

AGILENT TECHNOLOGIES INC
Form 11-K
June 26, 2014

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

FORM 11-K

(MARK ONE)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

**FOR THE CALENDAR YEAR ENDED DECEMBER 31, 2013.
OR**

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

**FOR THE TRANSITION PERIOD FROM TO
COMMISSION FILE NUMBER: 001-15405**

A. FULL TITLE OF THE PLAN AND THE ADDRESS OF THE PLAN, IF DIFFERENT FROM THAT OF THE ISSUER NAMED BELOW:

**AGILENT TECHNOLOGIES, INC.
401(K) PLAN**

B. NAME OF ISSUER OF THE SECURITIES HELD PURSUANT TO THE PLAN AND THE ADDRESS OF ITS PRINCIPAL EXECUTIVE OFFICE:

**AGILENT TECHNOLOGIES, INC.
5301 STEVENS CREEK BOULEVARD
SANTA CLARA, CALIFORNIA 95051**

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants and
Plan Administrator of the
Agilent Technologies, Inc. 401(k) Plan

We have audited the financial statements of the Agilent Technologies, Inc. 401(k) Plan (the Plan) as of December 31, 2013 and 2012, and for the years then ended, as listed in the accompanying table of contents. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Plan's management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules, as listed in the accompanying table of contents, are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Moss Adams LLP

Campbell, California
June 25, 2014

AGILENT TECHNOLOGIES, INC.
401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(in thousands)

| | December 31, | |
|---|---------------------|---------------------|
| | 2013 | 2012 |
| Assets: | | |
| Investments, at fair value | \$ 2,302,307 | \$ 1,961,599 |
| Receivables: | | |
| Notes receivable from participants | 15,715 | 15,308 |
| Receivable from broker for securities sold | 987 | 3,174 |
| Total receivables | 16,702 | 18,482 |
| Total assets | 2,319,009 | 1,980,081 |
| Liabilities: | | |
| Accrued fees payable | 101 | 94 |
| Payable to broker for securities purchased | 1,090 | 4,147 |
| Total liabilities | 1,191 | 4,241 |
| Net assets at fair value | 2,317,818 | 1,975,840 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | (5,112) | (12,181) |
| Net assets available for benefits | \$ 2,312,706 | \$ 1,963,659 |

See accompanying notes.

AGILENT TECHNOLOGIES, INC.
401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(in thousands)

| | Years ended December 31, | |
|---|-------------------------------------|---------------------|
| | 2013 | 2012 |
| Additions to net assets attributed to: | | |
| Investment and other income: | | |
| Dividends and interest | \$ 57,367 | \$ 44,776 |
| Net realized and unrealized appreciation in fair value of investments | 342,934 | 182,490 |
| | 400,301 | 227,266 |
| Contributions: | | |
| Participants' | 70,497 | 69,064 |
| Employer's | 25,184 | 24,842 |
| | 95,681 | 93,906 |
| Total additions | 495,982 | 321,172 |
| Deductions from net assets attributed to withdrawals and distributions | 146,935 | 114,579 |
| Net increase in net assets | 349,047 | 206,593 |
| Net assets available for benefits: | | |
| Beginning of year | 1,963,659 | 1,757,066 |
| End of year | \$ 2,312,706 | \$ 1,963,659 |

See accompanying notes.

AGILENT TECHNOLOGIES, INC.
401(k) PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1 THE PLAN AND ITS SIGNIFICANT ACCOUNTING POLICIES

General The following description of the Agilent Technologies, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan that was established in 2000 by Agilent Technologies, Inc. (the Company) to provide benefits to eligible employees, as defined in the Plan document. The Plan administrator believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Internal Revenue Code of 1986 (the Code), as amended, and the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Company intends that the Plan be qualified pursuant to Sections 401(a) and 401(k) of the Code.

Administration The Board of Directors of the Company has appointed a Benefits Committee (the Committee) with certain authority to manage the policy, design and administration of the Plan. The Company has contracted with Fidelity Management Trust Company (Fidelity) to act as the trustee and an affiliate of Fidelity to process and maintain the records of participant data. Substantially all expenses incurred for administering the Plan are paid by the Company.

Estimates The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Basis of accounting The financial statements of the Plan are prepared on the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Investments valuation and income recognition Investments of the Plan are held by Fidelity, as trustee, and invested based solely upon instructions received from participants.

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought or sold as well as held during the year.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount the participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment to fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

AGILENT TECHNOLOGIES, INC.
401(k) PLAN
NOTES TO FINANCIAL STATEMENTS

Notes receivable from participants Notes receivable from participants (notes receivable) are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions based upon the terms of the Plan document.

Income taxes The Plan has been amended since receiving its latest favorable determination letter dated October 24, 2013. The Company believes that the Plan is operated in accordance with, and qualifies under, the applicable requirements of the Code and related state statutes, and that the trust, which forms a part of the Plan, is exempt from federal income and state franchise taxes.

