

INTEL CORP
Form 8-K
December 11, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **December 11, 2012**

INTEL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-06217
(Commission File Number)

94-1672743
(IRS Employer Identification No.)

2200 Mission College Blvd., Santa Clara, California 95054-1549
(Address of principal executive offices) (Zip Code)

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(408) 765-8080

(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

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 (*see* General Instruction A.2. below):

- 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 8.01

Other Events.

On December 11, 2012, Intel Corporation (the Company) issued \$3,000,000,000 aggregate principal amount of its 1.350% notes due 2017 (the 2017 Notes), \$1,500,000,000 aggregate principal amount of its 2.700% notes due 2022 (the 2022 Notes), \$750,000,000 aggregate principal amount of its 4.000% notes due 2032 (the 2032 Notes) and \$750,000,000 aggregate principal amount of its 4.250% notes due 2042 (the 2042 Notes) and, together with the 2017 Notes, the 2022 Notes and the 2032 Notes, the Notes) pursuant to the terms of an underwriting agreement dated December 4, 2012 (the Underwriting Agreement) among the Company and J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein. The Notes sold pursuant to the Underwriting Agreement were registered under the Company's registration statement on Form S-3 filed on December 4, 2012 (File No. 333-185253) and were issued pursuant to an indenture dated as of March 29, 2006 (the Base Indenture), as supplemented by the first supplemental indenture dated as of December 3, 2007 (the First Supplemental Indenture) and the third supplemental indenture dated as of December 11, 2012 (the Third Supplemental Indenture) between the Company and Wells Fargo Bank, National Association, as successor trustee.

The foregoing descriptions of the Underwriting Agreement, the Base Indenture, the First Supplemental Indenture and the Third Supplemental Indenture are qualified in their entirety by the terms of such agreements, which are filed as Exhibit 1.01 to Form 8-K filed December 6, 2012, Exhibit 4.4 to Form S-3 filed March 30, 2006, Exhibit 4.2.4 to Form 10-K filed February 20, 2008 and Exhibit 4.01 hereto, respectively, and incorporated herein by reference. The foregoing description of the Notes is qualified in its entirety by reference to the full text of the form of 1.350% Note due 2017, form of 2.700% Note due 2022, form of 4.000% Note due 2032 and form of 4.250% Note due 2042, which are filed hereto as Exhibit 4.02, Exhibit 4.03, Exhibit 4.04 and Exhibit 4.05, respectively, and incorporated herein by reference.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed as part of this Report.

| Exhibit Number | Description |
|-----------------------|---|
| 4.01 | Third Supplemental Indenture, dated as of December 11, 2012, between Intel Corporation and Wells Fargo Bank, National Association, as successor trustee |
| 4.02 | Form of 1.350% Note due 2017 |
| 4.03 | Form of 2.700% Note due 2022 |
| 4.04 | Form of 4.000% Note due 2032 |
| 4.05 | Form of 4.250% Note due 2042 |
| 5.01 | Opinion of Gibson, Dunn and Crutcher LLP |
| 23.01 | Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.01) |

SIGNATURES

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

INTEL CORPORATION

(Registrant)

/s/ Cary I. Klafter
Cary I. Klafter
Corporate Secretary

Date: December 11, 2012