

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 (date of earliest event reported): April 9, 1996

ADVANCED MICRO DEVICES, INC.

(Exact name of registrant as specified in its charter)

----- DELAWARE ----- (State or other jurisdiction of incorporation)	1-7882 ----- (Commission File Number)	94-1692300 ----- (I.R.S. Employer Identification No.)
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One AMD Place, P.O. Box 3453 Sunnyvale, California ----- (address of principal executive offices)	94088-3453 ----- (Zip Code)
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Registrant's telephone number,
including area code: (408) 732-2400

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Item 5. Other Events.

On April 9, 1996, Advanced Micro Devices, Inc. (the "Company") announced its first quarter revenues. The Company reported sales of \$544,212,000. Net income amounted to \$25,327,000 or \$0.18 per common share on a fully diluted basis. The results include non-recurring charges of \$8.7 million for expenses associated with the Company's merger with NexGen, Inc., on January 17, 1996, and a non-recurring pre-tax gain of \$24.7 million resulting from a sale of securities. The full text of the press release is set forth in Exhibit 99 attached hereto and is incorporated in this report as if fully set forth herein.

Except for the historical information contained in the attached press release, the matters discussed in the press release are forward-looking statements. These statements involve risks and uncertainties that could cause actual results to differ from predicted results. The Company's production plans are subject to change depending on customers inventory levels and orders for the Company's products, changed industry and Company forecasts of demand, the timing of introduction of higher-performance fifth-generation microprocessors and other products, and the pace at which the Company is able to ramp production of fifth generation microprocessors in FAB 25. The Company's success in producing and selling products as planned is subject to numerous risks and uncertainties including those related to the potentially adverse effects of marketing and pricing strategies adopted by Intel Corporation which has a dominant position in the microprocessor market, the possibility that products newly introduced by the Company may fail to achieve market acceptance or that any of the Company's products may be found to be defective, possibly adverse conditions in the personal computer market and unexpected interruptions in the Company's manufacturing operations. Information on the factors that could affect the Company's financial results are set forth in the Company's SEC filings, including the recently filed report on Form 10-K for the year ended December 31, 1995.

Item 7. Financial Statements and Exhibits.

(c) Exhibits:

99 Press release dated April 9, 1996

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: April 12, 1996

/s/ Marvin D. Burkett
By: -----
Marvin D. Burkett
Senior Vice President, Chief
Financial and Administrative
Officer and Treasurer

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Exhibit Index

Exhibit Number Exhibit
----- -----

99 Press release dated April 9, 1996

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For further information:
Tom Stites
(408) 749-2918

AMD REPORTS FIRST QUARTER RESULTS

SUNNYVALE, CA ... April 9, 1996 ... AMD today reported sales of \$544,212,000 for the quarter ended March 31, 1996. Net income amounted to \$25,327,000, or \$0.18 per common share on a fully diluted basis. The results include non-recurring charges of \$8.7 million for expenses associated with AMD's merger with NexGen, Inc., which was completed on January 17, 1996, and a non-recurring pre-tax gain of \$24.7 million resulting from a sale of securities.

Sales for the like period of 1995 amounted to \$627,381,000, which resulted in net income of \$84,320,000, or \$0.63 per common share on a fully diluted basis. Sales for the immediate-prior quarter amounted to \$595,178,000, which resulted in net income of \$9,344,000, or \$0.07 per common share on a fully diluted basis. (Financial results for 1995 have been restated to include the historical financial information of NexGen, Inc.)

"Our Non-Volatile Memory Division, with sales of flash memories primarily from our Fujitsu AMD Semiconductor Limited joint venture, contributed substantially to earnings in the first quarter," said W.J. Sanders III, chairman and chief executive officer. "The earnings from our other product lines were more than offset by losses incurred in our X86 microprocessor business, where we continued to feel the effects of the lack of a fifth-generation microprocessor for the Microsoft(R) Windows(R)-compatible personal computer market. Our megafab in Austin, Texas, was substantially underutilized in the face of weak demand for Am486(R) core-based products.

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"At the end of the quarter we made initial shipments of our AMD5\K\86(TM)-P75 and-P90 products, which are plug-in replacements for 75- and 90-megahertz Pentium microprocessors. We are currently executing to a plan consistent with our goal of producing more than 3 million AMD5\K\86 microprocessors during the remainder of 1996 and more than 5 million units through the first quarter of 1997," Sanders said.

