

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Papermaster Mark D</u> (Last) (First) (Middle) <u>2485 AUGUSTINE DRIVE</u> (Street) <u>SANTA CLARA CA 95054</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ADVANCED MICRO DEVICES INC [AMD]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>08/09/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Chief Technology Officer & EVP</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
--	---	--

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/09/2024		M		14,398	A	\$0	1,560,625	D	
Common Stock	08/09/2024		M		217,054 ⁽¹⁾	A	\$0	1,777,679	D	
Common Stock	08/09/2024		F		5,667 ⁽²⁾	D	\$134.27	1,772,012	D	
Common Stock	08/09/2024		F		85,411 ⁽³⁾	D	\$134.27	1,686,601	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(4)	08/09/2024		M		5,003		(5)	(5)	Common Stock	5,003	\$0	0	D	
Restricted Stock Units	(4)	08/09/2024		M		5,431		(6)	(6)	Common Stock	5,431	\$0	10,862	D	
Restricted Stock Units	(4)	08/09/2024		M		3,964		(7)	(7)	Common Stock	3,964	\$0	11,892	D	
Performance Stock Units	(8)	08/09/2024		M		108,527		(8)	(8)	Common Stock	217,054	\$0	0	D	
PRSU Award	(9)	08/09/2024		A		38,857		(10)	(10)	Common Stock	38,857	\$0	38,857	D	
RSU Award	(4)	08/09/2024		A		12,952		(11)	(11)	Common Stock	12,952	\$0	12,952	D	
Stock Option Grant	\$134.27	08/09/2024		A		25,432		(12)	08/09/2031	Common Stock	25,432	\$0	25,432	D	

Explanation of Responses:

1. Reflects the remaining shares delivered to the Reporting Person in settlement of the performance-based stock units ("PRSUs") earned and vested under the Value Creation Award granted to the Reporting Person on August 9, 2019 (the "VCA").

2. The shares are withheld at the election of the Reporting Person to satisfy tax withholding obligations in connection with the release of restricted stock units ("RSU").

3. The shares are withheld at the election of the Reporting Person to satisfy tax withholding obligations in connection with the release of PRSUs.

4. Each RSU represents a contingent right to receive one share of AMD's common stock.

5. The RSUs vest 1/3 on each of August 9, 2022, 2023 and 2024.

6. The RSUs vest 1/4 on each of August 9, 2023, 2024, 2025 and 2026.

7. The RSUs vest 1/4 on each of August 9, 2024, 2025, 2026 and 2027.

8. Reflects number of PRSUs under the VCA that were earned and vested at 200% of target.

9. Between 0% and 200% 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, 2024 and ends on August 9, 2027, (b) the absolute return on AMD's stock price over the performance period, and (c) the percentage (if any) by which AMD's 2025 fiscal year non-GAAP earnings per share exceeds AMDs 2024 fiscal year non-GAAP earnings per share. Vesting of any earned PRSUs is generally subject to the Reporting Person's continued employment and/or service with AMD through August 9, 2027 (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 and Leadership Resources Committee (the "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 15, 2027, or the date following the Committee's determination of performance.

11. The RSUs vest 1/4 on each of August 9, 2025, 2026, 2027 and 2028.

12. The options vest 1/4 on each of August 9, 2025, 2026, 2027 and 2028.

Remarks:

/s/ Linda Lam By Power of
Attorney for Mark Papermaster

08/13/2024

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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

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