

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

Form 10-K/A (No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934.  
For the fiscal year ended December 26, 1999

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-7882

ADVANCED MICRO DEVICES, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE (STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	94-1692300 (IRS EMPLOYER IDENTIFICATION NUMBER)
ONE AMD PLACE SUNNYVALE, CALIFORNIA (Address of principal executive offices)	94086 (ZIP CODE)

Registrant's telephone number, including area code: (408) 732-2400

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

(Title of each class)	(Name of each exchange on which registered)
----- \$0.01 Par Value Common Stock	----- New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:  
None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Aggregate market value of the voting stock held by non-affiliates as of February 28, 2000.

\$5,725,334,007

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

152,006,873 shares as of February 28, 2000

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DOCUMENTS INCORPORATED BY REFERENCE

- (1) Portions of the Annual Report to Stockholders for the fiscal year ended December 26, 1999 are incorporated into Parts II and IV hereof.
- (2) Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held on April 27, 2000 are incorporated into Part III hereof.

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PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a)

1. Financial Statements

The financial statements listed on page F-1 in the Index to Consolidated Financial Statements and Financial Statement Schedule covered by Report of Independent Auditors are set forth on pages F-2 through F-27 of this Annual Report on Form 10-K.

## 2. Financial Statement Schedule

The financial statement schedule listed on page F-1 in the Index to Consolidated Financial Statements and Financial Statement Schedule covered by the Report of Independent Auditors is set forth on page S-1 of this Annual Report on Form 10-K.

All other schedules have been omitted because the required information is not present or is not present in amounts sufficient to require submission of the schedules, or because the information required is included in the Consolidated Financial Statements or Notes thereto.

## 3. Exhibits

The exhibits listed in the accompanying Index to Exhibits are filed as part of, or incorporated by reference into, this Annual Report on Form 10-K. The following is a list of such Exhibits:

Exhibit Number -----	Description of Exhibits -----
2.1	Agreement and Plan of Merger dated October 20, 1995, between AMD and NexGen, Inc., filed as Exhibit 2 to AMD's Quarterly Report for the period ended October 1, 1995, and as amended as Exhibit 2.1 to AMD's Current Report on Form 8-K dated January 17, 1996, is hereby incorporated by reference.
2.2	Amendment No. 2 to the Agreement and Plan of Merger, dated January 11, 1996, between AMD and NexGen, Inc., filed as Exhibit 2.2 to AMD's Current Report on Form 8-K dated January 17, 1996, is hereby incorporated by reference.
2.3	Stock Purchase Agreement dated as of April 21, 1999, by and between Lattice Semiconductor and AMD, filed as Exhibit 2.3 to AMD's Current Report on Form 8-K dated April 26, 1999, is hereby incorporated by reference.
2.3(a)	First Amendment to Stock Purchase Agreement, dated as of June 7, 1999, between AMD and Lattice Semiconductor Corporation, filed as Exhibit 2.3 (a) to AMD's Quarterly Report on Form 10-Q for the period ended June 27, 1999, is hereby incorporated by reference.
2.3(b)	Second Amendment to Stock Purchase Agreement, dated as of June 15, 1999, between AMD and Lattice Semiconductor Corporation, filed as Exhibit 2.3 (b) to AMD's Quarterly Report on Form 10-Q for the period ended June 27, 1999, is hereby incorporated by reference.
3.1	Certificate of Incorporation, as amended.

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Exhibit Number -----	Description of Exhibits -----
+ 3.2	By-Laws, as amended.
4.1	Form of AMD 11% Senior Secured Notes due August 1, 2003, filed as Exhibit 4.1 to AMD's Current Report on Form 8-K dated August 13, 1996, is hereby incorporated by reference.
4.2(a)	Indenture, dated as of August 1, 1996, between AMD and United States Trust Company of New York, as trustee, filed as Exhibit 4.2 to AMD's Current Report on Form 8-K dated August 13, 1996, is hereby incorporated by reference.
4.2(b)	First Supplemental Indenture, dated as of January 13, 1999, between AMD and United States Trust Company of New York, as trustee, filed as Exhibit 4.2(b) to AMD's Annual Report on Form 10-K for the fiscal year ended December 27, 1998, is hereby incorporated by reference.
+ 4.2(c)	Second Supplemental Indenture, dated as of April 8, 1999, between AMD and United States Trust Company of New York, as trustee.
4.3	Intercreditor and Collateral Agent Agreement, dated as of August 1, 1996, among United States Trust Company of New York, as

trustee, Bank of America NT&SA, as agent for the banks under the Credit Agreement of July 19, 1996, and IBJ Schroder Bank & Trust Company, filed as Exhibit 4.3 to AMD's Current Report on Form 8-K dated August 13, 1996, is hereby incorporated by reference.

- 4.4 Payment, Reimbursement and Indemnity Agreement, dated as of August 1, 1996, between AMD and IBJ Schroder Bank & Trust Company, filed as Exhibit 4.4 to AMD's Current Report on Form 8-K dated August 13, 1996, is hereby incorporated by reference.
- 4.5 Deed of Trust, Assignment, Security Agreement and Financing Statement, dated as of August 1, 1996, among AMD, as grantor, IBJ Schroder Bank & Trust Company, as grantee, and Shelley W. Austin, as trustee, filed as Exhibit 4.5 to AMD's Current Report on Form 8-K dated August 13, 1996, is hereby incorporated by reference.
- 4.6 Security Agreement, dated as of August 1, 1996, among AMD and IBJ Schroder Bank & Trust Company, as agent for United States Trust Company of New York, as trustee, and Bank of America NT&SA, as agent for banks, filed as Exhibit 4.6 to AMD's Current Report on Form 8-K dated August 13, 1996, is hereby incorporated by reference.
- 4.7 Lease, Option to Purchase and Put Option Agreement, dated as of August 1, 1996, between AMD, as lessor, and AMD Texas Properties, LLC, as lessee, filed as Exhibit 4.7 to AMD's Current Report on Form 8-K dated August 13, 1996, is hereby incorporated by reference.
- 4.8 Reciprocal Easement Agreement, dated as of August 1, 1996, between AMD and AMD Texas Properties, LLC, filed as Exhibit 4.8 to AMD's Current Report on Form 8-K dated August 13, 1996, is hereby incorporated by reference.
- 4.9 Sublease Agreement, dated as of August 1, 1996, between AMD, as sublessee, and AMD Texas Properties, LLC, as sublessor, filed as Exhibit 4.9 to AMD's Current Report on Form 8-K dated August 13, 1996, is hereby incorporated by reference.
- 4.10 Indenture, dated as of May 8, 1998, by and between AMD and The Bank of New York, as trustee, filed as Exhibit 4.1 to AMD's Current Report on Form 8-K dated May 8, 1998, is hereby incorporated by reference.

Exhibit Number -----	Description of Exhibits -----
4.11	Officers' Certificate, dated as of May 8, 1998, filed as Exhibit 4.2 to AMD's Current Report on Form 8-K dated May 8, 1998, is hereby incorporated by reference.
4.12	Form of 6% Convertible Subordinated Note due 2005, filed as Exhibit 4.3 to AMD's Current Report on Form 8-K dated May 8, 1998, is hereby incorporated by reference.
4.13	AMD hereby agrees to file on request of the Commission a copy of all instruments not otherwise filed with respect to AMD's long-term debt or any of its subsidiaries for which the total amount of securities authorized under such instruments does not exceed 10 percent of the total assets of AMD and its subsidiaries on a consolidated basis.
* 10.1	AMD 1982 Stock Option Plan, as amended, filed as Exhibit 10.1 to AMD's Annual Report on Form 10-K for the fiscal year ended December 26, 1993, is hereby incorporated by reference.
* 10.2	AMD 1986 Stock Option Plan, as amended, filed as Exhibit 10.2 to AMD's Annual Report on Form 10-K for the fiscal year ended December 26, 1993, is hereby incorporated by reference.
* 10.3	AMD 1992 Stock Incentive Plan, as amended, filed as Exhibit 10.3 to AMD's Annual Report on Form 10-K for the fiscal year ended December 26, 1993, is hereby incorporated by reference.
* 10.4	AMD 1980 Stock Appreciation Rights Plan, as amended, filed as Exhibit 10.4 to AMD's Annual Report on Form 10-K for the fiscal year ended December 26, 1993, is hereby incorporated by reference.
* 10.5	AMD 1986 Stock Appreciation Rights Plan, as amended, filed as Exhibit 10.5 to the Company's Annual Report on Form 10-K for the

fiscal year ended December 26, 1993, is hereby incorporated by reference.

