As filed with the Securities and Exchange Commission on July 24, 2026

Registration No. 333-

UNITED STATES
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 incorporation)	(IRS Employer Identification No.)
2200 Mission College Boulevard, Santa Clara, California	**95054-1549**
(Address of principal executive offices)	(Zip Code)

Intel Corporation 2006 Employee Stock Purchase Plan
(Full title of the plan)

Aparna Bawa
Executive Vice President, Chief Legal and People Officer
2200 Mission College Boulevard
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
1700 M Street, N.W.
Washington, DC 20036-4504
(202) 955-8500

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

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

Explanatory Note

This Registration Statement on Form S-8 (this “Registration Statement”) is filed by Intel Corporation (“Intel”) relating to 133,000,000 shares of its common stock, par value $0.001 per share (“Common Stock”), issuable to eligible participants under the Intel Corporation 2006 Employee Stock Purchase Plan, as amended and restated effective May 13, 2026 (the "ESPP"), which Common Stock is in addition to (i) the 240,000,000 shares of Common Stock registered on Intel’s Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on June 21, 2006 (Commission File No. 333-135178); (ii) the 133,000,000 shares of Common Stock registered on Intel’s Form S-8 filed with the Commission on June 24, 2011 (Commission File No. 333-175123) and (iii) the 150,000,000 shares of Common Stock registered on Intel’s Form S-8 filed with the Commission on October 22, 2020 (Commission File No. 333-249614) (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, to the extent relating to the registration of Common Stock issuable under the ESPP, 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.

Exhibit No.	Description
4.1*	Corrected Third Restated Certificate of Incorporation of Intel Corporation, dated October 23, 2023 (incorporated by reference to Exhibit 3.1 of Intel’s Quarterly Report on Form 10-Q filed on October 27, 2023, Commission File No. 000-06217).
4.2*	Intel Corporation Bylaws, as amended and restated on November 29, 2023 (incorporated by reference to Exhibit 3.2 of Intel’s Current Report on Form 8-K filed on December 5, 2023, Commission File No. 000-06217).
5.1	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 Registered Public Accounting Firm.
24.1	Power of Attorney (included in signature page hereto).
99.1	Intel Corporation 2006 Employee Stock Purchase Plan, as amended and restated effective May 13, 2026.
107.1	Filing Fee Table.

* Incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 this 24th day of July, 2026.

INTEL CORPORATION
Registrant

By: /s/ DAVID ZINSNER
David Zinsner
Executive Vice President and Chief Financial Officer
(*Principal Financial Officer and Principal Accounting Officer*)

Each person whose signature appears below constitutes and appoints David Zinsner and Aparna Bawa, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, severally, for him or her and in his or her 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 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 connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their, his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ LIP-BU TAN
Lip-Bu Tan
Chief Executive Officer and Director
(Principal Executive Officer)
July 24, 2026

/s/ DAVID ZINSNER
David Zinsner
Executive Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)
July 24, 2026

/s/ DR. CRAIG H. BARRATT
Dr. Craig H. Barratt
Director
July 24, 2026

/s/ JAMES J. GOETZ
James J. Goetz
Director
July 24, 2026

/s/ DR. ANDREA J. GOLDSMITH
Dr. Andrea J. Goldsmith
Director
July 24, 2026

/s/ ALYSSA HENRY
Alyssa Henry
Director
July 24, 2026

/s/ ERIC MEURICE
Eric Meurice
Director
July 24, 2026

/s/ BARBARA G. NOVICK
Barbara G. Novick
Director
July 24, 2026

/s/ STEVE SANGHI
Steve Sanghi
Director
July 24, 2026

/s/ GREGORY D. SMITH
Gregory D. Smith
Director
July 24, 2026

/s/ STACY J. SMITH
Stacy J. Smith
Director
July 24, 2026

/s/ DION J. WEISLER
Dion J. Weisler
Director
July 24, 2026

GIBSON DUNN

Exhibit 5.1

July 24, 2026

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

Re: *Registration of 133,000,000 Shares of Common Stock Pursuant to the Intel Corporation 2006 Employee Stock Purchase Plan*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the “Registration Statement”) of Intel Corporation, a Delaware corporation (the “Corporation”), to be 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 Corporation of up to 133,000,000 shares of the Corporation’s Common Stock, par value $0.001 per share (the “Shares”), available for issuance under the Intel Corporation 2006 Employee Stock Purchase Plan, as amended and restated (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 Corporation 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 Corporation 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

Gibson, Dunn & Crutcher LLP
1700 M Street, N.W. | Washington, D.C. 20036-4504 | T: 202.955.8500 | F: 202.530.9500 | gibsondunn.com

Exhibit 23.2

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 Employee Stock Purchase Plan of our reports dated January 22, 2026, with respect to the consolidated financial statements of Intel Corporation and the effectiveness of internal control over financial reporting of Intel Corporation included in its Annual Report (Form 10-K) for the year ended December 27, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California
July 24, 2026

Calculation of Filing Fee Tables

S-8

INTEL CORP

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, par value $0.001 per share	457(a)	133,000,000	$ 79.75	$ 10,606,750,000.00	0.0001381	$ 1,464,792.18
			Total Offering Amounts:			$ 10,606,750,000.00		$ 1,464,792.18
			Total Fee Offsets:					$ 0.00
			Net Fee Due:					$ 1,464,792.18

Offering Note

1

Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock, par value $0.001 per share ("Common Stock"), of Intel Corporation ("Intel") 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. The "Proposed Maximum Offering Price Per Unit" and the "Maximum Aggregate Offering Price" are estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act, and are based on a price of $79.75 per share, which price is a 15% discount from the average of the high and low prices of Intel's Common Stock as reported on the Nasdaq Global Select Market on July 17, 2026, such discount representing the maximum permissible discount offered pursuant to the Intel Corporation 2006 Employee Stock Purchase Plan, as amended and restated (the "ESPP"). The "Amount Registered" represents 133,000,000 shares of Common Stock reserved for issuance under the ESPP.

Table 2: Fee Offset Claims and Sources ☑Not Applicable

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
						Rule 457(p)						
Fee Offset Claims												
Fee Offset Sources												