

**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: September 5, 2002**  
(Date of earliest event reported)

**INTEL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of  
incorporation)

**0-6217**  
(Commission  
File Number)

**94-1672743**  
(IRS Employer  
Identification No.)

**2200 Mission College Blvd., Santa Clara, California**  
(Address of principal executive offices)

**95052-8119**  
(Zip Code)

**(408) 765-8080**

(Registrant's telephone number, including area code)

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**Item 5. OTHER EVENTS**

- 5.1** Attached hereto as Exhibit 99.1 and incorporated by reference herein is the text of Intel Corporation's announcement regarding an update to forward-looking statements related to 2002 and the third quarter of 2002 as presented in a press release of September 5, 2002.

**Item 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION  
AND EXHIBITS**

**(c) Exhibits**

- 99.1** Press release of September 5, 2002 with an announcement regarding an update to forward-looking statements related to 2002 and the third quarter of 2002.

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**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)

Date: September 5, 2002

By: /s/ Leslie S. Culbertson

Leslie S. Culbertson  
Vice President,  
Finance and Enterprise Services

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**INTEL THIRD-QUARTER BUSINESS WITHIN EXPECTATIONS**

SANTA CLARA, Calif., Sept. 5, 2002 -- Intel Corporation today provided a planned update to the company's Business Outlook for the third quarter, which ends Sept. 28.

Intel expects revenue for the third quarter to be slightly below the midpoint of the previous range of \$6.3 billion to \$6.9 billion, and within a narrower range of \$6.3 billion to \$6.7 billion. Microprocessor unit sales are trending toward the lower end of the normal seasonal pattern. The company's flash business is in line with expectations, while demand for other communications products remains soft. All other expectations are unchanged.

Intel's third-quarter 2002 Business Outlook was originally published in the company's second-quarter 2002 earnings release, available on the Intel Investor Relations Web site at [www.intc.com](http://www.intc.com).

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*This Business Update and the July 16 Business Outlook are forward-looking and involve a number of risks and uncertainties. The gross margin percentage varies primarily with revenue levels, product mix and pricing, changes in unit costs, use of capacity, and timing of factory ramps. Expenses, particularly certain marketing and compensation expenses, vary depending on revenues and profits. The expectations regarding gains or losses from equity securities and interest and other assume no unanticipated events and vary depending on equity market levels and volatility, gains or losses realized on the sale or exchange of securities, impairment charges related to non-marketable and other investments, interest rates, cash balances, and mark-to-market of derivative instruments.*

*Other factors could also cause actual results to differ materially from expectations. Demand for Intel's products, which impacts revenues and gross margin, is affected by business and economic conditions as well as computing and communications industry trends and changes in customer order patterns. Intel does business outside the United States and is thus subject to a number of other factors, including currency controls and fluctuations, and tariff and import regulations. If terrorist activity, armed conflict, civil or military unrest or political instability occurs in the United States, Israel or other locations, such events may disrupt logistics, security and communications, and could also result in reduced demand for Intel's products. Revenue and gross margin are affected by competing chip architectures and manufacturing technologies, competing software-compatible microprocessors, pricing pressures and other competitive factors, as well as market acceptance of Intel's new products. Future revenues are also dependent on continuing technological advancement, including developing and implementing new processes and strategic products, as well as sustaining and growing new businesses and integrating and operating any acquired businesses. Gross margin could also be affected by the execution of the manufacturing ramp, excess manufacturing capacity, excess or obsolete inventory and variations in inventory valuation, as well as adverse effects associated with product errata (deviations from published specifications). Results could also be affected by litigation, such as that described in Intel's SEC reports, as well as other risk factors listed in Intel's SEC reports, including the report on Form 10-Q for the quarter ended June 29, 2002.*

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\*Intel is a registered trademark of Intel Corporation or its subsidiaries in the United States and other countries.