- \* 10.6 Forms of Stock Option Agreements, filed as Exhibit 10.8 to AMD's Annual Report on Form 10-K for the fiscal year ended December 29, 1991, are hereby incorporated by reference.
- \* 10.7 Form of Limited Stock Appreciation Rights Agreement, filed as Exhibit 4.11 to AMD's Registration Statement on Form S-8 (No. 33-26266), is hereby incorporated by reference.
- \* 10.8 AMD 1987 Restricted Stock Award Plan, as amended, filed as Exhibit 10.10 to AMD's Annual Report on Form 10-K for the fiscal year ended December 26, 1993, is hereby incorporated by reference.
- \* 10.9 Forms of Restricted Stock Agreements, filed as Exhibit 10.11 to AMD's Annual Report on Form 10-K for the fiscal year ended December 29, 1991, are hereby incorporated by reference.
- \* 10.10 Resolution of Board of Directors on September 9, 1981, regarding acceleration of vesting of all outstanding stock options and associated limited stock appreciation rights held by officers under certain circumstances, filed as Exhibit 10.10 to AMD's Annual Report on Form 10-K for the fiscal year ended March 31, 1985, is hereby incorporated by reference.
- \* 10.11 AMD 1996 Stock Incentive Plan, as amended, filed as Exhibit 10.11 to AMD's Annual Report on Form 10-K for the fiscal year ended December 29, 1996, is hereby incorporated by reference.
- \* 10.12 Employment Agreement dated September 29, 1996, between AMD and W. J. Sanders III, filed as Exhibit 10.11(a) to AMD's Quarterly Report on Form 10-Q for the period ended September 29, 1996, is hereby incorporated by reference.
- \* 10.13 Management Continuity Agreement between AMD and W. J. Sanders III, filed as Exhibit 10.14 to AMD's Annual Report on Form 10-K for the fiscal year ended December 29, 1991, is hereby incorporated by reference.

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Exhibit Number -----	Description of Exhibits -----
* 10.14	Bonus Agreement between AMD and Richard Previte, filed as Exhibit 10.14 to AMD's Quarterly Report on Form 10-Q for the period ended June 28, 1998, is hereby incorporated by reference.
* 10.15	Executive Bonus Plan, as amended, filed as Exhibit 10.16 to AMD's Annual Report on Form 10-K for the fiscal year ended December 25, 1994, is hereby incorporated by reference.
* 10.16	AMD Executive Incentive Plan, filed as Exhibit 10.14(b) to AMD's Quarterly Report on Form 10-Q for the period ended June 30, 1996, is hereby incorporated by reference.
* 10.17	Form of Bonus Deferral Agreement, filed as Exhibit 10.12 to AMD's Annual Report on Form 10-K for the fiscal year ended March 30, 1986, is hereby incorporated by reference.
* 10.18	Form of Executive Deferral Agreement, filed as Exhibit 10.17 to AMD's Annual Report on Form 10-K for the fiscal year ended December 31, 1989, is hereby incorporated by reference.
* 10.19	Director Deferral Agreement of R. Gene Brown, filed as Exhibit 10.18 to AMD's Annual Report on Form 10-K for the fiscal year ended December 31, 1989, is hereby incorporated by reference.
10.20	Intellectual Property Agreements with Intel Corporation, filed as Exhibit 10.21 to AMD's Annual Report on Form 10-K for the fiscal year ended December 29, 1991, are hereby incorporated by reference.
* 10.21	Form of Indemnification Agreements with former officers of Monolithic Memories, Inc., filed as Exhibit 10.22 to AMD's Annual Report on Form 10-K for the fiscal year ended December 27, 1987, is hereby incorporated by reference.
* 10.22	Form of Management Continuity Agreement, filed as Exhibit 10.25 to AMD's Annual Report on Form 10-K for the fiscal year ended December 29, 1991, is hereby incorporated by reference.

- \*\* 10.23(a) Joint Venture Agreement between AMD and Fujitsu Limited, filed as Exhibit 10.27(a) to AMD's Amendment No. 1 to its Annual Report on Form 10-K for the fiscal year ended December 26, 1993, is hereby incorporated by reference.
- \*\* 10.23(b) Technology Cross-License Agreement between AMD and Fujitsu Limited, filed as Exhibit 10.27(b) to AMD's Amendment No. 1 to its Annual Report on Form 10-K for the fiscal year ended December 26, 1993, is hereby incorporated by reference.
- \*\* 10.23(c) AMD Investment Agreement between AMD and Fujitsu Limited, filed as Exhibit 10.27(c) to AMD's Amendment No. 1 to its Annual Report on Form 10-K for the fiscal year ended December 26, 1993, is hereby incorporated by reference.
- \*\* 10.23(d) Fujitsu Investment Agreement between AMD and Fujitsu Limited, filed as Exhibit 10.27(d) to AMD's Amendment No. 1 to its Annual Report on Form 10-K for the fiscal year ended December 26, 1993, is hereby incorporated by reference.
- \*\* 10.23(e) First Amendment to Fujitsu Investment Agreement dated April 28, 1995, filed as Exhibit 10.23(e) to AMD's Annual Report on Form 10-K for the fiscal year ended December 29, 1996, is hereby incorporated by reference.
- 10.23(f) Second Amendment to Fujitsu Investment Agreement, dated February 27, 1996, filed as Exhibit 10.23 (f) to AMD's Annual Report on Form 10-K for the fiscal year ended December 29, 1996, is hereby incorporated by reference.
- \*\* 10.23(g) Joint Venture License Agreement between AMD and Fujitsu Limited, filed as Exhibit 10.27(e) to AMD's Amendment No. 1 to its Annual Report on Form 10-K for the fiscal year ended December 26, 1993, is hereby incorporated by reference.

Exhibit  
Number  
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Description of Exhibits  
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- \*\* 10.23(h) Joint Development Agreement between AMD and Fujitsu Limited, filed as Exhibit 10.27(f) to AMD's Amendment No. 1 to its Annual Report on Form 10-K for the fiscal year ended December 26, 1993, is hereby incorporated by reference.
- \*\* 10.23(i) Fujitsu Joint Development Agreement Amendment, filed as Exhibit 10.23(g) to AMD's Quarterly Report on Form 10-Q for the period ended March 31, 1996, is hereby incorporated by reference.
- 10.24(a) Credit Agreement, dated as of July 19, 1996, among AMD, Bank of America NT&SA, as administrative agent and lender, ABN AMRO Bank N.V., as syndication agent and lender, and Canadian Imperial Bank of Commerce, as documentation agent and lender, filed as Exhibit 99.1 to AMD's Current Report on Form 8-K dated August 13, 1996, is hereby incorporated by reference.
- 10.24(b) First Amendment to Credit Agreement, dated as of August 7, 1996, among AMD, Bank of America NT&SA, as administrative agent and lender, ABN AMRO Bank N.V., as syndication agent and lender, and Canadian Imperial Bank of Commerce, as documentation agent and lender, filed as Exhibit 99.2 to AMD's Current Report on Form 8-K dated August 13, 1996, is hereby incorporated by reference.
- 10.24(c) Second Amendment to Credit Agreement, dated as of September 9, 1996, among AMD, Bank of America NT&SA, as administrative agent and lender, ABN AMRO Bank N.V., as syndication agent and lender, and Canadian Imperial Bank of Commerce, as documentation agent and lender, filed as Exhibit 10.24(b) to AMD's Quarterly Report on Form 10-Q for the period ended September 29, 1996, is hereby incorporated by reference.
- 10.24(d) Third Amendment to Credit Agreement, dated as of October 1, 1997, among AMD, Bank of America NT & SA, as administrative agent and lender, ABN AMRO Bank N.V., as syndicated agent and lender, and Canadian Imperial Bank of Commerce, as documentation agent and lender, filed as Exhibit 10.24(d) to AMD's Quarterly Report on Form 10-Q for the period ended September 28, 1997, is hereby incorporated by reference.
- 10.24(e) Fourth Amendment to Credit Agreement, dated as of January 26, 1998, among AMD, Bank of America NT & SA, as administrative agent and lender, ABN AMRO Bank N.V., as syndicated agent and lender, and Canadian Imperial Bank of Commerce, as documentation agent

and lender, filed as Exhibit 10.24(e) to AMD's Annual Report on Form 10-K for the fiscal year ended December 28, 1997, is hereby incorporated by reference.

