SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

☐ 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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
GRASBY PAUL DARREN (Last) (First) (Middle) 2485 AUGUSTINE DRIVE (Street) SANTA CLARA CA 95054 (City) (State) (Zip)	ADVANCED MICRO DEVICES INC [AMD] 3. Date of Earliest Transaction (Month/Day/Year) 08/15/2026 4. If Amendment, Date of Original Filed (Month/Day/Year)	Director; 10% Owner; X Officer (give title below); Other (specify below) EVP & CSO 6. Individual or Joint/Group Filing (Check Applicable Line) X 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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
Common Stock	08/15/2026		M		46,185	A	$0	154,395	D	
Common Stock	08/15/2026		F		20,702(1)	D	$514.39	133,693	D	
Common Stock	08/15/2026		F		1,006(2)	D	$514.39	132,687	D	
Common Stock	08/17/2026		S		15,000	D	$514.91(3)	117,687	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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	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)
Performance Stock Units	(4)	08/15/2026		M			44,045	(5)	(5)	Common Stock	44,045	$0	0	D	
Restricted Stock Units	(6)	08/15/2026		M			2,140	(7)	(7)	Common Stock	2,140	$0	6,417	D	
PRSU Award	(8)	08/15/2026		A		8,891		(9)	(9)	Common Stock	8,891	$0	8,891	D	
RSU Award	(6)	08/15/2026		A		5,927		(10)	(10)	Common Stock	5,927	$0	5,927	D	

Explanation of Responses:

1. The shares are withheld at the election of the Reporting Person to satisfy tax withholding obligations in connection with the release and settlement of performance-based restricted stock units ("PRSU").
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. Transaction executed in multiple trades at prices ranging from $514.79 to $515.12 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
4. Each PRSU represents a contingent right to receive one share of AMD's common stock.
5. Reflects shares issued in settlement of PRSUs earned and vested under PRSU award granted on August 9, 2023.
6. Each RSU represents a contingent right to receive one share of AMD's common stock.
7. The RSUs vest 1/4 on August 15, 2026, and then quarterly thereafter until August 15, 2029.
8. 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 of each of the component companies comprising the S&P 500 Index, subject to adjustments, over the performance period that begins August 15, 2026 and ends on August 15, 2029 (or, if earlier, the date immediately preceding the effective date of a change of control of AMD), (b) the absolute return on AMD's stock price over the performance period, and (c) the percentage (if any) by which AMD's 2028 fiscal year non-GAAP earnings per share exceeds AMDs 2026 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 15, 2029 (or the one-year anniversary of a change in control, if earlier).
9. 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 8, above. Earned and vested PRSUs will generally be settled on the later of August 15, 2029, or the date following the Committee's determination of performance.
10. The RSUs vest 1/4 on August 15, 2027 and then quarterly thereafter until August 15, 2030.

Remarks:

/s/ Paul Darren Grasby   08/18/2026

** 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.