

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

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**FORM 8-K/A**  
**(Amendment No. 2)**

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

**December 15, 2005**  
Date of Report (Date of earliest event reported)

**ADVANCED MICRO DEVICES, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**001-07882**  
(Commission File Number)

**94-1692300**  
(IRS Employer Identification Number)

**One AMD Place**  
**P.O. Box 3453**  
**Sunnyvale, California 94088-3453**  
(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))

On December 21, 2005, Advanced Micro Devices, Inc. (the “*Company*”) filed a Current Report on Form 8-K (the “*Initial Report*”) in connection with the reorganization of its former majority-owned subsidiary, Spansion LLC, and the initial public offering of Class A common stock of Spansion Inc.

This amendment is filed solely to file a revised Exhibit 99.1 to correct typographical errors in Exhibit 99.1 to the Initial Report.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**(b) Pro Forma Financial Information**

The tables included in Exhibit 99.1 set forth the Company’s (i) unaudited pro forma condensed consolidated statements of operations for the fiscal year ended December 26, 2004 and the nine months ended September 25, 2005 after giving effect to the IPO, as if the IPO occurred, and the equity method of accounting was applied, to the Company’s reduced ownership interest in Spansion as of the beginning of each respective period and (ii) an unaudited pro forma consolidated condensed balance sheet as of September 25, 2005 after giving effect to the IPO as if the IPO occurred and the equity method of accounting was applied as of that date.

These unaudited pro forma consolidated condensed financial statements are presented for illustrative purposes only and are not necessarily indicative of the operating results or the financial position that would have been achieved had the Company applied the equity method of accounting as of the dates indicated or of the operating results or financial position of any future period. These unaudited pro forma consolidated condensed financial statements and the accompanying notes should be read together with:

- The Company’s consolidated financial statements and accompanying notes as of and for the year ended December 26, 2004, and the Section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained in the Company’s Annual Report on Form 10-K for the year ended December 26, 2004.
- The Company’s consolidated financial statements and accompanying notes as of and for the nine months ended September 25, 2005, and the Section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained in the Company’s Quarterly Report on Form 10-Q for the quarter ended September 25, 2005.

**(d) Exhibits**

**Exhibit No.**

**Description**

99.1

Unaudited Pro Forma Financial Consolidated Financial Statements

(i) Unaudited Pro Forma Condensed Consolidated Statements of Operations for the Nine Months Ended September 25, 2005

(ii) Unaudited Pro Forma Condensed Consolidated Statements of Operations for the Year Ended December 26, 2004

(iii) Unaudited Pro Forma Condensed Consolidated Balance Sheet as of September 25, 2005

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**SIGNATURES**

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

ADVANCED MICRO DEVICES, INC.

Date: December 23, 2005

By: /s/ Faina Medzonsky

Name: Faina Medzonsky

Title: Assistant Secretary

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**EXHIBIT INDEX**

**Exhibit No.**

**Description**

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99.1	Unaudited Pro Forma Financial Consolidated Financial Statements (i) Unaudited Pro Forma Condensed Consolidated Statements of Operations for the Nine Months Ended September 25, 2005 (ii) Unaudited Pro Forma Condensed Consolidated Statements of Operations for the Year Ended December 26, 2004 (iii) Unaudited Pro Forma Condensed Consolidated Balance Sheet as of September 25, 2005
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For the Nine Months Ended Sept. 25, 2005

