
**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

June 2, 2014
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 8.01 Other Events.

On June 2, 2014, Advanced Micro Devices, Inc. (the “*Company*”) announced by separate press releases the following:

- 1) A proposed offering of \$400 million aggregate principal amount of senior notes due 2024 to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “*Securities Act*”) and in offshore transactions pursuant to Regulation S under the Securities Act (the “*New Notes Offering*”). A copy of the press release regarding the New Notes Offering is attached as Exhibit 99.1 hereto and is incorporated herein by reference.
- 2) The commencement of a cash tender offer for the Company’s outstanding 8.125% Senior Notes due 2017 (the “*8.125% Notes*”). A copy of the press release regarding the 8.125% Notes tender offer is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated June 2, 2014 regarding the New Notes Offering.
99.2	Press release dated June 2, 2014 regarding the 8.125% Notes tender offer.

SIGNATURES

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

Date: June 2, 2014

ADVANCED MICRO DEVICES, INC.

By: /s/ Harry A. Wolin

Name: Harry A. Wolin

Title: Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated June 2, 2014 regarding the New Notes Offering.
99.2	Press release dated June 2, 2014 regarding the 8.125% Notes tender offer.

NEWS RELEASE

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**AMD Announces Private Offering of \$400 Million
of Senior Notes**

SUNNYVALE, Calif. — June 2, 2014 — Advanced Micro Devices, Inc. (NYSE: AMD) today announced that it intends to commence a private offering, subject to market and other conditions, of \$400 million aggregate principal amount of senior notes due 2024. AMD intends to use the net proceeds received in the offering (the “Net Proceeds”) to repurchase its outstanding 8.125% Senior Notes due 2017 (the “8.125% Notes”) through a tender offer which also launched today, June 2, 2014 (the “8.125% Tender Offer”). AMD intends to use the Net Proceeds to fund the purchase of all 8.125% Notes that are early tendered (the “Early Tender”) in accordance with the terms of the 8.125% Tender Offer.

To the extent AMD still has 8.125% Notes outstanding following settlement of the Early Tender, prior to or following the expiration of the 8.125% Tender Offer, AMD intends to use the remaining Net Proceeds to redeem any and all remaining outstanding 8.125% Notes. To the extent the remaining Net Proceeds are not enough to redeem the then outstanding 8.125% Notes, AMD intends to use cash on hand, including the remaining net proceeds from its February 2014 offering of its 6.75% Senior Notes due 2019, if required, to fund the redemption of any such 8.125% Notes. To the extent AMD has remaining Net Proceeds after the completion of the 8.125% Notes Tender Offer and any redemption of 8.125% Notes, AMD will use such remaining Net Proceeds to redeem, repurchase or otherwise retire other outstanding indebtedness.

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 news 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

AMD (NYSE: AMD) designs and integrates technology that powers millions of intelligent devices, including personal computers, tablets, game consoles and cloud servers that define the new era of surround computing. AMD solutions enable people everywhere to realize the full potential of their favorite devices and applications to push the boundaries of what is possible. For more information, visit www.amd.com.

Cautionary Statement

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, including whether the offering is completed on the terms specified or at all and AMD’s anticipated use of proceeds from the offering, and thus involve uncertainty and risk. It is possible that future events 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 28, 2013 and Quarterly Report on Form 10-Q for the quarter ended March 29, 2014, 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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**AMD Commences Tender Offer for its
8.125% Senior Notes due 2017**

SUNNYVALE, Calif. — June 2, 2014 — Advanced Micro Devices, Inc. (NYSE: AMD) today announced that it commenced a cash tender offer (“Tender Offer”) for any and all of its outstanding 8.125% Senior Notes due 2017 (the “8.125% Notes”). Concurrent with the Tender Offer, AMD is also soliciting consent from the holders of the Notes (the “Holders”) for proposed amendments (the “Proposed Amendments”) to the terms of the 8.125% Notes to reduce the minimum notice period required in connection with redemption of the 8.125% Notes from 30 days to 3 business days. AMD intends to finance the purchase of the 8.125% Notes tendered in the tender offer with the net proceeds from the closing of AMD’s private offering of \$400 million of senior notes due 2024 (the “New Notes Offering”), which was also separately announced by AMD today. To the extent the net proceeds from the New Notes Offering are not enough to redeem the then outstanding 8.125% Notes, AMD intends to use cash on hand, including the remaining net proceeds from its February 2014 offering of its 6.75% Senior Notes due 2019, if required, to fund the redemption of any such 8.125% Notes.

The Tender Offer will expire at 12:00 midnight, New York City time, on June 27, 2014, unless extended (such date and time, as it may be extended, the “Expiration Time”) or earlier terminated by AMD. Holders who validly tender, and do not validly withdraw, their 8.125% Notes on or prior to the Expiration Time will be entitled to receive \$1,025.88 for each \$1,000 principal amount of 8.125% Notes purchased in the Tender Offer, plus accrued and unpaid interest to, but not including, the date of payment for the 8.125% Notes accepted for payment. Furthermore, Holders who (i) validly tender, and do not validly withdraw, their 8.125% Notes and (ii) consent to the Proposed Amendments, at or prior to 12:00 midnight, New York City time, on June 13, 2014 (the “Consent Payment Date”), will receive \$20.00 for each \$1,000 principal amount of 8.125% Notes purchased pursuant to the Tender Offer, resulting in a total consideration of \$1,045.88 for each \$1,000 principal amount of 8.125% Notes. Upon the receipt of the required consents to approve the Proposed Amendments, AMD will enter into a supplemental indenture to amend the terms of the indenture governing the 8.125% Notes (the “Effective Time”). Holders who tender their 8.125% Notes prior to the Consent Payment Deadline may withdraw their tendered 8.125% Notes at any time prior to the earlier of the Effective Time or 12:00 midnight, New York City time, on June 13, 2014. Holders who tender their 8.125% Notes after such withdrawal deadline may not withdraw their tendered 8.125% Notes.

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 and Consent Solicitation dated June 2, 2014.

AMD has retained J.P. Morgan Securities LLC to act as the Dealer Manager for the tender offer and as Solicitation Agent for the consent solicitation. Questions regarding the tender offer may be directed to

J.P. Morgan Securities LLC at (800) 245-8812(toll-free) or (212) 270-1200 (collect). Requests for the Offer to Purchase and Consent Solicitation 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 (800) 322-2885 (toll-free) or (212) 929-5500 (collect).

None of AMD, any member of its Board of Directors, the Dealer Manager and Solicitation Agent or the Information Agent/Depositary is making any recommendation to Holders as to whether to tender or refrain from tendering their 8.125% Notes into the Tender Offer. Holders must decide whether they will tender in the Tender Offer and, if so, how many 8.125% Notes they will tender.

This news release is for information purposes only and is neither an offer to purchase nor a solicitation of an offer to sell the 8.125% Notes or any other securities. The Tender Offer is only being made pursuant to the Tender Offer documents, including the offer to purchase and consent solicitation statement and the related consent and letter of transmittal that AMD is distributing to Holders of the 8.125% Notes. 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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