

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

Date of Report: January 17, 1996

ADVANCED MICRO DEVICES, INC.

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(Exact name of registrant as specified in its charter)

----- DELAWARE ----- (State or other jurisdiction of incorporation)	----- 1-7882 ----- (Commission File Number)	----- 94-1692300 ----- (I.R.S. Employer Identification No.)
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----- One AMD Place, P.O. Box 3453 Sunnyvale, California ----- (Address of principal executive offices)	----- 94088-3453 ----- (Zip Code)
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Registrant's telephone number,  
including area code: (408) 732-2400

Item 2. Acquisition or Disposition of Assets  
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On January 17, 1996, Advanced Micro Devices, Inc. (the "Company") completed its acquisition of NexGen, Inc. ("NexGen"), a corporation organized under the laws of the State of Delaware, by means of a merger (the "Merger") of NexGen with and into the Company, pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated as of October 20, 1995, as amended, among the Company, NexGen and AMD Merger Corporation, a wholly owned subsidiary of the Company. The Merger was approved by the requisite votes of the stockholders of NexGen and the Company at separate meetings on January 16, 1996, and effected by the filing of a Certificate of Merger with the Secretary of State of the State of Delaware on January 17, 1996. Pursuant to the Merger Agreement, at the effective time of the Merger on January 17, 1996, each outstanding share of the Common Stock of NexGen was canceled and converted into the right to receive 0.8 of a share of the Common Stock of the Company. The Merger will be accounted for as a pooling of interests. S. Atiq Raza, the former Chairman of NexGen, was appointed as a director of the Company on January 17, 1996.

Item 7. Financial Statements and Exhibits  
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(a) Financial statements of businesses acquired.  
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The financial statements of NexGen required pursuant to Rule 3-05 of Regulation S-X were included in the Company's Registration Statement on Form S-4, as amended (Registration No. 33-64911), declared effective by the Securities and Exchange Commission on December 12, 1995, and pursuant to General Instruction B.3. of Form 8-K are not included herein.

(b) Pro forma financial information.  
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The pro forma financial information regarding NexGen and the Company required pursuant to Article 11 of Regulation S-X was included in the Company's Registration Statement on Form S-4, as amended (Registration No. 33-64911), declared effective by the Securities and Exchange Commission on December 12, 1995, and pursuant to General Instruction B.3. of Form 8-K is not included herein.

(c) Exhibits.

Exhibit No.	Description of Exhibits
2.1	Agreement and Plan of Merger, dated as of October 20, 1995, among Advanced Micro Devices, Inc., AMD Merger Corporation and NexGen, Inc., as amended December 11, 1995, Annex A to the Joint Proxy Statement/Prospectus included as a part of the Company's Registration Statement on Form S-4 (Registration No. 33-64911) is hereby incorporated herein by reference.
2.2	Amendment No. 2 to the Agreement and Plan of Merger, dated January 11, 1996, among Advanced Micro Devices, Inc., AMD Merger Corporation and NexGen, Inc.
2.3	Certificate of Merger filed with the Secretary of State of Delaware on January 17, 1996.

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.

ADVANCED MICRO DEVICES, INC.  
(Registrant)

Date: January 31, 1996

By: /s/ Marvin D. Burkett

Marvin D. Burkett  
Senior Vice President,  
Chief Financial and  
Administrative Officer and  
Treasurer

Exhibit Index

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2.2	Amendment No. 2 to the Agreement and Plan of Merger, dated January 11, 1996, among Advanced Micro Devices, Inc., AMD Merger Corporation and NexGen, Inc.
2.3	Certificate of Merger filed with the Secretary of State of Delaware on January 17, 1996.

SECOND AMENDMENT TO AGREEMENT AND PLAN OF MERGER  
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This Second Amendment to Agreement and Plan of Merger ("Second Amendment") dated as of January 11, 1996, by and among ADVANCED MICRO DEVICES, INC., a Delaware corporation ("AMD"), AMD MERGER CORPORATION, a Delaware corporation ("AMD Merger"), and NEXGEN, INC., a Delaware corporation ("NexGen"), amends the Agreement and Plan of Merger dated as of October 20, 1995, as amended by the Amendment to Agreement and Plan of Merger dated as of December 11, 1995 (the "Agreement"), by and among the parties to this Second Amendment.

A. At the Effective Time, NexGen shall be merged with and into AMD, whereupon the separate existence of NexGen shall cease and AMD shall be the surviving corporation and AMD Merger shall not be a constituent corporation of the Merger.

B. The parties have agreed to further amend the Agreement, as more fully set forth below.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties agree as follows:

1. Section 1.10 of the Agreement is amended by adding thereto the following sentence:

"Notwithstanding, in the event that the Merger is restructured, as contemplated by Section 1.1, and NexGen shall be merged with and into AMD, then at the Effective Time of the Merger (i) the Certificate of Incorporation and Bylaws of AMD, as in effect immediately prior thereto, shall be and remain the Certificate of Incorporation and Bylaws of the surviving corporation until thereafter amended in accordance with applicable law, and (ii) the officers and directors of AMD shall be and remain the officers and directors of the surviving corporation until thereafter changed in accordance with applicable law."

2. Except as modified by this Second Amendment, the Agreement remains in full force and effect.

3. This Second Amendment may be executed in several counterparts, each of which will be deemed an original and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Second Amendment as of the date first set forth above.

ADVANCED MICRO DEVICES, INC.

By: /s/ W.J. Sanders III  
-----  
W.J. Sanders III

AMD MERGER CORPORATION

By: /s/ W.J. Sanders III  
-----  
W.J. Sanders III

NEXGEN, INC.

By: /s/ S. Atiq Raza  
-----  
S. Atiq Raza

STATE OF DELAWARE

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OFFICE OF THE SECRETARY OF STATE

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NEXGEN, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ADVANCED MICRO DEVICES, INC." UNDER THE NAME OF "ADVANCED MICRO DEVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF JANUARY, A.D. 1996, AT 8:30 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

[SEAL: SECRETARY'S OFFICE, DELAWARE] /S/ Edward J. Freel  
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Edward J. Freel,  
Secretary of State  
AUTHENTICATION: 7791745  
DATE: 01-17-96

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 08:30 AM 01/17/1996  
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CERTIFICATE OF MERGER  
OF  
NEXGEN, INC.  
INTO  
ADVANCED MICRO DEVICES, INC.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

Name ----	State of Incorporation -----
Advanced Micro Devices, Inc.	Delaware
NexGen, Inc.	Delaware

SECOND: That a plan and agreement of merger among the parties to the merger and AMD Merger Corporation, a Delaware corporation, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Advanced Micro Devices, Inc.

FOURTH: That the certificate of incorporation of Advanced Micro Devices, Inc., a Delaware corporation, the surviving corporation, shall be the certificate of incorporation of the surviving corporation.

FIFTH: That the executed plan and agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is One AMD Place, Sunnyvale, California 94088.

SIXTH: That a copy of the plan and agreement of merger will be furnished by the surviving corporation, on request and without cost to any stockholder of

any constituent corporation.

IN WITNESS WHEREOF, Advanced Micro Devices, Inc. has caused the Certificate to be signed by W.J. Sanders III, its authorized officer, this 16th day of January, of 1996.

Advanced Micro Devices, Inc.

By: /s/ W.J. Sanders III

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W.J. Sanders III, Chairman of  
the Board and  
Chief Executive Officer

ATTEST:

By: /s/ Thomas M. McCoy

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Thomas M. McCoy  
Secretary