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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

November 16, 2009
Date of Report (Date of earliest event reported)

ADVANCED MICRO DEVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

001-07882
(Commission File Number)

94-1692300
(IRS Employer Identification Number)

**One AMD Place
P.O. Box 3453
Sunnyvale, California 94088-3453**
(Address of principal executive offices) (Zip Code)

(408) 749-4000
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Board of Directors (the "Board") of Advanced Micro Devices, Inc. ("AMD" or the "Company") appointed Nicholas M. Donofrio as a director effective November 16, 2009. Mr. Donofrio was also appointed to the Nominating and Corporate Governance Committee of the Board.

Mr. Donofrio will receive similar benefits the Company provides to non-employee independent directors, which are described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 18, 2009. On November 16, 2009, Mr. Donofrio was granted 50,000 restricted stock units, which will vest in equal installments on the anniversary of the date of grant over three years.

A copy of the press release announcing Mr. Donofrio's appointment is attached as Exhibit 99.1 hereto.

Item 7.01. Regulation FD Disclosure.

The information in this Report furnished pursuant to Item 7.01 shall not be deemed "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. It may only be incorporated by reference in another filing under the Exchange Act or the Securities Act of 1933, as amended, if such subsequent filing specifically references the information furnished pursuant to Item 7.01 of this Report.

The following disclosure constitutes a forward-looking statement that is based on current expectations and beliefs and involves numerous risks and uncertainties that could cause actual results to differ materially from expectations. This forward-looking statement should not be relied upon as a prediction of future events as the Company cannot assure you that the events or circumstances reflected in this statement will be achieved or will occur. The forward-looking statement relates to the Company's expectations relating to depreciation and amortization charges for fiscal year 2010. Material factors and assumptions that were applied in making these forward-looking statements include, without limitation, the following: (1) the expected rate of market growth and demand for the Company's products and technologies (and the mix thereof); (2) the Company's expected market share; (3) the Company's expected product and manufacturing costs and average selling prices; (4) the Company's overall competitive position and the competitiveness of the Company's current and future products; (5) the Company's ability to introduce new products and transition to more advanced manufacturing process technologies, consistent with the Company's current plans; (6) the Company's ability to make additional investment in research and development and that such opportunities will be available; and (7) the expected demand for computers. Material factors that could cause actual results to differ materially from current expectations include, without limitation, the following: (1) that Intel Corporation's pricing, marketing and rebating programs, product bundling, standard setting, new product introductions or other activities may negatively impact sales; (2) that the Company's substantial indebtedness could adversely affect the Company's

financial position and prevent it from implementing the Company's strategy or fulfilling its contractual obligations; (3) that the Company will require additional funding and may be unable to raise sufficient capital, on favorable terms, or at all; (4) that the Company may be unable to maintain the level of investment in research and development that is required to remain competitive; (5) that the Company may be unable to develop, launch and ramp new products and technologies in the volumes required by the market on a timely basis; (6) that the Company may be unable to transition to advanced manufacturing process technologies in a timely and effective way; (7) that there may be unexpected variations in market growth and demand for the Company's products and technologies in light of the product mix that the Company may have available at any particular time; (8) that demand for computers will be lower than currently expected; (9) that the Company may under-utilize GLOBALFOUNDRIES' and the Company's own manufacturing facilities; and (10) the effect of political or economic instability, domestically or internationally, on the Company's sales or production. For a discussion of the factors that could cause actual results to differ materially from the forward-looking statement in the following disclosure, see the "Risk Factors" section and elsewhere in the Company's annual report on Form 10-K for the year ended December 27, 2008 and such other risks and uncertainties as detailed in the Company's other SEC reports and filings. You are cautioned not to place undue reliance on forward-looking statements, which reflect management's analysis only. The Company assumes no obligation to update forward-looking statements.

The Company expects AMD Product Company fiscal year 2010 depreciation and amortization expense to be in the range of \$340 million to \$370 million.

For financial reporting purposes, AMD consolidates the operating results of GLOBALFOUNDRIES Inc. in its results as of March 2, 2009 and created the Foundry segment as of the start of the fiscal year. "AMD Product Company" refers to AMD, excluding the operating results of the Foundry segment and Intersegment eliminations. Intersegment eliminations consist of revenues, cost of sales and profits on inventory between AMD Product Company and the Foundry segment. AMD is providing the financial information for AMD Product Company because it believes it is important for investors to have visibility into AMD's financial results excluding the Foundry segment and Intersegment eliminations and to better understand AMD's financial results absent the requirement to consolidate the financial results of GLOBALFOUNDRIES.

