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OMB APPROVAL  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER  
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 0-25802  
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NEXGEN, INC.  
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(Exact name of registrant as specified in its charter)

1623 Buckeye Drive, Milpitas, CA 95035 (408) 435-0202  
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(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

Series A Participating Preferred Stock Purchase Rights  
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(Title of each class of securities covered by this Form)

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(Titles of all other classes of securities for which a duty to file reports  
under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule  
provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4 (a) (1) (i)	<input checked="" type="checkbox"/>	Rule 12h-3 (b) (1) (i)	<input checked="" type="checkbox"/>
Rule 12g-4 (a) (1) (ii)	<input type="checkbox"/>	Rule 12h-3 (b) (1) (ii)	<input type="checkbox"/>
Rule 12g-4 (a) (2) (i)	<input type="checkbox"/>	Rule 12h-3 (b) (2) (i)	<input type="checkbox"/>
Rule 12g-4 (a) (2) (ii)	<input type="checkbox"/>	Rule 12h-3 (b) (2) (ii)	<input type="checkbox"/>
		Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice  
date: 0  
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Pursuant to the requirements of the Securities Exchange Act of 1934

Advanced Micro Devices, Inc., successor to NexGen, Inc., has caused this  
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(Name of registrant as specified in charter)

certification/notice to be signed on its behalf by the undersigned duly  
authorized person.

Date: February 8, 1996 By: /s/ Hollis M. FitzGerald  
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Hollis M. FitzGerald, Associate General Counsel

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the  
General Rules and Regulations under the Securities Exchange Act of 1934. The  
registrant shall file with the Commission three copies of Form 15, one of which  
shall be manually signed. It may be signed by an officer of the registrant, by  
counsel or by any other duly authorized person. The name and title of the  
person signing the form shall be typed or printed under the signature.