

ADVANCED MICRO DEVICES INC
Form 10-Q/A
July 28, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/A

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended April 2, 2011

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number 001-07882

ADVANCED MICRO DEVICES, INC.

(Exact name of registrant as specified in its charter)

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Delaware (State or other jurisdiction of incorporation or organization)	94-1692300 (I.R.S. Employer Identification No.)
One AMD Place Sunnyvale, California (Address of principal executive offices)	94088 (Zip Code)
Registrant's telephone number, including area code: (408) 749-4000	

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of the registrant's common stock, \$0.01 par value, as of May 12, 2011: 687,543,533

Explanatory Note

This Amendment No. 1 to Form 10-Q (this Amendment Filing) amends the Quarterly Report on Form 10-Q of Advanced Micro Devices, Inc. (AMD) for the fiscal quarter ended April 2, 2011, which was originally filed on May 10, 2011 (the Original Filing). AMD is filing this Amendment Filing solely for the purpose of re-filing Exhibit 10.1 thereto in response to comments received from the Staff of the Securities and Exchange Commission in connection with a confidential treatment request with respect to the Wafer Supply Agreement Amendment No. 1, dated as of March 29, 2011, by and among AMD, GLOBALFOUNDRIES Inc. (GF), GLOBALFOUNDRIES U.S. Inc. and GLOBALFOUNDRIES Singapore Pte. Ltd. (the WSA Amendment). As a result, portions of Section 2.3 of the WSA Amendment, relating to the basis of pricing of chipset products to be manufactured by GF, and in Section 3.3(b) and 3.4(a), (c) and (d) of the WSA Amendment, relating to specific amounts that may become payable by AMD in 2012 pursuant to the WSA Amendment if GF meets specified conditions related to continued availability of 32nm capacity as of the beginning of 2012, each of which were omitted in Exhibit 10.1 to the Original Filing, have been provided in Exhibit 10.1 filed herewith.

This Amendment Filing does not modify or update any part of or information set forth in the Original Filing other than Exhibit 10.1.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS

10.1*	Wafer Supply Agreement Amendment No. 1 among AMD, GLOBALFOUNDRIES Inc., GLOBALFOUNDRIES U.S. Inc. and GLOBALFOUNDRIES Singapore Pte. Ltd. dated as of March 29, 2011.
10.2**	2011 Executive Incentive Plan.
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of the Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of the Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

* Portions of this Exhibit have been omitted pursuant to a request for confidential treatment. These portions have been filed separately with the Securities and Exchange Commission.

** Previously filed.

SIGNATURE

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 thereunto duly authorized.

ADVANCED MICRO DEVICES, INC.

Date: July 28, 2011

By: /s/ THOMAS J. SEIFERT
Thomas J. Seifert

**Senior Vice President, Chief Financial Officer and Interim Chief
Executive Officer Signing on behalf of the registrant and as the principal
executive officer and principal financial and accounting officer**