

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

FORM 10-K/A-3

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the fiscal year ended December 31, 2000

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

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)
----- \$.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 26, 2001.

\$7,175,108,834

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

314,747,375 shares as of February 26, 2001.

DOCUMENTS INCORPORATED BY REFERENCE

- (1) Portions of the Annual Report to Stockholders for the fiscal year ended December 31, 2000, 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 26, 2001, are incorporated into Part III hereof.

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AMD, Advanced Micro Devices, AMD-K6, AMD Athlon, AMD Duron and 3DNow! are either our trademarks or our registered trademarks. Vantis is a trademark of Lattice Semiconductor Corporation. Microsoft, Windows, Windows NT and MS-DOS are either registered trademarks or trademarks of Microsoft Corporation. Alpha is a trademark of Compaq Computer Corporation. Pentium is a registered trademark of Intel Corporation. Other terms used to identify companies and products may be trademarks of their respective owners.

Pursuant to Rule 12b-15 of the Securities Exchange Act of 1934, Item 14 of the Advanced Micro Devices, Inc. Annual Report on Form 10-K is amended as follows:

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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 in the accompanying Index to Consolidated Financial Statements and Financial Statement Schedule covered by the Report of Independent Auditors are filed or incorporated by reference as part of this Annual Report on Form 10-K. The following is a list of such financial statements:

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Consolidated Balance Sheets at December 31, 2000 and December 26, 1999	--	24
Consolidated Statements of Stockholders' Equity for each of the three years in the period ended December 31, 2000	--	25
Consolidated Statements of Cash Flows for each of the three years in the period ended December 31, 2000	--	26
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2. Financial Statement Schedule

The financial statement schedule listed below is filed as part of this Annual Report on Form 10-K.

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Schedule for the three years in the period ended December 31, 2000: Schedule II Valuation and Qualifying Accounts	F-4	--

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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. With the exception of the information specifically incorporated by reference into Parts II and IV of this Annual Report on Form 10-K, the 2000 Annual Report to Stockholders is not to be deemed filed as part of this report.

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
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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.

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Exhibit
Number

Description of Exhibits

- 2.3 Stock Purchase Agreement dated as of April 21, 1999, by and between Lattice Semiconductor Corporation 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.
- 2.4 Reorganization Agreement, dated as of May 21, 2000, by and between AMD and BoldCo, Inc., filed as Exhibit 2.1 to AMD's Current Report on Form 8-K dated May 21, 2000, is hereby incorporated by reference.
- 2.5 Recapitalization Agreement, dated as of May 21, 2000, by and among BraveTwo Acquisition, L.L.C., AMD and BoldCo, Inc., filed as Exhibit 2.2 to AMD's Current Report on Form 8-K dated May 21, 2000, is hereby incorporated by reference.
- 3.1 Certificate of Incorporation, as amended, filed as Exhibit 3.1 to AMD's Amendment No. 1 to its Annual Report on Form 10-K for the fiscal year ended December 26, 1999, is hereby incorporated by reference.
- 3.2 By-Laws, as amended, filed as Exhibit 3.2 to AMD's Annual Report on Form 10-K for the fiscal year ended December 26, 1999, are hereby incorporated by reference.
- 3.3 Certificate of Amendment to Restated Certificate of Incorporation dated May 25, 2000, filed as Exhibit 3.3 to AMD's Quarterly Report on Form 10-Q for the period ended July 2, 2000, is hereby incorporated by reference.
- 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, filed as Exhibit 4.2(c) to AMD's Annual Report on Form 10-K for the fiscal year ended December 26, 1999, is hereby incorporated by reference.
- 4.2(d) Third Supplemental Indenture, dated as of July 28, 2000, between AMD and the United States Trust Company, as trustee, filed as Exhibit 4.2(d) to AMD's Quarterly Report on Form 10-Q for the period ended October 1, 2000, is hereby incorporated by reference.
- 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.

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Exhibit Number -----	Description of Exhibits -----
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.
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 ten 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.
*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.

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Exhibit Number -----	Description of Exhibits -----
*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.
+*10.12	Amended and Restated Employment Agreement, dated as of November 3, 2000, between AMD and W. J. Sanders III.
+*10.13	AMD 2000 Stock Incentive Plan.
+*10.14	AMD's U.S. Stock Option Program for options granted after April 25, 2000.
+*10.15	Vice President Incentive Plan.
*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/A 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

Exhibit Number -----	Description of Exhibits -----
**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.
**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	AMD's Stock Option Program for Employees Outside the U.S. for options granted after April 25, 2000.
**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, filed as Exhibit 10.25(a) to AMD's Annual Report on Form 10-K for the fiscal year ended December 26, 1999, is hereby incorporated by reference.
**10.25 (b)	Amendment 2 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, filed as Exhibit 10.25(b) to AMD's Quarterly Report on Form 10-Q for the period ended July 2, 2000, is hereby incorporated by reference.
**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.

