

As filed with the Securities and Exchange Commission on June \_\_, 1996  
Registration No. 33-64911-02

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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POST-EFFECTIVE AMENDMENT NO. 2 ON FORM S-3\* TO  
FORM S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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ADVANCED MICRO DEVICES, INC.  
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(Exact name of registrant as specified in its charter)

DELAWARE  
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94-1692300  
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(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

One AMD Place, Sunnyvale, California 94086 (408) 732-2400  
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(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

Thomas M. McCoy  
Vice President, General Counsel and Secretary  
Advanced Micro Devices, Inc.  
One AMD Place, Sunnyvale, California 94086  
(408) 732-2400  
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(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copy to:  
Victor J. Bacigalupi, Esq.  
Bronson, Bronson & McKinnon LLP  
505 Montgomery Street, San Francisco, California 94111-2514

Approximate date of commencement of proposed sale to the public: From time  
to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered  
pursuant to a dividend or interest reinvestment plan, please check the following  
box.

If any of the securities being registered on this Form are to be offered on  
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, other than securities offered only in connection with dividend or interest  
reinvestment plans, check the following box.

\* Filed as a post-effective amendment on Form S-3 to such Form S-4  
Registration Statement pursuant to the provisions of Rule 401(e) and the  
procedure described herein. See "INTRODUCTORY STATEMENT NOT FORMING PART OF  
PROSPECTUS."

If this Form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act, please check the following box  
and list the Securities Act registration statement number of the earlier  
registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c)  
under the Securities Act of 1933, check the following box and list the  
Securities Act registration number of the earlier effective registration  
statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434,

please check the following box. [ ]

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

INTRODUCTORY STATEMENT NOT FORMING PART OF PROSPECTUS

Advanced Micro Devices, Inc. ("AMD") hereby amends its Registration Statement on Form S-4 (No. 33-64911) (the "Form S-4"), by filing this Post-Effective Amendment No. 2 on Form S-3 (the "Post-Effective Amendment") relating to the resale of shares of common stock, \$.01 par value, of AMD ("AMD Common Stock") which are issuable to certain warrant holders identified in the prospectus constituting part of this Post-Effective Amendment as "Selling Stockholders." The designation of the Post-Effective Amendment as Registration No. 33-64911-02 denotes that this is the second Post-Effective Amendment to the Form S-4 filed by AMD in connection with the Agreement and Plan of Merger pursuant to which NexGen, Inc. ("NexGen") merged with and into AMD. A separate Post-Effective Amendment to this Registration Statement designated as Registration No. 33-64911-01 was previously filed in connection with the shares of AMD Common Stock issuable upon the exercise of certain options held by directors, officers and certain employees of NexGen.

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1,056,212 SHARES  
ADVANCED MICRO DEVICES, INC.  
COMMON STOCK

Advanced Micro Devices, Inc. ("AMD") and NexGen, Inc. ("NexGen") entered into an Agreement and Plan of Merger dated as of October 20, 1995, amended as of December 11, 1995 and January 11, 1996 (the "Merger Agreement") pursuant to which on January 17, 1996, NexGen merged with and into AMD (the "Merger"). In the Merger, each outstanding share of common stock, \$.0001 par value, of NexGen ("NexGen Common Stock") was converted into the right to receive 0.8 (the "Exchange Ratio") of a share of common stock of AMD, \$.01 par value ("AMD Common Stock").

This Prospectus covers the resale of up to 1,056,212 shares of AMD Common Stock (the "Shares") issuable upon exercise of currently exercisable warrants (the "Warrants") granted by NexGen to certain persons and entities (the "Warrant holders"). The Warrant holders are referred to herein as "Selling Stockholders." AMD will not receive any of the proceeds from the sale of the Shares by the Selling Stockholders.

AMD assumed NexGen's obligations under the Warrants which, after the Merger, became exercisable for that number of shares of AMD Common Stock equal to the product of the number of shares of NexGen Common Stock formerly subject to the Warrants multiplied by the Exchange Ratio and rounded downward to the nearest whole number of shares of AMD Common Stock, at an exercise price equal to the exercise price per share of NexGen Common Stock formerly subject to the Warrants divided by the Exchange Ratio and rounded upward to the nearest one-hundredth of one whole cent. In the Merger Agreement, AMD agreed that it would file a registration statement with respect to the Shares issuable upon exercise of the Warrants.