In accordance with guidance on accounting for uncertainty in income taxes (ASC 740-10), management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

Risks and uncertainties The Plan provides for various investment options in any combination of investment securities offered by the Plan, including the Company's common stock. Investment securities are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the risk associated with certain investment securities, it is at least reasonably possible that changes in market values, interest rates or other factors in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Subsequent events The Plan has evaluated subsequent events through June 25, 2014, which is the date the financial statements were available to be issued.

NOTE 2 STABLE VALUE FUND

Stable Value Fund The Stable Value Fund's objective is to protect principal while providing a higher rate of return than shorter maturity investments, such as money market funds or certificates of deposit. To achieve this, the Stable Value Fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. However, there is no assurance that this objective can be achieved.

The Plan's Stable Value Fund is composed primarily of investments in bank collective funds and synthetic investment contracts (synthetic GICs) and a traditional investment contract (traditional GIC). Since the Stable Value Fund is fully benefit responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investments included in the Stable Value Fund. Contract value represents contributions made plus interest accrued at the contract rate, less withdrawals. Traditional GICs are issued by insurance companies and typically pay a guaranteed fixed or floating rate of interest over the life of the contract with a repayment of principal at maturity. A Synthetic GIC is similar to a Traditional GIC but has unbundled the insurance and investment components of the Traditional GIC. Synthetic GICs consist of various contracts with banks or other institutions which provide for fully benefit-responsive withdrawals and transfers by Plan participants in the Stable Value Fund at contract value. The fund requires 30 days advance written notice prior to redemption at the Plan level.

AGILENT TECHNOLOGIES, INC.
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The Plan's GICs consist of the following (in thousands):

As of December 31, 2013:

| Carrier Name | Major credit ratings | Year-end contract value(1) | Investments at fair value (1) | Investment contracts at fair value | Adjustments to contract value (2) |
|---------------------------------|----------------------|----------------------------|-------------------------------|------------------------------------|-----------------------------------|
| Traditional GIC | | | | | |
| Jackson National Life Insurance | AA/A1/AA | \$ 4,745 | | \$ 4,809 | \$ (64) |
| Synthetic GICs | | | | | |
| Monumental Life Insurance Co. | AA-/A1/AA- | 82,146 | \$ 83,785 | 63 | (1,702) |
| Prudential Insurance Co. | AA-/A1/A+ | 77,852 | 79,576 | | (1,724) |
| RGA Reinsurance Co. | AA-/A1/A+ | 84,259 | 85,881 | | (1,622) |
| Total | | \$ 249,002 | \$ 249,242 | \$ 4,872 | \$ (5,112) |

(1) Note: Total year-end contract value and investments at fair value do not include assets held in cash, which are approximately \$18,784,000 as of December 31, 2013.

(2) Adjustments from fair value to contract value for fully benefit-responsive investment contracts.

As of December 31, 2012:

| Carrier Name | Major credit ratings | Year-end contract value | Investments at fair value (1) | Investment contracts at fair value | Adjustments to contract value (2) |
|---------------------------------|----------------------|-------------------------|-------------------------------|------------------------------------|-----------------------------------|
| Traditional GIC | | | | | |
| Jackson National Life Insurance | AA/A1/AA | \$ 4,664 | | \$ 4,744 | \$ (80) |
| Synthetic GICs | | | | | |
| Monumental Life Insurance Co. | AA-/A1/AA- | 79,853 | \$ 84,526 | 59 | (4,732) |
| Natixis Financial Products Inc. | A/A2/A+ | 67,712 | 72,110 | | (4,398) |
| RGA Reinsurance Co. | AA-/A1/A+ | 70,638 | 73,609 | | (2,971) |
| Total | | \$ 222,867 | \$ 230,245 | \$ 4,803 | \$ (12,181) |

(1) Note: Total year-end contract value and investments at fair value do not include assets held in cash, which are approximately \$18,649,000 as of December 31, 2012.

(2) Adjustments from fair value to contract value for fully benefit-responsive investment contracts.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the contract issuer, but it may not be less than zero. Such interest rates are reviewed on a periodic basis for resetting. The relationship of future crediting rates and the adjustment to contract value reported on the statements of net assets available for benefits is provided through the mechanism of the crediting rate formula. The difference between the contract value and the fair value of the investments of each contract is periodically amortized into each contract's crediting rate. The amortization factor is calculated by dividing the difference between the fair value of the investment and the contract value of the duration of the bond portfolio covered by the investment contract.

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The average yields on the fund are as follows for the years ended December 31:

| | 2013 | 2012 |
|---|-------|-------|
| Average yields: | | |
| Based on actual earnings | 2.24% | 2.60% |
| Based on interest rate credited to participants | 2.20% | 2.48% |

The key factors that could influence future interest crediting rates include, but are not limited to: (1) the Plan's cash flows, (2) changes in interest rates, (3) total return performance of the fair market value bond strategies underlying each synthetic GIC contract, (4) default or credit failures of any of the securities, investment contracts or other investments held in the fund, or (5) the initiation of an extended termination of one or more of the synthetic GIC contracts by the contract issuer.