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Exhibit Number -----	Description of Exhibits -----
*10.28(c)	Second 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.
*10.29	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.
*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.
*10.36	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.
**10.45	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.
**10.48(a)	C-4 Technology Transfer and Licensing Agreement dated June 11, 1996, between AMD and International Business Machines 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 Machines 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.

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Exhibit Number -----	Description of Exhibits -----
**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 as of 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, 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 (a-4)	Amendment Agreement No. 3 to the Syndicated Loan Agreement, dated as of February 20, 2001, among AMD Saxony Manufacturing GmbH, AMD Saxony Holding GmbH, Dresdner Bank AG, Dresdner Bank Luxembourg S.A. and the banks party thereto.
**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 Sächsische 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.
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.

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Exhibit Number -----	Description of Exhibits -----
+***10.50(f-4)	Third Amendment to Sponsors' Support Agreement, dated as of February 20, 2001, among AMD, AMD Saxony Holding GmbH, Dresdner Bank AG and Dresdner Bank Luxembourg S.A.
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, 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, between 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(j-1)	First Amendment to AMD Holding Wafer Purchase Agreement, dated as of February 20, 2001, between AMD and AMD Saxony Holding GmbH.
**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(l-3)	Second Amendment to AMD Saxonia Wafer Purchase Agreement, dated as of February 20, 2001, between AMD Saxony Holding GmbH and AMD Saxony Manufacturing GmbH.
**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.

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.

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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.

+10.51 (a-1) Second Amendment to Loan and Security Agreement, dated as of February 12, 2001, among AMD, AMD International Sales and Service, Ltd. and Bank of America N.A. (formerly Bank of America NT&SA), as agent.

*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.

*10.54 Management Continuity Agreement, between AMD and Robert R. Herb, filed as Exhibit 10.54 to AMD's Annual Report on Form 10-K for the fiscal year ended December 26, 1999, is hereby incorporated by reference.

*10.55 Employment Agreement, dated as of January 13, 2000, between AMD and Hector de J. Ruiz, filed as Exhibit 10.55 to AMD's Annual Report on Form 10-K for the fiscal year ended December 26, 1999, is hereby incorporated by reference.

*10.56 Form of indemnification agreements with officers and directors of AMD, filed as Exhibit 10.56 to AMD's Annual Report on Form 10-K for the fiscal year ended December 26, 1999, is hereby incorporated by reference.

*10.57 Employment Agreement, dated as of September 27, 2000, between AMD and Robert J. Rivet, filed as Exhibit 10.57 to AMD's Quarterly Report on Form 10-Q for the period ended October 1, 2000, is hereby incorporated by reference.

+13 Pages 8 through 47 of AMD's 2000 Annual Report to Stockholders, 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 Auditor.

+24 Power of Attorney.

* Management contracts and compensatory plans or arrangements required to be filed as an Exhibit to comply with Item 14(a)(3) of Form 10-K.

- ** 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.

1. A Current Report on Form 8-K dated October 11, 2000 reporting under Item 5 - Other Events was filed announcing AMD's third quarter earnings.
2. Current Report on Form 8-K dated December 11, 2000 reporting under Item 5 - Other Events was filed with respect to expected financial results for the fourth quarter ended December 31, 2000.

(d) Fujitsu AMD Semiconductor Limited Financial Statements

This Form 10-K/A-3 is being filed to reflect additional information relating to Fujitsu AMD Semiconductor Limited ("FASL"), for which the fiscal year end is March 31, 2001. 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 owns a 49.992% interest in FASL, and Fujitsu owns the remaining interest.

