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): March 12, 2017

INTEL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	**000-06217**	**94-1672743**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(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:

☐ 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 8.01 Other Events.

On March 13, 2017, Intel Corporation ("Intel") issued a joint press release with Mobileye N.V. ("Mobileye"), announcing the execution of a Purchase Agreement (the "Purchase Agreement"), dated as of March 12, 2017, by and among Intel, Cyclops Holdings, Inc., a wholly owned subsidiary of Intel ("Buyer"), and Mobileye. The full text of the joint press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

In addition, on March 13, 2017, Intel and Mobileye also held a conference call for analysts and investors that included a presentation containing supplemental information regarding the proposed transaction. A copy of the presentation is attached hereto as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Joint Press Release of Intel Corporation and Mobileye N.V., dated March 13, 2017
99.2	Investor Presentation, dated March 13, 2017

Additional Information and Where to Find It

The tender offer described herein has not yet commenced. This Form 8-K is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any ordinary shares of Mobileye N.V. ("Mobileye") or any other securities. On the commencement date of the tender offer, a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, will be filed with the U.S. Securities and Exchange Commission (the "SEC") by Intel and one or more of its subsidiaries and a solicitation/recommendation statement on Schedule 14D-9 will be filed with the SEC by Mobileye. The offer to purchase all of the issued and outstanding ordinary shares of Mobileye will only be made pursuant to the offer to purchase, the letter of transmittal and related documents filed as a part of the tender offer statement on Schedule TO. THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 WILL CONTAIN IMPORTANT INFORMATION. INVESTORS AND SHAREHOLDERS OF MOBILEYE ARE URGED TO READ THESE DOCUMENTS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT SUCH HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR ORDINARY SHARES. Investors and security holders may obtain a free copy of these statements (when available) and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov, at the transaction website (http://intelandmobileye.transactionannouncement.com), or by directing such requests to the Information Agent for the tender offer that will be named in the tender offer statement on Schedule TO.

Forward-Looking Statements

This Form 8-K and the materials attached hereto contain forward-looking statements related to the proposed transaction between Intel and Mobileye, including statements regarding the benefits and the timing of the transaction as well as statements regarding the companies' products and markets. Words such as "anticipate," "believe," "estimate," "expect," "forecast," "intend," "may," "plan," "project," "predict," "should," "would" and "will" and variations of such words and

similar expressions are intended to identify such forward-looking statements. Such statements are based on management's expectations as of the date they were first made and involve risks and uncertainties that could cause our actual results to differ materially from those expressed or implied in our forward-looking statements. Such risks and uncertainties include, among others, the outcome of regulatory reviews of the proposed transaction; the ability of the parties to complete the transaction in the time expected or at all; the ability of Intel to successfully integrate Mobileye's business; the market for advanced driving assistance systems and autonomous driving may develop more slowly than expected or than it has in the past; evolving government regulation of the advanced driving assistance systems and autonomous driving markets; the risk that we are unable to commercially develop the technologies acquired or achieve the anticipated benefits and synergies of the transaction; the risk that we are unable to develop derivative works from the technologies acquired; our ability to attract new or maintain existing customer and supplier relationships at reasonable cost; the failure to protect and enforce our intellectual property rights; assertions or claims by third parties that we infringe their intellectual property rights; the risk of technological developments and innovations by others; the risk of potential losses related to any product liability claims and litigation; the risk that the parties are unable to retain and hire key personnel; unanticipated restructuring costs may be incurred or undisclosed liabilities assumed; and other risks detailed in Intel's and Mobileye's filings with the SEC, including those discussed in Intel's most recent Annual Report on Form 10-K and in any subsequent periodic reports on Form 10-Q and Form 8-K and Mobileye's most recent Annual Report on Form 20-F and in any subsequent reports on Form 6-K, each of which is on file or furnished with the SEC and available at the SEC's website at www.sec.gov. SEC filings for Intel are also available on Intel's Investor Relations website at www.intc.com, and SEC filings for Mobileye are available in the Investor Relations section of Mobileye's website at ir.mobileye.com. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. Unless otherwise required by applicable law, Intel and Mobileye undertake no obligation and do not intend to update these forward-looking statements, whether as a result of new information, future events or otherwise.

