NETWORKS ASSOCIATES INC/
Form 10-Q
November 12, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

þ	**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
	For the quarterly period ended September 30, 2002
	or
o	**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	**77-0316593**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification Number)*
3965 Freedom Circle Santa Clara, California	**95054**
(Address of principal executive offices)	*(Zip Code)*

Registrant s telephone number, including area code: (408) 988-3832

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, $0.01 Par Value

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 þ No o

156,430,549 shares of the registrant s common stock, $0.01 par value, were outstanding as of September 30, 2002.

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FORM 10-Q, SEPTEMBER 30, 2002

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NETWORKS ASSOCIATES, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	September 30, 2002	December 31, 2001
		(As Restated See Note 2)
	(In thousands, except share and par value data)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 633,952	$ 612,832
Short-term marketable securities	180,920	135,761
Accounts receivable, net	114,727	136,366
Prepaid expenses, income taxes and other current assets	44,451	54,959
Deferred taxes	148,694	142,869
Total current assets	1,122,744	1,082,787
Long-term marketable securities	163,869	194,357
Restricted cash	20,229	
Property, equipment and leasehold improvements, net	74,670	64,040
Land	4,414	4,414
Deferred taxes	129,825	84,399
Intangible assets, net	89,608	28,124
Goodwill	302,523	156,930
Other assets	25,181	18,853
Total assets	$ 1,933,063	$ 1,633,904
LIABILITIES		
Current liabilities:		
Accounts payable	$ 22,474	$ 26,368
Accrued liabilities	357,818	293,583
Deferred revenue	253,923	250,048
Current portion of convertible debt	174,203	
Total current liabilities	808,418	569,999
Deferred taxes	39,786	20,445
Deferred revenue, less current portion	28,548	24,312
Convertible debt, less current portion	356,266	578,850
Other long term debt and liabilities	434	393
Total liabilities	1,233,452	1,193,999
Contingencies (Note 12)		
Minority interest		17,311
STOCKHOLDERS EQUITY		
Preferred stock, $0.01 par value:		
Authorized: 5,000,000 shares; Issued and outstanding: none at September 30, 2002 and December 31, 2001		
Common stock, $0.01 par value:		
Authorized: 300,000,000 shares; Issued and Outstanding: 156,430,549 shares at September 30, 2002 and 140,699,222 shares at December 31, 2001	1,564	1,406

Additional paid-in capital	975,763	742,315
Deferred Compensation	(7,721)	
Accumulated other comprehensive loss	(25,256)	(30,345)
Accumulated deficit	(244,739)	(290,782)
Total stockholders equity	699,611	422,594
Total liabilities, minority interest and stockholders equity	$1,933,063	$1,633,904

The accompanying notes are an integral part of these condensed consolidated financial statements.

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NETWORKS ASSOCIATES, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	**2001**	**2002**	**2001**
	(In thousands, except per share data)			
Net revenue:				
Product	$152,523	$134,888	$441,373	$ 359,757
Services and support	79,667	70,757	244,488	194,597
Total net revenue	232,190	205,645	685,861	554,354
Cost of net revenue:				
Product	23,541	28,304	73,764	77,185
Services and support	15,172	14,490	45,370	42,501
Total cost of net revenue	38,713	42,794	119,134	119,686
Operating costs and expenses:				
Research and development(1)	37,824	33,882	105,881	108,741
Marketing and sales(2)	98,719	100,121	307,919	303,365
General and administrative(3)	35,489	23,282	83,559	79,136
Acquisition related costs not subject to capitalization	13,627		16,026	
Recovery from doubtful accounts	(784)	(1,072)	(1,141)	(7,904)
Amortization of intangibles	3,091	15,479	8,458	47,996
Restructuring charge			1,116	
Total operating costs and expenses	187,966	171,692	521,818	531,334
Income (loss) from operations	5,511	(8,841)	44,909	(96,666)
Interest and other income	9,126	8,856	23,425	27,801
Interest expense	(6,990)	(7,163)	(22,579)	(16,578)
Gain on sale of assets and technology	2,584		9,301	
Write-down of strategic and other investments	(198)	(1,000)	(198)	(19,138)
Income (loss) before provision for income tax, minority interest and extraordinary item	10,033	(8,148)	54,858	(104,581)
Provision for (benefit from) income taxes	3,121	4,028	7,766	(7,144)
Income (loss) before minority interest and extraordinary item	6,912	(12,176)	47,092	(97,437)
Minority interest in loss (income) of consolidated subsidiaries	2,121	(152)	(1,075)	569
Income (loss) before extraordinary item	9,033	(12,328)	46,017	(96,868)
Extraordinary item gain on repurchase of debt, net of taxes	57	1,077	26	1,077

Net income (loss)	$ 9,090	$ (11,251)	$ 46,043	$ (95,791)
Other comprehensive income (loss):				
Unrealized gain (loss) on investments, net	46	1,673	(2,310)	1,968
Foreign currency translation gain (loss)	(378)	(1,136)	7,399	(1,055)
Comprehensive income (loss)	$ 8,758	$ (10,714)	$ 51,132	$ (94,878)
Basic net income (loss) per share:				
Income (loss) before extraordinary item	$ 0.06	$ (0.09)	$ 0.31	$ (0.71)
Extraordinary item loss on repurchase of debt, net of taxes		0.01		0.01
Net income (loss) per share	$ 0.06	$ (0.08)	$ 0.31	$ (0.70)
Shares used in per share calculation basic	149,344	137,750	147,021	137,256
Diluted net income (loss) per share:				
Income (loss) before extraordinary item	$ 0.06	$ (0.09)	$ 0.30	$ (0.71)
Extraordinary item gain on repurchase of debt, net of taxes		0.01		0.01
Net income (loss) per share	$ 0.06	$ (0.08)	$ 0.30	$ (0.70)
Shares used in per share calculation diluted	154,822	137,750	154,952	137,256

(1) Includes stock-based compensation charges of $1,351 and $144 for the three months ended September 30, 2002 and 2001, respectively, and $236 and $342 for the nine months ended September 30, 2002 and 2001, respectively.

(2) Includes stock-based compensation charges (credits) of $903 and $228 for the three months ended September 30, 2002 and 2001, respectively, and ($234) and $541 for the nine months ended September 30, 2002 and 2001, respectively.

(3) Includes stock-based compensation charges of $9,456 and $448 or the three months ended September 30, 2002 and 2001, respectively, and $8,561 and $2,800 for the nine months ended September 30, 2002 and 2001, respectively.

The accompanying notes are an integral part of these condensed consolidated financial statements.

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NETWORKS ASSOCIATES, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended September 30,	
	2002	2001
	(In thousands)	
Cash flows from operating activities:		
Net income (loss)	$ 46,043	$ (95,791)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	37,918	79,535
Recovery from doubtful accounts	(1,141)	(7,904)
Non cash interest expense on convertible notes	9,390	16,585
Extraordinary item gain on repurchase of debt, net of tax	(26)	(1,077)
Gain on sale of assets and technology	(9,301)	
Realized gain on investments	(284)	(3,876)
Impairment of strategic investments	198	19,138
Minority interest	1,075	(569)
Deferred taxes	(30,663)	(35,542)
Stock-based compensation charges	8,563	3,683
Change in fair value of interest rate swap, net of change in the fair value of the debt	801	
Changes in assets and liabilities:		
Accounts receivable	24,712	3,596
Prepaid expenses, taxes and other	12,202	9,303
Accounts payable and accrued liabilities	30,688	3,172
Deferred revenue	6,806	63,240
Net cash provided by operating activities	136,981	53,493
Cash flows from investing activities:		
Purchase of marketable securities	(459,080)	(427,721)
Proceeds from sale of marketable securities	453,041	528,063
Purchase of minority interest in McAfee.com	(81,407)	
Purchases of technology	(11,557)	
Sale of Secure Computing shares and collar	5,105	
Sale of assets and technology	2,050	
Increase in restricted cash	(20,229)	
Purchase of shares of Network Associates Japan		(10,655)
Purchase of property, equipment and leasehold improvements	(40,444)	(20,096)
Net cash provided by (used in) investing activities	(152,521)	69,591
Cash flows from financing activities:		
Proceeds from issuance of stocks from option plan and stock purchase plans	100,759	18,564
Repurchase of common stock		(53,800)
Issuance of 5.25% convertible notes		335,081
Repurchase of zero coupon convertible debentures	(66,175)	(61,950)
Change in minority interest and other		(314)

Net cash provided by financing activities	34,584	237,581
Effect of exchange rate fluctuations	2,076	4,051
Net increase in cash and cash equivalents	21,120	364,716
Cash and cash equivalents at beginning of period	612,832	275,539
Cash and cash equivalents at end of period	$ 633,952	$ 640,255
Non cash investing activities:		
Unrealized gain (loss) on marketable investments	$ (2,310)	$ 1,968

The accompanying notes are an integral part of these condensed consolidated financial statements.

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NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation

These condensed consolidated financial statements have been prepared by Networks Associates, Inc. (the Company) without audit in accordance with instructions to Form 10-Q and Article 10 of Regulation S-X. The unaudited, condensed consolidated financial statements include the accounts of the Company and its majority owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

In the opinion of management, all adjustments, consisting only of normal recurring adjustments considered necessary for a fair presentation, have been included. The results of operations for the three and nine months ended September 30, 2002 are not necessarily indicative of the results to be expected for the full year or for any future periods. The accompanying unaudited, condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements contained in the Company s Annual Report on Form 10-K/A filed with the Securities and Exchange Commission on June 28, 2002. The balance sheet at December 31, 2001 has been derived from the audited financial statements as of and for the year ended December 31, 2001, but does not include all the information and footnotes required by generally accepted accounting principles for complete financial statements.

Certain reclassifications have been made to the 2001 unaudited condensed financial statements and related notes to conform to the 2002 presentation.

2. Restatement

The Company restated its balance sheet as of December 31, 2001. The restatement is further discussed in Note 3 of the Notes to the Consolidated Financial Statements on Form 10-K/ A for the year ended December 31, 2001, filed with the Securities and Exchange Commission on June 28, 2002.

3. Business Combinations

In September 2002, the Company repurchased the 25% minority interest in its McAfee.com subsidiary for approximately $219.9 million in cash and stock. The Company issued 8.3 million shares of its common stock valued at $14.62 per share, which corresponds to the average market price of the Company s common stock two days before and after the date the terms of the acquisition were established. The acquisition was an effort to reduce or eliminate customer, market and brand confusion due to the similarity in its products, names and web addresses and to reduce or eliminate actual and potential conflicts between the companies and their sales forces, and related senior management distraction, due to confusion over market boundaries. This acquisition increased the Company s ownership of McAfee.com to a 100% interest and was accounted for using the purchase method of accounting. As part of the acquisition, McAfee.com was merged with and into the Company. The results of operations of McAfee.com have always been included in the consolidated income (loss) before minority interest of the Company. Prior to the acquisition, the minority interest in the McAfee.com income (loss) was excluded from the Company s consolidated net income (loss). Since the date of acquisition on September 13, 2002, no minority interest exists in McAfee.com and accordingly the consolidated net income (loss) includes the full amount of McAfee.com results from this date. The aggregate purchase price was allocated to tangible and identified intangible assets acquired and liabilities assumed based on preliminary estimates of fair value. Identifiable intangible assets totaled $54.0 million and are amortized using an estimated useful life identified for each type of intangible ranging from two to seven years. The excess of the aggregate purchase price over the fair value of the identifiable net assets acquired of approximately $145.6 million has been recognized as goodwill.

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NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following unaudited pro forma financial information presents the combined results of the Company and McAfee.com as if the acquisition had occurred on January 1, 2001, after giving effect to certain adjustments, including amortization of identifiable intangible assets (in thousands except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Net revenue	$232,190	$205,645	$685,861	$ 554,354
Income (loss) before extraordinary item	$ 18,864	$ (14,056)	$ 58,054	$(104,988)
Net income (loss)	$ 18,921	$ (12,979)	$ 58,080	$(103,911)
Basic net income (loss) per share:				
Income (loss) before extraordinary item	$ 0.12	$ (0.10)	$ 0.38	$ (0.72)
Extraordinary item loss on repurchase of debt, net of taxes		0.01		0.01
Net income (loss)	$ 0.12	$ (0.09)	$ 0.38	$ (0.71)
Shares used in per share calculation basic	155,979	146,057	154,736	145,563
Diluted net income (loss) per share:				
Income (loss) before extraordinary item	$ 0.12	$ (0.10)	$ 0.35	$ (0.72)
Extraordinary item loss on repurchase of debt, net of taxes		0.01		0.01
Net income (loss)	$ 0.12	$ (0.09)	$ 0.35	$ (0.71)
Shares used in per share calculation diluted	163,355	146,057	164,880	145,563

The above pro forma financial information includes adjustments for interest income on cash disbursed for the acquisition, amortization of identifiable intangible assets and adjustments for the expenses incurred by McAfee.com related to our exchange offer for all McAfee.com outstanding publicly held shares. The expenses incurred by McAfee.com amounted to $13.6 million and $16.0 million in the three and nine months ended September 30, 2002, respectively.

4. Business Segment Information

The Company has concluded that it has one business and operates in one industry, marketing and selling computer security, management and availability software and hardware for corporate users, government users and consumers. Management measures profitability based on the Company s five geographic regions. The regions are evidence of the operating structure of the Company s internal organization.

The Company markets and sells, through its geographic regions, anti-virus and security software, hardware and services; network management software, hardware and services; and help desk software and services. These products and services are marketed and sold worldwide directly to consumers, corporate and government users, as well as through resellers, distributors, systems integrators and retailers. In addition, the Company offers web sites, which provide suites of online products and services personalized for the user based on the users PC configuration, attached peripherals and resident software. The Company also offers managed security and availability applications to corporations and governments on the Internet.

Following is the summary of the Company s revenue and income (loss) from operations by geographic region. To reconcile to the consolidated financial statements, where applicable, Corporate represents costs and expenses associated with corporate activities. Corporate activities include general and administrative expenses; corporate marketing expenses of $8.1 million and $8.5 million for the three months ended

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NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

September 30, 2002 and 2001 respectively, and $27.1 million and $31.1 million for the nine months ended September 30, 2002 and 2001, respectively; amortization of intangibles; stock-based compensation charges; and restructuring costs. These corporate expenses are not considered attributable to any specific geographic region. Summarized financial information concerning the Company s net revenue and income (loss) from operations by geographic region is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Net revenue by region:				
North America	$141,702	$141,100	$ 424,496	$ 376,778
Europe	68,035	42,476	195,937	129,036
Japan	9,924	11,931	30,689	18,245
Asia-Pacific (excluding Japan)	8,137	6,546	21,859	17,861
Latin America	4,392	3,592	12,880	12,434
Net revenue	$232,190	$205,645	$ 685,861	$ 554,354
Income (loss) from operations by region:				
North America	$ 35,830	$ 25,044	$ 96,433	$ 31,141
Europe	27,840	9,082	75,627	27,810
Japan	1,498	2,568	6,181	(7,778)
Asia-Pacific (excluding Japan)	1,398	460	419	983
Latin America	677	607	1,394	2,429
Corporate	(61,732)	(46,602)	(135,145)	(151,251)
Income (loss) from operations	$ 5,511	$ (8,841)	$ 44,909	$ (96,666)

The following is a summary of the Company s long-lived assets and total assets by business and by geographic segment. Long-lived assets are capital expenditures, including land purchases, and do not include intangibles. Assets purchased to support general and administrative activities, including land purchases, are included in Corporate in the Long-lived assets table below. Assets purchased to support general and administrative activities, including land purchases, and intangibles are included in Corporate in the Total assets table, below. These corporate assets are not assigned to any specific geographic segment. Summarized

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NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

financial information concerning the Company s long-lived assets and total assets by business and geographic segment is as follows (in thousands):

	September 30, 2002	December 31, 2001
Total long-lived assets by region:		
North America	$ 12,240	$ 21,626
Europe	6,844	6,143
Japan	3,981	3,652
Asia-Pacific (excluding Japan)	3,221	1,866
Latin America	208	231
Corporate	52,590	34,936
Total long-lived assets	$ 79,084	$ 68,454
Total assets by region:		
North America	$ 1,203,883	$ 1,229,236
Europe	249,986	166,380
Japan	24,927	20,906
Asia-Pacific (excluding Japan)	6,882	4,844
Latin America	2,665	5,440
Corporate	444,720	207,098
Total assets	$ 1,933,063	$ 1,633,904

Included within the Company s North America segment are amounts related to McAfee.com, which prior to the repurchase transaction, discussed in Note 3, was reported as a separate segment. Net revenues and income (loss) from operations were approximately $21.0 million and $(6.3) million and $16.1 million and $1.3 million, for the three months ended September 30, 2002 and 2001, respectively. Net revenues and income (loss) from operations were approximately $60.5 million and $5.1 million and $43.4 million and $(2.0) million, for the nine months ended September 30, 2002 and 2001, respectively.

In addition, McAfee.com had approximately $4.3 million and $6.2 million of long-lived assets as of September 30, 2002 and December 31, 2001, respectively and approximately $175.0 million and $124.4 million of total assets as of September 30, 2002 and December 31, 2001, respectively.

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NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Net revenue information on a product and service basis is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	**2001**	**2002**	**2001**
Software licenses	$105,658	$103,805	$331,546	$237,165
Support and maintenance	54,313	43,666	168,736	121,512
Hardware	23,472	14,124	62,108	66,442
Retail	20,135	14,609	37,101	49,990
Consulting	9,259	10,856	28,204	29,032
Training	2,740	5,104	9,669	14,062
Hosting arrangements	13,355	11,131	37,879	29,991
Other	3,258	2,350	10,618	6,160
Total net revenue	$232,190	$205,645	$685,861	$554,354

5. Sale of Assets and Technology

On October 9, 2001, the Board of Directors of the Company approved a plan to integrate the activities of the Company s PGP product group into its McAfee Security and Sniffer Technologies product groups. In addition to the integration plan, the Company began to look for a buyer for the PGP desktop encryption and Gauntlet firewall product. On February 13, 2002, the Company announced the sale of Gauntlet firewall/ VPN product to Secure Computing. As a result of the transaction, the Company received common shares of Secure Computing in exchange for the Gauntlet assets. The Company recorded a gain on sale of net assets of $6.7 million. On August 19, 2002, the Company announced the sale of PGP desktop encryption to PGP Corporation, a new venture funded company, for $2.0 million in cash. As a result of the transaction, the Company recorded a gain on sale of net assets of $2.6 million.

In March 2002, the Company purchased a one-year collar consisting of 300,354 purchased put options with a strike price of $17.31 and the same number of written call options with a strike price of $22.04. Underlying both the put and call options are the Secure Computing shares. The Company designated the purchased collar as a fair value hedge of the Secure Computing available-for-sale securities in accordance with Statement of Financial Accounting Standards No. 133 Accounting for Derivative Instruments and Hedging Activities. At the inception of the hedge, the Company assessed that the collar was highly effective based upon expected changes in the collar s intrinsic value. In July 2002, the Company sold its shares in Secure Computing and closed its collar. As a result the Company recorded a net gain of $284,000.

6. Restructuring

As part of the plan to integrate certain activities of the Company s PGP product group into its McAfee Security and Sniffer Technologies product group and to dispose of other product lines, the Company sold its Gauntlet business during the first quarter of 2002. In connection with this process, a restructuring charge of approximately $1.1 million was recorded during the first quarter of 2002. The restructuring charge consists of costs of severance packages for 44 employees as well as related legal and outplacement services.