No person is authorized to give any information or to make any representations other than those contained in this Prospectus or in the documents incorporated by reference herein. Any information or representations with respect to such matters not contained herein or therein must not be relied upon as having been authorized by AMD or the Selling Stockholders. This Prospectus does not constitute an offer to sell any securities or a solicitation of an offer to sell any of the securities offered hereby in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. Neither the delivery of this Prospectus nor any distribution of securities hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of AMD since the date hereof or that the information in this Prospectus or in the documents incorporated by reference herein is correct as of any time subsequent to the dates hereof or thereof.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION, NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is June 19, 1996

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#### AVAILABLE INFORMATION

AMD is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). Such reports, proxy statements and other information filed with the Commission can be inspected and copied at the public reference facilities maintained by the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549, and the Commission's Regional Offices, Seven World Trade Center, 13th Floor, New York, New York 10048 and Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661-2511. Copies of such material can be obtained at prescribed rates from the Commission, Public Reference Section, 450 Fifth Street, N.W., Washington, D.C. 20549. All outstanding shares of AMD Common Stock are listed on the New York Stock Exchange ("NYSE"). Reports, proxy material and other information concerning AMD also may be inspected at the offices of the NYSE, 20 Broad Street, New York, New York 10005.

AMD has filed with the Commission a post-effective amendment on Form S-3 to its Registration Statement on Form S-4 (together with any amendments, the "Registration Statement") under the Securities Act relating to the Shares. This Prospectus was filed by AMD as part of the Registration Statement and does not contain all of the information set forth in the Registration Statement and the Exhibits thereto. The Registration Statement and the Exhibits thereto may be inspected and copied, at prescribed rates, at the public reference facilities maintained by the Commission at the addresses set forth above.

#### INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by AMD with the Commission are incorporated by reference in this Prospectus:

- (a) Annual Report on Form 10-K for the fiscal year ended December 31, 1995;
- (b) Quarterly Report on Form 10-Q for the quarter ended March 31, 1996;
- (c) Current Reports on Form 8-K dated January 5, 1996, January 10, 1996, January 12, 1996, January 17, 1996, April 1, 1996, April 9, 1996, and June 19, 1996.
- (d) The description of AMD Common Stock, \$0.01 par value, contained in AMD's Registration Statement on Form 8-A filed September 14, 1979.

All documents subsequently filed by AMD pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Prospectus shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing thereof. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein, or in any subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

THIS PROSPECTUS INCORPORATES BY REFERENCE DOCUMENTS WHICH ARE NOT PRESENTED HEREIN OR DELIVERED HERewith. COPIES OF THESE DOCUMENTS (OTHER THAN CERTAIN EXHIBITS TO SUCH DOCUMENTS) ARE AVAILABLE WITHOUT CHARGE UPON WRITTEN OR ORAL REQUEST BY EACH PERSON TO WHOM A COPY OF THIS PROSPECTUS IS DELIVERED. REQUESTS SHOULD BE DIRECTED TO ADVANCED MICRO DEVICES, INC., ONE AMD PLACE,

SUNNYVALE, CALIFORNIA 94086 (TELEPHONE: (408) 732-2400), ATTENTION: ASSISTANT CORPORATE SECRETARY. THE INFORMATION RELATING TO AMD CONTAINED IN THIS PROSPECTUS DOES NOT PURPORT TO BE COMPREHENSIVE AND SHOULD BE READ TOGETHER WITH THE INFORMATION CONTAINED IN THE DOCUMENTS INCORPORATED BY REFERENCE HEREIN.

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#### THE COMPANY

AMD is a semiconductor manufacturer with manufacturing facilities in the U.S. and Asia, and sales offices throughout the world. Its products primarily consist of industry-standard integrated circuits, as opposed to custom circuits designed for a single customer. While a substantial portion of AMD's products are standard items, its products are increasingly designed for specific applications such as telecommunications, personal computers, engineering workstations, multimedia or local area networks. As a service to certain major customers, AMD modifies portions of these application-specific devices to meet specific customer needs. The resulting devices are produced in significant volumes for such customers.

