

KLA TENCOR CORP  
Form 8-K  
July 25, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 25, 2007

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**KLA-TENCOR CORPORATION**

(Exact name of registrant specified in its charter)

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**Delaware**  
(State or other jurisdiction

of incorporation)

**000-09992**  
(Commission File Number)

**04-2564110**  
(I.R.S. Employer

Identification No.)

**160 Rio Robles, San Jose, California**  
(Address of principal executive offices)

**95134**  
(Zip Code)

Registrant's telephone, including area code: (408) 875-3000

(Former name and 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 (*see* General Instruction A.2. below):

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- .. 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 July 25, 2007, KLA-Tencor Corporation (the Company ) announced that it has reached a settlement with the United States Securities and Exchange Commission ( SEC ) by consenting to the entry of a permanent injunction against future violations of the reporting, books and records, and internal controls provisions of the federal securities laws.

The settlement resolves completely the previously disclosed SEC investigation into the Company s historical stock option granting practices. The Company was not charged by the SEC with fraud nor was the Company required to pay any civil penalty, fine, or money damages as part of the settlement.

A copy of the Company s news release issued on July 25, 2007 in connection with the foregoing, is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed herewith:

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	News Release issued by KLA-Tencor Corporation dated July 25, 2007.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**KLA-TENCOR CORPORATION**

Date: July 25, 2007

By: /s/ Jeffrey L. Hall  
Name: Jeffrey L. Hall  
Title: Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release issued by KLA-Tencor Corporation dated July 25, 2007.