

ADVANCED MICRO DEVICES INC
Form 10-Q/A
August 02, 2002

**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 **March 31, 2002**

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: **1-7882**

ADVANCED MICRO DEVICES, INC.

(Exact name of registrant as specified in its charter)

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)

94086
(Zip Code)

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

Former name, former address and former fiscal year, if changed since last report.

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

The number of shares of \$0.01 par value common stock outstanding as of May 3, 2002: **341,457,931**

EXPLANATORY NOTE.

The registrant's sole purpose for filing this Form 10-Q/A is to file a revised Exhibit 10.52.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

**10.52 Joint Development Agreement, dated as of January 31, 2002, between AMD and United Microelectronics Corporation.

(b) Reports on Form 8-K

1. A Current Report on Form 8-K dated January 16, 2002, reporting under Item 5 Other Events, was filed announcing our fourth quarter results.
2. A Current Report on Form 8-K dated January 23, 2002, reporting under Item 5 Other Events and Item 7 Financial Statements, Pro Forma Financial Information and Exhibits, was filed announcing our intention to offer \$500,000,000 in principal amount of Convertible Senior Debentures to be issued pursuant to Rule 144A.
3. A Current Report on Form 8-K dated January 24, 2002, reporting under Item 5 Other Events and Item 7 Financial Statements, Pro Forma Financial Information and Exhibits, was filed announcing the pricing of a private offering of \$500 million aggregate principal amount of 4¾% Convertible Senior Debentures due 2022.
4. A Current Report on Form 8-K dated January 29, 2002, reporting under Item 5 Other Events and Item 7 Financial Statements, Pro Forma Financial Information and Exhibits, was filed announcing the closing of a private offering of \$500 million aggregate principal amount of 4¾% Convertible Senior Debentures due 2002.

** Confidential treatment has been granted with respect to certain parts of this exhibit.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 2, 2002

ADVANCED MICRO DEVICES, INC.

By:

/s/ ROBERT J. RIVET

Robert J. Rivet
Senior Vice President, Chief Financial Officer

Signing on behalf of the registrant and as the principal
accounting officer