

8-10-98

08-21-1998



100798449

Tab settings

To the Honorable Commission

1. Name of conveying party (ies):

Pretty Good Privacy, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: December 8, 1997

2. Name and address of receiving party(ies):

Name: Networks Associates, Inc.

Internal Address: _____

Street Address: 3965 Freedom Circle

City: Santa Clara State: CA ZIP: 95054

- Individual(s) citizenship: _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignment is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) and addresses attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/235078

75/352109

B. Trademark Registration No.(s)

1,905,402

1,914,615

2,015,027

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John L. Slafsky

Internal Address: Wilson Sonsini Goodrich & Rosati

Street Address: 650 Page Mill Road

City: Palo Alto State: CA ZIP: 94304-1050

6. Total number of application and registrations involved: 5

7. Total fee (37 CFR 3.41) \$140.00

Enclosed

Authorized to be charged to deposit account

If insufficient funds charge to:

8. Deposit account number:

23-2415 Attn: 18974-900

(Attach duplicate copy of this page if paying by deposit account.)

08/10/1998 DNGUYEN 00000018 1905401

01 FC:481 49.00 DP
02 FC:482 100.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

John L. Slafsky

Name of Person Signing

John L. Slafsky

Signature

8-7-98

Date

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1771 FRAME: 0647

SIXTH: A copy of the Reorganization Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The Merger shall become effective upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Pretty Good Privacy, Inc. and PG Acquisition Corp. each have caused this Certificate of Merger to be executed in its corporate name as of the 5th day of December, 1997.

PRETTY GOOD PRIVACY, INC.

By: _____
Miriam K. Frazer
Chief Financial Officer

PG ACQUISITION CORP.

By: Prabhat K. Goyal
Prabhat K. Goyal, President

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PRETTY GOOD PRIVACY, INC.

By: 

Miriam M. Frazer
Chief Financial Officer

PG ACQUISITION CORP.

By: _____

Prabhat K. Goyal, President

Exhibit A

RESTATED CERTIFICATE OF INCORPORATION
OF
PRETTY GOOD PRIVACY, INC.
a Delaware corporation

ARTICLE ONE

The name of this corporation is Pretty Good Privacy, Inc. (the "Corporation")

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE FOUR

This Corporation is authorized to issue one class of stock to be designated Common Stock. The total number of shares of Common Stock authorized to be issued is One Thousand (1000) shares with a par value of \$0.001.

ARTICLE FIVE

The Corporation is to have perpetual existence.

ARTICLE SIX

Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

ARTICLE SEVEN

The number of directors which constitute the whole Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation.

ARTICLE EIGHT

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE NINE

A. No director shall have any personal liability to the Corporation or its stockholders for any monetary damages for breach of fiduciary duty as a director, except that this Article shall not eliminate or limit the liability of each director (i) for any breach of such director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which such director derived an improper personal benefit.

B. The Corporation shall indemnify to the full extent authorized by law any person, testator or intestate made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he is or was a director or officer of the corporation or any predecessor of the corporation or serves or served any other enterprise as a director or officer at the request of the corporation or any predecessor of the corporation.

C. The Corporation shall pay expenses incurred by an officer or director in defending a civil or criminal action, suit, or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of any under-taking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Certificate of Incorporation.

D. Neither any amendment nor repeal of this Article Nine, nor adoption of any provision of this Certificate of Incorporation inconsistent with this Article Nine, shall eliminate or reduce the effect of this Article Nine in respect of any matter occurring, or any cause of action, suit or claim arising or that, but for this Article Nine, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE TEN

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE ELEVEN

Vacancies created by the resignation of one or more members of the Board of Directors and newly created directorships, created in accordance with the Bylaws of this Corporation, may be filled by the vote of a majority, although less than a quorum, of the directors then in office, or by a sole remaining director.

ARTICLE TWELVE

Advance notice of new business and stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

ARTICLE THIRTEEN

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

[[1]]FINEDG:[23002.TX]00001.PIP
[[1]]McAfee Associates

EDGAR only
Form 8-K

EDG: 10-DEC-1997 13:04 BLK: 00-000-0000 00:00
R.R. Donnelley (650) 845-6600 WP2EDG

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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): DECEMBER 8, 1997

NETWORKS ASSOCIATES, INC.
(FORMERLY MCAFEE ASSOCIATES, INC.)
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

COMMISSION FILE NUMBER 0-20558

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

77-0316593
(I.R.S. EMPLOYER
IDENTIFICATION NUMBER)

2805 BOWERS AVENUE
SANTA CLARA, CALIFORNIA
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

95051
(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (408) 988-3832

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ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

