The Unix system encompasses many separate operating systems of which we only support a few, including for example, Sun Microsystems Solaris Unix operating system.

We Must Effectively Manage Our Growth

Our business has grown both internally and through acquisitions. This growth has placed, and any future growth would continue to place, a significant strain on our limited personnel, management and other resources. Our ability to manage any future growth, particularly with the anticipated expansion of our international business and our ASP businesses, and growth in distribution business, will require us to:

- attract, train, retain, motivate and manage new employees successfully;
- effectively integrate new employees into our operations; and
- continue to improve our operational, financial, management and information systems and controls.

If we continue to grow, our management systems currently in place may be inadequate or we may not be able to effectively manage this growth. We are currently investing in our Internet infrastructure in anticipation of expected growth from the Internet, which may fail to materialize.

We Rely Heavily on Our Intellectual Property Rights Which Offer Only Limited Protection Against Potential Infringers; We May Face Litigation Related to Our Proprietary Technology and Rights

Our success depends significantly upon our proprietary software technology. We rely on a combination of contractual rights, trademarks, trade secrets, patents and copyrights to establish and protect proprietary rights in our software. However, these protections may be inadequate or competitors may independently develop technologies or products that are substantially equivalent or superior to our products. We do not typically obtain signed license agreements from our corporate, government and institutional customers who license products directly from us. Rather, we include an electronic version of a shrink-wrap license in all of our electronically distributed software and a printed license in the box for our products distributed through traditional distributors in order to protect our copyrights and trade secrets in those products. Since the licensee has not signed any of these licenses, many legal authorities believe that such licenses may not be enforceable under the laws of many states and foreign jurisdictions. In addition, the laws of some foreign countries either do not protect these rights at all or offer only limited protection for these rights. The steps taken by us to protect our proprietary software technology may be inadequate to deter misuse or theft of this technology. For example, we are aware that a substantial number of users of our anti-virus products have not paid any registration or license fees to us. Changing legal interpretations of liability for unauthorized use of our software, or lessened sensitivity by corporate, government or institutional users to avoiding infringement of intellectual property, could have a material adverse effect on our business, results of operations and financial condition.

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There has been substantial litigation regarding the intellectual property rights of technology companies. The increased issuance of software patents in recent years has led to and is likely to continue to lead to increased patent and intellectual property litigation in the software industry. In the past we have been, and we currently are, subject to litigation related to our intellectual property, including patent infringement cases. See Note 10, Notes to the Condensed Consolidated Financial Statements. We may also be subject to litigation in connection with our advertising and marketing programs. Although we intend to defend ourselves vigorously against claims asserted against us in the foregoing actions or matters, developments arising out of this pending litigation or any other litigation to which we are or may become a party could have a material adverse effect on our business, results of operation and financial condition. Adverse determinations in litigation could:

result in the loss of our proprietary rights;

subject us to significant liabilities, including monetary liabilities;

require us to seek licenses from third parties; or

prevent us from manufacturing or selling our products.

The litigation process is subject to inherent uncertainties and we may not prevail in these matters, or we may be unable to obtain licenses with respect to any patents or other intellectual property rights that may be held valid or infringed upon by our products or us. Uncertainties inherent in the litigation process include, among other things, the complexity of the technologies involved, potentially adverse changes in the law and discovery of facts unfavorable to us.

In addition, as we may acquire a portion of software included in our products from third parties, our exposure to infringement actions may increase because we must rely upon such third parties as to the origin and ownership of any software being acquired. Similarly, exposure to infringement claims will increase to the extent that we employ or hire additional software engineers previously employed by competitors, notwithstanding measures taken by these competitors to protect their intellectual property. In the future, litigation may be necessary to enforce and protect trade secrets and other intellectual property rights that we own. We may also be subject to litigation to defend against claimed infringement of the rights of others or determine the scope and validity of the proprietary rights of others. This litigation could be costly and cause diversion of management s attention, either of which could have a material adverse effect on our business, results of operations and financial condition.