"The current industry-wide downturn in demand for integrated circuits in the personal computer segment makes projections about future prospects problematic," Sanders continued. "We believe that original equipment manufacturers have accumulated more inventory than desirable in recent months, and we do not expect an upturn in demand until those inventories have been brought down to support consumption levels.

"The best way to predict the future now is to create it. As the leader in networking ICs and flash memories, and with our AMD5\K\86 plug-in alternative to the Pentium microprocessor now in volume production, AMD will move aggressively to capture available business as we await a general upturn in demand," Sanders concluded.

Except for the historical information contained in this release, the matters discussed above are forward-looking statements. The forward-looking statements involve risks and uncertainties that could cause actual results to differ from predicted results. The company's production plans are subject to change depending on customer inventory levels and orders for the company's products, changed industry and company forecasts of demand, the timing of introduction of higher-performance fifth-generation microprocessors and other products, and the pace at which the company is able to ramp production of microprocessors in Feb 25. Further information on the factors that could affect the company's financial results are set forth in the company's SEC filings, including the recently filed report on Form 10-K for the year ended December 31, 1995.

(more)

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AMD is a global supplier of integrated circuits for the personal and networked computer and communications markets. A FORTUNE 500 company, AMD produces processors, flash memories, programmable logic devices, and products for communications and networking applications. Founded in 1969, AMD is based in Sunnyvale, California, and has sales and manufacturing facilities worldwide. The company had revenues of \$2.5 billion in 1995 (NYSE: AMD).

Am486 and AMD5\K\86 are trademarks of Advanced Micro Devices, Inc. Microsoft and Windows are registered trademarks of Microsoft Corporation.

AMD, the AMD logo and combinations thereof are trademarks of Advanced Micro Devices, Inc.

WORLD WIDE WEB: Press announcements and other information about AMD are available on the Internet via the World Wide Web. Type <http://www.amd.com> at the URL prompt.

AMD news release #96CORP13

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ADVANCED MICRO DEVICES, INC.
CONSOLIDATED STATEMENTS OF INCOME
(THOUSANDS EXCEPT PER SHARE AMOUNTS)

<TABLE>
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	Quarter Ended (Unaudited)		
	Mar. 31, 1996	Dec. 31, 1995 (Restated)*	Apr. 2, 1995 (Restated)*
NET SALES	\$ 544,212	\$ 595,178	\$ 627,381
Cost of sales	368,735	427,058	305,685
Research and development	94,780	107,715	96,874
Marketing, general, and administrative	103,011	100,766	102,734
	566,526	635,539	505,293
Operating income (loss)	(22,314)	(40,361)	122,088
Interest income and other, net	28,059	7,526	6,713
Interest expense	(1,981)	(1,167)	(233)
Income (loss) before income taxes and equity in joint venture	3,764	(34,002)	128,568
Provision (credit) for income taxes	-	(21,846)	42,824
Income (loss) before equity in joint venture	3,764	(12,156)	85,744
Equity in net income (loss) of joint venture	21,563	21,500	(1,414)
NET INCOME	25,327	9,344	84,330
Preferred stock dividends	-	-	10
NET INCOME APPLICABLE TO COMMON STOCKHOLDERS	\$ 25,327	\$ 9,344	\$ 84,320
NET INCOME PER COMMON SHARE			
- - Primary	\$0.18	\$0.07	
- - Fully diluted	\$0.18	\$0.07	
Shares used in per share calculation			
- - Primary	138,399	137,965	
- - Fully diluted	138,399	138,110	

</TABLE>

* Restated from previously released financial information as a result of the January 1996 merger with NexGen, Inc.

