

ADVANCED MICRO DEVICES INC
Form DEFA14A
April 15, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

ADVANCED MICRO DEVICES, INC.

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing of which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

One AMD Place
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Tel: (408) 749 4000

AN IMPORTANT REMINDER TO VOTE YOUR PROXY

April 15, 2011

Dear Stockholder:

Our records indicate your vote on the 2011 Advanced Micro Devices, Inc., Annual Meeting has not yet been received. The annual meeting of stockholders of AMD will be held at the Hyatt Regency Austin, 208 Barton Springs Road, Austin, Texas, on Tuesday May 3, 2011. ***Please take a moment right now to ensure that your shares are represented at this important meeting.***

At the Annual Meeting, you will be asked to: (1) elect nine directors; (2) ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm; (3) approve the AMD 2011 Executive Incentive Plan to permit the payment of awards that qualify as deductible performance based compensation under Section 162(m) of the Internal Revenue Code of 1986, as amended; (4) approve the compensation of our named executive officers (Say on Pay); and (5) approve whether a Say-on-Pay vote should occur every 1 year, every 2 years or every 3 years.

Our Board of Directors unanimously recommends that you vote **FOR** Proposals 1-4. Our Board of Directors did not to make a recommendation on Proposal 5 because it decided to wait and consider the views of our stockholders before making any determination as to the appropriate frequency. **Therefore, please note that if you Abstain or do not check a box on Proposal 5, your vote on Proposal 5 will not be counted.**

In order to ensure that you have an opportunity to vote, we are enclosing an additional proxy card that will allow you to exercise your rights as a stockholder.

YOUR VOTE IS VERY IMPORTANT NO MATTER HOW FEW OR HOW MANY SHARES YOU OWN. PLEASE VOTE TODAY BY TELEPHONE, INTERNET OR BY SIGNING AND MAILING THE ENCLOSED PROXY CARD IN THE ENVELOPE PROVIDED.

Remember every share and every vote counts!

If you have any questions, please call our proxy solicitor, MacKenzie Partners, Inc., toll-free at (800) 322-2885 or collect at (212) 929-5500. If you reside outside North America, you may also call +44 (0) 203 178 8061.

We appreciate your support over the years.

Thank you in advance for voting promptly.

Sincerely,

Thomas J. Seifert

Senior Vice President, Chief Financial Officer and

Interim Chief Executive Officer