

**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): August 19, 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 8.01 Other Events.

On August 19, 2020, Intel Corporation (“Intel”) announced it is entering into accelerated share repurchase agreements (the “ASR Agreements”) to repurchase an aggregate of \$10 billion of Intel’s common stock. These repurchases are part of Intel’s previously planned \$20 billion in share repurchases (the “\$20B Share Repurchase”) under its ongoing share repurchase authorization. Intel announced the \$20B Share Repurchase in October 2019 and suspended share repurchases on March 24, 2020 in light of the COVID-19 pandemic, as reported in the Current Report on Form 8-K filed by Intel on March 24, 2020. Intel believes that its common stock is at the time of this announcement trading well below intrinsic valuation, and that these repurchases are prudent at this time, given the strength of the company’s balance sheet.

Pursuant to the ASR Agreements, Intel will make payments in an aggregate amount of \$10 billion to the counterparty financial institutions on August 21, 2020, and expects to receive on the same day initial deliveries of approximately 166 million shares of Intel’s common stock in the aggregate from the counterparties. The final number of shares to be repurchased by Intel will be based on the volume-weighted average stock price of Intel’s common stock during the term of the ASR Agreements, less a discount and subject to adjustments pursuant to the terms and conditions of the ASR Agreements. At settlement, under certain circumstances, one or more of the counterparties may be required to deliver additional shares of common stock to Intel, or under certain circumstances, Intel may be required to deliver shares of common stock or to make a cash payment, at its election, to one or more of the counterparties. The final settlement under the ASR Agreements is scheduled to be completed by the end of 2020.

Intel is funding the share repurchases under the ASR Agreements with existing cash resources.

Following completion of the ASR Agreements, Intel will have repurchased a total of approximately \$17.6 billion in shares as part of the \$20B Share Repurchase. Intel intends to complete the \$2.4 billion balance of the \$20B Share Repurchase and return to its historical capital return practices when markets stabilize.

A copy of the press release announcing Intel’s entry into the ASR Agreements is furnished herewith as Exhibit 99.1.

Forward Looking Statements

Statements in this report that refer to future plans and expectations, including with respect to the ASR Agreements, the settlement of such agreements, share repurchases including the \$20B Share Repurchase, and capital return practices, are forward-looking statements that involve a number of risks and uncertainties. Words such as “anticipates,” “expects,” “intends,” “goals,” “plans,” “believes,” “seeks,” “estimates,” “continues,” “may,” “will,” “would,” “should,” “could,” and variations of such words and similar expressions are intended to identify such forward-looking statements. Statements that refer to or are based on estimates, forecasts, projections, uncertain events or assumptions, including statements relating to the company’s valuation and anticipated trends in our businesses or the markets relevant to them, also identify forward-looking statements. Such statements are based on management’s current expectations and involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied in these forward-looking statements. Important factors that could cause actual results to differ materially from the company’s expectations include, among others, the ability of a counterparty to an ASR Agreement to buy or borrow shares of Intel common stock; the market price of Intel common stock during the term of an ASR Agreement; the impact of global and regional economic and market conditions, including illiquidity and other risks of instability in the banking and financial services industry; and the factors set forth in Intel’s earnings release dated July 23, 2020, which is included as an exhibit to Intel’s Form 8-K furnished to the SEC on such date, and Intel’s SEC filings, including the company’s most recent reports on Forms 10-K and 10-Q. Copies of Intel’s Form 10-K, 10-Q and 8-K reports may be obtained by visiting our Investor Relations website at www.intc.com or the SEC’s website at www.sec.gov. Intel does not undertake, and expressly disclaims any duty, to update any statement made in this report, whether as a result of new information, new developments or otherwise, except to the extent that disclosure may be required by law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are provided as part of this report.

Exhibit Number	Description
99.1	Press Release issued by Intel titled “Intel Initiates \$10 Billion Accelerated Share Repurchase Agreements,” dated August 19, 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.

