

---

---

**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

**February 20, 2014**

**Date of Report (Date of earliest event reported)**

---

**ADVANCED MICRO DEVICES, INC.**  
(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State of  
Incorporation)

**001-07882**  
(Commission  
File Number)

**94-1692300**  
(IRS Employer  
Identification Number)

**One AMD Place**  
**P.O. Box 3453**  
**Sunnyvale, California 94088-3453**  
(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:

- 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 February 20, 2014, Advanced Micro Devices, Inc. (the “*Company*”) announced by separate press releases the following:

- 1) A proposed offering of \$500 million aggregate principal amount of senior notes due 2019 to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “*Securities Act*”) and in offshore transactions pursuant to Regulation S under the Securities Act (the “*New Notes Offering*”). A copy of the press release regarding the New Notes Offering is attached as Exhibit 99.1 hereto and is incorporated herein by reference.
- 2) The commencement of a cash tender offer up to \$425,000,000 in aggregate principal amount of the Company’s outstanding 6.00% Convertible Senior Notes due 2015 (the “*6.00% Notes*”). A copy of the press release regarding the 6.00% Notes tender offer is attached as Exhibit 99.2 hereto and is incorporated herein by reference.
- 3) The commencement of a cash tender offer for an aggregate principal amount of the Company’s outstanding 8.125% Senior Notes due 2017 (the “*8.125% Notes*”) such that the aggregate consideration paid (excluding accrued and unpaid interest) does not exceed (i) \$490,000,000 *less* (ii) the aggregate amount of consideration paid or payable (excluding accrued and unpaid interest) by the Company in the concurrent 6.00% Notes tender offer; provided that in no event will the Company purchase more than \$200,000,000 aggregate principal amount of 8.125% Notes in the tender offer. A copy of the press release regarding the 8.125% Notes tender offer is attached as Exhibit 99.3 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

- (d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated February 20, 2014 regarding New Notes Offering.
99.2	Press release dated February 20, 2014 regarding 6.00% Notes tender offer.
99.3	Press release dated February 20, 2014 regarding 8.125% Notes tender offer.

---

**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: February 20, 2014

ADVANCED MICRO DEVICES, INC.

By: /s/ Harry A. Wolin

Name: Harry A. Wolin

Title: Senior Vice President, General Counsel and Secretary

---

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated February 20, 2014 regarding New Notes Offering.
99.2	Press release dated February 20, 2014 regarding 6.00% Notes tender offer.
99.3	Press release dated February 20, 2014 regarding 8.125% Notes tender offer.

NEWS RELEASE

**Media Contact**  
**Drew Prairie**  
**512-602-4425**  
[drew.prairie@amd.com](mailto:drew.prairie@amd.com)

**Investor Contact**  
**Ruth Cotter**  
**408-749-3887**  
[ruth.cotter@amd.com](mailto:ruth.cotter@amd.com)

**AMD Announces Private Offering of \$500 Million  
of Senior Notes**

**SUNNYVALE, Calif. — February 20, 2014** — Advanced Micro Devices, Inc. (NYSE: AMD) today announced that it intends to commence a private offering, subject to market and other conditions, of \$500 million aggregate principal amount of senior notes due 2019. AMD intends to use the net proceeds received in the offering to repurchase up to \$425 million aggregate principal amount of its outstanding 6.00% Convertible Senior Notes due 2015 through a tender offer which was launched on February 20, 2014. AMD intends to use remaining net proceeds to repurchase up to a maximum of \$200 million aggregate principal amount of AMD's outstanding 8.125% Senior Notes due 2017 through a tender offer which was also launched on February 20, 2014. To the extent AMD will have net proceeds after the completion of the tender offers, it will use such net proceeds to redeem, repurchase or otherwise retire other outstanding debt.

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.

-more-

---

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.