Certain employer initiated events or other external events not initiated by Plan participants will limit the ability of the Plan to transact at contract value with the issuer. Such events include but are not limited to, the following: (1) the Plan's failure to qualify under the Internal Revenue Code of 1986, as amended, (2) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (3) changes to the Plan's prohibition on competing investment options or establishment of a competing plan by the Plan sponsor, (4) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan or (5) events resulting in a material and adverse financial impact on the contract issuer, including changes in the tax code, laws or regulations. The Plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The synthetic GICs do not permit the contract issuer to terminate the agreement prior to the scheduled maturity date unless there is a breach in contract which is not corrected within the specified cure period.

NOTE 3 FAIR VALUE MEASUREMENTS

The fair value measurements standard establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under the standard are described below:

Basis of fair value measurement

Level 1 Unadjusted quoted prices for identical assets in active markets that the Plan has the ability to access.

Level 2 Quoted prices for similar assets in active markets; quoted prices for identical or similar assets in inactive markets; inputs other than quoted prices that are observable for the asset; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Bank collective funds: Investments are stated at fair value determined as of the close of regular trading. The index funds and U.S. government securities are valued at the net asset value (NAV) of units held as determined by the trustee. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. The guaranteed investment contracts are valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer (see Note 2).

Wrapper contracts: Valued utilizing replacement cost methodology.

Collective trust funds: Valued at the NAV of units held of a bank collective trust. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities.

Mutual funds and money market funds: Valued at the NAV of shares held by the Plan at year end based on the closing price reported on the active market on which the individual funds are traded.

Common stocks and employer stock: Valued at the closing price reported on the active market on which the individual securities are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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The following tables set forth by level within the fair value hierarchy, the Plan's assets at fair value, as of December 31, 2013 and 2012.

Investment Assets at Fair Value as of December 31, 2013

(in thousands)

| Description | Level 1 | Level 2 | Level 3 | Total |
|--------------------------------|--------------|------------|----------|--------------|
| Mutual funds: | | | | |
| Index funds | \$ 442,020 | | | \$ 442,020 |
| Growth funds | 739,976 | | | 739,976 |
| Fixed income | 154,006 | | | 154,006 |
| Other funds | 9,024 | | | 9,024 |
| Total mutual funds | 1,345,026 | | | 1,345,026 |
| Common stocks: | | | | |
| Industrial | 2,442 | | | 2,442 |
| Telecommunications | 3,064 | | | 3,064 |
| Consumer | 7,831 | | | 7,831 |
| Financial institutions | 6,378 | | | 6,378 |
| Energy | 6,381 | | | 6,381 |
| Media | 1,631 | | | 1,631 |
| Pharmaceuticals | 4,182 | | | 4,182 |
| Technology | 5,151 | | | 5,151 |
| Transportation | 1,703 | | | 1,703 |
| Other | 2,851 | | | 2,851 |
| Total common stocks | 41,614 | | | 41,614 |
| Bank collective funds: | | | | |
| Index funds | | \$ 206,720 | | 206,720 |
| U.S. government securities | | 34,975 | | 34,975 |
| Guaranteed investment contract | | 249,242 | | 249,242 |
| Wrapper contracts | | | \$ 4,872 | 4,872 |
| Total bank collective funds | | 490,937 | 4,872 | 495,809 |
| Collective trust fund | | 338,612 | | 338,612 |
| Employer stock | 61,462 | | | 61,462 |
| Money market funds | 19,784 | | | 19,784 |
| Total assets at fair value | \$ 1,467,886 | \$ 829,549 | \$ 4,872 | \$ 2,302,307 |

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Investment Assets at Fair Value as of December 31, 2012

(in thousands)

| Description | Level 1 | Level 2 | Level 3 | Total |
|--------------------------------|--------------|------------|----------|--------------|
| Mutual funds: | | | | |
| Index funds | \$ 316,885 | | | \$ 316,885 |
| Balanced funds | 239,792 | | | 239,792 |
| Growth funds | 592,122 | | | 592,122 |
| Fixed income | 201,482 | | | 201,482 |
| Other funds | 6,466 | | | 6,466 |
| Total mutual funds | 1,356,747 | | | 1,356,747 |
| Common stocks: | | | | |
| Industrial | 3,210 | | | 3,210 |
| Telecommunications | 536 | | | 536 |
| Consumer | 7,058 | | | 7,058 |
| Financial institutions | 4,849 | | | 4,849 |
| Energy | 4,414 | | | 4,414 |
| Media | 2,388 | | | 2,388 |
| Pharmaceuticals | 2,734 | | | 2,734 |
| Technology | 3,397 | | | 3,397 |
| Other | 1,106 | | | 1,106 |
| Total common stocks | 29,692 | | | 29,692 |
| Bank collective funds: | | | | |
| Index funds | | \$ 178,000 | | 178,000 |
| U.S. government securities | | 60,200 | | 60,200 |
| Guaranteed investment contract | | 230,245 | | 230,245 |
| Wrapper contracts | | | \$ 4,803 | 4,803 |
| Total bank collective funds | | 468,445 | 4,803 | 473,248 |
| Collective trust fund | | 30,489 | | 30,489 |
| Employer stock | 51,016 | | | 51,016 |
| Money market funds | 20,407 | | | 20,407 |
| Total assets at fair value | \$ 1,457,862 | \$ 498,934 | \$ 4,803 | \$ 1,961,599 |