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NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table sets forth the Company s restructuring accrual established in February 2002 and the activity against the accrual during the nine months ended September 30, 2002 (in thousands):

	Other Costs	Severance and Benefits	Total
Balance, February 2002	$ 190	$ 926	$ 1,116
Paid out	(190)	(926)	(1,116)
Balance, September 30, 2002	$	$	$

7. Recent Accounting Pronouncements

In July 2002, the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities (SFAS 146). This Statement addresses financial accounting and reporting for costs associated with exit or disposal activities and nullifies Emerging Issues Task Force (EITF) Issue No. 94-3, Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring). This Statement requires that a liability for costs associated with an exit or disposal activity be recognized and measured initially at fair value only when the liability is incurred. The provisions of this Statement are effective for exit or disposal activities that are initiated after December 15, 2002. The Company is currently assessing the impact of SFAS 146 on its financial statements.

In May 2002, the FASB issued SFAS No. 145, Rescission of SFAS Nos. 4, 44, and 64, Amendment of SFAS No. 13, and Technical Corrections (SFAS 145). Among other things, SFAS 145 rescinds various pronouncements regarding early extinguishment of debt and allows extraordinary accounting treatment for early extinguishment only when the provisions of Accounting Principles Board Opinion No. 30, Reporting the Results of Operations Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions are met. SFAS 145 provisions regarding early extinguishment of debt are generally effective for fiscal years beginning after May 15, 2002. The Company is currently assessing the impact of SFAS 145 on its financial statements.

In November 2001, the Financial Accounting Standards Board (FASB) discussed Topic D-103, recharacterized as EITF Issue No. 01-14, Income Statement Characterization of Reimbursements Received for Out-of-Pocket Expenses Incurred. This issue deals with classification in the income statement of incidental expenses, that in practice are commonly referred to as out-of-pocket expenses, incurred by entities that provide services as part of their central ongoing operations. The Task Force reached a consensus that reimbursements received for out-of-pocket expenses incurred should be characterized as revenue in the income statement. This issue is effective for fiscal years beginning after December 15, 2001. During the quarter ended March 31, 2002, the Company adopted EITF 01-14. As a result, the Company reclassed a total amount of $0.4 million and $0.9 million from cost of revenue to revenue for the three and nine months ended September 30, 2001, respectively.

In October 2001, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS 144). SFAS 144 establishes a single accounting model, based on the framework established in Statement of Financial Accounting Standards No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of (SFAS 121), for long-lived assets to be disposed of by sale, and resolves implementation issues related to SFAS 121. The Company is currently assessing the impact of SFAS 144 on its operating results and financial condition. The Company is required to adopt SFAS 144 no later than the first quarter of fiscal 2003.

In April of 2001, the EITF issued EITF Issue No. 01-03 Accounting in a Purchase Business Combination for Deferred Revenue of an Acquiree. EITF Issue No. 01-03 addresses whether an acquiring

NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

entity should recognize a liability for deferred revenue recorded by the acquiree when the business combination is initially recorded and, if so, how the amount assigned to that liability should be measured and presented in the acquiring entity s financial statements. In March 2002, the Task Force reached a consensus that the acquiring entity should recognize a liability related to a revenue arrangement of an acquired entity only if it has assumed a legal obligation to provide goods, services, or other consideration to the customer(s) (a legal performance obligation) and the amount assigned to the liability should be based on its fair value at the date of the acquisition. The Company has properly applied the provisions of EITF 01-03 on its financial statements.

In May 2000, the Emerging Issues Task Force (EITF) issued EITF Issue No. 00-14, Accounting for Certain Sales Incentives. EITF Issue No. 00-14 addresses the recognition, measurement, and income statement classification for sales incentives that a vendor voluntarily offers to customers (without charge), which the customer can use in, or exercise as a result of, a single exchange transaction. Sales incentives that fall within the scope of EITF Issue No. 00-14 include offers that a customer can use to receive a reduction in the price of a product or service at the point of sale. The EITF changed the transition date for Issue 00-14, concluding that a company should apply this consensus no later than the company s annual or interim financial statements for the periods beginning after December 15, 2001. In June 2001, the EITF issued EITF Issue No. 00-25, Vendor Income Statement Characterization of Consideration Paid to a Reseller of the Vendor s Products, effective for periods beginning after December 15, 2001. EITF Issue No. 00-25 addresses whether consideration from a vendor to a reseller is (a) an adjustment of the selling prices of the vendor s products and, therefore, should be deducted from revenue when recognized in the vendor s statement of operations or (b) a cost incurred by the vendor for assets or services received from the reseller and, therefore, should be included as a cost or expense when recognized in the vendor s statement of operations. Upon application of these EITFs, financial statements for prior periods presented for comparative purposes should be reclassified to comply with the income statement display requirements under these Issues. In September of 2001, the EITF issued EITF Issue No. 01-09, Accounting for Consideration Given by Vendor to a Customer or a Reseller of the Vendor s Products , which is a codification of EITF Issues No. 00-14, No. 00-25 and No. 00-22 Accounting for Points and Certain Other Time-or Volume-Based Sales Incentive Offers and Offers for Free Products or Services to be Delivered in the Future. During the three months ended March 31, 2002, the Company adopted EITF 01-09. As a result, the Company reclassed $3.8 million and $21.9 million from marketing and sales expense to revenue for the three and nine months ended September 30, 2001, respectively.

8. Goodwill and Other Intangible Assets

In July 2001, the Financial Accounting Standards Board (FASB) issued SFAS No. 142, Goodwill and Other Intangible Assets, which is effective for fiscal years beginning after December 15, 2001. SFAS No. 142 requires, among other things, the discontinuance of goodwill amortization. In addition, the standard includes provisions upon adoption for the reclassification of certain existing recognized intangibles as goodwill, reassessment of the useful lives of existing recognized intangibles, reclassification of certain intangibles out of previously reported goodwill and the testing for impairment of existing goodwill and other intangibles. As of January 1, 2002, the Company adopted SFAS 142 and has ceased to amortize approximately $156.9 million of goodwill. In lieu of amortization, the Company is required to perform an impairment review of its goodwill balance on at least an annual basis and upon the initial adoption of SFAS No. 142. This impairment review involves a two-step process as follows:

Step 1 The Company compares the fair value of its reporting units to the carrying value, including goodwill of each of those units. For each reporting unit where the carrying value, including goodwill, exceeds the unit s fair value, the Company moves on to step 2. If a unit s fair value exceeds the carrying value, no further work is performed and no impairment charge is necessary.

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NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Step 2 The Company performs an allocation of the fair value of the reporting unit to its identifiable tangible and non-goodwill intangible assets and liabilities. This derives an implied fair value for the reporting unit s goodwill. The Company then compares the implied fair value of the reporting unit s goodwill with the carrying amount of the reporting unit s goodwill. If the carrying amount of the reporting unit s goodwill is greater than the implied fair value of its goodwill, an impairment charge would be recognized for the excess.

The Company performed Step 1 of the goodwill impairment analysis required by SFAS 142 as of January 1, 2002 and concluded that goodwill was not impaired, as the fair value of each reporting unit exceeded its carrying value, including goodwill. Accordingly, Step 2 was not performed. The fair value of the reporting units was estimated using the average of the expected present value of future cash flows and of the market multiple value. The Company will continue to test for impairment on an annual basis and on an interim basis if an event occurs or circumstances change that would more likely than not reduce the fair value of the Company s reporting units below their carrying amounts.

Goodwill information is as follows (in thousands):

	January 1, 2002	Goodwill Acquired	Adjustments	Effects of Foreign Currency Exchange	September 30, 2002
United States	$ 95,239	$145,648	$	$	$240,887
Europe	$ 36,320	$	$	$(55)	$ 36,265
Japan	$ 13,640	$	$	$	$ 13,640
Canada	$ 5,287	$	$	$	$ 5,287
Asia-Pacific (excluding Japan)	$ 3,439	$	$	$	$ 3,439
Latin America	$ 3,005	$	$	$	$ 3,005
Total	$156,930	$145,648	$	$(55)	$302,523

The following table presents comparative information showing the effects that non-amortization of goodwill would have had on the income statement for the three and nine months ended September 30, 2001 (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Reported net income (loss)	$9,090	$(11,251)	$46,043	$(95,791)
Goodwill amortization, net of taxes		12,302		36,276
Adjusted net income (loss)	$9,090	$ 1,051	$46,043	$(59,515)
Basic net income (loss) per share	$ 0.06	$ (0.08)	$ 0.31	$ (0.70)
Goodwill amortization, net of taxes		0.09		0.26
Adjusted basic net income per share	$ 0.06	$ 0.01	$ 0.31	$ (0.44)
Diluted net income (loss) per share	$ 0.06	$ (0.08)	$ 0.30	$ (0.70)
Goodwill amortization, net of taxes		0.09		0.26
Adjusted diluted net income per share	$ 0.06	$ 0.01	$ 0.30	$ (0.44)

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NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The components of intangible assets, excluding goodwill, are as follows (in thousands):

	September 30, 2002 Gross Carrying Amount	September 30, 2002 Accumulated Amortization (Including Effects of Foreign Currency Exchange)	September 30, 2002 Net Carrying Amount	December 31, 2001 Gross Carrying Amount	December 31, 2001 Accumulated Amortization (Including Effects of Foreign Currency Exchange)	December 31, 2001 Net Carrying Amount
Other Intangible assets:						
Purchased technologies	$ 62,503	$ (44,195)	$ 18,308	$ 43,954	$ (40,050)	$ 3,904
Trademarks, patents and other intangibles	101,969	(30,669)	71,300	48,351	(24,131)	24,220
	$ 164,472	$ (74,864)	$ 89,608	$ 92,305	$ (64,181)	$ 28,124

The aggregate amortization expenses for the intangible assets listed above totaled $3.1 million and $2.6 million for the three months ended September 30, 2002 and 2001, respectively, and $8.5 million and $9.9 million for the nine months ended September 30, 2002 and 2001, respectively.

Expected future intangible asset amortization expense is as follows (in thousands):

Fiscal Years:	
Remainder of 2002	$ 5,151
2003	16,982
2004	15,047
2005	13,231
2006	10,826
Thereafter	28,371
	$ 89,608

9. Convertible Debt

Convertible debt comprises the following amounts (in thousands):

	September 30, 2002	December 31, 2001
Zero Coupon Convertible Subordinated Debentures due 2018		
Face Value	$ 358,500	$ 498,500
Unamortized Discount	(184,297)	(264,650)
Carrying Value	174,203	233,850

5.25% Convertible Subordinated Notes due 2006		
Face Value (net of accumulated fair value adjustment of $11,266 at September 30, 2002, See Note 10)	356,266	345,000
Unamortized Discount		
Carrying Value	356,266	345,000
Total convertible debt	$ 530,469	$ 578,850

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NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Zero Coupon Convertible Debentures due 2018

On February 13, 1998, the Company completed a private placement of zero coupon convertible subordinated debentures due in 2018 (the Debentures). The Debentures, with an aggregate face amount at maturity of $885.5 million, generated net proceeds to the Company of approximately $337.6 million. The initial price to the public for the debentures was $391.06 per $1,000 of face amount at maturity, which equates to a yield to maturity over the term of the Debentures of 4.75% (on a semi-annual bond equivalent basis).

The Debentures are convertible into common stock at the rate of 8.538 shares per $1,000 of face amount at maturity, which equates to an initial conversion price of $45.80 per share. The Debentures are subordinated in right of payment to all existing and future Senior Indebtedness (as defined in the related indenture) and effectively subordinated in right of payment to all indebtedness and other liabilities of the Company s subsidiaries. The Debentures may be redeemed for cash at the option of the Company beginning on February 13, 2003. At the option of the holder, the Company must purchase the Debentures on February 13, 2003, February 13, 2008 and February 13, 2013 at purchase prices (to be paid in cash or common stock or any combination thereof, at the election of the Company and subject to certain conditions) equal to the initial issue price plus the accretion of the discount on the Debentures to such dates. The Debentures may also be redeemed at the option of the holder if there is a Fundamental Change (as defined in the related indenture) at a price equal to the issue price plus the accretion of the discount on the debenture to the date of redemption, subject to adjustment. The accretion of the discount on the Debentures is calculated using the effective interest method.

During the three months ended September 30, 2002, the Company repurchased Debentures, which had an aggregate face amount at maturity of $100.0 million, at a net price of $47.4 million, which was financed from the Company s investment portfolio. In connection with the repurchase, the Company recognized an extraordinary gain of approximately $57,000, net of taxes. For the nine months ended September 30, 2002, the Company repurchased Debentures with a total aggregate face amount at maturity of $140.0 million at a net price of $66.2 million, which was financed from the Company s investment portfolio. In connection with the repurchases, the Company recognized an extraordinary gain of approximately $26,000, net of taxes.

As of September 30, 2002, the Company s aggregate cash, cash equivalents and marketable securities were approximately $999.0 million, including $20.2 million of restricted cash. Assuming that as of February 13, 2003 all Debentures outstanding as of September 30, 2002 are redeemed, the aggregate redemption price would equal approximately $177.2 million.

5.25% Convertible Subordinated Note Due 2006

On August 17, 2001, the Company issued 5.25% convertible subordinated notes due 2006 (the Notes) with an aggregate principal amount of $345.0 million. The issuance generated net proceeds (after deducting fees and expenses) of approximately $335.1 million. The amortization of the issuance costs related to the Notes is calculated using the effective interest method. The Notes mature on August 15, 2006, unless earlier redeemed by the Company at its option or converted at the holder s option. Interest is payable in cash semi-annually in arrears on February 15 and August 15 of each year, commencing February 15, 2002. At the option of the holder, Notes may be converted into the Company s common stock at any time, unless previously redeemed, at a conversion price of $18.07 per share. The Notes may also be redeemed at the option of the holder in the event of a Change of Control (as defined in the related indenture). The Company may redeem all or a portion of the Notes for cash at any time on or after August 20, 2004 at a redemption price of 101.3125% of the principal amount, between August 20, 2004 and August 14, 2005 and 100.0% of the principal amount after August 14, 2005. The Notes are unsecured and are subordinated to all existing and future Senior Indebtedness (as defined in the related indenture), and are pari passu with respect to the Debentures. In July 2002, the Company entered into an interest rate swap transaction with two investment banks, which required that the convertible notes be carried out at fair value. (See Note 10)

NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Aggregate maturities of the value of the long-term debt outstanding at September 30, 2002 are as follows (in thousands):

	Zero Coupon Convertible Debentures Due 2018(1)	5.25% Convertible Subordinated Notes Due 2006(2)	Total
2002	$	$	$
2003	177,248		177,248
2004			
2005			
2006		345,000	345,000
2007 and thereafter			
	$177,248	$345,000	$522,248

(1) In February 2003, the Company may be required to use a significant portion of its cash balance to redeem its outstanding Debentures. The redemption value corresponds to the aggregate face value outstanding of $358.5 million less the related unamortized discount of $181.3 million on February 13, 2003.

(2) In 2002, 2003, 2004, 2005 and 2006, the Company must make annual interest payments of $18.1 million. In the event the Notes are redeemed after August 20, 2004, the annual interest payments will be reduced.

10. Interest Rate Swap Transaction

In July 2002, the Company entered into interest rate swap transactions (the Transactions) with two investment banks (the Banks), to hedge the interest rate risk of its outstanding 5.25% Convertible Subordinated Note due 2006 (the Notes) (See Note 9).

The notional amount of the Transactions was $345.0 million to match the entire principal amount of the Notes. The Company will receive from the Banks fixed payments equal to 5.25% percent of the notional amount, payable on February 15 and August 15 starting on August 15, 2002. In exchange, the Company will pay to the Banks floating rate payments based upon the London InterBank Offered Rate (LIBOR) plus 1.66% multiplied by the notional amount of the Transactions with the LIBOR resetting every three months beginning August 15, 2002.

The Transactions will terminate on August 15, 2006 (Termination Date), subject to certain early termination provisions if on or after August 20, 2004 and prior to August 15, 2006 the twenty-day average closing price of the Company s common stock equals or exceeds $22.59. Depending on the timing of the early termination event, the Banks would be obligated to pay the Company an amount equal to the redemption premium called for under the terms of the Notes.

The Transactions qualified and were designated as a fair value hedge against movements in the fair value of the Notes due to changes in the benchmark interest rate. Under the fair value hedge model, the derivative is recognized at fair value on the balance sheet with an offsetting entry to the income statement. In addition, changes in fair value of the Notes due to changes in the benchmark interest rate are recognized as a basis adjustment to the carrying amount of the Notes with an offsetting entry to the income statement. The gain or loss from the change in fair value of the Transaction and the offsetting change in the fair value of the Notes are recognized as interest expense. The net expense recorded for the three and nine months ended September 30, 2002 was approximately $0.8 million.

NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In support of the Company s obligation under the Transactions, the Company is required to maintain with the Banks a minimum level of cash and investment collateral of $20.0 million and periodically adjust the overall level of collateral depending on the fair market value of the Transactions. This minimum amount of collateral is presented as restricted cash in the financial statements.

The Transactions qualifies as a fair value hedge under SFAS 133. To test effectiveness of the hedge, regression analysis will be performed at least quarterly comparing the change in fair value of the Transactions and the Notes. The fair values of the Transactions and the Notes are calculated at least quarterly as the present value of the contractual cash flows to the expected maturity date, where the expected maturity date is based on probability-weighted analysis of interest rates relating to the five-year LIBOR curve and the Company s stock prices. For the three and nine months ended September 30, 2002, the hedge was highly effective and therefore, the ineffective portion did not have a material impact on earnings.

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NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

11. Net Income (Loss) Per Share

A reconciliation of the numerator and denominator of basic and diluted net loss per share is provided as follows (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	**2001**	**2002**	**2001**
Numerator Basic				
Income (loss) before extraordinary item	$ 9,033	$ (12,328)	$ 46,017	$ (96,868)
Extraordinary item gain on repurchase of debt, net of taxes	57	1,077	26	1,077
Net income (loss)	$ 9,090	$ (11,251)	$ 46,043	$ (95,791)
Numerator Diluted				
Income (loss) before extraordinary item	$ 9,033	$ (12,328)	$ 46,017	$ (96,868)
Interest on convertible debentures(1)				
Income (loss) before extraordinary item, adjusted	9,033	(12,328)	46,017	(96,868)
Extraordinary item gain on repurchase of debt, net of taxes	57	1,077	26	1,077
Net income (loss), adjusted	$ 9,090	$ (11,251)	$ 46,043	$ (95,791)
Denominator Basic				
Weighted average shares of common stock outstanding	149,591	138,050	147,265	137,606
Less: weighted average shares of common stock subject to repurchase	(247)	(300)	(244)	(350)
Basic weighted average common shares outstanding	149,344	137,750	147,021	137,256
Denominator Diluted				
Basic weighted average common shares outstanding	149,344	137,750	147,021	137,256
Effective of dilutive securities:				
Common stock options and shares subject to repurchase(2)	5,318		7,745	
Warrants(3)	160		186	
Diluted weighted average shares	154,822	137,750	154,952	137,256
Basic net income (loss) per share:				
Income (loss) before extraordinary item	$ 0.06	$ (0.09)	$ 0.31	$ (0.71)
Extraordinary item loss on repurchase of debt, net of taxes	$	$ 0.01	$	$ 0.01
Net income (loss) per share Basic	$ 0.06	$ (0.08)	$ 0.31	$ (0.70)
Diluted net income (loss) per share:				
Income (loss) before extraordinary item	$ 0.06	$ (0.09)	$ 0.30	$ (0.71)
Extraordinary item loss on repurchase of debt, net of taxes	$	$ 0.01	$	$ 0.01

Net income (loss) per share Diluted	$ 0.06	$ (0.08)	$ 0.30	$ (0.70)

(1) Diluted net income (loss) per share excludes the effects of shares, which will be issued in the event of conversion of the Company s outstanding convertible debt. The total number of shares excluded from the calculation related to as-if converted shares was 22.2 million for the three and nine months ended September 30, 2002 and 25.5 million for the three and nine months ended September 30, 2001.

