

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM S-8**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**ADVANCED MICRO DEVICES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

94-1692300  
(I.R.S. Employer  
Identification Number)

One AMD Place  
Sunnyvale, California 94088-3453  
(Address of Principal Executive Offices including Zip Code)

**ADVANCED MICRO DEVICES, INC. 2000 EMPLOYEE STOCK PURCHASE PLAN**  
(Full Title of the Plan)

Thomas M. McCoy  
Senior Vice President, General Counsel  
Advanced Micro Devices, Inc.  
One AMD Place  
Sunnyvale, California 94088-3453  
(408) 732-2400  
(Name and Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to Be Registered(1)</b>	<b>Amount to be Registered(2)</b>	<b>Proposed Maximum Offering Price Per Share(3)</b>	<b>Proposed Maximum Aggregate Offering Price(3)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$.01 Par Value	7,000,000 shares	\$9.15	\$64,050,000	\$5,181.65

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Advanced Micro Devices, Inc. 2000 Employee Stock Purchase Plan.
- (2) This registration statement shall also cover any additional shares of Common Stock which become issuable under the Advanced Micro Devices, Inc. 2000 Employee Stock Purchase Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of outstanding shares of the Registrant's Common Stock.
- (3) Estimated solely for the purpose of determining the registration fee computed in accordance with Rule 457(h) and Rule 457(c) under the Securities Act of 1933, as amended, on the basis of the average of the reported high and low sale prices of the Common Stock, as reported on The New York Stock Exchange on August 20, 2003.

**Proposed sale to take place as soon after the effective date of the registration statement as options granted under the Plans are exercised.**

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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the SEC.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

*In this registration statement, Advanced Micro Devices, Inc. is sometimes referred to as "we," "us" or "our."*

Pursuant to General Instruction E of Form S-8, this registration statement is filed solely to register:

- an additional 7,000,000 shares of our common stock reserved for issuance under our 2000 Employee Stock Purchase Plan, which increase was approved by our Board of Directors on February 13, 2003 and our stockholders on May 1, 2003.

Pursuant to General Instruction E of Form S-8, we hereby incorporate by reference the following documents filed with the Commission pursuant to the Securities Exchange Act of 1934, as amended (File No. 001-07882):

- Our Annual Report on Form 10-K for the fiscal year ended December 29, 2002, including information specifically incorporated by reference into our Form 10-K from our Proxy Statement for our 2003 Annual Meeting of Stockholders, filed with the Commission on March 14, 2003;
- Our Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2003, filed with the SEC on August 11, 2003;
- Our Quarterly Report on Form 10-Q for the fiscal quarter ended March 30, 2003, filed with the SEC on May 13, 2003;
- Our Current Reports on Form 8-K, filed with the Commission on January 21, 2003, April 4, 2003 and July 14, 2003;
- The description of our common stock, par value \$.01 per share, contained in our registration statement on Form 8-A, filed with the Commission on September 14, 1979, including any subsequently filed amendments and reports updating such description;
- Our registration statements on Form S-8 (File No. 333-40030 and File No. 333-60550), filed with the Commission on June 23, 2000 and May 9, 2001; and
- All documents we file with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold.

Information that we file later with the Commission will automatically update and supersede this information.

**Item 8. Exhibits.**

See Index to Exhibits on page 6.

**Item 9. 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. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective 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 information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 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 15(d) of the Securities Exchange Act of 1934 and (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) 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 Securities Act of 1933 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 whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.



Pursuant to the requirements of the Securities and Exchange Act of 1933, as amended, the Board of Directors of Advanced Micro Devices, Inc. has caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the city of Austin, State of Texas on this day of August 1, 2003.

ADVANCED MICRO DEVICES, INC. 2000 EMPLOYEE STOCK PURCHASE  
PLAN

<u>Signature</u>	<u>Title</u>
<hr/> <i>/s/</i> W. J. SANDERS	
W. J. Sanders III	Chairman of the Board
<hr/> <i>/s/</i> HECTOR DE J. RUIZ	
Hector de J. Ruiz	Director
<hr/> <i>/s/</i> FRIEDRICH BAUR	
Friedrich Baur	Director
<hr/> <i>/s/</i> CHARLES M. BLALACK	
Charles M. Blalack	Director
<hr/> <i>/s/</i> R. GENE BROWN	
R. Gene Brown	Director
<hr/> <i>/s/</i> BRUCE CLAFLIN	
Bruce Clafin	Director
<hr/> <i>/s/</i> ROBERT B. PALMER	
Robert B. Palmer	Director
<hr/> <i>/s/</i> LEONARD SILVERMAN	
Leonard Silverman	Director

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**INDEX TO EXHIBITS**

<u>EXHIBIT</u>	
5.1	Opinion of Latham & Watkins.
*10.1	Advanced Micro Devices, Inc. 2000 Employee Stock Purchase Plan.
23.1	Consent of Latham & Watkins (included in Exhibit 5.1).
23.2	Consent of Independent Auditors.
24.1	Power of Attorney (included in the signature page to this registration statement).

\* Incorporated by reference to our Proxy Statement for our 2003 Annual Meeting of Stockholders, filed with the Commission on March 14, 2003 (File No. 001-07882).

## [LATHAM &amp; WATKINS LLP LETTERHEAD]

August 26, 2003

Advanced Micro Devices, Inc.  
One AMD Place  
P.O. Box 3453  
Sunnyvale, California 94088-3453

Re: Registration Statement on Form S-8;  
7,000,000 shares of Common Stock, par value \$0.01 per share

Ladies and Gentlemen:

In connection with the registration by Advanced Micro Devices, Inc., a Delaware corporation (the "Company"), under the Securities Act of 1933, as amended, on Form S-8 filed with the Securities and Exchange Commission on August 26, 2003 (the "Registration Statement"), of an aggregate of 7,000,000 shares of common stock, par value \$0.01 per share (the "Shares"), of the Company to be issued under the Advanced Micro Devices, Inc. 2000 Employee Stock Purchase Plan (the "Plan"), by the Company, you have requested our opinion set forth below.

In our capacity as your counsel in connection with such registration, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares. For the purposes of this opinion, we have assumed that proceedings to be taken in the future will be timely completed in the manner proposed. In addition, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter.

We are opining herein as to the effect on the subject transaction only of the General Corporation Law of the State of Delaware, including statutory and reported decisional law thereunder, and we express no opinion with respect to the applicability thereto, or the effect thereon, of any other laws.

Subject to the foregoing, it is our opinion that as of the date hereof, the Shares to be issued under the Plan have been duly authorized by all necessary corporate action of the Company, and, upon the issuance and delivery of the Shares in the manner contemplated by the Plan and assuming the Company completes all actions and proceedings required on its part to be taken prior to the issuance and delivery of the Shares pursuant to the terms of the Plan, including, without limitation, collection of required payment for the Shares, the Shares will be validly issued, fully paid and nonassessable.

We consent to your filing this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ LATHAM & WATKINS LLP

**Consent of Independent Auditors**

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Advanced Micro Devices, Inc. 2000 Employee Stock Purchase Plan of our report dated January 10, 2003 with respect to the consolidated financial statements of Advanced Micro Devices, Inc. included in its Annual Report (Form 10-K) for the year ended December 29, 2002 and the related financial statement schedule included therein, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

San Jose, California  
August 20, 2003