NOTE 4 RELATED PARTY TRANSACTIONS

Certain Plan investments are managed by an affiliate of Fidelity, the trustee of the Plan. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

As allowed by the Plan, participants may elect to invest a portion of their accounts in the Agilent Technologies Stock Fund (the Fund), which is primarily invested in shares of Company common stock. Investments in the Fund are at the direction of the Plan participants. Participants are not permitted to allocate more than 25% of their total contributions, including Company matching contributions, to the Fund and the maximum amount of the participant's account balance that can be allocated to the Fund is limited to 25% of the participant's account. Effective as of December 28, 2012, the Plan was amended to provide that if a participant's total investment in the Fund is greater than 25% of the participant's total Plan account balance, the amount in excess of the limit must be transferred to a different investment option available under the Plan. If an affected participant did not make an alternative investment election, the amount in excess of the limit was transferred to the Plan's default investment option. The shares of Company common stock are traded in the open market.

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The number of shares of the Company common stock in the Fund was 1,074,707 and 1,246,120 as of December 31, 2013 and 2012, respectively. The fair value of the Company common stock included in the Fund was approximately \$61,462,000 and \$51,016,000 at December 31, 2013 and 2012, respectively. The Fund assigns units of participation to those participants with account balances in the Fund. The total number of units in the Fund at December 31, 2013 and 2012 was 1,467,880 and 1,693,270, respectively, and the net unit value was \$42.32 and \$30.37, respectively, at these dates. The Fund is comprised primarily of Company common stock purchased on the open market. The Fund also includes a minor investment in the Fidelity Institutional Money Market Fund.

In January 2012, the Company approved the initiation of a quarterly cash dividend to Company shareholders. As a result, the Company determined that it was desirable to convert the Fund to an Employee Stock Ownership Plan component under the 401(k) Plan (the ESOP). The Company's Compensation Committee approved the ESOP conversion in March 2012 and the Benefits Committee approved it in June 2012. Effective June 27, 2012, the Plan was amended to adopt the ESOP conversion. Under the terms of the ESOP, participants may elect to either receive any dividends in cash or reinvest the dividends into the Fund.

NOTE 5 PARTICIPATION AND BENEFITS

Eligibility Employees who are eligible to participate in the Plan include those employees of the Company and its designated domestic subsidiaries who are on the U.S. dollar payroll and who are employed as regular full-time or regular part-time employees of the Company. There is no waiting period for eligibility.

Participant contributions Upon initially becoming an eligible employee, a participant is deemed to have elected a 3% pre-tax deferral effective on the first day of commencement of participation, unless that employee makes a change to that election in the manner prescribed by the Plan. Participating employees can elect to have the Company contribute up to 50% of their eligible pre-tax or after-tax compensation, not to exceed the amount allowable under the Plan document and current income tax regulations. Participants who elect to have the Company contribute a portion of their compensation to the Plan agree to accept an equivalent reduction in taxable or taxed compensation. Contributions withheld are invested in accordance with the participant's direction. The Plan also allows eligible participants to make a catch-up contribution up to the maximum allowed under current income tax regulations.

Participants are also allowed to make rollover contributions of eligible distributions received from other tax-qualified employer-sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participant's direction and the Plan's provisions.

Employer contributions The Company makes matching contributions as required by the Plan document. In 2013 and 2012, the Company matched 100% of the employee's salary deferral for the first 3% of employee's eligible pre-tax or taxed compensation, and 50% of the employee's salary deferral for the next 2% of employee's eligible pre-tax or taxed compensation. The Company matching contribution was deposited into the individual employee's Plan account after the end of each pay period.

Both employee deferrals and Company contributions in 2013 and 2012 have been made in cash for all funds; however, Company contributions may be made in either cash or common stock of the Company. No Company contributions have been made in the form of common stock of the Company in 2013 and 2012.

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Vesting Participants are 100% vested in their salary deferrals of eligible pre-taxed or taxed compensation, rollover contributions, and Company matching contributions, subject to the terms of the Plan.