- 10.24(f) Fifth Amendment to Credit Agreement, dated as of February 26, 1998, among AMD, Bank of America NT & SA, as administrative agent and lender, ABN AMRO Bank, N.V., as syndicated agent and lender, and Canadian Imperial Bank of Commerce, as documentation agent and lender, filed as Exhibit 10.24(f) to AMD's Annual Report on Form 10-K for the fiscal year ended December 28, 1997, is hereby incorporated by reference.
- 10.24(g) Sixth Amendment to Credit Agreement, dated as of June 30, 1998, among AMD, Bank of America NT & SA, as administrative agent and lender, ABN AMRO Bank N.V., as syndicated agent and lender, and Canadian Imperial Bank of Commerce, as documentation agent and lender, filed as Exhibit 10.24(g) to AMD's Current Report on Form 8-K dated July 8, 1998, is hereby incorporated by reference.
- + 10.24(h) Seventh Amendment to the Credit Agreement and waiver, dated as of April 8, 1999, among AMD, Bank of America NT & SA, as administrative agent and lender, ABN AMRO Bank of N.V., as syndicated agent and lender, and Canadian Imperial Bank of Commerce, as documentation agent and lender.

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Exhibit Number -----	Description of Exhibits -----
10.24(i)	Eighth Amendment to Credit Agreement, dated as of June 25, 1999, among AMD, Bank of America NT&SA, as administrative agent and lender, ABN AMRO Bank N.V., as syndicated agent and lender, and Canadian Imperial Bank of Commerce, as documentation agent and lender, filed as Exhibit 10.24 (i) to AMD's Quarterly Report on Form 10-Q for the period ended June 27, 1999, is hereby incorporated by reference.
10.24(j)	Ninth Amendment to Credit Agreement, dated as of July 30, 1999, among AMD, Bank of America NT&SA, as administrative agent and lender, ABN AMRO Bank N.V., as syndicated agent and lender, and Canadian Imperial Bank of Commerce, as documentation agent and lender, filed as Exhibit 10.24 (j) to AMD's Quarterly Report on Form 10-Q for the period ended June 27, 1999, is hereby incorporated by reference.
** 10.25	Technology Development and License Agreement, dated as of October 1, 1998, among AMD and its subsidiaries and Motorola, Inc. and its subsidiaries, filed as Exhibit 10.25 to AMD's Annual Report on Form 10-K for the fiscal year ended December 27, 1998, is hereby incorporated by reference.
+*** 10.25(a)	Amendment to the Technology Development and License Agreement entered into as of October 1, 1998, by AMD and its subsidiaries and Motorola, Inc. and its subsidiaries.
** 10.26	Patent License Agreement, dated as of December 3, 1998, between AMD and Motorola, Inc., filed as Exhibit 10.26 to AMD's Annual Report on Form 10-K for the fiscal year ended December 27, 1998, is hereby incorporated by reference.
10.27	Lease Agreement, dated as of December 22, 1998, between AMD and Delaware Chip LLC, filed as Exhibit 10.27 to AMD's Annual Report on Form 10-K for the fiscal year ended December 27, 1998 is hereby incorporated by reference.
* 10.28(a)	AMD Executive Savings Plan (Amendment and Restatement, effective as of August 1, 1993), filed as Exhibit 10.30 to AMD's Annual Report on Form 10-K for the fiscal year ended December 25, 1994, is hereby incorporated by reference.
* 10.28(b)	First Amendment to the AMD Executive Savings Plan (as amended and restated, effective as of August 1, 1993), filed as Exhibit 10.28(b) to AMD's Annual Report on Form 10-K for the fiscal year ended December 28, 1997, is hereby incorporated by reference.
* 10.28(c)	Second Amendment to the AMD Executive Savings Plan (as amended and restated, effective as of August 1993), filed as Exhibit 10.28(b) to AMD's Annual Report on Form 10-K for the fiscal year ended December 28, 1997, is hereby incorporated by reference.
* 10.29	Form of Split Dollar Agreement, as amended, filed as Exhibit 10.31 to AMD's Annual Report on Form 10-K for the fiscal year

ended December 25, 1994, is hereby incorporated by reference.

- \* 10.30 Form of Collateral Security Assignment Agreement, filed as Exhibit 10.32 to AMD's Annual Report on Form 10-K for the fiscal year ended December 26, 1993, is hereby incorporated by reference.
- \* 10.31 Forms of Stock Option Agreements to the 1992 Stock Incentive Plan, filed as Exhibit 4.3 to AMD's Registration Statement on Form S-8 (No. 33-46577), are hereby incorporated by reference.
- \* 10.32 1992 United Kingdom Share Option Scheme, filed as Exhibit 4.2 to AMD's Registration Statement on Form S-8 (No. 33-46577), is hereby incorporated by reference.
- \*\* 10.33 AMD 1998 Stock Incentive Plan, filed as Exhibit 10.33 to AMD's Annual Report on Form 10-K for the fiscal year ended December 27, 1998, is hereby incorporated by reference.

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Exhibit Number -----	Description of Exhibits -----
* 10.34	Form of indemnification agreements with officers and directors of AMD, filed as Exhibit 10.38 to AMD's Annual Report on Form 10-K for the fiscal year ended December 25, 1994, is hereby incorporated by reference.
* 10.35	Agreement to Preserve Goodwill dated January 15, 1996, between AMD and S. Atiq Raza, filed as Exhibit 10.36 to AMD's Annual Report on Form 10-K for the fiscal year ended December 31, 1995, is hereby incorporated by reference.
* 10.36	1995 Stock Plan of NexGen, Inc., as amended, filed as Exhibit 10.36 to AMD's Annual Report on Form 10-K for the fiscal year ended December 29, 1996, is hereby incorporated by reference.
** 10.37	Patent Cross-License Agreement dated December 20, 1995, between AMD and Intel Corporation, filed as Exhibit 10.38 to AMD's Annual Report on Form 10-K for the fiscal year ended December 31, 1995, is hereby incorporated by reference.
10.38	Contract for Transfer of the Right to the Use of Land between AMD (Suzhou) Limited and China-Singapore Suzhou Industrial Park Development Co., Ltd., filed as Exhibit 10.39 to AMD's Annual Report on Form 10-K for the fiscal year ended December 31, 1995, is hereby incorporated by reference.
* 10.39	NexGen, Inc. 1987 Employee Stock Plan, filed as Exhibit 99.3 to Post-Effective Amendment No. 1 on Form S-8 to AMD's Registration Statement on Form S-4 (No. 33-64911), is hereby incorporated by reference.
* 10.40	1995 Stock Plan of NexGen, Inc. (assumed by AMD), as amended, filed as Exhibit 10.37 to AMD's Quarterly Report on Form 10-Q for the period ended June 30, 1996, is hereby incorporated by reference.
* 10.41	Form of indemnity agreement between NexGen, Inc. and its directors and officers, filed as Exhibit 10.5 to the Registration Statement of NexGen, Inc. on Form S-1 (No. 33-90750), is hereby incorporated by reference.
10.42	Series E Preferred Stock Purchase Warrant of NexGen, Inc. issued to PaineWebber Incorporated, filed as Exhibit 10.14 to the Registration Statement of NexGen, Inc. on Form S-1 (No. 33-90750), is hereby incorporated by reference.
10.43	Series F Preferred Stock Purchase Warrant of NexGen, Inc., filed as Exhibit 10.15 to the Registration Statement of NexGen, Inc. on Form S-1 (No. 33-90750), is hereby incorporated by reference.
10.44	Series G Preferred Stock Purchase Warrant of NexGen, Inc., filed as Exhibit 10.16 to the Registration Statement of NexGen, Inc. on Form S-1 (No. 33-90750), is hereby incorporated by reference.
** 10.45	Agreement for Purchase of IBM Products between IBM and NexGen, Inc. dated June 2, 1994, filed as Exhibit 10.17 to the Registration Statement of NexGen, Inc. on Form S-1 (No. 33-90750), is hereby incorporated by reference.
* 10.46	Letter Agreement dated as of September, 1988, between NexGen, Inc. and S. Atiq Raza, First Promissory Note dated October 17,

