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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 (Date of earliest event reported): 05/13/2008**

**KLA-TENCOR CORPORATION**

(Exact name of registrant as specified in its charter)

**Commission File Number: 000-09992**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**04-2564110**  
(IRS Employer  
Identification No.)

**One Technology Drive, Milpitas, California 95035**  
(Address of principal executive offices, including zip code)

**(408) 875-3000**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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))
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**Item 8.01. Other Events**

On May 13, 2008, KLA-Tencor Corporation ("KLA-Tencor") issued a news release announcing that its proposed acquisition of ICOS Vision Systems Corporation NV (Euronext: IVIS) is not subject to further review by any governmental authority regulating antitrust, competition or merger control matters in any jurisdiction. As a result, the closing condition to the bid relating to the antitrust review of the bid has now been satisfied.

The acceptance period for the tender offer is scheduled to end on Monday, May 19, 2008 at 4 p.m. (Central European Time). The bid price is EUR 36.50 for each share, EUR 32.76 for each 2002 warrant and EUR 5.60 for each 2007 option.

The transaction is expected to close in the second calendar quarter of 2008 but remains subject to the closing condition that the offer must be accepted by holders of at least 85% of ICOS's outstanding shares. In addition, the closing of the bid is subject to the conditions that ICOS must not distribute any new dividend to its shareholders prior to completion of the bid, as well as the absence of any material adverse change with respect to ICOS.

A copy of the news release issued by KLA-Tencor on May 13, 2008 concerning the satisfaction of the antitrust closing condition to the bid is filed herewith as Exhibit 99.1 and is incorporated herein by reference. References to any website in the release, including KLA-Tencor's website, do not incorporate by reference the information on any such website into this Current Report on Form 8-K, and KLA-Tencor disclaims any such incorporation by reference. In addition, references in the release to the prospectus relating to the tender offer do not incorporate by reference the information contained in such prospectus into this Current Report on Form 8-K, and KLA-Tencor disclaims any such incorporation by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is filed herewith:

Exhibit No.	Description
99.1	Text of news release issued by KLA-Tencor Corporation dated May 13, 2008

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**Signature(s)**

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.

KLA-TENCOR CORPORATION

Date: May 13, 2008

By: /s/ Brian M. Martin

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Brian M. Martin  
Senior Vice President and General Counsel

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## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	Text of news release issued by KLA-Tencor Corporation dated May 13, 2008

## FOR IMMEDIATE RELEASE

### Company Contacts:

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## KLA-Tencor Announces Satisfaction of Antitrust Regulatory Closing Condition in Proposed Acquisition of ICOS Vision Systems

SAN JOSE, Calif.-May 13, 2008-KLA-Tencor Corporation (NASDAQ: KLAC) today announced that its proposed acquisition of ICOS Vision Systems Corporation NV (Euronext: IVIS) is not subject to further review by any governmental authority regulating antitrust, competition or merger control matters in any jurisdiction. As a result, the closing condition to the bid relating to the antitrust review of the bid has now been satisfied.

The acceptance period for the tender offer is scheduled to end on Monday, May 19, 2008 at 4 p.m. (Central European Time). The bid price is EUR 36.50 for each share, EUR 32.76 for each 2002 warrant and EUR 5.60 for each 2007 option.

The transaction is expected to close in the second calendar quarter of 2008 but remains subject to the closing condition that the offer must be accepted by holders of at least 85% of ICOS's outstanding shares. In addition, the closing of the bid is subject to the conditions that ICOS must not distribute any new dividend to its shareholders prior to completion of the bid, as well as the absence of any material adverse change with respect to ICOS.

Additional details regarding the offer and related acceptance procedures are set forth in the prospectus related to the offer. A supplement to the prospectus will be published on May 15, 2008 to reflect the satisfaction of the closing condition to the bid relating to antitrust review. The prospectus is available in Belgium free of charge at the counters of KBC Securities, KBC Bank, CBC Banque or by phone +32 3 283 29 70 (KBC telecenter) or 0800/92020 (CBC Banque) and at Petercam. Electronic versions of the prospectus (including the acceptance form) are available on the following websites: [www.kbcsecurities.be](http://www.kbcsecurities.be), [www.kbc.be](http://www.kbc.be), [www.cbcbanque.be](http://www.cbcbanque.be), [www.petercam.be](http://www.petercam.be) and [www.kla-tencor.com](http://www.kla-tencor.com).

**About KLA-Tencor:** KLA-Tencor is the world leader in yield management and process control solutions for semiconductor manufacturing and related industries. Headquartered in San Jose, California, KLA-Tencor has sales and service offices around the world. An S&P 500 company, KLA-Tencor is traded on the NASDAQ Global Select Market under the symbol KLAC. Additional information about KLA-Tencor is available at <http://www.kla-tencor.com>.

**About ICOS:** ICOS designs and manufactures inspection equipment for semiconductor packaging and interconnect applications. It is a world-leading supplier of equipment for the visual inspection of IC's, before they are used in various applications such as PC's, portable phones or cars. ICOS's systems perform two- and three-dimensional (2D and 3D) inspection of IC's, wafers, solar cells, substrates, sockets, etc. ICOS offers stand-alone inspection systems, as well as inspection modules for integration. ICOS is headquartered in Leuven, Belgium and has R&D centers in Belgium, Germany and Hong Kong, sales and support offices in Japan, the USA, Singapore, Hong Kong, Korea and Taiwan and production facilities in Belgium, Hong Kong and China. Additional information on ICOS is available at <http://www.icos.be>.

**Disclaimer:** With the exception of the CBFA, no other authority in any other jurisdiction has approved the prospectus (including any supplement thereto). This approval does not entail an assessment of the suitability or quality of the bid or any possible squeeze-out. The bid is made only in Belgium and the United States, and no steps have been or will be taken with a view to obtaining authorization to distribute the prospectus in countries other than Belgium and the United States.

**Forward Looking Statements:** Statements in this press release other than historical facts, such as statements regarding the anticipated end date of the acceptance period and the anticipated timing of the closing of the transaction, are forward-looking statements, and are subject to the Safe Harbor provisions created by the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current information and expectations, and involve a number of risks and uncertainties. Actual results may differ materially from those projected in such statements due to various factors, including but not limited to

those associated with the failure of ICOS shareholders to tender a sufficient number of shares to satisfy the minimum acceptance closing condition; failure to consummate or delay in consummating the proposed acquisition for other reasons, changes in laws or regulations; and other similar factors. For other factors that may cause actual results to differ materially from those projected and anticipated in forward-looking statements in this release, please refer to the Company's Annual Report on Form 10-K for the year ended June 30, 2007, subsequently filed Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission (including, but not limited to, the risk factors described therein).

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