

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 15, 2017

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)

94-1692300

(IRS Employer
Identification Number)

One AMD Place

Sunnyvale, California 94085

(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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 15, 2017, Mr. Martin Edelman resigned as a member of the Board of Directors (the “Board”) of Advanced Micro Devices, Inc. (the “Company”) after four years of service on the AMD Board. Mr. Edelman's resignation did not arise from any disagreement with the Company but is due to his other professional commitments and demands on his time.

Effective February 16, 2017, the Board of the Company appointed Mr. John Marren as an independent director to the Board. In addition, Mr. Marren was appointed to the Audit and Finance and the Nominating and Corporate Governance Committees of the Board.

Mr. Marren will receive compensation based on the same policies as the Company’s other non-employee directors, which are described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 24, 2016. On February 16, 2017, Mr. Marren was granted 15,693 restricted stock units. The grant becomes fully vested and exercisable on the one-year anniversary of the grant date.

A copy of the press release announcing these items is attached as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated February 21, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 21, 2017

ADVANCED MICRO DEVICES, INC.

By: /s/ Harry A. Wolin

Name: Harry A. Wolin

Title: Senior Vice President and General

Counsel

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated February 21, 2017.

NEWS RELEASE

Contact Information:
Sarah Youngbauer
AMD Communications
512-602-3028
sarah.youngbauer@amd.com

Alina Ostrovsky
AMD Investor Relations
408-749-6688
alina.ostrovsky@amd.com

AMD Appoints John W. Marren to Board of Directors

SUNNYVALE, Calif. — Feb. 21, 2017 — AMD (NASDAQ: AMD) today announced the appointment of John W. Marren, 53, to its [board of directors](#) coinciding with Martin Edelman’s decision to step down as member of the company’s board of directors, a position he has held since 2013.

Marren’s 30-year career spans both the financial and technology industries, with a deep focus on semiconductors. He retired from Texas Pacific Group (TPG) Capital in 2015 after spending 16 years at the firm as senior partner and head of technology investments. Prior to TPG, he was managing director and co-head of the Technology Investment Banking Group at Morgan Stanley, and prior to that time was managing director at Alex, Brown and Sons. Before shifting his focus to finance, Marren spent seven years in various technical and business roles at VLSI Technology and Vitesse Semiconductor. He currently serves on a number of private company boards, including Avaya Inc., Infinidat, Inc., and Isola Group.

“John brings substantial board, financial, and technology industry experience as well as strong semiconductor knowledge that make him a valuable addition to AMD as the company enters an exciting growth phase driven by a strengthened and expanded portfolio of new products,” said John Caldwell, AMD’s chairman of the board. “On behalf of the AMD Board, I would also like to express our thanks to Marty for his four years of service as a director. We are grateful for his counsel and insight that has helped AMD transform and build a solid foundation for growth.”

Marren holds a Bachelor of Science degree in electrical engineering from the University of California at Santa Barbara. He is also a Trustee of the University of California, Santa Barbara and a member of the US Olympic and Paralympic Foundation Board. He previously served on

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the boards of MEMC Electronics Materials, On Semiconductor, Freescale Semiconductor, Sungard Data Systems, and Vertafore Software.

About AMD

For more than 45 years AMD has driven innovation in high-performance computing, graphics, and visualization technologies — the building blocks for gaming, immersive platforms, and the datacenter. Hundreds of millions of consumers, leading Fortune 500 businesses, and cutting-edge scientific research facilities around the world rely on AMD technology daily to improve how they live, work, and play. AMD employees around the world are focused on building great products that push the boundaries of what is possible. For more information about how AMD is enabling today and inspiring tomorrow, visit the AMD (NASDAQ: AMD) [website](#), [blog](#), [Facebook](#) and [Twitter](#) pages.

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