

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

|  |           |
|--|-----------|
| OMB APPROVAL                                   |           |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |          |   |  |  |  |  |  |
|---|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person *<br><b>Khan Ahmad A.</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>KLA CORP [KLAC]</b>                   |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>President, Semi Proc. Control |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>07/31/2020</b>                   |  |  |  |  |  |
| ONE TECHNOLOGY DRIVE  |         |          |   |  |  |  |  |  |
| (Street)  |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| MILPITAS, CA 95035  |         |          |   |  |  |  |  |  |
| (City) (State) (Zip)  |         |          | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |  |  |  |

| 1. Title of Security (Instr. 3)           | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |                | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|----------------|---|--|---|
|   |                                      |  | Code                           | V | Amount  | (A) or (D) | Price          |   |  |   |
| Common Stock                              | 06/30/2020                           |  | J                              | V | 136 (1)   | A          | \$ 155.185 (2) | 959   | D  |   |
| Common Stock - Restricted Stock Units (3) | 07/31/2020                           |  | A                              |   | 15,195 (4)  | A          | \$ 0           | 72,964 (5)  | D  |   |
| Common Stock - Restricted Stock Units (3) | 08/01/2020                           |  | M                              |   | 3,752 (6)   | D          | \$ 0           | 69,212 (5)  | D  |   |
| Common Stock                              | 08/01/2020                           |  | M                              |   | 3,752 (6)   | A          | \$ 0           | 4,711   | D  |   |
| Common Stock                              | 08/01/2020                           |  | F                              |   | 1,861 (7)   | D          | \$ 199.83      | 2,850   | D  |   |
| Common Stock - Restricted Stock Units (3) | 08/02/2020                           |  | M                              |   | 3,161 (8)   | D          | \$ 0           | 66,051 (5)  | D  |   |
| Common Stock                              | 08/02/2020                           |  | M                              |   | 3,161 (8)   | A          | \$ 0           | 6,011   | D  |   |
| Common Stock                              | 08/02/2020                           |  | F                              |   | 1,568 (7)   | D          | \$ 199.83      | 4,443   | D  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474 (9-02)  
**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|--|--|--|--|
|  |  |                                      |  | Code                           | V |   | Date Exercisable   | Expiration Date |   |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Khan Ahmad A.<br>ONE TECHNOLOGY DRIVE<br>MILPITAS, CA 95035 |               |           | President, Semi Proc. Control |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ Jeffrey Cannon as Attorney-in-Fact for Ahmad A. Khan |  | 08/03/2020          |
| <small>**Signature of Reporting Person</small>           |  | <small>Date</small> |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Purchased under the registrant's employee stock purchase plan.
- (2) Represents 85% of the closing price of the registrant's stock on the employee stock purchase plan start date.
- (3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA common stock.  
On March 20, 2019, the reporting person was granted performance-based RSUs that would be eligible to vest, subject to continued service on each vesting date, in three equal installments as early as the third, fourth and fifth anniversaries of the grant date provided that the trailing 20-day average of the closing price of KLA common stock plus aggregate cash dividends distributed per share on any date since the grant date exceeded \$174.5865, \$203.6843 and \$232.782, respectively. On July 31, 2020, it was determined that the 20-day trailing average plus cash dividends distributed per share since the grant date exceeded the second threshold of \$203.6843. As a result, 15,195 shares became eligible to vest on March 20, 2023, subject to continued service on that date.
- (5) Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made regarding the achievement of the applicable performance goals. Any such holdings will be reported on a Form 4 within two business days of the date such assessment is made.
- (6) On August 1, 2019, the reporting person was granted RSUs for 15,007 shares of KLA common stock. On August 1, 2020, 25% of the RSUs vested.
- (7) Pursuant to the terms of the grant, shares of KLA common stock were automatically withheld at vesting to cover required tax withholding. The fair market value of KLA common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA common stock as reported on July 31, 2020.
- (8) On August 2, 2018, the reporting person was granted RSUs for 12,645 shares. On August 2, 2020, 25% of the RSUs vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.