

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): July 20, 2009

**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)

**(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 7.01****Regulation FD Disclosure.**

Attached hereto as Exhibit 99.1 and incorporated by reference herein is a press release describing an offering of \$1.5 billion principal amount of junior subordinated convertible debentures pursuant to Rule 144A under the Securities Act of 1933, as amended. The information in this report shall not be treated as filed for purposes of the Securities Exchange Act of 1934, as amended.

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(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
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99.1	Press release dated July 20, 2009
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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)

/s/ Cary I. Klafter

Cary I. Klafter

Corporate Secretary

Date: July 20, 2009

**Intel Corporation**  
2200 Mission College Blvd.  
Santa Clara, CA 95054-1549



# News Release

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## **Intel to Offer \$1.5 Billion of Junior Subordinated Convertible Debentures**

SANTA CLARA, Calif., July 20, 2009 – Intel Corporation today announced its intention to commence an offering, subject to market conditions and other factors, of \$1.5 billion principal amount of junior subordinated convertible debentures. The debentures would be due in 2039 and are to be offered and sold to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. The interest rate, conversion rate and other terms will be determined by negotiations between the company and the initial purchasers of the debentures. Intel had also granted to the initial purchasers of the debentures the right to purchase up to an additional \$250 million principal amount of debentures to cover overallotments.

Intel intends to use a majority of the proceeds to purchase shares of its common stock concurrently with, and shortly after, pricing of the debentures. Transactions effected as part of such repurchases could affect or maintain the market price of Intel's common stock. Intel intends to use the remainder of the proceeds for general corporate purposes.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

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The debentures have not been and will not be registered under the Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This press release contains certain forward-looking statements that are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. Such risks and uncertainties include, but are not limited to, whether or not Intel will offer the debentures or consummate the offering, the anticipated terms of the debentures and the offering, and the anticipated use of the proceeds of the offering. Intel does not undertake any obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of this press release.

Intel [NASDAQ: INTC], the world leader in silicon innovation, develops technologies, products and initiatives to continually advance how people work and live. Additional information about Intel is available at [www.intel.com/pressroom](http://www.intel.com/pressroom) and [blogs.intel.com](http://blogs.intel.com).

– 30 –

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