

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

May 7, 2020  
Date of Report (date of earliest event reported)

**AMD**  
**ADVANCED MICRO DEVICES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**001-07882**  
(Commission File Number)

**94-1692300**  
(I.R.S. Employer Identification No.)

**2485 Augustine Drive**  
**Santa Clara, California 95054**  
(Address of principal executive offices) (Zip Code)

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

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 (see General Instruction A.2. below):

- 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	AMD	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 7, 2020, Advanced Micro Devices, Inc. (the “Company”) held its 2020 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on the following three proposals, each of which is described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 26, 2020 (the “Proxy”):

**Proposal No. 1: Election of Directors.** The following individuals were elected to the Company’s Board of Directors:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-votes</u>
John E. Caldwell	730,125,350	16,406,383	5,516,672	230,979,684
Nora M. Denzel	728,262,519	18,259,041	5,526,845	230,979,684
Mark Durcan	734,466,031	12,029,608	5,552,766	230,979,684
Michael P. Gregoire	743,291,895	2,968,001	5,788,509	230,979,684
Joseph A. Householder	742,970,876	3,318,028	5,759,501	230,979,684
John W. Marren	743,965,151	2,316,745	5,766,509	230,979,684
Lisa T. Su	747,489,595	896,098	3,662,712	230,979,684
Abhi Y. Talwalkar	675,467,732	68,764,387	7,816,286	230,979,684

**Proposal No. 2: Ratification of the Appointment of the Independent Registered Public Accounting Firm.** The Company’s stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 26, 2020.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-votes</u>
943,572,120	31,510,552	7,945,417	—

**Proposal No. 3: Approval, on a Non-Binding Advisory Basis, of the Compensation of the Company’s Named Executive Officers (“Say-on-Pay”).** The Company’s stockholders approved, on a non-binding basis, the compensation of the Company’s named executive officers as disclosed in the Proxy.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-votes</u>
503,080,677	213,401,018	35,566,710	230,979,684

**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: May 12, 2020

**ADVANCED MICRO DEVICES, INC.**

By: /s/ Harry A. Wolin

Name: Harry A. Wolin

Title: Senior Vice President, General Counsel and Corporate Secretary