

/s/ Devinder Kumar	08/13/2019
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1)

Represents shares automatically sold pursuant to an irrevocable sell to cover election to satisfy tax withholding obligations in connection with the vesting and settlement of the Reporting Person's Performance-based Restricted Stock Units ("PRSUs") and Restricted Stock Units ("RSUs").
- (2)

The reported price in Column 4 is the price applied to the Reporting Person's account by the broker and represents a weighted average sale price for a block sale.

The number of PRSUs that may be earned is based on three-year compound annual growth rate milestones related to AMD's closing stock price that may be attained within the three-year performance period that began July 15, 2016 and ended August 9, 2019, with the potential payouts at 50%, 100%, 150%, 200% and 250% of the target number of PRSUs. Any PRSUs earned pursuant to the attainment
- (3)

of a performance level will vest and be paid out 50% upon the Compensation and Leadership Resources Committee's (the "Compensation Committee") certification of the attainment of the performance level (provided, that no PRSU will vest before the first anniversary of the grant date) and the remaining 50% will vest and be paid out at the end of the performance period, subject to the recipient's continuous employment or service.
- (4)

Each PRSU represents a contingent right to receive one share of AMD's common stock.
- (5)

Each RSU represents a contingent right to receive one share of AMD's common stock.
- (6)

The RSUs vests 1/3 on each of August 9, 2017, 2018 and 2019.
- (7)

The RSUs vest 1/3 on each of August 9, 2018, 2019 and 2020.
- (8)

The RSUs vest 1/3 on each of August 9, 2019, 2020 and 2021.

Between 0% and 250% of the target number of PRSUs may be earned depending on (a) the return on AMD's stock price relative to the return on the S&P 500 Index over the performance period that begins August 9, 2019 and ends on August 9, 2022, (b) the absolute return on AMD's stock price over the performance period, and (c) AMD's non-GAAP earnings per share growth from its 2019 to 2021 fiscal
- (9)

years. Notwithstanding, the maximum number of PRSUs that may be earned is limited to (x) twelve times the target value of the PRSU award, divided by (y) the closing price of AMD's stock on the last day of the performance period. Vesting of any earned PRSUs is generally subject to the Reporting Person's continued employment and/or service with AMD through August 9, 2022 (or the one-year anniversary of a change in control, if earlier).
- (10)

The actual number of PRSUs that may be earned, if at all, will be determined by the Compensation Committee based on AMD's actual performance with respect to the performance vesting conditions described in footnote 9, above. Earned and vested PRSUs will generally be settled on the later of August 16, 2022 or the date following the Compensation Committee's determination of performance.
- (11)

The RSUs vest 1/3 on each of August 9, 2020, 2021 and 2022.
- (12)

The options vest 1/3 on each of August 9, 2020, 2021 and 2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.