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/ Suzan A. Miller
Suzan A. Miller
Vice President, Deputy General Counsel and Corporate Secretary

Date: March 13, 2017

EXHIBIT INDEX

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Exhibit 99.1

Intel to Acquire Mobileye

Combining Technology and Talent to Accelerate the Future of Autonomous Driving

NEWS HIGHLIGHTS

- Brings together Mobileye's leading computer vision expertise with Intel's high-performance computing and connectivity expertise to create automated driving solutions from cloud to car.
- Positions Intel to accelerate innovation for automakers and to capture fast-growing market opportunity, estimated to be up to $70 billion by 2030.
- Acquisition expected to be accretive to Intel's non-GAAP EPS and free cash flow immediately.

SANTA CLARA, Calif., and JERUSALEM, March 13, 2017 – Intel Corporation (NASDAQ: INTC) and Mobileye N.V. (NYSE: MBLY) today announced a definitive agreement under which Intel would acquire Mobileye, a global leader in the development of computer vision and machine learning, data analysis, localization and mapping for advanced driver assistance systems and autonomous driving. Pursuant to the agreement, a subsidiary of Intel will commence a tender offer to acquire all of the issued and outstanding ordinary shares of Mobileye for $63.54 per share in cash, representing an equity value of approximately $15.3 billion and an enterprise value of $14.7 billion.

The combination is expected to accelerate innovation for the automotive industry and position Intel as a leading technology provider in the fast-growing market for highly and fully autonomous vehicles. Intel estimates the vehicle systems, data and services market opportunity to be up to $70 billion by 2030. This transaction extends Intel's strategy to invest in data-intensive market opportunities that build on the company's strengths in computing and connectivity from the cloud, through the network, to the device.

This acquisition will combine the best-in-class technologies from both companies, spanning connectivity, computer vision, data center, sensor fusion, high-performance computing, localization and mapping, machine learning and artificial intelligence. Together with partners and customers, Intel and Mobileye expect to deliver driving solutions that will transform the automotive industry. The combined global autonomous driving organization, which will consist of Mobileye and Intel's Automated Driving

Group, will be headquartered in Israel and led by Prof. Amnon Shashua, Mobileye's Co-Founder, Chairman and CTO. The organization will support both companies' existing production programs and build upon relationships with automotive OEMs, Tier-1 suppliers and semiconductor partners to develop advanced driving assist, highly autonomous and fully autonomous driving programs. Intel Senior Vice President Doug Davis will oversee the combined organization's engagement across Intel's business groups and will report to Prof. Amnon Shashua after the transaction's closing.

"This acquisition is a great step forward for our shareholders, the automotive industry and consumers," said Brian Krzanich, Intel CEO. "Intel provides critical foundational technologies for autonomous driving including plotting the car's path and making real-time driving decisions. Mobileye brings the industry's best automotive-grade computer vision and strong momentum with automakers and suppliers. Together, we can accelerate the future of autonomous driving with improved performance in a cloud-to-car solution at a lower cost for automakers."

"We expect the growth towards autonomous driving to be transformative. It will provide consumers with safer, more flexible, and less costly transportation options, and provide incremental business model opportunities for our automaker customers," said Mr. Ziv Aviram, Mobileye Co-Founder, President and CEO. "By pooling together our infrastructure and resources, we can enhance and accelerate our combined know-how in the areas of mapping, virtual driving, simulators, development tool chains, hardware, data centers and high-performance computing platforms. Together, we will provide an attractive value proposition for the automotive industry."

As cars progress from assisted driving to fully autonomous, they are increasingly becoming data centers on wheels. Intel expects that by 2020, autonomous vehicles will generate 4,000 GB of data per day, which plays to Intel's strengths in high-performance computing and network connectivity. The complexity and computing power of highly and fully autonomous cars creates large-scale opportunities for high-end Intel® Xeon® processors and high-performance Eye Q®4 and Eye Q®5 SoCs, high-performance FPGAs, memory, high-bandwidth connectivity, and computer vision technology.

Transaction Details and Timing

The transaction is expected to be accretive to Intel's non-GAAP EPS and free cash flow immediately. Intel intends to fund the acquisition with cash from the balance sheet.

The transaction is expected to close within the next nine months. It has been approved by the Intel and Mobileye Boards of Directors and is subject to the receipt of certain regulatory approvals and other closing conditions. The offer is not subject to any financing conditions.

An Extraordinary General Meeting of Mobileye's shareholders will be convened in connection with the offer to adopt, among other things, certain resolutions relating to the transaction.

For further information regarding the terms and conditions contained in the definitive agreement, please see Intel's Current Report on Form 8-K and Mobileye's Current Report on Form 6-K, which will be filed with the Securities and Exchange Commission in connection with this transaction. The offer will be described in more detail in a tender offer statement on Schedule TO to be filed by Intel and one or more of its subsidiaries and a solicitation/recommendation statement on Schedule 14D-9 to be filed by Mobileye.

