

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

May 14, 2025

Date of Report (Date of earliest event reported)



ADVANCED MICRO DEVICES, INC.

Delaware	(Exact name of registrant as specified in its charter)	001-07882	94-1692300
(State or Other Jurisdiction of Incorporation)		(Commission File Number)	(IRS Employer Identification No.)

2485 Augustine Drive
Santa Clara, California 95054
(Address of principal executive offices) (Zip Code)
(408) 749-4000
(Registrant's telephone number, including area code)
N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	AMD	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 14, 2025, Advanced Micro Devices, Inc. (the "Company") held its 2025 Annual Meeting of Stockholders (the "Annual Meeting"). At the Annual Meeting, the Company's stockholders voted on the following six proposals, each of which is described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 28, 2025 (the "Proxy"):

Proposal No. 1: Election of Directors. All Directors were elected.

The Company's stockholders elected the eight director nominees listed below to serve on the Company's Board of Directors:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Nora M. Denzel	864,946,906	23,441,610	5,583,305	296,420,260
Michael P. Gregoire	847,681,155	40,605,762	5,684,904	296,420,260
Joseph A. Householder	866,979,454	21,389,525	5,602,842	296,420,260
John W. Marren	883,988,236	4,409,850	5,573,735	296,420,260
Jon A. Olson	884,242,157	4,130,804	5,598,860	296,420,260
Lisa T. Su	818,920,670	65,684,987	9,366,164	296,420,260
Abhi Y. Talwalkar	783,142,480	105,163,150	5,666,191	296,420,260
Elizabeth W. Vanderslice	867,934,417	20,608,209	5,429,195	296,420,260

Proposal No. 2: Ratification of the Appointment of the Independent Registered Public Accounting Firm. This appointment was ratified.

The Company's stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 27, 2025.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
1,104,726,261	81,271,712	4,394,108

Proposal No. 3: Approval on a Non-Binding, Advisory Basis of the Compensation of the Company's Named Executive Officers ("Say-on-Pay"). This proposal was approved.

The Company's stockholders approved, on a non-binding basis, the compensation of the Company's named executive officers as disclosed in the Proxy.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
760,451,927	127,503,584	6,016,310	296,420,260

Proposal No. 4: Approval of Amendment and Restatement of the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") to Increase the Number of Authorized Shares of Common Stock from 2.25 Billion Shares to 4.0 Billion Shares. This proposal was approved.

The Company's stockholders approved the amendment and restatement of the Certificate of Incorporation to increase the number of authorized shares of common stock from 2.25 billion shares to 4.0 billion shares.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
1,118,828,208	67,540,390	4,023,483

Proposal No. 5: Approval of Amendment and Restatement of the Certificate of Incorporation to Limit the Liability of Certain Officers as Permitted by Delaware Law and to Make a Non-Substantive Change. This proposal was approved.

The Company's stockholders approved the amendment and restatement of the Certificate of Incorporation to limit the liability of certain officers as permitted by Delaware law and to make a non-substantive change.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
779,285,104	111,904,404	2,782,313	296,420,260

On May 15, 2025, the Company filed with the Secretary of State of the State of Delaware an Amended and Restated Certificate of Incorporation incorporating the approved amendments described under Proposal No. 4 and this Proposal No. 5, at which point the amendments became effective. A copy of the Amended and Restated Certificate of Incorporation is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Proposal No. 6: Stockholder Proposal Requesting the Removal of the Holding Requirement to Call a Special Meeting. This proposal was not approved.

The Company's stockholders did not approve the stockholder proposal requesting the removal of the holding requirement to call a special meeting.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
107,902,188	780,071,102	5,998,531	296,420,260

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amended and Restated Certificate of Incorporation of Advanced Micro Devices, Inc. dated May 15, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 16, 2025

ADVANCED MICRO DEVICES, INC.

By:	<u>/s/ Ava Hahn</u>
Name:	Ava Hahn
Title:	Senior Vice President, General Counsel and Corporate Secretary

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF ADVANCED MICRO DEVICES, INC.**

Advanced Micro Devices, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law") does hereby certify that:

1. The name of this corporation is Advanced Micro Devices, Inc. The Original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 1, 1969.