#### **About AMD**

AMD (NYSE: AMD) is a semiconductor design innovator leading the next era of vivid digital experiences with its groundbreaking AMD Accelerated Processing Units (APUs) that power a wide range of computing devices. AMD's server computing products are focused on driving industry-leading cloud computing and virtualization environments. AMD's superior graphics technologies are found in a variety of solutions ranging from game consoles, PCs to supercomputers. For more information, visit <http://www.amd.com>.

#### **Cautionary Statement**

This news release contains "forward-looking" statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. Forward-looking statements reflect current expectations and projections about future events, including whether the offering is completed on the terms specified or at all and AMD's anticipated use of proceeds from the offering, and thus involve uncertainty and risk. It is possible that future events may differ from expectations due to a variety of risks and other factors such as those described in AMD's Annual Report on Form 10-K for the fiscal year ended December 28, 2013, as filed with the U.S. Securities and Exchange Commission. It is not possible to foresee or identify all such factors. Any forward-looking statements in this news release are based on certain assumptions and analyses made in light of AMD's experience and perception of historical trends, current conditions, expected future developments, and other factors it believes are appropriate in the circumstances. Forward-looking statements are not a guarantee of future performance and actual results or developments may differ materially from expectations. AMD does not intend to update any particular forward-looking statements contained in this news release.

**AMD, the AMD Arrow logo and combinations thereof are trademarks of Advanced Micro Devices, Inc. Other names are for informational purposes only and may be trademarks of their respective owners.**

NEWS RELEASE

**Contact:**  
**Drew Prairie**  
**AMD Public Relations**  
**(512) 602-4425**  
[drew.prairie@amd.com](mailto:drew.prairie@amd.com)

**Ruth Cotter**  
**AMD Investor Relations**  
**(408) 749-3887**  
[ruth.cotter@amd.com](mailto:ruth.cotter@amd.com)

**AMD Commences Partial Tender Offer for its 6.00%  
Convertible Senior Notes due 2015**

**SUNNYVALE, Calif. — February 20, 2014** — Advanced Micro Devices, Inc. (NYSE: AMD) today announced that it commenced a cash tender offer for up to \$425,000,000 in aggregate principal amount of its outstanding 6.00% Convertible Senior Notes due 2015 (the “Notes”). AMD intends to finance the purchase of the Notes tendered in the tender offer with the net proceeds from the closing of AMD’s private offering of \$500 million of senior notes due 2019 (the “New Notes Offering”), which was separately announced by AMD today.

The tender offer will expire at 12:00 midnight, New York City time, on March 19, 2014, unless extended (such date and time, as it may be extended, the “Expiration Date”) or earlier terminated by AMD. Holders who validly tender, and do not validly withdraw, their Notes on or prior to the Expiration Date will be entitled to receive \$1,065 for each \$1,000 principal amount of Notes purchased in the tender offer, plus accrued and unpaid interest to, but not including, the date of payment for the Notes accepted for payment. Tenders of Notes must be made on or prior to the Expiration Date, and Notes may be withdrawn at any time on or prior to the Expiration Date.

To the extent that acceptances of all validly tendered Notes would require AMD to purchase more than \$425,000,000 in aggregate principal amount of Notes in connection with the tender offer, AMD will allocate acceptances on a pro rata basis among the tendering holders.

The tender offer is contingent upon the satisfaction of certain conditions, including the closing of the New Notes Offering, which will be subject to customary closing conditions.

Full details of the terms and conditions of the tender offer are included in the Offer to Purchase dated February 20, 2014, and AMD’s Schedule TO which have been filed with the Securities and Exchange Commission.

AMD has retained BofA Merrill Lynch to act as the Dealer Manager for the tender offer. Questions regarding the tender offer may be directed to BofA Merrill Lynch at (888) 292-0070 (toll-free) or (980) 387-3907 (collect). Requests for the Offer to Purchase and other documents relating to the tender offer may be directed to MacKenzie Partners, Inc., the Information Agent and Depositary in connection with the tender offer, at (800) 322-2885 (toll-free) or (212) 929-5500 (collect).