Citi and Rothschild Inc. serve as financial advisors and Skadden, Arps, Slate, Meagher & Flom LLP serves as legal counsel to Intel. Raymond James & Associates, Inc. serves as financial advisor and Morrison & Foerster LLP serves as legal counsel to Mobileye.

For more information, investors are encouraged to visit http://intelandmobileye.transactionannouncement.com, which will be used by Intel and Mobileye to disclose information about the transaction and comply with Regulation FD.

Transaction Discussion Webcast

Intel and Mobileye management will hold a public webcast at 5:30 a.m. PT (8:30 a.m. ET) today to discuss the transaction. The live webcast and a copy of the presentation materials can be found at http://intelandmobileye.transactionannouncement.com. The live webcast can also be accessed in the United States at 1-855-631-5368 and outside the United States at +1-330-863-3283 with the passcode 84684571. A webcast replay and a copy of the webcast presentation materials will also be available on Intel's Investor Relations website at www.intc.com and on Mobileye's Investor Relations website at ir.mobileye.com.

About Intel

Intel expands the boundaries of technology to make the most amazing experiences possible. Information about Intel can be found at newsroom.Intel.com and Intel.com.

About Mobileye N.V.

Mobileye N.V. is the global leader in the development of computer vision and machine learning, data analysis, localization and mapping for Advanced Driver Assistance Systems and autonomous driving. The Company's technology keeps passengers safer on the roads, reduces the risks of traffic accidents, saves lives and has the potential to revolutionize the driving experience by enabling autonomous driving. The Company's proprietary software algorithms and EyeQ® chips perform detailed interpretations of the visual field in order to anticipate possible collisions with other vehicles, pedestrians, cyclists, animals, debris and other obstacles. The Company's products are also able to detect roadway markings such as lanes, road boundaries, barriers and similar items; identify and read traffic signs, directional signs and traffic lights; create a Roadbook™ of localized drivable paths and visual landmarks using REM™; and provide mapping for autonomous driving. The Company's products are or will be integrated into car models from more than 25 global automakers. The Company's products are also available in the aftermarket.

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Intel and the Intel logo are trademarks of Intel Corporation in the United States and other countries.

Mobileye, EyeQ, and Mobileye logo are registered trademark of Mobileye group in the United States and in other countries.

* Other names and brands may be claimed as the property of others.

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Exhibit 99.2

Creating a Global Leader in Autonomous Driving

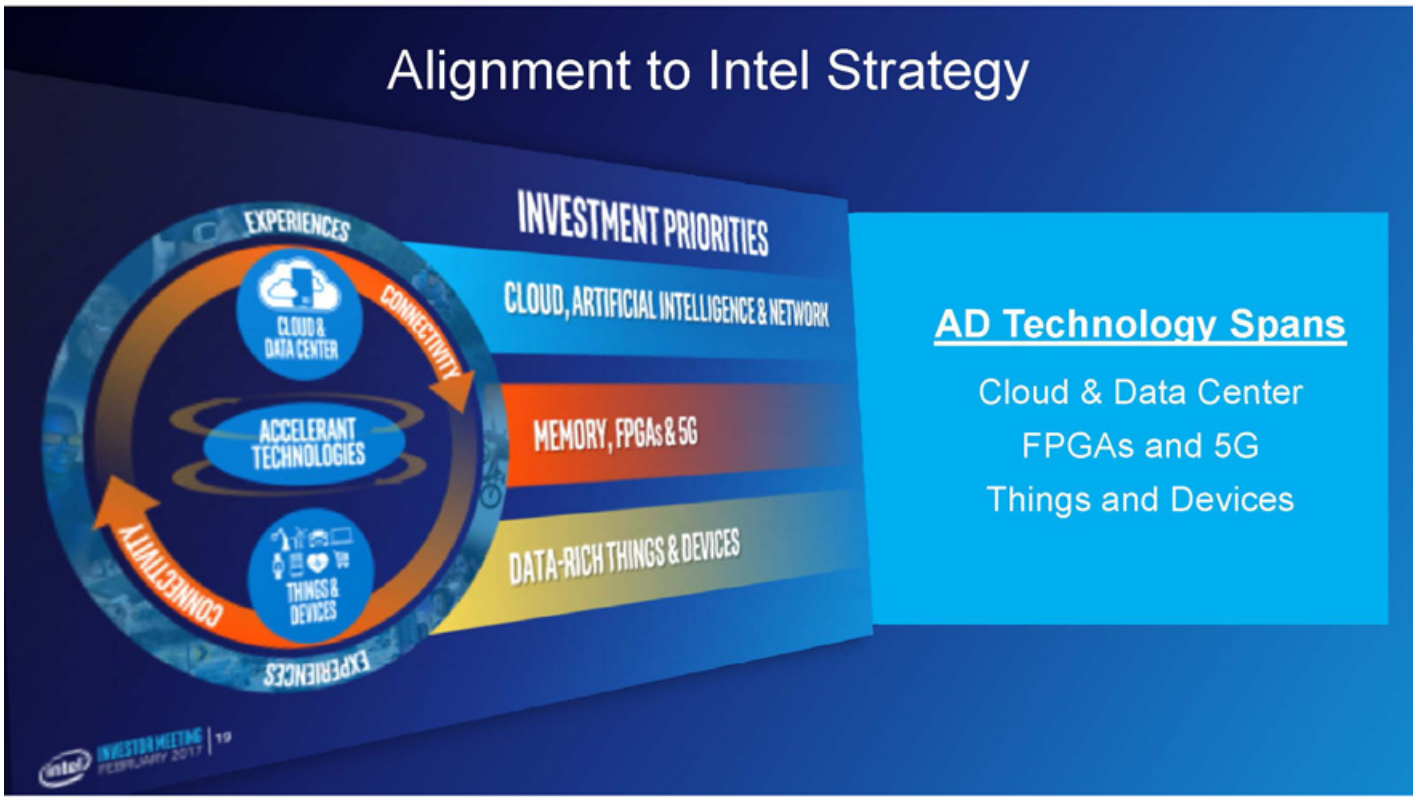
Tender to acquire all shares of Mobileye, the global leader in computer vision for Advanced Driver Assistance Systems (ADAS)