On December 9, 1997, Networks Associates, Inc. ("Network Associates" or the "Company") acquired Pretty Good Privacy, Inc. ("PGP"), a privately-held provider of applied cryptographic solutions for securing corporate digital assets and protecting individual privacy based in San Mateo, California. Pursuant to an Agreement and Plan of Reorganization dated as of December 1, 1997, between the Company, PGP and PG Acquisition Corp., a wholly owned subsidiary of the Company ("Merger Sub"), Merger Sub merged with and into PGP, with PGP becoming a wholly owned subsidiary of Network Associates. The aggregate consideration payable in the acquisition was approximately \$36 million (payable at closing in cash and the assumption of certain liabilities) and warrants to acquire a specified number of shares of Network Associates common stock. The cash paid in the acquisition was funded or, in the case of assumed liabilities, will be funded from Network Associates' cash on hand. The acquisition is being accounted for under the purchase method of accounting. In accordance with generally accepted accounting principles, Network Associates expects to incur a charge to earnings for the December 31, 1997 quarter of approximately \$30 million related to the purchase of in process research and development.

[[1]]FINEDG:[23002.TX|00003.PIP
[[1]]McAfee Associates

EDGAR only
Form 8-K

EDG: 10-DEC-1997 13:04 BLK: 00-000-0000 00:00
R.R. Donnelley (650) 845-6600 WP2EDG

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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.

By: /s/ Prabhat K. Goyal

Prabhat K. Goyal
Chief Financial Officer

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WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION

650 PAGE MILL ROAD
PALO ALTO, CALIFORNIA 94304-1050
TELEPHONE 650-493-9300 FACSIMILE 650-493-6811
WWW.WSGR.COM

JOHN ARNOT WILSON
RETIRED

August 10, 1998

Box ASSIGNMENT
Commissioner of Patents and Trademarks
Washington, D.C. 20231

Re: REQUEST FOR RECORDATION OF MERGER

Mark: PRETTY BAD PRIVACY
Application No.: 75/235078
Original Applicant: Pretty Good Privacy, Inc. (now Networks Associates, Inc.)
Filing Date: January 28, 1997
Attorney Docket No.: 18974-TM1019

Mark: OPENPGP
Application No.: 75/352109
Original Applicant: Pretty Good Privacy, Inc. (now Networks Associates, Inc.)
Filing Date: September 5, 1997
Attorney Docket No.: 18974-TM1020

(ADDITIONAL REGISTRATIONS ON NEXT PAGE)

CERTIFICATE OF MAILING UNDER 37 C.F.R. §1.8 (a)	
I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231, on:	
<u>Claire De Long</u> Print Name	<u>8/10/98</u> Date of Deposit
<u>Claire De Long</u> Signature	<u>8/10/98</u> Date

Mark: PGP
Registration No.: 1,914,615
Original Registrant: Pretty Good Privacy, Inc. (now Networks Associates, Inc.)
Registration Date: August 29, 1995
Attorney Docket No.: 18974-TM1021

Mark: PRETTY GOOD PRIVACY
Registration No.: 2,015,027
Original Registrant: Pretty Good Privacy, Inc. (now Networks Associates, Inc.)
Registration Date: November 12, 1996
Attorney Docket No.: 18974-TM1022

Mark: PRETTY GOOD
Registration No.: 1,905,402
Original Registrant: Pretty Good Privacy, Inc. (now Networks Associates, Inc.)
Registration Date: July 18, 1995
Attorney Docket No.: 18974-TM1023

Dear Commissioner:

Enclosed for filing is (i) a copy of the Certificate of Merger Merging PG Acquisition Corp., a wholly-owned subsidiary of Networks Associates, Inc., With and Into Pretty Good Privacy, Inc. and (ii) a copy of the subsequent Securities and Exchange Commission Form 8-K evidencing Pretty Good Privacy, Inc. as a wholly-owned subsidiary of Networks Associates, Inc. Also enclosed is an executed Recordation Form Cover Sheet for the application listed above.

Also enclosed is a check made payable to the "Commissioner of Patents and Trademarks" in the amount of \$140.00 for the recording of this Merger. The Commissioner is authorized to charge any additional fees which may be required, including extension fees, or credit any overpayment to Deposit Account No. 23-2415 Attn: 18974-900.

Please return the confirmation of the Request for Recordation of Merger with the stamped reel and frame numbers to the address shown below and please take note that all correspondence regarding the enclosed Certificate of Merger, Form 8-K printout and the related applications and registrations