AMD began over twenty-five years ago as an alternate-source manufacturer of integrated circuits originally developed by other suppliers. Over time, AMD has become a manufacturer of proprietary products. AMD has made a significant investment in research and development which has contributed toward AMD becoming a leader in manufacturing and process technology within the integrated circuit industry.

AMD is focusing its product development activities in three areas: (1) Computation Products, including x86, K86 Superscalar and other microprocessors, and I/O network products; (2) Communications and Components, including voice/data communications products and high-volume products such as Erasable Programmable Read-Only Memories (EPROMS), Flash memory devices and embedded processors for personal computers; and (3) Programmable Logic Devices (PLDs). Personal computer (PC) products include microprocessors used in computers. AMD's products are typically subject to intense competition, in an industry characterized by rapid technological advances and innovation.

AMD has sales offices worldwide, and has manufacturing or testing facilities in Sunnyvale, California; Austin, Texas; Bangkok, Thailand; Penang, Malaysia; Singapore; and Basingstoke, England. In addition, AMD and Fujitsu Ltd. are parties to a joint venture which owns and operates a Flash memory wafer fabrication facility in Aizu-Wakamatsu, Japan. AMD's executive offices and corporate headquarters are located at One AMD Place, Sunnyvale, California 94086, and its telephone number is (408) 732-2400.

#### INVESTMENT CONSIDERATIONS

Before purchasing Shares offered hereby, potential purchasers should consider carefully the risk factors discussed in AMD's Annual Report on Form 10-K for the fiscal year ended December 31, 1995 under the captions "Business" and "Management's Discussion and Analysis of Results of Operations and Financial Condition," Quarterly Report on Form 10-Q for the quarter ended March 31, 1996 under the caption "Management's Discussion and Analysis of Results of Operations and Financial Condition," and in AMD's future reports filed with the Commission and incorporated herein by reference.

#### SELLING STOCKHOLDERS AND PLAN OF DISTRIBUTION

The Selling Stockholders include the following Warranholders who have the right to acquire the number of Shares at the adjusted exercise price indicated upon exercise of their Warrants: PaineWebber Incorporated ("PaineWebber") (378,068 Shares at a \$5.00 per share exercise price, 257,044 Shares at a \$6.25 per share exercise price, and 47,280 Shares at a \$9.38 per share exercise price), Kleiner, Perkins, Caulfield & Byers IV, an investment partnership ("KPCB") (280,000 Shares at a \$5.00 per share exercise price), and ASCII Corporation ("ASCII") (93,280 Shares at a \$9.38 per share exercise price). This prospectus covers the resale of an additional 540 shares of AMD Common Stock which may be issuable to certain warrantholders. In addition, ASCII owns 2,350,231 shares of AMD Common Stock, (constituting 1.74% of the total AMD Common Stock outstanding as of June 18, 1996), which shares are not offered hereby. Such shares may be sold from time to time pursuant to Rule 145(d) under the Securities Act.

Warrants were originally issued to PaineWebber as compensation for acting as sales agent in connection with certain offerings of preferred stock by NexGen in July 1992, July 1993, December 1994 and January 1995. A managing director of PaineWebber was also a director of NexGen. Warrants were issued to KPCB, a former principal stockholder and affiliate of NexGen, in connection with an arrangement under which KPCB provided consulting services to NexGen and as consideration for KPCB's 7% promissory note in the principal amount of

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\$125,000. Under the consulting arrangement, NexGen paid a monthly consulting fee to KPCB in the form of cancellation of amounts payable under the note referred to above. One of the general partners of KPCB was a director of NexGen. Warrants were issued to ASCII, a former principal stockholder and affiliate of NexGen, in 1994 in consideration of its agreement to modify the terms of certain promissory notes of NexGen held by ASCII and an affiliate, ASCII of America, by extending the term of such notes until March 1, 1996, and terminating interest accruals as of June 1, 1995. ASCII served as a distributor of NexGen's products in Japan. The President of ASCII was also a director of NexGen.