2. This Amended and Restated Certificate of Incorporation restates and further amends the Certificate of Incorporation of the Corporation and has been adopted and approved in accordance with Sections 242 and 245 of the Delaware General Corporation Law.

3. The text of the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

FIRST. The name of the corporation is ADVANCED MICRO DEVICES, INC.

SECOND. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is Four Billion and One Million (4,001,000,000), of which Four Billion (4,000,000,000) shares shall be Common Stock of the par value of One Cent (\$0.01) per share and One Million (1,000,000) shares shall be Serial Preferred Stock of the par value of Ten Cents (\$0.10) per share.

The designations and powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of each class of stock of the corporation shall be as follows:

(A) Serial Preferred Stock

- (1) The Serial Preferred Stock may be issued from time to time in one or more series and shall have such voting powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as may be fixed by this Certificate of Incorporation or by resolution of the Board of Directors providing for the issue of each such series. The Board of Directors is vested with authority to fix variations in voting powers and in any of the designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof as being between series of Serial Preferred Stock including, without limitation, variations in the following:
 - (a) The distinctive designation of each series and the number of shares which shall constitute each series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by like action of the Board of Directors;
 - (b) The annual rate of dividends payable on shares of each series, the conditions upon which, and the dates when, such dividends shall be payable and the dates (if any) from which dividends shall be cumulative;
 - (c) The time or times when and the price or prices at which shares of each series shall be redeemable;
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- (d) The obligation, if any, of the corporation to acquire shares or each series for retirement as a sinking fund;
- (e) The granting, denial or limitation of voting rights of shares of each series;
- (f) The amount or amounts per share of each series payable in the event of any voluntary liquidation, dissolution or winding up of the corporation; and
- (g) The rights, if any, of the holders of shares of each series to convert such shares into or exchange such shares for Common Stock or shares of any other series of Serial Preferred Stock and the terms and conditions of such conversion or exchange, including any provisions for the subsequent adjustment of any such conversion or exchange rights.

Subject to variations in the voting powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof as between series of Serial Preferred Stock fixed by resolution of the Board of Directors in accordance with this Paragraph (A)(1), each share of Serial Preferred Stock shall be equal to every other share of Serial Preferred Stock.

The voting powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of the shares of each series of Serial Preferred Stock shall before the issuance of each series of Serial Preferred Stock, be set forth in a certificate filed pursuant to the Delaware General Corporation Law.

(B) Common Stock

- (1) After the requirements with respect to preferential dividends upon all classes and series of stock entitled thereto shall have been paid or declared and set apart for payment and after the corporation shall have complied with all requirements, if any with respect to the setting aside of sums as a sinking fund or for a redemption account on any class of stock, then and not otherwise, the holders of Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.
- (2) After distribution in full of the preferential amounts to be distributed to the holders of all classes and series of stock entitled thereto in the event of a voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the corporation.
- (3) Each holder of Common Stock shall have one vote in respect of each share of such stock held by him, subject, however, to such special voting rights by class as are or may be granted to holders of Serial Preferred Stock with respect to the election of a limited number of directors upon default by the corporation in the payment of dividends of such Serial Preferred Stock.

FIFTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the Bylaws of the corporation.

When and as authorized by the affirmative vote of the holders of two-thirds of the stock issued and outstanding having voting power given at a stockholders' meeting duly called upon such notice as is required by statute, or when authorized by the written consent of the holders of two-thirds of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as the Board of Directors shall deem expedient and for the best of interests of the corporation.

SIXTH. Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation. Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

SEVENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

EIGHTH. A director or an officer of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or an officer, except liability (i) for any breach of the director's or the officer's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for a director only, under Section 174 of the Delaware General Corporation Law, (iv) for any transaction from which the director or the officer derived an improper personal benefit, or (v) for an officer only, in any action by or in the right of the corporation.

If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a director or an officer of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law. Any repeal or modification of this Article by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or an officer of the corporation for acts or omissions of such director or officer occurring prior to such amendment.

IN WITNESS WHEREOF, Advanced Micro Devices, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by Linda Lam, its Assistant Secretary this 15th day of May, 2025.

By: /s/Linda Lam

Linda Lam