1988, and Second Promissory Note dated October 17, 1988, as amended, filed as Exhibit 10.20 to the Registration Statement of NexGen, Inc. on Form S-1 (No. 33-90750), are hereby incorporated by reference.

10.47 Series B Preferred Stock Purchase Warrant of NexGen, Inc. issued to Kleiner, Perkins, Caufield and Byers IV, as amended, filed as Exhibit 10.23 to the Registration Statement of NexGen, Inc. on Form S-1 (No. 33-90750), is hereby incorporated by reference.

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Exhibit Number -----	Description of Exhibits -----
** 10.48(a)	C-4 Technology Transfer and Licensing Agreement dated June 11, 1996, between AMD and IBM Corporation, filed as Exhibit 10.48 to AMD's Amendment No. 1 to its Quarterly Report on Form 10-Q/A for the period ended September 29, 1996, is hereby incorporated by reference.
** 10.48(b)	Amendment No. 1 to the C-4 Technology Transfer and Licensing Agreement, dated as of February 23, 1997, between AMD and International Business Machine Corporation, filed as Exhibit 10.48(a) to AMD's Quarterly Report on Form 10-Q for the period ended March 30, 1997, is hereby incorporated by reference.
** 10.49(a)	Design and Build Agreement dated November 15, 1996, between AMD Saxony Manufacturing GmbH and Meissner and Wurst GmbH, filed as Exhibit 10.49(a) to AMD's Annual Report on Form 10-K for the fiscal year ended December 29, 1996, is hereby incorporated by reference.
10.49(b)	Amendment to Design and Build Agreement dated January 16, 1997, between AMD Saxony Manufacturing GmbH and Meissner and Wurst GmbH filed as Exhibit 10.49(b) to AMD's Annual Report on Form 10-K for the fiscal year ended December 29, 1996, is hereby incorporated by reference.
** 10.50(a-1)	Syndicated Loan Agreement with Schedules 1, 2 and 17, dated as of March 11, 1997, among AMD Saxony Manufacturing GmbH, Dresdner Bank AG and Dresdner Bank Luxembourg S.A., filed as Exhibit 10.50(a) to AMD's Quarterly Report on Form 10-Q for the period ended March 30, 1997, is hereby incorporated by reference.
** 10.50(a-2)	Supplemental Agreement to the Syndicated Loan Agreement dated February 6, 1998, among AMD Saxony Manufacturing GmbH, Dresdner Bank AG and Dresdner Bank Luxembourg S.A., filed as Exhibit 10.50(a-2) to AMD's Annual Report on Form 10-K/A (No.1) for the fiscal year ended December 28, 1997, is hereby incorporated by reference.
10.50(a-3)	Supplemental Agreement No. 2 to the Syndicated Loan Agreement as of March 11, 1997, dated as of June 29, 1999, among AMD Saxony Manufacturing GmbH, Dresdner Bank AG and Dresdner Bank Luxembourg S.A., filed as Exhibit 10.50 (a-3) to AMD's Quarterly Report on Form 10-Q for the period ended June 27, 1999, is hereby incorporated by reference.
** 10.50(b)	Determination Regarding the Request for a Guarantee by AMD Saxony Manufacturing GmbH, filed as Exhibit 10.50(b) to AMD's Quarterly Report on Form 10-Q for the period ended March 30, 1997, is hereby incorporated by reference.
** 10.50(c)	AMD Subsidy Agreement, between AMD Saxony Manufacturing GmbH and Dresdner Bank AG, filed as Exhibit 10.50(c) to AMD's Quarterly Report on Form 10-Q for the period ended March 30, 1997, is hereby incorporated by reference.
** 10.50(d)	Subsidy Agreement, dated February 12, 1997, between Sachsische Aufbaubank and Dresdner Bank AG, with Appendices 1, 2a, 2b, 3 and 4, filed as Exhibit 10.50(d) to AMD's Quarterly Report on Form 10-Q for the period ended March 30, 1997, is hereby incorporated by reference.
10.50(e)	AMD, Inc. Guaranty, dated as of March 11, 1997, among AMD, Saxony Manufacturing GmbH and Dresdner Bank AG, filed as Exhibit 10.50(e) to AMD's Quarterly Report on Form 10-Q for the period ended March 30, 1997, is hereby incorporated by reference.
10.50(f-1)	Sponsors' Support Agreement, dated as of March 11, 1997, among AMD, AMD Saxony Holding GmbH and Dresdner Bank AG, filed as Exhibit 10.50(f) to AMD's Quarterly Report on Form 10-Q for the



period ended March 30, 1997, is hereby incorporated by reference.

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Exhibit Number -----	Description of Exhibits -----
10.50(f-2)	First Amendment to Sponsors' Support Agreement, dated as of February 6, 1998, among AMD, AMD Saxony Holding GmbH and Dresdner Bank AG, filed as Exhibit 10.50(f-2) to AMD's Annual Report on Form 10-K for the fiscal year ended December 28, 1997, is hereby incorporated by reference.
10.50(f-3)	Second Amendment to Sponsors' Support Agreement, dated as of June 29, 1999, among AMD, AMD Saxony Holding GmbH, Dresdner Bank AG and Dresdner Bank Luxembourg S.A., filed as Exhibit 10.50(f-3) to AMD's Quarterly Report on Form 10-Q for the period ended June 27, 1999, is hereby incorporated by reference.
10.50(g-1)	Sponsors' Loan Agreement, dated as of March 11, 1997, among AMD, AMD Saxony Holding GmbH and Saxony Manufacturing GmbH, filed as Exhibit 10.50(g) to AMD's Quarterly Report on Form 10-Q for the period ended March 30, 1997, is hereby incorporated by reference.
10.50(g-2)	First Amendment to Sponsors' Loan Agreement, dated as of February 6, 1998, among AMD, AMD Saxony Holding GmbH and AMD Saxony Manufacturing GmbH, filed as Exhibit 10.50(g-2) to AMD's Annual Report on Form 10-K for the fiscal year ended December 28, 1997, is hereby incorporated by reference.
10.50(g-3)	Second Amendment to Sponsors' Loan Agreement, dated as of June 25, 1999, among AMD and AMD Saxony Holding GmbH and AMD Saxony Manufacturing GmbH, filed as Exhibit 10.50(g-3) to the Company's Quarterly Report on Form 10-Q for the period ended June 27, 1999, is hereby incorporated by reference.
10.50(h)	Sponsors' Subordination Agreement, dated as of March 11, 1997, among AMD, AMD Saxony Holding GmbH, AMD Saxony Manufacturing GmbH and Dresdner Bank AG, filed as Exhibit 10.50(h) to AMD's Quarterly Report on Form 10-Q for the period ended March 30, 1997, is hereby incorporated by reference.
10.50(i)	Sponsors' Guaranty, dated as of March 11, 1997, among AMD, AMD Saxony Holding GmbH and Dresdner Bank AG, filed as Exhibit 10.50(i) to AMD's Quarterly Report on Form 10-Q for the period ended March 30, 1997, is hereby incorporated by reference.
** 10.50(j)	AMD Holding Wafer Purchase Agreement, dated as of March 11, 1997, among AMD and AMD Saxony Holding GmbH, filed as Exhibit 10.50(j) to AMD's Quarterly Report on Form 10-Q for the period ended March 30, 1997, is hereby incorporated by reference.
** 10.50(k)	AMD Holding Research, Design and Development Agreement, dated as of March 11, 1997, between AMD Saxony Holding GmbH and AMD, filed as Exhibit 10.50(k) to AMD's Quarterly Report on Form 10-Q for the period ended March 30, 1997, is hereby incorporated by reference.
** 10.50(l-1)	AMD Saxonia Wafer Purchase Agreement, dated as of March 11, 1997, between AMD Saxony Holding GmbH and AMD Saxony Manufacturing GmbH, filed as Exhibit 10.50(l) to AMD's Quarterly Report on Form 10-Q for the period ended March 30, 1997, is hereby incorporated by reference.
10.50(l-2)	First Amendment to AMD Saxonia Wafer Purchase Agreement, dated as of February 6, 1998, between AMD Saxony Holding GmbH and AMD Saxony Manufacturing GmbH, filed as Exhibit 10.50(l-2) to AMD's Annual Report on Form 10-K for the fiscal year ended December 28, 1997, is hereby incorporated by reference.
** 10.50(m)	AMD Saxonia Research, Design and Development Agreement, dated as of March 11, 1997, between AMD Saxony Manufacturing GmbH and AMD Saxony Holding GmbH, filed as Exhibit 10.50(m) to AMD's Quarterly Report on Form 10-Q for the period ended March 30, 1997, is hereby incorporated by reference.

