
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

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

INTEL CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

94-1672743
(I.R.S. Employer
Identification Number)

2200 Mission College Blvd.
Santa Clara, CA
(Address of Principal Executive Offices)

95054-1549
(Zip Code)

Intel Corporation 2006 Equity Incentive Plan
(Full Title of the Plan)

SUZAN A. MILLER
Vice President, Deputy General Counsel
and Corporate Secretary
Intel Corporation
2200 Mission College Blvd.
Santa Clara, CA 95054-1549
(Name and Address of Agent for Service)

(408) 765-8080
(Telephone Number, Including Area Code, of Agent for Service)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock, par value \$0.001 per share issuable under the Intel Corporation 2006 Equity Incentive Plan	34,000,000 shares	\$28.35	\$963,900,000	\$112,005.18

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock that may become issuable in respect of the securities identified in the above table to prevent dilution as a result of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low prices of the Registrant's Common Stock on the Nasdaq Global Select Market on July 24, 2015, which was \$28.35.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Intel Corporation, a Delaware corporation (the "Corporation" or the "Registrant"), relating to 34,000,000 shares of its common stock, par value \$0.001 per share (the "Common Stock"), issuable to eligible employees and non-employee directors of the Corporation under the Intel Corporation 2006 Equity Incentive Plan (the "Plan"), which Common Stock is in addition to (a) the 175,000,000 shares of Common Stock registered on the Corporation's Form S-8 filed on June 21, 2006 (Commission File No. 333-135177), (b) the 119,000,000 shares of Common Stock registered on the Corporation's Form S-8 filed on June 21, 2007 (Commission File No. 333-143932), (c) the 369,000,000 shares of Common Stock registered on the Corporation's Form S-8 filed on June 26, 2009 (Commission File No. 333-160272), (d) the 13,512,737 shares of Common Stock registered on the Corporation's Form S-8 filed on June 24, 2011 (Commission File No. 333-175123), and (e) the 123,000,000 shares of Common Stock registered on the Corporation's Form S-8 filed on July 30, 2013 (Commission File No. 333-190236) (collectively, the "Prior Registration Statements").

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Unless otherwise indicated below as being incorporated by reference to another filing of Intel Corporation with the Commission, each of the following exhibits is filed herewith:

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1*	Third Restated Certificate of Incorporation of Intel Corporation dated May 17, 2006 (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K as filed on May 22, 2006, File No. 000-06217).
4.2*	Intel Corporation Bylaws, as amended and restated on July 26, 2011 (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K as filed on July 27, 2011, File No. 000-06217).
5.1	Opinion of Gibson, Dunn & Crutcher LLP.
23.1	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
24.1	Power of Attorney (contained on signature page hereto).
99.1*	Intel Corporation 2006 Equity Incentive Plan as Amended and Restated Effective May 21, 2015 (incorporated by reference to Exhibit 10.2 of the Quarterly Report on Form 10-Q as filed on July 27, 2015, File No. 000-06217).

*Incorporated by reference

SIGNATURES

Pursuant to the requirements of the Securities Act, Registrant certifies that it has reasonable grounds to believe that it meets all 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 this 28th day of July, 2015.

INTEL CORPORATION

By /s/ STACY J. SMITH

Stacy J. Smith
Executive Vice President, Chief Financial Officer,
and Principal Accounting Officer

Each person whose signature appears below constitutes and appoints Steven R. Rodgers, Stacy J. Smith, and Suzan A. Miller 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.

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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 date indicated.

/s/ BRIAN M. KRZANICH

Brian M. Krzanich
Chief Executive Officer, Director and Principal Executive Officer
July 28, 2015

/s/ CHARLENE BARSHEFSKY

Charlene Barshefsky
Director
July 28, 2015

/s/ ANEEL BHUSRI

Aneel Bhusri
Director
July 28, 2015

/s/ ANDY D. BRYANT

Andy D. Bryant
Chairman of the Board and Director
July 28, 2015

Susan L. Decker
Director

/s/ JOHN J. DONAHOE

John J. Donahoe
Director
July 28, 2015

/s/ STACY J. SMITH

Stacy J. Smith
Executive Vice President, Chief Financial Officer, and Principal Accounting Officer
July 28, 2015

/s/ REED E. HUNDT

Reed E. Hundt
Director
July 28, 2015

/s/ JAMES D. PLUMMER

James D. Plummer
Director
July 28, 2015

/s/ DAVID S. POTTRUCK

David S. Pottruck
Director
July 28, 2015

/s/ FRANK D. YEARY

Frank D. Yeary
Director
July 28, 2015

/s/ DAVID B. YOFFIE

David B. Yoffie
Director
July 28, 2015

EXHIBIT INDEX

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*Incorporated by reference

LETTERHEAD OF GIBSON, DUNN & CRUTCHER LLP

July 28, 2015

Intel Corporation
2200 Mission College Blvd.
Santa Clara, CA 95054-8119

Re: Proposed Offering of up to 34,000,000 Shares of Common Stock Pursuant to the Intel Corporation 2006 Equity Incentive Plan

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement"), of Intel Corporation, a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 34,000,000 shares of the Company's Common Stock, par value \$0.001 per share (the "Shares"), available for issuance under the Intel Corporation 2006 Equity Incentive Plan, as amended (the "Plan").

In arriving at the opinions expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of the Plan and such other documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). This opinion is limited to the effect of the current state of the DGCL and to the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Intel Corporation 2006 Equity Incentive Plan of our reports dated February 13, 2015 (except for Note 10, 26 and 27, as to which the date is June 5, 2015) with respect to the consolidated financial statements of Intel Corporation for the year ended December 27, 2014 included in its Current Report on Form 8-K dated June 5, 2015, and our reports dated February 13, 2015, with respect to the financial statement schedule and the effectiveness of internal control over financial reporting of Intel Corporation included in its Annual Report on Form 10-K for the year ended December 27, 2014, all filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California
July 27, 2015