Participant accounts Each participant's account is credited with the participant's salary deferrals of eligible pre-taxed or taxed compensation, Plan earnings or losses and an allocation of the Company's matching contribution. Allocation of the Company's matching contribution is based on participant salary deferrals of eligible pre-taxed or taxed compensation, as defined in the Plan.

Participants can transfer their invested funds among the available investment options and/or change the investment of their future contributions as often as desired. These transfers and changes must be made in whole percent increments. Initial contributions for new hires are automatically invested in the retirement age-appropriate Vanguard Target Retirement Fund, the fund designated as the Plan default fund until the participant makes a change to that investment election.

Payment of benefits Upon termination of employment, the participants or beneficiaries may elect to leave their account balance in the Plan, or receive their total benefits in a lump sum amount equal to the value of the participant's interest in their account, in the form of rollovers or payments in cash and Company stock. The Plan allows for automatic lump sum distribution of participant account balances that do not exceed \$1,000.

Notes receivable from participants The Plan allows participants to borrow not less than \$1,000 and up to the lesser of \$50,000 or 50% of their account balance. The notes receivable are secured by the participant's balance. Such notes receivable bear interest at a rate fixed at the time of the loan at the prime rate plus one-half percent and must be repaid to the Plan between one year and four years. Generally, notes receivable are repaid semi-monthly via automatic payroll deduction. The Plan allows terminated participants to electronically continue to repay their notes receivable after termination of employment. The specific terms and conditions of such notes receivable are established by the Committee. Outstanding notes receivable at December 31, 2013 carry interest rates ranging from 3.75% to 9.25%.

NOTE 6 INVESTMENTS

The following table is a summary of the fair values of investments and investment funds that represent 5% or more of the Plan's net assets at December 31 (in thousands):

| | 2013 | 2012 |
|--|-------------|-------------|
| Pyramid Intermediate Fixed Income Fund | \$ 163,361 | \$ * |
| Pyramid Short Managed Maturing Fund | * | 156,635 |
| BlackRock ACWI Ex US Non-Lending Index | 130,433 | 100,541 |
| Fidelity Contrafund | 260,286 | 210,060 |
| Fidelity Low-Priced Stock Funds | 157,122 | 121,072 |
| Harbor Capital Appreciation Fund | 188,163 | 148,071 |
| PIMCO Total Return Fund | 154,006 | 201,482 |
| Vanguard Extended Market Index Fund | 135,511 | * |
| Vanguard Institutional Index Plus Fund | 306,509 | 228,222 |

* Less than 5% of the Plan's net assets at year end

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The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year appreciated in value as follows for the years ended December 31 (in thousands):

| | 2013 | 2012 |
|------------------------|-------------------|-------------------|
| Common stock | \$ 29,558 | \$ 15,289 |
| Bank collective funds | 9,495 | 20,542 |
| Collective trust funds | 26,300 | 3,869 |
| Mutual funds | 277,581 | 142,790 |
| | <u>\$ 342,934</u> | <u>\$ 182,490</u> |

NOTE 7 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 (in thousands):

| | December 31, | |
|--|---------------------|---------------------|
| | 2013 | 2012 |
| Net assets available for benefits per the financial statements | \$ 2,312,706 | \$ 1,963,659 |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | 5,112 | 12,181 |
| Net assets available for benefits at fair value per the Form 5500 | <u>\$ 2,312,818</u> | <u>\$ 1,975,840</u> |

As described in Note 1, fully benefit-responsive investment contracts are reported at fair value in the Form 5500 and are reported at contract value in the financial statements.

The following is a reconciliation of the affected components of the changes in net assets available for benefits per the financial statements to the Form 5500 (in thousands) for the year ended December 31, 2013:

| | Amount per the financial statements | Adjustment to fair value | Amount per the Form 5500 |
|-----------------------------|--|-------------------------------------|-------------------------------------|
| Investment and other income | \$ 400,301 | \$ (7,069) | \$ 393,232 |

NOTE 8 PLAN TERMINATION OR MODIFICATION

The Company intends to continue the Plan indefinitely for the benefit of its participants; however, it reserves the right to terminate or modify the Plan at any time by resolution of its Board of Directors and subject to the provisions of ERISA.

AGILENT TECHNOLOGIES, INC.
401(k) PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 9 SUBSEQUENT EVENTS

In June 2012, the Company acquired Dako, a Denmark based cancer diagnostics company. The Dako 401(k) Plan was merged into the Agilent Plan on May 1, 2014 and approximately \$39 million was transferred into the Plan.

The Agilent Stock Fund will be eliminated as an investment option effective July 31, 2014.