Item 8.01. Other Events.

On November 18, 2009, pursuant to the Indenture dated October 29, 2004, between the Company and Wells Fargo Bank, National Association, as Trustee (the "Indenture"), relating to the 7.75% Senior Notes Due 2012 (the "Notes"), the Company announced that it notified the holders of the Notes that on December 18, 2009 the Company will redeem all outstanding principal amount of the Notes (as of November 18, 2009, \$390 million), at a redemption price of 101.938% of the principal amount outstanding plus accrued and unpaid interest, if any, on that principal amount to, but excluding, the redemption date. A copy of the press release is attached as Exhibit 99.2 hereto.

On November 18, 2009, the Company announced a proposed private offering of \$500 million of senior notes to qualified institutional buyers pursuant to Rule 144A and in offshore transactions pursuant to Regulation S under the Securities Act of 1933, as amended. A copy of the press release is attached as Exhibit 99.3 hereto.

On November 18, 2009, the Company announced the commencement of a cash tender offer for up to \$1,000,000,000 in aggregate principal amount of its outstanding 5.75% Convertible Senior Notes due 2012. A copy of the press release is attached as Exhibit 99.4 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 17, 2009.
99.2	Press Release dated November 18, 2009.
99.3	Press Release dated November 18, 2009.
99.4	Press Release dated November 18, 2009.

SIGNATURES

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

Date: November 18, 2009

ADVANCED MICRO DEVICES, INC.

By: _____ /s/ PATRICIA K. WELLS
Name: Patricia K. Wells
Title: Corporate Vice President,
Staff Operations, and Corporate Secretary

Exhibit Index.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 17, 2009.
99.2	Press Release dated November 18, 2009.
99.3	Press Release dated November 18, 2009.
99.4	Press Release dated November 18, 2009.

NEWS RELEASE

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AMD Appoints Nicholas Donofrio to Company's Board of Directors

– 44-year IBM veteran led the company's innovation and technology –

SUNNYVALE, Calif. — Nov. 17, 2009 — AMD (NYSE: AMD) today announced that Nicholas M. Donofrio, 64, has been appointed to the company's board of directors. Donofrio spent 44 years at IBM, starting as a logic and memory chip designer and rising to lead the company's technology strategy and innovation.

"Nick is a highly-respected technology and business leader who has driven some of the industry's most successful and important technology initiatives during the past four decades," said Bruce Claflin, chairman, AMD Board of Directors. "He will be a great addition to our board."

Prior to his retirement from IBM in 2008, Donofrio was an IBM fellow and executive vice president of innovation and technology. His focus on innovation contributed to IBM being awarded the highest number of patents of any company for 13 consecutive years. During his career, Donofrio held a variety of leadership roles in IBM's server, advanced workstations, personal computing, manufacturing and semiconductor development divisions.

Donofrio also serves as a board member for The Bank of New York Mellon Corporation and Liberty Mutual. He is on the board of trustees for the Rensselaer Polytechnic Institute and is co-chair of the New York Hall of Science Board of Trustees.

Donofrio holds a bachelor's degree from the Rensselaer Polytechnic Institute and a master's degree from Syracuse University.

About AMD

Advanced Micro Devices (NYSE: AMD) is an innovative technology company dedicated to collaborating with customers and technology partners to ignite the next generation of computing and graphics solutions at work, home and play. For more information, visit <http://www.amd.com>.

NEWS RELEASE

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AMD Announces Redemption of 7.75% Senior Notes Due 2012

SUNNYVALE, Calif. — Nov. 18, 2009 — AMD (NYSE: AMD) today announced that it will redeem all outstanding principal amount of its 7.75% Senior Notes due 2012 (the “Notes”) on December 18, 2009. The notice of redemption will be mailed to the holders of the Notes on November 18, 2009.

Questions regarding the redemption should be directed to Wells Fargo Bank, National Association, the trustee under the indenture governing the Notes, at Wells Fargo Bank, National Association, Corporate Trust Services, 707 Wilshire Boulevard, 17th Floor, Los Angeles, CA 90017.

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**AMD Announces Private Offering of \$500 Million
of Senior Notes**

SUNNYVALE, Calif. — Nov. 18, 2009 — Advanced Micro Devices, Inc. (NYSE: AMD) today announced that it intends to commence an offering, subject to market and other conditions, of \$500 million aggregate principal amount of senior notes in a private offering. AMD intends to use the proceeds, along with existing cash, to purchase its 5.75% Convertible Senior Notes due 2012 validly tendered pursuant to the company's tender offer for such notes, which was also announced today. Net proceeds not used in the tender offer, if any, will be used for general corporate purposes.

