

ADVANCED MICRO DEVICES INC
Form DEFA14A
April 27, 2009

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 Pursuant to Rule 14a-11(c) or Rule 14a-12

ADVANCED MICRO DEVICES, INC.

(Name of Registrant as Specified In Its Charter)

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(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.

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(1) Amount previously paid:

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

(3) Filing Party:

(4) Date Filed:

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AN IMPORTANT REMINDER TO VOTE YOUR PROXY

April 27, 2009

Dear Stockholder:

Our records indicate your vote on the 2009 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 Thursday, May 7, 2009, at 9:00 a.m. CDT. ***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 a one-time exchange of outstanding employee stock options within the parameters described in more detail in our proxy statement for the Annual Meeting; and (4) approve the amendment and restatement of the AMD 2004 Equity Incentive Plan. Our Board of Directors unanimously recommends that you vote FOR each of these proposals.

RISKMETRICS GROUP, THE NATION'S LEADING PROXY VOTING ADVISORY SERVICE,

RECOMMENDS THAT SHAREHOLDERS VOTE FOR PROPOSALS (3) & (4)

RiskMetrics Group (RMG), formerly known as Institutional Shareholder Services, is the nation's leading proxy voting advisory service. RMG provides voting analysis on 20,000 shareholder meetings per year to mutual funds, financial institutions and hedge funds. In their report, RMG states that it applauds the board for putting its exchange program up for shareholder approval and that the proposal warrants shareholder support. RMG further recommends that shareholders vote FOR the proposal to amend the AMD 2004 Equity Incentive Plan.

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY BY TELEPHONE,

INTERNET OR BY SIGNING AND MAILING THE ENCLOSED PROXY CARD

In order to ensure that you have an opportunity to vote, no matter how few or how many shares you may own, we are enclosing an additional proxy card that will allow you to exercise your rights as a stockholder. To be approved, proposals (3) and (4) require the affirmative vote of the majority of the votes cast by holders of AMD common stock present in person or represented by proxy at the Annual Meeting, provided that the total votes cast on each proposal represent over 50% of the outstanding common stock entitled to vote.

Please vote today by telephone or by Internet pursuant to the instructions enclosed. Remember every share and every vote counts!

Alternatively, you may sign, date and mail your proxy card in the envelope provided. 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 are a European holder or reside outside North America, please call +44 (0) 203 178 8061 or call collect at the telephone number given above.

We appreciate your support over the years, and would be pleased to talk with you further about the company and why we are excited about AMD's future prospects.

Thank you in advance for voting promptly.

Sincerely,

Derrick R. Meyer

Chief Executive Officer and President