

NETWORKS ASSOCIATES INC/

Form 8-K

May 17, 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): May 17, 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

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Item 5. Other Events.

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Item 5. Other Events.

On May 17, 2002, Networks Associates, Inc. (the Company) announced the results of the internal accounting investigation conducted by the Company s Audit Committee.

Attached as Exhibit 99.1 is a press release containing this announcement.

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Item 7. Exhibits.

99.1 Press release

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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: May 17, 2002

By: /S/ KENT ROBERTS

Kent Roberts
Executive Vice President and
General Counsel

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Exhibits.

99.1 Press release