

AGILENT TECHNOLOGIES INC
Form 8-K
May 13, 2010

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): **May 12, 2010**

AGILENT TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-15405
(Commission
File Number)

77-0518772
(IRS Employer
Identification No.)

5301 Stevens Creek Boulevard, Santa Clara, CA
(Address of principal executive offices)

95051
(Zip Code)

Registrant's telephone number, including area code **(408) 553-2424**

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On May 12, 2010, the European Commission confirmed to Agilent Technologies, Inc. (Agilent) that the conditions set forth in its clearance decision of January 10, 2010 for the proposed acquisition by Agilent of Varian, Inc. (the Merger) to proceed have now been met. The closing of the Merger remains subject to regulatory approval by the United States Federal Trade Commission (FTC) and the satisfaction or waiver of certain other customary closing conditions and is expected to occur promptly after receipt of FTC clearance.

Forward-Looking Statements

This Item 8.01 contains forward-looking statements as defined in the Securities Exchange Act of 1934 and is subject to the safe harbors created therein. The forward-looking statements relate to the timing of the closing of the Merger. These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from management's current expectations. Such risks and uncertainties include, but are not limited to, the risk that satisfaction of the closing conditions to the Merger could take more time than currently anticipated. Forward-looking statements are based on the beliefs and assumptions of Agilent's management and on currently available information. Agilent undertakes no responsibility to publicly update or revise any forward-looking statement.

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 hereunto duly authorized.

AGILENT TECHNOLOGIES, INC.

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| By: | /s/ Stephen D. Williams |
| Name: | Stephen D. Williams |
| Title: | Vice President, Assistant General Counsel and Assistant Secretary |

Date: May 12, 2010