

INTEL CORP
Form 424B3
August 29, 2006

**Filed under Rule 424(b)(3) and (7) of the Securities Act of 1933,
relating to Registration No. 333-132865**

**Supplement No. 8 to Prospectus Supplement Dated March 31, 2006
and Prospectus Dated March 30, 2006**

Intel Corporation

\$1,600,000,000

2.95% Junior Subordinated Convertible Debentures due 2035

And

Shares of Common Stock Issuable Upon Conversion of the Debentures

This supplement no. 8 to the prospectus supplement dated March 31, 2006 and the prospectus dated March 30, 2006 relates to the resale by selling securityholders of Intel Corporation's 2.95% Junior Subordinated Convertible Debentures Due 2035 and the shares of Intel common stock issuable upon conversion of the debentures.

You should read this supplement no. 8 in conjunction with the prospectus supplement dated March 31, 2006, the prospectus dated March 30, 2006, and all supplements to the prospectus supplement, which should be delivered in conjunction with this supplement no. 8. This supplement no. 8 is not complete without, and may not be delivered or used except in conjunction with, the prospectus and prospectus supplement, including supplement no. 1, supplement no. 2, supplement no. 3, supplement no. 4, supplement no. 5, supplement no. 6, supplement no. 7 and any other amendments or supplements to them. This supplement no. 8 is qualified by reference to the prospectus supplement and the prospectus, except to the extent that the information provided by this supplement no. 8 supersedes information contained in the prospectus supplement, supplement no. 1, supplement no. 2, supplement no. 3, supplement no. 4, supplement no. 5, supplement no. 6, and supplement no. 7.

Investing in the debentures and the common stock issuable upon conversion of the debentures involves risk. See the discussion entitled Risk Factors beginning on page S-5 of the prospectus supplement dated March 31, 2006.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this supplement no. 8, the prospectus supplement dated March 31, 2006 or the prospectus dated March 30, 2006. Any representation to the contrary is a criminal offense.

The table under the caption Selling Securityholders beginning on page S-54 of the prospectus supplement, as supplemented by supplement no. 1, supplement no. 2, supplement no. 3, supplement no. 4, supplement no. 5, supplement no. 6 and supplement no. 7 is hereby supplemented and amended by updating information as to certain selling securityholders identified in the table below and adding to it certain selling securityholders identified in the table below. We prepared this table based on information supplied to us by the selling securityholders named in the table below on or prior to August 25, 2006. Information about the selling securityholders may change over time. If required, any changed or new information given to us will be set forth in supplements to the prospectus supplement or amendments to the registration statement of which the prospectus, prospectus supplement and the supplements thereto, are a part, if and when necessary.

We have assumed for purposes of the table below that the selling securityholders will sell all of the debentures and all of the common stock issuable upon conversion of the debentures pursuant to this supplement no. 8, the prospectus supplement and the prospectus, and that any other shares of our common stock beneficially owned by the selling securityholders will continue to be beneficially owned.

Except as set forth below, none of the selling securityholders has, or within the past three years has had, any position, office or other material relationship with us or any of our predecessors or affiliates.

The selling securityholders identified below may have sold, transferred or otherwise disposed of, pursuant to transactions exempt from the registration requirements of the Securities Act of 1933, as amended, all or a portion of their debentures since the date on which they provided the information regarding their debentures.

| Name of Selling Securityholder (1) | Principal Amount of Debentures Beneficially Owned and Offered (USD) | Percentage of Debentures Outstanding (%) | Number of Shares of Common Stock Issuable that May Be Sold(2)(3) | Number of Shares of Common Stock Beneficially Owned after the Offering(4) | Natural Person(s) with Voting or Investment Power |
|---|--|---|---|--|--|
| Citigroup Global Markets Inc. (#)(5) | 15,700,000 | *(6) | 497,944 | 0 | (7) |
| Credit Suisse Securities LLC (#)(8) | 6,024,000 | *(9) | 191,058 | 0 | (10) |
| PBGC Maintenance | 50,000 | * | 1,586 | 0 | Chris Dialynas |
| UBS Securities LLC (#)(11) | 7,820,000 | *(12) | 248,021 | 2,379,944 | (13) |

* Less than one percent (1%).

