

McAfee, Inc.  
Form 8-K  
October 04, 2006

**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**

**Date of Report: September 29, 2006**

**(Date of earliest event reported)**

**McAFEE, INC.**

(Exact Name of Registrant as specified in Charter)

**Delaware**

(State or other Jurisdiction  
of incorporation)

**Commission File No.:**

001-31216

**77-0316593**

(I.R.S. Employer Identification No.)

**3965 Freedom Circle**

**Santa Clara, California 95054**

(Address of Principal Executive Offices, including zip code)

**(408) 346-3832**

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On October 2, 2006, McAfee, Inc. (the Registrant ) received notice from Robert M. Dutkowsky informing the Registrant of his intention to resign from the Registrant s board of directors by no later than January 31, 2007. Mr. Dutkowsky was recently appointed Chief Executive Officer and a director of Tech Data Corporation, one of the Registrant s customers. In view of his new position, Mr. Dutkowsky also resigned, effective immediately, as the lead independent director of the Registrant s board and from the compensation committee and all other board committees upon which he served.

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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.

**MCAFEE, INC.**

Date: October 4, 2006

By: /S/ ERIC F. BROWN  
Eric F. Brown  
Chief Operating Officer and Chief  
Financial Officer