<TABLE>	
<S>	<C>
Statements of Operations for the three years ended March 31, 2001	13
Balance Sheets at March 31, 2001 and 2000	14
Statements of Stockholders' Equity for the three years ended March 31, 2001	15
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FUJITSU AMD SEMICONDUCTOR LIMITED

STATEMENTS OF OPERATIONS
 FOR THE THREE YEARS ENDED MARCH 31, 2001

 (Thousands except share and per share amounts)

<TABLE>			
<CAPTION>			
	2001	2000	1999
	----	----	----
<S>	<C>	<C>	<C>
Net sales	\$ 916,624	\$ 526,888	\$ 401,130
Expenses:			
Cost of sales	715,148	479,621	351,294
Selling, general and administrative	86,936	51,997	42,633
	-----	-----	-----
	802,084	531,618	393,927
	-----	-----	-----
Operating income (loss)	114,540	(4,730)	7,203
Interest income	9	--	8
Interest expense	(335)	(593)	(1,855)
Other expense, net	(3,153)	(655)	(561)
	-----	-----	-----
Income (loss) before income taxes	111,061	(5,978)	4,795
Provision (benefit) for income taxes	45,833	(2,361)	(6,252)
	-----	-----	-----
Net income (loss)	\$ 65,228	\$ (3,617)	\$ 11,047
	=====	=====	=====
Net income (loss) per common share:			
Basic	\$ 102.56	\$ (5.69)	\$ 17.37
Diluted	\$ 102.56	\$ (5.69)	\$ 17.37
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

BALANCE SHEETS
MARCH 31, 2001 AND 2000-----
(Thousands except share and per share amounts)

<TABLE>

<S>	<C>	2001 ----	<C>	2000 ----
ASSETS				
Current assets:				
Cash and cash equivalents	\$	8	\$	9
Deposits with affiliates		--		22,534
Accounts receivable from affiliates		197,563		70,561
Inventories:				
Raw materials and supplies		7,958		6,406
Work-in-process		58,168		53,990
Finished goods		1,517		1,828
		-----		-----
Total inventories		67,643		62,224
Deferred tax assets		4,431		3,109
Other current assets		5,408		697
		-----		-----
Total current assets		275,053		159,134
Property, plant and equipment:				
Equipment		1,326,207		1,183,231
Buildings		143,406		150,099
Construction in progress		156,013		4,823
		-----		-----
Total property, plant and equipment		1,625,626		1,338,153
Accumulated depreciation		(878,604)		(800,160)
		-----		-----
Property, plant and equipment, net		747,022		537,993
Other assets		11,768		11,050
		-----		-----
TOTAL	\$	1,033,843	\$	708,177
		-----		-----
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Loan payable to affiliates	\$	31,178	\$	--
Accounts payable		251,461		68,450
Payables to affiliates		107,902		36,053
Accrued liabilities		57,635		6,463
Income taxes payable		40,557		20,725
		-----		-----
Total current liabilities		488,733		131,691
Deferred tax liabilities		38,927		53,424
Other accrued liabilities		1,122		1,375
Commitments		--		--
Stockholders' equity:				
Common stock, par value \$500; 800,000 shares authorized; 636,000 shares issued and outstanding in 2001 and 2000		318,790		318,790
Retained earnings		276,589		211,361
Accumulated other comprehensive loss		(90,318)		(8,464)
		-----		-----
Total stockholders' equity		505,061		521,687
		-----		-----
TOTAL	\$	1,033,843	\$	708,177
		-----		-----

</TABLE>

See accompanying notes.

FUJITSU AMD SEMICONDUCTOR LIMITED

STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE THREE YEARS ENDED MARCH 31, 2001-----
(Thousands except share amounts)

<TABLE>

<CAPTION>

Common Stock	Accumulated	
Number	Other	Total

	of Shares	Amount	Retained Earnings	Comprehensive Income (loss)	Stockholders' Equity
<S>	<C>	<C>	<C>	<C>	<C>
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	--	--	11,047	40,134	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	--	--	(3,617)	62,593	58,976
March 31, 2000	636,000	318,790	211,361	(8,464)	521,687
Comprehensive loss:					
Net income	--	--	65,228	--	65,228
Other comprehensive loss:					
Net change in accumulated translation adjustment	--	--	--	(81,854)	(81,854)
Total comprehensive loss	--	--	65,228	(81,854)	(16,626)
March 31, 2001	636,000	\$ 318,790	\$ 276,589	\$ (90,318)	\$ 505,061

</TABLE>

See accompanying notes.