None of AMD, any member of its Board of Directors, the Dealer Manager or the Information Agent/Depositary is making any recommendation to holders as to whether to tender or refrain from

---

tendering their Notes into the tender offer. Holders must decide whether they will tender in the offer and, if so, how many Notes they will tender.

This release is for information purposes only and is neither an offer to purchase nor a solicitation of an offer to sell the Notes or any other securities. The tender offer is only being made pursuant to the tender offer documents, including the Offer to Purchase and the related letter of transmittal that AMD is distributing to holders of the Notes. The tender offer is not being made to holders in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

#### **About AMD**

AMD (NYSE: AMD) is a semiconductor design innovator leading the next era of vivid digital experiences with its groundbreaking AMD Accelerated Processing Units (APUs) that power a wide range of computing devices. AMD's server computing products are focused on driving industry-leading cloud computing and virtualization environments. AMD's superior graphics technologies are found in a variety of solutions ranging from game consoles, PCs to supercomputers. For more information, visit <http://www.amd.com>.

#### **Cautionary Statement**

This news release contains "forward-looking" statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. Forward-looking statements reflect current expectations and projections about future events, including whether the New Notes Offering is completed on the terms specified or at all, AMD's anticipated use of proceeds therefrom and the timing and completion of the tender offer, and thus involve uncertainty and risk. It is possible that future events, including whether the tender offer is completed on the terms specified or at all, may differ from expectations due to a variety of risks and other factors such as those described in AMD's Annual Report on Form 10-K for the fiscal year ended December 28, 2013, as filed with the U.S. Securities and Exchange Commission. It is not possible to foresee or identify all such factors. Any forward-looking statements in this news release are based on certain assumptions and analyses made in light of AMD's experience and perception of historical trends, current conditions, expected future developments, and other factors it believes are appropriate in the circumstances. Forward-looking statements are not a guarantee of future performance and actual results or developments may differ materially from expectations. AMD does not intend to update any particular forward-looking statements contained in this news release.

**AMD, the AMD Arrow logo, and combinations thereof, are trademarks of Advanced Micro Devices, Inc. Other names are for informational purposes only and may be trademarks of their respective owners.**



**Contact:**  
**Drew Prairie**  
**AMD Public Relations**  
**(512) 602-4425**  
[drew.prairie@amd.com](mailto:drew.prairie@amd.com)

**Ruth Cotter**  
**AMD Investor Relations**  
**(408) 749-3887**  
[ruth.cotter@amd.com](mailto:ruth.cotter@amd.com)

**AMD Commences Partial Tender Offer for its  
8.125% Senior Notes due 2017**

**SUNNYVALE, Calif. — February 20, 2014** — Advanced Micro Devices, Inc. (NYSE: AMD) today announced that it commenced a cash tender offer for an aggregate principal amount of its outstanding 8.125% Senior Notes due 2017 (the “Notes”) such that the aggregate consideration paid (excluding accrued and unpaid interest) does not exceed (i) \$490,000,000 *less* (ii) the aggregate consideration paid or payable (excluding accrued and unpaid interest) by AMD in its concurrent tender offer for its outstanding 6.00% Convertible Senior Notes due 2015, which was separately announced by AMD today (the “Maximum Tender Amount”), provided that in no event will AMD purchase more than \$200,000,000 aggregate principal amount of Notes. AMD intends to finance the purchase of the Notes tendered in the tender offer with the net proceeds from the closing of AMD’s private offering of \$500 million of senior notes due 2019 (the “New Notes Offering”), which was also separately announced by AMD today.

