

**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 Exchange Act of 1934**

January 25, 2019
Date of Report (Date of earliest event reported)

AGILENT TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction
of Incorporation)

001-15405
(Commission File Number)

77-0518772
(IRS Employer
Identification No.)

5301 Stevens Creek Boulevard
Santa Clara, CA 95051
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: **(408) 345-8886**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

As of November 1, 2018, we adopted Accounting Standards Update (ASU) No. 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Costs, which amends ASC 715, Compensation - Retirement Benefits, to require employers that present a measure of operating income in their statements of operations to include only the service cost component of net periodic postretirement benefit cost in operating expenses. The service cost component of net periodic pension and postretirement benefit cost should be presented in the same operating expense line items as other employee compensation costs arising from services rendered during the period. The other components of net periodic pension and postretirement benefit costs, including interest costs, expected return on assets, amortization of prior service cost/credit and actuarial gains/losses, and settlement and curtailment effects, are to be included separately and outside of any subtotal of operating income. This guidance impacted the presentation of our condensed consolidated statements of operations with no impact on net income. As adoption is required to be on a retrospective basis, we are furnishing this Current Report on Form 8-K to provide our historical condensed consolidated statements of operations and selected segment information presented herein.

This Current Report on Form 8-K should be read in conjunction with the Annual Report on Form 10-K and other filings. The information contained in this report, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 18. Furthermore, the information contained in this report shall not be deemed to be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following is furnished as an exhibit to this report and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended:

Exhibit No.	Description
<u>99.1</u>	Condensed consolidated statements of operations for the fiscal quarters ended January 31, April 30, July 31, and October 31, 2017 and 2018. Condensed consolidated statements of operations for the six months ended April 30, 2017 and 2018. Condensed consolidated statements of operations for the nine months ended July 31, 2017 and 2018. Condensed consolidated statements of operations for the fiscal years ended October 31, 2017 and 2018. Selected segment information for the fiscal quarters ended January 31, 2017 and 2018, April 30, 2017 and 2018, July 31, 2017 and 2018 and October 31, 2017 and 2018 and fiscal years ended October 31, 2017 and 2018.

SIGNATURE

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/ P. Diana Chiu
Name: P. Diana Chiu
Title: Vice President, Assistant General Counsel and
Assistant Secretary

Date: January 25, 2019

EXHIBIT INDEX

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99.1	<p>Condensed consolidated statements of operations for the fiscal quarters ended January 31, April 30, July 31, and October 31, 2017 and 2018. Condensed consolidated statements of operations for the six months ended April 30, 2017 and 2018. Condensed consolidated statements of operations for the nine months ended July 31, 2017 and 2018. Condensed consolidated statements of operations for the fiscal years ended October 31, 2017 and 2018.</p> <p>Selected segment information for the fiscal quarters ended January 31, 2017 and 2018, April 30, 2017 and 2018, July 31, 2017 and 2018 and October 31, 2017 and 2018 and fiscal years ended October 31, 2017 and 2018.</p>

AGILENT TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(In millions, except per share amounts)

	Three Months Ended January 31, 2018		
	As Previously Reported	Pension Adjustment	As Adjusted
Net revenue	\$ 1,211		\$ 1,211
Costs and expenses:			
Cost of products and services	538	3	541
Research and development	93	1	94
Selling, general and administrative	341	6	347
Total costs and expenses	<u>972</u>		<u>982</u>
Income from operations	239		229
Interest income	9		9
Interest expense	(20)		(20)
Other income (expense), net	5	10	15
Income before taxes	233		233
Provision for income taxes	<u>553</u>		<u>553</u>
Net loss	<u>\$ (320)</u>		<u>\$ (320)</u>
Net loss per share:			
Basic	\$ (0.99)		\$ (0.99)
Diluted	\$ (0.99)		\$ (0.99)
Weighted average shares used in computing net loss per share:			
Basic	323		323
Diluted	323		323
Cash dividends declared per common share	\$ 0.149		\$ 0.149

