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As filed with the Securities and Exchange Commission on November 23, 2026

Registration No. 333-

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

Form S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Delaware	**94-1692300**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

2485 Augustine Drive
Santa Clara, California 95054
(408) 749-4000
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Ava M. Hahn
Senior Vice President, General Counsel & Corporate Secretary
Advanced Micro Devices, Inc.
2485 Augustine Drive
Santa Clara, California 95054
(408) 749-4000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Tad J. Freese
Mark Bekheit
Richard Kim
Latham & Watkins LLP
505 Montgomery Street, Suite 2000
San Francisco, CA 94111
(415) 391-0600

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective on filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☒

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		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 7(a)(2)(B) of the Securities Act. ☐

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PROSPECTUS



ADVANCED MICRO DEVICES, INC.

336,934,324 Shares

Common Stock

Offered by the Selling Stockholders

This prospectus relates to the proposed resale or other disposition of up to an aggregate of 336,934,324 shares of common stock, par value $0.01 per share, of Advanced Micro Devices, Inc. (the "common stock") by the selling stockholders identified in this prospectus. We are registering the offer and sale of the shares of common stock issued or issuable to the selling stockholders, consisting of (i) 16,627 shares of common stock (the "Taalas Closing Shares") issued to certain selling stockholders as partial consideration pursuant to a share purchase agreement, dated as of August 5, 2026, by and among Advanced Micro Devices, Inc. (the "Company"), Taalas Inc. ("Taalas"), and the other parties thereto (the "Taalas Purchase Agreement"), pursuant to which we acquired Taalas (the "Taalas Acquisition"), (ii) 466,267 shares of common stock (the "Taalas Closing Underlying Shares") issuable upon the exchange, in accordance with their terms, of exchangeable shares of preferred stock (the "Taalas Exchangeable Shares") issued by a subsidiary of the Company to certain selling stockholders at the closing of the Taalas Acquisition as partial consideration pursuant to the Taalas Purchase Agreement (such Taalas Exchangeable Shares issued at the closing of the Taalas Acquisition, the "Taalas Closing Exchangeable Shares"), (iii) up to 568,128 shares of common stock (the "Taalas Contingent Shares") issuable to certain selling stockholders as partial contingent consideration in connection with the Taalas Acquisition, (iv) up to 904,980 shares of common stock (the "Taalas Contingent Underlying Shares") issuable upon the exchange, in accordance with their terms, of Taalas Exchangeable Shares issuable by a subsidiary of the Company to certain selling stockholders as partial contingent consideration in connection with the Taalas Acquisition (such Taalas Exchangeable Shares issuable as partial contingent consideration in connection with the Taalas Acquisition, the "Taalas Contingent Exchangeable Shares"), (v) 14,978,322 shares of common stock (the "World Labs Closing Shares") issued to certain selling stockholders as consideration pursuant to an agreement and plan of merger, dated as of September 26, 2026, by and among the Company, World Labs Technologies, Inc. ("World Labs"), and the other parties thereto (the "World Labs Merger Agreement"), pursuant to which we acquired World Labs (the "World Labs Acquisition"), (vi) 160,000,000 shares of common stock that OpenAI OpCo, LLC ("OpenAI") may acquire upon the vesting and exercise of a Warrant to Purchase Shares of Common Stock, dated as of October 5, 2025, by and between the Company and OpenAI (the "OpenAI Warrant"), and (vii) 160,000,000 shares of common stock that Meta Platforms, Inc. ("Meta") may acquire upon the vesting and exercise of a Warrant to Purchase Shares of Common Stock, dated as of February 23, 2026, by and between the Company and Meta (the "Meta Warrant").

We are not selling any shares of our common stock under this prospectus and will not receive any proceeds from the sale or other disposition of our common stock by the selling stockholders.

The selling stockholders (which term as used herein includes their respective donees, pledgees, transferees, distributees, assignees or other successors in interest) may offer and sell or otherwise dispose of the shares of common stock described in this prospectus from time to time through public or private transactions at prevailing market prices, at prices related to prevailing market prices or at privately negotiated prices. The shares of common stock offered by this prospectus may be offered by the selling stockholders directly to purchasers or to or through brokers or dealers or other agents. The selling stockholders will bear all costs, commissions and discounts, if any, attributable to the sales of shares. We will bear costs, expenses and fees in connection with the registration of the shares. See "Plan of Distribution" beginning on page 21 for more information about how the selling stockholders may sell or dispose of their shares of common stock hereunder. No common stock may be sold without delivery of this prospectus and, to the extent required, any applicable prospectus supplement describing the method and terms of the offering of such common stock.

INVESTING IN OUR COMMON STOCK INVOLVES RISKS. SEE THE SECTION TITLED "RISK FACTORS" ON PAGE 6 OF THIS PROSPECTUS AND ANY SIMILAR SECTION CONTAINED IN ANY APPLICABLE PROSPECTUS SUPPLEMENT CONCERNING FACTORS YOU SHOULD CONSIDER BEFORE INVESTING IN OUR COMMON STOCK.

Our common stock is listed on The Nasdaq Global Select Market under the symbol "AMD." On November 20, 2026, the last reported sale price of our common stock on The Nasdaq Global Select Market was $424.39 per share.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is November 23, 2026.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the U.S. Securities and Exchange Commission (the "SEC") as a "well-known seasoned issuer" as defined in Rule 405 under the Securities Act of 1933, as amended (the "Securities Act"), using a "shelf" registration process. By using a shelf registration statement, the selling stockholders may, from time to time, sell up to an aggregate of 336,934,324 shares of common stock in one or more offerings as described in this prospectus. In connection with the offer and sale of securities by the selling stockholders, the selling stockholders may provide a prospectus supplement to this prospectus that contains specific information about the securities being offered and sold and the specific terms of that offering. We may also authorize one or more free writing prospectuses to be provided to you that may contain material information relating to these offerings. Any such prospectus supplement or free writing prospectus may also add, update or change information contained or incorporated by reference in this prospectus with respect to that offering. If there is any inconsistency between the information in this prospectus and any applicable prospectus supplement or free writing prospectus, you should rely on the prospectus supplement or free writing prospectus, as applicable. Before purchasing any securities, you should carefully read both this prospectus and any applicable prospectus supplement or free writing prospectus, together with the additional information described under the section titled "Where You Can Find More Information; Incorporation by Reference."

Neither we, nor the selling stockholders, have authorized anyone to provide you with any information or to make any representations other than those contained or incorporated by reference in this prospectus, any applicable prospectus supplement or any free writing prospectus prepared by or on behalf of us or to which we have referred you. We and the selling stockholders take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We and the selling stockholders will not make an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and any applicable prospectus supplement to this prospectus is accurate only as of the date on its respective cover, that the information appearing in any applicable free writing prospectus is accurate only as of the date of that free writing prospectus, and that any information incorporated by reference is accurate only as of the date of the document incorporated by reference, unless we indicate otherwise. Our business, financial condition, results of operations and prospects may have changed since those dates. This prospectus incorporates by reference, and any prospectus supplement or free writing prospectus may contain and incorporate by reference, market data and industry statistics and forecasts that are based on independent industry publications and other publicly available information. Although we believe these sources are reliable, we do not guarantee the accuracy or completeness of this information and we have not independently verified this information. In addition, the market and industry data and forecasts that may be included or incorporated by reference in this prospectus, any prospectus supplement or any applicable free writing prospectus may involve estimates, assumptions and other risks and uncertainties and are subject to change based on various factors, including those discussed under the section titled "Risk Factors" contained in this prospectus, any applicable prospectus supplement and any applicable free writing prospectus, and under similar sections in other documents that are incorporated by reference into this prospectus. Accordingly, investors should not place undue reliance on this information.

Unless the context requires otherwise, references in this prospectus to "AMD," the "Company," "we," "us," and "our" refer to Advanced Micro Devices, Inc. together with its consolidated subsidiaries. When we refer to "you," we mean the potential holders of shares of our common stock.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains, and the information incorporated by reference herein and any applicable prospectus supplement, may include statements that are, or may be deemed, "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current expectations and beliefs and involve numerous risks and uncertainties that could cause actual results to differ materially from expectations. These forward-looking statements speak only as of the date hereof or as of the dates indicated in the statements and should not be relied upon as predictions of future events, as we cannot assure you that the events or circumstances reflected in these statements will be achieved or will occur. You can identify forward-looking statements by the use of forward-looking terminology including "believes," "expects," "may," "will," "should," "seeks," "intends," "plans," "pro forma," "estimates," "anticipates," or the negative of these words and phrases, other variations of these words and phrases or comparable terminology.

You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained or incorporated by reference in this prospectus primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties and other factors including those described in, or incorporated by reference into, the section titled "Risk Factors" and elsewhere in this prospectus. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time and it is not possible for us to predict all risks and uncertainties or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements we may make in this prospectus or the documents incorporated by reference herein. We cannot assure you that the results, events and circumstances reflected in the forward-looking statements will be achieved or occur. Actual results, events or circumstances could differ materially and adversely from those described or anticipated in the forward-looking statements.

The forward-looking statements made in, or incorporated by reference into, this prospectus relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made or incorporated by reference in this prospectus to reflect events or circumstances after the date of this prospectus or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements.

Our actual results and timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those described in, or incorporated by reference into, the section titled "Risk Factors" and elsewhere in this prospectus.

WHERE YOU CAN FIND MORE INFORMATION; INCORPORATION BY REFERENCE

Available Information

We file reports and proxy statements with the SEC. These filings include our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and proxy statements on Schedule 14A, as well as any amendments to those reports and proxy statements, and are available free of charge through our website as soon as reasonably practicable after we file them with, or furnish them to, the SEC. Once at www.amd.com, go to Investor Relations to locate copies of such reports and proxy statements. Our website and the information contained on, or that can be accessed through, the website will not be deemed to be incorporated by reference in, and are not considered part of, this prospectus. You should not rely on any such information in making your decision whether to purchase shares of our common stock. The SEC maintains a website at www.sec.gov that contains reports, proxy and information statements and other information regarding us and other issuers that file electronically with the SEC.