Our International Operations Subject Us to Foreign Currency Fluctuations and Other Inherent Risks Related to Doing Business in Foreign Countries

For the three months ended September 30, 2001 and 2000, net revenue from international sales represented approximately 34%, and 35%, respectively, of our net revenue. Historically, we have relied upon independent agents and distributors to market our products internationally. We expect that international revenue will continue to account for a significant percentage of net revenue and we have announced our intention to focus on international growth. We also expect that a significant portion of this international revenue will be denominated in local currencies. To reduce the impact of foreign currency fluctuations, we use non-leveraged forward currency contracts. However, our future results of operations may be adversely affected by currency fluctuations or by costs associated with currency risk management strategies. Other risks inherent in international revenue generally include:

the impact of longer payment cycles;

greater difficulty in accounts receivable collection;

unexpected changes in regulatory requirements;

seasonality due to the slowdown in European business activities during the third quarter;

tariffs and other trade barriers;

export restrictions on our encryption and other security products;

uncertainties relative to regional economic circumstances including the continued economic weakness in Asia;

political instability in emerging markets and difficulties in staffing;

hiring and retaining key international employees; and

managing foreign operations.

These factors may have a material adverse effect on our future international license revenue. Further, in countries with a high incidence of software piracy, we may experience a higher rate of piracy of our products.

In addition, a portion of our international revenue is expected to continue to be generated through independent agents. Since these agents are not our employees and are not required to offer our products exclusively, they may discontinue marketing our products entirely. Also, we may have limited control over these agents, limited access to the names of the customers to whom these agents sell products and limited knowledge of the information provided by, or representations made by, these agents to customers.

False Detection of Viruses and Actual or Perceived Security Breaches Could Adversely Affect Our Business

Our anti-virus software products have in the past and may at times in the future falsely detect viruses that do not actually exist. These false alarms, while typical in the industry, may impair the perceived reliability of our products and may therefore adversely impact market acceptance of our products. In addition, we have in the past been subject to litigation claiming damages related to a false alarm, and similar claims may be made in the future. In addition, an actual or perceived breach of network or computer security at one of our customers, regardless of whether the breach is attributable to our products, could adversely affect the market s perception of our security products. This could adversely affect our business, results of operations and financial condition.

Our Cryptography Technology is Subject to Export Restrictions and May Become Obsolete

All of our products are subject to the U.S. Export Administration Regulations, governed by the U.S. Department of Commerce. Certain of our network security products, technology and associated technical assistance, particularly products and technology incorporating encryption, may be subject to export restrictions. Recent changes to U.S. laws enable Network Associates to export more products without restrictions; however, certain products still may not be exported to foreign customers without prior approval from the U.S. government. The list of products and end users for which export approval is required, and the regulatory policies with respect thereto, are subject to revision by the U.S. government at any time. The cost of compliance with U.S. and international export laws and changes in existing laws could affect our ability to sell certain products in certain markets, and could have a material adverse effect on our international revenues.

In addition, some of our network security products are dependent on the use of public key cryptography technology. This technology depends in part upon the application of certain mathematical principles known as factoring and discrete logarithms. The security afforded by public key cryptography technology is based on our belief that the factoring of large prime numbers and solving the discrete log problem is not computationally practical. Should an easy factoring method be developed or the discrete log problem is solved, the security afforded by encryption products using public key cryptography technology would be reduced or eliminated. Furthermore, any significant advance in techniques for attacking cryptographic systems could also render some or all of our existing products and services obsolete or unmarketable. Moreover, the cryptographic algorithms used in our products can theoretically be solved by computer systems significantly faster and more powerful than those presently available. If these improved techniques for attacking cryptographic systems were ever developed, our business would be adversely affected.

Product Liability Claims Asserted Against Us in the Future Could Adversely Affect Our Business

Our network security and management software products are used to protect and manage computer systems and networks that may be critical to organizations. As a result, our sale and support of these products involves the risk of potential product liability and related claims. Our license agreements with our customers typically contain provisions designed to limit our exposure to potential product liability claims. It is possible, however, that the limitation of liability provisions contained in these license agreements may not be effective under the laws of certain jurisdictions, particularly in circumstances involving unsigned licenses. A product liability claim brought against us could have a material adverse effect on our business, results of operations and financial condition.

We Face Risks Associated with U.S. Government Contracting

We are currently engaged in several research and development contracts with agencies of the U.S. government. We believe that the willingness of these government agencies to enter into future contracts with us will in part be dependent upon our continued ability to meet their expectations.

Minimum fee awards for companies entering into government contracts are generally between 3% and 7% of the costs incurred by them in performing their duties under the related contract. However, these fee awards may be as low as 1% of the contract costs. Furthermore, these contracts are subject to cancellation at the convenience of the governmental agencies. Although we have been awarded contract fees of more than 1% of the contract costs in the past, minimum fee awards or cancellations may occur in the future. Reductions or delays in federal funds available for projects we are performing could also have an adverse impact on our government business. Contracts involving the U.S. government are also subject to the risks of disallowance of costs upon audit, changes in government procurement policies, required competitive bidding and, with respect to contracts involving prime contractors or government-designated subcontractors, the inability of those parties to perform under their contracts. In addition, our government customers and potential customers may not respond favorably to the division of our business into product groups and our business and future financial performance could suffer. Any of the foregoing events could adversely affect our results of operations or financial conditions.

