

McAfee, Inc.
Form DEFA14A
August 19, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN
PROXY STATEMENT
SCHEDULE 14a INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Filed by the Registrant ☐

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Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
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McAFEE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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McAfee Security Insights Blog

McAfee Agrees To Be Acquired By Intel Thursday, August 19, 2010 at 7:59 am by David DeWalt

Big news today for the security industry and the future of the Internet with the agreement for McAfee to be acquired by Intel.

This is incredibly exciting to me as it reflects what we at McAfee have been saying for some time: security is a fundamental component of modern computing and it is increasingly relevant in a completely connected world. Intel's agreement to acquire McAfee underscores that.

The number of connected devices is expected to grow from 1 billion to 50 billion by 2020, according to industry estimates. This explosive growth of Internet and IP-enabled devices is reshaping communication, collaboration and commerce opportunities for individuals and organizations around the world.

At the same time, cybercriminals and cyberterrorists are misusing the Internet's open and any-to-any communication architecture for malicious purposes, leaving many users at risk and the future of the Internet as we know it in question.

The current cybersecurity model isn't extensible across the proliferating spectrum of devices—providing protection to a heterogeneous world of connected devices requires a fundamentally new approach to security. The industry needed a paradigm shift, incremental improvements can't bridge the opportunity gap.

There is no better partner that we could have found than Intel. They share our vision for security and they share our vision of a connected world. Working together we'll be far stronger globally and able to make a much bigger difference in people's lives.

We are joining forces to tackle this next generation cybersecurity issue, which impacts everyone and anything connecting to the Internet. Security will be a third pillar in Intel's strategy, next to power efficient performance and Internet connectivity. By bringing McAfee's security DNA to Intel, we can offer better solutions and products to the market. By next year, we will introduce new security offerings as a result of our collaboration.

When the acquisition closes, we will have the knowledge and scale necessary to capture the opportunity in security and deliver growth and value to Intel, McAfee, our customers and our combined shareholders. McAfee will remain a standalone subsidiary, retain its leadership team and expertise, which will facilitate future innovation in security.

You can find more detail about the acquisition in the news release that went out today as well as in George Kurtz's blog.

We'll be following up with you with regular communications during the approval process. Until then, thank you again for your interest in McAfee.

Dave

Additional Information and Where to Find It

McAfee, Inc. ("McAfee") plans to file with the Securities and Exchange Commission (the "SEC") and furnish to its stockholders a proxy statement in connection with the proposed merger with Jefferson Acquisition Corporation, pursuant to which McAfee would be acquired by Intel Corporation (the "Merger"). The proxy statement will contain important information about the proposed Merger and related matters. **INVESTORS AND STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT CAREFULLY WHEN IT BECOMES AVAILABLE.** Investors and stockholders will be able to obtain free copies of the proxy statement and other documents filed with the SEC by McAfee through the web site maintained by the SEC at www.sec.gov, and from McAfee by contacting Investor Relations by mail at McAfee, Inc., 3965 Freedom Circle, Santa Clara, California 95054, Attention: Investor Relations, by telephone at (408) 246-5223, or by going to McAfee's Investor Relations web site at investor.mcafee.com (click on "SEC Filings").

McAfee and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of McAfee in connection with the proposed Merger. Information regarding the interests of these directors and executive officers in the transaction described herein will be included in the proxy statement described above. Additional information regarding these directors and executive officers is also included in McAfee's proxy statement for its 2010 Annual Meeting of Stockholders, which was filed with the SEC on May 10, 2010. This document is available free of charge at the SEC's web site at www.sec.gov, and from McAfee by contacting Investor Relations by mail at McAfee, Inc., 3965 Freedom Circle, Santa Clara, California 95054, Attention: Investor Relations, by telephone at (408) 246-5223, or by going to McAfee's Investor Relations web site at investor.mcafee.com (click on "SEC Filings").

Note on Forward-Looking Statements

The subject document contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including but not limited to, statements regarding the expected benefits and costs of the transaction, the plans, strategies and objectives of management for future operations, and the expected closing of the proposed Merger. These forward-looking statements involve certain risks and uncertainties that could cause actual results to differ materially from those indicated in such forward-looking statements, including, but not limited to, the ability of the parties to consummate the proposed Merger, satisfaction of closing conditions precedent to the consummation of the proposed Merger, including obtaining antitrust approvals in the U.S., Europe and other jurisdictions, the ability of Intel to successfully integrate McAfee's operations and employees, the ability to realize

anticipated benefits of the proposed Merger, and such other risks as identified in McAfee's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, and McAfee's most recent Quarterly Report on Form 10-Q, each as filed with the SEC, which contain and identify important factors that could cause the actual results to differ materially from those contained in the forward-looking statements. McAfee assumes no obligation to update any forward-looking statement contained in the subject document.