

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

Kent Roberts
Executive Vice President and General Counsel

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EXHIBIT INDEX

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.