Part I Reporting Issuer

1 Issuer’s name
AGILENT TECHNOLOGIES, INC.

2 Issuer's employer identification number (EIN)
77-0518772

3 Name of contact for additional information
INVESTOR RELATIONS

4 Telephone No. of contact
408-345-8862

5 Email address of contact
INVESTOR_RELATIONS@AGILENT.COM

6 Number and street (or P.O. box if mail is not delivered to street address) of contact
5301 STEVENS CREEK BLVD., P.O. BOX 58059

7 City, town, or post office, state, and zip code of contact
SANTA CLARA, CA 95052-8059

8 Date of action
11/01/2014

9 Classification and description
COMMON STOCK - SPIN-OFF

10 CUSIP number

11 Serial number(s)

12 Ticker symbol
A ("ATI"), KEYS ("KTI")

13 Account number(s)

Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ★ ON NOVEMBER 1, 2014 ("DISTRIBUTION DATE"), AGILENT TECHNOLOGIES, INC. ("ATI") COMPLETED THE SPIN-OFF OF KEYSIGHT TECHNOLOGIES, INC. ("KTI"), THROUGH A PRO RATA DISTRIBUTION ("DISTRIBUTION") OF 100% OF THE OUTSTANDING SHARES OF KTI TO HOLDERS OF ATI'S COMMON STOCK ON OCTOBER 22, 2014, THE RECORD DATE OF THE DISTRIBUTION. ON THE DISTRIBUTION DATE, EACH SHAREHOLDER RECEIVED ONE (1) SHARE OF KTI COMMON STOCK FOR EVERY TWO (2) SHARES OF ATI COMMON STOCK OWNED AT 5:00 P.M. EST ON THE DATE OF RECORD. THE KTI COMMON STOCK BEGAN TRADING ON THE NEW YORK STOCK EXCHANGE ("NYSE") ON NOVEMBER 3, 2014.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ★ SEE ATTACHMENT

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ★ SEE ATTACHMENT

For Paperwork Reduction Act Notice, see the separate Instructions.
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based. The applicable Internal Revenue Code sections upon which the tax treatment is based are sections 355, 358, 368, and 1001. The sum of the tax basis of the ATI common stock plus the tax basis of the KTI common stock will be the same as the tax basis of the ATI common stock with respect to which the distribution was made immediately before the distribution, allocated in the manner described in Treasury Regulation Section 1.358-2.

18 Can any resulting loss be recognized? ATI obtained two opinions from Baker McKenzie LLP. The opinions are that the distribution will qualify for non-recognition treatment to the ATI shareholders under Section 355 of the Internal Revenue Code and the transaction should not be taxable to ATI at a corporate level. Therefore, shareholders generally will not recognize any gain or loss on the distribution for U.S. Federal income tax purposes (except to the extent that a gain or loss may be recognized with respect to any cash received in lieu of the fractional shares of KTI common stock).

Assuming the spin-off so qualifies, no gain or loss will be recognized, and no amount will be included in income by ATI shareholders on the receipt of KTI common stock pursuant to Section 355. However, an ATI shareholder that received cash in lieu of fractional KTI shares will recognize gain or loss under Section 1001 based on the difference between the basis of the fractional shares deemed received and the amount of cash actually received.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year. The distribution of KTI common stock occurred on November 1, 2014. As a result, the basis adjustments in the shares of ATI common stock and KTI common stock should be reported in the taxable year that includes this date. In the case of shareholders who are calendar year taxpayers, such adjustment should be reported in the taxable year ending December 31, 2014.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature: [Signature]
Date: Dec 11, 2014

Print your name: STEPHEN BONOVICh
Title: VP OF TAX

Paid Preparer Use Only
Print/Type preparer's name
Preparer's signature
Date
Check [ ] if self-employed
PTIN
Firm's name
Firm's address
Firm's EIN
Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84401-0054
Attachment to Form 8937

Agilent Technologies, Inc. ("ATI") Distribution of Keysight Technologies, Inc. ("KTI") Common Stock

The information contained herein does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under the Internal Revenue Code. In addition, this information does not purport to be complete or to describe the consequences that may apply to particular categories of ATI shareholders.

Shareholders are urged to consult their own tax advisor regarding the particular consequences of the Distribution, including the applicability and effect of all U.S. federal, state and local, and foreign tax laws.

Part II

Line 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

ATI shareholders should allocate their aggregate tax basis in their ATI common stock held immediately prior to the Distribution among the shares of KTI common stock received in the Distribution (including any fractional share of KTI common stock for which cash was received) and the ATI common stock in respect of which such KTI common stock was received in proportion to their fair market values immediately after the Distribution.

One approach to determining the fair market value is to utilize the NYSE adjusted closing price on the day of the first trading day following the Distribution for ATI and KTI. If this method is used, the pre-Spin-Off aggregate tax basis in the ATI common stock would be allocated 72.39% to ATI common stock and 27.61% to KTI common stock.

Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

The U.S. federal income tax laws provide that the allocation of the aggregate tax basis discussed under Line 15 above shall be allocated based on the fair market value of the resulting ATI and KTI shares received. However, the tax law does not provide any further guidance on the determination of fair market value. In general, for U.S. federal income tax purposes, fair market value is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or sell and both having reasonable knowledge of the facts.

One method for determining the fair market values of the ATI common stock and the KTI common stock is to utilize the NYSE adjusted closing price on the day of the first trading day following the Distribution for ATI and KTI. While this is one approach, other methods might be used.

The closing price of ATI common stock and KTI common stock on the first day of trading after the date of the Distribution is as follows: ATI — $40.84; KTI — $31.15. The calculation representing the percentage of tax basis allocated to a share of ATI common stock is therefore: ($40.84 x 2) / ($40.84 x 2 + $31.15) = 72.39%.

The calculation representing the percentage of tax basis allocated to a share of KTI common stock is therefore: $31.15 / ($40.84 x 2 + $31.15) = 27.61%.