The selling securityholder is a registered broker-dealer.

+ The selling securityholder is an affiliate of a registered broker-dealer.

(1) Information concerning other selling securityholders will be set forth in additional supplements to the prospectus supplement from time to time, if required.

(2) Assumes conversion of all of the holder's debentures at a conversion rate of 31.7162 shares of common stock per \$1,000 principal amount at maturity of the debentures. This

conversion rate is
subject to adjustment as
described under

Description of
debentures Conversion
rights in the prospectus
supplement. As a result,
the number of shares of
common stock issuable
upon conversion of the
debentures may increase
or decrease in the
future. Excludes shares
of common stock that
may be issued by us
upon the repurchase of
the debentures as
described under

Description of
debentures Fundamental
change permits holders
to require us to
repurchase debentures
and fractional shares.
Holders will receive a
cash adjustment for any
fractional share amount
resulting from
conversion of the
debentures, as described
under Description of
debentures Conversion
rights.

- (3) Calculated based on
Rule 13d-3(d)(i) of the
Exchange Act. The
number of shares of
common stock
beneficially owned by
each holder named
above is less than 1% of
our outstanding
common stock
calculated based on
5,883 million shares of
common stock
outstanding as of
January 27, 2006. In
calculating this amount
for each holder, we

treated as outstanding the number of shares of common stock issuable upon conversion of all of that holder's debentures, but we did not assume conversion of any other holder's debentures.

- (4) For purposes of computing the number and percentage of debentures and shares of common stock to be held by the selling securityholders after the conclusion of the offering, we have assumed for purposes of the table above that the selling securityholders named above will sell all of the debentures and all of the common stock issuable upon conversion of the debentures offered by this prospectus, and that any other shares of our common stock beneficially owned by these selling securityholders will continue to be beneficially owned.
- (5) Citigroup Global Markets Inc. was previously listed as holding \$14,895,000 in principal amount of the debentures. The amount included in this supplement no. 8 is in addition to the previously listed holdings.
- (6) When aggregated with amounts listed in prior

supplements, Citigroup Global Markets Inc. would own > 1% of debentures outstanding. Citigroup Global Markets Inc. may have sold, transferred or otherwise disposed of all or a portion of such amount since the date of such prior supplements.

- (7) Citigroup Global Markets Inc. is a subsidiary of a public company.
- (8) Credit Suisse Securities LLC was previously listed as holding \$81,149,000 in principal amount of the debentures. The amount included in this supplement no. 8 is in addition to the previously listed holdings.
- (9) When aggregated with amounts listed in prior supplements, Credit Suisse Securities LLC would own > 1% of debentures outstanding. Credit Suisse Securities LLC may have sold, transferred or otherwise disposed of all or a portion of such amounts since the date of such prior supplements.
- (10) Credit Suisse Securities LLC is a subsidiary of a publicly traded company. The information included in this supplement no. 8 supersedes the prior information concerning

Credit Suisse Securities
LLC.

(11) UBS Securities LLC was previously listed as holding \$8,710,000 in principal amount of the debentures. The amount included in this supplement no. 8 is in addition to the previously listed holdings.

(12) When aggregated with amounts listed in prior supplements, UBS Securities LLC would own > 1% of debentures outstanding. UBS Securities LLC may have sold, transferred or otherwise disposed of all or a portion of such amounts since the date of such prior supplements.

(13) UBS Securities LLC is a majority owned subsidiary of UBS AG. UBS AG is a publicly traded company listed on the NYSE.

The date of the supplement no. 8 is August 29, 2006.