(2) For the three and nine months ended September 30, 2002 and 2001, options to purchase 14.0 million and 33.0 million shares of common stock, respectively, and options to purchase 9.4 million and 33.0 million shares of common stock, respectively, were excluded from the calculation since the effect was anti-dilutive.

(3) Warrants to purchase 0.2 million shares of the Company s common stock were excluded from the determination of diluted net loss per share for the three and nine months ended September 30, 2001 as the effect of such warrants was anti-dilutive.

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NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

12. Litigation

General

From time to time, the Company has been subject to litigation including the pending litigation described below. The Company s current estimated range of liability related to some of the pending litigation below is based on claims for which management can estimate the amount and range of loss. The Company has recorded the minimum estimated liability related to those claims, where there is a range of loss. Because of the uncertainties related to both the amount and range of loss on the remaining pending litigation, management is unable to make a reasonable estimate of the liability that could result from an unfavorable outcome. As additional information becomes available, the Company will assess its potential liability and revise its estimates. Pending or future litigation could be costly, could cause the diversion of management s attention and could upon resolution, have a material adverse effect on the business, results of operations, financial condition and cash flow.

In addition, the Company is engaged in certain legal and administrative proceedings incidental to our normal business activities and believes that these matters will not have a material adverse effect on our financial position, results of operations or cash flow.

Securities Cases

Between December 29, 2000 and February 7, 2001, the Company and certain of its current and former officers and directors were named in securities class action lawsuits filed in the United States District Court for the Northern District of California. On September 24, 2001, a consolidated class action complaint was filed which asserts claims against the Company, William Larson, Prabhat Goyal and Peter Watkins on behalf of a putative class of persons who purchased the Company s stock between July 19 and December 26, 2000. The complaint asserts causes of action (and seeks unspecified damages) for alleged violations of Exchange Act Section 10(b)/SEC Rule 10b-5 and Exchange Act Section 20(a). In particular, the complaint alleges that defendants engaged in improper practices designed to increase the Company s revenues and earnings and that, as a result of those practices, the Company s class period financial statements were false and misleading and failed to comply with Generally Accepted Accounting Principles (GAAP). Defendants filed a motion to dismiss plaintiff s consolidated complaint on October 29, 2001. Plaintiff filed an opposition to the motion to dismiss on December 21, 2001 and defendants filed a reply to plaintiff s opposition on February 1, 2002. The hearing on the motion to dismiss was held on April 16, 2002. On April 29, 2002, the Court entered an order approving a jointly stipulated withdrawal of defendants motion to dismiss. Plaintiffs filed a first amended complaint and consolidated complaint on September 30, 2002.

On February 5, 2001, the Company was nominally sued in a derivative lawsuit filed in the Superior Court in Santa Clara County. The lawsuit, encaptioned *Mean Ann Krim v. William L. Larson, et al.*, Case No. CV795734, asserts claims against William Larson, Peter Watkins, Prabhat Goyal, Leslie Denend, Virginia Gemmell, Edwin Harper, Enzo Torresi, and others for breach of fiduciary duty and unjust enrichment. In particular, the complaints allege that the defendants engaged in a course of conduct by which they improperly accounted for revenue from software license sales, and that, as a result of their actions, certain of the Company s financial statements were false and misleading and not in compliance with GAAP. The complaint seeks an unspecified amount of damages. Nominal defendant the Company filed a demurrer to the complaint on May 21, 2001. A hearing on the demurrer was held on June 29, 2001. On July 24, 2001, the Court sustained the demurrer with leave to amend. By order dated August 21, 2001, the Court granted plaintiff limited discovery for purposes of amending the complaint to meet the demand futility test imposed by Delaware law. Plaintiff filed an amended complaint on December 26, 2001. Nominal defendant Network Associates, Inc. filed a demurrer, which was joined by the individual defendants, to the amended complaint on January 30, 2002. A hearing on the demurrer was held on March 8, 2002. The Court entered an order on March 28, 2002 sustaining the demurrer without leave to amend and dismissing the amended complaint with

NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

prejudice. Plaintiff filed a Notice of Appeal in the California Court of Appeals, Sixth Appellate District on June 24, 2002.

In March 2002, several putative securities class action lawsuits were filed in the Court of Chancery in the State of Delaware, County of New Castle, and the Superior Court of the State of California, County of Santa Clara, arising out of the Company s acquisition of McAfee.com Corporation (McAfee.com). The lawsuits name as defendants the Company and certain of McAfee.com s former officers and directors, and with respect to the Delaware Court of Chancery actions, McAfee.com. The lawsuits filed in the Delaware Court of Chancery, which were encaptioned *Bank v. McAfee.com Corp., et al.,* Civil Action No. 19481; *Birnbaum v. Sampath, et al.,* Civil Action No. 19482 NC; *Brown v. Sampath, et al.,* Civil Action No. 19483 NC; *Chin v. McAfee.com Corp., et al.,* Civil Action No. 19484 NC; *Monastero v. Sampath, et al.,* Civil Action No. 19485; and *Ebner v. Sampath, et al.,* Civil Action No. 19487, were consolidated into a single case (the Consolidated Action) by Court order dated April 9, 2002. Plaintiffs amended the complaint in the Consolidated Action on July 8, 2002. The second amended complaint asserts claims against defendants for breach of fiduciary duty on the grounds that (i) the price at which the Company proposed to consummate the McAfee.com exchange offer purportedly was unfair and inadequate, and (ii) defendants purportedly failed to disclose information material to assessing the propriety of the exchange offer. The plaintiffs seek, among other things, to recover unspecified damages and costs (and to enjoin or rescind the transaction contemplated by the proposal). On September 19, 2002 the parties entered into a memorandum of understanding and will finalize and present a settlement for approval by the Delaware Court of Chancery. The lawsuit filed in Santa Clara County is encaptioned *Peyton v. Richards, et al.,* No. CV 806199. Another class action lawsuit was filed on April 9, 2002 in the United States District Court for the Northern District of California, encaptioned *Getty v. Sampath, et. al.,* Case No. C 02 1692. On September 30, 2002, the parties in the *Getty* action filed a joint request with the United States District Court for the entry of an order staying the *Getty* proceedings until after the Delaware Chancery Court has an opportunity to approve the proposed settlement in the Delaware Consolidated Action. On April 2, 2002, defendants removed the California state action encaptioned *Peyton v. Richards, et al.,* No. CV 806199 to the United States District Court for the Northern District of California. By order dated June 10, 2002, the California case encaptioned *Peyton v. Richards, et al.,* No. C 02 1572 SBA was dismissed with prejudice. Subsequently, by stipulation filed June 20, 2002, the parties in *Peyton* agreed for the action to be remanded to California Superior Court for the County of Santa Clara solely for the purpose of allowing plaintiff Justin Peyton to dismiss the action, and the district court vacated the prior dismissal order as nunc pro tunc. On July 1, 2002, a putative class action lawsuit encaptioned *Peyton v. Richards, et al.,* Case No. CV 809111 was filed in the California Superior Court for the County of Santa Clara against Network Associates and various former officers and directors of McAfee.com. The complaint generally alleges that (i) the defendant directors of McAfee.com are liable for breach of fiduciary duty because they failed to maximize the price of the Company s exchange offer, and (ii) defendant the Company aided and abetted these breaches of fiduciary duty by structuring the exchange offer in terms preferential to the Company. The plaintiff seeks, among other things, (to enjoin or rescind the transaction contemplated by the offer,) to recover costs, and to impose a constructive trust upon any benefits improperly received by defendants. On September 20, 2002, the Superior Court entered an order approving the parties joint stipulation to stay the *Peyton* proceedings pending the Delaware Chancery Court s approval of the proposed settlement in the Delaware Consolidated Action.

Other Matters

On March 22, 2002, the Securities and Exchange Commission notified the Company that it has commenced a Formal Order of Private Investigation into the Company s accounting practices. The SEC investigation is continuing, and the Company continues to provide documents and information to the SEC.

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NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

13. Stock-Based Compensation

The Company has recorded stock-based compensation charges of $11.7 million and $0.8 million in the three months ended September 30, 2002 and 2001, respectively, and $8.6 million and $3.7 million in the nine months ended September 30, 2002 and 2001, respectively. These charges are made up of the following (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	**2001**	**2002**	**2001**
Exchange of McAfee.com options	$11,239	$	$11,239	$
Repriced options		611	(5,547)	1,293
Options issued below fair market value			1,218	
New and existing executives	349	209	1,278	977
Shares purchased outside Employee Stock Purchase Plan			60	
Extended vesting term of options			193	
Warrants to outside consultants				810
Former executives	122		122	603
Total stock-based compensation	$11,710	$820	$ 8,563	$3,683

Exchange of McAfee.com options. On September 13, 2002, the Company acquired the minority interest in McAfee.com. In the acquisition, McAfee.com option holders received options for 0.675 of a share of the Company s common stock plus $8.00 in cash, which will be paid to the option holder only upon exercise of the option and without interest, in exchange for each McAfee.com option. McAfee.com options to purchase 4.1 million shares were converted into options to purchase 2.8 million shares of the Company s common stock. The assumed options have been accounted for under the guidance in Emerging Issues Task Force Issue Number 00-23 Issues Related to the Accounting for Stock Compensation under APB Opinion No. 25 and Interpretation No. 44, Accounting for Certain Transactions Involving Stock Compensation an Interpretation of APB Opinion No. 25. Accordingly, these options are subject to variable accounting treatment, which means that a compensation charge has been measured initially at the date of the closing of the merger and then remeasured at the end of the reporting period. The initial charge was based on the excess of the closing price of our stock over the exercise price of the options plus the $8.00 per share payable in cash, which will be paid upon exercise of the option. The charge has been and will be remeasured, using the same methodology, until the earlier of the date of exercise, forfeiture or cancellation without replacement. This compensation charge will be recorded as an expense over the remaining vesting period of the options, using the accelerated method of amortization under FASB Interpretation No. 28 (FIN 28) Accounting for Stock Appreciation Rights and Other Variable Stock Option or Award Plans. To the extent that the options issued were fully vested at the date of the closing of the McAfee.com acquisition, the Company recorded a compensation expense immediately. Charges related to unvested options will be recorded in Deferred Compensation in stockholders equity. Depending upon movements in the market value of the Company s common stock, this accounting treatment may result in significant additional stock-based compensation charges in future periods.

During the three and nine months ended September 30, 2002, the Company recorded a charge of approximately $11.2 million related to exchanged options subject to variable accounting. The Company s stock-based compensation charge related to exchanged options subject to variable accounting was based on the Company s closing share price of $10.63 on September 30, 2002. As of September 30, 2002, the Company had exchanged outstanding options to purchase approximately 2.8 million shares subject to variable accounting.

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NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Repriced options. During the three months ended September 30, 2002, the Company did not record a charge related to repriced options subject to variable accounting. During the nine months ended September 30, 2002, the Company recorded a credit of approximately $6.5 million related to repriced options subject to variable accounting. For the three months ended September 30, 2002 and 2001, the Company s stock-based compensation charges related to repriced options subject to variable accounting were based on quarter end per share prices of the Company s stock of $10.63 and $12.89, respectively. The Company may incur stock-based compensation charges related to repriced options. The size of these charges could be significant depending on movements in the fair market value of our common stock above $20.375. As of September 30, 2002, the Company had repriced options to purchase approximately 1.1 million shares, which were outstanding and subject to variable accounting.

The Company also incurred a stock-based compensation charge in connection with the initial issuance of the repriced options. This charge was calculated based on the difference between the exercise price of the new options and their market value on the date of acceptance by employees. During the three months ended September 30, 2002, the Company did not incur a related expense. Approximately $0.6 million was expensed during the three months ended September 30, 2001 and approximately $1.0 million and $1.2 million was expensed during the nine months ended September 30, 2002 and 2001, respectively.

Options issued below fair market value. During the three months ended March 31, 2002, the Company recorded a one-time stock-based compensation charge of $1.2 million for stock options granted below fair market value. This charge relates to options granted in prior periods, which were identified in the first quarter of 2002 as having been granted below market value. The amount was determined to be immaterial for the periods when the grants were made and in the first quarter of 2002.

New and existing executives. On January 3, 2001, the Company entered into an employment agreement with George Samenuk to become the Company s president and chief executive officer. In accordance with the terms of the agreement, the Company issued 400,000 shares of restricted stock to Mr. Samenuk. The price of the underlying shares is $0.01 per share. The Company recorded approximately $0.2 million during the three months ended September 30, 2002 and 2001 and approximately $0.9 million and $0.6 million during the nine months ended September 30, 2002 and 2001, respectively, related to stock-based compensation associated with Mr. Samenuk s restricted stock.

On January 15, 2002, the Company s board of directors approved a grant of 50,000 shares of restricted stock to Mr. Samenuk. The price of the underlying shares is $0.01 per share. The shares will vest and the Company s right to repurchase such shares will lapse as follows: 3,000 vested as of the grant date and 47,000 are restricted until January 15, 2005. The fair value of the restricted stock was determined to be approximately $1.4 million and was estimated based on the difference between the exercise price of the restricted stock and the fair market value of the Company s common stock on January 15, 2002. During the three and nine months ended September 30, 2002, the Company recorded approximately $0.1 million and $0.4 million, respectively, related to stock-based compensation associated with Mr. Samenuk s restricted stock.

On April 3, 2001, the Company entered into an employment agreement with Stephen C. Richards to become the Company s executive vice president and chief financial officer. In accordance with the terms of the agreement, the Company issued 50,000 shares of stock to Mr. Richards for $0.01 per share. In the three months ended June 30, 2001, the Company recognized approximately $0.4 million related to stock-based compensation associated with the stock issued to Mr. Richards.

Shares purchased outside Employee Stock Purchase Plan. On January 31, 2002, the Company experienced a shortfall in the number of shares available under the 1994 Employee Qualified Stock Purchase Plan to meet the requirements of the open purchase period. Although the Company reduced the number of shares plan participants could purchase by a pro rata amount, additional shares were required to be purchased outside of the plan in order to meet this shortfall. As a result, the Company recorded a one-time stock-based

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NETWORK ASSOCIATES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

compensation charge of approximately $60,000 in the three months ending March 31, 2002. The charge was based on the difference between the fair value of the shares purchased outside of the plan and the price the shares were sold to plan participants.

Extended vesting term of options. During the three months ended June 30, 2002, the Company recorded a one-time stock-based compensation charge of $0.2 million as a result of the modification of the terms of the options previously granted to employees.

Warrants to outside consultants. In January 2001, upon completion of the search for the Company s current chief executive officer, the Company issued warrants to a retained executive search firm for services performed. The warrants, if exercised, can be exchanged for 166,667 shares of the Company s common stock. The weighted-average exercise price of the underlying shares is $2.97 per share. The warrants are immediately exercisable and expire in January 2004. The combined fair value of the warrants was determined to be approximately $0.5 million and was estimated using the Black-Scholes model with the following assumptions: risk free interest rate of 4.82%; contractual life of 3 years; dividend yield of 0%; and expected volatility of 91%. The fair market value of the warrants was included as stock-based compensation during the three months ended March 31, 2001 and included in general and administrative expenses in the accompanying statement of operations.

In April 2001, upon completion of the search for the Company s chief financial officer, the Company issued warrants to a retained executive search firm for services performed. The warrants, if exercised, can be exchanged for 66,667 shares of the Company s common stock. The weighted-average exercise price of the underlying shares is $4.50 per share. The warrants are immediately exercisable and expire in April 2004. The combined fair value of the warrants was determined to be approximately $0.3 million and was estimated using the Black-Scholes model with the following assumptions: risk free interest rate of 4.27%; expected life of 3 years; dividend yield of 0%; and expected volatility of 91%. The fair value of the warrants was included as stock-based compensation during the three months ended June 30, 2001 and included in general and administrative expenses in the accompanying statement of operations.

Former executives. In January 2001, the Company s board of directors appointed the Company s current chief executive officer. Effective January 2001, the Company s former chief executive officer, former chief financial officer, and former president and chief operating officer, became special advisors. Options held by these individuals continued to vest during 2001 while they each served their one-year terms as special advisors. As a result, the Company recorded a one-time stock-based compensation charge of approximately $0.6 million during the three months ended March 31, 2001.

In July 2002, an executive of the Company became a non-employee, but continues to provide services to the Company. As he was allowed to continue to vest his options, the Company recorded a stock-based compensation charge corresponding to the fair market value of his vested options. The unvested options have been and will be remeasured periodically and recognized over the remaining vesting period using the accelerated method of amortization discussed in FIN 28. A total stock-based compensation of $0.1 million has been expensed during the three months ended September 30, 2002.

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Item 2. ***Management s Discussion and Analysis of Financial Condition and Results of Operations***

The following discussion should be read in conjunction with the condensed consolidated financial statements and related notes included elsewhere in this report. The results shown herein are not necessarily indicative of the results to be expected for the full year or any future periods.

Forward-Looking Statements and Factors That May Affect Future Results

Some of the statements contained in this Report on Form 10-Q are forward-looking statements, including but not limited to those specifically identified as such, that involve risks and uncertainties. The statements contained in the Report on Form 10-Q that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, including, without limitation, statements regarding our expectations, beliefs, intentions or strategies regarding the future. All forward-looking statements included in this Report on Form 10-Q are based on information available to us on the date hereof, and we assume no obligation to update any such forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors, which may cause our actual results to differ materially from those implied by the forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as may, will, should, expects, plans, anticipates, believes, estimates, predicts, continue or the negative of these terms or other comparable terminology. In some instances, we have also indicated forward-looking statements with an asterisk (*). Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Moreover, neither any other person nor we assume responsibility for the accuracy and completeness of such statements. Important factors that may cause actual results to differ from expectations include, but not limited to, those discussed in Risk Factors and elsewhere in this Report on Form 10-Q.

Overview

We are a leading supplier of network security and network management solutions. We operate our business in five geographic regions: North America, Europe, Japan, Asia-Pacific and Latin America. During September 2002, we repurchased the 25% minority interest in our McAfee.com subsidiary.

The majority of our net revenue has historically been derived from our McAfee Security anti-virus products and our Sniffer Technologies network fault and performance products. In addition to these two flagship products, we have focused our efforts on building a full line of complementary network security and network management solutions. On the network security side, we strengthened our anti-virus lineup by adding complementary products in the firewall and intrusion detection categories. On the network management side, we built upon our Sniffer Technologies line by adding products in the help desk, asset management, network monitoring, and network reporting categories. We continuously seek to expand our product lines.

To more effectively market our infrastructure products in our various geographic regions, we have combined complementary products into separate product groups, as follows:

McAfee Security, which delivers world-class anti-virus and security products and services;

Sniffer Technologies, which is a leader in network availability and system security products; and

Magic Solutions, which is a leading provider of web-based service desk solutions.