The Selling Stockholders may choose to sell all or a portion of the Shares from time to time offered hereby in transactions executed on the NYSE or other exchanges on which AMD Common Stock may be traded at market prices then prevailing or at negotiated prices, in negotiated transactions, or otherwise including distributions from time to time of the shares by a selling stockholder to its partners or stockholders. In effecting sales, brokers and dealers engaged by Selling Stockholders may arrange for other brokers or dealers to participate. Brokers or dealers will receive commissions or discounts from Selling Stockholders in amounts to be negotiated (and, if such broker-dealer acts as agent for the purchaser of such shares, from such purchaser). Brokers or dealers may agree with the Selling Stockholders to sell a specified number of Shares at a stipulated price per Share, and, to the extent such a broker or dealer is unable to do so acting as agent for a Selling Stockholder, to purchase as principal any unsold Shares at the price required to fulfill the broker's or dealer's commitment to such Selling Stockholder. Brokers or dealers who acquire Shares as principals may thereafter resell such Shares from time to time in transactions (which may involve crosses and book transactions and which may involve sales to and through other brokers or dealers, including transactions of the nature described above) executed on the NYSE or other exchanges on which AMD Common Stock may be traded, at market prices prevailing at the time of sale or at negotiated prices, or otherwise, and in connection with such resales may pay to or receive from the purchasers of such Shares commissions as described above.

Selling Stockholders may also sell Shares pursuant to Rule 144 under the Securities Act instead of this Prospectus after they have held their Shares for the period of time required by Rule 144.

#### DESCRIPTION OF AMD CAPITAL STOCK

The following summary of terms of AMD's capital stock does not purport to be complete and is subject to, and qualified in its entirety by, the provisions of AMD's Certificate of Incorporation.

#### GENERAL

The authorized capital stock of AMD consists of 250,000,000 shares of AMD Common Stock, par value \$.01 per share, and 1,000,000 shares of AMD Serial Preferred Stock, par value \$.10 per share.

#### AMD COMMON STOCK

Of the 250,000,000 authorized shares of AMD Common Stock, 134,994,630 shares were issued and outstanding on June 18, 1996. No shares of AMD Serial Preferred Stock were outstanding on that date. Holders of AMD Common Stock are entitled to receive dividends when and as declared by the AMD Board of Directors out of funds legally available therefor, and after payment of dividends on any AMD Serial Preferred Stock then outstanding. Each outstanding share of AMD Common Stock has one vote, subject to such special voting rights by class as may be granted to the holders of AMD Serial Preferred Stock, with respect to the election of a limited number of directors upon default by AMD in the payment of dividends upon such serial preferred stock.

The AMD Common Stock is not entitled to any preemptive or other subscription rights, and does not have any conversion rights or redemption or sinking fund provisions. Voting on the election of directors is not cumulative. Upon liquidation, the holders of AMD Common Stock are entitled to share ratably in the entire net assets of AMD remaining available for distribution to stockholders after payment of all preferential amounts payable on liquidation in respect of the holders of classes or series of stock entitled thereto.

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All outstanding shares of AMD Common Stock are, and the Shares offered hereby issuable upon exercise of the Warrants, will be, validly issued, fully paid and nonassessable. The transfer agent and registrar for the AMD Common Stock is The First National Bank of Boston.

The outstanding shares of AMD Common Stock are listed on the NYSE. The Shares issuable pursuant to the Warrants have been authorized for listing on the NYSE upon official notice of issuance.

#### AMD SERIAL PREFERRED STOCK

The AMD Serial Preferred Stock may be issued from time to time in one or more series by resolution of the AMD Board of Directors, which may without any further stockholder action determine or fix the dividend rights, dividend rate, voting rights, redemption provisions, liquidation rights, sinking fund provisions and other rights, preferences, privileges and restrictions of any wholly unissued series, the number of shares constituting any such series and the designation thereof. Of the 1,000,000 authorized shares of AMD Serial Preferred Stock, none are outstanding.

#### LEGAL MATTERS

Certain legal matters with respect to the Shares offered hereby have been passed upon for AMD by Bronson, Bronson & McKinnon LLP, San Francisco, California.

#### EXPERTS

The consolidated financial statements of AMD incorporated by reference in the AMD Annual Report (Form 10-K) for the year ended December 31, 1995, have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon incorporated by reference therein and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such reports given upon the authority of such firm as experts in accounting and auditing.

The supplemental consolidated financial statements of AMD appearing in the AMD Current Report on Form 8-K dated June 19, 1996, have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon included therein and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such reports given upon the authority of such firm as experts in accounting and auditing.

