

---

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**

Date of Report (Date of earliest event reported)  
**October 22, 2004**

**ADVANCED MICRO DEVICES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-7882**  
(Commission  
File Number)

**94-1692300**  
(IRS Employer  
Identification No.)

**One AMD Place  
P.O. Box 3453  
Sunnyvale, California**  
(Address of principal executive offices)

**94088-3453**  
(Zip Code)

Registrant's telephone number, including area code  
**(408) 749-4000**

**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))
-

---

**Item 8.01. Other Events.**

On October 22, 2004, Advanced Micro Devices, Inc. issued a press release announcing that it has agreed to sell \$600,000,000 aggregate principal amount of 7.75% Senior Notes due 2012 in a private offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

99.1 Press Release dated October 22, 2004.

---

**SIGNATURES**

**Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.**

**ADVANCED MICRO DEVICES, INC.**

Date: October 22, 2004

By: /s/ HOLLIS M. O'BRIEN

Name: Hollis M. O'Brien

Title: Corporate Vice President and Secretary

FOR IMMEDIATE RELEASE

EDITORIAL CONTACT:

Dave Kroll  
(408) 749-3310  
dave.kroll@amd.com

INVESTOR CONTACTS:  
Mike Haase  
(408) 749-3124  
mike.haase@amd.com

Ruth Cotter  
(408) 749-3887  
ruth.cotter@amd.com

**AMD Announces  
Pricing of Private Offering of 7.75% Senior Notes due 2012**

**SUNNYVALE, CA – October 22, 2004** – Advanced Micro Devices, Inc. (NYSE: AMD) today announced that it has agreed to sell \$600 million aggregate principal amount of its 7.75% Senior Notes due 2012 in a private offering. The company expects to close the transaction on or about October 29, 2004.

AMD intends to use the net proceeds generated from the offering, together with existing cash, to prepay the full amount owed by AMD's indirect wholly-owned German subsidiary, AMD Saxony Limited Liability Company & Co. KG, under its existing term loan.

The new Senior Notes have not been registered under the Securities Act of 1933, as amended, or applicable state securities laws, and will be offered only to qualified institutional buyers in reliance on Rule 144A and in offshore transactions pursuant to Regulation S under the Securities Act of 1933, as amended. Unless so registered, the new Senior Notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Various statements made within this press release may constitute "forward-looking statements" for purposes of the Securities and Exchange Commission's "safe harbor" provisions under the Private Securities Litigation Reform Act of 1995 and Rule 3b-6 under the Securities Exchange Act of 1934. The forward-looking statements contained herein involve risks and uncertainties that could cause results to differ materially from the company's expectations.