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AGILENT TECHNOLOGIES INC

Form 8-K

November 19, 2001

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest event reported) November 19, 2001

AGILENT TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-15405

(State or other jurisdiction of
incorporation or organization)

(Commission File Number)

(IRS Em

395 Page Mill Road, Palo Alto, California 94306

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (650) 752-5000

(Former name, former address and former fiscal year,
if changed since last report)

Item 5. Other Events.

Agilent Technologies, Inc., a Delaware corporation (the "Company"), entered into the (1) Amendment to 364 Day Amended and Restated Credit Agreement dated as of November 19, 2001 among the Company, the banks, financial institutions and other institutional lenders parties to the Credit Agreement (collectively, the "Lenders") and Citicorp USA, Inc. as agent for the Lenders and (2) First Amendment to Five Year Credit Agreement dated as of November 19, 2001 among the Company, the banks, financial institutions and other institutional lenders parties to the Credit Agreement (collectively, the "Lenders") and Citicorp USA, Inc. as agent for the Lenders (collectively, the " Bank Amendments"). The Bank Amendments are attached as Exhibit 99.1 and Exhibit 99.2, respectively.

Item 7. Financial Statements and Exhibits

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(a) Exhibits

Exhibit No.	Description
99.1	Amendment to 364 Day Amended and Res Agreement dated as of November 19, 2 Technologies, Inc., a Delaware corpo financial institutions and other ins parties to the Credit Agreement (col "Lenders") and Citicorp USA, Inc. as Lenders
99.2	First Amendment to Five Year Credit of November 19, 2001 among Agilent T a Delaware corporation, the banks, f and other institutional lenders part Agreement (collectively, the "Lender Inc. as agent for the Lenders

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AGILENT TECHNOLOGIES, INC.

By: /s/ Marie Oh Huber

Name: Marie Oh Huber
Title: Vice President, Assistant
Secretary and Assistant General
Counsel

Date: November 19, 2001

EXHIBIT INDEX

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99.2

First Amendment to Five Year Credit
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