INTEL CORPORATION
(Registrant)

Date: August 19, 2020

/s/ George S. Davis

George S. Davis

Executive Vice President and Chief Financial Officer



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

News Release

Intel Initiates \$10 Billion Accelerated Share Repurchase Agreements

SANTA CLARA, Calif., August 19, 2020 – Intel Corporation today announced it is entering into accelerated share repurchase (ASR) agreements to repurchase an aggregate of \$10 billion of Intel's common stock. Following completion of these agreements, Intel will have repurchased a total of approximately \$17.6 billion in shares as part of the planned \$20 billion share repurchases announced in October 2019.

"We achieved record financial results in the first half of 2020 and raised our full-year outlook as customers rely on Intel technology for delivering critical services and enabling people to work, learn and stay connected. As the ongoing growth of data fuels demand for Intel products to process, move and store, we are confident in our multiyear plan to deliver leadership products," said Intel CEO Bob Swan. "While the macro-economic environment remains uncertain, Intel shares are currently trading well below our intrinsic valuation, and we believe these repurchases are prudent at this time."

Under the terms of the ASR agreements, Intel will receive an initial share delivery of approximately 166 million shares, with the final settlement scheduled to occur by the end of 2020. The final number of shares to be repurchased by Intel will be based on the volume-weighted average stock price of Intel's common stock during the term of the agreements, less a discount and subject to adjustments.

Intel is funding the share repurchases under the ASR agreements with existing cash resources. Strong operating results in the first half of 2020 have contributed to a healthy liquidity balance, which gives Intel the ability to invest in the business during a period of economic uncertainty while also returning capital to stockholders through dividends and these share repurchases. Intel intends to complete the \$2.4 billion balance of its planned \$20 billion share repurchases and return to its historical capital return practices when markets stabilize.

BNP Paribas Securities Corp. acted as sole structuring adviser to Intel on the ASR agreements.

Forward Looking Statements

Statements in this press release that refer to future plans and expectations, including with respect to the ASR agreements, the settlement of such agreements, Intel's share repurchases, and Intel's business outlook, are forward-looking statements that involve a number of risks and uncertainties. Words such as "anticipates," "expects," "intends," "goals," "plans," "believes," "seeks," "estimates," "continues," "may," "will," "would," "should," "could," and variations of such words and similar expressions are intended to identify such forward-looking statements. Statements that refer to or are based on estimates, forecasts, projections, uncertain events or assumptions, including statements relating to future products and technology and the expected availability and benefits of such products and technology, market opportunity, our valuation, our ability to invest and return capital, and anticipated trends in our businesses or the markets relevant to them, also identify forward-looking statements. Such statements are based on management's current expectations and involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied in these forward-looking statements. Important factors that could cause actual results to differ materially from the company's expectations include, among others, the ability of a counterparty to an ASR agreement to buy or borrow shares of Intel common stock; the market price of Intel common stock during the term of an ASR Agreement; the impact of global and regional economic and market conditions, including illiquidity and other risks of instability in the banking and financial services industry; and the factors set forth in Intel's earnings release dated July 23, 2020, which is included as an exhibit to Intel's Form 8-K furnished to the SEC on such date, and Intel's SEC filings, including the company's most recent reports on Forms 10-K and 10-Q. Copies of Intel's Form 10-K, 10-Q and 8-K reports may be obtained by visiting our Investor Relations website at www.intc.com or the SEC's website at www.sec.gov. Intel does not undertake, and expressly disclaims any duty, to update any statement made in this press release, whether as a result of new information, new developments or otherwise, except to the extent that disclosure may be required by law.

About Intel

Intel (Nasdaq: INTC), is an industry leader, creating world-changing technology that enables global progress and enriches lives. Inspired by Moore's Law, we continuously work to advance the design and manufacturing of semiconductors to help address our customers' greatest challenges. By embedding intelligence in the cloud, network, edge and every kind of computing device, we unleash the potential of data to transform business and society for the better. To learn more about Intel's innovations, go to newsroom.intel.com and intel.com.

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