

ADVANCED MICRO DEVICES INC  
Form 8-K  
May 11, 2012

**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 10, 2012

Date of Report (Date of earliest event reported)

**ADVANCED MICRO DEVICES, INC.**

(Exact name of registrant as specified in its charter)

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(State of Incorporation)

(Commission

(IRS Employer

File Number)  
One AMD Place

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:

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

On May 10, 2012, Advanced Micro Devices, Inc. (the Company) held its 2012 Annual Meeting of Stockholders (the Annual Meeting). At the Annual Meeting, the stockholders of the Company voted on the following four proposals, each of which is described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 15, 2012 (the Proxy):

**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     | 427,188,090 | 3,152,606  | 811,328 | 131,048,604      |
| W. Michael Barnes    | 427,173,697 | 3,132,195  | 846,132 | 131,048,604      |
| John E. Caldwell     | 424,463,561 | 5,843,927  | 844,536 | 131,048,604      |
| Henry WK Chow        | 427,498,750 | 2,795,339  | 857,935 | 131,048,604      |
| Craig A. Conway      | 424,534,025 | 5,823,612  | 794,387 | 131,048,604      |
| Nicholas M. Donofrio | 424,690,324 | 5,661,320  | 800,380 | 131,048,604      |
| H. Paulett Eberhart  | 417,991,135 | 12,328,939 | 831,950 | 131,048,604      |
| Waleed Al Muhairi    | 426,890,628 | 3,431,340  | 830,056 | 131,048,604      |
| Robert B. Palmer     | 425,531,958 | 4,781,257  | 838,809 | 131,048,604      |
| Rory P. Read         | 427,801,450 | 2,667,208  | 683,366 | 131,048,604      |

**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 29, 2012.

|             |           |           |                     |
|-------------|-----------|-----------|---------------------|
| For         | Against   | Abstain   | Broker<br>Non-Votes |
| 553,789,301 | 6,052,440 | 2,358,887 | 0                   |

**Proposal No. 3: Approval of the Amendment and Restatement of the 2004 Equity Incentive Plan.** The stockholders approved the amendment and restatement of the Company's 2004 Equity Incentive Plan as disclosed in the Proxy.

|             |            |           |                     |
|-------------|------------|-----------|---------------------|
| For         | Against    | Abstain   | Broker<br>Non-Votes |
| 384,112,634 | 45,908,955 | 1,130,435 | 131,048,604         |

**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<br>Non-Votes |
| 403,508,567 | 26,494,287 | 1,149,170 | 131,048,604         |

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 11, 2012

ADVANCED MICRO DEVICES, INC.

By: /s/ Harry A. Wolin

Name: Harry A. Wolin

Title: Senior Vice President, General Counsel and Secretary