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NETWORKS ASSOCIATES INC/
Form 8-K
March 26, 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 26, 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 26, 2002, Networks Associates, Inc. (the "Company") announced that the Company was notified by the Securities and Exchange Commission of the commencement of a "Formal Order of Private Investigation." The Company also announced the postponement of its proposed exchange offer for McAfee.com shares.

Attached as Exhibit 99.1 is a press release containing the foregoing announcements.

ITEM 7. EXHIBITS.

99.1 Press release, dated March 26, 2002.

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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 26, 2002

By: /S/ KENT H. ROBERTS

Kent H. Roberts
Executive Vice President and
General Counsel

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EXHIBIT INDEX

EXHIBITS.

99.1 Press release, dated March 26, 2002.

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