

ADVANCED MICRO DEVICES INC  
Form DEFA14A  
January 15, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

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

**January 15, 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)  
**One AMD Place**

**94-1692300**  
(IRS Employer Identification Number)

**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:

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- x 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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On October 6, 2008, Advanced Micro Devices, Inc. (the *Company*) filed a Current Report on Form 8-K (the *Original 8-K*) describing the Master Transaction Agreement by and among the Company, Advanced Technology Investment Company LLC, a limited liability company established under the laws of the Emirate of Abu Dhabi and wholly owned by the Government of the Emirate of Abu Dhabi ( *ATIC* ), and West Coast Hitech L.P., an exempted limited partnership organized under the laws of the Cayman Islands, acting through its general partner, West Coast Hitech G.P., Ltd., a corporation organized under the laws of the Cayman Islands (the *Master Transaction Agreement* ), pursuant to which ATIC and the Company will form a manufacturing joint venture, The Foundry Company, an exempted company to be incorporated under the laws of the Cayman Islands ( *The Foundry Company* ). The Original 8-K also described the form of Shareholders Agreement (the *Shareholders Agreement* ) by and among the Company, ATIC and The Foundry Company, the form of Funding Agreement among the Company, ATIC and The Foundry Company (the *Funding Agreement* ), and the form of Wafer Supply Agreement between the Company and The Foundry Company (the *Wafer Supply Agreement* ), each to be entered in connection with closing of the transactions contemplated by the Master Transaction Agreement.

On October 22, 2008, the Company filed an amendment to the Original 8-K on Form 8-K/A (the *Original 8-K/A* ) to attach each of the Master Transaction Agreement, the form of Shareholders Agreement, the form of Funding Agreement and the form of Wafer Supply Agreement as exhibits to the Original 8-K.

The Company is filing this Form 8-K/A to further amend the Original 8-K by replacing the form of Wafer Supply Agreement that was attached as Exhibit 10.4 to the Original 8-K/A with the form of Wafer Supply Agreement attached as Exhibit 10.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description                                                                                         |
|-------------|-----------------------------------------------------------------------------------------------------|
| 10.1*       | Form of Wafer Supply Agreement by and between Advanced Micro Devices, Inc. and The Foundry Company. |
| -           |                                                                                                     |

\* Certain portions have been omitted pursuant to a confidential treatment request. Omitted information has been filed separately with the Securities and Exchange Commission.

**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: January 15, 2009

ADVANCED MICRO DEVICES, INC.

By: /s/ Faina Medzonsky

Name: Faina Medzonsky

Title: Assistant Secretary

**Exhibit Index.**

| <b>Exhibit No.</b> | <b>Description</b>                                                                                  |
|--------------------|-----------------------------------------------------------------------------------------------------|
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