As of August 1, 2014 (the Transaction Date), Agilent Technologies, Inc. will create a wholly-owned subsidiary titled Keysight Technologies, Inc. (Keysight) in order to complete a planned corporate separation of the Keysight operations as of the Transaction Date and subsequent distribution of all outstanding Keysight common stock to Agilent's shareholders as of November 1, 2014. In connection with this transaction, the Keysight Technologies, Inc. 401(k) Plan (the Keysight 401(k) Plan) will be established as of the Transaction Date, and the portion of the assets and liabilities of the Plan attributable to certain Participants in the Keysight 401(k) Plan who had participated in the Plan (Former Agilent Participants) are expected to be transferred to the Keysight 401(k) Plan as of the Transaction Date. On and after the Transaction Date, all Former Agilent Participants' Plan Benefits will be payable from the Keysight 401(k) Plan rather than the Plan.

AGILENT TECHNOLOGIES, INC.

401(k) PLAN

SCHEDULE H, LINE 4(a) SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

December 31, 2013

Plan sponsor: Agilent Technologies, Inc.

Employer identification number: 77-051772

Plan number: #003

Schedule H, Line 4(a)

Totals that constitute nonexempt prohibited transactions

| Participant contributions transferred late to Plan | Contributions not corrected | Contributions corrected outside VFCP | Contributions pending correction in VFCP | Corrected in accordance with the principles of VFCP and PTE 2002-51 |
|---|------------------------------------|---|---|--|
| \$1,915 | | \$1,915 | | |

AGILENT TECHNOLOGIES, INC.

401(k) PLAN

SCHEDULE H, LINE 4(i) SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

Plan sponsor: Agilent Technologies, Inc.

Employer identification number: 77-051772

Plan number: #003

Schedule H, Line 4(i)

| Identity of issue, borrower, lessor or similar party | Description of investment including maturity date, rate of interest, collateral, par or maturity value | Current value |
|---|---|--------------------|
| Stable Value Fund Holdings: | | |
| * Money Market | Money market | \$ 18,783,725 |
| Pyramid Intermediate Fixed Income Fund | Bank Collective Fund | 163,361,273 |
| Pyramid Intermediate Managed Maturing Fund | Bank Collective Fund | 41,899,455 |
| Pyramid Short Managed Maturing Fund | Bank Collective Fund | 43,980,878 |
| Total bank collective funds | | 249,241,606 |
| Jackson National Life Insurance | Wrapper Contracts | 4,808,985 |
| Monumental Life Insurance Co | Wrapper Contracts | 63,001 |
| Total investment contracts at fair value | | 4,871,986 |
| Total fair value of underlying assets of Stable Value Fund | | 272,897,317 |
| BlackRock US Debt Index Fund | Bank Collective Fund | 76,287,346 |
| BlackRock ACWI Ex US Non-Lending Index | Bank Collective Fund | 130,432,650 |
| State Street Global Advisors TIPS Fund | Bank Collective Fund | 34,974,774 |
| Small Cap Core - Copper Rock Small Cap | Collective Trust Fund | 39,278,386 |
| Harbor Capital Appreciation Fund | Mutual Fund | 188,162,911 |
| Templeton Foreign Fund A | Mutual Fund | 94,453,221 |
| PIMCO Total Return Fund | Mutual Fund | 154,005,685 |
| Domini Social Equity Fund | Mutual Fund | 9,025,632 |
| Small Cap Core - Goldman Sachs | Mutual Fund | 39,951,444 |
| * Agilent Technologies, Inc. common stock | Common Stock | 61,462,493 |
| * Fidelity Institutional Money Market Fund | Money Market | 692,276 |
| * Fidelity Contrafund | Mutual Fund | 260,286,262 |
| * Fidelity Low-Priced Stock Fund | Mutual Fund | 157,122,110 |
| Vanguard Extended Market Index Fund | Mutual Fund | 135,510,695 |
| Vanguard Institutional Index Fund | Mutual Fund | 306,509,272 |
| Vanguard Target Retirement Income Fund | Collective Trust Fund | 10,086,537 |
| Vanguard Target Retirement 2010 Fund | Collective Trust Fund | 14,869,304 |
| Vanguard Target Retirement 2015 Fund | Collective Trust Fund | 40,468,226 |
| Vanguard Target Retirement 2020 Fund | Collective Trust Fund | 60,058,314 |
| Vanguard Target Retirement 2025 Fund | Collective Trust Fund | 55,715,432 |
| Vanguard Target Retirement 2030 Fund | Collective Trust Fund | 36,048,057 |
| Vanguard Target Retirement 2035 Fund | Collective Trust Fund | 31,577,214 |
| Vanguard Target Retirement 2040 Fund | Collective Trust Fund | 26,573,410 |
| Vanguard Target Retirement 2045 Fund | Collective Trust Fund | 12,451,037 |
| Vanguard Target Retirement 2050 Fund | Collective Trust Fund | 8,769,811 |
| Vanguard Target Retirement 2055 Fund | Collective Trust Fund | 2,444,011 |
| Vanguard Target Retirement 2060 Fund | Collective Trust Fund | 272,373 |
| AllianceBernstein US Value Equities Portfolio: | | |
| * Fidelity Institutional Money Market Fund | Money Market | 307,941 |

AGILENT TECHNOLOGIES, INC.