Business Interruption May Impede Our Operations and Adversely Affect Our Business

We face a number of potential business interruption risks that are beyond our control. During 2001, the State of California has experienced intermittent power shortages, sharp increases in the cost of energy and even interruptions of service to some business customers. If power shortages continue to be a problem our business may be materially adversely effected. Additionally, we may experience natural disasters that could interrupt our business.

Our corporate headquarters is located near a major earthquake fault. The impact of a major earthquake on our facilities, infrastructure and overall operations is not known. Safety precautions have been implemented, however there is no guarantee that an earthquake would not seriously disturb our entire business process. We are largely uninsured for losses and business disruptions caused by an earthquake and other natural disasters.

Delaware Law, Our Certificate of Incorporation and Bylaws, Our Adoption of a Rights Plan and Our Stockholders Agreement with McAfee.com May Inhibit Potential Acquisition Bids; This May Adversely Affect the Market Price for Our Common Stock and Prevent Changes in Our Management.

Our board of directors has the authority to issue up to 5,000,000 shares of preferred stock and to determine the price, rights, preferences, privileges and restrictions, including voting rights, of those shares without any further vote of action by its stockholders. The issuance of preferred stock, while providing desirable flexibility in connection with possible acquisitions and other corporate purposes, could have the effect of making it more difficult for a third party to acquire a majority of the outstanding voting stock.

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In October 1998, our board of directors adopted a shareholders rights plan. Each right under this plan entitles the record holder to buy 1/1000 of a share of our series B participating preferred stock at an exercise price of $200.00. The rights will become exercisable following the tenth day after a person or group announces acquisition of 15% or more of our common stock or announces commencement of a tender or exchange offer the consummation of which would result in ownership by the person or group of 15% or more of our common stock. If the rights become exercisable, the holders of the rights (other than the person acquiring 15% or more of our common stock) will be entitled to acquire in exchange for the $200 exercise price shares of our common stock or shares of any company in which we are merged having a value of $400. We are entitled to redeem the rights at $0.01 per right at any time on or before the tenth day following acquisition by a person or group of 15% or more of our common stock.

In October 1999, we entered into a stockholders agreement with McAfee.com. Under this agreement we agreed that if (1) without the prior approval of our continuing directors, as defined below, any person acquires or agrees to acquire 15% or more of our outstanding common stock or (2) our continuing directors cease to constitute a majority of our serving directors, then for so long but only for so long as that condition exists:

our shares of McAfee.com Class B common stock will be entitled to only one vote per share instead of three votes per share; and

we will be obligated to vote our McAfee.com shares to cause, and to take such actions reasonably within our control to cause, and shall seek to cause the McAfee.com directors appointed by us to cause, the McAfee.com board of directors to consist of at least a majority of independent directors.

Our continuing directors consist of our current directors and any subsequent directors approved or not objected to by a majority of our then-continuing directors.

Certain provisions of Delaware law and our certificate of incorporation and bylaws, such as a classified board, could delay or make a merger, tender offer or proxy contest involving Network Associates more difficult. While these provisions and our rights plan are intended to enable our board of directors to maximize stockholder value, and the provisions of the McAfee.com stockholders agreement are, among other things, intended to preserve McAfee.com s independence, they may have the effect of discouraging takeovers, which may not be in the best interest of certain stockholders. Our rights plan and these provisions could have an adverse effect on the market value of our common stock.

PART II: OTHER INFORMATION

Item 1. ***Legal Proceedings:***

Information with respect to this item is incorporated by reference to Note 10 of the Notes to the Condensed Consolidated Financial Statements included herein on page 16 of this Report on Form 10-Q/A.

Item 2. ***Changes in Securities:***

Nothing to report.

Item 3. ***Defaults in Securities:***

Nothing to report.

Item 4. ***Submission of Matters to a Vote of Security Holders:***

None.