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Exhibit Number -----	Description of Exhibits -----
----------------------------	----------------------------------

- 10.50(n) License Agreement, dated March 11, 1997, among AMD, AMD Saxony Holding GmbH and AMD Saxony Manufacturing GmbH, filed as Exhibit 10.50(n) to AMD's Quarterly Report on Form 10-Q for the period ended March 30, 1997, is hereby incorporated by reference.
- 10.50(o) AMD, Inc. Subordination Agreement, dated March 11, 1997, among AMD, AMD Saxony Holding GmbH and Dresdner Bank AG, filed as Exhibit 10.50(o) to AMD's Quarterly Report on Form 10-Q for the period ended March 30, 1997, is hereby incorporated by reference.
- \*\* 10.50(p-1) ISDA Agreement, dated March 11, 1997, between AMD and AMD Saxony Manufacturing GmbH, filed as Exhibit 10.50(p) to AMD's Quarterly Report on Form 10-Q for the period ended March 30, 1997, is hereby incorporated by reference.
- \*\* 10.50(p-2) Confirmation to ISDA Agreement, dated February 6, 1998, between AMD and AMD Saxony Manufacturing GmbH, filed as Exhibit 10.50(p-2) to AMD's Annual Report on Form 10-K for the fiscal year ended December 28, 1997, is hereby incorporated by reference.
- 10.51 Loan and Security Agreement, dated as of July 13, 1999, among AMD, AMD International Sales and Service, Ltd. and Bank of America NT&SA as agent, filed as Exhibit 10.51 to AMD's Quarterly Report on Form 10-Q for the period ended June 27, 1999, is hereby incorporated by reference.
- 10.51(a) First Amendment to Loan and Security Agreement, dated as of July 30, 1999, among AMD, AMD International Sales and Service, Ltd. and Bank of America NT&SA, as agent, filed as Exhibit 10.51(a) to AMD's Quarterly Report on Form 10-Q for the period ended June 27, 1999, is hereby incorporated by reference.
- \* 10.52 Agreement, dated as of June 16, 1999, between AMD and Richard Previte, filed as Exhibit 10.52 to AMD's Quarterly Report on Form 10-Q for the period ended June 27, 1999, is hereby incorporated by reference.
- \* 10.53 Agreement, dated as of June 23, 1999, between AMD and Gene Conner, filed as Exhibit 10.53 to AMD's Quarterly Report on Form 10-Q for the period ended June 27, 1999, is hereby incorporated by reference.
- +\* 10.54 Management Continuity Agreement, between AMD and Robert R. Herb.
- +\* 10.55 Employment Agreement, dated as of January 13, 2000, between AMD and Hector de J.Ruiz.
- +\* 10.56 Form of indemnification agreements with officers and directors of AMD.
- + 13 1999 Annual Report to Stockholders, portions of which have been incorporated by reference into Parts II and IV of this annual report.
- + 21 List of AMD subsidiaries.
- + 23 Consent of Ernst & Young LLP, Independent Auditors, refer to page F-2 herein.
- + 24 Power of Attorney.
- + 27 Financial Data Schedule.

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\* Management contracts and compensatory plans or arrangements required to be filed as an Exhibit to comply with Item 14(a)(3).

\*\* Confidential treatment has been granted as to certain portions of these Exhibits.

\*\*\* Confidential treatment has been requested with respect to certain portions of this Exhibit.

+ Previously filed.

AMD will furnish a copy of any exhibit on request and payment of AMD's reasonable expenses of furnishing such exhibit.

(b) Reports on Form 8-K.

During the fourth quarter of AMD's fiscal year ended December 26, 1999, the following Reports on the Form 8-K were filed:

- . Current Report on Form 8-K dated October 6, 1999 reporting under Item 5--Other Events was filed announcing AMD's third quarter

earnings.

- . Current Report on Form 8-K dated October 6, 1999 reporting under Item 5--Other Events was filed announcing the intention of AMD to sell the Communications Group.
- . Current Report on Form 8-K dated November 11, 1999 reporting under Item 5--Other Events was filed announcing expected revenues in the fourth quarter.

(d) Fujitsu AMD Semiconductor Limited Financial Statements

This Form 10-K/A is being filed to reflect additional information relating to Fujitsu AMD Semiconductor Limited (FASL), for which the fiscal year end is March 31. FASL, a joint venture formed by AMD and Fujitsu Limited (Fujitsu), was formed in 1993 for the development and manufacture of non-volatile memory devices. AMD has a 49.992% interest in FASL, and Fujitsu has the remaining interest.

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FUJITSU AMD SEMICONDUCTOR LIMITED

<TABLE>  
<CAPTION>  
STATEMENTS OF OPERATIONS  
FOR THE THREE YEARS ENDED MARCH 31, 2000

-----  
--  
(Thousands except share and per share amounts)

	2000 ----	1999 ----	1998 ----
<S>	<C>	<C>	<C>
Net sales	\$526,888	\$401,130	\$483,937
Expenses:			
Cost of sales	479,621	351,294	294,849
Selling, general and administrative	51,997	42,633	47,976
	----- 531,618	----- 393,927	----- 342,825
Operating income (loss)	(4,730)	7,203	141,112
Interest income	-	8	24
Interest expense (881)	(593)	(1,855)	
Other expense, net (1,967)	(655)	(561)	
	-----	-----	-----
Income (loss) before income taxes	(5,978)	4,795	138,288
Provision (benefit) for income taxes	(2,361)	(6,252)	62,902
	-----	-----	-----
Net income (loss)	\$ (3,617) =====	\$ 11,047 =====	\$ 75,386 =====
Net income (loss) per common share:			
Basic	\$ (5.69)	\$ 17.37	\$ 118.53
Diluted	\$ (5.69)	\$ 17.37	\$ 118.53
Shares used in per share calculation			
Basic	636,000	636,000	636,000
Diluted	636,000	636,000	636,000

</TABLE>

See accompanying notes.

