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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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

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**Intel Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**94-1672743**  
(I.R.S. Employer  
Identification No.)

**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)

**April Miller Boise**  
**Executive Vice President and Chief Legal 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)

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*Copies to:*

**Ronald O. Mueller, Esq.**  
**Gibson, Dunn & Crutcher LLP**  
**1050 Connecticut Avenue, N.W.**  
**Washington, DC 20036-5306**  
**(202) 955-8500**

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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   
Non-accelerated filer   
Emerging growth company

Accelerated filer   
Smaller reporting company

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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.

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## Explanatory Note

This Registration Statement on Form S-8 is filed by Intel Corporation (“Intel”) relating to 80,000,000 shares of its common stock, par value \$0.001 per share (“Common Stock”), issuable to eligible participants under the Intel Corporation 2006 Equity Incentive Plan, as amended and restated (the “EIP”), which Common Stock is in addition to (i) the 80,000,000 shares of Common Stock registered on Intel’s Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on January 24, 2020 ([Commission File No. 333-236046](#)); (ii) the 175,000,000 shares of Common Stock registered on Intel’s Form S-8 filed with the Commission on June 21, 2006 ([Commission File No. 333-135177](#)), (iii) the 119,000,000 shares of Common Stock registered on Intel’s Form S-8 filed with the Commission on June 21, 2007 ([Commission File No. 333-143932](#)), (iv) the 369,000,000 shares of Common Stock registered on Intel’s Form S-8 filed with the Commission on June 26, 2009 ([Commission File No. 333-160272](#)), (v) the 13,512,737 shares of Common Stock issuable under the EIP registered on Intel’s Form S-8 filed with the Commission on June 24, 2011 ([Commission File No. 333-175123](#)), (vi) the 123,000,000 shares of Common Stock registered on Intel’s Form S-8 filed with the Commission on July 30, 2013 ([Commission File No. 333-190236](#)), (vii) the 34,000,000 shares of Common Stock registered on Intel’s Form S-8 filed with the Commission on July 28, 2015 ([Commission File No. 333-205904](#)), and (viii) the 33,000,000 shares of Common Stock issuable under the EIP registered on Intel’s Form S-8 filed with the Commission on November 14, 2017 ([Commission File No. 333-221555](#)) (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 Common Stock issuable under the EIP, 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.

<u>Exhibit No.</u>	<u>Description</u>
4.1*	<a href="#">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).</a>
4.2*	<a href="#">Intel Corporation Bylaws, as amended and restated on March 10, 2021 (incorporated by reference to Exhibit 3.2 of Intel’s Current Report on Form 8-K as filed on March 16, 2021, Commission File No. 000-06217).</a>
5.1	<a href="#">Opinion of Gibson, Dunn &amp; Crutcher LLP.</a>
23.1	<a href="#">Consent of Gibson, Dunn &amp; Crutcher LLP (contained in Exhibit 5.1).</a>
23.2	<a href="#">Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm.</a>
24.1	<a href="#">Power of Attorney (included in signature page hereto).</a>
99.1*	Intel Corporation 2006 Equity Incentive Plan, as amended and restated effective May 12, 2022 (incorporated by reference to Exhibit 10.2 of Intel’s Quarterly Report on Form 10-Q as filed on July 28, 2022, Commission File No. 000-06217).
107	<a href="#">Filing Fee Table.</a>

\* 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 28th day of July, 2022.

INTEL CORPORATION

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

Each person whose signature appears below constitutes and appoints David Zinsner and April Miller Boise, 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 by the following persons in the capacities and on the date indicated:

/s/ PATRICK P. GELSINGER  
Patrick P. Gelsinger  
Chief Executive Officer and Director  
(Principal Executive Officer)  
July 28, 2022

/s/ DAVID ZINSNER  
David Zinsner  
Executive Vice President and  
Chief Financial Officer (Principal Financial Officer)  
July 28, 2022

/s/ SCOTT GAWEL  
Scott Gawel  
Corporate Vice President and Chief Accounting Officer  
(Principal Accounting Officer)  
July 28, 2022

/s/ JAMES J. GOETZ  
James J. Goetz  
Director  
July 28, 2022

/s/ DR. TSU-JAE KING LIU  
Dr. Tsu-Jae King Liu  
Director  
July 28, 2022

/s/ DR. ANDREA J. GOLDSMITH  
Dr. Andrea J. Goldsmith  
Director  
July 28, 2022

/s/ GREGORY D. SMITH  
Gregory D. Smith  
Director  
July 28, 2022

/s/ ALYSSA H. HENRY  
Alyssa H. Henry  
Director  
July 28, 2022

/s/ DION J. WEISLER  
Dion J. Weisler  
Director  
July 28, 2022

/s/ DR. OMAR ISHRAK  
Dr. Omar Ishrak  
Chair of the Board and Director  
July 28, 2022

/s/ FRANK D. YEARY  
Frank D. Yeary  
Director  
July 28, 2022

/S/ DR. RISA LAVIZZO-MOUREY  
Dr. Risa Lavizzo-Mourey  
Director  
July 28, 2022

Gibson, Dunn & Crutcher LLP

GIBSON DUNN

1050 Connecticut Avenue, N.W.  
Washington, DC 20036-5306  
Tel 202.955.8500  
www.gibsondunn.com

July 28, 2022

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

Re: Registration of 80,000,000 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 "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 80,000,000 shares of the Corporation's Common Stock, par value \$0.001 per share (the "Shares"), available for issuance under the Intel Corporation 2006 Equity Incentive 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

**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 January 26, 2022 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 on Form 10-K for the year ended December 25, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP  
San Jose, California  
July 28, 2022

## CALCULATION OF FILING FEE TABLES

**Form S-8**

(Form Type)

**Intel Corporation**

(Exact Name of Registrant as Specified in its Charter)

TABLE 1 – NEWLY REGISTERED SECURITIES

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share	457(a) (2)	80,000,000 (3)	\$38.98	\$3,118,400,000	\$ 92.70 per \$1,000,000	\$289,075.68
Total Offering Amounts					\$3,118,400,000		\$289,075.68
Total Fee Offsets							\$ 0
Net Fee Due							\$289,075.68

- (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.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act, the offering price and aggregate offering price are based on a price of \$38.98 per share, which price is an average of the high and low prices of Intel’s Common Stock as reported on the Nasdaq Global Select Market on July 25, 2022.
- (3) Represents 80,000,000 shares of Common Stock reserved for issuance under the Intel Corporation 2006 Equity Incentive Plan, as amended and restated.