This prospectus and any prospectus supplement are part of a registration statement that we filed with the SEC and do not contain all of the information in the registration statement. The full registration statement may be obtained from the SEC or us, as provided below. Documents establishing the terms of the offered securities are or may be filed as exhibits to the registration statement or documents incorporated by reference in the registration statement. Statements in this prospectus or any prospectus supplement or any related free writing prospectus that we may provide about these documents are summaries and each statement is qualified in all respects by reference to the document to which it refers. You should refer to the actual documents for a more complete description of the relevant matters. You may inspect a copy of the registration statement through the SEC's website, as provided above.

Incorporation by Reference

The SEC's rules allow us to "incorporate by reference" information into this prospectus, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, and subsequent information that we file with the SEC will automatically update and supersede that information. Any statement contained in this prospectus or a previously filed document incorporated by reference will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or a subsequently filed document incorporated by reference modifies or replaces that statement.

This prospectus and any accompanying prospectus supplement incorporate by reference the documents set forth below that have previously been filed with the SEC:

- Our Annual Report on Form 10-K and Amendment No. 1 on Form 10-K/A to our Annual Report on Form 10-K for the fiscal year ended December 27, 2025, filed with the SEC on February 4, 2026.
- The information specifically incorporated by reference into our Annual Report on Form 10-K from our Definitive Proxy Statement on Schedule 14A, filed with the SEC on March 27, 2026.
- Our Quarterly Reports on Form 10-Q for the quarters ended March 28, 2026, June 27, 2026, and September 26, 2026, filed with the SEC on May 6, 2026, August 5, 2026 and November 4, 2026, respectively.
- Our Current Reports on Form 8-K and Form 8-K/A, as applicable, filed with the SEC on January 20, 2026, February 17, 2026, February 24, 2026 (except for Item 7.01 and Exhibit 99.1), May 15, 2026, July 1, 2026, August 17, 2026, August 19, 2026, September 28, 2026, November 16, 2026 and November 20, 2026.
- The description of our common stock, par value $0.01 per share, contained in our Registration Statement on Form 8-A, dated December 9, 2014, filed with the SEC on December 9, 2014, as updated

by Exhibit 4.1 to our Annual Report on Form 10-K for the fiscal year ended December 27, 2025, which was filed with the SEC on February 4, 2026, including any subsequently filed amendments or reports updating such description.

All reports and other documents we subsequently file pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the termination of this offering but excluding any information furnished to, rather than filed with, the SEC, will also be incorporated by reference into this prospectus and deemed to be part of this prospectus from the date of the filing of such reports and documents.

You may request a free copy of any of the documents incorporated by reference in this prospectus by writing or telephoning us at the following address:

Advanced Micro Devices, Inc.
Attn: Investor Relations 2485 Augustine Drive
Santa Clara, California 95054
(408) 749-4000

Exhibits to the filings will not be sent, however, unless those exhibits have specifically been incorporated by reference in this prospectus or any accompanying prospectus supplement.

THE COMPANY

We are a global semiconductor company primarily offering:

- Artificial Intelligence (“AI”) accelerators, microprocessors (“CPUs”) for servers, graphics processing units (“GPUs”), accelerated processing units (“APUs”), data processing units, AI Network Interface Cards, Field Programmable Gate Arrays (“FPGAs”) and adaptive System-on-Chip (“SoC”) products for data centers;
- CPUs, APUs, chipsets for desktops and notebooks, discrete GPUs, semi-custom SoC products and development services; and
- embedded CPUs, APUs, FPGAs, System on Modules, and adaptive SoC products.

From time to time, we may also sell or license portions of our intellectual property portfolio.

We were incorporated under the laws of Delaware on May 1, 1969 and became a publicly held company in 1972. Our common stock is currently listed on The Nasdaq Global Select Market under the symbol “AMD.” Our mailing address is, and our executive offices are located at, 2485 Augustine Drive, Santa Clara, California 95054, and our telephone number at that location is (408) 749-4000.

Our website address is www.amd.com. Our website and the information contained on, or that can be accessed through, our website will not be deemed to be incorporated by reference in, and are not considered part of, this prospectus or any applicable prospectus supplement. You should not rely on any such information in making your decision whether to purchase shares of our common stock.

RISK FACTORS

Investment in any common stock offered pursuant to this prospectus and any applicable prospectus supplement involves risks. Before deciding whether to invest in our common stock, you should carefully read and consider the risk factors incorporated by reference to our most recent Annual Report on Form 10-K, as amended, and any subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K, and all other information contained or incorporated by reference into this prospectus, as updated by our subsequent filings under the Exchange Act, and the risk factors and other information contained in any applicable prospectus supplement or applicable free writing prospectus. The occurrence of any of these risks might cause you to lose all or part of your investment in our common stock. Additional risks and uncertainties not now known to us or that we now deem immaterial may also adversely affect our business or financial performance. Our business, financial condition, results of operations or cash flows could be materially adversely affected by any of these risks. The market or trading price of our common stock could decline due to any of these risks or other factors, and you may lose all or part of your investment.

USE OF PROCEEDS

We will not receive any of the proceeds from the sale of shares of our common stock being offered by the selling stockholders. The selling stockholders will pay any selling commissions and similar charges as well as stock transfer taxes or any other expenses incurred by the selling stockholders in connection with the sale of the shares of common stock. We will bear the fees and expenses incurred in effecting the registration of the shares covered by this prospectus, including, without limitation, all registration, filing, and printing fees and expenses, and fees and expenses of our counsel and our independent registered public accounting firm.

DESCRIPTION OF CAPITAL STOCK

The following description of AMD's capital stock is a summary. This summary is subject to the General Corporation Law of the State of Delaware (the "DGCL") and the complete text of AMD's amended and restated certificate of incorporation (the "certificate of incorporation") and amended and restated bylaws (the "bylaws"), both of which are exhibits to the registration statement of which this prospectus is a part.

Common Stock

General

The certificate of incorporation authorizes 4,000,000,000 shares of common stock, $0.01 par value per share.

Voting Rights

Each holder of common stock is entitled to one vote for each share on all matters submitted to a vote of the stockholders, including the election of directors. Common stockholders do not have cumulative voting rights in the election of directors. Accordingly, in an uncontested election, holders of a majority of the voting shares are able to elect all of the directors.

Dividends

Subject to preferences that may be applicable to any then outstanding serial preferred stock, holders of common stock are entitled to receive dividends, if any, as may be declared from time to time by our board of directors out of legally available funds. However, the terms of our borrowing arrangements restrict our ability to declare or pay dividends on our common stock in certain circumstances. Dividends may be paid in cash, in property or in shares of capital stock. Declaration and payment of any dividend are subject to the discretion of the board of directors. Before payment of any dividend, the board of directors may set aside out of any funds of AMD available for dividends such amount thought proper to meet contingencies, equalize dividends, repair or maintain any property of AMD, or for such other purpose as the board of directors determines to be conducive to the interest of AMD. The board of directors may modify or abolish any such reserve in the manner in which it was created.

Liquidation

In the event of AMD's liquidation, dissolution or winding up, holders of common stock are entitled to share ratably in the net assets legally available for distribution to stockholders after the payment of all debts and other liabilities and the satisfaction of any liquidation preference granted to the holders of any then outstanding shares of serial preferred stock.

Rights and Preferences

Holders of common stock have no preemptive, conversion, subscription or other rights, and there are no redemption or sinking fund provisions applicable to our common stock. The rights, preferences and privileges of the holders of common stock are subject to and may be adversely affected by the rights of the holders of shares of any series of serial preferred stock that we may designate in the future.

Fully Paid and Nonassessable

All outstanding shares of common stock are fully paid and non-assessable.

Annual Stockholder Meetings

The certificate of incorporation and bylaws provide that annual stockholder meetings will be held at a date, place (if any) and time, as exclusively selected by the board of directors. To the extent permitted under applicable law, we may but are not obligated to conduct meetings by remote communications, including by webcast.

Anti-Takeover Effects of Provisions

Some provisions of Delaware law and the certificate of incorporation and bylaws could make the following transactions difficult: acquisition by means of a tender offer; acquisition by means of a proxy contest or otherwise; or removal of incumbent officers and directors. It is possible that these provisions could make it more difficult to accomplish or could deter transactions that stockholders may otherwise consider to be in their best interest or in the best interests of AMD, including transactions that might result in a premium over the market price for shares of common stock.

These provisions, summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control to first negotiate with AMD's board of directors. We believe that the benefits of protection to AMD's potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure AMD outweigh the disadvantages of discouraging these proposals because negotiation of these proposals could result in an improvement of their terms.

Delaware Anti-Takeover Statute

Section 203 of the DGCL prohibits persons deemed "interested stockholders" from engaging in a "business combination" with a publicly-held Delaware corporation for three years following the date these persons become interested stockholders unless the business combination is, or the transaction in which the person became an interested stockholder was, approved in a prescribed manner or another prescribed exception applies. Generally, an "interested stockholder" is a person who, together with affiliates and associates, owns, or within three years prior to the determination of interested stockholder status did own, 15% or more of a corporation's voting stock and a "business combination" includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. The existence of this provision may have an anti-takeover effect with respect to transactions not approved in advance by the board of directors, such as discouraging takeover attempts that might result in a premium over the market price of our common stock.

Undesignated Serial Preferred Stock

Under our certificate of incorporation, our board of directors has the authority, without action by our stockholders, to designate and issue up to 1,000,000 shares of serial preferred stock, par value $0.10 per share, in one or more series and to designate the rights, preferences and privileges of each series, any or all of which may be greater than the rights of our common stock. It is not possible to state the actual effect of the issuance of any shares of serial preferred stock upon the rights of holders of our common stock until our board of directors determines the specific rights of the holders of serial preferred stock. However, the effects might include, among other things, restricting dividends on the common stock, diluting the voting power of the common stock, impairing the liquidation rights of the common stock and delaying or preventing a change in control of our common stock without further action by our stockholders and may adversely affect the market price of our common stock. As of September 26, 2026, no shares of our serial preferred stock were outstanding.

Special Stockholder Meetings

The bylaws provide that a special meeting of stockholders may be called only by the chair of the board of directors, the secretary of AMD at the request in writing of a majority of the board of directors, or subject to

applicable requirements and procedures, the secretary of AMD at the request in writing by one or more stockholders of record who hold, in the aggregate, and have held continuously for a period of at least one year prior to the date such request is delivered, not less than 20% of the voting power of all outstanding shares of stock of AMD.