## FUJITSU AMD SEMICONDUCTOR LIMITED

<TABLE>  
 <CAPTION>  
 BALANCE SHEETS  
 MARCH 31, 2000 AND 1999

(Thousands except share and per share amounts)

	2000 ----	1999 ----
<S>	<C>	<C>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 9	\$ 8
Deposits with affiliates	22,534	-
Accounts receivable from affiliates	70,561	64,007
Inventories:		
Raw materials and supplies	6,406	4,471
Work-in-process	53,990	57,760
Finished goods	1,828	2,339
	-----	-----
Total inventories	62,224	64,570
Deferred tax assets	3,109	-
Other current assets	697	299
	-----	-----
Total current assets	159,134	128,884
Property, plant and equipment:		
Equipment	1,183,231	944,936
Buildings	150,099	131,016
Construction in progress	4,823	3,866
	-----	-----
Total property, plant and equipment	1,338,153	1,079,818
Accumulated depreciation	(800,160)	(507,449)
	-----	-----
Property, plant and equipment, net	537,993	572,369
Other assets	11,050	11,895
	-----	-----
<b>TOTAL</b>	<b>\$ 708,177</b>	<b>\$ 713,148</b>
	=====	=====

## LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:		
Loan payable to affiliates	\$ -	\$ 114,036
Accounts payable	68,450	34,998
Payables to affiliates	36,053	29,200
Accrued liabilities	6,463	11,307
Income taxes payable	20,725	17
	-----	-----
Total current liabilities	131,691	189,558
Deferred income taxes	53,424	59,610
Other accrued liabilities	1,375	1,269
Commitments	-	-
Stockholders' equity:		
Common stock, par value \$500; 800,000 shares authorized; 636,000 shares issued and outstanding in 2000 and 1999	318,790	318,790
Retained earnings	211,361	214,978
Accumulated other comprehensive loss	(8,464)	(71,057)
	-----	-----
Total stockholders' equity	521,687	462,711
	-----	-----
<b>TOTAL</b>	<b>\$ 708,177</b>	<b>\$ 713,148</b>
	=====	=====

</TABLE>

See accompanying notes.

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## FUJITSU AMD SEMICONDUCTOR LIMITED

<TABLE>  
 <CAPTION>  
 STATEMENTS OF STOCKHOLDERS' EQUITY  
 FOR THE THREE YEARS ENDED MARCH 31, 2000

(Thousands except share amounts)

Common Stock		Accumulated Other Comprehensive	Total Stockholders'
Number of	Retained		
-----			

	Shares	Amount	Earnings	Loss	Equity
<S>	<C>	<C>	<C>	<C>	<C>
March 31, 1997	636,000	\$ 318,790	\$ 128,545	\$ (83,430)	\$ 363,905
Comprehensive income:					
Net income	-	-	75,386	-	75,386
Other comprehensive loss:					
Net change in accumulated translation adjustment	-	-	-	(27,761)	(27,761)
Total comprehensive income	-	-	-	-	47,625
March 31, 1998	636,000	318,790	203,931	(111,191)	411,530
Comprehensive income:					
Net income	-	-	11,047	-	11,047
Other comprehensive income:					
Net change in accumulated translation adjustment	-	-	-	40,134	40,134
Total comprehensive income	-	-	-	-	51,181
March 31, 1999	636,000	318,790	214,978	(71,057)	462,711
Comprehensive income:					
Net loss	-	-	(3,617)	-	(3,617)
Other comprehensive income:					
Net change in accumulated translation adjustment	-	-	-	62,593	62,593
Total comprehensive income	-	-	-	-	58,976
March 31, 2000	636,000	\$ 318,790	\$ 211,361	\$ (8,464)	\$ 521,687

</TABLE>

See accompanying notes.

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FUJITSU AMD SEMICONDUCTOR LIMITED

<TABLE>  
<CAPTION>  
STATEMENTS OF CASH FLOWS  
FOR THE THREE YEARS ENDED MARCH 31, 2000

	2000	1999	1998
<S>	<C>	<C>	<C>
(Thousands)			
Cash flows from operating activities:			
Net income (loss)	\$ (3,617)	\$ 11,047	\$ 75,386
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation	218,081	181,415	146,637
Amortization	368	1,848	1,061
Net loss on disposal of property, plant and equipment	673	179	433
Changes in operating assets and liabilities:			
Increase in deposits with an affiliate	(21,474)	-	-
Net (increase) decrease in receivables, inventories, prepaid expenses and other assets	8,348	5,745	(66,631)
Net increase (decrease) in deferred income tax liabilities	(13,601)	(7,928)	11,719
Increase (decrease) in income taxes payable	19,732	(32,842)	3,893
Net increase (decrease) in payables and accrued liabilities	23,969	(79,872)	90,721
Net cash provided by operating activities	232,479	79,592	263,219
Cash flows from investing activities:			
Purchase of property, plant and equipment	(109,310)	(101,964)	(303,834)
Proceeds from sale of property, plant and equipment	242	85	702
Net cash used in investing activities	(109,068)	(101,879)	(303,132)
Cash flows from financing activities:			
Proceeds from borrowings	342,787	384,884	242,368
Payments on debt	(466,200)	(374,384)	(194,221)
Net cash provided by (used in) financing activities	(123,413)	10,500	48,147

Net increase (decrease) in cash	(2)	(11,787)	8,234
Net effect of exchange rate changes on cash	3	342	(848)
Cash at beginning of year	8	11,453	4,067
	=====	=====	=====
Cash at end of year	9	8	\$ 11,453
	=====	=====	=====

Supplemental disclosures of cash flow information:

Cash paid during the year for:

Interest	\$ 601	\$ 1,910	\$ 881
	=====	=====	=====
Income taxes	\$ 18	\$ 32,608	\$ 47,225
	=====	=====	=====

</TABLE>

See accompanying notes.

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FUJITSU AMD SEMICONDUCTOR LIMITED  
NOTES TO FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS

In 1993, Advanced Micro Devices (AMD) and Fujitsu Limited (Fujitsu) formed a joint venture, Fujitsu AMD Semiconductor Limited (FASL or the Company), for the development and manufacture of non-volatile memory devices. Through FASL, the two companies have constructed and are operating an advanced integrated circuit manufacturing facility in Aizu-Wakamatsu, Japan, to produce Flash memory devices. FASL also uses a foundry facility in Iwate, Japan. AMD has a 49.99% interest in FASL, and Fujitsu has the remaining interest.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

FISCAL YEAR. The Company's fiscal year ends March 31.

ACCOUNTING PRINCIPLES. The accounting records of the Company are maintained in accordance with accounting practices prevailing in Japan. The accompanying financial statements, however, include adjustments that have not been recorded in the legal books of account of the Company but are necessary to conform to generally accepted accounting principles in the United States of America (U.S. GAAP). These adjustments consist principally of depreciation under a different method and its impact on the valuation of inventories, provision for deferred income taxes, and adjustments stemming from the translation of the Company's financial statements into the U.S. dollar for reporting purposes.

CASH EQUIVALENTS. Cash equivalents consist of financial instruments which are readily convertible into cash and have original maturities of three months or less at the time of acquisition.

FOREIGN CURRENCY TRANSLATION. The functional currency of the Company is the Japanese yen. Financial statements are translated into the U.S. dollar using the exchange rate at each balance sheet date for assets and liabilities and a weighted-average exchange rate for each period for income statement items. Translation adjustments are recorded as a separate component of stockholders' equity in the U.S. dollar financial statements.

REVENUE RECOGNITION. Revenue is recognized from sales when products are shipped to the customer.

UNIT SELLING PRICE. In June 1999, a new transfer price agreement, which includes the basis for determining the unit selling price, was approved by the Board of Directors. Under the old transfer price agreement, the unit selling price to Fujitsu and AMD was calculated based on a percentage of their ultimate average selling price at a predetermined, nonnegotiable exchange rate. Under the new transfer price agreement, the unit selling price is calculated using approximately 106 percent of cost of sales based on the Commercial Code in Japan. The change is retroactively applied to the unit selling price of products shipped on and after April 1, 1999.

