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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report: (Date of Earliest Event Reported):  
January 10, 2011**

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**ADVANCED MICRO DEVICES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State  
of Incorporation)

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

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

**One AMD Place  
P.O. Box 3453  
Sunnyvale, California 94088-3453**  
(Address of Principal Executive Offices)

**(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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 10, 2011, Advanced Micro Devices, Inc. (the “*Company*”) announced that Derrick R. Meyer has resigned as President and Chief Executive Officer of the Company and director of the Company, effective January 10, 2011.

On January 10, 2011, the Company appointed (i) Thomas J. Seifert as interim Chief Executive Officer, and (ii) Bruce L. Claflin as the Executive Chairman of the Board of Directors of the Company (the “*Board*”).

Thomas J. Seifert, 47, is currently the Senior Vice President and Chief Financial Officer of the Company. Mr. Seifert joined the Company in 2009. Immediately prior to joining the Company, Mr. Seifert served as chief operating officer and chief financial officer of Qimonda AG, where he led the formation and subsequent IPO of Qimonda. Prior to Qimonda, Mr. Seifert served as senior vice president and general manager in the Wireless Business Group at Infineon AG. He has also held executive positions at Siemens AG, White Oak Semiconductor, and Altis Semiconductor, a joint venture launched in 1992 between IBM and Siemens Semiconductor. He currently serves on the board of Virginia Commonwealth University’s School of Engineering. Mr. Seifert received a bachelor’s degree from Friedrich Alexander University, a master’s degree in mathematics and economics from Wayne State University, and a master’s degree in business administration from Friedrich Alexander University.

Bruce L. Claflin has been the Chairman of the Board of the Company since March 2, 2009, and has been a director since 2003. Mr. Claflin was the president, chief executive officer, and a member of the board of directors of 3Com Corporation (3Com), a provider of voice and data networking products and services, from January 2001 until he retired in 2006. He joined 3Com as President and Chief Operating Officer in 1998. Prior to 3Com, he served as senior vice president and general manager, sales and marketing for Digital Equipment Corporation. Mr. Claflin also worked for 22 years at IBM, where he held various sales, marketing and management positions, including general manager of the IBM PC Company’s worldwide R&D, product and brand management, as well as president of IBM PC Company Americas. Mr. Claflin is a member of the board of directors of Ciena Corporation.

In connection with Mr. Seifert’s appointment as interim Chief Executive Officer of the Company, Mr. Seifert may receive a discretionary bonus at the end of his service as the interim Chief Executive Officer of the Company, which will be determined by the Compensation Committee of the Board of Directors and is in addition to what Mr. Seifert is currently receiving as compensation for being the Senior Vice President and Chief Financial Officer of the Company. The amount of the discretionary bonus will equal an amount not to exceed \$100,000 per month served as the interim Chief Executive Officer of the Company based on criteria established by the Compensation Committee in its sole discretion.

In connection with Mr. Claflin’s appointment as the Executive Chairman of the Board, Mr. Claflin will receive compensation of \$16,250 per month of service as the Executive Chairman of the Board, and Mr. Claflin will receive 10,345 restricted stock units of the Company for the period commencing on the effective date of these resolutions and ending on the date of the next annual meeting of stockholders, at which time the Compensation Committee will determine if additional restricted stock units should be granted. The restricted stock units are granted based upon the same methodology used by the Compensation Committee in determining Board level restricted stock unit grants pursuant to the Advanced Micro Devices, Inc. Outside Director Equity Compensation Policy, and such restricted stock units will vest in equal one-third installments over three years from the date of grant, which is the same vesting schedule as all other restricted stock unit grants to outside directors.

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The Company and Mr. Meyer have agreed that his resignation will constitute a termination of employment without cause under his employment agreement with the Company, dated July 17, 2008.

**Item 7.01 Regulation FD Disclosure**

On January 10, 2011, the Company issued a press release announcing Mr. Meyer's resignation, the initiation of a search for his successor, and the appointments of Mr. Seifert and Mr. Clafin. A copy of this press release is included as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated January 10, 2011

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**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.

ADVANCED MICRO DEVICES, INC.

By: \_\_\_\_\_ /s/ FAINA MEDZONSKY  
Name: Faina Medzonsky  
Title: Assistant Secretary

Date: January 10, 2011

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated January 10, 2011

***PRESS RELEASE***

**Media Contact**  
**Drew Prairie**  
**512-602-4425**  
**[drew.prairie@amd.com](mailto:drew.prairie@amd.com)**

**Investor Contact**  
**Ruth Cotter**  
**408-749-3887**  
**[ruth.cotter@amd.com](mailto:ruth.cotter@amd.com)**

**AMD Appoints Thomas Seifert as Interim CEO; Dirk Meyer Resigns in Mutual Agreement with Board of Directors**

*— Company announces preliminary fourth quarter 2010 revenue and gross margin; affirms 2011 product roadmaps remain on track —*

**SUNNYVALE, Calif. — Jan. 10, 2011 —** **AMD** (NYSE: AMD) today announced that its Board of Directors has appointed Senior Vice President and CFO Thomas Seifert, 47, as interim CEO following the resignation of Dirk Meyer, 49, as president, CEO and a director of the Company effective immediately.

