

As filed with the Securities and Exchange Commission on February 7, 2000

Registration Statement No. 33_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

INTEL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware 94-1672743
(State or Other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) Identification Number)

2200 Mission College Blvd.
Santa Clara, California 95052-8119
(Address of Principal Executive Offices) (Zip Code)

The Level One Communications, Incorporated 1993 Stock Option
Plan,
The Level One Communications, Incorporated 1985 Stock Option,
Nonqualified Stock Option and Restricted Stock Purchase Plan,
The Level One Communications, Incorporated Employee Stock
Purchase Plan,
The Jato Technologies, Inc. 1997 Stock Option Plan,
The San Francisco Telecom Stock Option Grants,
The Acclaim Communications 1996 Stock Option Plan, as amended
July 14, 1997, as assumed by Intel Corporation
(Full title of the Plans)

F. THOMAS DUNLAP, JR.
Vice President, General Counsel and Secretary
Intel Corporation
2200 Mission College Blvd.
Santa Clara, California 95052-8119
(408) 765-8080
(Name and address of agent for service)
(Telephone number, including area code, of agent for service)

Copies to:
RONALD O. MUELLER, ESQ.
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, NW, Suite 900
Washington, DC 20036
(202) 955-8500

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CALCULATION OF REGISTRATION FEE
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| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share (1) | Proposed maximum aggregate offering price (1) | Amount of registration fee (1) |
|--|-------------------------|---|---|--------------------------------|
| Common Stock par value \$0.001 per share | 86,600 | \$99.0625 | \$8,578,812.50 | \$2,264.81 |

1. The average of the high and low sales prices of the Registrant's common stock, par value \$0.001 per share, as reported by The Nasdaq National Market System on February 1, 2000. Calculated solely for purposes of this offering under Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the maximum offering price per share that such options may be exercised.

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INTRODUCTION

This Registration Statement on Form S-8 is filed by Intel Corporation, a Delaware corporation (the "Company," "Corporation" or the "Registrant"), relating to 86,600 shares of its common stock, par value \$0.001 per share (the "Common Stock"), issuable to eligible employees of the Company under the Level One

Communications, Incorporated 1993 Stock Option Plan, the Level One Communications, Incorporated 1985 Stock Option, Nonqualified Stock Option and Restricted Stock Purchase Plan, the Level One Communications, Incorporated Employee Stock Purchase Plan, the Jato Technologies, Inc. 1997 Stock Option Plan, the San Francisco Telecom Stock Option Grants, the Acclaim Communications 1996 Stock Option Plan, as amended July 14, 1997, as assumed by Intel Corporation (collectively, the "Plans"). The Shares are in addition to the 6,525,131 Shares registered on the Company's Post-Effective Amendment No. 1 on Form S-8 to Form S-4 filed on August 13, 1999 (the "Prior Registration Statement"). Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement, to the extent relating to the registration of the Shares and except as otherwise set forth in this Registration Statement, are incorporated by reference herein.

Item 8. Exhibits.

| Exhibit No. | Description |
|-------------|--|
| - - - - - | - - - - - |
| 4.1* | Intel Corporation Restated Certificate of Incorporation dated May 11, 1993 and Certificate of Amendment to the Restated Certificate of Incorporation dated June 2, 1997 (incorporated by reference to Exhibit 3.1 of Registrant's Form 10-K as filed on March 25, 1998). |
| 4.2* | Intel Corporation Bylaws as amended (incorporated by reference to Exhibit 3.1 of Registrant's Form 10-Q for the quarter ended September 26, 1998 as filed on November 10, 1998). |
| 4.3* | Agreement to Provide Instruments Defining the Rights of Security Holders (incorporated by reference to Exhibit 4.1 of Registrant's Form 10-K, Commission File No. 0-6217, as filed on March 28, 1986). |
| 5.1 | Legal Opinion of Gibson, Dunn & Crutcher LLP. |
| 23.1 | Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1). |
| 23.2 | Consent of Ernst & Young LLP, Independent Auditors. |
| 24.1** | Power of Attorney. |

* Incorporated by reference.

**Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on the 31st day of January, 2000.

INTEL CORPORATION

By: /s/ F. Thomas Dunlap, Jr.