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FUJITSU AMD SEMICONDUCTOR LIMITED  
NOTES TO FINANCIAL STATEMENTS

INVENTORIES. Inventories are stated at the lower of actual cost (average method) or market (net realizable value).

PROPERTY, PLANT AND EQUIPMENT. Property, plant and equipment is stated at cost. Depreciation for U.S. GAAP purposes is provided on the straight-line basis over the estimated useful lives of the assets for financial reporting purposes and on accelerated methods for tax purposes. Estimated useful lives for financial reporting purposes are as follows: machinery and equipment 3 to 5 years;

buildings up to 26 years.

NET INCOME (LOSS) PER COMMON SHARE. Net income (loss) per share has been computed using the weighted-average common shares outstanding. The Company has no potentially dilutive securities.

NEW ACCOUNTING PRONOUNCEMENTS. In 1999, the Financial Standards Board extended the adoption date of the Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities" (FAS 133). FASB Statement No. 137, "Accounting for Derivative Instruments and Hedging Activities--Deferral of the Effective Date of FASB Statement No. 133," an amendment of SFAS 133, defers implementation of SFAS until fiscal years beginning after June 15, 2000. The Company will adopt FAS 133 in fiscal 2001. FAS 133 will require the Company to recognize all derivatives on the balance sheet at a fair value. Derivatives that are not hedges must be adjusted to fair value. If the derivative is a hedge, depending on the nature of the hedge, changes in the fair value of derivatives will either be offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings or recognized in other comprehensive income until the hedged item is recognized in earnings. The portion of a derivative's change in fair value is ineffective as a hedge will be immediately recognized in the results of operations. The Company does not currently use derivative instruments; therefore SFAS 133 is expected to have no impact on the Company's financial position, results of operations or cash flows.

In December 1999, the SEC issued Staff Accounting Bulletin No 101, "Revenue Recognition in Financial Statements" or SAB 101. SAB 101 provides guidance on the recognition, presentation and disclosure of revenue in financial statements. In recent actions, the SEC has further delayed the required implementation date which, for the Company, will be the fourth quarter of fiscal 2000, retroactive to the beginning of the fiscal year. The SEC has indicated that additional implementation guidance will be forthcoming in the form of "Frequently Asked Questions," however, such guidance has not been issued to date. Although the Company cannot fully assess the impact of SAB 101 until the additional guidance from the SEC is issued, the Company is still in the process of assessing the impact of SAB 101 on its results of operations, financial position, and cash flows based upon the most current information.

USE OF ESTIMATES. The preparation of financial statements in conformity with generally accepted accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates, and such differences may be material to the financial statements.

FINANCIAL PRESENTATION. The Company has reclassified certain prior year amounts on the financial statements to conform to the current year presentation.

### 3. RELATED PARTY TRANSACTIONS

The Company is 100 percent owned by AMD and Fujitsu, with AMD having a 49.992% interest, and Fujitsu having the remaining interest. Under the terms of the joint venture agreement, FASL production is allocated nearly equally between AMD and Fujitsu. All of the Company's accounts receivable and sales as of and for the years ended March 31, 2000, 1999 and 1998 were with these related parties. FASL made purchases from AMD and Fujitsu totaling \$59 million, \$49 million and \$62 million in 2000, 1999 and 1998, respectively. At March 31, 2000 and 1999, FASL owed AMD, Fujitsu and Fujitsu's subsidiaries approximately \$36 million and \$142 million, respectively, which consisted of loan, trade and royalty payables.

The Company has an agreement with Fujitsu Capital Limited (FCAP), a wholly owned

### FUJITSU AMD SEMICONDUCTOR LIMITED NOTES TO FINANCIAL STATEMENTS

subsidiary of Fujitsu, to provide financing to FASL at lower interest rates than banks. Had the Company obtained financing from a lender other than FCAP, the additional interest expense would have been immaterial. FASL completed construction of the building for a second Flash memory device wafer fabrication facility, FASL II, in the third quarter of 1997 at a site contiguous to the existing FASL facility in Aizu-Wakamatsu, Japan. Equipment installation is in progress and the facility is expected to cost approximately \$1 billion when fully equipped. Approximately \$439 million of the cost of the facility has been funded as of March 31, 2000. Capital expenditures for FASL II construction to date have been funded by cash generated from FASL operations and borrowings by FASL. However, to the extent that FASL is unable to secure the necessary funds for FASL II, AMD and Fujitsu may be required to contribute cash or guarantee third-party loans in proportion to their respective interests in FASL. At March 31, 2000, AMD and Fujitsu did not have any loan guarantees outstanding with respect to such loans. The planned FASL II costs are denominated in yen and are therefore subject to change due to foreign exchange rate fluctuations.

The Company has a severance benefit package for employees formerly employed by Fujitsu. FASL accrues the Company's share of severance benefits at year-end in an amount to be settled with Fujitsu if the eligible employee terminates their service with FASL and returns to Fujitsu or another Fujitsu group company.

#### 4. COMPREHENSIVE LOSS

As required under Statement of Financial Accounting Standards No. 130 (SFAS 130), unrealized gains or losses on foreign currency translation adjustments, are included in other comprehensive loss.

As of March 31, 2000 and March 31, 1999 the components of accumulated other comprehensive loss, consisting only of cumulative translation adjustments, were \$ 8,464,000 and \$71,057,000, respectively.

#### 5. INCOME TAXES

Provision for income taxes consists of:

<TABLE>

<CAPTION>

(Thousands)	2000	1999	1998
<S>	<C>	<C>	<C>
Current:			
Foreign National	\$ 13,134	\$ (226)	\$33,935
Foreign Local	6,661	(117)	17,248
Deferred:			
Foreign National and Local	(22,156)	(5,909)	11,719
Provision (benefit) for income taxes	\$ (2,361)	\$ (6,252)	\$62,902

</TABLE>

Significant components of the Company's deferred tax assets and liabilities as of March 31, 2000 and 1999 are as follows:

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<TABLE>

<CAPTION>

(Thousands)	2000	1999
<S>	<C>	<C>
Deferred tax assets:		
Inventory reserves	\$ 2,958	\$ -
Tax loss carryforward	-	5,682
Enterprise tax	1,819	-
Accrued expenses not currently deductible	1,328	2,265
Total deferred tax assets	6,105	7,947
Deferred tax liabilities:		
Depreciation	(53,895)	(65,749)
Sales reserves	-	(6,752)
Inventory reserves	(2,327)	(50)
Other	(198)	(174)
Total deferred tax liabilities	56,420	(72,725)
Net deferred tax liabilities	\$ (50,315)	\$ (64,778)

</TABLE>

The following is a reconciliation between statutory Japanese income taxes and the total provision (benefit) for income taxes:

<TABLE>

<CAPTION>

	2000		1999		1998
(Thousands except percent) Rate	Tax	Rate	Tax	Rate	Tax



<S> <C>	<C>	<C>	<C>	<C>	<C>
Statutory income tax provision (benefit)	\$ (2,460)	41.2%	\$ 2,238	46.7%	\$ 69,700
50.4%					
Permanent book/tax differences	81	(1.4)	(55)	(1.1)	49
0.0					
Inhabitant tax per capita	36	(0.6)	31	0.6	33
0.0					
Effect of tax rate change	-	--	(8,131)	(169.6)	(5,533)
(4.0)					
Other	(18)	0.3	(335)	(7.0)	(1,347)
(0.9)					
	-----	-----	-----	-----	-----
	\$ (2,361)	39.5%	\$ (6,252)	(130.4)%	\$ 62,902
45.5%	=====	=====	=====	=====	=====

</TABLE>

## 6. SEGMENT REPORTING

As required by SFAS 131, the Company has determined it has only one principle business and one reportable segment: non-volatile memory devices. FASL derives all of its revenues from sales of only one product, Flash memory devices, and is not organized by multiple operating segments for the purposes of making operating decisions or assessing performance. Accordingly, the Company operates in one reportable segment.

The Company derives revenues from its sales to AMD and Fujitsu. All long-lived assets are located in Japan.