In the three and nine months ended September 30, 2002, our net revenue was approximately $232.2 million and $685.9 million, respectively, and income from operations of $5.5 million and $44.9 million, respectively.

McAfee Security Product Group

McAfee Security s products and services provide solutions designed to enforce anti-virus policies and measure the performance of anti-virus activities and deliver network security. The McAfee Security product group includes products and services that provide multi-layer anti-virus protection, management and reporting

for desktops, servers, GroupWare, Internet technologies, and wireless technologies. The McAfee Security product group also includes distributed firewalls and virtual private network products for corporate users. McAfee Security s services are provided by McAfee Security s Anti-Virus Emergency Response Team (AVERT). AVERT augments McAfee Security s product offerings by identifying new viruses and deploying anti-virus solutions to our customers. McAfee Security customers are primarily corporate customers, including customers in the managed service market (such as ASPs, and managed service providers, or MSPs).

Our McAfee Security Product Group includes McAfee Consumer Security, which is a security ASP delivering security applications software and related services through an Internet browser at the McAfee.com web site. The McAfee.com applications allow users to detect and eliminate viruses on their PCs, repair their PCs from damage caused by viruses, optimize their hard drives and update their PCs virus protection system with current software patches and upgrades. McAfee.com also offers customers access to McAfee.com Personal Firewall, McAfee.com Wireless Security Center and McAfee.com Internet Privacy Service.

Sniffer Technologies Product Group

Sniffer Technologies products and services provide customers with network and application management solutions designed to maximize network availability and performance and system security. Sniffer Technologies products capture data, monitor network traffic and collect key network statistics. Sniffer Technologies products are also designed to optimize network and application performance and increase network reliability by uncovering and analyzing network problems and system vulnerabilities and recommending solutions to such problems, automatically and in real-time for mid-level and high-speed networks. Sniffer Technologies products also proactively monitor and diagnose network and application-level problems on complex, multi-segment networks from centralized locations as well as troubleshooting high-speed telecommunications and Internet service provider networks. Sniffer Technologies customers are primarily corporate customers, including customers in the managed service market.

Magic Solutions Product Group

Magic Solutions products provide customers with a web-based set of tools to manage their customer support and problem management needs. Magic Solutions product group consists of products that promote information sharing, facilitate workflow, and improve service delivery. Magic Solutions products include the Magic Total Service Desk Suite, a 100% browser-based service desk and problem management solution. In addition, Magic Solutions stand-alone products include Magic HelpDesk, Self Service Desk, Remote Desktop and Event Management. Magic Solutions customers are primarily corporations.

Strategic Alliances

From time to time, we enter into strategic alliances with third parties in order to expand the marketing of our products and meet our customers additional needs.

In May 2002, we announced a strategic alliance with Internet Systems Security (ISS). ISS has entered into a license agreement for the resale of our McAfee ASaP service. In addition, the parties have entered into a mutual license agreement under which, we will offer our customers certain ISS intrusion detection products bundled with our product, and ISS will offer its customers our anti-virus products bundled with their products. We have also agreed to share research regarding intrusion detection, computer viruses and computer vulnerability risks to protect and defend customer networks worldwide.

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Critical Accounting Policies

There have been no material changes to our critical accounting policies and estimates as disclosed in our report on Form 10-K/A for the year ended December 31, 2001 except as follows:

Intangibles Assets

On January 1, 2002, we adopted SFAS No. 142, Goodwill and Other Intangible Assets . The standard requires, among other things, the discontinuance of goodwill amortization and the testing for impairment of existing goodwill and other intangibles. In accordance with the provisions of the standard, we ceased to amortize approximately $156.9 million of goodwill and performed an initial impairment test of our goodwill and other intangibles.

In accordance with the provision of SFAS No. 142, the impairment review involves a two-step process as follows:

Step 1 We compare the fair value of our reporting units to the carrying value, including goodwill of each of those units. For each reporting unit where the carrying value, including goodwill, exceeds the unit s fair value, we move on to step 2. If a unit s fair value exceeds the carrying value, no further work was performed and no impairment charge is necessary.

Step 2 We perform an allocation of the fair value of the reporting unit to our identifiable tangible and non-goodwill intangible assets and liabilities. This derives an implied fair value for the reporting unit s goodwill. We then compare the implied fair value of the reporting unit s goodwill with the carrying amount of the reporting unit s goodwill. If the carrying amount of the reporting unit s goodwill is greater than the implied fair value of its goodwill, an impairment charge would be recognized for the excess.

We performed Step 1 of the goodwill impairment analysis required by SFAS 142 as of January 1, 2002 and concluded that goodwill was not impaired, as the fair value of each reporting unit substantially exceeded its carrying value, including goodwill. Accordingly, Step 2 was not performed. The fair value of the reporting units was estimated using the average of the expected present value of future cash flows and of the market multiple value. The use of the discounted cash flow approach requires that we make estimates of the future cash flows of each of our reporting units. The projection of cash flows involves several estimates and assumptions such as projected revenue growth, projected level of expenses, amount of future investments and projected tax rates. We are also required to estimate an appropriate rate at which to discount these cash flows. The use of the market multiple approach requires us to identify comparable companies in order to estimate the fair value of our reporting units.

The fair value of each of the reporting units is related to market conditions and our overall market capitalization. As a result, a substantial decline in our stock price for a sustained period could indicate a decrease in the fair value of our reporting units and lead to impairment.

In accordance with the provision of SFAS 142, we will continue to test for impairment our goodwill and other intangibles on an annual basis and on an interim basis if an event occurs or circumstances change that would more likely than not reduce the fair value of our reporting units below their carrying amounts. In addition to a significant decline in our stock price for a sustained period and our market capitalization relative to our net book value, factors considered important which could trigger an impairment review include, but are not limited to, significant underperformance relative to expected historical or projected future operating results, significant changes in the manner of use of the acquired assets or the strategy for our overall business and significant negative industry or economic trends.

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Results Of Operations

Three and Nine Months Ended September 30, 2002 and 2001

The following table sets forth, for the periods indicated, the percentage of net revenue represented by certain items in our Condensed Consolidated Statements of Operations.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	**2001**	**2002**	**2001**
Net revenue:				
Product	66%	66%	64%	65%
Services and support	34	34	36	35
Total net revenue	100	100	100	100
Cost of net revenue:				
Product	10	14	11	14
Services and support	7	7	7	7
Total cost of net revenue	17	21	17	21
Operating costs and expenses:				
Research and development	16	16	15	19
Marketing and sales	43	49	45	55
General and administrative	15	11	12	14
Acquisition related costs not subject to capitalization	6		3	
Recovery from doubtful accounts		(1)		(1)
Amortization of intangibles	1	8	1	9
Restructuring charge				
Total operating costs and expenses	81	83	76	96
Income (loss) from operations	2	(4)	7	(17)
Interest and other income	4	4	3	5
Interest expense	(3)	(3)	(3)	(3)
Gain on sale of assets and technology	1		1	
Write down of strategic and other investments		(1)		(3)
Income (loss) before provision for income taxes, minority interest and extraordinary item	4	(4)	8	(18)
Provision for (benefit from) income taxes	1	2	1	(1)
Income (loss) before minority interest and extraordinary item	3	(6)	7	(17)
Minority interest in loss (income) of consolidated subsidiaries	1			
Income (loss) before extraordinary item	4	(6)	7	(17)
Extraordinary item loss on repurchase of debt, net of taxes		1		

Net income (loss)	4%	(5)%	7%	(17)%

Net Revenue. Net revenue increased 13% to $232.2 million from $205.6 million in the three months ended September 30, 2002 and 2001, respectively. Net revenue increased 24% to $685.9 million from $554.4 million in the nine months ended September 30, 2002 and 2001, respectively.

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The following table sets forth for the periods indicated our net product revenue and net services and support revenue as a percent of net revenue.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Product	66%	66%	64%	65%
Services and support	34	34	36	35
Net revenue	100%	100%	100%	100%

The following table sets forth for the periods indicated each major category of our net product revenue as a percent of net product revenue.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Subscription software licenses	27%	40%	30%	36%
Perpetual software licenses	43	37	45	30
Hardware	15	10	14	18
Retail	13	11	9	14
Other	2	2	2	2
Net product revenue	100%	100%	100%	100%

Net product revenue includes revenue from software licenses, hardware, our retail products and royalties. Net product revenue increased 13% to $152.5 million from $134.9 million in the three months ended September 30, 2002 and 2001, respectively. The increase in net product revenue is attributable to the increase in new customer purchases of our hardware products in connection with our introduction of hardware based anti-virus products in the second half of 2001 and increased perpetual and subscription software licenses. For the nine months ended September 30, 2002 and 2001, product revenue increased 23% to $441.4 million from $359.8 million, respectively. The net product revenue for the nine months ended September 30, 2001 was adversely affected by our completion in the first quarter of 2001 of our move to the sell-through business model.

Our customers license our software on a perpetual or subscription basis depending on their preference. Recently, we have seen an increased customer preference for perpetual licenses. This preference may result in higher overall revenue in the near-term.* Sales of perpetual licenses typically result in significantly higher up-front revenue and lower recurring and future revenues as the sales price for related upgrades and updates tends to be significantly lower than those of the initial perpetual license. We believe it is important to maintain a proper mix of perpetual and subscription based licenses, and we continue to monitor the product mix.

* This statement and other statements similarly marked are forward-looking statements reflecting current expectations. There can be no assurance that our actual performance will meet current expectations. See Risk Factors discussion beginning on page 40 of this document.

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The following table sets forth, for the periods indicated each major category of our services and support as a percent of net services and support revenue.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Support and maintenance	68%	62%	69%	63%
Consulting	12	15	12	15
Training	3	7	4	7
Hosting arrangements and other	17	16	15	15
Net services and support revenue	100%	100%	100%	100%

Net services and support revenues include revenues from software support and maintenance contracts, consulting, training and hosting arrangements. Net service and support revenues increased 13% to $79.7 million from $70.8 million in the three months ended September 30, 2002 and 2001, respectively. During the nine months ended September 30, 2002 and 2001, net service and support revenue increased 26% to $244.5 million from $194.6 million. The increase in net service and support revenue is attributable to the growth of our installed customer base and the resulting renewal of support and maintenance contracts over the past periods. In addition, we experienced growth in our Managed Service Provider (MSP) and Application Service Provider (ASP) service offerings for the three and nine months ended September 30, 2002. During the three and nine months ended September 30, 2002 and 2001, consulting revenue remained relatively flat.

Our future profitability and rate of growth, if any, will be directly affected by increased price competition and an increasingly higher revenue base from which to grow. Our growth rate and net revenue depend significantly on renewals of existing orders, as well as our ability to respond successfully to the pace of technological change and expand our customer base. If our renewal rate or our pace of new customer acquisition slows, our net revenues and operating results would be adversely affected.

Net international revenue accounted for approximately 42% and 34% of net revenue for the three months ended September 30, 2002 and 2001, respectively and approximately 41% and 35% of net revenue for the nine months ended September 30, 2002 and 2001, respectively. The increase in net international revenue as a percentage of net revenue was attributable to the focus on sales execution in regions around the world, particularly in Europe and Canada.

We have announced our intentions to increase our international revenues both in absolute terms and as a percentage of our overall revenues.* Risks inherent in international revenue include the impact of longer payment cycles, greater difficulty in accounts receivable collection, unexpected changes in regulatory requirements, seasonality due to the slowdown in European business activity during the third quarter, risks associated with currency fluctuations and hedging, tariffs and other trade barriers, sales force execution and difficulties staffing and managing international operations. Poor economic conditions in Asia, particularly Japan and Latin America have hurt our business and may impact our ability to expand international revenue. These factors may have a material adverse effect on our future net international revenue.

Cost of Net Revenue. Cost of net revenue decreased 10% to $38.7 million from $42.8 million in the three months ended September 30, 2002 and 2001, respectively. As a percentage of net revenue, cost of net revenue decreased to 17% from 21% for the three months ended September 30, 2002 and 2001, respectively. The decrease is primarily due to a decrease in material costs attributable to computer platforms and other hardware product costs. Cost of net revenue remained relatively constant at $119.1 million and $119.7 million in the nine months ended September 30, 2002 and 2001, respectively. As a percentage of net revenue, cost of

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net revenue decreased to 17% from 21% for the nine months ended September 30, 2002 and 2001, respectively.

Our cost of net product revenue consists primarily of the cost of media, manuals and packaging for products distributed through traditional channels; royalties; and, with respect to hardware-based anti-virus products and network fault and performance products, computer platforms and other hardware components. Cost of net product revenue decreased 17% to $23.5 million from $28.3 million for the three months ended September 30, 2002 and 2001, respectively. As a percentage of net product revenue, cost of net product revenue decreased to 15% from 21% in the three months ended September 30, 2002 and 2001, respectively. The decrease in the cost of net product revenue in absolute terms and as a percentage of net product revenue is due to the decrease in material costs attributable to computer platforms and other hardware product costs. Cost of net product revenue decreased 4% to $73.8 million from $77.2 million for the nine months ended September 30, 2002. As a percentage of net product revenue, cost of net product revenue decreased to 17% from 21% in the nine months ended September 30, 2002 and 2001, respectively. The decrease in the cost of net product revenue percentage is due to the change in product mix of hardware and software product revenue.

Due to new hardware-based anti-virus product introductions during the second half of 2001 and anticipated growth in our hardware-based network fault and performance products, we expect that the cost of product revenue will increase in absolute terms and fluctuate as a percentage of product revenue in future periods.*

Cost of services and support revenue consists principally of salaries and benefits related to employees providing customer support and consulting services. The cost of services and support revenue increased 5% to $15.2 million from $14.5 million in the three months ended September 30, 2002 and 2001, respectively. The increase in the cost of services and support revenue was due to additional technical support and customer service personnel hired to meet our customers technical support needs. Cost of services and support revenue as a percentage of net services and support revenue was 19% and 20% in the three months ended September 30, 2002 and 2001, respectively. The cost of services and support revenue increased 7% to $45.4 million from $42.5 million in the nine months ended September 30, 2002 and 2001, respectively. Cost of services and support revenue as a percentage of net services and support revenue was 19% and 22% in the nine months ended September 30, 2002 and 2001, respectively. The percentage of cost of services and support revenue decreased due to the cost of services and support revenue remaining relatively flat while services and support revenue increased 26% for the nine months ended September 30, 2002.

Due to new service introductions during 2001, including anti-virus hosted services, anticipated growth in hosted services, increased maintenance and support orders and an increase in consulting and training services, we expect that the cost of service revenue will increase in absolute terms and will fluctuate as a percentage of net revenue in future periods.*

We have excluded the effects of stock-based compensation in our discussion of operating costs and expenses below. The size and amount of our stock-based charges will vary from period to period based on movements in our stock price, making period to period comparisons difficult and, in some cases, not meaningful. See Stock-Based Compensation below.

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* This statement and other statements similarly marked are forward-looking statements reflecting current expectations. There can be no assurance that our actual performance will meet current expectations. See Risk Factors discussion beginning on page 40 of this document.

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The following sets forth for the periods indicated, our operating expenses, excluding the effects of stock-based compensation (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Research and development(1)	$ 36,473	$ 33,738	$105,645	$108,399
Marketing and sales(2)	97,816	99,893	308,153	302,824
General and administrative(3)	26,033	22,834	74,998	76,336
Acquisition related costs not subject to capitalization	13,627		16,026	
Provision for (recovery from) doubtful accounts	(784)	(1,072)	(1,141)	(7,904)
Amortization of intangibles	3,091	15,479	8,458	47,996
Restructuring charge			1,116	
Total operating costs and expenses, excluding the effects of stock-based compensation	$176,256	$170,872	$513,255	$527,651

(1) Excludes stock-based compensation charges of $1,351 and $144 for the three months ended September 30, 2002 and 2001, respectively, and $236 and $342 for the nine months ended September 30, 2002 and 2001, respectively.

(2) Excludes stock-based compensation charges (credits) of $903 and $228 for the three months ended September 30, 2002 and 2001, respectively, and $(234) and $541 for the nine months ended September 30, 2002 and 2001, respectively.

(3) Excludes stock-based compensation charges of $9,456 and $448 for the three months ended September 30, 2002 and 2001, respectively, and $8,561 and $2,800 for the nine months ended September 30, 2002 and 2001, respectively.

Research and Development. Research and development expenses consist primarily of salary, benefits, and contractors fees for our development and technical support staff, and other costs associated with the enhancements of existing products and services and development of new products and services. Excluding the effects of stock-based compensation of approximately $1.4 million and $0.1 million for the three months ended September 30, 2002 and 2001, respectively, research and development expenses increased 8% to $36.5 million from $33.7 million for the three months ended September 30, 2002 and 2001, respectively. The increase is primarily due to additional recruiting and hiring of personnel. Excluding the effects of stock-based compensation of approximately $0.2 million and $0.3 million for the nine months ended September 30, 2002 and 2001, respectively, research and development expenses decreased 3% to $105.6 million from $108.4 million for the nine months ended September 30, 2002 and 2001, respectively. Research and development expenses decreased due to focused product development, discontinuance of certain development efforts, and more efficient operations in our research and development groups.

As a percentage of net revenue, research and development expenses were 16% for the three months ended September 30, 2002 and 2001. Excluding stock-based compensation charges, as a percentage of net revenue, research and development expenses were 16% for the three months ended September 30, 2002 and 2001. As a percentage of net revenue, research and development expenses were 15% and 19% for the nine months ended September 30, 2002 and 2001, respectively. Excluding stock-based compensation charges, as a percentage of net revenue, research and development expenses were 15% and 20% for the nine months ended September 30, 2002 and 2001, respectively. We believe that continued investment in product and development is critical to attaining our strategic objectives and, as a result, expect product development expenses to increase in future periods. We anticipate research and development expenses to increase in absolute dollars and to fluctuate as a percent of net revenue.*

Marketing and sales. Marketing and sales expenses consist primarily of salary, commissions and benefits for marketing and sales personnel and costs associated with advertising and promotions. Excluding the effects of stock-based compensation of $0.9 million and $0.2 million for the three months ended September 30, 2002 and 2001, respectively, marketing and sales expenses remained relatively flat at $97.8 million from $99.9 million for the three months ended September 30, 2002 and 2001, respectively. Excluding the effects of stock-based compensation of $(0.2) million and $0.5 million for the nine months ended September 30, 2002 and 2001, respectively, marketing and sales expenses increased 2% to $308.2 million from $302.8 million for the nine months ended September 30, 2002 and 2001, respectively. The increase is primarily due to additional hiring in our sales force.