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ADVANCED MICRO DEVICES, INC.
CONSOLIDATED BALANCE SHEETS
(THOUSANDS)

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	March 31, 1996 (Unaudited)	December 1995 (Unaudited) (Restated) *
ASSETS		
Current assets:		
Cash, cash equivalents, and short-term investments	\$ 409,299	\$ 509,665
Accounts receivable, net	235,159	284,238
Inventories	168,173	155,986
Deferred income taxes	151,089	147,489
Prepaid expenses and other current assets	49,230	40,564
Total current assets	1,012,950	1,137,942
Property, plant, and equipment, net	1,660,306	1,641,634
Investment in joint venture	175,382	176,821
Other assets	106,171	122,070
	\$ 2,954,809	\$ 3,078,467
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Notes payable to banks	\$ 13,870	\$ 26,770
Accounts payable	159,043	241,916
Accrued compensation and benefits	67,639	106,347
Accrued liabilities	96,213	103,404
Income tax payable	49,396	56,297
Deferred income on shipments to distributors	107,331	100,057
Current portion of long-term debt and capital lease obligations	39,244	41,642
Total current liabilities	532,736	676,433
Deferred income taxes	94,207	84,607
Long-term debt and capital lease obligations, less current portion	205,918	214,965
Stockholders' equity:		
Capital stock:		
Common stock, par value	1,394	1,050
Capital in excess of par value	926,353	908,989
Retained earnings	1,194,201	1,192,423
Total stockholders' equity	2,121,948	2,102,462
	\$ 2,954,809	\$ 3,078,467

</TABLE>

* Restated from previously released financial information as a result of the January 1996 merger with NexGen, Inc.

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ADVANCED MICRO DEVICES, INC.

INFORMATION ONLY

NON-GAAP CONSOLIDATED STATEMENTS OF INCOME*
(INCLUDES PRE-TAX FASL INVESTMENT EQUITY (INCOME)/LOSS IN OPERATING INCOME
(LOSS))

(THOUSANDS EXCEPT PER SHARE AMOUNTS)

<TABLE>
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	Quarter Ended (Unaudited)		
	Mar. 31, 1996	Dec. 31, 1995 **	Apr. 2, 1995 **
<S>	<C>	<C>	<C>
NET SALES	\$ 544,212	\$ 595,178	\$ 627,381
Cost of sales	368,735	427,058	305,685
Net (income) loss from equity investment in FASL	(33,174)	(33,077)	2,176
Research and development	94,780	107,715	96,874
Marketing, general, and administrative	103,011	100,766	102,734
	-----	-----	-----
	533,352	602,462	507,469
	-----	-----	-----
Operating income (loss)	10,860	(7,284)	119,912
Interest income and other, net	28,059	7,526	6,713
Interest expense	(1,981)	(1,167)	(233)
	-----	-----	-----
Income (loss) before income taxes and equity in joint venture	36,938	(925)	126,392
Provision (credit) for income taxes	-	(21,846)	42,824
Provision (credit) for taxes on equity in (income)/loss of FASL	11,611	11,577	(762)
	-----	-----	-----
NET INCOME	25,327	9,344	84,330
Preferred stock dividends	-	-	10
	-----	-----	-----
NET INCOME APPLICABLE TO COMMON STOCKHOLDERS	\$ 25,327	\$ 9,344	\$ 84,320
	-----	-----	-----
NET INCOME PER COMMON SHARE			
- - Primary	\$0.18	\$0.07	\$0.66
- - Fully diluted	\$0.18	\$0.07	\$0.63
	-----	-----	-----
Shares used in per share calculation			
- - Primary	138,399	137,965	127,181
- - Fully diluted	138,399	138,110	134,421

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* The above statements of income are not in accordance with generally accepted accounting principles in that the pre-tax equity (income) loss of FASL has been reclassified and included in the determination of operating income (loss). Net income and related net income per common share amounts are the same as those reported under generally accepted accounting principles.

** Financial results for 1995 have been restated to include the historical financial information of NexGen, Inc.

AMD
SELECTED CORPORATE DATA
(UNAUDITED)

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PRODUCT LINE BREAKDOWN*	Q1 '96		Q4 '95		Q1 '95	
	% OF SALES	REVENUE	% OF SALES	REVENUE	% OF SALES	REVENUE
Computation Products Group	23	\$ 126M	27	\$ 164M	50	\$ 314M
Communications and Components Group	64	348M	61	362M	41	255M
Programmable Logic Subsidiary (TBN)	13	70M	12	69M	9	58M

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OTHER DATA	Q1 '96	Q4 '95	Q1 '95
Depreciation	\$ 81M	\$ 83M	\$ 57M
Capital Spending	106M	138M	200M
Headcount	12,806	12,730	11,939
International Sales	52%	53%	58%

</TABLE>

* Restated to include NEXGEN