Requirements for Advance Notification of Stockholder Nominations and Proposals

The bylaws set forth advance notice procedures with respect to stockholder proposals and the nomination of candidates for election as directors, other than nominations made by or at the direction of the board of directors or a committee of the board of directors. The bylaws also require any stockholder soliciting proxies in support of director nominees other than the board of directors' nominees to comply with Rule 14a-19 under the Exchange Act.

Proxy Access

Our bylaws permit a stockholder, or a group of up to 20 stockholders, owning at least three percent of our outstanding stock continuously for at least three years, to nominate and include in our proxy materials for an annual meeting of stockholders, director candidates constituting up to twenty percent of our board of directors elected by holders of our common stock, provided that the stockholder (or group) and each nominee satisfy the requirements as set forth in the bylaws.

Composition of the Board of Directors; Election and Removal of Directors; Filling Vacancies

The board of directors may consist of not fewer than three nor more than 12 directors. In any uncontested elections of directors, a director nominee for the board of directors will be elected by the affirmative vote of a majority of the votes cast with respect to such director by the shares represented and entitled to vote at a meeting of the stockholders for the election of directors at which a quorum is present, voting together as a single class. An incumbent director who is nominated for an uncontested election and fails to receive a majority of the votes present and voting for such director's reelection would be required to tender his or her resignation to the board of directors.

The Nominating and Corporate Governance Committee of the board of directors (or any future committee the equivalent thereof) will make a recommendation to the board of directors on whether to accept or reject the resignation, or whether other action should be taken. The board of directors will act on the recommendation of such committee and will publicly disclose its decision within 90 days from the date of the certification of the election results. In a contested election, a plurality voting standard will apply to director elections. The directors are elected until the expiration of the term for which they are elected and until their respective successors are duly elected and qualified.

The directors may be removed only by the affirmative vote of at least a majority of the holders of our then-outstanding common stock. Furthermore, any vacancy on the board of directors, however occurring, including a vacancy resulting from an increase in the size of the board, may be filled only by a majority vote of the board of directors then in office, even if less than a quorum, or by the sole remaining director. This system of electing and removing directors and filling vacancies may tend to discourage a third party from making a tender offer or otherwise attempting to obtain control of AMD, because it generally makes it more difficult for stockholders to replace a majority of the directors.

Choice of Forum

Our bylaws provide that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, in the event that the Court of Chancery does not have jurisdiction, the other state courts of the State of Delaware or the United States District Court for the District of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our current or former directors, officers, other employees or stockholders to us or our stockholders, (iii) any action arising

pursuant to any provision of the DGCL, our certificate of incorporation or our bylaws or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware or (iv) any action asserting a claim governed by the internal affairs doctrine. Subject to the foregoing, the bylaws further provide that unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act and the rules and regulations promulgated thereunder, including all causes of action asserted against any defendant to such complaint.

Amendment of the Certificate of Incorporation and Bylaws

Except as permitted by the DGCL, the amendment of any of the provisions in the certificate of incorporation requires approval by a stockholder vote by the holders of at least a majority of the voting power of the then outstanding voting stock. The bylaws may be amended by the board of directors or by the holders of at least a majority of the voting power of the then outstanding voting stock.

The provisions of the DGCL, the certificate of incorporation and bylaws could have the effect of discouraging others from attempting hostile takeovers and, as a consequence, they may also inhibit temporary fluctuations in the market price of our common stock that often result from actual or rumored hostile takeover attempts. These provisions may also have the effect of preventing changes in the management of AMD. It is possible that these provisions could make it more difficult to accomplish transactions that stockholders may otherwise deem to be in their best interests.

Limitations of Liability and Indemnification Matters

The certificate of incorporation contains provisions that limit the liability of the directors for monetary damages to the fullest extent permitted by Delaware law. Consequently, directors are not personally liable to AMD or its stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for:

- any breach of the director's duty of loyalty to AMD or its stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the DGCL; or
- any transaction from which the director derived an improper personal benefit.

Our bylaws provide that we are required to indemnify the directors and officers, in each case to the fullest extent permitted by Delaware law. The bylaws also obligate us to advance expenses incurred by a director or officer in advance of the final disposition of any action or proceeding, and permit us to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in that capacity regardless of whether we would otherwise be permitted to indemnify him or her under Delaware law. We have entered into agreements to indemnify the directors, executive officers and other employees as determined by the board of directors. With specified exceptions, these agreements provide for indemnification for related expenses including, among other things, attorneys' fees, judgments, fines and settlement amounts incurred by any of these individuals in any action or proceeding to the fullest extent permitted by applicable law. We believe that these bylaw provisions and indemnification agreements are necessary to attract and retain qualified persons as directors and officers. AMD also maintains directors' and officers' liability insurance.

The limitation of liability and indemnification provisions in the certificate of incorporation and bylaws may discourage stockholders from bringing a lawsuit against the directors and officers for breach of their fiduciary duty. They may also reduce the likelihood of derivative litigation against the directors and officers, even though an action, if successful, might benefit AMD and its stockholders. Furthermore, a stockholder's investment may be adversely affected to the extent that we pay the costs of settlement and damage.

Stock Exchange Listing

Shares of common stock are listed on The Nasdaq Global Select Market under the symbol “AMD.”

No Sinking Fund

The shares of common stock have no sinking fund provisions.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is Computershare Trust Company, N.A. The transfer agent and registrar’s address is 150 Royall Street, Canton, Massachusetts 02021.

THE SELLING STOCKHOLDERS

This prospectus relates to the possible resale by the selling stockholders from time to time of up to an aggregate of 336,934,324 shares of common stock, consisting of (i) 16,627 Taalas Closing Shares issued to certain selling stockholders as partial consideration at the closing of the Taalas Acquisition, (ii) 466,267 Taalas Closing Underlying Shares issuable upon the exchange, in accordance with their terms, of Taalas Closing Exchangeable Shares issued by a subsidiary of the Company to certain selling stockholders as partial consideration at the closing of the Taalas Acquisition, (iii) up to 568,128 Taalas Contingent Shares issuable to certain selling stockholders as partial contingent consideration in connection with the Taalas Acquisition, (iv) up to 904,980 Taalas Contingent Underlying Shares issuable upon the exchange, in accordance with their terms, of Taalas Contingent Exchangeable Shares issuable by a subsidiary of the Company to certain selling stockholders as partial contingent consideration in connection with the Taalas Acquisition, (v) 14,978,322 World Labs Closing Shares issued to certain selling stockholders as consideration at the closing of the World Labs Acquisition, (vi) 160,000,000 shares of common stock issuable to OpenAI upon the vesting and exercise of the OpenAI Warrant, and (vii) 160,000,000 shares of common stock issuable to Meta upon the vesting and exercise of the Meta Warrant. The term "selling stockholders" includes donees, pledgees, transferees, distributees, assignees or other successors in interest selling securities received after the date of this prospectus from a selling stockholder as a gift, pledge, partnership distribution or other transfer.

On November 17, 2026, we consummated the Taalas Acquisition and, in connection therewith, we issued the Taalas Closing Shares and our subsidiary issued the Taalas Closing Exchangeable Shares as partial consideration, in each case in reliance upon the exemptions from registration afforded by Section 4(a)(2) of the Securities Act, Rule 506 of Regulation D promulgated under the Securities Act and/or Regulation S promulgated under the Securities Act. In addition, in accordance with and subject to the terms of the Taalas Purchase Agreement, we may in the future issue the Taalas Contingent Shares as partial contingent consideration and/or Taalas Contingent Underlying Shares upon the exchange, in accordance with their terms, of Taalas Contingent Exchangeable Shares issued by our subsidiary as partial contingent consideration. We intend to issue such Taalas Contingent Shares or Taalas Contingent Underlying Shares, if any, in reliance upon the exemptions from registration afforded by Section 4(a)(2) of the Securities Act, Rule 506 of Regulation D promulgated under the Securities Act and/or Regulation S promulgated under the Securities Act. The Taalas Closing Exchangeable Shares and Taalas Contingent Exchangeable Shares are exchangeable, at the option of the holder thereof, for Taalas Closing Underlying Shares and Taalas Contingent Underlying Shares, respectively, on a one-for-one basis. For certain selling stockholders, the ability to exchange Taalas Closing Exchangeable Shares or Taalas Contingent Exchangeable Shares into Taalas Closing Underlying Shares or Taalas Contingent Underlying Shares, respectively, is subject to exchangeability conditions set forth in the Taalas Purchase Agreement. We are registering for resale the Taalas Closing Shares, the Taalas Contingent Shares, the Taalas Closing Underlying Shares and the Taalas Contingent Underlying Shares pursuant to the piggyback registration rights that were granted under the Taalas Purchase Agreement.

On November 13, 2026, we consummated the World Labs Acquisition and issued the World Labs Closing Shares as consideration in connection therewith. We issued the World Labs Closing Shares in reliance upon the exemptions from registration afforded by Section 4(a)(2) of the Securities Act and/or Rule 506 of Regulation D promulgated under the Securities Act. For certain selling stockholders, the resale of the World Labs Closing Shares is subject to vesting as contemplated by the World Labs Merger Agreement. Under the World Labs Merger Agreement, we agreed to register for resale the World Labs Closing Shares.

On October 5, 2025, in connection with and concurrent with the entry into that certain product purchase agreement between AMD and OpenAI, we issued to OpenAI the OpenAI Warrant to purchase up to an aggregate of 160,000,000 shares of our common stock (the "OpenAI Warrant Shares") at an exercise price of $0.01 per share. The OpenAI Warrant Shares vest in tranches based on milestones tied to purchases of AMD Instinct™ GPU products by OpenAI or its affiliates, or indirectly through third parties ("Authorized Purchasers"), with the first tranche of shares vesting after the delivery of the initial one (1) gigawatt of AMD Instinct MI450 Series

GPU products and full vesting for the 160,000,000 shares contingent upon OpenAI, its affiliates or Authorized Purchasers purchasing six (6) gigawatts of AMD Instinct GPU products. Vesting of the OpenAI Warrant Shares is further subject to achievement of specified AMD stock price targets that escalate to $600 per share for the final tranche and stock performance thresholds. Additionally, each tranche of vested OpenAI Warrant Shares is subject to the fulfillment of certain other technical and commercial conditions prior to exercise. Subject to the terms and conditions therein, the OpenAI Warrant is exercisable in whole or in part after the date of issuance until October 5, 2030, at OpenAI's election, by cash payment or cashless exercise. The OpenAI Warrant was issued, and the OpenAI Warrant Shares are expected to be issued, in reliance on the exemption from registration pursuant to Section 4(a)(2) of the Securities Act. Under that certain Registration Rights Agreement, dated as of October 5, 2025, between AMD and OpenAI, OpenAI has customary demand and piggyback registration rights with respect to the OpenAI Warrant Shares. We are registering for resale the OpenAI Warrant Shares pursuant to OpenAI's piggyback registration rights.

