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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 11)*

Advanced Micro Devices, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

007903107

(CUSIP Number)

Mubadala Investment Company PJSC

Attention: Andre C. Namphy
P.O. Box 45005
Abu Dhabi
United Arab Emirates
+971 2 413 0000

Copies to:

Chris Forrester, Esq.
Shearman & Sterling LLP
1460 El Camino Real, 2nd Floor
Menlo Park, CA 94025
(650) 838-3600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 5, 2019

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 007903107

| | | |
|--|---|---|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Mubadala Investment Company PJSC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (See Instructions) Not applicable. | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> Not applicable. | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION The Emirate of Abu Dhabi, United Arab Emirates | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER Not applicable. |
| | 8 | SHARED VOTING POWER 75,000,000 |
| | 9 | SOLE DISPOSITIVE POWER Not applicable. |
| | 10 | SHARED DISPOSITIVE POWER 75,000,000 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 75,000,000 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.5% ¹ | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) CO | |

¹ The percentage of the class of common stock represented by the shares that are subject to this statement is based on the warrants to purchase 75,000,000 shares of common stock issued to the Reporting Persons on August 30, 2016. Notice to exercise such warrants was delivered by the Reporting Persons to the issuer on February 5, 2019. The percentage calculation is based on an aggregate of approximately 999,407,216 shares of common stock outstanding as of October 26, 2018, as reported in the issuer's most recent Quarterly Report on Form 10-Q, filed with the Commission on October 31, 2018.

SCHEDULE 13D

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| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Mubadala Development Company PJSC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (See Instructions) Not applicable. | |
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| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) West Coast Hitech L.P. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (See Instructions) Not applicable. | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> Not applicable. | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands | |
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| | 8 | SHARED VOTING POWER 75,000,000 |
| | 9 | SOLE DISPOSITIVE POWER Not applicable. |
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| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) West Coast Hitech G.P., Ltd. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
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This Amendment No. 11 amends and supplements the Statement on Schedule 13D originally filed by Mubadala Development Company PJSC, a public joint stock company established under the laws of the Emirate of Abu Dhabi ("Mubadala Development Company"), West Coast Hitech L.P., an exempted limited partnership organized under the laws of the Cayman Islands ("Holder"), and West Coast Hitech G.P., Ltd., a general partnership organized under the laws of the Cayman Islands (each a "Reporting Person" and, together with Mubadala Investment Company PJSC, a public joint stock company established under the laws of the Emirate of Abu Dhabi and wholly owned by the Government of Abu Dhabi (which was added as a Reporting Person in Amendment No. 8 to the Statement of Schedule 13D filed on July 1, 2017), the "Reporting Persons"), with the Securities and Exchange Commission (the "SEC") on October 16, 2008, as amended prior to the date hereof (the "Original Report"), with respect to the Common Stock, par value \$0.01 per share (the "Common Stock"), of Advanced Micro Devices, Inc. (the "Issuer", or "AMD"), with its principal executive offices located at One AMD Place, Sunnyvale, CA 94088-3453. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Original Report. The Original Report, as amended by this Amendment No. 11, is hereinafter referred to as the "Schedule 13D."

The purpose of this Amendment No. 11 is to update Items 3 and 4 to reflect the exercise of the 2016 Warrants and the disposition of shares of Common Stock. The description of the 2016 Warrants is qualified in its entirety by reference to the full text of the 2016 Warrants, incorporated by reference herein as Exhibit 99.9 hereto.

Item 3. Source and Amount of Funds or Other Consideration.

The response set forth in Item 3 of the Original Report is hereby amended to add the following:

On February 5, 2019, Holder exercised the 2016 Warrants pursuant to their terms at an exercise price of \$5.98 per Share. Exercise was made by cash payment of \$448,500,000 to the Issuer, the aggregate exercise price for such shares of Common Stock under the 2016 Warrants, using proceeds from the disposition of shares of Common Stock on February 5, 2019, as described in Item 4, below.

Item 4. Purpose of Transaction.

