

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 * Khan Ahmad A.		2. Issuer Name and Ticker or Trading Symbol KLA CORP [KLAC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, Semi Proc. Control	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/06/2020		
ONE TECHNOLOGY DRIVE					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		
MILPITAS, CA 95035			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 - Restricted Stock Units (1)	08/06/2020		A		9,444 (2)	A	\$ 0	68,131 (3)	D	
Common Stock - Restricted Stock Units (1)	08/06/2020		A		10,943 (4)	A	\$ 0	79,074 (3)	D	
Common Stock - Restricted Stock Units (1)	08/06/2020		M		5,472 (5)	D	\$ 0	73,602 (3)	D	
Common Stock	08/06/2020		M		5,472 (5)	A	\$ 0	13,627	D	
Common Stock	08/06/2020		F		2,714 (6)	D	\$ 203.59	10,913	D	

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

SEC 1474 (9-02)
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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	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

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

Signatures

/s/ Kenneth Powell as Attorney-in-Fact for Ahmad A. Khan

08/10/2020

Signature of Reporting Person

Date

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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA common stock.
- (2) On August 6, 2020, the Reporting Person received a grant of RSUs. The RSUs vest 25% annually from the date of grant.
- (3) 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.
On August 3, 2017, in addition to the RSUs granted on that date that were subject only to service-vesting requirements (which RSUs were previously reported on a Form 4), the Reporting Person was also granted RSUs covering up to a maximum of 13,132 shares (based on 150% of the target shares of 8,755) of KLA common stock, subject to both performance-vesting and service-vesting requirements. On August 6, 2020, the Compensation Committee of KLA's Board of Directors determined the level at which the corporate performance goals were attained and, based on the assessment, determined that the number of shares subject to the RSUs is 10,943.
- (4) The Reporting Person vested fifty percent (50%) of the performance-based RSUs upon the date on which the Compensation Committee of KLA's Board of Directors determined the level at which the underlying performance goals were attained (August 6, 2020) and will vest in the remaining fifty percent (50%) upon his completion of four years of service following the award (August 3, 2021). The shares of common stock will be issued as the performance-based RSUs vest.
- (5) 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 August 6, 2020.
- (6)

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

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