On February 23, 2026, in connection with a strategic arrangement with Meta governing Meta's purchase of AMD Instinct™ GPU products, we issued to Meta the Meta Warrant to purchase up to an aggregate of 160,000,000 shares of our common stock (the "Meta Warrant Shares") at an exercise price of $0.01 per share. The Meta Warrant Shares vest in tranches based on milestones tied to purchases of certain AMD Instinct GPU products by Meta or its affiliates, or through authorized purchasers for the sole benefit of Meta or its affiliates, with the first tranche of the Meta Warrant Shares vesting upon shipment of the initial one (1) gigawatt equivalent of certain AMD Instinct GPU products, and full vesting for the 160,000,000 Meta Warrant Shares contingent upon Meta, its affiliates or authorized purchasers purchasing six (6) gigawatt equivalent of certain AMD Instinct GPU products. Vesting of the Meta Warrant Shares is further subject to achievement of specified AMD stock price thresholds that escalate to $600 per share for the final tranche. Additionally, each tranche of vested Meta Warrant Shares is subject to the fulfillment of certain other technical and commercial conditions by Meta prior to exercise. Subject to the terms and conditions therein, the Meta Warrant is exercisable in whole or in part after the date of issuance until February 23, 2031, at Meta's election, by cash payment or cashless exercise. The Meta Warrant was issued, and the Meta Warrant Shares are expected to be issued, in reliance on the exemption from registration pursuant to Section 4(a)(2) of the Securities Act. Under that certain Registration Rights Agreement, dated as of February 23, 2026, between AMD and Meta, Meta has certain customary registration rights, including demand registration rights and piggyback registration rights, and rights related to underwritten block trades, with respect to the Meta Warrant Shares. We are registering for resale the Meta Warrant Shares pursuant to Meta's piggyback registration rights.

The following table sets forth:

- the number of shares of common stock beneficially owned by the selling stockholders prior to the sale of the shares of common stock registered for resale hereby;
- the ownership of each selling stockholder as a percentage of the outstanding shares of common stock prior to this offering;
- the maximum number of shares of common stock that may be offered for resale by each selling stockholder pursuant to this prospectus, assuming (i) the issuance in full of the Taalas Contingent Shares and the Taalas Contingent Exchangeable Shares pursuant to the Taalas Purchase Agreement, (ii) the issuance of Taalas Closing Underlying Shares in exchange for all of the Taalas Closing Exchangeable Shares held by the selling stockholders, (iii) the issuance of Taalas Contingent Underlying Shares in exchange for all of the Taalas Contingent Exchangeable Shares to be issued to the selling stockholders (giving effect to the foregoing clause (i)) and (iv) with respect to OpenAI and Meta, the exercise in full of the OpenAI Warrant and the Meta Warrant, respectively;
- the number of shares of common stock beneficially owned by the selling stockholders following the sale of the shares of common stock registered for resale hereby; and
- the ownership of each selling stockholder as a percentage of the outstanding shares of common stock after this offering, assuming that (i) all shares of common stock registered for resale hereby are sold in

this offering, (ii) all Taalas Contingent Shares and Taalas Contingent Exchangeable Shares issuable pursuant to the Taalas Purchase Agreement are issued in full, (iii) with respect to each selling stockholder holding Taalas Closing Exchangeable Shares and/or Taalas Contingent Exchangeable Shares (after giving effect to the foregoing clause (ii)), only such selling stockholder exchanges all of its Taalas Closing Exchangeable Shares and/or Taalas Contingent Exchangeable Shares for Taalas Closing Underlying Shares or Taalas Contingent Underlying Shares, as applicable, and no other selling stockholder exchanges any of its Taalas Closing Exchangeable Shares or Taalas Contingent Exchangeable Shares for Taalas Closing Underlying Shares or Taalas Contingent Underlying Shares, as applicable, (iv) with respect to OpenAI, only OpenAI exercises the OpenAI Warrant in full and Meta does not exercise the Meta Warrant, (v) with respect to Meta, only Meta exercises the Meta Warrant in full and OpenAI does not exercise the OpenAI Warrant and (vi) with respect to any selling stockholder other than OpenAI and Meta, neither the OpenAI Warrant nor the Meta Warrant is exercised.

The number of shares beneficially owned by each selling stockholder is determined under rules issued by the SEC. Under these rules, beneficial ownership includes any shares as to which such selling stockholder has sole or shared voting power or investment power. Percentage ownership is based on 1,656,317,509 shares of common stock outstanding as of November 18, 2026. Each of the selling stockholders listed has sole voting and investment power with respect to the shares beneficially owned by the selling stockholders unless noted otherwise.

The information in the following table has been provided to us by or on behalf of the selling stockholders and the selling stockholders may have sold, transferred or otherwise disposed of all or a portion of the shares of common stock after the date on which they provided us with information regarding their securities. A selling stockholder may sell all, some or none of his, her or its shares of common stock in this offering. See the section titled “Plan of Distribution.”

Selling Stockholder	Common Stock Beneficially Owned Before this Offering		Maximum Number of Shares of Common Stock to be Sold Pursuant to this Prospectus	Common Stock Beneficially Owned Upon Completion of this Offering	
	Number	Percentage	Number	Number	Percentage
Meta Platforms, Inc. (1)	—	—	160,000,000	—	—
OpenAI OpCo, LLC (2)	—	—	160,000,000	—	—
Entities affiliated with a16z (3)	2,449,620	*	2,449,620	—	—
BlackRock, Inc. (4)	291,241	*	87,049	204,192	*
Fidelity Blue Chip Growth Commingled Pool (5)	976,681	*	12,672	964,009	*
Fidelity Blue Chip Growth Multi-Asset Base Fund (5)	55,720	*	625	55,095	*
Fidelity Blue Chip Growth Institutional Trust (5)	31,466	*	357	31,109	*
Fidelity Securities Fund: Fidelity Series Blue Chip Growth Fund (5)	856,140	*	12,940	843,200	*
Fidelity Contrafund Commingled Pool (5)	1,344,890	*	75,687	1,269,203	*
Fidelity Contrafund: Fidelity Contrafund K6 (5)	912,483	*	43,164	869,319	*
Fidelity Hastings Street Trust: Fidelity Growth Discovery Fund (5)	390,866	*	9,766	381,100	*
Fidelity Advisor Series I: Fidelity Advisor Equity Growth Fund (5)	797,469	*	19,069	778,400	*
Fidelity Mt. Vernon Street Trust: Fidelity Equity Growth K6 Fund (5)	25,641	*	507	25,134	*

Selling Stockholder	Common Stock Beneficially Owned Before this Offering Number	Percentage	Maximum Number of Shares of Common Stock to be Sold Pursuant to this Prospectus Number	Common Stock Beneficially Owned Upon Completion of this Offering Number	Percentage
Fidelity Advisor Series I: Fidelity Advisor Series Equity Growth Fund (5)	92,008	*	2,204	89,804	*
Variable Insurance Products Fund: VIP Growth Portfolio (5)	720,340	*	17,640	702,700	*
Variable Insurance Products Fund III: VIP Balanced Portfolio (5)	176,984	*	8,384	168,600	*
Fidelity Puritan Trust: Fidelity Balanced K6 Fund (5)	47,784	*	2,198	45,586	*
Fidelity Puritan Trust: Fidelity Balanced Fund (5)	1,301,353	*	61,539	1,239,814	*
Fidelity OTC Commingled Pool (5)	363,965	*	27,417	336,548	*
Fidelity Securities Fund: Fidelity OTC K6 Portfolio (5)	187,998	*	12,814	175,184	*
Fidelity Central Investment Portfolios LLC: Fidelity U.S. Equity Central Fund (5)	748,674	*	31,274	717,400	*
Variable Insurance Products Fund: VIP Stock Selector Portfolio (5)	157,153	*	7,153	150,000	*
Fidelity Global Growth and Value Investment Trust (5)	51,524	*	2,078	49,446	*
Fidelity Insights Investment Trust (5)	536,430	*	23,770	512,660	*
Fidelity Contrafund: Fidelity Series Opportunistic Insights Fund (5)	453,814	*	19,414	434,400	*
Variable Insurance Products Fund II: VIP Contrafund Portfolio (5)	950,061	*	28,371	921,690	*
NVIDIA Corporation (6)	437,338	*	437,338	—	—
Autodesk, Inc. (7)	685,837	*	685,837	—	—
Benjamin Joseph Mildenhall (8)	793,934	*	1,587,868	—	—
Chao-Yuan Wu (9)	167,326	*	223,102	—	—
Christoph Lassner (10)	844,195	*	844,195	—	—
Cisco Investments LLC (11)	201,717	*	201,717	—	—
Dragoljub Ignjatovic (12)	—	—	454,700	—	—
F2S2 Consulting LLC (13)	873,943	*	1,747,885	—	—
Justin Johnson (14)	883,175	*	1,766,349	—	—
Keunhong Park (15)	182,653	*	244,009	—	—
Lejla Bajic (16)	—	—	454,700	—	—
Ljubisa Bajic (17)	—	—	454,700	—	—
Entities affiliated with New Enterprise Associates LP (18)	489,930	*	489,930	—	—
Entities affiliated with QCM T1 (19)	—	*	540,891	—	—
Entities affiliated with Radical Ventures (20)	790,538	*	790,538	—	—
Sea AI Holdings Limited (21)	342,918	*	342,918	—	—
Other Selling Stockholders (22)	2,711,502	*	2,711,935	116,861	*

* Less than 1%.

(1) The maximum number of shares of common stock that may be sold by Meta pursuant to this prospectus consists of 160,000,000 Meta Warrant Shares issuable upon the exercise of the Meta Warrant, which is subject to vesting and exercise conditions and is not expected to become exercisable within 60 days of November 18, 2026. The business address of Meta is 1 Meta Way, Menlo Park, California 94025.

