

ADVANCED MICRO DEVICES INC  
Form 8-K  
May 22, 2013

**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 16, 2013**

**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)

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**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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 16, 2013, Advanced Micro Devices, Inc. (the Company) adopted revised guidelines for usage of aircraft chartered by the Company ( Company-Provided Aircraft ) and commercial travel (the Guidelines ). Generally, the Guidelines provide a framework for the use of a Company-Provided Aircraft for the Company's Chief Executive Officer, other executive officers and senior vice presidents and members of the Company's Board of Directors.

As revised, the Guidelines eliminate tax gross-up payments to cover any individual income taxes incurred for use of Company-Provided Aircraft or commercial travel. Further, the Guidelines limit the use of a Company-Provided Aircraft to business trips, as more fully set forth in the Guidelines. Any use of a Company-Provided Aircraft, or any exceptions to the Guidelines, must be approved in advance by the Company's Chief Executive Officer or Chief Financial Officer.

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

On May 16, 2013, the Company held its 2013 Annual Meeting of Stockholders (the Annual Meeting ). To allow additional time for stockholders to vote on Proposal No. 3, a proposed amendment and restatement of the Company's 2004 Equity Incentive Plan described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 25, 2013 (the Proxy ), the Annual Meeting with respect to such proposal was adjourned until 12:00 p.m., Pacific Time, on Thursday, May 30, 2013, at the Company's offices at One AMD Place, Sunnyvale, California.

This Current Report on Form 8-K will be amended to report the final voting results on Proposal No. 3 once such final results are received by the Company. The final voting results for each of the remaining proposals submitted to a vote of stockholders at the Annual Meeting, each of which is described in detail in the Proxy, are set forth below.

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

| Nominee              | For         | Against    | Abstain   | Broker Non-votes |
|----------------------|-------------|------------|-----------|------------------|
| Bruce L. Claflin     | 286,410,734 | 6,949,290  | 3,204,903 | 198,144,867      |
| W. Michael Barnes    | 286,522,969 | 6,719,856  | 3,322,102 | 198,144,867      |
| John E. Caldwell     | 284,441,933 | 8,718,771  | 3,404,223 | 198,144,867      |
| Henry WK Chow        | 286,471,182 | 6,672,186  | 3,421,559 | 198,144,867      |
| Nicholas M. Donofrio | 267,048,844 | 26,048,726 | 3,467,357 | 198,144,867      |

|                     |             |            |           |             |
|---------------------|-------------|------------|-----------|-------------|
| H. Paulett Eberhart | 269,032,289 | 24,137,632 | 3,395,006 | 198,144,867 |
| Martin L. Edelman   | 283,851,948 | 9,106,375  | 3,606,604 | 198,144,867 |
| John R. Harding     | 283,866,815 | 9,025,106  | 3,673,006 | 198,144,867 |
| Rory P. Read        | 284,458,379 | 8,937,486  | 3,169,062 | 198,144,867 |
| Ahmed Yahia         | 284,173,564 | 9,102,855  | 3,288,508 | 198,144,867 |

**Proposal No. 2: Ratification of the Appointment of the Independent Registered Public Accounting Firm.** The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013.

| For         | Against    | Abstain   | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 477,030,856 | 13,396,099 | 4,282,839 |                  |

**Proposal No. 4: Approval on a Non-Binding, Advisory Basis of the Compensation of our Named Executive Officers ( Say-on-Pay ).** The stockholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy.

| For         | Against    | Abstain   | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 254,434,424 | 37,948,379 | 4,182,124 | 198,144,867      |

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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 22, 2013

ADVANCED MICRO DEVICES, INC.

By: */s/ Faina Roeder*  
Name: Faina Roeder  
Title: Assistant Secretary

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