F. Thomas Dunlap, Jr.
Vice President and Secretary

Each person whose signature appears below constitutes and appoints F. Thomas Dunlap, Jr. and Andy D. Bryant, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, severally, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in

person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|---------------|
| /s/Gordon E. Moore Gordon E. Moore | Chairman Emeritus and Director | Jan. 31, 2000 |
| /s/Andrew S. Grove Andrew S. Grove | Chairman of the Board | Jan. 31, 2000 |
| /s/Craig R. Barrett Craig R. Barrett | President and Chief Executive Officer | Jan. 31, 2000 |
| /s/Andy D. Bryant Andy D. Bryant | Senior Vice President, Principal Accounting and Chief Financial Officer and Enterprise Services Officer | Jan. 31, 2000 |
| /s/John Browne John Browne | Director | Jan. 31, 2000 |
| /s/Winston H. Chen Winston H. Chen | Director | Jan. 31, 2000 |
| /s/D. James Guzy D. James Guzy | Director | Jan. 31, 2000 |
| /s/David S. Pottruck David S. Pottruck | Director | Jan. 31, 2000 |
| /s/Jane E. Shaw Jane E. Shaw | Director | Jan. 31, 2000 |
| /s/Leslie L. Vadasz Leslie L. Vadasz | Director | Jan. 31, 2000 |
| /s/David B. Yoffie David B. Yoffie | Director | Jan. 31, 2000 |
| /s/Charles E. Young Charles E. Young | Director | Jan. 31, 2000 |

INDEX TO EXHIBITS

| Exhibit No. | Description |
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| 23.2 | Consent of Ernst & Young LLP, Independent Auditors. |

EXHIBIT 5.1

[Letterhead of Gibson, Dunn & Crutcher LLP]
1050 Connecticut Avenue NW, Suite 900
Washington, DC 20036

February 3, 2000

Intel Corporation
2200 Mission College Boulevard
Santa Clara, California 95052

Re: Registration Statement on Form S-8 of Intel Corporation

Ladies and Gentlemen:

We refer to the registration statement on Form S-8 ("Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act") filed by Intel Corporation, a Delaware corporation (the "Company"), with respect to the proposed offering by the Company of up to 86,600 shares (the "Shares") of the common stock of the Company, \$.001 par value per share (the "Common Stock"), in addition to 6,525,131 shares of Common Stock previously registered under a separate registration statement, which are subject to issuance by the Company upon exercise of options granted under the Level One Communications, Incorporated 1993 Stock Option Plan, the Level One Communications, Incorporated 1985 Stock Option, Nonqualified Stock Option and Restricted Stock Purchase Plan, the Level One Communications, Incorporated Employee Stock Purchase Plan, the Jato Technologies, Inc. 1997 Stock Option Plan, the San Francisco Telecom Stock Option Grants, the Acclaim Communications 1996 Stock Option Plan, as amended July 14, 1997 (the "Plans") assumed by the Company as of August 10, 1999 pursuant to the terms of the Agreement and Plan of Merger, dated as of March 4, 1999 among the Company, Intel RSW Corporation, a Delaware corporation and wholly-owned subsidiary of the Company, and Level One Communications, Incorporated, a Delaware corporation.

We have examined the originals or certified copies of such corporate records, certificates of officers of the Company and/or public officials and such other documents and have made such other factual and legal investigations as we have deemed relevant and necessary as the basis for the opinions set forth below. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as conformed or photostatic copies and the authenticity of the originals of such copies.

Based on our examination mentioned above, subject to the assumptions stated above and relying on the statements of fact contained in the documents that we have examined, we are of the opinion that (i) the issuance by the Company of the Shares has been duly authorized and (ii) upon payment of the option exercise price and issuance of the Shares in accordance with the terms of the Plans, the Shares will be duly and validly issued, fully paid and non-assessable shares of Common Stock.

We are admitted to practice in the State of New York, and are not admitted to practice in the State of Delaware. However, for the limited purposes of our opinion set forth above, we are generally familiar with the General Corporation Law of the State of Delaware (the "DGCL") as presently in effect and have made such inquiries as we consider necessary to render this opinion with respect to a Delaware corporation. This opinion letter is limited to the laws of the State of New York and the DGCL, as such laws presently exist and to the facts as they presently exist. We express no opinion with respect to the effect or applicability of the laws of any other jurisdiction. We assume no obligation to revise or supplement this opinion letter should the laws of such jurisdictions be changed after the date hereof by legislative action, judicial decision or otherwise.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the General Rules and Regulations of the Securities and Exchange Commission.

Very truly yours,

/s/GIBSON, DUNN & CRUTCHER LLP

EXHIBIT 23.2

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Level One Communications, Incorporated 1993 Stock Option Plan, the Level One Communications, Incorporated 1985 Stock Option, Nonqualified Stock Option and Restricted Stock Purchase Plan, the Level One

Communications, Incorporated Employee Stock Purchase Plan, the Jato Technologies, Inc. 1997 Stock Option Plan, the San Francisco Telecom Stock Option Grants, and the Acclaim Communications 1996 Stock Option Plan, as amended July 14, 1997, as assumed by Intel Corporation, of our report dated January 11, 1999, with respect to the consolidated financial statements and schedule of Intel Corporation included in and/or incorporated by reference in its Annual Report (Form 10-K) for the year ended December 26, 1998, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California
February 1, 2000