The response set forth in Item 4 of the Original Report is hereby amended to add the following immediately after the final paragraph of such response:

On February 5, 2019, the Reporting Persons sold an aggregate of 34,906,166 shares of Common Stock to Citigroup Global Markets Inc. ("Buyer") at a price of \$23.43 per share, for a total purchase price of \$817,851,469, in a block trade transaction pursuant to an exemption from the registration requirements under the Securities Act of 1933.

In connection with such sale, Holder and Buyer entered into a Lock Up Agreement, dated February 5, 2019 (the "Lock Up Agreement"), pursuant to which Holder agreed that it will not, subject to certain exceptions, for a period of sixty (60) days after the date of the Lock Up Agreement, without the prior written consent of Buyer, offer, sell, contract to sell, pledge, grant any option to purchase, make any short sale or otherwise dispose of, contract to dispose of, or enter into any transaction having the economic consequences of a disposition, (i) Common Stock of the Issuer or (ii) any securities convertible into or exercisable or exchangeable for such Common Stock, or publicly announce an intention to effect any such transaction. The foregoing description of the Lock Up Agreement is not complete and is qualified in its entirety by the Lock Up Agreement, a copy of which is attached hereto as Exhibit 99.16 and incorporated herein by reference.

In connection with such sale, Holder and Buyer also entered into a Side Letter Agreement, dated February 5, 2019 (the "Side Letter"), pursuant to which Buyer agreed that it would not resell the Block Trade Shares in a manner inconsistent with the provisos to Section 9.06 of the Agreement, as amended by Agreement Amendment No. 2. The foregoing description of the Side Letter is not complete and is qualified in its entirety by the Side Letter, a copy of which is attached hereto as Exhibit 99.17 and incorporated herein by reference.

In addition, on February 5, 2019, Holder exercised the 2016 Warrants pursuant to their terms at an exercise price of \$5.98 per Share. The total beneficial ownership of the Reporting Persons is 75,000,000 Shares, as reflected herein.

Item 7. Materials to be Filed as Exhibits.

| Exhibit No. | Description of Exhibit |
|--------------------|---|
| 99.1 | Power of Attorney, dated July 5, 2017, relating to Mubadala Investment Company PJSC (incorporated by reference from Exhibit 99.1 to Amendment No. 8 to Schedule 13D filed by the Reporting Persons on July 1, 2017). |
| 99.2 | Power of Attorney, dated March 1, 2017, relating to Mubadala Development Company PJSC (incorporated by reference from Exhibit 99.1 to Amendment No. 7 to the Schedule 13D filed by the Reporting Persons on March 6, 2017). |
| 99.3 | Power of Attorney, dated March 1, 2017, relating to West Coast Hitech G.P., Ltd. (incorporated by reference from Exhibit 99.2 to Amendment No. 7 to the Schedule 13D filed by the Reporting Persons on March 6, 2017). |
| 99.4 | Agreement of Joint Filing dated July 5, 2017 (incorporated by reference from Exhibit 99.1 to Amendment No. 8 to Schedule 13D filed by the Reporting Persons on March 6, 2017). |
| 99.5 | Master Transaction Agreement by and among Advanced Micro Devices, Inc., Advanced Technology Investment Company LLC and West Coast Hitech L.P. (incorporated by reference from Exhibit 10.1 to AMD's Current Report on Form 8-K, filed on October 16, 2008). |
| 99.6 | Amendment to Master Transaction Agreement by and among Advanced Micro Devices, Inc., Advanced Technology Investment Company LLC and West Coast Hitech L.P. (incorporated by reference from Exhibit 10.1 to AMD's Current Report on Form 8-K, filed on December 5, 2008). |
| 99.7 | Warrant to Purchase 35,000,000 Shares of Common Stock of Advanced Micro Devices, Inc. (incorporated by reference from Exhibit 4.1 to AMD's Registration Statement on Form S-3, filed on March 2, 2009). |
| 99.8 | Amendment No. 2 to Master Transaction Agreement, among Advanced Micro Devices, Inc., Mubadala Technology Investments LLC, and West Coast Hitech L.P., dated August 30, 2016 (incorporated by reference from Exhibit 99.7 to Amendment No. 6 to the Schedule 13D filed by the Reporting Persons on September 2, 2016). |
| 99.9 | Warrant to Purchase 75,000,000 Shares of Common Stock of Advanced Micro Devices, Inc. (incorporated by reference from Exhibit 10.1 to AMD's Current Report on Form 8-K, filed on August 31, 2016). |
| 99.10 | Lock Up Agreement, dated March 2, 2017, by and between West Coast Hitech L.P. and Goldman Sachs & Co. (incorporated by reference from Exhibit 99.9 to Amendment No. 7 to the Schedule 13D filed by the Reporting Persons on March 6, 2017). |
| 99.11 | Side Letter Agreement, dated March 2, 2017, by and between West Coast Hitech L.P. and Goldman Sachs & Co. (incorporated by reference from Exhibit 99.10 to Amendment No. 7 to the Schedule 13D filed by the Reporting Persons on March 6, 2017). |
| 99.12 | Lock Up Agreement, dated August 4, 2017, by and between West Coast Hitech L.P. and Morgan Stanley & Co. LLC. (incorporated by reference from Exhibit 99.12 to Amendment No. 9 to the Schedule 13D filed by the Reporting Persons on August 4, 2017). |
| 99.13 | Side Letter Agreement, dated August 4, 2017, by and between West Coast Hitech L.P. and Morgan Stanley & Co. LLC. (incorporated by reference from Exhibit 99.13 to Amendment No. 9 to the Schedule 13D filed by the Reporting Persons on August 4, 2017). |
| 99.14 | Lock Up Agreement, dated July 30, 2018, by and between West Coast Hitech L.P. and Credit Suisse Securities (USA) LLC (incorporated by reference from Exhibit 99.14 to Amendment No. 10 to the Schedule 13D filed by the Reporting Persons on August 2, 2018). |
| 99.15 | Side Letter Agreement, dated July 30, 2018, by and between West Coast Hitech L.P. and Credit Suisse Securities (USA) LLC (incorporated by reference from Exhibit 99.15 to Amendment No. 10 to the Schedule 13D filed by the Reporting Persons on August 2, 2018). |
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| 99.17 | Side Letter Agreement, dated February 5, 2019, by and between West Coast Hitech L.P. and Citigroup Global Markets Inc. |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2019