As a percentage of net revenue, marketing and sales expenses were 43% and 49% for the three months ended September 30, 2002 and 2001, respectively. Excluding stock-based compensation charges, as a percentage of net revenue, marketing and sales expenses were 42% and 49% for the three months ended September 30, 2002 and 2001, respectively. As a percentage of net revenue, marketing and sales expenses were 45% and 55% for the nine months ended September 30, 2002 and 2001, respectively. Excluding stock-based compensation charges, as a percentage of net revenue, marketing and sales expenses were 45% and 55% for the nine months ended September 30, 2002 and 2001, respectively. We anticipate marketing and sales expenses to increase in absolute dollars, but will continue to fluctuate as a percent of net revenue.*

General and administrative. General and administrative expenses consist primarily of salary and benefit costs for executive and administrative personnel, professional services and other general corporate activities. Excluding the effects of stock-based compensation of $9.5 million and $0.4 million for the three months ended September 30, 2002 and 2001, respectively, general and administrative expenses increased 74% to $39.7 million from $22.8 million for the three months ended September 30, 2002 and 2001, respectively. Of the total increase, approximately $13.6 million was attributable to the expenses incurred by McAfee.com related to our exchange offer for all outstanding publicly held shares of McAfee.com Class A common. Excluding those expenses, general and administrative expenses increased 14% to $26.0 million from $22.8 million for the three months ended September 30, 2002 and 2001, respectively. The remaining increase is due to recruiting and hiring additional personnel, and continued expansion of the information technology infrastructure to support business information systems. Excluding the effects of stock-based compensation of $8.6 million and $2.8 million for the nine months ended September 30, 2002 and 2001, respectively, general and administrative expenses increased 19% to $91.0 million from $76.3 million for the nine months ended September 30, 2002 and 2001, respectively. Of the total increase, approximately $16.0 million was attributable to the expenses incurred by McAfee.com related to our exchange offer for all outstanding publicly held shares of McAfee.com Class A common. Excluding those expenses, general and administrative expenses remained relatively flat at $75.0 million and $76.3 million for the nine months ended September 30, 2002 and 2001, respectively.

As a percentage of net revenue, general and administrative expenses were 15% and 11% for the three months ended September 30, 2002 and 2001, respectively. Excluding stock-based compensation charges, as a percentage of net revenue, general and administrative expenses were 17% and 11% for the three months ended September 30, 2002 and 2001, respectively. As a percentage of net revenue, general and administrative expenses were 12% and 14% for the nine months ended September 30, 2002 and 2001, respectively. Excluding stock-based compensation charges, as a percentage of net revenue, general and administrative expenses were 13% and 14% for the nine months ended September 30, 2002 and 2001, respectively. We anticipate general and administrative expenses to increase in absolute dollars as we incur additional infrastructure and other costs to support the anticipated growth of our business.*

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* This statement and other statements similarly marked are forward-looking statements reflecting current expectations. There can be no assurance that our actual performance will meet current expectations. See Risk Factors discussion beginning on page 40 of this document.

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Acquisition related costs not subject to capitalization. Deal related costs not subject to capitalization consist primarily of expenses incurred by McAfee.com related to our exchange offer for all outstanding publicly held shares of McAfee.com Class A common stock. As of the three and nine months ended September 30, 2002, we incurred charges of $13.6 million and $16.0 million, respectively. As a percentage of net revenue, deal related costs not subject to capitalization were 6% and 3% for the three and nine months ended September 30, 2002, respectively. No additional costs are expected to be incurred.*

Provision for (Recovery from) Doubtful Accounts. Provision for (recovery from) doubtful accounts consists of our estimates for the uncollectability of receivables, net of recoveries of amounts previously written off. For the three months ended September 30, 2002, the changes in our doubtful accounts resulted in a net credit of $0.8 million compared to a net credit of $1.1 million for the three months ended September 30, 2001. For the nine months ended September 30, 2002, we had a credit of $1.1 million compared to a credit of $7.9 million for the nine months ended September 30, 2001. For the nine months ended September 30, 2001, the recovery related to previously reserved receivables from two distributors who were undergoing restructurings of their business operations and experiencing cash flow difficulties at the end of 2000.

Amortization of Intangibles. We expensed $3.1 million and $15.5 million of amortization related to intangibles for the three months ended September 30, 2002 and 2001, respectively and $8.5 million and $48.0 million for the nine months ended September 30, 2002 and 2001, respectively. For the three and nine months ended September 30, 2002, amortization of intangibles relates to amortization of purchased technology and other identifiable intangible assets. For the three and nine months ended September 30, 2001, amortization of intangibles relates to amortization of purchased goodwill as well as purchased technology and other identifiable intangible assets. The decrease in amortization for the three and nine months ending September 30, 2002 was the result of adoption of Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets (SFAS 142). SFAS 142 requires, among other things, the discontinuance of goodwill amortization. We anticipate amortization of intangibles to increase in absolute dollars in part due to the acquisition of the publicly held shares of McAfee.com.*

Restructuring Charge. As part of the plan to integrate certain activities of our PGP product group into our McAfee Security and Sniffer Technologies product groups and to dispose of other product lines, we sold our Gauntlet business and discontinued other product lines during the first quarter of 2002. In connection with this process, a restructuring charge of approximately $1.1 million was recorded during the first quarter of 2002. The restructuring charge consists of costs of severance packages for 44 employees as well as related legal and outplacement services.

The following table sets forth our restructuring accrual established in February 2002 and the activity against the accrual during the nine months ended September 30, 2002 (in thousands):

	Other Costs	Severance and Benefits	Total
Balance, February 2002	$ 190	$ 926	$ 1,116
Paid out	(190)	(926)	(1,116)
Balance, September 30, 2002	$	$	$

Interest and Other Income. Interest and other income increased to $9.1 million from $8.9 million for the three months ended September 30, 2002 and 2001, respectively, and decreased to $23.4 million from $27.8 million for the nine months ended September 30, 2002 and 2001, respectively. The decrease was primarily due to lower interest yields on cash and investments.

Interest Expense. Interest expense decreased to $7.0 million from $7.2 million for the three months ended September 30, 2002 and 2001, respectively, and increased to $22.6 million from $16.6 million for the

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nine months ended September 30, 2002 and 2001, respectively. For the nine months ended September 30, 2002, interest expense increased primarily due to the issuance in August 2001 of our 5.25% convertible subordinated notes due 2006 offset by the repurchases of our zero coupon convertible subordinated debentures due 2018.

Gain on Sale of Assets and Technology. In the nine months ending September 30, 2002, we recognized a $6.7 million and $2.6 million gain on the sale of PGP Gauntlet assets and technology in February 2002 and PGP Desktop/ Encryption assets and technology in July 2002, respectively.

Write Down of Strategic and Other Investments. For the three and nine months ended September 30, 2002, we recorded an impairment charge of $0.2 million related to other than temporary decline in the value of our venture and strategic investments. For the three and nine months ended September 30, 2001, we recorded an impairment charge of $1.0 million and $19.1 million, respectively, related to an other than temporary decline in the value of some of our venture and strategic investments.

Provision for Income Taxes. Our consolidated provision for income taxes for the three months and nine months ended September 30, 2002 was $3.1 million and $7.8 million, reflecting an effective tax rate of rate of 31% and 14%. The effective tax rate differs from the statutory rate primarily due to the impact of research and experimentation tax credits, utilization of foreign tax credits, utilization of subsidiary losses not previously benefited, and lower effective rates in some foreign jurisdictions. The higher effective tax rate for the three months ended September 30, 2002 was principally due to the non-deductible expenses related to the McAfee.com acquisition. Our future effective tax rates could be adversely affected if earnings are lower than anticipated in countries where we have lower statutory rates or by unfavorable changes in tax laws and regulations.

Our income tax provision was $4.0 million for the three months ended September 30, 2001, which was primarily due to the income taxes payable in foreign jurisdictions. Our income tax benefit was approximately $7.1 million for the nine months ended September 30, 2001. The tax benefit was attributable to aggregate net operating losses, net of income taxes payable in foreign jurisdictions.

Stock-based Compensation

We recorded stock-based compensation charges of $11.7 million and $0.8 million in the three months ended September 30, 2002 and 2001, respectively, and $8.6 million and $3.7 million in the nine months ended September 30, 2002 and 2001, respectively. These charges are made up of the following (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Exchange of McAfee.com options	$11,239	$	$11,239	$
Repriced options		611	(5,547)	1,293
Options issued below fair market value			1,218	
New and existing executives	349	209	1,278	977
Shares purchased outside Employee Stock Purchase Plan			60	
Extended vesting term of options			193	
Warrants to outside consultants				810
Former executives	122		122	603
Total stock-based compensation	$11,710	$820	$ 8,563	$3,683

Exchange of McAfee.com options. On September 13, 2002, we acquired the minority interest in McAfee.com. McAfee.com option holders received options for 0.675 of a share of our common stock plus $8.00 in cash, which will be paid to the option holder only upon exercise of the option and without interest, for each McAfee.com option. McAfee.com options to purchase 4.1 million shares were converted into options to purchase 2.8 million of our shares. The assumed options have been accounted for under the guidance in

Emerging Issues Task Force Issue Number 00-23 Issues Related to the Accounting for Stock Compensation under APB Opinion No. 25 and Interpretation No. 44, Accounting for Certain Transactions Involving Stock Compensation an Interpretation of APB Opinion No. 25. Accordingly, these options are subject to variable accounting treatment, which means that a compensation charge has been measured initially at the date of the closing of the merger and then remeasured at the end of the reporting period. The initial charge was based on the excess of the closing price of our stock over the exercise price of the options plus the $8.00 per share payable in cash, which will be paid upon exercise of the option. The charge has been and will be remeasured, using the same methodology, until the earlier of the date of exercise, forfeiture or cancellation without replacement. This compensation charge will be recorded as an expense over the remaining vesting period of the options, using the accelerated method of amortization under FASB Interpretation No. 28 (FIN 28) Accounting for Stock Appreciation Rights and Other Variable Stock Option or Award Plans. To the extent that the options issued were fully vested at the date of the closing of the McAfee.com acquisition, the Company recorded a compensation expense immediately. Charges related to unvested options will be recorded in Deferred Compensation in stockholders equity. Depending upon movements in the market value of our common stock, this accounting treatment may result in significant additional stock-based compensation charges in future periods.

During the three and nine months ended September 30, 2002, we recorded a charge of approximately $11.2 million related to exchanged options subject to variable accounting. Our stock-based compensation charge related to exchanged options subject to variable accounting was based on our closing share price of $10.63 on September 30, 2002. As of September 30, 2002, we had exchanged outstanding options to purchase approximately 2.8 million shares subject to variable accounting.

Repriced options. During the three months ended September 30, 2002, we did not incur a charge related to repriced options subject to variable accounting. During the nine months ended September 30, 2002, we recorded credits of approximately $6.5 million related to repriced options subject to variable accounting. During the three and nine months ended September 30, 2001, we incurred a charge of approximately $0.1 million related to repriced options subject to variable accounting. For the three months ended September 30, 2002 and 2001, our stock-based compensation charges related to repriced options subject to variable accounting were based on quarter end per share prices of our stock of $10.63 and $12.89, respectively. We may incur stock-based compensation charges related to repriced options. The size of these charges could be significant depending on movements in the fair market value of our common stock above $20.375. As of September 30, 2002 we had repriced options to purchase approximately 1.1 million shares, which were outstanding and subject to variable accounting.

We also incurred a stock-based compensation charge in connection with the initial issuance of the repriced options. This charge was calculated based on the difference between the exercise price of the new options and their market value on the date of acceptance by employees. During the three months ended September 30, 2002, we did not incur a related expense. Approximately $0.6 million was expensed during the three months ended September 30, 2001 and approximately $1.0 million and $1.2 million was expensed during the nine months ended September 30, 2002 and 2001, respectively.

Options issued below fair market value. During the three months ended March 31, 2002, we recorded a one-time stock-based compensation charge of $1.2 million for stock options granted below fair market value. This charge relates to options granted in prior periods, which were identified in the first quarter of 2002 as having been granted below market value. The amount was determined to be immaterial for the periods when the grants were made and in the first quarter of 2002. The related charge has been recorded in the first quarter of 2002.

New and existing executives. On January 3, 2001, we entered into an employment agreement with George Samenuk to become our president and chief executive officer. In accordance with the terms of the agreement, we issued 400,000 shares of restricted stock to Mr. Samenuk. The price of the underlying shares is $0.01 per share. We recorded approximately $0.2 million during the three months ended September 30, 2002 and 2001 and approximately $0.9 million and $0.6 million during the nine months ended September 30, 2002 and 2001, respectively, related to stock-based compensation associated with Mr. Samenuk s restricted stock.

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On January 15, 2002, our board of directors approved a grant of 50,000 shares of restricted stock to Mr. Samenuk. The price of the underlying shares is $0.01 per share. The shares will vest and our right to repurchase such shares will lapse as follows: 3,000 vested as of the grant date and 47,000 are restricted until January 15, 2005. The fair value of the restricted stock was determined to be approximately $1.4 million and was estimated based on the difference between the exercise price of the restricted stock and the fair market value of our common stock on January 15, 2002. During the three and nine months ended September 30, 2002, we recorded approximately $0.1 million and $0.4 million, respectively, related to stock-based compensation associated with Mr. Samenuk s restricted stock.

On April 3, 2001, we entered into an employment agreement with Stephen C. Richards to become our executive vice president and chief financial officer. In accordance with the terms of the agreement, we issued 50,000 shares of stock to Mr. Richards for $0.01 per share. In the three months ended June 30, 2001, we recognized approximately $0.4 million related to stock-based compensation associated with the stock issued to Mr. Richards.

Shares purchased outside Employee Stock Purchase Plan. On January 31, 2002, we experienced a shortfall in the number of shares available under the 1994 Employee Qualified Stock Purchase Plan to meet the requirements of the open purchase period. Although we reduced the number of shares plan participants could purchase by a pro rata amount, additional shares were required to be purchased outside of the plan in order to meet this shortfall. As a result, we recorded a one-time stock-based compensation charge of approximately $60,000 in the three months ending March 31, 2002. The charge was based on the difference between the fair value of the shares purchased outside of the plan and the price the shares were sold to plan participants.

Extended vesting term of options. During the three months ended June 30, 2002, we recorded a one-time stock-based compensation charge of $0.2 million as a result of the modification of the terms of the options previously granted to employees.

Warrants to outside consultants. In January 2001, upon completion of the search for our current chief executive officer, we issued warrants to a retained executive search firm for services performed. The warrants, if exercised, can be exchanged for 166,667 shares of our common stock. The weighted-average exercise price of the underlying shares is $2.97 per share. The warrants are immediately exercisable and expire in January 2004. The combined fair value of the warrants was determined to be approximately $0.5 million and was estimated using the Black-Scholes model with the following assumptions: risk free interest rate of 4.82%; contractual life of 3 years; dividend yield of 0%; and expected volatility of 91%. The fair market value of the warrants was included as stock-based compensation during the three months ended March 31, 2001 and included in general and administrative expenses in the accompanying statement of operations.

In April 2001, upon completion of the search for our chief financial officer, we issued warrants to a retained executive search firm for services performed. The warrants, if exercised, can be exchanged for 66,667 shares of our common stock. The weighted-average exercise price of the underlying shares is $4.50 per share. The warrants are immediately exercisable and expire in April 2004. The combined fair value of the warrants was determined to be approximately $0.3 million and was estimated using the Black-Scholes model with the following assumptions: risk free interest rate of 4.27%; expected life of 3 years; dividend yield of 0%; and expected volatility of 91%. The fair value of the warrants was included as stock-based compensation during the three months ended June 30, 2001 and included in general and administrative expenses in the accompanying financial statements.

Former executives. In January 2001, our board of directors appointed our current chief executive officer. Effective January 2001, our former chief executive officer, former chief financial officer, and former president and chief operating officer, became special advisors. Options held by these individuals continued to vest during 2001 while they each served their one-year terms as special advisors. As a result, we recorded a one-time stock-based compensation charge of approximately $0.6 million during the three months ended March 31, 2001.

In July 2002, one of our executives became a non-employee, but continues to provide services to us. As he was allowed to continue to vest his options, we recorded a stock-based compensation charge corresponding to the fair market value of his vested options. The unvested options have been and will be remeasured periodically and recognized over the remaining vesting period using the accelerated method of amortization discussed in FIN 28. A total stock-based compensation of $0.1 million has been expensed during the three months ended September 30, 2002.

Recent Accounting Pronouncements

In July 2002, the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities (SFAS 146). This Statement addresses financial accounting and reporting for costs associated with exit or disposal activities and nullifies Emerging Issues Task Force (EITF) Issue No. 94-3, Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring). This Statement requires that a liability for costs associated with an exit or disposal activity be recognized and measured initially at fair value only when the liability is incurred. The provisions of this Statement are effective for exit or disposal activities that are initiated after December 31, 2002. We are currently assessing the impact of SFAS 146 on our financial statements.

In May 2002, the FASB issued SFAS No. 145, Rescission of SFAS Nos. 4, 44, and 64, Amendment of SFAS No. 13, and Technical Corrections (SFAS 145). Among other things, SFAS 145 rescinds various pronouncements regarding early extinguishment of debt and allows extraordinary accounting treatment for early extinguishment only when the provisions of Accounting Principles Board Opinion No. 30, Reporting the Results of Operations Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions are met. SFAS 145 provisions regarding early extinguishment of debt are generally effective for fiscal years beginning after May 15, 2002. We are currently assessing the impact of SFAS 145 on our financial statements.

In November 2001, the FASB discussed Topic D-103, recharacterized as EITF Issue No. 01-14, Income Statement Characterization of Reimbursements Received for Out-of-Pocket Expenses Incurred. This issue deals with classification in the income statement of incidental expenses, that in practice are commonly referred to as out-of-pocket expenses, incurred by entities that provide services as part of their central ongoing operations. The Task Force reached a consensus that reimbursements received for out-of-pocket expenses incurred should be characterized as revenue in the income statement. This issue is effective for fiscal years beginning after December 15, 2001. During the quarter ended March 31, 2002, we adopted EITF 01-14. As a result, we reclassed a total amount of $0.4 million and $0.9 million from cost of revenue to revenue for the three and nine months ended September 30, 2001, respectively.

In October 2001, the FASB issued Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS 144). SFAS 144 establishes a single accounting model, based on the framework established in Statement of Financial Accounting Standards No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of (SFAS 121), for long-lived assets to be disposed of by sale, and resolves implementation issues related to SFAS 121. We are currently assessing the impact of SFAS 144 on its operating results and financial condition. We are required to adopt SFAS 144 no later than the first quarter of fiscal 2003.

In April of 2001, the EITF issued EITF Issue No. 01-03 Accounting in a Purchase Business Combination for Deferred Revenue of an Acquiree. EITF Issue No. 01-03 addresses whether an acquiring entity should recognize a liability for deferred revenue recorded by the acquiree when the business combination is initially recorded and, if so, how the amount assigned to that liability should be measured and presented in the acquiring entity s financial statements. In March 2002, the Task Force reached a consensus that the acquiring entity should recognize a liability related to a revenue arrangement of an acquired entity only if it has assumed a legal obligation to provide goods, services, or other consideration to the customer(s) (a legal performance obligation) and the amount assigned to the liability should be based on its fair value at the date of the acquisition. We have properly applied the provisions of EITF 01-03 on our financial statements.

In May 2000, the Emerging Issues Task Force (EITF) issued EITF Issue No. 00-14, Accounting for Certain Sales Incentives. EITF Issue No. 00-14 addresses the recognition, measurement, and income statement classification for sales incentives that a vendor voluntarily offers to customers (without charge), which the customer can use in, or exercise as a result of, a single exchange transaction. Sales incentives that fall within the scope of EITF Issue No. 00-14 include offers that a customer can use to receive a reduction in the price of a product or service at the point of sale. The EITF changed the transition date for Issue 00-14, concluding that a company should apply this consensus no later than the company s annual or interim financial statements for the periods beginning after December 15, 2001. In June 2001, the EITF issued EITF Issue No. 00-25, Vendor Income Statement Characterization of Consideration Paid to a Reseller of the Vendor s Products, effective for periods beginning after December 15, 2001. EITF Issue No. 00-25 addresses whether consideration from a vendor to a reseller is (a) an adjustment of the selling prices of the vendor s products and, therefore, should be deducted from revenue when recognized in the vendor s statement of operations or (b) a cost incurred by the vendor for assets or services received from the reseller and, therefore, should be included as a cost or expense when recognized in the vendor s statement of operations. Upon application of these EITFs, financial statements for prior periods presented for comparative purposes should be reclassified to comply with the income statement display requirements under these Issues. In September of 2001, the EITF issued EITF Issue No. 01-09, Accounting for Consideration Given by Vendor to a Customer or a Reseller of the Vendor s Products , which is a codification of EITF Issues No. 00-14, No. 00-25 and No. 00-22 Accounting for Points and Certain Other Time- or Volume-Based Sales Incentive Offers and Offers for Free Products or Services to be Delivered in the Future. During the quarter ended March 31, 2002, we adopted EITF 01-09. As a result, we reclassed $3.8 million and $21.9 million from marketing and sales expense to revenue for the three and nine months ended September 30, 2001, respectively.