401(k) PLAN

SCHEDULE H, LINE 4(i) SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

| Identity of issue, borrower, lessor or similar party | Description of investment including maturity date, rate of interest, collateral, par or maturity value | Current value |
|---|---|------------------|
| 3M CO | Common Stock | 52,594 |
| AETNA Inc | Common Stock | 404,681 |
| AMDOCS LTD | Common Stock | 140,216 |
| American Electric Power | Common Stock | 112,176 |
| American FINL Group Inc OHIO | Common Stock | 334,776 |
| American International Group | Common Stock | 678,965 |
| AON PLC | Common Stock | 486,562 |
| Apple Inc | Common Stock | 911,804 |
| Applied Materials Inc | Common Stock | 366,183 |
| Arrow Electronics Inc | Common Stock | 238,700 |
| Assurant Inc | Common Stock | 232,295 |
| AT&T Inc | Common Stock | 657,492 |
| Atmos Energy Corp | Common Stock | 222,558 |
| Bank Of America Corp | Common Stock | 1,005,822 |
| Berkshire Hathaway Inc CL B | Common Stock | 130,416 |
| Boeing Co | Common Stock | 122,841 |
| Capital One Financial Corp | Common Stock | 589,897 |
| Celgene Corp | Common Stock | 84,480 |
| Centerpoint Energy Inc | Common Stock | 217,892 |
| Centurylink Inc | Common Stock | 79,625 |
| Chesapeake Energy Corp | Common Stock | 24,426 |
| Chevron Corp | Common Stock | 899,352 |
| CHUBB Corp | Common Stock | 521,802 |
| CISCO System Inc | Common Stock | 424,305 |
| CIT Group Inc | Common Stock | 453,531 |
| CITIGROUP Inc | Common Stock | 875,448 |
| COCA COLA Co | Common Stock | 53,703 |
| COCA-COLA Enterprises Inc New | Common Stock | 24,272 |
| Colgate-Palmolive Co | Common Stock | 24,454 |
| Comcast Corp CL A | Common Stock | 207,860 |
| Covidien PLC | Common Stock | 112,365 |
| CVS Caremark Corp | Common Stock | 193,239 |
| DELTA Air Inc | Common Stock | 167,567 |
| Discover Fin Svs | Common Stock | 408,435 |
| DTE Energy Co | Common Stock | 23,236 |
| E Trade Financial Corp | Common Stock | 159,084 |
| Edison Intl | Common Stock | 463,000 |
| Electronic Arts Inc | Common Stock | 442,742 |
| Everest Reinsurance Group LTD | Common Stock | 120,799 |
| Exxon Mobil Corp | Common Stock | 941,160 |
| FEDEX Corp | Common Stock | 25,160 |
| FIFTH THIRD BANCORP | Common Stock | 63,090 |
| Ford Motor Co | Common Stock | 450,556 |
| Gamestop Corp CL A | Common Stock | 349,746 |
| Gannett Inc | Common Stock | 357,918 |
| General Electric Co | Common Stock | 997,868 |
| General Motors Co | Common Stock | 465,918 |
| Genworth Financial Inc A | Common Stock | 385,144 |
| Gilead Sciences Inc | Common Stock | 270,540 |
| Glaxosmithkline PLC Spons ADR | Common Stock | 405,764 |
| Goldman Sachs Group Inc | Common Stock | 416,561 |
| Google Inc A | Common Stock | 392,249 |

AGILENT TECHNOLOGIES, INC.