MUBADALA INVESTMENT COMPANY PJSC

By: /s/ Andre C. Namphy
Name: Andre C. Namphy
Title: Authorized Signatory

MUBADALA DEVELOPMENT COMPANY PJSC

By: /s/ Andre C. Namphy
Name: Andre C. Namphy
Title: Authorized Signatory

WEST COAST HITECH L.P. by its general partner, WEST COAST HITECH G.P., LTD.

By: /s/ Andre C. Namphy
Name: Andre C. Namphy
Title: Authorized Signatory

WEST COAST HITECH G.P., LTD.

By: /s/ Andre C. Namphy
Name: Andre C. Namphy
Title: Authorized Signatory

EXHIBIT INDEX

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LOCK-UP AGREEMENT

5 February, 2019

Citigroup Global Markets Inc.
388 Greenwich Street
New York, NY 10013

Ladies and Gentlemen:

This letter is being delivered to you in connection with the sale by West Coast Hitech L.P., an exempted limited partnership organized under the laws of the Cayman Islands (the "Seller"), acting through its general partner, West Coast Hitech G.P., Ltd., a corporation organized under the laws of the Cayman Islands, and the purchase by you, Citigroup Global Markets Inc. (the "Purchaser" and such purchase and sale, the "Transaction"), of common stock, par value \$0.01 per share (the "Common Stock"), of Advanced Micro Devices, Inc. (the "Company") in reliance on Rule 144 under the Securities Act of 1933, as amended.

