

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

Date of Report: January 12, 1996

ADVANCED MICRO DEVICES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

1-7882

94-1692300

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

One AMD Place,
P.O. Box 3453
Sunnyvale, California

94088-3453

(address of principal executive office)

(Zip Code)

Registrant's telephone number,
including area code:

(408) 732-2400

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Item 5. Other Events.

Advanced Micro Devices, Inc. (the "Company") and NexGen, Inc. ("NexGen") are parties to an Agreement and Plan Of Merger dated October 20, 1995, as amended, pursuant to which NexGen, Inc. would merge either with and into the Company or with a wholly owned subsidiary of the Company. On January 12, 1996, NexGen, Inc. issued a press release announcing its expected financial results for the second fiscal quarter ended December 31, 1995. The full text of the press release is set forth in Exhibit 99 attached hereto and is incorporated in this report as if fully set forth herein.

Item 7. Financial Statements and Exhibits.

(c) Exhibits:

99 Press release dated January 12, 1996

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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.

ADVANCED MICRO DEVICES, INC.
(Registrant)

Date: January 12, 1996

By: /s/ Marvin D. Burkett

Marvin D. Burkett
Senior Vice President,
Chief Financial and
Administrative Officer and
Treasurer

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Exhibit Index

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Press release dated January 12, 1996

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[LOGO OF NEXGEN]

PRESS RELEASE

NexGen Contact:

Anthony S. S. Chan
Chief Financial Officer
(408) 325-8216

Sandra O'Halloran
Director, Investor Relations
(408) 325-8046

NEXGEN(tm) EXPECTS REDUCED REVENUE AND EARNINGS
FOR SECOND QUARTER OF FISCAL 1996

- --For Immediate Release--

MILPITAS, California, January 12, 1996, /PR NewsWire/ -- NexGen, Inc., (Nasdaq: NXGN) today announced, based on a preliminary assessment, that financial results for the second fiscal quarter ended December 31, 1995 will be significantly lower than the first quarter of fiscal year 1996. During the prior quarter ended September 30, 1995, the Company reported sales of \$16.6 million and a net loss of \$20.5 million, or \$0.62 per share. For the fiscal second quarter, NexGen expects sales to be between \$2 million to \$4 million. The net loss will also be increased by a substantial write-down in the second fiscal quarter in the value of the Company's Nx586(r) based inventory, currently carried at approximately \$25 million. NexGen estimates the net loss, prior to any adjustment for the inventory write-down, will be between \$25 million and \$30 million.

The Company believes that its sales shortfall is attributable in large part to customers' deferral of purchasing decisions after the announcement of NexGen's proposed merger with Advanced Micro Devices, Inc. ("AMD"). In addition, the pricing pressures experienced in the September quarter continued in the December quarter for the Company's P90 and P100 products.

On October 20, 1995, Advanced Micro Devices (AMD) and NexGen announced that both companies had signed a definitive agreement under which AMD will acquire NexGen in an all-stock merger transaction subject to shareholder approval. The shareholder meeting will take place for both companies on Tuesday, January 16, 1996. Assuming shareholder approval, the merger is expected to close shortly thereafter.

Except for historical information contained herein, the matters set forth in this press release are forward looking statements that are subject to certain risks and uncertainties that could cause actual results to differ materially from those set forth in the forward looking statements, including the final determination of inventory reserves based on the outlook at the end of each quarter for the products in inventory and on manufacturing lines, competitive pressures, including anticipated decreases in average selling prices of

NexGen's products and the effects of price protection granted to customers, availability and cost competitiveness of products from NexGen's suppliers, timing of significant orders, and the risk factors set forth in NexGen's and AMD's Joint Proxy Statement/Prospectus relating to the proposed merger.

NexGen, Inc. develops and utilizes industry-leading processor technologies to deliver high performance x86 processors to mainstream PC users. NexGen, with headquarters in Milpitas, California, currently holds many patents for its

leading-edge x86 processor technology. For product information, call 1-800-8NEXGEN (1-800-863-9436) or 408-435-0202, or you can reach us on the Web at <http://www.nexgen.com>.

Nx586 is a registered trademark of NexGen, Inc. NexGen is a trademark of NexGen, Inc. All other product names used in this press release are for identification purposes only and may be trademarks of their respective companies.