

ADVANCED MICRO DEVICES INC  
Form 8-K  
April 12, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

April 12, 2006

Date of Report (Date of earliest event reported)

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**ADVANCED MICRO DEVICES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**001-07882**  
(Commission File Number)  
**One AMD Place**

**94-1692300**  
(IRS Employer 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)

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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))
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**Item 2.02. Results of Operations and Financial Condition**

**Item 7.01. Regulation FD Disclosure**

The information in this Report, including the Exhibit 99.1 attached hereto, is furnished pursuant to Item 2.02 and Item 7.01 of this Form 8-K. Consequently, it is not deemed filed for the purposes of Section 18 of the Securities and Exchange Act of 1934, or otherwise subject to the liabilities of that section. It may only be incorporated by reference in another filing under the Exchange Act or Securities Act of 1933 if such subsequent filing specifically references this Form 8-K.

On April 12, 2006, Advanced Micro Devices, Inc. (the Company) announced its results of operations and financial position as of and for fiscal quarter ended March 26, 2006 in a press release that is attached hereto as Exhibit 99.1.

The Company's earnings release contains non-GAAP financial measures. Pursuant to the requirements of Regulation G, the Company has provided reconciliations within the press release of the non-GAAP financial measures to the most directly comparable GAAP financial measures.

EBITDA is presented in the earnings release. In the earnings release for the quarter ended March 26, 2006, EBITDA was determined by adjusting net income (loss) for interest expense, income tax, depreciation and amortization. In previous quarters, EBITDA was determined by adjusting net income (loss) for interest income, interest expense, income tax, depreciation and amortization. In the earnings release prior periods have been restated to conform to the presentation of the current quarter. Although EBITDA is not a GAAP financial measure, it is calculated and communicated by the Company because management believes it is of interest to investors and lenders in relation to its overall capital structure and its ability to borrow additional funds.

The Company's calculation of EBITDA may or may not be consistent with the calculation of this measure by other companies in the same industry. Investors should not view EBITDA as an alternative to the GAAP measures of net income as a measure of performance, or cash flows from operating, investing and financing activities as a measure of liquidity. In addition, EBITDA does not take into account changes in certain assets and liabilities as well as interest and income taxes that can affect cash flows. Management does not intend the presentation of EBITDA to be considered in isolation or as a substitute for results prepared in accordance with GAAP.

For the fourth quarter for 2005, the Company has also presented non-GAAP pro forma financial information to exclude the results of operations of its Memory Products segment and Spansion Inc. (formerly Spansion LLC), its former majority-owned subsidiary which completed its initial public offering (IPO) on December 21, 2005, as well as the non-cash charge on disposition of equity interest in Spansion Inc. As a result of the IPO, the Company's financial results of operations for the fourth quarter of 2005 include Spansion's results only through December 20, 2005. Moreover, the Company's ownership in Spansion was reduced from 60 percent to approximately 37.9 percent and therefore the Company no longer consolidates Spansion's results of operations in the Company's financial results, but instead utilizes the equity method of accounting to reflect its proportionate share of Spansion's net income (loss). AMD has provided a non-GAAP statement of operations for the fourth quarter of 2005 that excludes Spansion and the Memory Products segment results of operations to allow a comparison to the GAAP statement of operations for the quarter ended March 26, 2006. Management believes this presentation will aid investors by presenting the company's current and historical results in a form that will be more consistent with the presentation of future operating results. The Company has provided reconciliation within the press release to reconcile the non-GAAP financial data to the most directly comparable GAAP financials.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release dated April 12, 2006.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ADVANCED MICRO DEVICES, INC.

Date: April 12, 2006

By:

/s/ Robert J. Rivet  
**Robert J. Rivet**  
**Executive Vice President and**  
**Chief Financial Officer**