Item 5. ***Other Information:***

The Company has revised its Insider Trading Policy to allow directors, officers and other employees covered under the policy to establish, under limited circumstances contemplated by Rule 10b5-1 under the Securities Exchange Act of 1934, written programs that permit automatic trading of the Company s stock or trading of the Company s stock by an independent person (such as an investment bank) who is not aware of material inside information at the time of the trade. As of November 12, 2001, George Samenuk, the Company s President, Chief Executive Officer and Chairman, Kent H. Roberts, the Company s Executive Vice President and General Counsel, and Bakul Mehta, the President of the Company s Sniffer Technologies product group adopted Rule 10b5-1 trading plans. The Company believes that additional directors, officers and employees may establish such programs. In the quarter ended September 30, 2001, no trades were made pursuant to Rule 10b5-1 trading plans.

Item 6. ***Exhibits and Reports on Form 8-K:***

(a) *Exhibits.* The exhibits listed in the accompanying Exhibit Index are filed or incorporated by reference as part of this Report.

(b) *Form 8-K.* The Company filed a report on Form 8-K on August 8 and August 14, 2001.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, and the results and regulations promulgated thereunder, the registrant has duly caused this amended report to be signed on its behalf by the undersigned thereunto duly authorized.

NETWORKS ASSOCIATES, INC.

/s/ STEPHEN C. RICHARDS

Name: Stephen C. Richards
Title: *Chief Operating Officer and Chief Financial Officer*

Date: June 28, 2002

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EXHIBIT INDEX

Exhibit No.	Exhibit Title
2.1	Agreement and Plan of Reorganization, dated October 13, 1997, among McAfee Associates, Inc., Mystery Acquisition Corp. and Network General Corporation, as amended by the First Amendment dated as of October 22, 1997.(1)
2.2	Combination Agreement dated August 16, 1996 among the Registrant, FSA Combination Corp., FSA Corporation and Daniel Freedman.(2)
2.3	Stock Exchange Agreement dated January 13, 1997 among the Registrant, FSA Combination Corp., Kabushiki Kaisha Jade and the shareholders of Jade.(3)
2.4	Agreement and Plan of Reorganization dated December 1, 1997 between the Registrant, Helix Software Company and DNA Acquisition Corp.(4)
2.5	Agreement and Plan of Reorganization dated December 1, 1997 between the Registrant, PGP and PG Acquisition Corp.(5)
2.6	Agreement and Plan of Reorganization dated February 22, 1998, between the Registrant, TIS and Thor Acquisition Corp.(6)
2.7	Agreement and Plan of Reorganization by and among the Registrant, Magic Solutions International, Inc., Merlin Acquisition Corp. and Igal Lichtman dated March 2, 1998. Amendment Agreement by and among the Registrant, Magic Solutions International, Inc., Merlin Acquisition Corp., and Igal Lichtman dated March 24, 1998. Second Amendment Agreement by and among the Registrant, Magic Solutions International, Inc., Merlin Acquisition Corp., and Igal Lichtman dated April 1, 1998.(7)
2.8	Stock Purchase Agreement, dated as of February 26, 1998, by and between FSA Combination Corp., and Brenda Joyce Cook.(8)
2.9	Share Purchase Agreement, dated as of March 30, 1998, among FSA Combination Corp., and Irina Karlsson and Jarmo Rouvinen.(8)
2.10	Stock Purchase Agreement, dated as of May 10, 1998, among FSA Combination Corp., and Secure Networks, Inc.(8)
2.11	Transaction Agreement, dated June 9, 1998, by and between the Registrant and Dr. Solomon s Group Plc.(16)
2.12	Agreement and Plan of Merger, dated July 28, 1998, by and between the Registrant and CyberMedia, Inc.(17)
3.1	Second Restated Certificate of Incorporation of the Registrant, as amended on December 1, 1997.(6)
3.2	Restated Bylaws of the Registrant.(23)
3.3	Certificate of Designation of Series A Preferred Stock of the Registrant.(9)
3.4	Certificate of Designation of Series B Participating Preferred Stock of the Registrant.(18)
4.1	Indenture dated as of February 13, 1998 between the Registrant and State Street Bank and Trust Company of California, N.A., as Trustee.(10)
4.2	Resale Registration Rights Agreement, dated as of August 17, 2001, by and between the Registrant and Lehman Brothers, Inc.(24)
4.3	Indenture dated as of August 17, 2001 between the Registrant and State Street Bank and Trust Company of California.(24)
10.1	Lease Assignment dated November 17, 1997 for facility at 3965 Freedom Circle, Santa Clara, California by and between Informix Corporation and McAfee Associates, Inc.(4)
10.2	Consent to Assignment Agreement dated December 19, 1997 by and among Birk S. McCandless, LLC, Guaranty Federal Bank, F.S.B., Informix Corporation and the Registrant.(4)
10.3	Subordination, Nondisturbance and Attornment Agreement dated December 18, 1997, between Guaranty Federal Bank, F.S.B., the Registrant and Birk S. McCandless, LLC.(4)
10.4	Lease dated November 22, 1996 by and between Birk S. McCandless, LLC and Informix Corporation for facility at 3965 Freedom Circle, Santa Clara, California.(4)

