

Edgar Filing: KLA TENCOR CORP - Form FWP

KLA TENCOR CORP  
Form FWP  
April 30, 2008

Filed pursuant to Rule 433  
Registration No. 333-150473

Pricing Term Sheet  
April 29, 2008

KLA-TENCOR CORPORATION

Final Terms and Conditions as of April 29, 2008

*The following information supplements the preliminary prospectus dated April 28, 2008*

|                                      |  |
|--------------------------------------|--|
| Issuer:                              | KLA-Tencor Corporation   |
| Ratings:                             | Baa1 / BBB / BBB   |
| Format:                              | SEC Registered   |
| Ranking:                             | Senior Unsecured   |
| Trade Date:                          | April 29, 2008   |
| Settlement Date (T+3):               | May 2, 2008  |
| Securities:                          | Senior Notes due 2018  |
| Principal Amount:                    | \$750,000,000  |
| Maturity Date:                       | May 1, 2018  |
| Price to Public:                     | 99.276%  |
| Coupon:                              | 6.900%   |
| Yield to Maturity:                   | 7.002%   |
| Spread to Benchmark Treasury:        | T + 320 basis points   |
| Benchmark Treasury:                  | T 3.500% due 02/15/2018  |
| Benchmark Treasury Yield:            | 3.802%   |
| Coupon Payment Dates:                | November 1 and May 1   |
| First Coupon Payment Date:           | November 1, 2008   |
| Make-Whole Call:                     | T + 50 basis points  |
| Denominations:                       | \$2,000 X \$1,000  |
| Day Count:                           | 30/360   |
| CUSIP# / ISIN#                       | 482480 AA8 / US482480AA80  |
| Mandatory Offer to Repurchase Notes: | In the event of a Change of Control Triggering Event, as defined in the preliminary prospectus, at 101% of their principal amount, plus accrued and unpaid interest. |
| Sole Book-Running Manager:           | Merrill Lynch, Pierce, Fenner & Smith Incorporated   |
| Joint Lead Managers:                 | Lehman Brothers Inc.   |

Credit Suisse Securities (USA) LLC

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll free to Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-866-500-5408.**

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