(2) The maximum number of shares of common stock that may be sold by OpenAI pursuant to this prospectus consists of 160,000,000 OpenAI Warrant Shares issuable upon the exercise of the OpenAI Warrant, which is subject to vesting and exercise conditions and is not expected to become exercisable within 60 days of November 18, 2026. The Board of Directors of OpenAI Group PBC, OpenAI's indirect parent company, may be deemed to have voting or dispositive power over the OpenAI Warrant Shares. The Board of Directors of OpenAI Group PBC disclaims beneficial ownership over the OpenAI Warrant Shares. OpenAI is located at 1455 3rd St., San Francisco, California 94158.

(3) The maximum number of shares of common stock that may be sold by this selling stockholder pursuant to this prospectus consists of: (i) 291,142 World Labs Closing Shares held directly by Andreessen Horowitz LSV Fund III, L.P. ("AH LSV Fund III") for itself and as nominee for Andreessen Horowitz LSV Fund III-B, L.P., AH 2022 Annual Fund, L.P., AH 2022 Annual Fund-B, L.P., and AH 2022 Annual Fund-QC, L.P.; (ii) 2,046,136 World Labs Closing Shares held directly by Andreessen Horowitz Fund VIII, L.P. ("AH Fund VIII") for itself and as nominee for Andreessen Horowitz Fund VIII-B, L.P., AH 2022 Annual Fund, L.P., AH 2022 Annual Fund-QC, L.P., AH 2022 Annual Fund-B, L.P., and CLF Partners III, LP; and (iii) 112,342 World Labs Closing Shares held directly by Innovation Opportunities Investments, L.L.C. ("Innovation Opportunities"). AH Equity Partners LSV III, L.L.C. ("AH EP LSV III") is the general partner of AH LSV Fund III and may be deemed to have voting and dispositive power over the shares held by AH LSV Fund III for itself and as nominee. AH Equity Partners VIII, L.L.C. ("AH EP VIII") is the general partner of AH Fund VIII and may be deemed to have voting and dispositive power over the shares held by AH Fund VIII for itself and as nominee. Innovation Opportunities Equity Partners, L.L.C. ("IO EP"), the indirect manager of Innovation Opportunities, may be deemed to have voting and dispositive power over the shares held by Innovation Opportunities. The managing members of AH EP LSV III, AH EP VIII and IO EP are Marc Andreessen and Ben Horowitz. Each of Messrs. Andreessen and Horowitz may be deemed to have shared voting and dispositive power over the shares held by the foregoing entities. Each of Messrs. Andreessen and Horowitz, however, disclaims any beneficial ownership of these shares except to the extent of any pecuniary interest therein. The business address for these entities and individuals is 2865 Sand Hill Road, Suite 101, Menlo Park, California 94025.

(4) The registered holders of the referenced shares to be registered are the following funds and accounts under management by subsidiaries of BlackRock, Inc.: BlackRock Science and Technology Term Trust U/A, BlackRock Science and Technology Trust U/A, and BlackRock Technology and Private Equity Term Trust U/A. BlackRock, Inc. is the ultimate parent holding company of such subsidiaries. On behalf of such subsidiaries, the applicable portfolio managers, as managing directors (or in other capacities) of such entities, and/or the applicable investment committee members of such funds and accounts, have voting and investment power over the shares held by the funds and accounts which are the registered holders of the referenced shares. Such portfolio managers and/or investment committee members expressly disclaim beneficial ownership of all shares held by such funds and accounts. The address of such funds and accounts, such subsidiaries and such portfolio managers and/or investment committee members is 50 Hudson Yards, New York, New York 10001. Shares shown include only the securities held in the name of the above-referenced registered holders and may not incorporate all shares deemed to be beneficially held by the registered holders or BlackRock, Inc.

(5) These funds and accounts are managed by direct or indirect subsidiaries of FMR LLC. Abigail P. Johnson is a Director, the Chairman and the Chief Executive Officer of FMR LLC. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment

Company Act of 1940, to form a controlling group with respect to FMR LLC. The address of these funds and accounts is 245 Summer Street, Boston, Massachusetts 02210.

(6) The maximum number of shares of common stock that may be sold by this selling stockholder pursuant to this prospectus consists of (i) 381,167 World Labs Closing Shares issuable to NVIDIA Corporation ("Nvidia") and (ii) 56,171 World Labs Closing Shares issuable to NVENTURES LLC, a wholly-owned subsidiary of Nvidia. The business address of Nvidia is 2788 San Tomas Expressway, Santa Clara, California 95051.

(7) The maximum number of shares of common stock that may be sold by Autodesk, Inc. pursuant to this prospectus consists of 685,837 World Labs Closing Shares. The business address of Autodesk, Inc. is One Market Plaza, Landmark Building, Suite 400, San Francisco, California 94105.

(8) The maximum number of shares of common stock that may be sold by Mr. Mildenhall pursuant to this prospectus consists of (i) 793,934 World Labs Closing Shares that are not subject to vesting and (ii) 793,934 World Labs Closing Shares that will not vest within 60 days of November 18, 2026. Mr. Mildenhall is an employee of the Company. Mr. Mildenhall's business address is 2485 Augustine Drive, Santa Clara, California 95054.

(9) The maximum number of shares of common stock that may be sold by Mr. Wu pursuant to this prospectus consists of (i) 158,030 World Labs Closing Shares, (ii) 9,296 World Labs Closing Shares that will vest within 60 days of November 18, 2026 and (iii) 55,776 World Labs Closing Shares that will not vest within 60 days of November 18, 2026. Mr. Wu is an employee of the Company. Mr. Wu's business address is 2485 Augustine Drive, Santa Clara, California 95054.

(10) The maximum number of shares of common stock that may be sold by Mr. Lassner pursuant to this prospectus consists of 844,195 World Labs Closing Shares.

(11) The maximum number of shares of common stock that may be sold by Cisco Investments LLC pursuant to this prospectus consists of 201,717 World Labs Closing Shares. Evan Sloves is the Manager of Cisco Investments LLC and in such capacity may be deemed to have the right to vote and dispose of securities held by Cisco Investments LLC. The business address of Cisco Investments LLC is 170 West Tasman Drive, San Jose, California 95134.

(12) The maximum number of shares of common stock that may be sold by Mr. Ignjatovic pursuant to this prospectus consists of (i) 155,171 Taalas Closing Underlying Shares issuable upon the exchange of Taalas Closing Exchangeable Shares subject to exchangeability conditions that will not be satisfied within 60 days of November 18, 2026 and (ii) 299,529 Taalas Contingent Underlying Shares issuable upon the exchange of Taalas Contingent Exchangeable Shares issuable to Mr. Ignjatovic. Mr. Ignjatovic is an employee of the Company. Mr. Ignjatovic's business address is 2485 Augustine Drive, Santa Clara, California 95054.

(13) The maximum number of shares of common stock to be sold by F2S2 Consulting, LLC ("F2S2") pursuant to this prospectus consists of (i) 873,943 World Labs Closing Shares that are not subject to vesting and (ii) 873,942 World Labs Closing Shares that will not vest within 60 days of November 18, 2026. Dr. Fei-Fei Li is the Member of F2S2 and in such capacity has the right to vote and dispose of securities held by F2S2. Dr. Li is an employee of the Company. Dr. Li's business address is 2485 Augustine Drive, Santa Clara, California 95054.

(14) The maximum number of shares of common stock that may be sold by Mr. Johnson pursuant to this prospectus consists of (i) 883,175 World Labs Closing Shares that are not subject to vesting and (ii) 883,174 World Labs Closing Shares that will not vest within 60 days of November 18, 2026. Mr. Johnson is an employee of the Company. Mr. Johnson's business address is 2485 Augustine Drive, Santa Clara, California 95054.

(15) The maximum number of shares of common stock that may be sold by Mr. Park pursuant to this prospectus consists of (i) 172,429 World Labs Closing Shares, (ii) 10,224 World Labs Closing Shares that will vest within 60 days of November 18, 2026 and (iii) 61,356 World Labs Closing Shares that will not vest within 60 days of November 18, 2026. Mr. Park is an employee of the Company. Mr. Park's business address is 2485 Augustine Drive, Santa Clara, California 95054.

(16) The maximum number of shares of common stock that may be sold by Ms. Bajic pursuant to this prospectus consists of (i) 155,171 Taalas Closing Underlying Shares issuable upon the exchange of Taalas Closing Exchangeable Shares subject to exchangeability conditions that will not be satisfied within 60 days of

November 18, 2026 and (ii) 299,529 Taalas Contingent Underlying Shares issuable upon the exchange of Taalas Contingent Exchangeable Shares issuable to Ms. Bajic. Ms. Bajic is an employee of the Company. Ms. Bajic's business address is 2485 Augustine Drive, Santa Clara, California 95054.

(17) The maximum number of shares of common stock that may be sold by Mr. Bajic pursuant to this prospectus consists of (i) 155,171 Taalas Closing Underlying Shares issuable upon the exchange of Taalas Closing Exchangeable Shares subject to exchangeability conditions that will not be satisfied within 60 days of November 18, 2026 and (ii) 299,529 Taalas Contingent Underlying Shares issuable upon the exchange of Taalas Contingent Exchangeable Shares issuable to Mr. Bajic. Mr. Bajic is an employee of the Company. Mr. Bajic's business address is 2485 Augustine Drive, Santa Clara, California 95054.

(18) The maximum number of shares of common stock that may be sold by this selling stockholder pursuant to this prospectus consists of (i) 489,762 World Labs Closing Shares held directly by New Enterprise Associates 18, L.P. ("NEA 18") and (ii) 168 World Labs Closing Shares held directly by NEA Ventures 2024, L.P. ("Ventures 2024"). The general partner of NEA 18 is NEA Partners 18, L.P. ("NEA Partners 18"), and the general partner of NEA Partners 18 is NEA 18 GP, LLC. Anthony A. Florence, Jr., Mohamad H. Makhzoumi and Scott D. Sandell are each a member of the Executive Committee of NEA Management Company, LLC, which has voting and dispositive power with respect to the shares held by NEA 18. Shares held directly by Ventures 2024 are indirectly held by Karen Welsh, the sole general partner of Ventures 2024. The business address of NEA 18, Ventures 2024, Mr. Sandell, and Ms. Welsh is 1954 Greenspring Drive, Suite 600, Timonium, Maryland 21093. The business address of Mr. Makhzoumi is 2855 Sand Hill Road, Menlo Park, California 94025. The business address of Mr. Florence is 104 5th Avenue, 19th Floor, New York, NY 10001.