Automated driving up to $70B system, data, & services TAM by 2030

Combines Mobileye's best-in-class computer vision with Intel's computing, data center, AI, and connectivity expertise

Combination will accelerate auto industry innovation by delivering world class E2E solutions at lower cost, faster time-to-market

Immediately accretive to non-GAAP earnings and FCF


Alignment to Intel Strategy
EXPERIENCES
CONNECTIVITY
CLOUD & DATA CENTER
ACCELERANT TECHNOLOGIES
THINGS & DEVICES
INVESTMENT PRIORITIES
CLOUD, ARTIFICIAL INTELLIGENCE & NETWORK
MEMORY, FPGAs & 5G
DATA-RICH THINGS & DEVICES
AD Technology Spans
Cloud & Data Center
FPGAs and 5G
Things and Devices
INVESTOR MEETING
FEBRUARY 2017
19

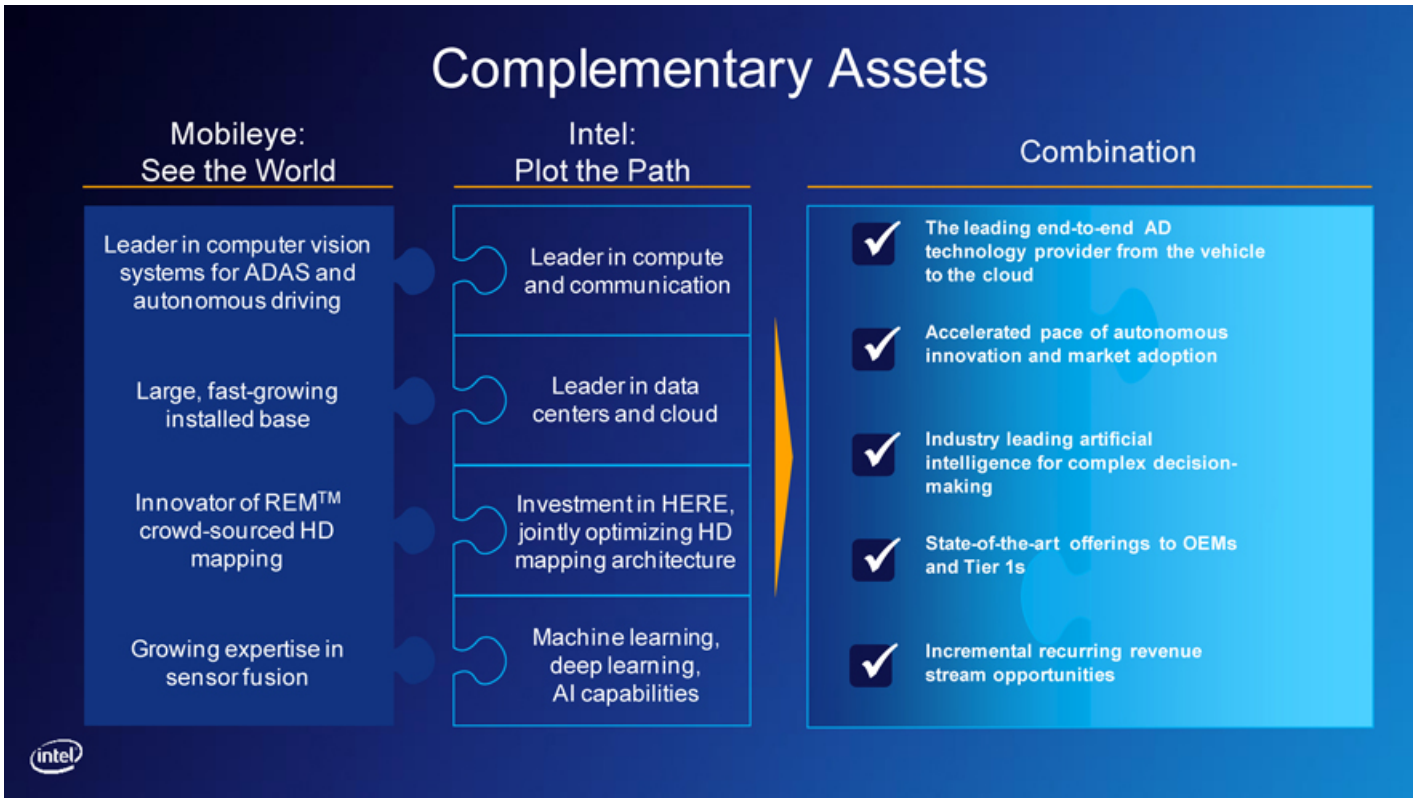
Mobileye Overview

Industry Pioneer

- The leading provider of computer vision systems for ADAS solutions
- Portfolio of surround vision, sensor fusion, mapping, and driving policy products resulting in wins with major automakers
- EyeQ® chips installed in ~16M vehicles as of 2016
- EyeQ4® and EyeQ5® chips for Level 3/4 autonomous driving programs go into production in 2018 and 2020 respectively
- Launching REM™ crowd-sourced HD mapping in 2018
