

McAfee, Inc.  
Form 8-K  
July 16, 2008

**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: July 16, 2008**  
**(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 8.01. Other Events.**

As a result of recent discussions with the RiskMetrics Group's ISS Governance Services, McAfee, Inc. ( McAfee ) hereby confirms the following information as of March 31, 2008:

**Available shares from all equity plans:**

<i>1997 Stock Incentive Plan</i>	905,893
<i>1993 Stock Option Plan for Outside Directors</i>	767,392
<i>Foundstone, Inc. 2000 Stock Plan</i>	380,875
<i>SafeBoot Option Plan 2006</i>	14,979

**TOTAL: 2,069,139**

**Outstanding (granted but unvested) full-value awards 3,995,546**

**Outstanding (granted but unexercised) stock options 12,365,176**

*Weighted-average exercise price for these outstanding stock options \$26.01*

*Weighted-average remaining term for these outstanding stock options 7.07 years*

**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: July 16, 2008

By: /s/ Mark D. Cochran  
Mark D. Cochran  
Executive Vice President and General  
Counsel