

ADVANCED MICRO DEVICES INC
 Form 4
 September 02, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MUBADALA DEVELOPMENT CO PJSC

2. Issuer Name and Ticker or Trading Symbol
 ADVANCED MICRO DEVICES INC [AMD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 08/30/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

P. O. BOX 45005
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ABU DHABI, C0 UAE

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Ar Nu Sh |
|------------------------------|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------------|--------------------|-----------------|----------------|
| Warrant (right to buy) | \$ 5.98 | 08/30/2016 | A | 75,000,000 | | | | | 08/30/2016 ⁽¹⁾ | 02/29/2020 | Common Stock | 73 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MUBADALA DEVELOPMENT CO PJSC P. O. BOX 45005 ABU DHABI, C0 UAE | X | X | | |

Signatures

/s/ Samak L. Azar, Attorney-in-Fact, by appointment dated as of August 30, 2016 09/02/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The warrant became exercisable with respect to 50,000,000 shares of common stock of the issuer upon issuance of the warrant, however is not exercisable with respect to 25,000,000 shares of common stock of the issuer until August 30, 2017. Additionally, the holder of the warrants may not exercise the warrant if such exercise would cause the holder of such warrants to beneficially own more than 19.99% of the outstanding common stock of the issuer.
 - (2) The warrants were granted to a subsidiary of the Reporting Person as part of the consideration for a commercial agreement between the issuer and such subsidiary and were subsequently transferred to the Reporting Person by such subsidiary (see Exhibit 10.1 of AMD's Current Report on Form 8-K, filed on August 31, 2016).
 - (3) The shares are held on behalf of the Reporting Person by West Coast Hitech L.P., a Cayman Islands limited partnership wholly-owned and controlled by the Reporting Person. West Coast Hitech G.P., Ltd. is a Cayman Islands corporation wholly-owned and controlled by the Reporting Person that acts as the general partner of West Coast Hitech L.P. The business address of West Coast Hitech L.P. and West Coast Hitech G.P., Ltd. is P.O. Box 45005, Abu Dhabi, United Arab Emirates.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney (incorporated by reference from Exhibit 99.1 to the Schedule 13D/A filed by the

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.