The tender offer will expire at 12:00 midnight, New York City time, on March 19, 2014, unless extended (such date and time, as it may be extended, the “Expiration Date”) or earlier terminated by AMD. Holders who validly tender, and do not validly withdraw, their Notes on or prior to the Expiration Date will be entitled to receive \$1,014.83 for each \$1,000 principal amount of Notes purchased in the tender offer, plus accrued and unpaid interest to, but not including, the date of payment for the Notes accepted for payment. Furthermore, holders who validly tender, and do not validly withdraw, their Notes at or prior to 5:00 p.m. New York City time on March 5, 2014 (the “Early Tender Time”) will receive \$30.00 for each \$1,000 principal amount of Notes purchased pursuant to the tender offer, resulting in a total consideration of \$1,044.83 for each \$1,000 principal amount of Notes. Tenders of Notes must be made on or prior to the Expiration Date. Notes tendered prior to the Early Tender Time may be withdrawn at any time at or prior to 5:00 p.m. New York City time on March 5, 2014. Notes tendered after such withdrawal deadline may not be withdrawn.

To the extent that acceptances of all validly tendered Notes would require AMD to purchase more than the Maximum Amount of Notes in connection with the tender offer, AMD will allocate acceptances on a pro rata basis among the tendering holders.

The tender offer is contingent upon the satisfaction of certain conditions, including the closing of New Notes Offering, which will be subject to customary closing conditions.

Full details of the terms and conditions of the tender offer are included in the Offer to Purchase dated February 20, 2014.

AMD has retained BofA Merrill Lynch to act as the Dealer Manager for the tender offer. Questions regarding the tender offer may be directed to BofA Merrill Lynch at (888) 292-0070 (toll-free) or (980) 387-3907 (collect). Requests for the Offer to Purchase and other documents relating to the tender offer may be directed to MacKenzie Partners, Inc., the Information Agent and Depositary in connection with the tender offer, at (800) 322-2885 (toll-free) or (212) 929-5500 (collect).

---

None of AMD, any member of its Board of Directors, the Dealer Manager or the Information Agent/Depository is making any recommendation to Holders as to whether to tender or refrain from tendering their Notes into the tender offer. Holders must decide whether they will tender in the offer and, if so, how many Notes they will tender.

This release is for information purposes only and is neither an offer to purchase nor a solicitation of an offer to sell the Notes or any other securities. The tender offer is only being made pursuant to the tender offer documents, including the Offer to Purchase and the related letter of transmittal that AMD is distributing to holders of the Notes. The tender offer is not being made to holders in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

#### **About AMD**

AMD (NYSE: AMD) is a semiconductor design innovator leading the next era of vivid digital experiences with its groundbreaking AMD Accelerated Processing Units (APUs) that power a wide range of computing devices. AMD's server computing products are focused on driving industry-leading cloud computing and virtualization environments. AMD's superior graphics technologies are found in a variety of solutions ranging from game consoles, PCs to supercomputers. For more information, visit <http://www.amd.com>.

#### **Cautionary Statement**

This news release contains "forward-looking" statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. Forward-looking statements reflect current expectations and projections about future events, including whether the New Notes Offering is completed on the terms specified or at all, AMD's anticipated use of proceeds therefrom and the timing and completion of the tender offer, and thus involve uncertainty and risk. It is possible that future events, including whether the tender offer is completed on the terms specified or at all, may differ from expectations due to a variety of risks and other factors such as those described in AMD's Annual Report on Form 10-K for the fiscal year ended December 28, 2013, as filed with the U.S. Securities and Exchange Commission. It is not possible to foresee or identify all such factors. Any forward-looking statements in this news release are based on certain assumptions and analyses made in light of AMD's experience and perception of historical trends, current conditions, expected future developments, and other factors it believes are appropriate in the circumstances. Forward-looking statements are not a guarantee of future performance and actual results or developments may differ materially from expectations. AMD does not intend to update any particular forward-looking statements contained in this news release.

**AMD, the AMD Arrow logo, and combinations thereof, are trademarks of Advanced Micro Devices, Inc. Other names are for informational purposes only and may be trademarks of their respective owners.**