The new senior notes have not been registered under the Securities Act of 1933, as amended, or applicable state securities laws, and will be offered only to qualified institutional buyers in reliance on Rule 144A and in offshore transactions pursuant to Regulation S under the Securities Act of 1933, as amended. Unless so registered, the new senior notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

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Forward-Looking Statements

This news release contains “forward-looking” statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Act. Forward-looking statements reflect current expectations and projections about future events, and thus involve uncertainty and risk. It is possible that future events, including whether the offering is completed on the terms specified or at all, may differ from expectations due to a variety of risks and other factors such as those described in AMD’s Annual Report on Form 10-K for the fiscal year ended December 27, 2008, as updated by subsequent Quarterly Reports on Form 10-Q, as filed with the U.S. Securities and Exchange Commission. It is not possible to foresee or identify all such factors. Any forward-looking statements in this news release are based on certain assumptions and analyses made in light of AMD’s experience and perception of historical trends, current conditions, expected future developments, and other factors it believes are appropriate in the circumstances. Forward-looking statements are not a guarantee of future performance and actual results or developments may differ materially from expectations. AMD does not intend to update any particular forward-looking statements contained in this news release.

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NEWS RELEASE

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**AMD Commences Tender Offer for its 5.75%
Convertible Senior Notes due 2012**

SUNNYVALE, Calif. — Nov. 18, 2009 — AMD (NYSE: AMD) today announced that it commenced a cash tender offer for up to \$1,000,000,000 in aggregate principal amount of its outstanding 5.75% Convertible Senior Notes due 2012 (the “notes”). AMD intends to finance the purchase of the notes tendered in the tender offer with the net proceeds from the closing of AMD’s private offering of \$500,000,000 aggregate principal amount of senior notes due 2017 (the “New Notes Offering”), which was separately announced by AMD today, and from the receipt of the \$1.25 billion cash payment (the “Settlement Payment”) from Intel Corporation pursuant to the Company’s recently announced settlement agreement with Intel.

The tender offer will expire at 12:00 midnight, New York City time, on Wednesday, December 16, 2009, unless extended (such date and time, as it may be extended, the “Expiration Date”) or earlier terminated by AMD. Holders who validly tender, and do not validly withdraw, their notes on or prior to the Expiration Date will be entitled to receive \$990 for each \$1,000 principal amount of notes purchased in the tender offer, plus accrued and unpaid interest to, but not including, the date of payment for the notes accepted for payment. Tenders of notes must be made on or prior to the Expiration Date, and notes may be withdrawn at any time on or prior to the Expiration Date.

To the extent that acceptances of all validly tendered notes would require AMD to purchase more than \$1,000,000,000 in aggregate principal amount of notes in connection with the tender offer, AMD will allocate acceptances on a pro rata basis among the tendering Holders.

The tender offer is contingent upon the satisfaction of certain conditions, including the closing of New Notes Offering, which will be subject to customary closing conditions, and the receipt of the Settlement Payment.

Full details of the terms and conditions of the tender offer are included in the Offer to Purchase, dated November 18, 2009, and AMD's Schedule TO which have been filed with the Securities and Exchange Commission.

AMD has retained J.P. Morgan Securities Inc. and Citadel Securities LLC to act as Dealer Managers for the tender offer. Questions regarding the tender offer may be directed to J.P. Morgan Securities Inc. at (800) 261-5767 (toll-free) or Citadel Securities LLC at (877) 660-1735 (toll-free). Requests for the Offer to Purchase and other documents relating to the tender offer may be directed to MacKenzie Partners, Inc., the Information Agent in connection with the tender offer, at (212) 929-5500 (collect) or (800) 322-2885 (toll-free).

Neither AMD, nor any member of its Board of Directors, nor the dealer managers nor the information agent is making any recommendation to Holders as to whether to tender or refrain from tendering their notes into the tender offer. Holders must decide whether they will tender in the offer and, if so, how many notes they will tender.

This release is for information purposes only and is neither an offer to purchase nor a solicitation of an offer to sell the notes or any other securities. The tender offer is only being made pursuant to the tender offer documents, including the Offer to Purchase and the related letter of transmittal that AMD is distributing to Holders. The tender offer is not being made to Holders in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

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