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AGILENT TECHNOLOGIES INC  
Form 8-K  
November 27, 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 27, 2001

AGILENT TECHNOLOGIES, INC.

-----  
(Exact name of registrant as specified in its charter)

Delaware

001-15405

77-0518772

-----  
(State or other jurisdiction of  
incorporation or organization)

-----  
(Commission File Number)

-----  
(IRS Employer Identifica

395 Page Mill Road, Palo Alto, California 94306

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(Address of principal executive offices) (Zip Code)

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

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

Item 5. Other Events.

In connection with the issuance of the 3% Senior Convertible Debentures due 2021 (the "Debentures"), Agilent Technologies, Inc., a Delaware corporation (the "Company") issued the press release attached as Exhibit 99.1. Also, in connection with the Debentures the Company entered into the (1) Indenture dated as of November 27, 2001 between the Company, as Issuer, and Citibank, N. A., as Trustee and (2) Registration Rights Agreement dated as of November 27, 2001 by and between the Company, as Issuer, and Credit Suisse First Boston Corporation, J.P. Morgan Securities Inc. and Salomon Smith Barney Inc., as representatives of the Initial Purchasers (collectively, the "Agreements"). The Agreements are attached as Exhibit 99.2 and Exhibit 99.3, respectively.

Item 7. Financial Statements and Exhibits

(a) Exhibits

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| Exhibit No. | Description   |
|-------------|---|
| 99.1        | November 27, 2001 Press Release relating to Debentures.   |
| 99.2        | Indenture dated as of November 27, 2001 between the Company, as Issuer, and Citibank, N. A., as Trustee.  |
| 99.3        | Registration Rights Agreement dated as of November 27, 2001 by and between the Company, as Issuer, and Credit Suisse First Boston Corporation, J.P. Morgan Securities Inc. and Salomon Smith Barney Inc., as representatives of the Initial Purchasers. |

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 27, 2001

EXHIBIT INDEX

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