

McAfee, Inc.
Form 8-K
January 31, 2007

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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: January 30, 2007

(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 January 30, 2007, Robert M. Dutkowsky formally resigned from the board of directors of McAfee, Inc. (the Registrant). Mr. Dutkowsky had previously informed the Registrant that he intended to resign from the board by no later than January 31, 2007, as a result of his appointment as Chief Executive Officer of Tech Data Corporation, one of the Registrant s customers.

Item 8.01. Other Events.

On January 30, 2007, the board of directors of the Registrant approved an increase in the cash compensation for Charles J. Robel, the non-executive Chairman of the Board, by \$200,000 per year, in addition to the other cash compensation he receives in connection with his board service and committee memberships, effective immediately.

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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: January 30, 2007

By: /s/ Eric F. Brown

Eric F. Brown
Chief Operating Officer and Chief Financial
Officer