
**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): June 15, 2020



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

(Address of principal executive offices)

95054-1549

(Zip Code)

Registrant's telephone number, including area code: (408) 765-8080

Not Applicable

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.001 par value	INTC	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of New Director.

On June 15, 2020, the Board of Directors (“Board”) of Intel Corporation (“Intel”) elected Mr. Dion J. Weisler to the Board, effective immediately. The Board determined that Mr. Weisler qualifies as “independent” in accordance with the published listing requirements of Nasdaq. Mr. Weisler was also appointed to the Compensation and Finance Committees.

Mr. Weisler, 52, served as the President and Chief Executive Officer of HP, Inc. (“HP”), a computer, printer and related supplies technology company, from November 1, 2015 through October 31, 2019. Previously, he served at HP as Executive Vice President of the Printing and Personal Systems Group from June 2013 to November 2015 and as Senior Vice President and Managing Director, Printing and Personal Systems, Asia Pacific and Japan from January 2012 to June 2013. Prior to joining HP, he served at Lenovo Group Ltd., a technology company, from 2007 to 2011, including as Vice President and Chief Operating Officer of the Product and Mobile Internet Digital Home Groups from January 2008 to December 2011, and as Vice President and General Manager, South East Asia (2007 to 2008). His prior experience also included management positions with Telstra Corporation Limited, a telecommunications company, and Acer Incorporated, a hardware and electronics company. Mr. Weisler served as a member of the board of directors of HP, Inc. from 2015 to May 12, 2020. He has served as a member of the board of directors of Thermo Fisher Scientific Inc. since 2017 and as a board member of BHP Group Limited (Australia) and BHP Group PLC (UK) since June 2020.

Mr. Weisler will receive the standard compensation amounts payable to non-employee directors of the Board. Pursuant to these arrangements, commencing in June 2020, Mr. Weisler will be paid an annual cash retainer of \$90,000 (in addition to any committee fees), which will be pro-rated for his first year of service. In addition, in the third quarter of 2020, Mr. Weisler will be granted non-employee director time-based restricted stock units (“RSUs”) with a value on the grant date of approximately \$201,667, which is pro-rated from the value of the annual award granted to non-employee directors. The award will vest on the earlier of May 14, 2021 and the date of Intel’s 2021 Annual Stockholders’ Meeting, the same schedule as the annual award granted to the non-employee directors in May 2020, subject to Mr. Weisler’s continued service on the Board.

Mr. Weisler will also enter into Intel’s standard form of directors’ indemnification agreement with Intel, pursuant to which Intel agrees to indemnify its directors to the fullest extent permitted by applicable law and subject to certain conditions to advance expenses in connection with proceedings as described in the indemnification agreement.

Item 7.01 Regulation FD Disclosure.

Intel’s press release dated June 17, 2020 announcing the election of Mr. Weisler to the Board on June 15, 2020 is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information in this Item 7.01 of this Report is furnished and shall not be treated as filed for purposes of the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are provided as part of this report:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by Intel titled "Intel Elects Dion J. Weisler to Board of Directors," dated June 17, 2020
104	Cover Page Interactive Data File, formatted in Inline XBRL and included as Exhibit 101.

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.

Date: June 17, 2020

INTEL CORPORATION
(Registrant)

/s/ Susie Giordano

Susie Giordano
Corporate Vice President and Corporate Secretary



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

News Release

Intel Elects Dion J. Weisler to Board of Directors

SANTA CLARA, Calif., June 17, 2020 – Intel Corporation today announced that Dion J. Weisler, former President & CEO of HP Inc., was elected to Intel's board of directors. Weisler will serve as an independent director and member of the compensation and finance committees.

"We are excited to welcome Dion to the board," said Intel Chairman, Omar Ishrak. "He brings a deep understanding of the Intel customer experience and a wealth of technical industry knowledge spanning client, cloud and network computing. Dion also shares Intel's strong commitment to corporate responsibility, having championed diversity and inclusion as well as sustainability while leading HP."

Weisler, 52, has extensive global executive experience, including serving as the President and Chief Executive Officer of HP Inc. from 2015 to 2019. Prior to this, he held senior executive roles at HP Co. and Lenovo Group, Inc. where he was responsible for various operations in Asia Pacific and globally. His experience also includes management positions with Telstra Corp. Ltd., a telecommunications company, and Acer Inc. Weisler also has significant public company board experience. This includes serving on the HP Inc. board from 2015 to May 2020. He currently serves as a director on the boards of Thermo Fisher Scientific, Inc. and BHP.

"Having admired Intel for more than three decades as the company that fueled compute as we know it, I'm honored and excited to join them as they transform to capitalize on new markets fueled by the incredible growth of data and intelligence. Their rich entrepreneurial culture, unique innovation and scale positions Intel to drive a positive global impact for decades to come," said Weisler.

Intel's company bylaws designate a range of nine to 15 board members. With this addition, there are currently ten members on the board. Since 2018, Intel has added four independent directors, half of whom are women, including one who is an underrepresented minority.

"In the last two years, Intel has made significant changes to its board of directors, having reduced the average tenure, added critical skills and increased board diversity," said Ishrak. "While we view this as positive progress, we are not satisfied. Consistent with Intel's values, we expect to continue adding additional directors with a specific focus on increasing the representation of racially and ethnically diverse board members."

About Intel

Intel (NASDAQ: INTC), a leader in the semiconductor industry, is shaping the data-centric future with computing and communications technology that is the foundation of the world's innovations. The company's engineering expertise is helping address the world's greatest challenges as well as helping secure, power and connect billions of devices and the infrastructure of the smart, connected world - from the cloud to the network to the edge and everything in between. Find more information about Intel at newsroom.intel.com and intel.com.

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