	Actual	Pro Forma Adjustments <sup>(1)</sup>	Pro Forma Adjustments	Pro Forma
(in thousands, except per share amounts)				
<b>Unaudited Pro Forma Condensed Consolidated Statement of Operations Data:</b>				
Net sales	\$4,009,301	\$(1,425,362)		\$2,583,939
Expenses:				
Cost of sales	2,469,663	(1,313,802)	(7,221) <sup>(2)</sup>	1,148,641
Research and development	814,724	(219,526)		595,197
Marketing, general and administrative	698,974	(137,818)		561,155
Operating income	25,940	245,784		278,945
Interest income and other, net	13,126	(3,772)		9,354
Interest expense	(80,513)	17,448		(63,065)
Income (loss) before minority interest and income taxes	(41,447)	259,461		225,234
Minority interest in net loss of subsidiaries	105,985		(118,719) <sup>(3)</sup>	(12,734)
(Benefit) provision for income taxes	(5,358)	13,580		8,222
Equity share in net loss of Spansion			(97,247) <sup>(4)</sup>	(97,247)
Net income (loss)	\$ 69,896			\$ 107,031
Net income (loss) per share:				
Basic	\$ 0.18			\$ 0.27
Diluted	\$ 0.17			\$ 0.26
Shares used in per share calculation:				
Basic	395,839			395,839
Diluted	409,586			409,586

<sup>(1)</sup> These pro forma adjustments are made to exclude the income statement line items of Spansion Inc. that were previously consolidated as a majority owned subsidiary.

<sup>(2)</sup> This adjustment is made to include the amortization of the excess of fair value over net book value of assets acquired pursuant to the formation of Spansion LLC on June 30, 2003.

<sup>(3)</sup> This adjustment represents the elimination of minority interest share of Spansion Inc.'s net loss.

<sup>(4)</sup> This adjustment represents AMD's 37.9 percent equity share in the net loss of Spansion Inc.

	For the Year Ended Dec. 26, 2004			
	Actual	Pro Forma Adjustments <sup>(1)</sup>	Pro Forma Adjustments	Pro Forma
(in thousands, except per share amounts)				
<b>Unaudited Pro Forma Condensed Consolidated Statement of Operations Data:</b>				
Net sales	\$5,001,435	\$ (2,342,542)		\$2,658,893
Expenses:				
Cost of sales	3,032,586	(1,837,295)	(9,598) <sup>(2)</sup>	1,185,692
Research and development	934,574	(273,467)		661,107
Marketing, general and administrative	807,011	(200,459)		606,552
Restructuring and other special charges (recoveries), net	5,456	—		5,456
Operating income	221,809	(31,320)		200,087
Interest income and other, net	(31,150)	(6,513)		(37,663)
Interest expense	(112,329)	21,115		(91,214)
Income (loss) before minority interest and income taxes	78,330	(16,719)		71,210
Minority interest in net loss of subsidiaries	18,664		(22,857) <sup>(3)</sup>	(4,194)
(Benefit) provision for income taxes	5,838	8,908		14,746
Equity share in net loss of Spansion			(7,467) <sup>(4)</sup>	(7,467)
Net income (loss)	\$ 91,156			\$ 44,803
Net income (loss) per share:				
Basic	\$ 0.25			\$ 0.12
Diluted	\$ 0.25			\$ 0.12
Shares used in per share calculation:				
Basic	358,886			358,886
Diluted	371,066			371,066

<sup>(1)</sup> These pro forma adjustments are made to exclude the income statement line items of Spansion Inc. that were previously consolidated as a majority owned subsidiary.

<sup>(2)</sup> This adjustment is made to include the amortization of the excess of fair value over net book value of assets acquired pursuant to the formation of Spansion LLC on June 30, 2003.

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<sup>(4)</sup> This adjustment represents AMD's 37.9 percent equity share in the net loss of Spansion Inc.

