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AGILENT TECHNOLOGIES INC

Form 8-K

November 16, 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 15, 2001

AGILENT TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-15405	77-0518772
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(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

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.

On November 15, 2001, Agilent Technologies, Inc. (the "Company") announced its results for the three and twelve months ended October 31, 2001. A copy of the financial statements as reported by the Company is attached as Exhibit 99.1. At that time, the Company also announced an offering of convertible securities. In light of this, we have updated our risk factors, as reflected on Exhibit 99.2.

Item 7. Financial Statements and Exhibits

(a) Exhibits

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Exhibit No.	Description
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99.1	Financial Statements, dated November 15, 2001,

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announcing results for the three and twelve months
ended October 31, 2001.

99.2	Risk Factors
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SIGNATURES

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

AGILENT TECHNOLOGIES, INC.

By: /s/ Marie Oh Huber

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

Date: November 15, 2001

EXHIBIT INDEX

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99.2	Risk Factors