AGILENT TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(In millions, except per share amounts)

	Three Months Ended			Six Months Ended		
	April 30, 2018			April 30, 2018		
	As Previously Reported	Pension Adjustment	As Adjusted	As Previously Reported	Pension Adjustment	As Adjusted
Net revenue	\$ 1,206		\$ 1,206	\$ 2,417		\$ 2,417
Costs and expenses:						
Cost of products and services	562	1	563	1,100	4	1,104
Research and development	91	1	92	184	2	186
Selling, general and administrative	338	3	341	679	9	688
Total costs and expenses	<u>991</u>		<u>996</u>	<u>1,963</u>		<u>1,978</u>
Income from operations	215		210	454		439
Interest income	10		10	19		19
Interest expense	(19)		(19)	(39)		(39)
Other income (expense), net	<u>21</u>	5	<u>26</u>	<u>26</u>	15	<u>41</u>
Income before taxes	227		227	460		460
Provision for income taxes	<u>22</u>		<u>22</u>	<u>575</u>		<u>575</u>
Net income (loss)	<u>\$ 205</u>		<u>\$ 205</u>	<u>\$ (115)</u>		<u>\$ (115)</u>
Net income (loss) per share:						
Basic	\$ 0.64		\$ 0.64	\$ (0.36)		\$ (0.36)
Diluted	\$ 0.63		\$ 0.63	\$ (0.36)		\$ (0.36)
Weighted average shares used in computing net income (loss) per share:						
Basic	322		322	323		323
Diluted	326		326	323		323
Cash dividends declared per common share	\$ 0.149		\$ 0.149	\$ 0.298		\$ 0.298

AGILENT TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(In millions, except per share amounts)

	Three Months Ended			Nine Months Ended		
	July 31, 2018			July 31, 2018		
	As Previously Reported	Pension Adjustment	As Adjusted	As Previously Reported	Pension Adjustment	As Adjusted
Net revenue	\$ 1,203		\$ 1,203	\$ 3,620		\$ 3,620
Costs and expenses:						
Cost of products and services	542	2	544	1,642	6	1,648
Research and development	97	—	97	281	2	283
Selling, general and administrative	339	2	341	1,018	11	1,029
Total costs and expenses	<u>978</u>		<u>982</u>	<u>2,941</u>		<u>2,960</u>
Income from operations	225		221	679		660
Interest income	9		9	28		28
Interest expense	(18)		(18)	(57)		(57)
Other income (expense), net	<u>26</u>	4	<u>30</u>	<u>52</u>	19	<u>71</u>
Income before taxes	242		242	702		702
Provision for income taxes	<u>6</u>		<u>6</u>	<u>581</u>		<u>581</u>
Net income	<u>\$ 236</u>		<u>\$ 236</u>	<u>\$ 121</u>		<u>\$ 121</u>
Net income per share:						
Basic	\$ 0.74		\$ 0.74	\$ 0.38		\$ 0.38
Diluted	\$ 0.73		\$ 0.73	\$ 0.37		\$ 0.37
Weighted average shares used in computing net income per share:						
Basic	320		320	322		322
Diluted	324		324	326		326
Cash dividends declared per common share	\$ 0.149		\$ 0.149	\$ 0.447		\$ 0.447

AGILENT TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(In millions, except per share amounts)