- Strong financial results: 2016 revenue $358M gross margin 76%, GAAP operating margin 34%
- HQ in Israel, founded in 1999, ~660 employees

OEM Relationships[1]

[1]Not a comprehensive list


Complementary Assets
Mobileye: See the World
Intel: Plot the Path
Combination
Leader in computer vision systems for ADAS and autonomous driving
Large, fast-growing installed base
Innovator of REM™ crowd-sourced HD mapping
Growing expertise in sensor fusion
Leader in compute and communication
Leader in data centers and cloud
Investment in HERE, jointly optimizing HD mapping architecture
Machine learning, deep learning, AI capabilities
The leading end-to-end AD technology provider from the vehicle to the cloud
Accelerated pace of autonomous innovation and market adoption
Industry leading artificial intelligence for complex decision-making
State-of-the-art offerings to OEMs and Tier 1s
Incremental recurring revenue stream opportunities
intel

What Do Customers Demand?

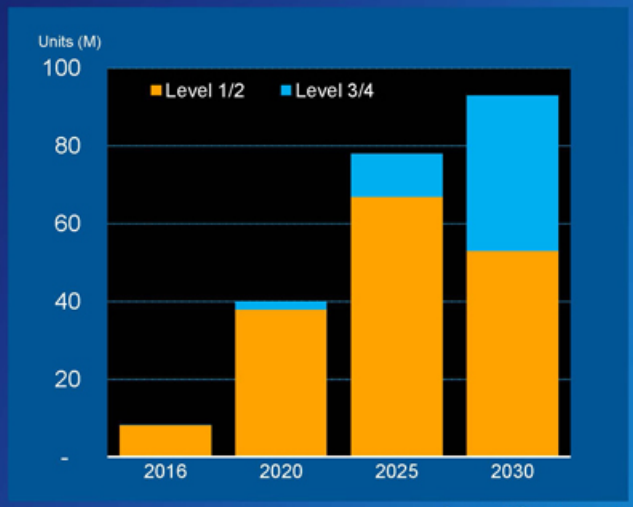
- Comprehensive, scalable, and end-to-end autonomous solution
- Access to advanced and integrated product portfolios
- New recurring revenue business models for the ecosystem
- Leadership in technology development and standards
- Technology extensible beyond cars