As of Sept. 25, 2005

	Actual	Pro Forma Adjustments <sup>(1)</sup>	Pro Forma Adjustments <sup>(2)</sup>	Pro Forma Adjustments <sup>(3)</sup>	Pro Forma
(in thousands, except per share amounts)					
<b>Unaudited Pro Forma Condensed Consolidated Balance Sheet Data:</b>					
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 806,115	\$ (119,024)	\$	\$	\$ 687,091
Short-term investments	536,052	—			536,052
Total cash and cash equivalents and short-term investments	1,342,167	(119,024)	—	—	1,223,143
Accounts receivable	673,211	10,756			683,967
Accounts receivable from related party	204,383	(204,383)		80,780	80,780
Allowance for doubtful accounts	(15,795)	470			(15,325)
Total accounts receivable, net	861,799	(193,157)	—	80,780	749,422
Inventories:					
Raw materials	49,738	(25,000)			24,738
Work-in-process	677,991	(384,723)			293,268
Finished goods	204,034	(72,511)			131,523
Total inventories	931,763	(482,233)	—	—	449,530
Deferred income taxes	54,232	(27,503)			26,729
Prepaid expenses and other current assets	263,878	(19,517)			244,361
Notes receivable from related party				340,886	340,886
Other receivable from related party	8,564	(8,564)			—
Total current assets	3,462,403	(849,998)	—	421,666	3,034,071
Property, plant and equipment:					
Land and land improvements	68,792	(36,232)			32,560
Buildings and leasehold improvements	2,471,263	(1,395,349)			1,075,914
Equipment	7,774,795	(4,369,352)	(39,860)		3,365,583
Construction in progress	1,168,906	(201,107)			967,799
Total property, plant and equipment	11,483,756	(6,002,040)	(39,860)	—	5,441,856
Accumulated depreciation and amortization	(7,162,372)	4,355,483			(2,806,889)
Property, plant and equipment, net	4,321,384	(1,646,557)	(39,860)	—	2,634,967
Other assets	376,169	(38,389)	(25,698)		312,082
Equity Investment		988,335	50,780	(336,802)	702,313
Total assets	\$ 8,159,956	\$ (1,546,609)	\$ (14,778)	\$ 84,864	\$ 6,683,433
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
Current liabilities:					
Notes payable to bank under revolving loans	\$ 75,656	(75,656)			\$ —
Accounts payable	901,708	(296,998)			604,710
Accounts payable to related party	39,943	(39,943)		203,424	203,424
Accrued compensation and benefits	232,446	(60,838)			171,608
Accrued liabilities	390,213	(41,649)			348,564
Accrued royalties to related party	4,118	(4,118)			—
Accrued liabilities to Spansion Pension Trust	8,564	(8,564)			—
Restructuring accruals, current portion	21,355	(161)			21,194
Income taxes payable	12,245	(1,934)			10,311
Deferred income on shipments to distributors	163,652	(27,277)			136,375
Current portion of long-term debt and capital lease obligations	184,872	(165,487)			19,385
Current portion of long-term debt payable to related party	40,000	(40,000)			—
Other current liabilities	137,583	187			137,770
Total current liabilities	2,212,355	(762,439)	—	203,424	1,653,340
Deferred income taxes	50,630	(26,032)			24,598
Long-term debt and capital lease obligations, less current portion	1,708,872	(158,470)			1,550,402
Long-term debt payable to related party	—	—			—
Other long-term liabilities	436,802	(21,876)	(14,778)		400,148
Minority interest	777,052	(577,791)			199,261
Commitments and contingencies					
Stockholders' equity:					
Capital stock:					
Common stock	4,020	—			4,020
Capital in excess of par value	2,528,219	—			2,528,219
Treasury stock, at cost	(89,715)	—			(89,715)
Retained earnings	378,067	—		(118,560)	259,507
Accumulated other comprehensive income	153,654	—			153,654
Total stockholders' equity	2,974,245	—	—	(118,560)	2,855,685

Total liabilities and stockholders' equity	\$ 8,159,956	(1,546,609)	(14,778)	84,864	\$ 6,683,433
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- (1) These adjustments are made to exclude the balance sheet line items of Spansion Inc. that were previously consolidated as a majority owned subsidiary.
- (2) These adjustments are made to exclude the impact of the remaining unamortized balances representing the excess of fair value over net book value of assets acquired and liabilities assumed pursuant to the formation of Spansion LLC on June 30, 2003.
- (3) These adjustments are made to include the receivable and payable balances between the Company and Spansion that were previously eliminated upon consolidation as well as the estimated loss on the dilution of the Company's ownership interest in Spansion from 60 percent to 37.9 percent as a result of Spansion's initial public offering of Class A common stock. Because the estimated loss was calculated based on Spansion's net book value as of September 25, 2005 the actual amount of loss will be different as it will be based on Spansion's net book value as of December 20, 2005.