	Three Months Ended October 31, 2018			Year Ended October 31, 2018		
	As Previously Reported	Pension Adjustment	As Adjusted	As Previously Reported	Pension Adjustment	As Adjusted
Net revenue	\$ 1,294		\$ 1,294	\$ 4,914		\$ 4,914
Costs and expenses:						
Cost of products and services	585	1	586	2,227	7	2,234
Research and development	104	—	104	385	2	387
Selling, general and administrative	356	4	360	1,374	15	1,389
Total costs and expenses	<u>1,045</u>		<u>1,050</u>	<u>3,986</u>		<u>4,010</u>
Income from operations	249		244	928		904
Interest income	10		10	38		38
Interest expense	(18)		(18)	(75)		(75)
Other income (expense), net	<u>3</u>	5	<u>8</u>	<u>55</u>	24	<u>79</u>
Income before taxes	244		244	946		946
Provision for income taxes	<u>49</u>		<u>49</u>	<u>630</u>		<u>630</u>
Net income	<u>\$ 195</u>		<u>\$ 195</u>	<u>\$ 316</u>		<u>\$ 316</u>
Net income per share:						
Basic	\$ 0.61		\$ 0.61	\$ 0.98		\$ 0.98
Diluted	\$ 0.61		\$ 0.61	\$ 0.97		\$ 0.97
Weighted average shares used in computing net income per share:						
Basic	319		319	321		321
Diluted	322		322	325		325
Cash dividends declared per common share	\$ 0.149		\$ 0.149	\$ 0.596		\$ 0.596

AGILENT TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(In millions, except per share amounts)

	Three Months Ended January 31, 2017		
	As Previously Reported	Pension Adjustment	As Adjusted
Net revenue	\$ 1,067		\$ 1,067
Costs and expenses:			
Cost of products and services	493	10	503
Research and development	79	3	82
Selling, general and administrative	289	19	308
Total costs and expenses	<u>861</u>		<u>893</u>
Income from operations	206		174
Interest income	4		4
Interest expense	(20)		(20)
Other income (expense), net	<u>3</u>	32	<u>35</u>
Income before taxes	193		193
Provision for income taxes	<u>25</u>		<u>25</u>
Net income	<u>\$ 168</u>		<u>\$ 168</u>
Net income per share:			
Basic	\$ 0.52		\$ 0.52
Diluted	\$ 0.52		\$ 0.52
Weighted average shares used in computing net income per share:			
Basic	322		322
Diluted	326		326
Cash dividends declared per common share	\$ 0.132		\$ 0.132

AGILENT TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(In millions, except per share amounts)

	Three Months Ended			Six Months Ended		
	April 30, 2017			April 30, 2017		
	As Previously Reported	Pension Adjustment	As Adjusted	As Previously Reported	Pension Adjustment	As Adjusted
Net revenue	\$ 1,102		\$ 1,102	\$ 2,169		\$ 2,169
Costs and expenses:						
Cost of products and services	510	—	510	1,003	10	1,013
Research and development	84	—	84	163	3	166
Selling, general and administrative	307	1	308	596	20	616
Total costs and expenses	<u>901</u>		<u>902</u>	<u>1,762</u>		<u>1,795</u>
Income from operations	201		200	407		374
Interest income	5		5	9		9
Interest expense	(20)		(20)	(40)		(40)
Other income (expense), net	<u>5</u>	1	<u>6</u>	<u>8</u>	33	<u>41</u>
Income before taxes	191		191	384		384
Provision for income taxes	<u>27</u>		<u>27</u>	<u>52</u>		<u>52</u>
Net income	<u>\$ 164</u>		<u>\$ 164</u>	<u>\$ 332</u>		<u>\$ 332</u>
Net income per share:						
Basic	\$ 0.51		\$ 0.51	\$ 1.03		\$ 1.03
Diluted	\$ 0.50		\$ 0.50	\$ 1.02		\$ 1.02
Weighted average shares used in computing net income per share:						
Basic	321		321	322		322
Diluted	325		325	325		325
Cash dividends declared per common share	\$ 0.132		\$ 0.132	\$ 0.264		\$ 0.264

AGILENT TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(In millions, except per share amounts)

