

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

November 16, 2022

Date of Report (Date of earliest event reported)



**ADVANCED MICRO DEVICES, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction 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 (see General Instruction A.2. below):

- 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 (§230.405 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.

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

On November 16, 2022, Mr. John Caldwell, Lead Independent Director and Chair of the Nominating and Corporate Governance Committee of the Board of Directors (the "Board") of Advanced Micro Devices, Inc. (the "Company"), announced his retirement from the Board effective as of the same day. Mr. Caldwell has been a director of the Company since 2006 and served as Chairman of the Board from 2016 to February 2022. Mr. Caldwell's decision to retire is not because of any disagreement with the Company.

Also on November 16, 2022, Ms. Nora Denzel was appointed as Lead Independent Director and Chair of the Nominating and Corporate Governance Committee by the Board of the Company. Ms. Denzel has served on the Board since 2014.

**Item 7.01 Regulation FD Disclosure.**

On November 16, 2022, the Company issued a press release announcing Mr. Caldwell's retirement from the Board and the appointment of Ms. Denzel as Lead Independent Director. A copy of this press release is included as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

***(d) Exhibits.***

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated November 16, 2022</a>
104	Inline XBRL for the cover page of this Current Report on Form 8-K

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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: November 16, 2022

**ADVANCED MICRO DEVICES, INC.**

By:           /s/ Harry Wolin          

Name: Harry A. Wolin

Title: Senior Vice President, General Counsel and  
Corporate Secretary



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## **AMD Announces Retirement of John Caldwell from Board of Directors and Appointment of Nora Denzel as Lead Independent Director**

**SANTA CLARA, Calif. — November 16, 2022** —AMD (NASDAQ: AMD) announced that John Caldwell is retiring from the AMD board of directors after 16 years of service. Nora Denzel will succeed Caldwell as lead independent director, effective immediately.

Caldwell joined the AMD board of directors in 2006. He served as chairman from 2016 to 2022 and was named lead independent director earlier this year. He held a variety of committee positions throughout his tenure, including chair of the compensation and leadership resources committee and serving on the nominating and corporate governance committee.

“On behalf of the AMD board of directors, I want to thank John for his outstanding leadership and unwavering commitment to deliver long-term value to our shareholders,” said Dr. Lisa Su, Chair and CEO of AMD. “His dedication to the success of AMD has made a lasting impact on the company and we wish him the best in his retirement. I am pleased that Nora has agreed to become our lead independent director. Her breadth of technical and business experience and the strong role she has played since joining the board make Nora ideally suited for the position.”

Denzel has served on the AMD board of directors since 2014, most recently as chair of the compensation and leadership resource committee. She brings more than 25 years of experience in technology, data center and software through executive management positions at Intuit, HP, EMC and IBM and as interim CEO of Redbox. Denzel has served on the boards of eight public companies and currently serves on the board of directors of Ericsson, SUSE Linux and NortonLifeLock. She also serves on the board of the National Association of Corporate Directors in Washington, D.C. and was named an emeritus board member after over a decade of service on the board of AnitaB.org, a nonprofit dedicated to getting more women into computing.

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## **About AMD**

For more than 50 years AMD has driven innovation in high-performance computing, graphics and visualization technologies. Billions of people, leading Fortune 500 businesses and cutting-edge scientific research institutions around the world rely on AMD technology daily to improve how they live, work and play. AMD employees are focused on building leadership high-performance and adaptive 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, LinkedIn and Twitter pages.

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