

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

June 21, 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)

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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)

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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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**Named Executive Officer Base Salary Increases**

On June 21, 2019, the Compensation and Leadership Resources Committee (the “Committee”) of the Board of Directors of Advanced Micro Devices, Inc. (the “Company”) approved the following annual base salary increases for the following named executive officers (as set forth in the Company’s most recent definitive proxy statement filed with the Securities and Exchange Commission on March 21, 2019), effective July 1, 2019:

<b><u>Name and Title</u></b>	<b><u>Old Annual Salary</u></b>	<b><u>New Annual Salary</u></b>
Devinder Kumar, Senior Vice President, Chief Financial Officer and Treasurer	\$565,000	\$580,000
Harry Wolin, Senior Vice President, General Counsel and Corporate Secretary	\$520,000	\$540,000

**Named Executive Officer Long-Term Incentive Awards**

On June 21, 2019, the Committee approved equity awards to each of the named executive officers having the following target award values (“Target Value”):

<b><u>Name and Title</u></b>	<b><u>Target Value</u></b>
Devinder Kumar, Senior Vice President, Chief Financial Officer and Treasurer	\$2,300,000
Forrest E. Norrod, Senior Vice President and General Manager, Datacenter and Embedded Solutions Business Group	\$2,300,000
Mark D. Papermaster, Chief Technology Officer and Executive Vice President, Technology and Engineering	\$3,500,000
Harry Wolin, Senior Vice President, General Counsel and Corporate Secretary	\$1,700,000

The Target Value of each equity award will be converted into a mix of performance-based restricted stock units (“PRSUs”), time-based stock options (“Stock Options”) and time-based restricted stock units (“RSUs”) that will be granted on August 9, 2019 (the “Grant Date”) under the terms of the Advanced Micro Devices, Inc. 2004 Equity Incentive Plan, as amended and restated (the “2004 Plan”). Each PRSU and RSU represents a contractual right to receive one share of the Company’s common stock upon vesting and settlement of the PRSU or RSU (as applicable).

The target number of PRSUs will be determined by dividing 50% of the Target Value by the average closing price of the Company’s stock over the 30 trading-day average period ending on the Grant Date (but not less than \$10.00) (the “Conversion Price”). The number of Stock Options will be determined by converting 25% of the Target Value using the Conversion Price and a binomial factor determined in accordance with the Company’s equity valuation practices, and the number of RSUs will be determined by dividing 25% of Target Value by the Conversion Price.

PRSUs. The number of PRSUs that a named executive officer may earn will range from 0% to 250% of his target number of PRSUs, provided that the maximum number of PRSUs that may be earned is capped at the number equal to (a) twelve times the Target Value of the named executive officer’s PRSU award,

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divided by (b) the closing price of the Company's stock on the last day of the Performance Period (defined below).

Subject to the foregoing award limits, the actual number of PRSUs earned by each named executive officer will be calculated as follows:

- (a) Each named executive officer will earn between 0% and 200% of his target number of PRSUs depending on the return on the Company's stock price relative to the return on the S&P 500 Index, in each case over the performance period that begins on August 9, 2019 and ends on August 9, 2022 (or, if earlier, the date immediately preceding the effective date of a change of control (as defined in the 2004 Plan)) (as applicable, the "Performance Period").
- (b) In addition, each named executive officer will earn a number of PRSUs equal to 0%, 25% or 50% of the number of PRSUs (if any) earned by such named executive officer under clause (a), above, depending on the Company's non-GAAP earnings per share ("EPS") growth from its 2019 to 2021 fiscal years.

If a change of control occurs before the Company reports its fiscal year 2021 earnings, but after the Company reports its fiscal year 2020 earnings, each named executive officer will earn 0%, 25% or 50% of the number of PRSUs (if any) earned by such named executive officer under clause (a), above, based on the percentage by which the Company's fiscal year 2020 non-GAAP EPS exceeds its fiscal year 2019 non-GAAP EPS. If a change of control occurs before the Company reports its fiscal year 2019 earnings, no additional PRSUs will be earned by the named executive officers under this clause (b).

In no event, however, will the combined number of PRSUs earned by a named executive officer under clauses (a) and (b), above, exceed 250% of his target number of PRSUs.

- (c) If the return on the Company's stock price over the Performance Period is negative, then the total number of PRSUs earned by each named executive officer pursuant to clauses (a) and (b), above, will be reduced by 50%.

Vesting of any earned PRSUs is subject to the applicable named executive officer's continued provision of services to the Company through August 9, 2022 (or, if earlier, the one-year anniversary of a change of control). Earned and vested PRSUs will generally be settled on August 16, 2022 (or, if earlier, promptly following the one-year anniversary of a change of control).

Stock Options. The Stock Options will have an exercise price equal to 100% of the fair market value of the Company's common stock on the Grant Date, and will vest 1/3 on each of August 9, 2020, August 9, 2021 and August 9, 2022. The Stock Options will have a term of seven years.

RSUs. The RSUs will vest 1/3 on each of August 9, 2020, August 9, 2021 and August 9, 2022.

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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.

Date: June 27, 2019

ADVANCED MICRO DEVICES, INC.

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