(19) The maximum number of shares of common stock that may be sold by this selling stockholder pursuant to this prospectus consists of (i) 468,198 Taalas Contingent Shares issuable to QCM T1, LLC and (ii) 72,693 Taalas Contingent Shares issuable to Kvamme QCM Holdings III LLC. QCM T1, LLC is managed by its managing member, Quiet Venture III GP, LLC, which may be deemed to have the right to vote and dispose of the securities held by QCM T1, LLC.

(20) The maximum number of shares of common stock that may be sold by this selling stockholder pursuant to this prospectus consists of (i) 490,320 World Labs Closing Shares held directly by Radical Ventures Fund III LP ("Radical Fund III") and (ii) 300,218 World Labs Closing Shares held directly by Radical Ventures Fund III (International) LP ("Radical International"). Radical Ventures III GP Inc. ("Radical GP") is the general partner of Radical International and Radical Fund III. Jordan Mark Jacobs controls Radical GP. The address for each of these entities and individuals is c/o 100 King Street West, 1 First Canadian Place, Suite 6200, P.O. Box 50, Toronto, Ontario, M5X 1B8, Canada.

(21) The maximum number of shares of common stock that may be sold by Sea AI Holdings Limited ("Sea AI") pursuant to this prospectus consists of 342,918 World Labs Closing Shares. Li Xiaodong is the director of Sea AI and in such capacity may be deemed to have the right to vote and dispose of securities held by Sea AI. Li Xiaodong disclaims beneficial ownership of all World Labs Closing Shares held by Sea AI. The address of Sea AI is PO box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

(22) Other Selling Stockholders consists of: 1789 Capital Fund I LP, 1789 Parallel Fund I LP, 1789-Pacific Alliance Us Growth Equity Fund LP, Abeec 20 LLC, Adobe Inc, Al Maya Investments RSC Limited, Alpha World Investment LP, Amanda Liu, Amin Vahdat, Andrej Karpathy, Anthropocene XV LLC, Aphorism Foundation, Arc16 Capital Fund I LP, Art 99 Investments LLC, Atlas Opportunities LLC, Atticstudio International Ltd, Bc/Bl Holdco LLC, Branko Budisin Medicine Professional Corporation, Brave14 Capital II LP, Capitalis Partners Unicorn Fund—Cp Alpha 5, CDM Capital Management LLC, Cheng Liu, Claremount VIII LLC, Daniel Chao, Databricks Inc, David Tian, Diane Wales, Dylan Hu, Eci 2026-2027 LLC, Foundersx Apex A LP, Foundersx Force B LP, Foundersx Growth B LP, Gengshan Yang, Geoffrey Hinton Consulting Inc, George Lucas Living Trust U/A, Gold Demeter Limited, Greycroft Growth IV LP, Haijing Zhang, Hennessy 1993 Revocable Trust U/A, Henry Ding, Highlands Investments Management Ltd, Hopper-Dean Investors LP, Ian J Curtis, Intel Capital Corporation, Jake Lipp, Jessica Williams, Jiajun Wu, Jonathan Tilton Barron, Kaplan Group Investments LLC, Karan Desai, Li Fan, Megan Gorman, Minhao Chen, Mohamed Elbanani, Mukesh Hira, Myoung Kang, Neilson Koerner-Safrata, Neuron WL Investment LLC, Nevado Investments Pte Ltd, Nevo 2017 Living Trust U/A, Nicholas And Asena McKeown 2012

Revocable Trust U/A, P7 Global Holdings PCC Limited (Acting Solely In Respect Of Its P7gh Us Direct P7 II Cell), Paresh Kharya, Philip Ng, Platanus Investment LLC, Play Time Ventures I, L.P., Salesforce Ventures LLC, Sanabil Private Equity Investments Company, Seacloud Technology Limited, Sebastien Deguy, Sebastien Lemenager, See LLC, Sherpalo LLC, Shinrai Investments LLC, Shreya Sharma, Sound Ventures Ai Fund LP, SV Angel IX LP, SVIC No 74 New Technology Business Investment LLP, The Boeding Family Trust, The Ko Family Trust, The Nader A Mousavi Revocable Trust Dated August 14 2012 U/A, The Robert A Kehl 2020 Trust, Time Ventures Holdings LLC, Timothy Omernick, Tribe Capital Firstlook Wor-01 LP, TSFV Holdings II LLC, TWB Investment Partnership III LP, U First Capital 1 A Series Of U First Capital Ventures LLC, U First Capital Fund I LP, U First Capital Fund II LP, Whiskeybear LLC, WL HLD LLC, World 1122am Investment LLC, Wyntoon Partners LLC, Xiao Wang, Yi Hua, Yi-Ren Ng and Yi Ng Co-Trustees of The Ng Family Trust U/A, Zachary Teed, Zoom Communications Inc. Certain of the Other Selling Stockholders are former officers, directors, employees, consultants, service providers or other securityholders of Taalas or World Labs, certain of whom are current employees of the Company.

PLAN OF DISTRIBUTION

We are registering the shares of common stock issued or issuable to the selling stockholders to permit the resale of such shares of common stock by the selling stockholders (which term as used herein includes their respective donees, pledgees, transferees, distributees, assignees or other successors in interest) from time to time after the date of this prospectus. The selling stockholders may from time to time offer some or all of the shares of common stock covered by this prospectus. To the extent required, this prospectus may be amended or supplemented from time to time to describe a specific plan of distribution. The selling stockholders will not pay any of the costs, expenses and fees in connection with the registration of the shares covered by this prospectus, but they will pay any and all selling commissions and similar charges attributable to sales of the shares. We will not receive any proceeds from the sale of the shares of our common stock covered hereby. The selling stockholders may sell some or all of the shares of common stock covered by this prospectus from time to time or may decide not to sell any of the shares of common stock covered by this prospectus. The selling stockholders will act independently of us in making decisions with respect to the timing, manner, and size of each sale. Such sales may be made on one or more exchanges or in the over-the-counter market, in negotiated transactions or otherwise, at fixed prices, at prevailing market prices at the time of sale, at prices related to the prevailing market price, at varying prices determined at the time of sale, or at negotiated prices. The selling stockholders may dispose of their shares by one or more of, or a combination of, the following methods:

- distributions to members, partners, stockholders or other equityholders of the selling stockholder;
- purchases by a broker-dealer as principal and resale by such broker-dealer for its own account pursuant to this prospectus;
- ordinary brokerage transactions and transactions in which the broker solicits purchasers;
- block trades in which the broker-dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- an over-the-counter distribution in accordance with the rules of The Nasdaq Global Select Market;
- through trading plans entered into by a selling stockholder pursuant to Rule 10b5-1 under the Exchange Act, that are in place at the time of an offering pursuant to this prospectus and any applicable prospectus supplement hereto that provide for periodic sales of their securities on the basis of parameters described in such trading plans;
- to or through broker-dealers;
- in “at the market” offerings, as defined in Rule 415 under the Securities Act, at negotiated prices, at prices prevailing at the time of sale, or at prices related to such prevailing market prices, including sales made directly on a national securities exchange or sales made through a market maker other than on an exchange or other similar offerings through sales agents;
- in privately negotiated transactions;
- in options transactions;
- through a combination of any of the above methods of sale; or
- any other method permitted pursuant to applicable law.

The selling stockholders might not sell any shares under this prospectus. In addition, any shares that qualify for sale pursuant to Rule 144 under the Securities Act (“Rule 144”) may be sold under Rule 144 rather than pursuant to this prospectus. A selling stockholder that is an entity may make an in-kind distribution of common stock to its members, partners, stockholders or other equityholders pursuant to the registration statement of which this prospectus forms a part. To the extent that such members, partners, stockholders or other equityholders are not affiliates of ours, such members, partners, stockholders or other equityholders would thereby receive freely tradable shares of common stock in a distribution pursuant to the registration statement of which this prospectus forms a part.

To the extent required, this prospectus may be amended or supplemented from time to time to describe a specific plan of distribution. In connection with distributions of the shares or otherwise, the selling stockholders may enter into hedging transactions with broker-dealers or other financial institutions. In connection with such transactions, broker-dealers or other financial institutions may engage in short sales of shares of common stock in the course of hedging the positions they assume with selling stockholders. The selling stockholders may also sell shares of common stock short and redeliver the shares to close out such short positions. The selling stockholders may also enter into option or other transactions with broker-dealers or other financial institutions that require the delivery to such broker-dealer or other financial institution of shares offered by this prospectus, which shares such broker-dealer or other financial institution may resell pursuant to this prospectus (as amended or supplemented to reflect such transaction). The selling stockholders may also pledge shares to a broker-dealer or other financial institution, and, upon a default, such broker-dealer or other financial institution may effect sales of the pledged shares pursuant to this prospectus (as amended or supplemented to reflect such transaction).

The selling stockholders may enter into derivative transactions with third parties, or sell securities not covered by this prospectus to third parties in privately negotiated transactions. If an applicable prospectus supplement indicates, in connection with those derivatives, the third parties may sell securities covered by this prospectus and the applicable prospectus supplement, including in short sale transactions. If so, the third party may use securities pledged by any selling stockholder or borrowed from any selling stockholder or others to settle those sales or to close out any related open borrowings of stock, and may use securities received from any selling stockholder in settlement of those derivatives to close out any related open borrowings of stock. The third party in such sale transactions will be an underwriter and will be identified in the applicable prospectus supplement or post-effective amendment. In addition, any selling stockholder may otherwise loan or pledge securities to a financial institution or other third party that in turn may sell the securities short using this prospectus. Such financial institution or other third party may transfer its economic short position to investors in our securities or in connection with a concurrent offering of other securities.

In effecting sales, broker-dealers or agents engaged by a selling stockholder may arrange for other broker-dealers to participate. Broker-dealers or agents may receive commissions, discounts or concessions from a selling stockholder in amounts to be negotiated immediately prior to the sale.

Shares of common stock may also be exchanged for satisfaction of the selling stockholders' obligations or other liabilities to their creditors. Such transactions may or may not involve brokers or dealers.

