

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 10, 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 offices)

-----  
(Zip Code)

Registrant's telephone number,  
including area code: (408) 732-2400

Page 1 of 4

Item 5. Other Events.  
-----

On January 10, 1996, Advanced Micro Devices, Inc. (the "Company") issued a press release announcing its financial results for the year ended December 31, 1995, and for the fourth quarter of the year. 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.

Except for the historical information contained in the Company's press release, certain of the matters discussed in the press release are forward looking statements that involve risks and uncertainties, including the timely development and acceptance of new products, the impact of competitive products and pricing and such risks and uncertainties as are described in registration statements, reports and other documents filed by the Company from time to time with the Securities and Exchange Commission pursuant to the Securities Act of 1933 and the Securities Exchange Act of 1934. Specific reference is made to the risks and uncertainties described in the Registration Statement on Form 3-4 (Registration No. 33-64911) filed by the Company in connection with its planned acquisition of NexGen, Inc., and, in particular, to the risk factors entitled "Fluctuations in Operating Results," "Personal Computer Marketplace" and "Dependence on Microprocessor Revenues."

Item 7. Financial Statements and Exhibits.  
-----

(c) Exhibits:

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

Exhibit Index

-----

NEWS RELEASE

For further information:  
Chuck Mulloy  
(408) 749-5481

AMD REPORTS 1995 YEAR-END RESULTS

SUNNYVALE, CA ... January 10, 1996 ... Advanced Micro Devices (AMD) today reported 1995 year-end sales of \$2,429,724,000, an increase of 14 percent compared to the \$2,134,659,000 reported for fiscal 1994. Net income applicable to common stockholders was \$300,511,000, compared to \$294,916,000 for 1994. Earnings per share were \$2.81 on a fully diluted basis, compared to \$2.92 per share fully diluted reported for 1994.

Sales for the fourth quarter of 1995 were \$539,029,000, up nine percent compared to \$545,168,000 reported for the fourth quarter of 1994. Third quarter sales were \$590,385,000. Net income applicable to common stockholders was \$55,572,000 or \$0.52 per share, up 46 percent compared to \$38,171,000 or \$0.39 per share fully diluted earned in the fourth quarter of 1994. The fourth quarter 1994 net income reflected a one-time charge for a litigation settlement. Third quarter 1995 net income was \$56,163,000 or \$0.52 per share. Net income in the fourth quarter of 1995 benefited from a lower tax rate.

The company again reported strong demand for its flash products. "Sales of our flash devices grew over 20 percent on a sequential basis and nearly tripled year-over-year," said W.J. Sanders III, chairman and chief executive officer of AMD. "Late in the quarter we began sampling our new 3 volt-only flash memory products, which we believe will gain wide acceptance for battery powered applications in 1996."

More...

2

Overall sales in the fourth quarter were only nominally higher over the third quarter due to lower than expected unit shipments of Am486(R) microprocessors. "With the exception of Microsoft(R) Windows(R)-compatible microprocessors, our product sales increased by eight percent sequentially and more than 36 percent for the year," Sanders said.

In December, AMD broadly sampled customers with the first member of its K86(TM) Superscalar Family of Microsoft Windows-compatible microprocessors, code named SSA/5-75. This microprocessor is a plug-in replacement for a Pentium 75. Also during the quarter, AMD commenced shipments of its AM5x86(TM)-P75 microprocessor. This device exceeds the performance of a Pentium 75 while maintaining socket compatibility with 486 motherboards. Both products are manufactured on AMD's 0.35 micron logic process technology.

Focusing on personal and networked computing and communications markets, Advanced Micro Devices, Inc., produces microprocessors and related peripherals, flash memories, programmable logic devices, and circuits for telecommunications and networking applications. Founded in 1969, AMD has sales and manufacturing facilities worldwide.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Statements in this release looking forward in time involve risks and uncertainties, including product demand and market acceptance risks, the effect of changing economic conditions, the impact of competitive products and pricing, risks in technology development, risks in product development and commercialization, the effect of the company's accounting policy, and other risk factors detailed in the company's Securities and Exchange Commission filings.