FUJITSU AMD SEMICONDUCTOR LIMITED

<TABLE>
<CAPTION>
STATEMENTS OF CASH FLOWS
FOR THE THREE YEARS ENDED MARCH 31, 2001

(Thousands)	2001 ----	2000 ----	1999 ----
<S>	<C>	<C>	<C>
Cash flows from operating activities:			
Net income (loss)	\$ 65,228	\$ (3,617)	\$ 11,047
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation	227,922	215,145	181,415
Amortization	3,615	3,304	1,848
Net loss on disposal of property, plant and equipment	2,247	673	179
Changes in operating assets and liabilities:			
Decrease (increase) in deposits with an affiliate	21,671	(21,474)	-
Net (increase) decrease in receivables, inventories, and other assets	(181,591)	8,348	5,745
Net decrease in deferred income tax liabilities	(9,667)	(13,601)	(7,928)
Increase (decrease) in income taxes payable	25,593	19,732	(32,842)
Net increase (decrease) in payables, accrued liabilities and other liabilities	361,298	23,969	(79,872)
Net cash provided by operating activities	516,316	232,479	79,592
Cash flows from investing activities:			
Purchase of property, plant and equipment	(551,314)	(109,310)	(101,964)
Proceeds from sale of property, plant and equipment	-	242	85
Net cash used in investing activities	(551,314)	(109,068)	(101,879)
Cash flows from financing activities:			
Proceeds from borrowings from affiliates	665,746	342,787	384,884
Payments on loan from affiliates	(630,748)	(466,200)	(374,384)

Net cash provided by (used in) financing activities	34,998	(123,413)	10,500
	-----	-----	-----
Net effect of exchange rate changes on cash	(1)	3	342
	-----	-----	-----
Net (decrease) increase in cash	(1)	1	(11,445)
Cash and cash equivalents at beginning of year	9	8	11,453
	-----	-----	-----
Cash and cash equivalents at end of year	\$ 8	\$ 9	\$ 8
	-----	-----	-----
Supplemental disclosures of cash flow information:			
Cash paid during the year for:			
Interest	\$ 344	\$ 601	\$ 1,910
	-----	-----	-----
Income taxes	\$ 29,888	\$ 18	\$ 32,608
	-----	-----	-----

</TABLE>

See accompanying notes.

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 advanced integrated circuit manufacturing facilities in Aizu-Wakamatsu, Japan to produce Flash memory devices. FASL also uses foundry facilities in Iwate, Japan and Gresham, Oregon. AMD has a 49.992% interest in FASL, and Fujitsu has the remaining interest. The investment is being accounted for under the equity method.

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 accounting principles generally accepted 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 operating 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 on sales when the contract is in place, the price is determined, shipment is made and collectibility is reasonably assured. Unit selling price is determined by a transfer price agreement. The current agreement, consummated in June 1999 and retroactively applied to products shipped on or after April 1, 1999, calculates unit selling price using approximately 106 percent of cost of sales based on the Commercial Code in Japan. Prior to April 1, 1999, unit selling price was calculated based on a percentage of AMD's ultimate average selling price at a predetermined, nonnegotiable exchange rate.

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.

RECENT ACCOUNTING PRONOUNCEMENTS. In June 1998, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 133 ("SFAS 133"), "Accounting for Derivative Instruments and Hedging Activities." SFAS 133 is required to be adopted for fiscal years beginning after June 15, 2000. This Statement requires recognition of all derivatives on the balance sheet at fair value, and the changes in fair value will be recognized through earnings or other comprehensive income, depending on the nature of the derivatives. The Company does not have any derivative instruments; therefore, SFAS 133 did not have a material impact on the Company's financial position, results of operation or cash flows.

In December 1999, the Securities and Exchange Commission ("SEC") issued SEC Staff Accounting Bulletin No. 101 (SAB 101), "Revenue Recognition in Financial Statements." SAB 101 summarizes certain of the SEC's views in applying

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accounting principles generally accepted in the United States of America to revenue recognition in financial statements. The Company's implementation of SAB 101 had no impact on its financial position, results of operations or cash flows for the year ended March 31, 2001.

USE OF ESTIMATES. The preparation of financial statements is in conformity with accounting principles generally accepted in the United States. Accordingly, management is required 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 will 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, 2001, 2000 and 1999 were with these related parties. FASL made purchases from AMD and Fujitsu totaling \$244 million, \$59 million and \$49 million in 2001, 2000 and 1999, respectively. At March 31, 2001 and 2000, FASL owed AMD, Fujitsu and Fujitsu's subsidiaries approximately \$139 million and \$36 million, respectively. These amounts consist of loan, trade and royalty payables.

