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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): February 28, 2011

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))

**Item 2.01                    Completion of Acquisition or Disposition of Assets.**

On February 28, 2011, Intel Corporation completed its acquisition of McAfee, Inc., which is now a wholly-owned subsidiary of Intel. Each share of McAfee common stock was converted into the right to receive \$48.00 in cash (other than treasury shares, shares owned by Intel or its subsidiaries, and shares for which appraisal rights were properly sought). Each share of McAfee common stock subject to restricted stock awards, vested restricted stock unit awards and vested performance stock unit awards were also converted into the right to receive \$48.00 in cash, except as provided in the merger agreement. In general, options to acquire McAfee common stock, unvested restricted stock units and unvested performance units were converted into options, restricted stock units and performance units, as applicable, denominated in shares of Intel common stock based on formulas set forth in the merger agreement. Intel will fund the merger, valued at approximately \$7.7 billion, through its cash and cash equivalents, and short-term investments.

The summary above does not purport to be complete and is qualified in its entirety by reference to the full text of the merger agreement, which was filed with the Securities and Exchange Commission as Exhibit 2.1 to Intel's Form 8-K filed on August 19, 2010.

**Item 7.01                    Regulation FD Disclosure.**

On February 28, 2011, Intel issued a press release regarding the completion of the acquisition of McAfee. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01                    Financial Statements and Exhibits.**

(d)                    Exhibits.

The following exhibit is furnished as part of this Current Report:

Exhibit Number	Description
99.1	Press Release of Intel Corporation dated February 28, 2011

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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: February 28, 2011

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



# News Release

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## Intel Completes Acquisition of McAfee

SANTA CLARA, Calif., February 28, 2011 – Intel Corporation today announced the acquisition of McAfee, Inc. is complete.

McAfee will continue developing and selling security products and services under its own brand. Intel and McAfee plan to bring the first fruits of their strategic partnership to market later this year, with the intent of tackling security and the pervasive nature of computing threats in an entirely new way.

Intel and McAfee believe today's approach to security does not adequately address the billions of new Internet-ready devices, including PCs, mobile and wireless devices, TVs, cars, medical devices and ATM machines. With the surge in cyber threats, providing protection to a diverse online world requires a fundamentally new approach involving software, hardware and services. Together the two companies will work to help people more securely take full advantage of the potential of computing and connectivity.

As a wholly-owned subsidiary of Intel, McAfee reports into Intel's Software and Services Group. The group is managed by Renée James, Intel senior vice president, and general manager. McAfee's president, Dave DeWalt, will report to James.

"In the past, energy-efficient performance and Internet connectivity have defined computing requirements," said James. "Intel has added security as a third pillar of what people demand from their experiences with personal computers and other connected devices. Security challenges put the future potential of computing at risk. The acquisition of McAfee adds not only world-leading security products and technologies to Intel's computing portfolio, but also brings incredibly talented people focused on delivering products and services that help make connecting to the mobile Internet safer and more secure."

Intel's updated Business Outlook for Q1 2011 and full year 2011, published on January 31, 2011, reflected the impact of the closing of the McAfee transaction. The press release, including the Outlook and related risk factors, can be found at <http://sec.gov/Archives/edgar/data/50863/000005086311000020/exh991.htm>.

### Risk Factors

This press release contains forward-looking statements, including statements concerning McAfee's development and sale of products and services under its brand and the timing of products to market under the strategic partnership, that involve a number of risks and uncertainties. Many factors could affect Intel's actual results, and variances from Intel's current

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expectations regarding such factors could cause actual results to differ materially from those expressed in these forward-looking statements.

- Words such as “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “may,” “will,” “should,” and their variations identify forward-looking statements.
- Statements that refer to or are based on projections, uncertain events or assumptions also identify forward-looking statements. These statements are not guarantees of results and are subject to risks and uncertainties that could cause actual results to differ materially from those anticipated in the forward-looking statements.
- These risks and uncertainties include, but are not limited to, the risk that Intel may not realize the anticipated benefits of the McAfee acquisition, the risk that Intel may not retain the customer relationships of McAfee, and other risks associated with the acquisition, including the ability to successfully integrate the acquired technologies or operations, the potential for unexpected liabilities, our ability to retain key employees of the acquired business, and our compliance with commitments made to the European Commission (EC) in connection with the EC’s approval of the McAfee transaction.

A detailed discussion of these and other factors that could affect Intel’s results is included in Intel’s SEC filings, including the report on Form 10-K for the fiscal year ended Dec. 25, 2010.

#### About Intel

Intel (NASDAQ: INTC) is a world leader in computing innovation. The company designs and builds the essential technologies that serve as the foundation for the world’s computing devices. Additional information about Intel is available at [www.intel.com/pressroom](http://www.intel.com/pressroom) and [blogs.intel.com](http://blogs.intel.com).

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