	Three Months Ended			Nine Months Ended		
	July 31, 2017			July 31, 2017		
	As Previously Reported	Pension Adjustment	As Adjusted	As Previously Reported	Pension Adjustment	As Adjusted
Net revenue	\$ 1,114		\$ 1,114	\$ 3,283		\$ 3,283
Costs and expenses:						
Cost of products and services	518	—	518	1,521	10	1,531
Research and development	87	(1)	86	250	2	252
Selling, general and administrative	308	1	309	904	21	925
Total costs and expenses	913		913	2,675		2,708
Income from operations	201		201	608		575
Interest income	6		6	15		15
Interest expense	(19)		(19)	(59)		(59)
Other income (expense), net	5		5	13	33	46
Income before taxes	193		193	577		577
Provision for income taxes	18		18	70		70
Net income	\$ 175		\$ 175	\$ 507		\$ 507
Net income per share:						
Basic	\$ 0.55		\$ 0.55	\$ 1.57		\$ 1.57
Diluted	\$ 0.54		\$ 0.54	\$ 1.56		\$ 1.56
Weighted average shares used in computing net income per share:						
Basic	321		321	322		322
Diluted	326		326	325		325
Cash dividends declared per common share	\$ 0.132		\$ 0.132	\$ 0.396		\$ 0.396

AGILENT TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(In millions, except per share amounts)

	Three Months Ended October 31, 2017			Year Ended October 31, 2017		
	As Previously Reported	Pension Adjustment	As Adjusted	As Previously Reported	Pension Adjustment	As Adjusted
Net revenue	\$ 1,189		\$ 1,189	\$ 4,472		\$ 4,472
Costs and expenses:						
Cost of products and services	542	—	542	2,063	10	2,073
Research and development	89	—	89	339	2	341
Selling, general and administrative	325	1	326	1,229	22	1,251
Total costs and expenses	<u>956</u>		<u>957</u>	<u>3,631</u>		<u>3,665</u>
Income from operations	233		232	841		807
Interest income	7		7	22		22
Interest expense	(20)		(20)	(79)		(79)
Other income (expense), net	<u>6</u>	1	<u>7</u>	<u>19</u>	34	<u>53</u>
Income before taxes	226		226	803		803
Provision for income taxes	<u>49</u>		<u>49</u>	<u>119</u>		<u>119</u>
Net income	<u>\$ 177</u>		<u>\$ 177</u>	<u>\$ 684</u>		<u>\$ 684</u>
Net income per share:						
Basic	\$ 0.55		\$ 0.55	\$ 2.12		\$ 2.12
Diluted	\$ 0.54		\$ 0.54	\$ 2.10		\$ 2.10
Weighted average shares used in computing net income per share:						
Basic	322		322	322		322
Diluted	326		326	326		326
Cash dividends declared per common share	\$ 0.132		\$ 0.132	\$ 0.528		\$ 0.528

AGILENT TECHNOLOGIES, INC.
LIFE SCIENCES AND APPLIED MARKETS SEGMENT
(Unaudited)

All periods below were revised to include the impact of the adoption of ASU 2017-07.

(In millions, except margins data)	2018				
	Q1	Q2	Q3	Q4	Total
Gross margin %	62.1%	59.7%	61.3%	62.1%	61.3%
Research and development expenses	\$ 54	\$ 54	\$ 54	\$ 58	\$ 220
Selling, general and administrative expenses	\$ 162	\$ 154	\$ 155	\$ 159	\$ 630
Income from operations	\$ 154	\$ 113	\$ 122	\$ 154	\$ 543
Operating margin %	25.9%	21.0%	22.7%	25.7%	23.9%

	2017				
	Q1	Q2	Q3	Q4	Total
Gross margin %	59.9%	60.2%	60.0%	61.2%	60.3%
Research and development expenses	\$ 48	\$ 50	\$ 50	\$ 51	\$ 199
Selling, general and administrative expenses	\$ 141	\$ 145	\$ 147	\$ 154	\$ 587
Income from operations	\$ 123	\$ 106	\$ 109	\$ 132	\$ 470
Operating margin %	23.6%	21.3%	21.5%	23.9%	22.6%

Income from operations reflect the results of our reportable segments under Agilent's management reporting system which are not necessarily in conformity with GAAP financial measures. Income from operations of our reporting segments exclude, among other things, asset impairments, charges related to amortization of intangibles, business exit and divestiture costs, transformational initiatives, acquisition and integration costs, NASD site costs, and special compliance costs.

