

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

Date of Report: November 6, 1995

ADVANCED MICRO DEVICES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

1-7882

94-1692300

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

One AMD Place,
P.O. Box 3453
Sunnyvale, California

94088-3453

(address of principal executive office)

(Zip Code)

Registrant's telephone number,
including area code:

(408) 732-2400

Exhibit Index
located on sequential page 4

Page 1 of 4

Item 5. Other Events.

On November 6, 1995, Advanced Micro Devices, Inc. issued a press release announcing that a securities class action lawsuit had been filed against the company and certain officers and directors of the company. The suit, filed in United States District Court in San Jose, California (case no. C-95-20750) alleges violations of the federal securities laws in connection with the company's statements about the status of its AMD K-5 (TM) microprocessor development efforts during an alleged class period beginning April 11, 1995 and ending September 25, 1995. The company intends to vigorously defend this matter.

Item 7. Financial Statements and Exhibits.

(c) Exhibits:

99 Press release dated November 6, 1995.

2

SIGNATURES

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

ADVANCED MICRO DEVICES, INC.
(Registrant)

Date: November ____, 1995

By: /s/ Marvin D. Burkett

Marvin D. Burkett
Senior Vice President, Chief Financial and
Administrative Officer and Treasurer

3

Exhibit Index

<TABLE>
<CAPTION>

Sequential
Page No.

<S> <C>
99 Press release dated November 6, 1995
</TABLE>

<C>

4

EXHIBIT 99

NEWS RELEASE

For further information:
Chuck Mulloy
(408) 749-5481

ADVANCED MICRO DEVICES SAYS SHAREHOLDER
SUIT IS WITHOUT MERIT

SUNNYVALE, CA...November 6, 1995 ... Advanced Micro Devices (AMD) today announced that a securities class action has been filed by a shareholder against the company and certain officers and directors in U.S. District Court in San Jose, California. The complaint asserts that AMD made false or misleading projections about the status of its AMD K-5/TM/ microprocessor development efforts during an alleged class period beginning April 11, 1995 and ending September 25, 1995.

AMD stated that the complaint is without merit and intends to vigorously defend itself against the claims made in the complaint.

Advanced Micro Devices, Inc., is the fourth-largest U.S. merchant supplier of integrated circuits. Focusing on the personal and networked computing and communications markets, AMD produces microprocessors and related peripherals, memories, programmable logic devices and circuits for telecommunications and networking applications. AMD has sales offices worldwide and manufacturing facilities in Sunnyvale, California; Austin, Texas; Bangkok, Thailand; Penang, Malaysia; Singapore; Aizu-Wakamatsu, Japan and Basingstoke, England.

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AMD NEWS RELEASE 95CORP24

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