

NETWORKS ASSOCIATES INC/

Form 8-K

July 02, 2002

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

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): July 1, 2002**

**NETWORKS ASSOCIATES, INC.  
(Exact Name of Registrant as specified in charter)**

**Commission File Number 0-20558**

**Delaware  
(State or other jurisdiction of incorporation)  
3965 Freedom Circle  
Santa Clara, California  
(Address of principal executive offices) 95054  
(Zip Code)**

**77-0316593  
I.R.S. Employer Identification Number**

**Registrant's telephone number, including area code: (408) 346-3832**

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**Item 5. Other Events.**

On July 1, 2002, Networks Associates, Inc. (the Company ) announced that it plans to make an offer to the stockholders of McAfee.com Corporation to exchange their shares of Class A common stock of McAfee.com Corporation for shares of Network Associates common stock.

Attached as Exhibits 99.1 and 99.2 are a press release announcing the offer issued by Network Associates, and a letter from Network Associates to the board of directors of McAfee.com Corporation regarding the exchange offer.

**Item 7. Exhibits.**

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|------|--|
| 99.1 | Press release announcing exchange offer, dated July 1, 2002.                         |
| 99.2 | Letter to the Board of Directors of McAfee.com Corporation regarding exchange offer. |

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**SIGNATURES**

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

**NETWORKS ASSOCIATES, INC.**

Dated: July 1, 2002 By: /s/ Kent Roberts

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Kent Roberts  
Executive Vice President and General Counsel

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**Exhibits.**

99.1	Press release announcing exchange offer, dated July 1, 2002.
99.2	Letter to the Board of Directors of McAfee.com Corporation regarding exchange offer.