Readers are reminded that non-GAAP numbers are merely a supplement to, and not a replacement for, GAAP financial measures. They should be read in conjunction with the GAAP financial measures. It should be noted as well that our non-GAAP information may be different from the non-GAAP information provided by other companies.

AGILENT TECHNOLOGIES, INC.
DIAGNOSTICS AND GENOMICS SEGMENT
(Unaudited)

All periods below were revised to include the impact of the adoption of ASU 2017-07.

<u>(In millions, except margins data)</u>	2018				
	<u>Q1</u>	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>	<u>Total</u>
Gross margin %	54.2%	54.8%	56.8%	59.0%	56.3%
Research and development expenses	\$ 25	\$ 24	\$ 30	\$ 30	\$ 109
Selling, general and administrative expenses	\$ 63	\$ 61	\$ 62	\$ 63	\$ 249
Income from operations	\$ 24	\$ 48	\$ 43	\$ 58	\$ 173
Operating margin %	11.7%	19.9%	18.0%	22.7%	18.4%
	2017				
	<u>Q1</u>	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>	<u>Total</u>
Gross margin %	54.6%	57.5%	52.8%	55.6%	55.2%
Research and development expenses	\$ 21	\$ 21	\$ 24	\$ 23	\$ 89
Selling, general and administrative expenses	\$ 52	\$ 55	\$ 54	\$ 57	\$ 218
Income from operations	\$ 27	\$ 53	\$ 37	\$ 50	\$ 167
Operating margin %	14.7%	23.7%	17.0%	21.3%	19.4%

Income from operations reflect the results of our reportable segments under Agilent's management reporting system which are not necessarily in conformity with GAAP financial measures. Income from operations of our reporting segments exclude, among other things, asset impairments, charges related to amortization of intangibles, business exit and divestiture costs, transformational initiatives, acquisition and integration costs, NASD site costs, and special compliance costs.

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AGILENT TECHNOLOGIES, INC.
AGILENT CROSSLAB SEGMENT
(Unaudited)

All periods below were revised to include the impact of the adoption of ASU 2017-07.

(In millions, except margins data)	2018				
	Q1	Q2	Q3	Q4	Total
Gross margin %	50.4%	50.0%	50.1%	51.0%	50.4%
Research and development expenses	\$ 14	\$ 14	\$ 13	\$ 15	\$ 56
Selling, general and administrative expenses	\$ 105	\$ 103	\$ 102	\$ 103	\$ 413
Income from operations	\$ 87	\$ 96	\$ 98	\$ 107	\$ 388
Operating margin %	21.2%	22.5%	23.1%	24.2%	22.8%

	2017				
	Q1	Q2	Q3	Q4	Total
Gross margin %	48.5%	49.6%	49.9%	49.6%	49.4%
Research and development expenses	\$ 12	\$ 12	\$ 12	\$ 14	\$ 50
Selling, general and administrative expenses	\$ 91	\$ 94	\$ 91	\$ 95	\$ 371
Income from operations	\$ 73	\$ 81	\$ 90	\$ 92	\$ 336
Operating margin %	20.1%	21.5%	23.2%	22.7%	21.9%

Income from operations reflect the results of our reportable segments under Agilent's management reporting system which are not necessarily in conformity with GAAP financial measures. Income from operations of our reporting segments exclude, among other things, asset impairments, charges related to amortization of intangibles, business exit and divestiture costs, transformational initiatives, acquisition and integration costs, NASD site costs, and special compliance costs.

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