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NETWORKS ASSOCIATES INC/
Form 8-K
March 18, 2002

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): MARCH 18, 2002

NETWORKS ASSOCIATES, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

COMMISSION FILE NUMBER 0-20558

DELAWARE
(STATE OR OTHER JURISDICTION OF INCORPORATION)

77-0316593
I.R.S. EMPLOYER IDENTIFICATION NUMBER

3965 FREEDOM CIRCLE
SANTA CLARA, CALIFORNIA
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

95054
(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (408) 346-3832

ITEM 5. OTHER EVENTS.

On March 18, 2002, Networks Associates, Inc. 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 and 99.2 are a press release announcing the exchange 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.

- 99.1 Press release announcing exchange offer, dated March 18, 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.

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Dated: March 18, 2002

By: /S/ KENT ROBERTS

Kent Roberts
Executive Vice President and
General Counsel

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EXHIBIT INDEX

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