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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 15, 2024**

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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)

**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.)

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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. ☐

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**Item 8.01 Other Events.**

On February 21, 2024, Intel Corporation (“Intel”) issued \$500,000,000 aggregate principal amount of 5.000% Senior Notes due 2031 (the “2031 Notes”), \$900,000,000 aggregate principal amount of 5.150% Senior Notes due 2034 (the “2034 Notes”) and \$1,150,000,000 aggregate principal amount of 5.600% Senior Notes due 2054 (the “2054 Notes” and, together with the 2031 Notes and the 2034 Notes, the “Notes”) pursuant to the terms of an underwriting agreement dated February 15, 2024 (the “Underwriting Agreement”) among Intel and BofA Securities, Inc., Citigroup Global Markets Inc., Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein. The aggregate principal amount of the Notes is \$2.55 billion, and the net proceeds from the offering are approximately \$2.53 billion, before expenses but after deducting the underwriting discounts.

The offering of the Notes sold pursuant to the Underwriting Agreement was registered under Intel’s registration statement on Form S-3 filed on February 2, 2023 (File No. 333-269522) and the Notes were issued pursuant to an indenture between Intel and Computershare Trust Company, National Association (as successor to Wells Fargo Bank, National Association), as trustee (the “Trustee”), dated as of March 29, 2006 (the “Base Indenture”), as supplemented by the first supplemental indenture between Intel and the Trustee, dated as of December 3, 2007 (the “First Supplemental Indenture”), as further supplemented by the twentieth supplemental indenture between Intel and the Trustee, dated as of February 21, 2024 (the “Twentieth Supplemental Indenture”).

The foregoing descriptions of the Underwriting Agreement, the Base Indenture, the First Supplemental Indenture and the Twentieth Supplemental Indenture are qualified in their entirety by the terms of such agreements, which are attached as Exhibit 1.1 to this Current Report, Exhibit 4.4 to the registration statement on Form S-3 filed on March 30, 2006 (File No. 333-132865), Exhibit 4.2.4 to the annual report on Form 10-K filed on February 20, 2008 (File No. 000-06217) and Exhibit 4.1 to this Current Report, respectively, and incorporated by reference herein. The foregoing description of the Notes is qualified in its entirety by reference to the full text of the form of the 5.000% Senior Note due 2031, the form of the 5.150% Senior Note due 2034 and the form of the 5.600% Senior Note due 2054, which are attached as Exhibit 4.2, Exhibit 4.3 and Exhibit 4.4 to this Current Report, respectively, and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed as part of this Report.

Exhibit Number	Description
1.1	<a href="#"><u>Underwriting Agreement, dated as of February 15, 2024, among Intel Corporation and BofA Securities, Inc., Citigroup Global Markets Inc., Goldman Sachs &amp; Co. LLC, J.P. Morgan Securities LLC, Morgan Stanley &amp; Co. LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein</u></a>
4.1	<a href="#"><u>Twentieth Supplemental Indenture, dated as of February 21, 2024, between Intel Corporation and Computershare Trust Company, National Association (as successor to Wells Fargo Bank, National Association), as trustee</u></a>
4.2	<a href="#"><u>Form of 5.000% Senior Note due 2031</u></a>
4.3	<a href="#"><u>Form of 5.150% Senior Note due 2034</u></a>
4.4	<a href="#"><u>Form of 5.600% Senior Note due 2054</u></a>
5.1	<a href="#"><u>Opinion of Gibson, Dunn and Crutcher LLP</u></a>
23.1	<a href="#"><u>Consent of Gibson, Dunn and Crutcher LLP (included in Exhibit 5.1)</u></a>
104	Cover Page Interactive Data File, formatted in Inline XBRL and included as Exhibit 101

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**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: February 21, 2024

**INTEL CORPORATION**  
(Registrant)

/s/ David Zinsner

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David Zinsner  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)