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

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**FORM 8-K**

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**CURRENT REPORT**

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

**July 26, 2010  
Date of Report (Date of earliest event reported)**

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**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 8.01. Other Events.**

On July 26, 2010, 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 99.1 hereto.

On July 26, 2010, the Company announced the commencement of a cash tender offer for up to \$800,000,000 in aggregate principal amount of its outstanding 6.00% Convertible Senior Notes due 2015. A copy of the press release is attached as Exhibit 99.2 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 26, 2010.
99.2	Press Release dated July 26, 2010.

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**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: July 26, 2010

ADVANCED MICRO DEVICES, INC.

By: \_\_\_\_\_ /s/ FAINA MEDZONSKY  
Name: **Faina Medzonsky**  
Title: **Assistant Secretary**

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**Exhibit Index.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 26, 2010.
99.2	Press Release dated July 26, 2010.

**Media Contact**  
**Mike Silverman**  
**512-602-3781**

**michael.silverman@amd.com**

**Investor Contact**  
**Ruth Cotter**  
**408-749-3887**  
**ruth.cotter@amd.com**

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

**SUNNYVALE, Calif. — July 26, 2010** — 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 due 2020 in a private offering. AMD intends to use the net proceeds, along with existing cash, to purchase up to \$800,000,000 in aggregate principal amount of its 6.00% Convertible Senior Notes due 2015 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.

**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>.

**Forward-Looking Statements**

This news release contains "forward-looking" statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. 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 26, 2009, as updated by its Quarterly Report on Form 10-Q for the quarter ended March 27, 2010, as filed with the 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.

**AMD, the AMD Arrow logo and combination thereof are trademarks of Advanced Micro Devices, Inc. Other names are for informational purposes only and may be trademarks of their respective owners.**

**Media Contact**  
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**512-602-3781**

**[michael.silverman@amd.com](mailto:michael.silverman@amd.com)**

**Investor Contact**  
**Ruth Cotter**  
**408-749-3887**  
**[ruth.cotter@amd.com](mailto:ruth.cotter@amd.com)**

**AMD Commences Tender Offer for its 6.00%  
Convertible Senior Notes due 2015**

**SUNNYVALE, Calif. — July 26, 2010** — Advanced Micro Devices, Inc. (NYSE: AMD) today announced that it commenced a cash tender offer for up to \$800,000,000 in aggregate principal amount of its outstanding 6.00% Convertible Senior Notes due 2015 (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 2020 (the “New Notes Offering”), which was separately announced by AMD today, along with its existing cash.

The tender offer will expire at 12:00 midnight, New York City time, on August 20, 2010, 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 \$1,000 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 \$800,000,000 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.

Full details of the terms and conditions of the tender offer are included in the Offer to Purchase, dated July 26, 2010, and AMD’s Schedule TO which have been filed with the Securities and Exchange Commission.

AMD has retained J.P. Morgan Securities Inc. and Citigroup Global Markets Inc. 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 Citigroup Global Markets Inc. at (800) 558-3745 (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 and Depositary 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/Depositary 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.

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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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