Exhibit No.	Exhibit Title
10.5	Quota Purchase Agreement, dated as of April 14, 1997 by and among McAfee Associates, Inc. and McAfee Do Brasil Ltda., Compusul-Consultoria E Comercio De Informatica Ltda., and the stockholders of Compusul-Consultoria E Comercio De Informatica Ltda.(12)
10.6*	1997 Stock Incentive Plan, as Amended.(11)
10.7*	Stock Option Plan for Outside Directors.(13)
10.8*	2000 Nonstatutory Stock Option Plan.(21)
10.9*	Change in control agreement between the Registrant and Peter Watkins dated May 11, 1999.(19)
10.10*	Change in control agreement between the Registrant and William L. Larson dated May 11, 1999.(19)
10.11*	Change in control agreement between the Registrant and Prabhat K. Goyal dated May 11, 1999.(19)
10.12*	Change in control agreement between the Registrant and Zachary Nelson, dated May 11, 1999.(19)
10.13	Corporate Management Services Agreement between the Registrant and McAfee.com Corporation, dated as of January 1, 1999.(20)
10.14	Technology Cross License Agreement between the Registrant and McAfee.com Corporation dated as of January 1, 1999.(20)
10.15	Registration Rights Agreement between the Registrant and McAfee.com Corporation, dated as of July 20, 1999.(20)
10.16	Asset Contribution and Receivables Settlement Agreement between the Registrant and McAfee.com Corporation, dated as of January 1, 1999.(20)
10.17	Intercompany Revolving Loan Agreement between the Registrant and McAfee.com Corporation, dated as of January 1, 1999.(20)
10.18	Tax Sharing Agreement between the Registrant and McAfee.com dated as of January 1, 1999.(20)
10.19	Indemnification and Voting Agreement between the Registrant and McAfee.com Corporation, dated as of August 20, 1999.(20)
10.20*	Joint Cooperation and Master Services Agreement between the Registrant and McAfee.com Corporation, dated as of January 1, 1999.(20)
10.21*	Employment Agreement between George Samenuk and Registrant, dated January 2, 2001.(21)
10.22*	Agreement between the Registrant and William Larson, dated January 2, 2001.(21)
10.23	Agreement between the Registrant and Prabhat Goyal, dated January 2, 2001.(21)
10.24*	Agreement between the Registrant and Peter Watkins, dated December 26, 2000.(21)
10.25*	Agreement between the Registrant and Zachary Nelson, dated January 1, 2001.(22)
10.26*	Reseller agreements between the Registrant and McAfee.com, dated March 31, 2001.(22)
10.27*	Employment agreement between Stephen C. Richards and Registrant, dated April 3, 2001.(22)
10.28	1st Amendment to Lease dated March 20, 1998 between Birk S. McCandless, LLC and the Registrant(25)
10.29	Confirmation, Amendment and Notice of Security Agreement dated March 20, 1998 among Informix Corporation, Birk S. McCandless, LLC and the Registrant(25)
10.30	Second Amendment to Lease dated September 1, 1998 among Informix Corporation, Birk S. McCandless, LLC and the Registrant(25)
10.31	Subordination, Nondisturbance and Attornment Agreement dated June 21, 2000, among Column Financial, Inc., Informix Corporation, Birk S. McCandless, LLC, and the Registrant(25)
10.32	Lease Agreement dated November 14, 1996 between Blue Lake Partners and McAfee Associates, Inc(25)

