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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 7, 2023**

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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 10, 2023, Intel Corporation (“Intel”) issued \$1,500,000,000 aggregate principal amount of 4.875% Senior Notes due 2026 (the “2026 Notes”), \$1,750,000,000 aggregate principal amount of 4.875% Senior Notes due 2028 (the “2028 Notes”), \$1,250,000,000 aggregate principal amount of 5.125% Senior Notes due 2030 (the “2030 Notes”), \$2,250,000,000 aggregate principal amount of 5.200% Senior Notes due 2033 (the “2033 Notes”), \$1,000,000,000 aggregate principal amount of 5.625% Senior Notes due 2043 (the “2043 Notes”), \$2,000,000,000 aggregate principal amount of 5.700% Senior Notes due 2053 (the “2053 Notes”) and \$1,250,000,000 aggregate principal amount of 5.900% Senior Notes due 2063 (the “2063 Notes” and, together with the 2026 Notes, the 2028 Notes, the 2030 Notes, the 2033 Notes, the 2043 Notes and the 2053 Notes, the “Notes”) pursuant to the terms of an underwriting agreement dated February 7, 2023 (the “Underwriting Agreement”) among Intel and BofA Securities, Inc., Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein. The aggregate principal amount of the Notes is \$11.0 billion, and the net proceeds from the offering are approximately \$10.96 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 nineteenth supplemental indenture between Intel and the Trustee, dated as of February 10, 2023 (the “Nineteenth Supplemental Indenture”).

The foregoing descriptions of the Underwriting Agreement, the Base Indenture, the First Supplemental Indenture and the Nineteenth 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 4.875% Senior Note due 2026, the form of the 4.875% Senior Note due 2028, the form of the 5.125% Senior Note due 2030, the form of the 5.200% Senior Note due 2033, the form of the 5.625% Senior Note due 2043, the form of the 5.700% Senior Note due 2053 and the form of the 5.900% Senior Note due 2063, which are attached as Exhibit 4.2, Exhibit 4.3, Exhibit 4.4, Exhibit 4.5, Exhibit 4.6, Exhibit 4.7 and Exhibit 4.8 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 7, 2023, among Intel Corporation and BofA Securities, Inc., Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Morgan Stanley &amp; Co. LLC, as representatives of the several underwriters named therein</u></a>
4.1	<a href="#"><u>Nineteenth Supplemental Indenture, dated as of February 10, 2023, 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 4.875% Senior Note due 2026</u></a>
4.3	<a href="#"><u>Form of 4.875% Senior Note due 2028</u></a>
4.4	<a href="#"><u>Form of 5.125% Senior Note due 2030</u></a>
4.5	<a href="#"><u>Form of 5.200% Senior Note due 2033</u></a>
4.6	<a href="#"><u>Form of 5.625% Senior Note due 2043</u></a>
4.7	<a href="#"><u>Form of 5.700% Senior Note due 2053</u></a>
4.8	<a href="#"><u>Form of 5.900% Senior Note due 2063</u></a>
5.1	<a href="#"><u>Opinion of Gibson, Dunn &amp; Crutcher LLP</u></a>
23.1	<a href="#"><u>Consent of Gibson, Dunn &amp; 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.

**INTEL CORPORATION**  
(Registrant)

Date: February 10, 2023

/s/ David Zinsner

David Zinsner

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