

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

**September 3, 2019**

Date of Report (date of earliest event reported)

**ADVANCED MICRO DEVICES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**001-07882**

(Commission File Number)

**94-1692300**

(I.R.S. Employer Identification No.)

**2485 Augustine Drive**

**Santa Clara, California 95054**

(Address of principal executive offices) (Zip Code)

**(408) 749 4000**

Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	AMD	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 3.02. Unregistered Sales of Equity Securities.**

On August 21, 2019 and September 3, 2019, Advanced Micro Devices, Inc. (the “Company”) entered into agreements to issue a total of 15,750,391 shares of its common stock and an aggregate cash payment of \$14,792,188.01 to certain holders of the Company’s 2.125% Convertible Senior Notes due 2026 (the “Notes”) in exchange for an aggregate principal amount of \$126,000,000 of Notes.

The Company issued the shares of common stock upon exchange of the Notes to the noteholders in reliance on the exemption from registration provided for under Section 3(a)(9) of the Securities Act of 1933, as amended, as the issuance was made to existing noteholders, no commission or other remuneration was paid.

**Item 7.01. Regulation FD Disclosure.**

For earnings per share calculation purposes, the 15,750,391 shares of common stock issued to certain noteholders pursuant to the transactions described in Item 3.02 above will be included going forward in the Company’s weighted average basic share count.

---

**SIGNATURES**

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

Date: September 6, 2019

**ADVANCED MICRO DEVICES, INC.**

By: /s/ Harry A. Wolin  
Name: Harry A. Wolin  
Title: Senior Vice President, General  
Counsel and Corporate Secretary