

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  
May 15, 2019  
Date of Report (Date of earliest event reported)

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**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)

2485 Augustine Drive  
Santa Clara, California 95054  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	AMD	The NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§203.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 15, 2019, Advanced Micro Devices, Inc. (the “Company”) held its 2019 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on the following four proposals, each of which is described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 21, 2019 (the “Proxy”):

**Proposal No. 1: Election of Directors.** The following individuals were elected to the Company’s Board of Directors:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-votes</u>
John E. Caldwell	585,969,046	4,690,185	1,889,158	331,976,926
Nora M. Denzel	586,840,889	3,759,669	1,947,831	331,976,926
Mark Durcan	589,511,920	1,064,116	1,972,353	331,976,926
Joseph A. Householder	585,908,311	4,573,126	2,066,952	331,976,926
John W. Marren	589,476,828	1,123,373	1,948,188	331,976,926
Lisa T. Su	590,239,042	794,056	1,515,291	331,976,926
Abhi Y. Talwalkar	585,860,793	4,691,273	1,996,323	331,976,926

**Proposal No. 2: Ratification of the Appointment of the Independent Registered Public Accounting Firm.** The Company’s stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 28, 2019.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-votes</u>
900,932,802	18,799,586	4,792,927	---

**Proposal No. 3: Approval of the Amendment and Restatement to the Advanced Micro Devices, Inc. 2004 Equity Incentive Plan.** The Company’s stockholders approved the amendment and restatement to the Advanced Micro Devices, Inc. 2004 Equity Incentive Plan.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-votes</u>
573,705,703	16,488,492	2,354,194	331,976,926

**Proposal No. 4: Approval on a Non-Binding, Advisory Basis of the Compensation of the Company’s Named Executive Officers (“Say-on-Pay”).** The Company’s stockholders approved, on a non-binding basis, the compensation of the Company’s named executive officers as disclosed in the Proxy.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-votes</u>
573,580,019	15,951,626	3,016,744	331,976,926

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## SIGNATURE

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: May 17, 2019

**ADVANCED MICRO DEVICES, INC.**

**By:** /s/ Harry A. Wolin  
**Name:** Harry A. Wolin  
**Title:** Senior Vice President, General Counsel  
and Corporate Secretary