In offering the shares covered by this prospectus, the selling stockholders and any broker-dealers who execute sales for the selling stockholders may be deemed to be "underwriters" within the meaning of the Securities Act in connection with such sales. Any profits realized by the selling stockholders and the compensation of any broker-dealer may be deemed to be underwriting discounts and commissions.

In order to comply with the securities laws of certain states, if applicable, the shares must be sold in such jurisdictions only through registered or licensed brokers or dealers. In addition, in certain states the shares may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with. Selling stockholders resident in Canada may be subject to resale restrictions under applicable Canadian securities laws and must comply with those laws in connection with any sale of shares of common stock.

We have advised the selling stockholders that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to the activities of the selling stockholders and their respective affiliates. In addition, we will make copies of this prospectus available to the selling stockholders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The selling stockholders may indemnify any broker-dealer that participates in transactions involving the sale of the shares against certain liabilities, including liabilities under the Securities Act.

We have agreed to indemnify certain selling stockholders and certain other persons against certain liabilities in connection with the offering of the shares offered hereby, including liabilities arising under the Securities Act or, if such indemnity is unavailable, to contribute amounts required to be paid in respect of such liabilities. Certain of the selling stockholders have agreed to indemnify us against liabilities under the Securities Act that may arise from certain written information furnished to us by the selling stockholders specifically for use in this prospectus or, if such indemnity is unavailable, to contribute amounts required to be paid in respect of such liabilities.

At the time a particular offer of shares is made, if required or if we otherwise elect, a prospectus supplement will be distributed that will set forth the number of shares being offered and the terms of the offering, including the name of any underwriter, dealer or agent, the purchase price paid by any underwriter, any discount, commission and other item constituting compensation, any discount, commission or concession allowed or reallowed or paid to any dealer, any other offering expenses, the terms of any agreement, arrangement or understanding entered into with the underwriters, brokers or dealers, the proceeds the selling stockholders will receive from the sale of the shares, the method of distribution of the shares, the proposed selling price to the public, and any other information we think is material.

If underwriters or dealers are used in the sale, the shares will be acquired by the underwriters or dealers for their own account. The shares may be sold from time to time in one or more transactions:

- at a fixed price or prices, which may be changed;
- at market prices prevailing at the time of sale;
- at prices related to such prevailing market prices;
- at varying prices determined at the time of sale; or
- at negotiated prices.

Such sales may be effected:

- in transactions on any national securities exchange or quotation service on which the shares may be listed or quoted at the time of sale;
- in transactions in the over-the-counter market;
- in block transactions in which the broker or dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction, or in crosses, in which the same broker acts as an agent on both sides of the trade;
- through the writing of options; or
- through other types of transactions.

The shares may be offered to the public either through underwriting syndicates represented by one or more managing underwriters or directly by one or more of such firms. Unless otherwise set forth in an applicable prospectus supplement, the obligations of underwriters or dealers to purchase the shares offered will be subject to certain conditions precedent and the underwriters or dealers will be obligated to purchase all the offered shares if any are purchased. Any public offering price and any discount or concession allowed or reallowed or paid by underwriters or dealers to other dealers may be changed from time to time.

Offers to purchase the shares offered by this prospectus may be solicited, and sales of the securities may be made, by selling stockholders directly to institutional investors or others, who may be deemed to be underwriters within the meaning of the Securities Act with respect to any resale of the shares.

LEGAL MATTERS

The validity of the shares of common stock being offered by this prospectus will be passed upon for us by Latham & Watkins LLP, San Francisco, California.

EXPERTS

The consolidated financial statements of Advanced Micro Devices, Inc. appearing in Advanced Micro Devices, Inc.'s Annual Report (Form 10-K) for the year ended December 27, 2025, and the effectiveness of Advanced Micro Devices, Inc.'s internal control over financial reporting as of December 27, 2025, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon included therein, and incorporated herein by reference. Such financial statements are, and audited financial statements to be included in subsequently filed documents will be, incorporated herein in reliance upon the reports of Ernst & Young LLP pertaining to such financial statements and the effectiveness of our internal control over financial reporting as of the respective dates (to the extent covered by consents filed with the Securities and Exchange Commission) given on the authority of such firm as experts in accounting and auditing.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

The following is an estimate of the expenses (all of which are to be paid by the registrant) that we may incur in connection with the securities being registered hereby.

SEC registration fee	$ 13,096,590.00
Printing expenses	30,000.00
Legal fees and expenses	250,000.00
Accounting fees and expenses	25,000.00
Miscellaneous	—
Total	$ 13,401,590.00

Item 15. Indemnification of Directors and Officers

Subsection (a) of Section 145 of the General Corporation Law of the State of Delaware (the "DGCL"), empowers a corporation to indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Subsection (b) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 of the DGCL further provides that to the extent a director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145 of the DGCL, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; that indemnification provided for by Section 145 of the DGCL shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and the indemnification provided for by Section 145 of the DGCL shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators. Section 145 of the DGCL also empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of

another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145 of the DGCL.

Section 102(b)(7) of the DGCL provides that a corporation's certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director or an officer to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or an officer, provided that such provision shall not eliminate or limit the liability of (i) a director or an officer for any breach of the director's or officer's duty of loyalty to the corporation or its stockholders, (ii) a director or an officer for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) a director under Section 174 of the DGCL, (iv) a director or an officer for any transaction from which the director or officer derived an improper personal benefit, or (v) an officer in any action by or in the right of the corporation. Article 8 of our certificate of incorporation, as amended, provides for the elimination of personal liability of our directors (but not for our officers) to the extent permitted by the DGCL.

Article VIII of our bylaws, as amended, provides for indemnification of our directors or officers or those individuals serving at our request as a director or officer of another organization, to the extent permitted by Delaware law. In addition, we are bound by agreements with certain of our directors and officers which obligate us to indemnify such persons in various circumstances.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by us of expenses incurred or paid by one of our directors, officers or controlling persons 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, we will, unless in the opinion of our 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 and will be governed by the final adjudication of such issue.

We have in effect a directors and officers liability insurance policy indemnifying our directors and officers and the directors and officers of our subsidiaries within a specific limit for certain liabilities incurred by them, including liabilities under the Securities Act. We pay the entire premium of this policy.

We have entered into separate indemnification agreements with each of our directors and executive officers. These agreements require us, among other things, to indemnify such director or officer against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such individual in connection with any action, suit or proceeding arising out of such individual's status or service as one of our directors or officers, provided that such individual acted in good faith and in a manner he or she reasonably believed to be in or not opposed to our best interests and, in the case of a criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful, and to advance expenses incurred by such individual in connection with any proceeding against such individual with respect to which such individual may be entitled to indemnification by us.

Any underwriting agreement or distribution agreement that the registrant enters into with any underwriters or agents involved in the offering or sale of any securities registered hereby may require such underwriters or dealers to indemnify the registrant, some or all of its directors and officers and its controlling persons, if any, for specified liabilities, which may include liabilities under the Securities Act of 1933, as amended.

We believe that our certificate of incorporation and bylaw provisions, our directors and officers liability insurance policy and our indemnification agreements are necessary to attract and retain qualified persons to serve as our directors and officers.

Item 16. Exhibits

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of Advanced Micro Devices, Inc., filed as Exhibit 3.1 to AMD's Current Report on Form 8-K/A dated May 14, 2025, is hereby incorporated by reference.
3.2	Advanced Micro Devices, Inc. Amended and Restated Bylaws, as amended on November 18, 2026, filed as Exhibit 3.1 to AMD's Current Report on Form 8-K dated November 18, 2026, is hereby incorporated by reference.
4.1	Warrant to Purchase Shares of Common Stock, dated October 5, 2025, between Advanced Micro Devices, Inc. and OpenAI OpCo, LLC, filed as Exhibit 4.1 to AMD's Current Report on Form 8-K dated October 5, 2025, is hereby incorporated by reference.
4.2	Registration Rights Agreement, dated October 5, 2025, between Advanced Micro Devices, Inc. and OpenAI OpCo, LLC, filed as Exhibit 10.1 to AMD's Current Report on Form 8-K dated October 5, 2025, is hereby incorporated by reference.
4.3	Warrant to Purchase Shares of Common Stock, dated February 23, 2026, between Advanced Micro Devices, Inc. and Meta Platforms, Inc., filed as Exhibit 4.1 to AMD's Current Report on Form 8-K dated February 23, 2026, is hereby incorporated by reference.
4.4	Registration Rights Agreement, dated February 23, 2026, between Advanced Micro Devices, Inc. and Meta Platforms, Inc., filed as Exhibit 10.1 to AMD's Current Report on Form 8-K dated February 23, 2026, is hereby incorporated by reference.
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm.
24.1	Powers of Attorney (incorporated by reference to the signature page hereto).
107	Filing Fee Table.

Item 17. 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, as amended (the "Securities Act");

(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; provided that, 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 Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fees Tables" in the effective registration statement; and

(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), (a)(1)(ii) and (a)(1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is a part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, 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.

(5) That, for the purpose of determining liability under the Securities Act to any purchaser:

(A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(6) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) 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.

(h) Insofar as indemnification for liabilities arising under the Securities Act 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 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 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on this 23rd day of November, 2026.

ADVANCED MICRO DEVICES, INC.