A Nascent Market Segment

Market Dynamics

- Cars of the future evolving to be data centers on wheels
- L1/L2 and L3/L4 adoption expected to reach >40% and >30% respectively by 2030
- Compute intensity increasing from ~0.5 TFLOPS for L2 systems to ~50 TFLOPs for L4 systems
- AD system, data, and services TAM growing up to $70B by 2030

Growing Adoption

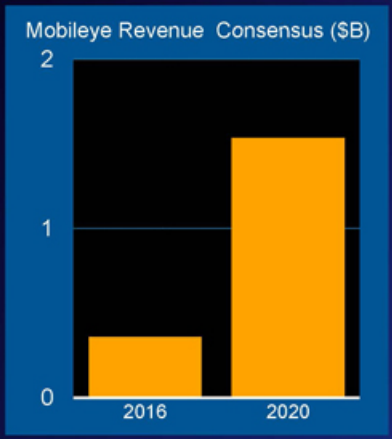


Sources: IHS, analyst reports

The Opportunity: >$100B End-to-End TAM

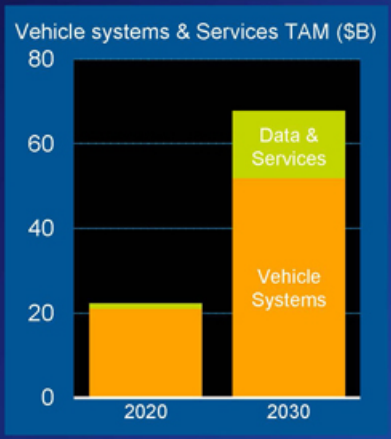
In-Car TAM ~$70B

Strong Mobileye Market Position and Near-Term Growth…



Source: FactSet Consensus Estimates

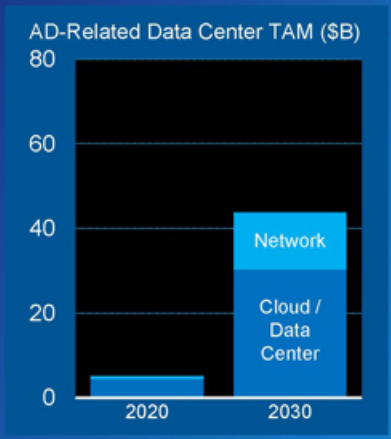
…Into an Expanding Vehicle Systems and Services TAM…



Sources: Strategy Analytics, IDC, IHS, ABI, analyst reports, company filings, industry interviews

Data Center TAM ~$40B

…Driving Adjacent Growth in the Data Center



Sources: IHS, Alcatel-Lucent, Nokia, analyst reports, company filings, industry interviews. Includes SW and services

Combined Opportunity: World Class E2E Solutions at Lower Cost, Faster TTM

Sources of Value

Base Business	• Strong base business with deep design-win pipeline • 42% non-GAAP FCF conversion
MSS & Revenue	• Accelerated introduction of new end-to-end solutions • Enhanced MSS and revenue opportunity through superior AD platforms
Data & Services	• Significant recurring revenue streams in mapping and data services
Cost-Related Synergies	• Cost synergies rising to $175M per year by 2019 • Tax related… IP sharing

Transaction Overview

Offer Price	• Tender offer to acquire all of Mobileye shares for $63.54 per share
Deal Value	• Equity Value: $15.3B • Enterprise Value: $14.7B, based on 12/31/16 cash balance
Financing	• Offshore cash on the balance sheet • Expect to maintain a strong investment grade rating post-close
Financial Impact	• Immediately accretive to non-GAAP EPS and free cash flow
Closing	• Expected within 9 months • Requires tender of at least 95% of Mobileye outstanding ordinary shares; percentage may be reduced if certain conditions are met • Subject to certain regulatory approvals and other closing conditions

Creating a Global Leader in Autonomous Driving

Tender to acquire all shares of Mobileye, the global leader in computer vision for Advanced Driver Assistance Systems (ADAS)

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Combines Mobileye's best-in-class computer vision with Intel's computing, data center, AI, and connectivity expertise

Combination will accelerate auto industry innovation by delivering world class E2E solutions at lower cost, faster time-to-market

Immediately accretive to non-GAAP earnings and FCF

intel
Acquisition of Mobileye
Q&A

Risk Factors and Additional Information

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