

NETWORKS ASSOCIATES INC/

Form 10-Q

May 10, 2004

Table of Contents

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2004

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 0-20558

Networks Associates, Inc.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

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) 988-3832

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of April 26, 2004, 165,330,464 shares of the registrant's common stock, \$0.01 par value, were outstanding.

This document contains 63 pages.

The Exhibit Index is on page 61.

NETWORKS ASSOCIATES, INC. AND SUBSIDIARIES

FORM 10-Q

March 31, 2004

CONTENTS

<u>Item Number</u>		<u>Page</u>
	<u>PART I: FINANCIAL INFORMATION</u>	
<u>Item 1.</u>	<u>Financial Statements (Unaudited)</u>	
	<u>Condensed Consolidated Balance Sheets:</u> March 31, 2004 and December 31, 2003	2
	<u>Condensed Consolidated Statements of Income and Comprehensive Income:</u> Three months ended March 31, 2004 and 2003 (restated)	3
	<u>Condensed Consolidated Statements of Cash Flows:</u> Three months ended March 31, 2004 and 2003 (restated)	4
	<u>Notes to Condensed Consolidated Financial Statements</u>	5
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	24
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures about Market Risk</u>	42
<u>Item 4.</u>	<u>Controls and Procedures</u>	57
	<u>PART II: OTHER INFORMATION</u>	
<u>Item 1.</u>	<u>Legal Proceedings</u>	58
<u>Item 2.</u>	<u>Changes in Securities, Use of Proceeds, and Issuer Purchases of Equity Securities</u>	58
<u>Item 3.</u>	<u>Defaults upon Senior Securities</u>	58
<u>Item 4.</u>	<u>Submission of Matters to a Vote of Security Holders</u>	58
<u>Item 5.</u>	<u>Other Information</u>	58
<u>Item 6.</u>	<u>Exhibits and Reports on Form 8-K</u>	59
	<u>Signatures</u>	60
	<u>Exhibit Index</u>	61
	<u>Umbrella Credit Facility Of Registrant</u>	
	<u>Tax Deferred Savings Plan</u>	
	<u>Amendment to Employment Agreement</u>	
	<u>Amendment to Employment Agreement</u>	
	<u>Sniffer Bonus Plan</u>	
	<u>Form of Sniffer Bonus Plan Participation Agreement</u>	
	<u>Certification Pursuant to Section 302</u>	
	<u>Certification Pursuant to Section 906</u>	

Table of Contents**NETWORKS ASSOCIATES, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS**

	March 31, 2004	December 31, 2003
	(In thousands, except share and per share data) (Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$430,329	\$333,651
Short-term marketable securities	217,432	174,499
Accounts receivable, net	109,759	170,218
Prepaid expenses, income taxes and other current assets	108,561	95,609