

ADVANCED MICRO DEVICES INC

Form 8-K

February 20, 2014

**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**

**February 20, 2014**

**Date of Report (Date of earliest event reported)**

**ADVANCED MICRO DEVICES, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware  
(State of  
Incorporation)**

**001-07882  
(Commission  
File Number)  
One AMD Place**

**94-1692300  
(IRS Employer  
Identification Number)**

**P.O. Box 3453**

**Sunnyvale, California 94088-3453**

**(Address of principal executive offices) (Zip Code)**

**(408) 749-4000**

**(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))

**Item 8.01 Other Events.**

On February 20, 2014, Advanced Micro Devices, Inc. (the *Company*) announced by separate press releases the following:

- 1) A proposed offering of \$500 million aggregate principal amount of senior notes due 2019 to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the *Securities Act*) and in offshore transactions pursuant to Regulation S under the Securities Act (the *New Notes Offering*). A copy of the press release regarding the New Notes Offering is attached as Exhibit 99.1 hereto and is incorporated herein by reference.
- 2) The commencement of a cash tender offer up to \$425,000,000 in aggregate principal amount of the Company's outstanding 6.00% Convertible Senior Notes due 2015 (the *6.00% Notes*). A copy of the press release regarding the 6.00% Notes tender offer is attached as Exhibit 99.2 hereto and is incorporated herein by reference.
- 3) The commencement of a cash tender offer for an aggregate principal amount of the Company's outstanding 8.125% Senior Notes due 2017 (the *8.125% Notes*) such that the aggregate consideration paid (excluding accrued and unpaid interest) does not exceed (i) \$490,000,000 less (ii) the aggregate amount of consideration paid or payable (excluding accrued and unpaid interest) by the Company in the concurrent 6.00% Notes tender offer; provided that in no event will the Company purchase more than \$200,000,000 aggregate principal amount of 8.125% Notes in the tender offer. A copy of the press release regarding the 8.125% Notes tender offer is attached as Exhibit 99.3 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description                                                                |
|-------------|----------------------------------------------------------------------------|
| 99.1        | Press release dated February 20, 2014 regarding New Notes Offering.        |
| 99.2        | Press release dated February 20, 2014 regarding 6.00% Notes tender offer.  |
| 99.3        | Press release dated February 20, 2014 regarding 8.125% Notes tender offer. |

**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.

Date: February 20, 2014

ADVANCED MICRO DEVICES, INC.

By: /s/ Harry A. Wolin

Name: Harry A. Wolin

Title: Senior Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

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| 99.3        | Press release dated February 20, 2014 regarding 8.125% Notes tender offer. |