Liquidity and Capital Resources

At September 30, 2002, we had $634.0 million in cash and cash equivalents, $344.8 million in marketable securities and $20.2 million in restricted cash, for a combined total of $999.0 million.

Net cash provided by operating activities was $137.0 million and $53.5 million in the nine months ended September 30, 2002 and 2001, respectively.

Net cash provided by operating activities in the nine months ended September 30, 2002 resulted primarily from net income before non-cash charges and minority interest. Non-cash charges primarily include depreciation and amortization expense, non-cash interest expense on convertible notes and stock-based compensation charges, offset by the gain on sale of assets and technology. After excluding the effects of non-cash charges and minority interest from our net income, the result was approximately $93.2 million for the nine months ended September 30, 2002. Additional cash was generated from a decrease of $24.7 million in our accounts receivable balance, a decrease of $12.2 million in prepaid expenses and other assets, an increase of $6.8 million in deferred revenue and an increase of $30.7 in our accounts payable and accrued liabilities. This cash increase was offset by an increase in our deferred taxes of $30.7 million during the nine months ended September 30, 2002.

Net cash provided by operating activities in the nine months ended September 30, 2001 resulted primarily from an increase in deferred revenue. These cash inflows were offset by an increase in deferred taxes.

Net cash provided by (used in) investing activities was $(152.5) million and $69.6 million in the nine months ended September 30, 2002 and 2001, respectively. In the nine months ended September 30, 2002, the activity in the portfolio of our investment in marketable securities had a net cash usage of $6.0 million. Additional cash was used for the purchase of the minority interest in McAfee.com of $81.4 million, purchases of technology of $11.6 million, purchases of property, equipment and leasehold improvements of $40.4 million and restriction of cash of $20.2 million. These cash usages were offset by the proceeds from the sale of Secure Computing shares and collar of $5.1 million and sale of assets and technology of $2.0 million. In the nine months ended September 30, 2001, the activity in the portfolio of our investment in marketable securities generated net cash proceeds of $100.3 million. These proceeds were offset by our purchase of shares of

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Network Associates Japan of $10.7 million and purchase of property, equipment and leasehold improvements of $20.1 million.

Net cash provided by financing activities in the nine months ended September 30, 2002 amounted to $34.6 million, consisting of cash generated from the issuance of common stock under our stock option plan and employee stock purchase plan of $100.8 million offset by cash used in the repurchase of a portion of our zero coupon debentures of $66.2 million. In the nine months ended September 30, 2001, we generated cash from the issuance of our 5.25% convertible notes of approximately $335.1 million and issuance of common stock under our stock option plan and employee stock purchase plan of approximately $18.6 million. These proceeds were offset by approximately $62.0 million for the redemption of zero coupon convertible subordinated debentures and used approximately $53.8 million to settle all outstanding put options requiring us to repurchase our common stock at the election of the holders of these put options.

During the nine months ended September 30, 2002, a significant portion of our cash inflows was generated by our operations. Because our operating results may fluctuate significantly, as a result of decrease in customer demand or decrease in the acceptance of our future products, our ability to generate positive cash flow from operations may be jeopardized.

As described below, in February 2003, we may be required to use a significant portion of our cash balances to redeem outstanding zero coupon convertible subordinated debentures.*

We believe that our available cash and anticipated cash flows from operations will be sufficient to fund our working capital and capital expenditure requirements for at least the next twelve months.*

There has been no significant change in the amount of our future commitments compared to the commitments disclosed in our Form 10-K/A, filed on June 28, 2002, except for our commitments under our zero coupon convertible debt.

Aggregate maturities of the value of the long-term debt outstanding at September 30, 2002 are as follows (in thousands):

	Zero Coupon Convertible Debentures Due 2018(1)	5.25% Convertible Subordinated Notes Due 2006(2)	Total
2002	$	$	$
2003	177,248		177,248
2004			
2005			
2006		345,000	345,000
2007 and thereafter			
	$177,248	$345,000	$522,248

(1) In February 2003, we may be required to use a significant portion of its cash balance to redeem our outstanding zero coupon convertible debentures. The redemption value corresponds to the aggregate face value outstanding of $358.5 million less the related unamortized discount of $181.2 million on February 13, 2003.

(2) In 2002, 2003, 2004, 2005 and 2006, we must make annual interest payments of $18.1 million. In the event our 5.25% convertible subordinated notes are redeemed after August 20, 2004, the annual interest payments will be reduced.

* This statement and other statements similarly marked are forward-looking statements reflecting current expectations. There can be no assurance that our actual performance will meet current expectations. See Risk Factors discussion beginning on page 40 of this document.

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Convertible Debt

On February 13, 1998, we issued zero coupon convertible subordinated debentures due 2018, which have an aggregate face amount at maturity of $885.5 million and generated net proceeds to us of approximately $337.6 million (after deducting fees and expenses). The initial price for the debentures was $391.06 per $1,000 of principal amount at maturity. At the option of the holder, we are required to redeem the debentures as of February 13, 2003, February 13, 2008 and February 13, 2013 at purchase prices equal to the initial issue price plus the accretion of the discount on the debentures to such dates (or $494.52, $625.35 and $790.79 per $1,000 of principal amount at maturity, respectively). In the case of such a required redemption, at our option, we may pay the aggregate redemption price in cash, shares of our common stock or a combination of cash and common stock. The number of shares of common stock so issued by us would be based on the fair value of our common stock at the time of any required redemption. On the same dates and at the same redemption prices, we may at our option redeem the outstanding debentures for cash. The debentures may also be redeemed at the option of the holder if there is a Fundamental Change (as defined in the related indenture) at a price equal to the issue price plus the accretion of the discount on the debenture to the date of redemption, subject to adjustment. The accretion of the discount on the debentures is calculated using the effective interest method.

Through a limited number of privately negotiated purchases, the most recent of which occurred in August 2002, we have repurchased zero coupon convertible subordinated debentures with an aggregate face amount of approximately $527.0 million, leaving an outstanding balance of approximately $358.5 million face amount. During the nine months ended September 30, 2002, we repurchased zero coupon convertible subordinated debentures, which had an aggregate face amount at maturity of $140.0 million, at a total price of $66.2 million, which was financed from our investment portfolio. In connection with the repurchases, we recognized an extraordinary gain of approximately $26,000, net of taxes. If and when appropriate opportunities present themselves, we may continue to use a portion of our cash balances to buy back additional amounts of these debentures.*

As of September 30, 2002, the Company s aggregate cash, cash equivalents and marketable securities were approximately $999.0 million, including $20.2 million of restricted cash. Assuming that as of February 13, 2003 all Debentures outstanding as of September 30, 2002 are redeemed, the aggregate redemption price would equal approximately $177.2 million.

On August 17, 2001, we issued 5.25% convertible subordinated notes due 2006 with an aggregate principal amount of $345.0 million. The issuance generated net proceeds to us of approximately $335.1 million (after deducting fees and expenses). The notes mature on August 15, 2006, unless earlier redeemed by us at our option or converted at the holder s option. Interest is payable semi-annually, in cash, in arrears on February 15 and August 15 of each year, commencing February 15, 2002. At the option of the holder, the notes may be converted into our common stock at any time, unless previously redeemed, at a conversion price of $18.07 per share. We may redeem all or a portion of the notes for cash at any time on or after August 20, 2004 at a redemption price of 101.3125% of the principal amount between August 20, 2004 and August 14, 2005 and 100.0% of the principal amount after August 14, 2005. The notes are unsecured and are subordinated to all of our existing and future Senior Indebtedness (as defined in the related Indenture) and are pari passu with respect to the zero coupon subordinated debentures due 2018.

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* This statement and other statements similarly marked are forward-looking statements reflecting current expectations. There can be no assurance that our actual performance will meet current expectations. See Risk Factors discussion beginning on page 40 of this document.

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Item 3. ***Quantitative and Qualitative Disclosure About Market Risk***

Our market risks at September 30, 2002 have not changed significantly from those discussed in Item 7A of our Form 10-K/A for the year ended December 31, 2001 filed with the Securities and Exchange Commission on June 28, 2002, except for the interest rate swap financial derivative. We entered into interest-rate swap agreements to modify the interest characteristics of our outstanding 5.25% convertible subordinated notes 2006 (the Notes) so that the interest payable on the Notes effectively becomes variable and thus matches the variable interest rate received from our cash and marketable securities. Accordingly, interest rate fluctuations impact the fair value of the Notes outstanding, which will be offset by corresponding changes in the fair value of the swap agreements. However, by entering into these swap agreements, we have a cash flow exposure related to the risk that interest rates may increase. See also Note 11, Interest Rate Swap Transaction, in the Notes to Condensed Consolidated Financial Statements of Part I and the Management s Discussion and Analysis of Financial Condition and Results of Operations section of Item 2 of this Form 10-Q for additional discussions of our market risks.

Risk Factors

Investing in our common stock involves a high degree of risk. The risks described below are not the only ones facing our company. Additional risks not presently known to us or that we deem immaterial may also impair our business operations. Any of the following risks could materially adversely affect our business, operating results and financial condition and could result in a complete loss of your investment.

Our Financial Results Will Likely Fluctuate.

Our revenues and operating results have varied significantly in the past. We expect fluctuations in our operating results to continue. As a result, we believe that period-to-period comparisons of our financial results should not be relied on as an indicator of our future results. Our expense levels are based in part on our expectations regarding future revenues and in the short term are relatively fixed. We may be unable to adjust our expenses in time to compensate for any unexpected revenue shortfall.

We were not profitable in 2001, 2000 and 1999. In 2001, we had a net loss of $100.7 million compared to a net loss of $123.9 million in 2000 and a net loss of $156.9 million in 1999. For the three months ended September 30, 2002 and 2001, we had net income of $9.1 million on net revenue of $232.2 million and net loss of $11.3 million on net revenue of $205.6 million, respectively. For the nine months ended September 30, 2002 and 2001, we had net income of $46.0 million on net revenue of $685.9 million and net loss of $95.8 million on net revenue of $554.4 million, respectively.

Operational Factors

Operational factors that may cause our revenues, gross margins and operating results to fluctuate significantly from quarter to quarter include:

- volume, size and timing of new licenses and renewals of existing licenses;
- introduction of new products, product upgrades or updates by us or our competitors;
- the mix of products we sell and services we offer and whether, in the case of products, our products are sold directly by us or indirectly through distributors and whether, in the case of software licenses, the licenses are time-based subscription licenses or perpetual licenses;
- costs or charges related to our acquisition or dispositions, including our recent acquisition of the publicly held shares of McAfee.com;
- the components of our revenue that are deferred, particularly that portion attributable to our ASP/MSP subscription model; and
- stock-based compensation charges and costs related to extraordinary events, including litigation, reductions in force and relocation of personnel.

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Seasonal and Macroeconomic Factors

Our net revenue is typically higher in the fourth quarter, as many customers complete annual budgetary cycles, and lower in the summer months when many businesses experience lower sales, particularly in the European market. In recent periods, poor economic conditions in Asia, particularly Japan, and Latin America have hurt our business. Customer concerns about weakening U.S. and global economic conditions and the uncertainties following the terrorist attacks of September 11, 2001 could also harm our business.

We Face Risks Related to the Pending Formal SEC Investigation and Our Recent Accounting Restatement.

On March 22, 2002, the Securities and Exchange Commission notified us that it has commenced a Formal Order of Private Investigation into our accounting practices. The SEC inquiry may result in a diversion of management s attention and resources and may contribute to current and future stock price volatility.

On April 26, 2002, we announced that we had discovered accounting inaccuracies in certain prior period financial statements, requiring restatement of the financial statements for these periods. We conducted an internal investigation under the direction of the audit committee of our board of directors to determine the scope and magnitude of these inaccuracies. On May 17, 2002, we announced that the audit committee had completed its internal accounting investigation and as a result we were required to restate certain of our financial statements. On June 28, 2002, we filed the required restated financial statements. The plaintiffs in the securities class action pending against us and our former officers have filed an amended complaint for federal securities claims related to the specific accounting inaccuracies identified in the restatement. The filing of these restated financial statements may lead to new litigation, may expand the claims and the class period in pending litigation, and may increase the cost of defending or resolving current litigation.

The filing of restated financial statements to correct the discovered accounting inaccuracies does not resolve the pending SEC inquiry into our accounting practices. The resolution of the SEC inquiry into our prior accounting practices could require the filing of additional restatements of our prior financial statements or require that we take other actions not presently contemplated.

It Is Difficult for Us to Estimate Operating Results Prior to the End of a Quarter.

Because we do not maintain a significant level of backlog, product revenues in any quarter are dependent on contracts entered into or orders booked and shipped in that quarter. Historically, we have experienced a trend toward more product orders, and therefore, a higher percentage of revenue shipments, in the last month of a quarter. Some customers believe they can enhance their bargaining power by waiting until the end of a quarter to place their order.

We Face Risks Related to the Acquisition and Integration of McAfee.com.

In September 2002, we acquired all of the publicly traded Class A common stock of our former subsidiary, McAfee.com. As part of this acquisition, we merged McAfee.com into Network Associates and have begun integrating McAfee.com s operations into our McAfee Consumer Group. We face a number of risks in connection with the McAfee.com integration, including:

- the integration of McAfee.com s workforce, infrastructure and products with our own may not proceed as quickly as expected and significant unanticipated costs could be incurred;

- sales force confusion could occur during integration activities, possibly resulting in customer dissatisfaction or customer losses; and

- integration and related activities may divert management s attention.

We Face Risks Associated With Past and Future Transactions.

Acquisitions

We may buy or make investments in complementary companies, products and technologies. Since 1995, we have completed a large number of significant acquisitions involving both public and private companies including the acquisition of the publicly traded McAfee.com shares in September 2002, the acquisition of CyberMedia and Dr. Solomon s in 1998 and Network General in 1997. We have also completed a number of smaller acquisitions and we have acquired a number of our international distributors.

Integration of an acquired company or technology is a complex, time consuming and expensive process. The successful integration of an acquisition requires, among other things, that we:

integrate and retain key management, sales and other personnel;

integrate the acquired products into our product offerings both from an engineering and sales and marketing perspective;

integrate and support preexisting supplier, distribution and customer relationships;

coordinate research and development efforts; and

consolidate duplicate facilities and functions.

The geographic distance between the companies, the complexity of the technologies and operations being integrated, and the disparate corporate cultures being combined may increase the difficulties of integrating an acquired company or technology. Management s focus on the integration of operations may distract attention from our day-to-day business and may disrupt key research and development, marketing or sales efforts. In addition, it is common in the technology industry for aggressive competitors to attract customers and recruit key employees away from companies during the integration phase of an acquisition.

Our available cash and securities may be used to buy or invest in companies or products, possibly resulting in significant acquisition-related charges to earnings and dilution to our stockholders. Moreover, if we buy a company, we may have to incur or assume that company s liabilities, including liabilities that are unknown at the time of acquisition.

Investments

We have made a number of venture and minority investments in private companies with complementary products, services and technologies. As of September 30, 2002, all our venture and minority venture investments have been written down to zero. During 2002 and 2001, we recorded impairment charges of $0.2 million and $20.6 million, respectively, impairment charge in connection with these investments. We may make additional strategic investments.

We Are Subject to Intense Competition in the Network Management and Security Markets and We Expect to Face Increased Competition in the Future.

The markets for our products are intensely competitive and we expect competition to increase in the near-term. Some of our competitors have longer operating histories, greater name recognition, larger technical staffs, established relationships with hardware vendors and/or greater financial, technical and marketing resources.

Anti-Virus Software

Our principal competitor in the anti-virus market is the Norton Product Group of Symantec. Trend Micro remains the strongest competitor in the Asian anti-virus market, with Dr. Ahn s making recent inroads, particularly in Japan and Korea. Other anti-virus competitors include numerous smaller companies and shareware authors that may in the future develop competing software or be consolidated into larger competitors.

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Network Security

Our principal competitors in the security market vary by product type. For firewalls, our principal competitors include CheckPoint, Symantec, and larger companies such as Cisco Systems and Microsoft. For intrusion detection products, we compete with Cisco Systems, Internet Security Systems and Symantec. The markets for encryption and virtual private network, or VPN, products are highly fragmented with numerous small and large vendors. VPN competitors include hardware and software vendors, including telecommunications companies and traditional networking suppliers. The markets for encryption and virtual private network (or VPN) products are highly fragmented with numerous small and large vendors. VPN competitors include hardware and software vendors, including telecommunications companies and traditional networking suppliers.

Network Management

Our principal competitor in the network management market is Agilent. Other competitors include Acterna Corporation, Cisco Systems, Computer Associates, Compuware, Concord Communications, DeskTalk Systems, GN Nettest, Network Instruments, Radcom Technologies, Shomiti Systems and WildPackets.

Help Desk

Our principal competitors in the help desk market are BMC (which recently acquired the Remedy help desk software), Computer Associates, FrontRange Solutions and Peregrine Systems.

Other Competitors

We also face competition from large software companies such as HP, Intel, Microsoft and Novell, which may offer network security and management products as enhancements to their operating system.

We Face Risks Related to Our International Operations.

Net revenue from international sales represented approximately 42% and 34% of our net revenue for the three months ended September 30, 2002 and 2001, respectively, and 41% and 35% for the nine months ended September 30, 2002 and 2001, respectively. We intend to focus on international growth and expect international revenue to account for a significant percentage of our net revenue. Related risks include:

- longer payment cycles and greater difficulty in collecting accounts receivable;
- increased costs and management difficulties related to the building of our international sales and support organization;
- the acceptance of the reorganization of our international sales forces by regions;
- the need to train and integrate recently hired senior personnel in Europe, Asia-Pacific and Latin America;
- uncertainties relative to regional economic circumstances, including the continued economic weakness in Asia and economic weakness in Latin America and pricing pressures associated with weak economic conditions in these regions;
- our ability to adapt to sales practices and customer requirements in different cultures;
- currency fluctuations and risks related to hedging strategies;
- political instability in both established and emerging markets;
- tariffs, trade barriers and export restrictions; and

a high incidence of software piracy in some countries.

Additionally, our sales forces are organized by geographic region. This structure may lead to sales force competition for sales to multinational customers and may reduce our ability to effectively market our products to multinational customers.

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We May Need to Use a Large Portion of Our Cash Balances, Issue a Significant Amount of Our Common Stock or Incur Additional Indebtedness to Redeem Our Outstanding Debentures.

