
**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
(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 Sheltered Employee Retirement Plan Plus
(Full Title of the Plan)

Susie Giordano
Corporate Vice President and Corporate Secretary
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
1050 Connecticut Avenue, N.W.
Washington, DC 20036-5306
(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," "non-accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒
Non-accelerated Filer ☐
Emerging Growth Company ☐

Accelerated Filer ☐
Smaller Reporting 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. ☐

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (1)
Intel Corporation Sheltered Employee Retirement Plan Plus (2)	\$800,000,000	100%	\$800,000,000	\$96,960.00
(1) Determined in accordance with Section 6(b) of the Securities Act of 1933, as amended (the “Securities Act”), at a rate equal to \$121.20 per \$1,000,000 of the proposed maximum aggregate offering price.				
(2) The Intel Corporation Sheltered Employee Retirement Plan Plus obligations are unsecured obligations of Intel to pay deferred compensation in the future in accordance with the terms of the Intel Corporation Sheltered Employee Retirement Plan Plus.				

Explanatory Note

This Registration Statement on Form S-8 is filed by Intel Corporation (“Intel”) relating to \$800,000,000 of unsecured obligations of Intel to pay deferred compensation in the future (the “Obligations”) in accordance with the terms of Intel’s Sheltered Employee Retirement Plan Plus (the “SERPLUS”), which Obligations are in addition to (i) the \$245,000,000 of Obligations registered on Intel’s Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on October 18, 1995 (Commission File No. 033-63489), (ii) the \$200,000,000 of Obligations registered on Intel’s Form S-8 filed on November 19, 1998 (Commission File No. 333-67537), (iii) the \$400,000,000 of Obligations registered on Intel’s Form S-8 filed on April 5, 2007 (Commission File No. 333-141905), (iv) the \$400,000,000 of Obligations registered on Intel’s Form S-8 filed on February 2, 2011 (Commission File No. 333-172024), and (v) the \$600,000,000 of Obligations registered on Intel’s Form S-8 filed on October 28, 2013 (Commission File No. 333-191956) (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 the Obligations, 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*	<u>Intel Corporation Third Restated Certificate of Incorporation dated May 17, 2006 (incorporated by reference to Exhibit 3.1 of Intel's Current Report on Form 8-K as filed on May 22, 2006, Commission File No. 000-06217).</u>
4.2*	<u>Intel Corporation Bylaws, as amended and restated on January 16, 2019 (incorporated by reference to Exhibit 3.2 of Intel's Current Report on Form 8-K as filed on January 17, 2019, Commission File No. 000-06217).</u>
5.1	<u>Opinion of Gibson, Dunn & Crutcher LLP.</u>
23.1	<u>Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1).</u>
23.2	<u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.</u>
24.1	<u>Power of Attorney (included in signature page hereto).</u>
99.1*	<u>Intel Corporation Sheltered Employee Retirement Plan Plus, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 99.1 of Intel's Registration Statement on Form S-8 as filed on February 2, 2011, Commission File No. 333-172024).</u>

* 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 13th day of June, 2019.

INTEL CORPORATION

By: /s/ George S. Davis
George S. Davis
Executive Vice President and
Chief Financial Officer

Each person whose signature appears below constitutes and appoints George S. Davis, Steven R. Rodgers, and Susie Giordano, 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 Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

/s/ ROBERT H. SWAN

Robert H. Swan
Chief Executive Officer, Director and
Principal Executive Officer
June 13, 2019

/s/ KEVIN T. MCBRIDE

Kevin T. McBride
Vice President of Finance, Corporate
Controller, and Principal Accounting Officer
June 13, 2019

/s/ ANEEL BHUSRI

Aneel Bhusri
Director
June 13, 2019

/s/ ANDY D. BRYANT

Andy D. Bryant
Chairman of the Board and Director
June 13, 2019

/s/ REED E. HUNDT

Reed E. Hundt
Director
June 13, 2019

/s/ DR. OMAR ISHRAK

Dr. Omar Ishrak
Director
June 13, 2019

/s/ DR. RISA LAVIZZO-MOUREY

Dr. Risa Lavizzo-Mourey
Director
June 13, 2019

/s/ GEORGE S. DAVIS

George S. Davis
Executive Vice President, Chief Financial
Officer, and Principal Financial Officer
June 13, 2019

/s/ DR. TSU-JAE KING LIU

Dr. Tsu-Jae King Liu
Director
June 13, 2019

/s/ GREGORY D. SMITH

Gregory D. Smith
Director
June 13, 2019

/s/ ANDREW WILSON

Andrew Wilson
Director
June 13, 2019

/s/ FRANK D. YEARY

Frank D. Yeary
Director
June 13, 2019

GIBSON DUNN

Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036-5306
Tel 202.955.8500
www.gibsondunn.com

June 13, 2019

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

Re: Registration of \$800,000,000 of Unsecured Obligations to Pay Deferred Compensation in the Future Pursuant to the Intel Corporation Sheltered Employee Retirement Plan Plus

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 registration by the Corporation of \$800,000,000 of unsecured obligations of the Corporation to pay deferred compensation in the future (the "Obligations") in accordance with the Corporation's Sheltered Employee Retirement Plan Plus, 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 Obligations being offered under the Plan, when issued in accordance with the terms set forth in the Plan, and when the Registration Statement has become effective under the Securities Act, will be valid and binding obligations of the Corporation, enforceable in accordance with their terms.

This opinion is subject to (i) the effect of any bankruptcy, insolvency, reorganization, moratorium, arrangement or similar laws affecting the rights and remedies of creditors generally, including the effect of statutory or other laws regarding fraudulent transfers or preferential transfers, and (ii) general principles of equity, including concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance, injunctive relief or other equitable remedies regardless of whether enforceability is considered in a proceeding in equity or at law.

We express no opinion regarding the effectiveness of any waiver (whether or not stated as such) contained in the Plan of rights of any party, or duties owing to it, that is broadly or vaguely stated or does not describe the right or duty purportedly waived with reasonable specificity or any provision in the Plan relating to indemnification, exculpation or contribution.

Further, 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 Sheltered Employee Retirement Plan Plus of our reports dated February 1, 2019 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 29, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California
June 13, 2019