

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NEXGEN, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

94-3021712

(STATE OR OTHER JURISDICTION
OF INCORPORATION OR ORGANIZATION)

(I.R.S. EMPLOYER IDENTIFICATION NO.)

1623 BUCKEYE DRIVE, MILPITAS, CALIFORNIA

95035

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(ZIP CODE)

1995 STOCK PLAN OF NEXGEN, INC., NEXGEN, INC. 1987 EMPLOYEE STOCK PLAN

(FULL TITLE OF THE PLANS)

THOMAS M.MCCOY
VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
ADVANCED MICRO DEVICES, INC., AS SUCCESSOR TO NEXGEN, INC.
ONE AMD PLACE, SUNNYVALE, CALIFORNIA 94088-3453

(NAME AND ADDRESS OF AGENT FOR SERVICE)

(408) 732-2400

(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

DEREGISTRATION OF CERTAIN SHARES OF COMMON STOCK

NexGen, Inc. filed a registration statement on Form S-8 with respect to 5,026,912 shares of its common stock (the "NexGen Common Stock") to be issued pursuant to the 1995 Stock Plan of NexGen, Inc. and the NexGen, Inc. 1987 Employee Stock Plan (the "NexGen Plans"). As of January 17, 1996, NexGen, Inc. had issued 1,295,923 shares of NexGen Common Stock pursuant to this registration statement. In connection with the merger of NexGen, Inc. with and into Advanced Micro Devices, Inc. ("AMD") (the "Merger"), AMD assumed the NexGen Plans. AMD filed a post-effective amendment on Form S-8 to its registration statement on Form S-4 filed in connection with the Merger, relating to an adjusted number of shares of AMD common stock to be issued pursuant to the NexGen Plans in lieu of the NexGen Common Stock. As the successor issuer to NexGen, Inc., AMD hereby deregisters 3,730,989 shares of NexGen Common Stock remaining unsold under this registration statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the

requirements for filing on Form S-8 and has duly caused this post-effective amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Sunnyvale, California, on this 25th day of April, 1996.

ADVANCED MICRO DEVICES, INC.,
as successor to NexGen, Inc.

By /s/ Marvin D. Burkett

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

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints W.J. Sanders III and Marvin D. Burkett, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature ----- | Title ----- | Date ---- |
|---|---|----------------|
| /s/ W.J. Sanders III ----- W.J. Sanders III | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | April 25, 1996 |

| Signature ----- | Title ----- | Date ---- |
|---|--|----------------|
| /s/ Richard Previte ----- Richard Previte | Director, President and Chief Operating Officer | April 25, 1996 |
| /s/ S. Atiq Raza ----- S. Atiq Raza | Director, Vice President and Chief Technical Officer | April 25, 1996 |
| /s/ Friedrich Baur ----- Friedrich Baur | Director | April 25, 1996 |
| /s/ Charles M. Blalack | | |

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| - ----- Charles M. Blalack | Director | April 25, 1996 |
| /s/ R. Gene Brown - ----- R. Gene Brown | Director | April 25, 1996 |
| /s/ Joe L. Roby - ----- Joe L. Roby | Director | April 25, 1996 |
| /s/ Leonard Silverman - ----- Leonard Silverman | Director | April 25, 1996 |
| /s/ Marvin D. Burkett - ----- Marvin D. Burkett | Senior Vice President, Chief Financial and Administrative Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer) | April 25, 1996 |