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Exhibit No.	Exhibit Title
10.33	Lease Amendment dated November 24, 1997 between Blue Lake Partners and McAfee Software, Inc(25)
10.34	Lease Amendment dated March 17, 1998 between Blue Lake Partners and McAfee Software, Inc(25)
10.35	Lease Amendment dated March 27, 1998 between Blue Lake Partners and McAfee Software, Inc(25)
10.36	Lease Amendment dated June 4, 1998 between Blue Lake Partners and McAfee Software, Inc(25)
10.37	Lease Amendment dated July 21, 1998 between Blue Lake Partners and McAfee Software, Inc(25)
10.38	Lease Amendment dated November 20, 1998 between Blue Lake Partners and McAfee Software, Inc(25)
10.39	Lease Amendment dated March 18, 1999 between Blue Lake Partners and McAfee Software, Inc(25)
10.40	Lease Amendment dated June 3, 1999 between Blue Lake Partners and McAfee Software, Inc(25)
10.41	Lease Amendment dated October 7, 1999 between Blue Lake Partners and McAfee Software, Inc(25)
10.42	Lease Amendment dated March 25, 2000 between Daltex Centre LP and the Registrant(25)
10.43	Lease Amendment dated July 31, 2000 between Daltex Centre LP and the Registrant(25)
10.44	Lease Amendment dated January 24, 2001 between Daltex Centre LP and the Registrant(25)
10.45	Lease Amendment dated May 31, 2001 between Daltex Centre LP and the Registrant(25)
12.1	Calculation of Ratio of Earnings to Fixed Charges

(1) Incorporated by reference from the Registrant s Registration Statement on Form S-4 filed with the Commission on October 31, 1997.

(2) Incorporated by reference from the Registrant s Current Report on Form 8-K filed with the Commission on September 24, 1996.

(3) Incorporated by reference from the Registrants Current Report on Form 8-K filed with the Commission on March 14, 1997.

(4) Incorporated by reference from the Registrant s Registration Statement on Form S-3, filed with the Commission on February 11, 1998.

(5) Incorporated by reference from the Registrant s Report on Form 8-K filed with the Commission on December 11, 1997.

(6) Incorporated by reference from the Registrant s Registration Statement on Form S-4 filed with the Commission on March 25, 1998.

(7) Incorporated by reference from the Registrant s Report on Form 8-K filed with the Commission on April 2, 1998.

(8) Incorporated by reference from the Registrant s Registration Statement on Form S-3 filed with the Commission on May 26, 1998.

(9) Incorporated by reference from the Registrant s Report on Form 10-Q for the quarter ended September 30, 1996, filed with the Commission on November 4, 1996.

(10) Incorporated by reference from the Registrant s Registration Statement on Form S-3 filed with the Commission on May 6, 1998.

(11) Incorporated by reference from the Registrant s Registration Statement on Form S-8 filed with the Commission on July 21, 2000.

(12) Incorporated by reference from the Registrant s Report on Form 10-Q for the quarter ended March 31, 1997 filed with the Commission on May 15, 1997.

(13) Incorporated by reference from the Registrant s Registration Statement filed on Form S-8 filed with the Commission on December 2, 1997.

(14) Incorporated by reference from the Registrant s Report on Form 10-Q for the quarter ended June 30, 1996, filed with the Commission on August 13, 1996.

(15) Incorporated by reference from the Registrant s Report on Form 10-Q for the quarter ended March 31, 1998, filed with the Commission on May 15, 1998.

(16) Incorporated by reference from the Registrant s Report on Form 8-K filed with the Commission on June 16, 1998.

(17) Incorporated by reference from CyberMedia Inc. s Schedule 13D filed by the Registrant with the Commission on August 7, 1998. CyberMedia Inc. s filings with the Commission were made under File Number 0-21289.

(18) Incorporated by reference from the Registrant s Report on Form 8-A filed with the Commission on October 22, 1998.

(19) Incorporated by reference from the Registrant s report on Form 10-Q for the quarter ended March 31, 1999, filed with the Commission on May 13, 1999.

(20) Incorporated by reference from the Form S-1 filed by McAfee.com Corporation with the Commission on September 23, 1999, under File Number 333-87609.

(21) Incorporated by reference from the registrant s report on form 10-K for the year ended December 31, 2000, filed with the Commission on April 2, 2001.

(22) Incorporated by reference from the Registrant s report on Form 10-Q for the quarter ended March 31, 2001, filed with the Commission on May 15, 2001.

(23) Incorporated by reference from the Registrant s report on Form 10-Q for the quarter ended June 30, 2001 filed with the Commission on August 6, 2001.

(24) Incorporated by reference from the Registrant s Registration Statement on Form S-3 filed with the Commission on November 9, 2001.

(25) Incorporated by reference from the Registrant s Report on Form 10-Q for the quarter ended September 30, 2001, filed with the Commission on November 13, 2001.

* Management contracts or compensatory plans or arrangements covering executive officers or directors of Networks Associates, Inc.