The Company has an agreement with Fujitsu Capital Limited ("FCAP"), a wholly owned subsidiary of Fujitsu, to provide financing to FASL at lower interest rates than those offered by banks. If the Company had 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 JV2, in the third quarter of 1997 at a site contiguous to the existing FASL facility in Aizu-Wakamatsu, Japan. Equipment installation in FASL JV2, which is partially operational, is in progress, and the facility is expected to cost approximately \$831 million. Approximately \$824 million of the cost of the facility has been funded as of March 31, 2001. Capital expenditures for FASL JV2 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 JV2, 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, 2001, AMD had \$16 million in loan guarantees outstanding with respect to such loans. The Company started construction of a third facility, FASL JV3, in fiscal year 2001. The planned FASL JV2 and FASL JV3 costs are denominated in yen and are, therefore, subject to change due to foreign exchange rate fluctuations.

FASL has also expanded its production capacity through a foundry arrangement with Fujitsu Microelectronics, Inc. ("FMI"). In connection with this foundry arrangement, AMD agreed to guarantee up to \$125 million of Fujitsu's obligations under FMI's credit facility. As of March 31, 2001, AMD had \$125 million in loan guarantees outstanding with respect to this agreement. The Company did not have any loan guarantees outstanding as of March 31, 1999 and 2000 with respect to this agreement.

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 his or her 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"), the foreign currency translation adjustments are included in "other comprehensive loss."

As of March 31, 2001 and 2000 the components of accumulated other comprehensive loss, consisting only of cumulative translation adjustments, were \$90,318,000 and \$8,464,000, respectively.

5. INCOME TAXES

Provision (benefit) for income taxes consists of:

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<TABLE>
<CAPTION>

(Thousands)	2001	2000	1999
Current:			
Foreign National	\$ 36,855	\$ 13,134	\$ (226)
Foreign Local	18,645	6,661	(117)
Deferred:			
Foreign National and Local	(9,667)	(22,156)	(5,909)
Provision (benefit) for income taxes	\$ 45,833	\$ (2,361)	\$ (6,252)

</TABLE>

Significant components of the Company's deferred tax assets and liabilities as of March 31, 2001 and 2000 are as follows:

<TABLE>
<CAPTION>

(Thousands)	2001	2000
Deferred tax assets:		
Inventory reserves	\$ 759	\$ 2,958
Enterprise tax	3,551	1,819
Accrued expenses not currently deductible	2,106	1,328
Total deferred tax assets	6,416	6,105
Deferred tax liabilities:		
Depreciation	(39,605)	(53,895)
Inventory reserves	(702)	(2,327)
Other	(605)	(198)
Total deferred tax liabilities	(40,912)	(56,420)
Net deferred tax liabilities	\$ (34,496)	\$ (50,315)

</TABLE>

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

<TABLE>
<CAPTION>

	2001	2000
1999		

(Thousands except percent) Rate	Tax	Rate	Tax	Rate	Tax
<S>	<C>	<C>	<C>	<C>	<C>
Statutory income tax provision (benefit)	\$ 45,760	41.2 %	\$ (2,460)	41.2 %	\$ 2,238
46.7 %					
Permanent book/tax differences	64	0.1	81	(1.4)	(55)
(1.1)					
Inhabitant tax per capita	36	0.0	36	(0.6)	31
0.6					
Effect of tax rate change	-	-	-	-	(8,131)
(169.6)					
Other	(27)	0.0	(18)	0.3	(335)
(7.0)					
	\$ 45,833	41.3 %	\$ (2,361)	39.5 %	\$ (6,252)
(130.4) %					

</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, 2001, the Company had commitments of approximately \$353 million for the purchase and installation of equipment in FASL facilities.

The Company leases 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
2002	\$ 6,255
2003	1,122
2004	379
2005	379
2006	379
2007 and thereafter	6,546
Total	\$ 15,060

Rent expense was \$12,266,000, \$12,897,000 and \$5,402,000 in 2001, 2000 and 1999, respectively.

8. RETAINED EARNINGS

The amount of retained earnings available for dividends under the Commercial Code in Japan is \$173,527,000. This amount 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 EVENTS

During the quarter ended July 1, 2001, the Company received capital contributions of approximately \$250 million from AMD and Fujitsu by issuing

339,753 additional new shares at above par value. The purpose of the equity infusion was to provide cash for planned capital expenditures related to FASL JV3.

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, 2001 and 2000, and the related statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended March 31, 2001. 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, 2001 and 2000, and the results of its operations and its cash flows for each of the three years in the period ended March 31, 2001 in conformity with accounting principles generally accepted in the United States of America.

/s/ Ernst & Young

Tokyo, Japan
September 10, 2001

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.

September 26, 2001

By: /s/ Robert J. Rivet

Robert J. Rivet
Senior Vice President,
Chief Financial Officer