A CEO Search Committee has been formed to begin the search for a new CEO. The Committee is led by Bruce Claflin, Chairman of AMD’s Board of Directors, who has been named Executive Chairman of the Board as he assumes additional oversight responsibilities during the transition period. Seifert will maintain his current responsibilities as CFO and has asked not to be considered for the permanent CEO position.

“Dirk became CEO during difficult times. He successfully stabilized AMD while simultaneously concluding strategic initiatives including the launch of GLOBALFOUNDRIES, the successful settlement of our litigation with Intel and delivering Fusion APUs to the market,” said Claflin.

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“However, the Board believes we have the opportunity to create increased shareholder value over time. This will require the company to have significant growth, establish market leadership and generate superior financial returns. We believe a change in leadership at this time will accelerate the company’s ability to accomplish these objectives.”

Seifert joined AMD in 2009, and has more than 20 years of general management, global operations and financial management expertise. Immediately prior to joining AMD, Seifert served as COO and CFO of Qimonda AG, where he led the formation and subsequent IPO of the company. At Infineon AG, Seifert served as senior vice president and general manager in its Wireless Business Group.

In commenting on Seifert, Claflin said, “During his tenure at AMD, Thomas helped strengthen the company’s balance sheet while demonstrating strong leadership and winning the respect of his peers. His operations and finance experience make him an excellent choice to guide the company as interim CEO.”

“AMD enters 2011 with considerable product and financial momentum. Our roadmap for the year, including our “Llano” APU and 32nm “Bulldozer” based processors remain on track,” said Seifert. “I believe we have significant opportunities to cement our leadership positions in several key market segments based on the strength of our upcoming products.”

#### **AMD Announces Certain Preliminary Fourth Quarter 2010 Results**

AMD is announcing certain preliminary results for the fourth quarter 2010. Fourth quarter revenue increased 2 percent sequentially to approximately \$1.65 billion and gross margin was approximately 45 percent. In addition, the company reaffirms its 2011 annual financial guidance as disclosed at its Financial Analyst Day last November.

AMD plans to release its final results for the fourth quarter after market close on Thursday, January 20, 2011, with a conference call at 2 p.m. PT/5 p.m. ET to provide additional details.

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**About AMD**

AMD (NYSE: AMD) is a semiconductor design innovator leading the next era of vivid digital experiences with its ground-breaking AMD Fusion Accelerated Processing Units (APUs). AMD's graphics and computing technologies power a variety of devices including PCs, game consoles and the powerful computers that drive the Internet and businesses. For more information, visit <http://www.amd.com>.

**Cautionary Statement**

This release contains forward-looking statements, concerning among other things, the Company's growth opportunities, the Company's opportunity to create increased shareholder value over time, including its ability to have significant growth, establish market leadership and generate superior financial returns, product roadmaps, including the timing of the planned introduction of AMD Fusion platforms, financial results for the fourth fiscal quarter of 2010, including revenue, and gross margin, and financial guidance for fiscal 2011 which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are commonly identified by words such as "would," "may," "expects," "believes," "plans," "intends," "projects," and other terms with similar meaning. Investors are cautioned that the forward-looking statements in this release are based on current beliefs, assumptions and expectations, speak only as of the date of these presentations and involve risks and uncertainties that could cause actual results to differ materially from current expectations. The material factors that could cause actual results to differ materially from current expectations include, without limitation, the following: the possibility that Intel Corporation's pricing, marketing and rebating programs, product bundling, standard setting, new product introductions or other activities targeting AMD's business will prevent attainment of AMD's current plans; AMD will be unable to develop, launch and ramp new products and technologies in the volumes and mix required by the market; AMD's third party wafer foundries will be unable to manufacture its products on a timely basis with acceptable quality, at acceptable manufacturing yields and using competitive technologies; AMD's third party wafer foundries will be unable to transition to advanced manufacturing process technologies in a timely and effective way, consistent with AMD's planned expenditures; AMD will be unable to maintain the level of investment in research and development that is required to remain competitive; demand for computers and consumer electronics products and, in turn, demand for AMD's products will be lower than currently expected; customers will stop buying AMD's products or materially reduce their demand for its products; third parties will not develop or improve software that is optimized for AMD products; AMD will require additional funding and may not be able to raise funds on favorable terms or at all; there will be unexpected variations in market growth and demand for AMD's products and technologies in light of the product mix that it may have available at any particular time or a decline in demand; any inability to obtain sufficient manufacturing capacity or components to meet demand for AMD's products or the under-utilization of GLOBALFOUNDRIES manufacturing facilities; the effect of political or economic instability internationally on sales or production; or that GLOBALFOUNDRIES will be less successful than anticipated. Investors are urged to review in detail the risks and uncertainties in the company's Securities and Exchange Commission filings, including but not limited to the Quarterly Report on Form 10-Q for the quarter ended September 25, 2010.

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