

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents shares automatically sold pursuant to an irrevocable sell to cover election to satisfy tax withholding obligations in connection with the Reporting Person's Restricted Stock Unit ("RSU") vesting.

Transaction executed in multiple trades at prices ranging from \$12.17 to \$12.92 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The

(2) Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

(3) Each RSU represents a contingent right to receive one share of common stock.

(4) The RSUs vest 1/3 each on August 9, 2015, 2016 and 2017.

(5) The RSUs vest 1/3 on each of August 9, 2017, 2018 and 2019.

(6) The options vest 1/3 on each of August 9, 2018, 2019 and 2020.

(7) The RSUs vest 1/3 each on August 9, 2018, 2019 and 2020.

Each performance based restricted stock unit ("PRSU") represents a contingent right to receive one share of AMD's common stock. The number of PRSUs that may be earned is between 0% and 250% (8) of the target number of PRSUs; provided that, the maximum number of PRSUs that may be earned is capped at the number equal to (i) eight times the target value of the PRSU award, divided by (ii) the closing price of the Company's stock on the last day of a three-year performance period ending on August 9, 2020 (the "Performance Period").

(9) The actual number of PRSUs that may be earned, if at all, is contingent upon the achievement of pre-established performance metrics over the Performance Period. Earned and vested PRSUs will generally be settled on the later of August 15, 2020, or the date following the Compensation Committee's certification of performance.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.