Seller agrees that it will not, for a period of sixty (60) days after the date of this Agreement, without the prior written consent of the Purchaser, offer, sell, contract to sell, pledge, grant any option to purchase, make any short sale or otherwise dispose of, contract to dispose of, or enter into any transaction having the economic consequences of a disposition, of (i) Common Stock of the Company or (ii) any securities convertible into or exercisable or exchangeable for such Common Stock, or publicly announce an intention to effect any such transaction; provided that the foregoing shall not apply (1) to any shares of Common Stock offered, sold or otherwise disposed of pursuant to a written plan for trading securities in effect on the date hereof, which was established pursuant to and in accordance with Rule 10b5-1(c) under the Exchange Act, (2) to any shares of Common Stock offered, sold or otherwise disposed of pursuant to a registered underwritten offering, (3) to any shares of Common Stock transferred in transactions between Seller and its affiliates and (4) to any shares of Common Stock that are loaned pursuant to bona fide securities lending transactions; provided further that the undersigned may make gifts or transfers of shares of Common Stock to, or for the benefit of, family members, charitable institutions, and trusts, limited partnerships or other entities created for estate planning purposes, the principal beneficiaries of which are family members or charitable institutions, subject to the condition that any such family member or charitable institution or other holder shall execute an agreement stating that such transferee is receiving and holding the Common Stock subject to the provisions of this agreement.

The foregoing restriction in the preceding paragraph is expressly agreed to preclude the undersigned from engaging in any hedging or other transaction which is designed to or which reasonably could be expected to lead to or result in a sale or disposition of any Common Stock referred to in the preceding paragraph even if such Common Stock would be disposed of by someone other than the undersigned. Such prohibited hedging or other transactions would include without limitation any short sale or any purchase, sale or grant of any right (including without limitation any put or call option) with respect to any Common Stock referred to in the preceding paragraph or with respect to any security that includes, relates to, or derives any significant part of its value from such Common Stock.

If for any reason the Seller informs Purchaser that it no longer intends to consummate the Transaction, the agreement set forth above shall be automatically terminated.

[Signature Page Follows]

Yours very truly,

West Coast Hitech L.P.

By: West Coast Hitech G.P., Ltd., its general partner

By: /s/ Andre C. Namphy

Name: Andre C. Namphy

Title: Director

[Signature Page to Lock-Up Agreement]

ACKNOWLEDGED AND ACCEPTED,

Citigroup Global Markets Inc.

By: /s/ Paul Abrahamzadeh
Name: Paul Abrahamzadeh
Title: Managing Director

[Signature Page to Lock-Up Agreement]

SIDE LETTER AGREEMENT

SIDE LETTER AGREEMENT (this “Agreement”), dated as of 5 February, 2019 by and between West Coast Hitech L.P., an exempted limited partnership organized under the laws of the Cayman Islands (the “Seller”) acting through its general partner, West Coast Hitech G.P., Ltd., a corporation organized under the laws of the Cayman Islands, and Citigroup Global Markets Inc. (the “Buyer”).

RECITALS

WHEREAS, the Seller wishes to sell, and the Buyer wishes to buy, **thirty four million nine hundred and six thousand and one hundred and sixty six (34,906,166)** shares of common stock, par value \$0.01 per share (the “Issuer Shares”), of Advanced Micro Devices, Inc. (the “Issuer,” and the purchase and sale of the Issuer Shares, the “Transaction”);

WHEREAS, the Seller is subject to an agreement entered into with the Issuer, pursuant to which certain restrictions on the resale of Issuer Shares held by it are imposed, namely a restriction on the resale of Issuer Shares to NVidia Corporation and Intel Corporation (the “Excluded Parties”);

NOW THEREFORE in consideration of the foregoing and the mutual covenants and agreements hereof, intending to be legally bound hereby, the parties agree as follows:

AGREEMENT

1. The Buyer shall not resell the Issuer Shares purchased from the Seller to the Excluded Parties.
2. This Agreement shall be governed by and construed in accordance with the laws of the State of New York, without regard to the conflicts of laws principles thereof.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have caused this Side Letter to be executed as of the date first written above by their respective officers thereunto duly authorized.

SELLER:

West Coast Hiltech L.P.

By: West Coast Hitech G.P., Ltd., its general partner

By: /s/ Andre C. Namphy
Name: Andre C. Namphy
Title: Director

[Signature Page to Side Letter Agreement]

BUYER:

Citigroup Global Markets Inc.

By: /s/ Paul Abrahamzadeh
Name: Paul Abrahamzadeh
Title: Managing Director

[Signature Page to Side Letter Agreement]