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## 7. COMMITMENTS

At March 31, 2000, the Company had commitments of approximately \$154 million for the purchase and installation of equipment in FASL facilities.

The Company leases the land from Fujitsu under an agreement that expires May 31, 2023. The lease fee is revised every three years based on the fair market value of the land. In addition, certain manufacturing equipment is used under operating lease contracts. For each of the next five years and beyond, lease obligations are:

(Thousands)

Years ending March 31:	Leases
2001	\$12,219
2002	7,122
2003	1,112
2004	452
2005	452
2006 and thereafter	8,243
Total	\$29,600

Rent expense was \$12,897,000, \$5,402,000 and \$1,151,000 in 2000, 1999 and 1998, respectively.

## 8. RETAINED EARNINGS

The amount of retained earnings available for dividends under the Commercial Code in Japan is based on the amount recorded in the Company's books maintained in accordance with Japanese accounting practices. The adjustments included in the accompanying financial statements but not recorded in the books as explained in Note 2 have no effect on the determination of retained earnings available for dividends under the Commercial Code in Japan.

## 9. SUBSEQUENT EVENT

On July 20, 2000, FASL broke ground for a third fabrication facility for the manufacture of Flash memory devices in Aizu-Wakamatsu, Japan. The facility, designated as JV3, is expected to cost approximately \$1.3 billion when fully equipped. Capital expenditures for JV3 construction to date have been funded by cash generated from FASL operations and borrowings by FASL.

## Report of Independent Auditors

The Board of Directors and Stockholders  
Fujitsu AMD Semiconductor Limited

We have audited the accompanying balance sheets of Fujitsu AMD Semiconductor Limited as of March 31, 2000 and 1999, and the related statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended March 31, 2000. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

We have also reported separately on the financial statements of Fujitsu AMD Semiconductor Limited for the same years prepared in accordance with accounting principles generally accepted in Japan.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Fujitsu AMD Semiconductor Limited at March 31, 2000 and 1999, and the results of its operations and its cash flows for each of the three years in the period ended March 31, 2000 in conformity with accounting principles generally accepted in the United States of America.

/s/ Ernst & Young

Tokyo, Japan  
September 18, 2000

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ADVANCED MICRO DEVICES, INC.  
Registrant

September 21, 2000

By: /s/ Francis P. Barton

-----  
Francis P. Barton  
Senior Vice President,  
Chief Financial Officer,

RESTATED CERTIFICATE OF INCORPORATION  
OF ADVANCED MICRO DEVICES, INC.

1. The name of this corporation is Advanced Micro Devices, Inc. The Original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 1, 1969.

2. In accordance with Section 245 of the Delaware General Corporation Law this Restated Certificate of Incorporation was duly adopted by the Board of Directors at a meeting on December 6, 1995, without a vote of the stockholders.

3. This restated Certificate of Incorporation only restates and integrates but does not further amend the provisions of the Certificate of Incorporation of this corporation, as heretofore amended or supplemented, and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

4. The text of the Certificate of Incorporation as heretofore amended and supplemented is amended in its entirety to read as follows:

FIRST. The name of the corporation is ADVANCED MICRO DEVICES, INC.

SECOND. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is Two Hundred Fifty One Million (251,000,000) of which Two Hundred Fifty Million (250,000,000) shares shall be Common Stock of the par value of One Cent (\$0.01) per share and One Million (1,000,000) shares shall be Serial Preferred Stock of the par value of Ten Cents (\$0.10) per share.

The designations and powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of each class of stock of the corporation shall be as follows:

(A) Serial Preferred Stock  
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(1) The Serial Preferred Stock may be issued from time to time in one or more series and shall have such voting powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as may be fixed by this Certificate of Incorporation or by resolution of the Board of Directors providing for the issue of each such series. The Board of Directors is vested with authority to fix variations in voting powers and in any of the designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof as being between series of Serial Preferred Stock including, without limitation, variations in the following:

(a) The distinctive designation of each series and the number of shares which shall constitute each series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by like action of the Board of Directors;

(b) The annual rate of dividends payable on shares of each series, the conditions upon which, and the dates when, such dividends shall be payable and the dates (if any) from which dividends shall be cumulative;

(c) The time or times when and the price or prices at which shares of each series shall be redeemable;

(d) The obligation, if any, of the corporation to acquire shares or each series for retirement as a sinking fund;

(e) The granting, denial or limitation of voting rights of shares of each series;

(f) The amount or amounts per share of each series payable

in the event of any voluntary liquidation' dissolution or winding up of the corporation; and

(g) The rights, if any, of the holders of shares of each series to convert such shares into or exchange such shares for Common Stock or shares of any other series of Serial Preferred Stock and the terms and conditions of such conversion or exchange, including any provisions for the subsequent adjustment of any such conversion or exchange rights.

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Subject to variations in the voting powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof as between series of Serial Preferred Stock fixed by resolution of the Board of Directors in accordance with this Paragraph (A) (1), each share of Serial Preferred Stock shall be equal to every other share of Serial Preferred Stock.

The voting powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of the shares of each series of Serial Preferred Stock shall be set forth in a certificate filed pursuant to the Delaware General Corporation Law.

(B) Common Stock

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(1) After the requirements with respect to preferential dividends upon all classes and series of stock entitled thereto shall have been paid or declared and set apart for payment and after the corporation shall have complied with all requirements, if any with respect to the setting aside of sums as a sinking fund or for a redemption account on any class of stock, then and not otherwise, the holders of Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

(2) After distribution in full of the preferential amounts to be distributed to the holders of all classes and series of stock entitled thereto in the event of a voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the corporation.

(3) Each holder of Common Stock shall have one vote in respect of each share of such stock held by him, subject, however, to such special voting rights by class as are or may be granted to holders of Serial Preferred Stock with respect to the election of a limited number of directors upon default by the corporation in the payment of dividends of such Serial Preferred Stock.

FIFTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the Bylaws of the corporation.

When and as authorized by the affirmative vote of the holders of two-thirds of the stock issued and outstanding having voting power given at a stockholders' meeting duly called upon such notice as is required by stature, or when authorized by the written consent of the holders of two-thirds of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its

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good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as the Board of Directors shall deem expedient and for the best of interests of the corporation.

SIXTH. Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation. Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

SEVENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the

manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

EIGHTH. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law. Any repeal or modification of this Article by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation for acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, Advanced Micro Devices, Inc. has caused this Restated Certificate of Incorporation to be signed by Thomas M. McCoy, Esq., its Vice President, General Counsel and Secretary this 5/th/ day of December, 1995.

By: /s/ Thomas M. McCoy

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Thomas M. McCoy, Esq.

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CERTIFICATE OF AMENDMENT

OF

RESTATED CERTIFICATE OF INCORPORATION

OF

ADVANCED MICRO DEVICES, INC.

ADVANCED MICRO DEVICES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

1. The name of the corporation (hereinafter called the "Corporation") is -----  
Advanced Micro Devices, Inc.
2. The Restated Certificate of Incorporation of the Corporation is hereby amended by striking out the first sentence of Article Four thereof and by substituting in lieu of said first sentence of Article Four the following new first sentence of Article Four:  
  
"The total number of shares of stock which the corporation shall have authority to issue is Seven Hundred Fifty One Million (751,000,000) of which Seven Hundred Fifty Million (750,000,000) shares shall be Common Stock of the par value of One Cent (\$0.01) per share and One Million (1,000,000) shares shall be Serial Preferred Stock of the par value of Ten Cents (\$0.10) per share."
3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Advanced Micro Devices, Inc. has caused this certificate to be signed by Thomas M. McCoy, its Senior Vice President, General Counsel and Secretary, and Francis P. Barton, its Senior Vice President and Chief Financial Officer, this 25/th/ day of May, 2000.

/s/ Thomas M. McCoy

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Thomas M. McCoy  
Senior Vice President, General Counsel and  
Secretary

/s/ Francis P. Barton

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Francis P. Barton  
Senior Vice President and Chief Financial  
Officer

