

NETWORKS ASSOCIATES INC/

Form 8-K

February 18, 2003

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): February 14, 2003

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)

77-0316593
I.R.S. Employer Identification Number

95054
(Zip Code)

Registrant's telephone number, including area code: (408) 988-3832

Item 5. Other Events.

On February 14, 2003, Networks Associates, Inc. (the Registrant) issued a press release announcing that it had retired approximately \$358.0 million, in principal amount at maturity, of its outstanding Zero Coupon Convertible Subordinated Debentures, Due 2018. The entire press release is filed as Exhibit 99.1 hereto and incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

- 99.1 Press release, dated February 14, 2003, announcing the retirement of the Zero Coupon Convertible Subordinated Debentures, Due 2018.

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: February 14, 2003

By: /s/ Kent H. Roberts

Kent H. Roberts
Executive Vice President and General Counsel

EXHIBIT INDEX

Exhibits.

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