401(k) PLAN

SCHEDULE H, LINE 4(i) SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

| Identity of issue, borrower, lessor or similar party | Description of investment including maturity date, rate of interest, collateral, par or maturity value | Current value |
|---|---|------------------|
| Halliburton Co | Common Stock | 482,125 |
| Harris Corp | Common Stock | 356,031 |
| Health Net Inc | Common Stock | 166,152 |
| Hess Corp | Common Stock | 705,500 |
| Hewlett-Packard Co | Common Stock | 808,622 |
| Hollyfrontier Corp | Common Stock | 21,118 |
| Home Depot Inc | Common Stock | 172,914 |
| Huntington Bancshares Inc | Common Stock | 53,075 |
| Illinois Tool Works Inc | Common Stock | 538,112 |
| ING US Inc | Common Stock | 108,965 |
| Ingersoll Rand PLC | Common Stock | 20,020 |
| INTL BUS MACH Corp | Common Stock | 161,310 |
| Johnson & Johnson | Common Stock | 1,034,967 |
| JPMorgan Chase & Co | Common Stock | 678,368 |
| KEYCORP | Common Stock | 26,840 |
| Kimberly Clark Corp | Common Stock | 57,453 |
| Kraft Foods Group Inc | Common Stock | 40,440 |
| Kroger Co | Common Stock | 616,668 |
| LAM Research Corp | Common Stock | 234,135 |
| Lear Corp New | Common Stock | 129,552 |
| Liberty Global PLC CL A | Common Stock | 160,805 |
| Liberty Global PLC CL C | Common Stock | 286,772 |
| Lincoln National Corp | Common Stock | 480,066 |
| Lowes Cos Inc | Common Stock | 247,750 |
| Lyndellbasell Inds Class A | Common Stock | 746,604 |
| Macys Inc | Common Stock | 391,155 |
| Marathon Oil Corp | Common Stock | 49,420 |
| Marathon Petroleum Corp | Common Stock | 660,456 |
| MasterCard Inc CL A | Common Stock | 104,432 |
| McDonald Corp | Common Stock | 67,921 |
| McGraw Hill Financial Inc | Common Stock | 52,785 |
| Medtronic Inc | Common Stock | 619,812 |
| Merck & Co Inc New | Common Stock | 445,445 |
| Metlife Inc | Common Stock | 37,744 |
| MICRON Technology Inc | Common Stock | 198,016 |
| Microsoft Corp | Common Stock | 456,646 |
| Mondelez International Inc | Common Stock | 77,660 |
| Nabors Industries LTD | Common Stock | 98,542 |
| NIKE Inc CL B | Common Stock | 58,980 |
| Northrop Grumman Corp | Common Stock | 97,419 |
| NVIDIA Corp | Common Stock | 22,428 |
| Occidental Petroleum Corp | Common Stock | 684,720 |
| Oracle Corp | Common Stock | 294,602 |
| Parker Hannifin Corp | Common Stock | 86,832 |
| Partnerre LTD | Common Stock | 442,806 |
| Pepsico Inc | Common Stock | 149,292 |

AGILENT TECHNOLOGIES, INC.

401(k) PLAN

SCHEDULE H, LINE 4(i) SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

| Identity of issue, borrower, lessor or similar party | Description of investment including maturity date, rate of interest, collateral, par or maturity value | Current value |
|---|---|------------------|
| PFIZER Inc | Common Stock | 1,359,972 |
| Philip Morris Intl Inc | Common Stock | 461,789 |
| Phillips 66 | Common Stock | 158,116 |
| PNC Financial Services GRP Inc | Common Stock | 46,548 |
| PPL Corporation | Common Stock | 19,559 |
| Procter & Gamble Co | Common Stock | 488,460 |
| PulteGroup Inc | Common Stock | 468,510 |
| Regal Entertainment Group CL A | Common Stock | 95,305 |
| Regions Financial Corp | Common Stock | 29,670 |
| Reinsurance Group Of America | Common Stock | 135,468 |
| Roche Holding LTD Spon ADR | Common Stock | 224,640 |
| Sempra Energy | Common Stock | 24,684 |
| Staples Inc | Common Stock | 22,246 |
| State Street Corp | Common Stock | 113,754 |
| Suntrust Banks Inc | Common Stock | 150,921 |
| Symantec Corp | Common Stock | 220,473 |
| TE Connectivity LTD | Common Stock | 30,310 |
| Time Warner Inc | Common Stock | 216,132 |
| TJX Companies Inc | Common Stock | 739,268 |
| Travelers Companies Inc | Common Stock | 117,702 |
| TRW Automotive HLDGS Corp | Common Stock | 342,194 |
| Twenty First Century Fox Inc A | Common Stock | 457,340 |
| UGI Corp New | Common Stock | 178,278 |
| Union Pacific Corp | Common Stock | 121,800 |
| UNUM Group | Common Stock | 22,802 |
| US Bancorp Del | Common Stock | 177,760 |
| Valero Energy Corp | Common Stock | 660,240 |
| Vertex Pharmaceuticals Inc | Common Stock | 163,460 |
| VIACOM Inc CL B | Common Stock | 353,727 |
| VISA Inc CL A | Common Stock | 66,804 |
| Vodafone Group PLC Spon ADR | Common Stock | 499,237 |
| WAL MART Stores Inc | Common Stock | 157,380 |
| WellPoint Inc | Common Stock | 101,629 |
| Wells Fargo & Co | Common Stock | 967,020 |
| Xerox Corp | Common Stock | 546,433 |
| XL Group PLC | Common Stock | 19,104 |
| Thomson Reuters Corp | Foreign Stock | 32,147 |
| Total fair value of common stock | | 41,613,628 |
| Total fair value of underlying assets of AllianceBernstein US Value Equities | | 41,921,569 |
| * Notes receivable from participants | Interest rates ranging from 3.75% to 9.25% | 15,714,569 |
| Total | | \$ 2,318,022,338 |

* Party-in-interest

SIGNATURE

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 thereunto duly authorized.

AGILENT TECHNOLOGIES, INC.

Dated: June 25, 2014

By:

Guillermo Gualino
Vice President, Treasurer

EXHIBIT INDEX

Exhibit

Number

Description

23.1 Consent of Moss Adams LLP

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