

NETWORKS ASSOCIATES INC/

Form 8-K

May 17, 2002

Table of Contents

**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

TABLE OF CONTENTS

Item 5. Other Events.

Item 7. Exhibits.

SIGNATURES

EXHIBIT INDEX

EXHIBIT 99.1

Table of Contents

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.

Table of Contents

Item 7. Exhibits.

99.1 Press release

Table of Contents

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

-4-

Table of Contents

EXHIBIT INDEX

Exhibits.

99.1 Press release