On February 13, 1998, we issued zero coupon debentures having an aggregate face amount at maturity of $885.5 million and generating net proceeds (after deducting fees and expenses) to us of approximately $337.6 million. The initial price for the debentures was $391.06 per $1,000 of principal amount at maturity. At the option of the holder, we must redeem the debentures as of February 13, 2003 at a repurchase price equal to the initial issue price plus the accretion of original issue discount on the debentures to such date (or $494.52 per $1,000 of principal amount at maturity). In the case of such a required redemption, at our option, we may pay the aggregate redemption price in cash, shares of our common stock or a combination of cash and common stock. The number of shares of common stock so issued by us would be based on the fair value of our common stock at the time of any required repurchase. On the same date and at the same repurchase price, we may at our option redeem the outstanding debentures for cash.

As of September 30, 2002, we had outstanding zero coupon debentures with an aggregate face amount of approximately $358.5 million. Assuming that as of February 13, 2003, these outstanding debentures are redeemed, the aggregate redemption price would equal approximately $177.2 million.

In anticipation of any repurchase or optional redemption of the debentures, we may issue additional indebtedness to pay all or a portion of the repurchase or redemption price. This indebtedness may be issued in a greater amount than, or on terms less favorable than, the outstanding debentures or notes.

We May Incur Significant Stock-Based Compensation Charges Related to Repriced Options and Assumed McAfee.com Options.

We may incur stock-based compensation charges related to employee options repriced in April 1999 (Repriced Options) and McAfee.com options we assumed in the acquisition of the publicly traded McAfee.com shares in September 2002 (McAfee.com Options). The size of these charges could be significant depending on the movements in the market value of our common stock. As a result of Financial Accounting Standards Board Interpretation No. 44, effective July 1, 2000, Repriced Options and McAfee.com Options are subject to variable accounting treatment. The stock-based compensation charge (or credit) is determined by the excess (or deficiency) of our closing stock price at the end of a reporting period over the fair value of our common stock on July 1, 2000, which was $20.375 for the repriced options. For the McAfee.com options, the stock-based compensation charge (or credit) is determined by the excess (or deficiency) of our closing stock price over the exercise price of the option minus $8.00 payable upon exercise of the option. As of September 13, 2002, our closing stock price was $13.10. Remeasurement of the charge continues until the earlier of the date of exercise, forfeiture or cancellation without replacement. The resulting compensation charge (or credit) to earnings will be recorded over the remaining life of the options subject to variable accounting treatment.

As of September 30, 2002, we incurred a stock-based compensation charge of approximately $11.2 million relating to the assumption of McAfee.com Options. No charges were recorded for Repriced Options. During the remaining life of both the McAfee.com Options and Repriced Options we may record additional stock-based compensation charges. We estimate that for a $1 increase in our stock price at September 30, 2002, we will record a stock-based compensation charge of approximately $0.8 million.

We Have Recently Experienced Significant Changes in Senior Management and Plan to Add New Members of Senior Management.

Several members of our senior management have only been added in the last year, and we intend to continue to add new members to senior management. In September 2002, we announced that William Kerrigan joined us as our senior vice president of our new McAfee Consumer division and Gregory Jorgensen joined as our senior vice president of marketing. In October 2002, we named Raymond J. Smets as president of Sniffer Technologies and announced Kevin Weiss as our new president of Europe, Middle East and Africa. Changes in management may be disruptive to our business and may result in the departure of existing

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employees and/or customers. It may take significant time to locate, retain and integrate qualified management personnel.

Critical Personnel May Be Difficult to Attract, Assimilate and Retain.

Our success depends in large part on our ability to attract and retain technically qualified and highly skilled sales, consulting, technical, marketing and management employees. Competition for qualified employees is intense, resulting in upward pressure on wages. In addition to our recent management additions, we hired a significant number of new employees in 2000 and 2001. We may continue to add new employees to fill positions vacated by departing employees and to expand our business. There may be reduced levels of productivity as recent hires are trained and otherwise assimilate and adapt to our organization.

Other than executive management who have at will employment agreements, our employees are not typically subject to an employment agreement or non-competition agreement. We may be unsuccessful in retaining key personnel. For example, after April 22, 2000, the end of the 12-month lock-up period for options repriced in April 1999, we experienced a larger than normal level of employee departures as many of these employees elected to terminate their employment with us. We may also have difficulties in retaining employees because many of our employees hold options to purchase our stock at prices significantly above the current market price for our stock.

We Depend on Revenue from Our Flagship Anti-Virus and Sniffer Technologies Products.

We have historically derived a majority of our net revenues from our flagship McAfee Security anti-virus software products and Sniffer Technologies network fault and performance management products. These products are expected to continue to account for a significant portion of our net revenues for the foreseeable future. Because of this revenue concentration, our business could be harmed by a decline in demand for, or in the prices of, these products as a result of, among other factors, any change in our pricing model, a maturation in the markets for these products or other risks described in this document.

Customers May Cancel or Delay Purchases.

Weakening economic conditions, new product introductions and expansions of our business may increase the time necessary to sell our products and services and require us to spend more on our sales efforts. Our products and services may be considered to be capital purchases by our current or prospective customers. Capital purchases are often discretionary and, therefore, are canceled or delayed if the customer experiences a downturn in its business prospects or as a result of economic conditions in general.

We Face a Number of Risks Related to Our Product Sales through Distributors.

We sell a significant amount of our products through intermediaries such as distributors. Our top ten distributors typically represent approximately 38% to 43% of our net revenue in any quarter. Our largest distributor, Ingram Micro, accounted for approximately 24% and 30% of net revenue during the three months

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ended September 30, 2002 and 2001, respectively, and 23% and 29% of net revenue during the nine months ended September 30, 2002 and 2001, respectively.

Loss of a Distributor

Our distributor agreements may be terminated by either party without cause. If one of our significant distributors terminates its distribution agreement, we could experience a significant interruption in the distribution of our products.

Need for Accurate Distributor Information

We recognize revenue on products sold by our distributors when distributors sell our products to their customers. To determine our business performance at any point in time or for any given period, we must timely and accurately gather sales information from our distributors information systems, at an increased cost to us. Our distributors information systems may be less accurate or reliable than our internal systems.

Sale of Competing Products

Our distributors may sell other vendors products that are complementary to, or compete with, our products. While we encourage our distributors to focus on our products through market and support programs, these distributors may give greater priority to products of other suppliers, including competitors.

Payment Difficulties

Some of our distributors may experience financial difficulties, which could adversely impact our collection of accounts receivable. Our allowance for doubtful accounts was approximately $7.0 million at September 30, 2002; $8.4 million at December 31, 2001; and $15.3 million at December 31, 2000. In 1999, one of our large European distributors, CHS, entered bankruptcy requiring us to record a related accounts receivable write-off of approximately $28.7 million. Also in 1999, Pinacor, a U.S. distributor, entered bankruptcy requiring us to record a related accounts receivable write-off of approximately $6.0 million. We regularly review the collectibility and credit-worthiness of our distributors and other customers to determine an appropriate allowance for doubtful accounts. Our uncollectable accounts could exceed our current or future allowances.

We Face the Risk of Future Non-Recurring Charges in the Event of Impairment and Will Experience Significant Amortization Charges Related to Purchased Technology.

We adopted SFAS 142 beginning in 2002 and, as a result, we no longer amortize goodwill. However, we will continue to have significant amortization related to purchased technology, trademarks, patents and other intangibles, and we must evaluate our intangible assets, including goodwill and purchased technology, at least annually for impairment. We completed the initial impairment review during the second quarter of 2002. As a result, the intangible assets were determined not to be impaired. For the three months ended September 30, 2002 and 2001, our amortization charge for purchased technology and other intangibles was $3.1 million and $2.6 million, respectively. For the nine months ended September 30, 2002 and 2001, our amortization charge for purchased technology and other intangibles was $8.5 million and $9.9 million, respectively. If we determine that these items are impaired, we will be required to take a related non-recurring charge to earnings.

We Face Risks Related to the Recent Reorganization of Our Professional Services Organization.

Historically, our professional service organization was organized by product groups. In October 2002, we announced the formation of our Expert Services Organization. This organization will be located in each of our geographical regions. The Expert Services Organization combines the professional service teams from our

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McAfee Security and Sniffer Technologies product groups to serve as our professional services and educational organization. Risks related to this reorganization include:

- the integration of our professional services teams may prove to be unsuccessful, might take more time than anticipated or might cost more than expected;
- integration of the professional services teams and related activities may divert management s attention; and
- integration of the professional services teams may be disruptive to pre-existing customer relationships.

We Face Risks Related to Our Application Service Provider Strategy.

Customers of our ASP or hosted products and services essentially rent the use of our software. For example, McAfee Security ASaP offers hosted services to corporate customers and our McAfee.com website is dedicated to updating, upgrading and managing PCs over the Internet for consumers and small to medium-sized businesses. This web-based model is a relatively new concept, and our ASP products and services may fail to maintain or increase market acceptance. The growth, market acceptance and ultimate profitability of our ASP services is highly uncertain and subject to a number of factors, including:

- our ability to successfully adapt existing products or develop new or enhanced products that operate in a fast, secure and reliable manner over the Internet;
- increased expenditures associated with the creation of a new business or delivery platform, such as product development, marketing and technical and administrative support;
- the introduction of new products by third-party competitors; and
- our ability to properly price our products and services to generate the greatest revenue opportunities.

Our Managed Service Provider Strategy Exposes Us to Risks in Addition to Those Generally Experienced as an ASP.

We also make our hosted products and services available over the Internet in what we refer to as a managed environment. Unlike our ASP solutions, these managed service provider, or MSP, solutions are customized, monitored and updated by networking professionals for a specific customer. To successfully offer MSP services we must:

- effectively monitor and customize each customer s managed services;
- attract and retain qualified networking professionals to manage customer accounts; and
- effectively price our products and services to account for the higher costs associated with selling managed services.

We also allow intermediaries, such as Internet Service Providers, to sell and host our products and services in a managed environment. This MSP reseller strategy exposes us to additional risks:

- we must select, train and maintain qualified and financially stable MSP resellers;
- it is more difficult for us to ensure customer satisfaction as we do not have direct customer contact and we rely on our resellers to timely and properly customize and administer our products and services;
- we must develop and maintain mutually satisfactory revenue sharing arrangements with our MSP resellers; and
- our MSP resellers may compete with our own MSP efforts.

We Face Risks Related to Our Strategic Alliances, including Our Alliance with ISS.

We may not realize the desired benefits from our strategic alliances on a timely basis or at all. We face a number of risks relating to our strategic alliances including:

Our strategic alliances are generally terminable by either party with no or minimal notice or penalties. We may expend significant time, money and resources to further strategic alliances that are terminated.

Business interests may diverge over time, which might result in conflict or termination.

Strategic alliances require significant coordination between the parties involved. To be successful, our alliances may require the integration of other companies products with our products, which may involve significant time and expenditure by our technical staff and the technical staff of our strategic allies.

Our sales and marketing force may require additional training to market products that result from our strategic alliances. The marketing of these products may require additional sales force efforts and may be more complex than the marketing of our own products.

The integration of products from different companies may be more difficult than we anticipate, the risk of integration difficulties, incompatible products and undetected programming errors or bugs may be higher than that normally associated with new products.

Our strategic alliances may involve providing professional services, which might require significant additional training of our professional services personnel and coordination between our professional services personnel and other third-party professional service personnel.

Due to the complex nature of our products and of those parties with whom we have strategic alliances, it may take longer then we anticipate to successfully integrate and market our respective products.

We Face Product Development Risks Associated with Rapid Technological Changes in Our Market.

The network security and management market is highly fragmented and characterized by ongoing technological developments, evolving industry standards and rapid changes in customer requirements. Our success depends on our ability to timely and effectively:

offer a broad range of network security and management software products;

enhance existing products and expand product offerings;

respond promptly to new customer requirements and industry standards; and

remain compatible with popular operating systems such as Linux, NetWare, Windows XP, Windows 2000, Windows 98 and Windows NT, and develop products that are compatible with new or otherwise emerging operating systems.

We may experience delays in software development as we have at times in the past. Complex software products like ours may contain undetected errors or version compatibility problems, particularly when first released, which could delay or harm market acceptance.

Our long-term success depends on our ability to keep our products current. For example, the proliferation of new and changing viruses makes it imperative to update anti-virus products frequently to avoid obsolescence. Accordingly, we must upgrade and update existing product offerings, modify and enhance acquired products and introduce new products, which meet our customers needs. We believe that our ability to provide these upgrades and updates frequently and at low costs is key to our anti-virus success.

Competitors May Include Products Similar to Ours in Their Hardware or Software and Render Our Products Obsolete, and if There Are Fewer Weaknesses in Third-Party Software, the Perceived Need for Our Software May Decline.

Vendors of hardware and of operating system software or other software (such as firewall or e-mail software) may enhance their products or bundle separate products to include network security and management software similar to our products. From time to time, Microsoft has indicated that it would incorporate its own anti-virus software or functionality into its products. The widespread inclusion of products that perform the same or similar functions as our products within computer hardware or other software could render our products obsolete and unmarketable. Furthermore, even if these incorporated products are inferior or more limited than our products, customers may elect to accept the incorporated products rather than purchase our products. If we are unable to develop new network security and management products to further enhance operating systems or other software and to successfully replace any obsolete products, our business could suffer.

Many current viruses exploit known weaknesses in third-party software. If these weaknesses are corrected or, if there are fewer third-party software weaknesses, the perceived need for our products may decline.

Our Hardware Based Products Face Manufacturing, Supply, Inventory, Licensing and Obsolescence Risks.

Third-Party Manufacturing

We rely on a small number of third parties to manufacture some of our hardware-based Sniffer Technologies and E-ppliance products. We expect the number of our hardware-based products and our reliance on third-party manufacturers to increase as software-only network security and management solutions become less viable. Reliance on third-party manufacturers involves a number of risks, including the lack of control over the manufacturing process and the potential absence or unavailability of adequate capacity. If any of our third party manufacturers cannot or will not manufacture our products in required volumes, on a cost-effective basis, in a timely manner, or at all, we will have to secure additional manufacturing capacity. Even if this additional capacity is available at commercially acceptable terms, the qualification process could be lengthy and could cause interruptions in product shipments. The unexpected loss of any of our manufacturers would be disruptive to our business.

Sourcing

Our hardware-based products contain critical components supplied by a single or a limited number of third parties. Any significant shortage of components or the failure of the third-party supplier to maintain or enhance these products could lead to cancellations of customer orders or delays in placement of orders.

Third-Party Licenses

Some of our hardware-based products incorporate licensed software. We must be able to obtain reasonably priced licenses and successfully integrate this software with our hardware.

Obsolescence

Hardware based products may face greater obsolescence risks than software products. We could incur losses or other charges in disposing of obsolete inventory.

We Rely on the Continued Prominence of Microsoft Technology.

Although we intend to support other operating systems, we seek to be the leading supplier of network security and management products for Windows/ Intel based networks. Sales of our products would be materially and adversely affected by market developments that are adverse to the Windows operating environments, including the failure of users and application developers to accept Windows. In addition, our ability to develop products using the Windows operating environments is dependent on our ability to gain timely access to, and to develop expertise in, current and future developments by Microsoft. We may be unable to gain the necessary access from Microsoft to its product development activities.

We May Fail to Support Operating Systems which Successfully Compete with Microsoft s Technology, Including Competing Versions of the Unix Operating System.

We are expanding our product support to include the Unix operating system and the Linux operating system. Sales of our products could be materially and adversely impacted by our failure to support those operating systems or competing operating systems that receive broad market acceptance. The Unix system encompasses many separate operating systems of which we only support a few, including for example, Sun Microsystems Solaris Unix operating system.

We Rely Heavily on Our Intellectual Property Rights which Offer Only Limited Protection against Potential Infringers.

We rely on a combination of contractual rights, trademarks, trade secrets, patents and copyrights to establish and protect proprietary rights in our software. However, the steps taken by us to protect our proprietary software may not deter its misuse or theft. We are aware that a substantial number of users of our anti-virus products have not paid any registration or license fees to us. Competitors may also independently develop technologies or products that are substantially equivalent or superior to our products. Changing legal interpretations of liability for unauthorized use of our software, or lessened sensitivity by corporate, government or institutional users to avoiding infringement of intellectual property could also harm our business.

Intellectual Property Litigation in the Network Security and Management Market Is Common and Can Be Expensive.

Litigation may be necessary to enforce and protect trade secrets and other intellectual property rights that we own. Similarly, we may be required to defend against claimed infringement by others.

In addition to the expense and distractions associated with litigation, adverse determinations could:

- result in the loss of our proprietary rights;
- subject us to significant liabilities, including monetary liabilities;
- require us to seek licenses from third parties; or
- prevent us from manufacturing or selling our products.

The litigation process is subject to inherent uncertainties. We may not prevail in these matters, or we may be unable to obtain licenses with respect to any patents or other intellectual property rights that may be held valid or infringed upon by our products or us.

If we acquire a portion of software included in our products from third parties, our exposure to infringement actions may increase because we must rely upon these third parties as to the origin and ownership of any software being acquired. Similarly, exposure to infringement claims increases if we employ or hire software engineers previously employed by competitors, notwithstanding measures taken by us or our competitors to protect our competitors intellectual property.

Pending or Future Litigation Could Have a Material Adverse Impact on Our Results of Operation and Financial Condition.

In addition to intellectual property litigation, from time to time, we have been subject to litigation. Where we can make a reasonable estimate of the liability relating to pending litigation, we record a related liability. As additional information becomes available, we assess the potential liability and revise estimates as appropriate. However, because of uncertainties relating to litigation, the amount of our estimates could be wrong. In addition to the related cost and use of cash, pending or future litigation could cause the diversion of

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management s attention and resources. A putative securities class action is currently pending against us, our directors and our former officers. The plaintiffs allege that we and the other defendants improperly engaged in a course of conduct by which we improperly accounted for revenue from our software license sales and that, as a result, certain of our financial statements were false and misleading and not in compliance with generally accepted accounting principles. The plaintiffs in this action have filed an amended complaint for federal securities claims relating to our recent accounting restatement.

Product Liability and Related Claims May Be Asserted against Us.

Our network security and management software products are used to protect and manage computer systems and networks that may be critical to organizations. As a result, our sale and support of these products involves the risk of potential product liability and related claims. Our license agreements with our customers typically contain provisions designed to limit our exposure to potential product liability claims. It is possible, however, that the limitation of liability provisions may not be effective under the laws of certain jurisdictions, particularly in circumstances involving unsigned licenses.

Computer Hackers May Damage Our Products, Services and Systems.

Due to our high profile in the security software market, we have been a target of computer hackers who have, among other things, created viruses to sabotage or otherwise attack our products and services, including our various websites. For example, we have recently seen the spread of viruses, or worms, that intentionally delete antivirus and firewall software. Similarly, hackers may attempt to penetrate our network security and misappropriate proprietary information or cause interruptions of our internal systems and services. Also, a number of websites have been subject to denial of service attacks, where a website is bombarded with information requests eventually causing the website to overload, which causes a delay or disruption of service. If successful, any of these events could damage users or our computer systems. In addition, since we do not control diskette duplication by distributors or our independent agents, diskettes containing our software may be infected with viruses.

False Detection of Viruses and Actual or Perceived Security Breaches Could Adversely Affect Our Business.

Our anti-virus software products have in the past and may at times in the future falsely detect viruses that do not actually exist. These false alarms, while typical in the industry, may impair the perceived reliability of our products and may therefore adversely impact market acceptance of our products. In addition, we have in the past been subject to litigation claiming damages related to a false alarm, and similar claims may be made in the future. An actual or perceived breach of network or computer security at one of our customers, regardless of whether the breach is attributable to our products, could adversely affect the market s perception of our security products.