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#### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

#### ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The following itemized list is an estimate of expenses:

Legal fees and expenses.....	\$ 30,000
Accounting fees.....	90,000
Printing fees.....	0
Miscellaneous.....	1,400
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Total.....	\$121,400

ITEM 15. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Delaware General Corporation Law provides for the indemnification of officers and directors under certain conditions. The Bylaws of the Registrant permit indemnification to the maximum extent permitted by Delaware law. In addition, the Registrant is bound by agreements with certain of its directors and officers which obligate it to indemnify such persons in various circumstances. The Registrant has in effect a director and officer liability insurance policy indemnifying the Registrant and the officers and directors of the Registrant and officers and directors of the Registrant's subsidiaries within a specific limit for certain liabilities incurred by them, including liabilities under the Securities Act of 1933. The Registrant pays the entire premium of this policy. The Registrant's Certificate of Incorporation contains a provision which eliminates the personal liability of directors of the Registrant for monetary damages for certain breaches of fiduciary duty, as permitted by Section 102(b)(7) of the Delaware General Corporation Law.

ITEM 16. EXHIBITS

The following documents are filed as part of this Post-Effective Amendment No. 2 on Form S-3 to AMD's Registration Statement on S-4:

Exhibit No.	Exhibit Name
5	Opinion of Bronson, Bronson & McKinnon LLP*
23.1	Consent of Ernst & Young LLP, Independent Auditors
23.2	Consent of Counsel (See Exhibit 5)*
24	Power of Attorney*
24.1	Power of Attorney for S. Atiq Raza

\* Previously filed

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ITEM 17. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any

of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 13(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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SIGNATURES  
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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-3 and has duly caused this Post-Effective Amendment No. 2 on Form S-3 to its Registration Statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in Sunnyvale, California, on this 20th day of June, 1996.

ADVANCED MICRO DEVICES, INC.

By: /s/ Marvin D. Burkett  
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Marvin D. Burkett  
Senior Vice President  
Chief Financial and Administrative  
Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Amendment to 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)	June 20, 1996
/s/ Richard Previte* ----- Richard Previte	Director, President and Chief Operating Officer	June 20, 1996
/s/ S. Atiq Raza* ----- S. Atiq Raza	Director, Vice President and Chief Technical Officer	June 20, 1996



/s/ Friedrich Baur\*                      Director                      June 20, 1996  
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Friedrich Baur

/s/ Charles M. Blalack\*                  Director                      June 20, 1996  
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Charles M. Blalack

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/s/ R. Gene Brown\*                      Director                      June 20, 1996  
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R. Gene Brown

/s/ Joe L. Roby\*                         Director                      June 20, 1996  
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Joe L. Roby

/s/ Leonard Silverman\*                  Director                      June 20, 1996  
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Leonard Silverman

/s/ Marvin D. Burkett                      Senior Vice President, Chief              June 20, 1996  
-----                      Financial and Administrative  
Marvin D. Burkett                      Officer and Treasurer (Principal  
   Financial Officer and Principal  
   Accounting Officer)

\* By: /s/ Marvin D. Burkett  
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Marvin D. Burkett  
Attorney-in-Fact

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CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Post Effective Amendment No. 2 on Form S-3 to Form S-4) of Advanced Micro Devices, Inc. for the registration of 1,056,212 shares of its common stock and to the incorporation by reference therein of our report dated January 9, 1996, except for Note 18, as to which the date is January 17, 1996, with respect to the consolidated financial statements of Advanced Micro Devices, Inc. incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 1995 and our report dated April 30, 1996 with respect to the supplemental consolidated financial statements of Advanced Micro Devices, Inc. included in its Current Report on Form 8-K dated June 19, 1996, filed with the Securities and Exchange Commission.

San Jose, California  
June 17, 1996

EXHIBIT 24.1

POWER OF ATTORNEY OF S. ATIQ RAZA

Know All Men By These Presents, that S. Atiq Raza 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 his name, place and stead, in any and all capacities, to sign post-effective amendment number two to Registration Statement 33-64911 and any and all subsequent amendments to such Registration Statement and to file the same, with all exhibits thereto and 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 and about the premises, 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, of their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

DATED: May 24, 1996

/s/ S. Atiq Raza

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S. ATIQ RAZA