###

Am5x86 and K86 are trademarks of Advanced Micro Devices.  
 Am486 is a registered trademark of Advanced Micro Devices.  
 Microsoft and Windows are registered trademarks of Microsoft Corporation.

All other product names used in this press release are for identification purposes only and may be trademarks of their respective companies.

3

Advanced Micro Devices, Inc.  
 CONSOLIDATED STATEMENTS OF INCOME  
 (Thousands except per share amounts)

	Quarter Ended (Unaudited)			Year Ended (Audited)	
	Dec. 31, 1995	Oct. 1, 1995	Dec. 25, 1994	Dec. 31, 1995	Dec. 25, 1994
Net sales.....	\$593,029	\$590,385	\$545,168	\$2,429,724	\$2,134,659
Cost of sales.....	362,801	344,344	263,837	1,298,876	982,306
Research and development.....	104,009	100,014	76,115	397,555	279,984
Marketing, general, and administrative.....	95,181	95,525	87,236	385,016	359,230
	561,991	539,883	427,188	2,081,447	1,621,520
Operating income.....	31,038	50,502	117,980	348,277	513,139
Litigation settlement.....	-	-	(58,000)	-	(58,000)
Interest income and other, net.....	7,526	9,867	5,317	30,763	16,259
Interest expense.....	(706)	-	(1)	(707)	(1,844)
Income before income taxes and equity in joint venture.....	37,858	60,369	65,296	378,333	469,554
Provision for income taxes.....	3,786	16,517	21,548	112,738	153,703
Income before equity in joint venture.....	34,072	43,852	43,748	265,595	315,851
Equity in net income (loss) of joint venture.....	21,500	12,311	(2,989)	34,296	(10,585)
Net income.....	55,572	56,163	40,759	300,521	305,266
Preferred stock dividends.....	-	-	2,588	10	10,350
Net income applicable to common stockholders.....	55,572	56,163	38,171	300,511	294,916
Net income per common share					
- Primary.....	\$0.52	\$0.52	\$0.39	\$2.85	\$3.02
- Fully diluted.....	\$0.52	\$0.52	\$0.39	\$2.81	\$2.92
Shares used in per share calculation					
- Primary.....	106,799	107,318	98,636	105,575	97,510
- Fully diluted.....	106,799	107,319	105,490	107,035	104,570

4

Advanced Micro Devices, Inc.  
 CONSOLIDATED BALANCE SHEETS  
 (Thousands)

	December 31, 1995 (Audited)	December 25, 1994 (Audited)
Assets		
Current assets:		
Cash, cash equivalents, and short-term investments.....	\$ 490,647	\$ 377,854
Accounts receivable, net.....	275,733	337,107
Inventories.....	154,670	128,690
Deferred income taxes.....	108,989	98,675
Prepaid expenses and other current assets.....	66,729	44,293

Total current assets.....	1,096,768	986,619
Property, plant, and equipment, net.....	1,636,092	1,264,211
Investment in joint venture.....	176,821	124,588
Other assets.....	121,587	70,284
	\$3,031,268	\$2,445,702
=====		
Liabilities and Stockholders' Equity		
-----		
Current liabilities:		
Notes payable to banks.....	\$ 27,070	\$ 32,459
Accounts payable.....	223,708	149,122
Accrued compensation and benefits.....	105,651	104,526
Accrued liabilities.....	79,092	82,570
Litigation settlement.....	-	58,000
Income tax payable.....	56,297	53,795
Deferred income on shipments to distributors.....	100,057	83,800
Current portion of long-term debt and capital lease obligations.....	29,861	27,895
Total current liabilities.....	621,736	592,167
Deferred income taxes.....	94,439	42,518
Long-term debt and capital lease obligations, less current portion.....	214,965	75,752
Stockholders' equity:		
Capital stock:		
Serial preferred stock, par value.....	-	34
Common stock, par value.....	1,047	956
Capital in excess of par value.....	735,825	698,673
Retained earnings.....	1,363,256	1,035,602
Total stockholders' equity.....	2,100,128	1,735,265
	\$3,031,268	\$2,445,702
=====		