By: /s/ Jean Hu
Jean Hu
Executive Vice President,
Chief Financial Officer & Treasurer

POWER OF ATTORNEY

Each of the undersigned officers and directors of the registrant hereby severally constitutes and appoints Lisa T. Su and Jean Hu, and each of them singly (with full power to each of them to act alone), as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them, for him or her and in his or her name, place and stead, and in any and all capacities, to file and sign any and all amendments, including post-effective amendments, to this registration statement and any other registration statement for the same offering that is to be effective under Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney shall be governed by and construed with the laws of the State of Delaware and applicable federal securities laws.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Lisa T. Su **Lisa T. Su**	President and Chief Executive Officer (Principal Executive Officer), and Chair of the Board	November 23, 2026
/s/ Jean Hu **Jean Hu**	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	November 23, 2026
/s/ Emily Ellis **Emily Ellis**	Corporate Vice President, Chief Accounting Officer (Principal Accounting Officer)	November 23, 2026
/s/ Nora M. Denzel **Nora M. Denzel**	Lead Independent Director	November 23, 2026

SIGNATURE	TITLE	DATE
/s/ Michael P. Gregoire **Michael P. Gregoire**	Director	November 23, 2026
/s/ John W. Marren **John W. Marren**	Director	November 23, 2026
/s/ KC McClure **KC McClure**	Director	November 23, 2026
/s/ Tim Ryan **Tim Ryan**	Director	November 23, 2026
/s/ Abhi Y. Talwalkar **Abhi Y. Talwalkar**	Director	November 23, 2026
/s/ Elizabeth W. Vanderslice **Elizabeth W. Vanderslice**	Director	November 23, 2026

Exhibit 5.1

LATHAM & WATKINS LLP

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November 23, 2026

Advanced Micro Devices, Inc.
2485 Augustine Drive
Santa Clara, California 95054

Re: Advanced Micro Devices, Inc. – Registration Statement on Form S-3

To the addressee set forth above:

We have acted as special counsel to Advanced Micro Devices, Inc., a Delaware corporation (the "***Company***"), in connection with its filing on the date hereof with the Securities and Exchange Commission (the "***Commission***") of a registration statement on Form S-3 (the "***Registration Statement***") under the Securities Act of 1933, as amended (the "***Act***"), relating to the registration of the offer and sale from time to time by the selling stockholders (the "***Selling Stockholders***") named or to be named in the Registration Statement or a related prospectus supplement of up to 336,934,324 shares of common stock, par value $0.01 per share ("***Common Stock***"), of the Company, consisting of (i) 16,627 shares of Common Stock (the "***Taalas Closing Shares***") issued to certain Selling Stockholders as partial consideration pursuant to a share purchase agreement, dated as of August 5, 2026, by and among the Company, Taalas Inc. ("***Taalas***"), and the other parties thereto (the "***Taalas Purchase Agreement***"), pursuant to which the Company acquired Taalas (the "***Taalas Acquisition***"), (ii) up to 568,128 shares of Common Stock (the "***Taalas Contingent Shares***") issuable to certain Selling Stockholders as partial contingent consideration in connection with the Taalas Acquisition, (iii) 466,267 shares of Common Stock (the "***Taalas Closing Underlying Shares***") issuable upon the exchange, in accordance with their terms, of exchangeable shares of preferred stock (the "***Taalas Exchangeable Shares***") issued by a subsidiary of the Company to certain Selling Stockholders at the closing of the Taalas Acquisition as partial consideration pursuant to the Taalas Purchase Agreement (such Taalas Exchangeable Shares issued at the closing of the Taalas Acquisition, the "***Taalas Closing Exchangeable Shares***"), (iv) up to 904,980 shares of Common Stock (the "***Taalas Contingent Underlying Shares***") issuable upon the exchange, in accordance with their terms, of Taalas Exchangeable Shares issuable by a subsidiary of the Company to certain Selling Stockholders as partial contingent consideration in connection with the Taalas Acquisition (such Taalas Exchangeable Shares issuable as partial contingent consideration in connection with the Taalas Acquisition, the "***Taalas Contingent Exchangeable Shares***"), (v) 14,978,322 shares of Common Stock (the "***World Labs Closing Shares***") issued to certain Selling Stockholders as consideration pursuant to an agreement and plan of merger, dated as of September 26, 2026, by and among the Company,

World Labs Technologies, Inc., and the other parties thereto, (vi) 160,000,000 shares of Common Stock (the "***OpenAI Warrant Shares***") that a Selling Stockholder may acquire upon the vesting and exercise of a Warrant to Purchase Shares of Common Stock, dated as of October 5, 2025, by and between the Company and a Selling Stockholder (the "***OpenAI Warrant***"), and (vii) 160,000,000 shares of Common Stock (the "***Meta Warrant Shares***") that a Selling Stockholder may acquire upon the vesting and exercise of a Warrant to Purchase Shares of Common Stock, dated as of February 23, 2026, by and between the Company and a Selling Stockholder (the "***Meta Warrant***").

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus or prospectus supplement (collectively, the "***Prospectus***") other than as expressly stated herein with respect to the Taalas Closing Shares, the Taalas Closing Underlying Shares, the Taalas Contingent Shares, the Taalas Contingent Underlying Shares, the World Labs Closing Shares, the OpenAI Warrant Shares and the Meta Warrant Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the "***DGCL***") and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof:

1. The Taalas Closing Shares and the World Labs Closing Shares have been duly authorized by all necessary corporate action of the Company and are validly issued, fully paid and nonassessable.

2. When any Taalas Contingent Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name of or on behalf of the applicable Selling Stockholders and have been issued by the Company in the circumstances contemplated by the Taalas Purchase Agreement, such Taalas Contingent Shares will have been duly authorized by all necessary corporate action of the Company and will be validly issued, fully paid and nonassessable.

3. When the Taalas Closing Underlying Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name of or on behalf of the applicable Selling Stockholders and have been issued by the Company in the circumstances contemplated by the Taalas Purchase Agreement and the terms of the Taalas Closing Exchangeable Shares, the Taalas Closing Underlying Shares will have been duly authorized by all necessary corporate action of the Company and will be validly issued, fully paid and nonassessable.

4. When any Taalas Contingent Underlying Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name of or on behalf of the applicable Selling Stockholders and have been issued by the Company in the circumstances contemplated by the Taalas Purchase Agreement and the terms of the Taalas Contingent Exchangeable Shares, such Taalas Contingent Underlying Shares will have been duly authorized by all necessary corporate action of the Company and will be validly issued, fully paid and nonassessable.

5. When the OpenAI Warrant Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name of or on behalf of the applicable Selling Stockholder and have been issued by the Company in the circumstances contemplated by and pursuant to the OpenAI Warrant, the OpenAI Warrant Shares will have been duly authorized by all necessary corporate action of the Company and will be validly issued, fully paid and nonassessable.

6. When the Meta Warrant Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name of or on behalf of the applicable Selling Stockholder and have been issued by the Company in the circumstances contemplated by and pursuant to the Meta Warrant, the Meta Warrant Shares will have been duly authorized by all necessary corporate action of the Company and will be validly issued, fully paid and nonassessable.

In rendering the opinion set forth in paragraphs 2 through 6 above, we have assumed that (i) the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL and (ii) upon the issuance of any of the Taalas Contingent Shares, the Taalas Closing Underlying Shares, the Taalas Contingent Underlying Shares, the OpenAI Warrant Shares or the Meta Warrant Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that (a) the Company has available to issue under its certificate of incorporation, and (b) have been authorized by the Board of Directors of the Company for such purpose.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm contained in the Prospectus under the heading “Legal Matters.” In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

Exhibit 23.2

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-3) and related Prospectus of Advanced Micro Devices, Inc. for the registration of 336,934,324 shares of its common stock and to the incorporation by reference therein of our reports dated February 3, 2026, with respect to the consolidated financial statements of Advanced Micro Devices, Inc., and the effectiveness of internal control over financial reporting of Advanced Micro Devices, Inc., included in its Annual Report (Form 10-K) for the year ended December 27, 2025, filed with the Securities and Exchange Commission.

/s/ *Ernst & Young LLP*

San Jose, California
November 23, 2026

Calculation of Filing Fee Tables

S-3

ADVANCED MICRO DEVICES INC

Table 1: Newly Registered and Carry Forward Securities ☐Not Applicable

		Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
Newly Registered Securities													
Fees to be Paid	1	Equity	Common Stock, $0.01 par value per share	457(a)	336,934,324	$ 446.78	$ 150,535,517,276.72	0.000087	$ 13,096,590.00				
Fees Previously Paid													
Carry Forward Securities													
Carry Forward Securities													
					Total Offering Amounts:		$ 150,535,517,276.72		$ 13,096,590.00				
					Total Fees Previously Paid:				$ 0.00				
					Total Fee Offsets:				$ 0.00				
					Net Fee Due:				$ 13,096,590.00				

Offering Note

1 (1) Represents up to an aggregate of 336,934,324 shares of the registrant's common stock, $0.01 par value per share (the "Common Stock"), consisting of (i) 16,627 shares of Common Stock issued to certain selling stockholders as partial consideration pursuant to a share purchase agreement, dated as of August 5, 2026, by and among the registrant, Taalas Inc. ("Taalas"), and the other parties thereto (the "Taalas Purchase Agreement"), pursuant to which the registrant acquired Taalas (the "Taalas Acquisition"), (ii) 466,267 shares of Common Stock issuable upon the exchange, in accordance with their terms, of exchangeable shares of preferred stock (the "Taalas Exchangeable Shares") issued by a subsidiary of the registrant to certain selling stockholders at the closing of the Taalas Acquisition as partial consideration pursuant to the Taalas Purchase Agreement, (iii) up to 568,128 shares of Common Stock issuable to certain selling stockholders as partial contingent consideration in connection with the Taalas Acquisition, (iv) up to 904,980 shares of Common Stock issuable upon the exchange of Taalas Exchangeable Shares issuable by a subsidiary of the registrant to certain selling stockholders as partial contingent consideration in connection with the Taalas Acquisition, (v) 14,978,322 shares of Common Stock issued to certain selling stockholders as consideration pursuant to an agreement and plan of merger, dated as of September 26, 2026, by and among the registrant, World Labs Technologies, Inc. ("World Labs"), and the other parties thereto, (vi) 160,000,000 shares of Common Stock that OpenAI OpCo, LLC ("OpenAI") may acquire upon the vesting and exercise of a Warrant to Purchase Shares of Common Stock, dated as of October 5, 2025, by and between the registrant and OpenAI, and (vii) 160,000,000 shares of Common Stock that Meta Platforms, Inc. ("Meta") may acquire upon the vesting and exercise of a Warrant to Purchase Shares of Common Stock, dated as of February 23, 2026, by and between the registrant and Meta. (2) The Proposed Maximum Offering Price Per Share is estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) of the Securities Act, on the basis of the average of the high and low prices for a share of the registrant's Common Stock as reported on the Nasdaq Global Select Market on November 20, 2026, which date is within five business days prior to the filing of this Registration Statement.

Table 2: Fee Offset Claims and Sources ☑Not Applicable

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rules 457(b) and 0-11(a)(2)												
Fee Offset Claims												
Fee Offset Sources												
Rule 457(p)												

Fee Offset Claims												
Fee Offset Sources												

Table 3: Combined Prospectuses ☑Not Applicable

	Security Type	Security Class Title	Amount of Securities Previously Registered	Maximum Aggregate Offering Price of Securities Previously Registered	Form Type	File Number	Initial Effective Date