Business Interruptions May Impede Our Operations and Adversely Affect Our Business.

We face a number of potential business interruption risks that are beyond our control. The State of California has experienced intermittent power shortages, sharp increases in the cost of energy and even interruptions of service to some business customers.

Additionally, we may experience natural disasters that could interrupt our business. Our corporate headquarters is located near a major earthquake fault. The potential impact of a major earthquake on our facilities, infrastructure and overall operations is not known. Despite safety precautions that have been implemented, there is no guarantee that an earthquake would not seriously disturb our entire business process. We are largely uninsured for losses and business disruptions caused by an earthquake and other natural disasters.

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We Face Risks Associated with U.S. Government Contracting.

We are currently engaged in several research and development contracts with agencies of the U.S. government. The willingness of these government agencies to enter into future contracts with us depends in part on our continued ability to meet their expectations.

Minimum fee awards for companies entering into government contracts are generally between 3% and 7% of the costs incurred by them in performing their duties under the related contract. However, these fee awards may be as low as 1% of the contract costs. Furthermore, these contracts are subject to cancellation at the convenience of the government agencies. Although we have been awarded contract fees of more than 1% of the contract costs in the past, minimum fee awards or cancellations may occur in the future. Reductions or delays in federal funds available for projects we are performing could also have an adverse impact on our government business. Contracts involving the U.S. government are also subject to the risks of disallowance of costs upon audit, changes in government procurement policies, required competitive bidding and, with respect to contracts involving prime contractors or government-designated subcontractors, the inability of those parties to perform under their contracts.

Our Cryptography Technology Is Subject to Export Restrictions.

Some of our network security products, particularly those incorporating encryption, may be subject to export restrictions. As a result, some products may not be exported to international customers without prior U.S. government approval. The list of products and end users for which export approval is required, and the regulatory policies with respect thereto, are subject to revision by the U.S. government at any time. The cost of compliance with U.S. and international export laws and changes in existing laws could affect our ability to sell certain products in certain markets, and could have a material adverse effect on our international revenues.

Our Stock Price Has Been Volatile and Is Likely to Remain Volatile.

During the nine months ended September 30, 2002, our stock price was highly volatile ranging from a per-share high of $30.26 to a low of $10.10. During the year ended December 31, 2001, our stock price ranged from a per-share high of $27.27 to a low of $4.19. On November 11, 2002, our close price per share price was $16.47. Announcements, business developments, such as a material acquisition, litigation developments, and our ability to meet the expectations of investors with respect to our operating and financial results may contribute to current and future stock price volatility. We may not discover, or be able to confirm, revenue or earnings shortfalls until the end of a quarter, which could result in an immediate drop in our stock price. Securities class action litigation has been instituted following previous periods of volatility. A number of putative class actions were brought against our former officers, directors and us. This litigation, and any other litigation, could result in substantial costs and a diversion of management s attention and resources.

Future Sales of Our Common Stock in the Public Market or Option Exercises and Sales Could Lower Our Stock Price.

A substantial number of the shares of our common stock are subject to stock options and our outstanding convertible debentures and notes may be converted into shares of common stock. We cannot predict the effect, if any, that future sales of shares of common stock, or the availability of shares of common stock for future sale, will have on the market price of our common stock. Sales of substantial amounts of common stock, including shares issued upon the exercise of stock options or the conversion of our outstanding convertible notes or debentures, or the perception that such sales could occur, may adversely affect prevailing market prices for our common stock.

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Our Charter Documents and Delaware Law and Our Rights Plan May Impede or Discourage a Takeover, which Could Lower Our Stock Price.

Our Charter Documents and Delaware Law

Pursuant to our charter, our board of directors has the authority to issue up to 5,000,000 shares of preferred stock and to determine the price, rights, preferences, privileges and restrictions, including voting rights, of those shares without any further vote or action by our stockholders. The issuance of preferred stock could have the effect of making it more difficult for a third party to acquire a majority of our outstanding voting stock.

Our classified board and other provisions of Delaware law and our certificate of incorporation and bylaws, could also delay or make a merger, tender offer or proxy contest involving us more difficult.

Our Rights Plan

Our board of directors has adopted a shareholders rights plan. The rights will become exercisable the tenth day after a person or group announces acquisition of 15% or more of our common stock or announces commencement of a tender or exchange offer the consummation of which would result in ownership by the person or group of 15% or more of our common stock. If the rights become exercisable, the holders of the rights (other than the person acquiring 15% or more of our common stock) will be entitled to acquire in exchange for the rights exercise price, shares of our common stock or shares of any company in which we are merged, with a value equal to twice the rights exercise price.

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Item 4. ***Disclosure Controls and Procedures***

During the 90 day period prior to the filing of this quarterly report, an evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934, as amended). Our CEO and CFO believe based on the evaluation that the design and operation of our disclosure controls and procedures are effective to ensure that material information relating to Networks Associates is made known to them by others within the Company during the period in which this Report on Form 10-Q was being prepared. During the third quarter, we appointed David Roche as the head of our internal audit function. Prior to this appointment, Mr. Roche provided internal audit services to us as an outside service provider. Except as described above, there have been no significant changes in our internal controls or, to our knowledge, in other factors that could significantly affect internal controls subsequent to that evaluation.

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PART II: OTHER INFORMATION

Item 1. ***Legal Proceedings***

Information with respect to this item is incorporated by reference to Note 12 of the Notes to the Condensed Consolidated Financial Statements included herein on page 18 of this Report on Form 10-Q.

Item 2. ***Changes in Securities***

Nothing to report.

Item 3. ***Defaults in Securities***

Nothing to report.

Item 4. ***Submission of Matters to a Vote of Security Holders***

Nothing to report.

Item 5. ***Other Information***

The Company has revised its Insider Trading Policy to allow directors, officers and other employees covered under the policy to establish, under limited circumstances contemplated by Rule 10b5-1 under the Securities Exchange Act of 1934, written programs that permit automatic trading of the Company s stock or trading of the Company s stock by an independent person (such as an investment bank) who is not aware of material inside information at the time of the trade. As of September 30, 2002, George Samenuk, the Company s Chairman and Chief Executive Officer, Stephen C. Richards, the Company s Chief Operating Officer and Chief Financial Officer, Vernon Gene Hodges, the Company s President, Kent H. Roberts, the Company s Executive Vice President and General Counsel, and Bakulesh Mehta, the President of the Company s Sniffer Technologies product group adopted Rule 10b5-1 trading plans. The Company believes that additional directors, officers and employees may establish such programs. In the quarter ended September 30, 2002, all trades in the Company s stock made by officers who have adopted Rule 10b5-1 trading plans were made pursuant to the terms of such plans.

Item 6. ***Exhibits and Reports on Form 8-K***

(a) *Exhibits.* The exhibits listed in the accompanying Exhibit Index are filed or incorporated by reference as part of this Report.

Form 8-K reports.

On July 1, 2002, Company filed a report on Form 8-K announced that it planned to make an offer to the stockholders of McAfee.com Corporation to exchange their shares of Class A common stock of McAfee.com Corporation for shares of Network Associates common stock.

On July 3, 2002, the Company filed a report on Form 8-K to file revised 2001, 2000 and 1999 Consolidated Financial Statements and Notes to Consolidated Financial Statements to include supplemental disclosure requirements to comply with Statement of Financial Accounting Standards No. 142 Goodwill and Other Intangible Assets, paragraph 61.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, and the results and regulations promulgated thereunder, the registrant has duly caused this amended report to be signed on its behalf by the undersigned thereunto duly authorized.

NETWORKS ASSOCIATES, INC.

/s/ STEPHEN C. RICHARDS

Name: Stephen C. Richards
Title: *Chief Operating Officer and Chief Financial Officer*

Date: November 12, 2002

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SARBANES-OXLEY SECTION 302(a) CERTIFICATION

I, George Samenuk, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Networks Associates, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The issuer s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the issuer and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the issuer s disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the Evaluation Date); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The issuer s other certifying officers and I have disclosed, based on our most recent evaluation, to the issuer s auditors and the audit committee of the issuer s board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the issuer s ability to record, process, summarize and report financial data and have identified for the issuer s auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer s internal controls; and

6. The issuer s other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 12, 2002

/s/ GEORGE SAMENUK

Name: George Samenuk
Title: Chairman and Chief Executive Officer

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I, Stephen C. Richards, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Networks Associates, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The issuer s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the issuer and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the issuer s disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the Evaluation Date); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The issuer s other certifying officers and I have disclosed, based on our most recent evaluation, to the issuer s auditors and the audit committee of the issuer s board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the issuer s ability to record, process, summarize and report financial data and have identified for the issuer s auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer s internal controls; and

6. The issuer s other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 12, 2002

/s/ STEPHEN C. RICHARDS

Name: Stephen C. Richards
Title: Chief Operating Officer and
Chief Financial Officer

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CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, George Samenuk certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Networks Associates, Inc. on Form 10-Q for the quarterly period ended September 30, 2002 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of Networks Associates, Inc.

By: /s/ GEORGE SAMENUK

Name: George Samenuk
Title: Chairman and Chief Executive Officer

I, Stephen C. Richards certify, pursuant to 18 U.S.C. Section 135-0, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Networks Associates Inc. on Form 10-Q for the quarterly period ended September 30, 2002 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of Networks Associates Inc.

By: /s/ STEPHEN C. RICHARDS

Name: Stephen C. Richards
Title: Chief Operating Officer and
Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number	Description
2.1	Agreement and Plan of Reorganization, dated October 13, 1997, among McAfee Associates, Inc., Mystery Acquisition Corp. and Network General Corporation, as amended by the First Amendment dated as of October 22, 1997.(1)
2.2	Combination Agreement dated August 16, 1996 among the Registrant, FSA Combination Corp., FSA Corporation and Daniel Freedman.(2)
2.3	Stock Exchange Agreement dated January 13, 1997 among the Registrant, FSA Combination Corp., Kabushiki Kaisha Jade and the shareholders of Jade.(3)
2.4	Agreement and Plan of Reorganization dated December 1, 1997 between the Registrant, Helix Software Company and DNA Acquisition Corp.(4)
2.5	Agreement and Plan of Reorganization dated December 1, 1997 between the Registrant, PGP and PG Acquisition Corp.(5)
2.6	Agreement and Plan of Reorganization dated February 22, 1998, between the Registrant, TIS and Thor Acquisition Corp.(6)
2.7	Agreement and Plan of Reorganization by and among the Registrant, Magic Solutions International, Inc., Merlin Acquisition Corp. and Igal Lichtman dated March 2, 1998. Amendment Agreement by and among the Registrant, Magic Solutions International, Inc., Merlin Acquisition Corp., and Igal Lichtman dated March 24, 1998. Second Amendment Agreement by and among the Registrant, Magic Solutions International, Inc., Merlin Acquisition Corp., and Igal Lichtman dated April 1, 1998.(7)
2.8	Stock Purchase Agreement, dated as of February 26, 1998, by and between FSA Combination Corp., and Brenda Joyce Cook.(8)
2.9	Share Purchase Agreement, dated as of March 30, 1998, among FSA Combination Corp., and Irina Karlsson and Jarmo Rouvinen.(8)
2.10	Stock Purchase Agreement, dated as of May 10, 1998, among FSA Combination Corp., and Secure Networks, Inc.(8)
2.11	Transaction Agreement, dated June 9, 1998, by and between the Registrant and Dr. Solomon s Group Plc.(15)
2.12	Agreement and Plan of Merger, dated July 28, 1998, by and between the Registrant and CyberMedia, Inc.(16)
3.1	Second Restated Certificate of Incorporation of the Registrant, as amended on December 1, 1997.(6)
3.2	Restated Bylaws of the Registrant.(21)
3.3	Certificate of Designation of Series A Preferred Stock of the Registrant.(9)
3.4	Certificate of Designation of Series B Participating Preferred Stock of the Registrant.(17)
4.1	Indenture dated as of February 13, 1998 between the Registrant and State Street Bank and Trust Company of California, N.A., as Trustee.(10)
4.2	Resale Registration Rights Agreement, dated as of August 17, 2001, by and between the Registrant and Lehman Brothers, Inc.(22)
4.3	Indenture dated as of August 17, 2001 between the Registrant and State Street Bank and Trust Company of California.(22)
10.1	Lease Assignment dated November 17, 1997 for facility at 3965 Freedom Circle, Santa Clara, California by and between Informix Corporation and McAfee Associates, Inc.(4)
10.2	Consent to Assignment Agreement dated December 19, 1997 by and among Birk S. McCandless, LLC, Guaranty Federal Bank, F.S.B., Informix Corporation and the Registrant.(4)

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Exhibit Number	Description
10.3	Subordination, Nondisturbance and Attornment Agreement dated December 18, 1997, between Guaranty Federal Bank, F.S.B., the Registrant and Birk S. McCandless, LLC.(4)
10.4	Lease dated November 22, 1996 by and between Birk S. McCandless, LLC and Informix Corporation for facility at 3965 Freedom Circle, Santa Clara, California.(4)
10.5	2002 Employee Stock Purchase Plan.(11)
10.6*	1997 Stock Incentive Plan, as Amended.(11)
10.7*	Stock Option Plan for Outside Directors.(12)
10.8*	2000 Nonstatutory Stock Option Plan.(19)
10.9*	Amended and Restated Employment Agreement between George Samenuk and the Registrant, dated October 9, 2001.(24)
10.10*	Employment agreement between Stephen C. Richards and Registrant, dated April 3, 2001.(20)
10.11	1st Amendment to Lease dated March 20, 1998 between Birk S. McCandless, LLC and the Registrant.(23)
10.12	Confirmation, Amendment and Notice of Security Agreement dated March 20, 1998 among Informix Corporation, Birk S. McCandless, LLC and the Registrant.(23)
10.13	Second Amendment to Lease dated September 1, 1998 among Informix Corporation, Birk S. McCandless, LLC and the Registrant.(23)
10.14	Subordination, Nondisturbance and Attornment Agreement dated June 21, 2000, among Column Financial, Inc., Informix Corporation, Birk S. McCandless, LLC, and the Registrant.(23)
10.15	Lease Agreement dated November 14, 1996 between Blue Lake Partners and McAfee Associates, Inc.(23)
10.16	Lease Amendment dated November 24, 1997 between Blue Lake Partners and McAfee Software, Inc.(23)
10.17	Lease Amendment dated March 17, 1998 between Blue Lake Partners and McAfee Software, Inc.(23)
10.18	Lease Amendment dated March 27, 1998 between Blue Lake Partners and McAfee Software, Inc.(23)
10.19	Lease Amendment dated June 4, 1998 between Blue Lake Partners and McAfee Software, Inc.(23)
10.20	Lease Amendment dated July 21, 1998 between Blue Lake Partners and McAfee Software, Inc.(23)
10.21	Lease Amendment dated November 20, 1998 between Blue Lake Partners and McAfee Software, Inc.(23)
10.22	Lease Amendment dated March 18, 1999 between Blue Lake Partners and McAfee Software, Inc.(23)
10.23	Lease Amendment dated June 3, 1999 between Blue Lake Partners and McAfee Software, Inc.(23)
10.24	Lease Amendment dated October 7, 1999 between Blue Lake Partners and McAfee Software, Inc.(23)
10.25	Lease Amendment dated March 25, 2000 between Daltex Centre LP and the Registrant.(23)
10.26	Lease Amendment dated July 31, 2000 between Daltex Centre LP and the Registrant.(23)
10.27	Lease Amendment dated January 24, 2001 between Daltex Centre LP and the Registrant.(23)
10.28	Lease Amendment dated May 31, 2001 between Daltex Centre LP and the Registrant.(23)
10.29*	Employment Agreement between Bakulesh A. Mehta and the Registrant, dated October 9, 2001.(24)
10.30*	Employment Agreement between Kent H. Roberts and the Registrant, dated October 9, 2001.(24)
10.31*	Employment Agreement between Arthur R. Matin and the Registrant, dated October 30, 2001.(24)

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Exhibit Number	Description
10.32*	Employment Contract between Michele Fitzpatrick and the Registrant, dated September 26, 2001.(24)
10.33*	Employment Agreement between Vernon Gene Hodges and the Registrant, dated December 3, 2001.(24)
10.34	Employment Agreement between Raymond J. Smets and the Registrant, dated October 7, 2002
12.1	Calculation of Ratio of Earnings to Fixed Charges.

(1) Incorporated by reference from the Registrant s Registration Statement on Form S-4 filed with the Commission on October 31, 1997.

(2) Incorporated by reference from the Registrant s Current Report on Form 8-K filed with the Commission on September 24, 1996.

(3) Incorporated by reference from the Registrant s Current Report on Form 8-K filed with the Commission on March 14, 1997.

(4) Incorporated by reference from the Registrant s Registration Statement on Form S-3, filed with the Commission on February 11, 1998.

(5) Incorporated by reference from the Registrant s Report on Form 8-K filed with the Commission on December 11, 1997.

(6) Incorporated by reference from the Registrant s Registration Statement on Form S-4 filed with the Commission on March 25, 1998.

(7) Incorporated by reference from the Registrant s Report on Form 8-K filed with the Commission on April 2, 1998.

(8) Incorporated by reference from the Registrant s Registration Statement on Form S-3 filed with the Commission on May 26, 1998.

(9) Incorporated by reference from the Registrant s Report on Form 10-Q for the quarter ended September 30, 1996, filed with the Commission on November 4, 1996.

(10) Incorporated by reference from the Registrant s Registration Statement on Form S-3 filed with the Commission on May 6, 1998.

(11) Incorporated by reference from the Registrant s Registration Statement on Form S-8 filed with the Commission on June 28, 2002.

(12) Incorporated by reference from the Registrant s Registration Statement filed on Form S-8 filed with the Commission on December 2, 1997.

(13) Incorporated by reference from the Registrant s Report on Form 10-Q for the quarter ended June 30, 1996, filed with the Commission on August 13, 1996.

(14) Incorporated by reference from the Registrant s Report on Form 10-Q for the quarter ended March 31, 1998, filed with the Commission on May 15, 1998.

(15) Incorporated by reference from the Registrant s Report on Form 8-K filed with the Commission on June 16, 1998.

(16) Incorporated by reference from CyberMedia Inc. s Schedule 13D filed by the Registrant with the Commission on August 7, 1998. CyberMedia Inc. s filings with the Commission were made under File Number 0-21289.

(17) Incorporated by reference from the Registrant s Report on Form 8-A filed with the Commission on October 22, 1998.

(18) Incorporated by reference from the Registrant s report on Form 10-Q for the quarter ended March 31, 1999, filed with the Commission on May 13, 1999.

(19) Incorporated by reference from the Registrant s report on Form 10-K for the year ended December 31, 2000, filed with the Commission on April 2, 2001.

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(20) Incorporated by reference from the Registrant s report on Form 10-Q for the quarter ended March 31, 2001, filed with the Commission on May 15, 2001.

(21) Incorporated by reference from the Registrant s report on Form 10-Q for the quarter ended June 30, 2001 filed with the Commission on August 6, 2001.

(22) Incorporated by reference from the Registrant s Registration Statement on Form S-3 filed with the Commission on November 9, 2001.

(23) Incorporated by reference from the Registrant s report on Form 10-Q for the quarter ended September 30, 2001, filed with the Commission on November 13, 2001.

(24) Incorporated by reference from the Registrant s report on Form 10-K for the year ended December 31, 2001, filed with the Commission on February 8, 2002.

* Management contracts or compensatory plans or arrangements covering executive officers or directors of Networks Associates, Inc.