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7 **UNITED STATES DISTRICT COURT**
8 **NORTHERN DISTRICT OF CALIFORNIA**

9 _____, Individually and on Behalf of
10 All Others Similarly Situated,

11 Plaintiff,

12 vs.

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14 ADVANCED MICRO DEVICES, INC.,
LISA T. SU and DEVINDER KUMAR,

15 Defendants
16

Case No.

**CLASS ACTION COMPLAINT FOR
VIOLATION OF THE FEDERAL
SECURITIES LAWS**

JURY TRIAL DEMANDED

17 Plaintiff (“Plaintiff”), individually and on behalf of all other persons similarly
18 situated, by Plaintiff’s undersigned attorneys, for Plaintiff’s complaint against Defendants (defined
19 below), alleges the following based upon personal knowledge as to Plaintiff and Plaintiff’s own acts,
20 and information and belief as to all other matters, based upon, *inter alia*, the investigation conducted by
21 and through Plaintiff’s attorneys, which included, among other things, a review of the Defendants’
22 public documents, conference calls and announcements made by Defendants, United States Securities
23 and Exchange Commission (“SEC”) filings, wire and press releases published by and regarding
24 Advanced Micro Devices, Inc. (“AMD” or the “Company”), analysts’ reports and advisories about the
25 Company, and information readily obtainable on the Internet. Plaintiff believes that substantial
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1 evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for
2 discovery.

3 **NATURE OF THE ACTION**

4 1. This is a federal securities class action on behalf of a class consisting of all persons other
5 than Defendants who purchased or otherwise acquired common shares of AMD between February 21,
6 2017 and January 11, 2018, both dates inclusive (the “Class Period”). Plaintiff seeks to recover
7 compensable damages caused by Defendants’ violations of the federal securities laws and to pursue
8 remedies under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”)
9 and Rule 10b-5 promulgated thereunder.
10

11 2. Advanced Micro Devices, Inc. manufactures semiconductor products, which includes
12 microprocessors, embedded microprocessors, chipsets, graphics, video and multimedia products. The
13 Company offers its products worldwide.
14

15 3. Founded in 1969, the Company is headquartered in Sunnyvale, California, and its stock
16 trades on the NASDAQ Capital Market (“NASDAQ”) under the ticker symbol “AMD.”
17

18 4. Throughout the Class Period, Defendants made materially false and misleading
19 statements regarding the Company’s business, operational and compliance policies. Specifically,
20 Defendants made false and/or misleading statements and/or failed to disclose that: (i) a fundamental
21 security flaw in AMD’s processor chips renders them susceptible to hacking; and (ii) as a result,
22 AMD’s public statements were materially false and misleading at all relevant times.

23 5. On January 3, 2018, media outlets reported that Google Project Zero’s security team had
24 discovered serious security flaws affecting computer processors built by Intel Corporation (“Intel”),
25 AMD and other chipmakers. In a blog post, the Project Zero team stated that one of these security
26 flaws—dubbed the “Spectre” vulnerability—allows third parties to gather passwords and other sensitive
27 data from a system’s memory.
28

6. On January 3, 2018, in response to the Project Zero team's announcement, a spokesperson for AMD advised investors that while its own chips were vulnerable to one variant of Spectre, there was "near zero risk" that AMD chips were vulnerable to the second Spectre variant.

7. Then, on January 11, 2018, post-market, AMD issued a press release entitled "An Update on AMD Processor Security," acknowledging that its chips were, in fact, susceptible to **both** variants of the Spectre security flaw. The press release stated in relevant part:

The public disclosure on January 3rd that multiple research teams had discovered security issues related to how modern microprocessors handle speculative execution has brought to the forefront the constant vigilance needed to protect and secure data. These threats seek to circumvent the microprocessor architecture controls that preserve secure data.

At AMD, security is our top priority and we are continually working to ensure the safety of our users as new risks arise. As a part of that vigilance, I wanted to update the community on our actions to address the situation.

- ***Google Project Zero (GPZ) Variant 1 (Bounds Check Bypass or Spectre) is applicable to AMD processors.***
 - We believe this threat can be contained with an operating system (OS) patch and we have been working with OS providers to address this issue.
 - Microsoft is distributing patches for the majority of AMD systems now. We are working closely with them to correct an issue that paused the distribution of patches for some older AMD processors (AMD Opteron, Athlon and AMD Turion X2 Ultra families) earlier this week. We expect this issue to be corrected shortly and Microsoft should resume updates for these older processors by next week. For the latest details, please see Microsoft's website.
 - Linux vendors are also rolling out patches across AMD products now.
- ***GPZ Variant 2 (Branch Target Injection or Spectre) is applicable to AMD processors.***
 - While we believe that AMD's processor architectures make it difficult to exploit Variant 2, we continue to work closely with the industry on this threat. We have defined additional steps through a combination of processor microcode updates and OS patches that we will make available to AMD customers and partners to further mitigate the threat.
 - AMD will make optional microcode updates available to our customers and partners for Ryzen and EPYC processors starting this week. We expect to make updates available for our previous generation products over the coming weeks. These software updates will be provided by system providers and OS vendors; please check

1 with your supplier for the latest information on the available option
2 for your configuration and requirements.

- 3 ■ Linux vendors have begun to roll out OS patches for AMD systems,
4 and we are working closely with Microsoft on the timing for
5 distributing their patches. We are also engaging closely with the
6 Linux community on development of “return trampoline”
7 (Retpoline) software mitigations.

8 (Emphasis added.)

9 8. On that same day, during an interview with Yahoo Finance, AMD’s Chief Executive
10 Officer (“CEO”) Lisa Su confirmed news that its products were susceptible to Spectre vulnerabilities,
11 stating: “to clarify, for Meltdown, AMD is not susceptible... we don’t have a susceptibility to that
12 variant. But *with Spectre, AMD is susceptible.*” (Emphasis added.)

13 9. On this news, AMD’s share price fell \$0.12 or 0.99%, to close at \$12.02 on January 12,
14 2018.

15 10. As a result of Defendants’ wrongful acts and omissions, and the precipitous decline in
16 the market value of the Company’s common shares, Plaintiff and other Class members have suffered
17 significant losses and damages.

18 JURISDICTION AND VENUE

19 11. The claims asserted herein arise under and pursuant to §§10(b) and 20(a) of the
20 Exchange Act (15 U.S.C. §§78j(b) and 78t(a)) and Rule 10b-5 promulgated thereunder by the SEC (17
21 C.F.R. §240.10b-5).

22 12. This Court has jurisdiction over the subject matter of this action under 28 U.S.C. §1331
23 and §27 of the Exchange Act.

24 13. Venue is proper in this Judicial District pursuant to §27 of the Exchange Act (15 U.S.C.
25 §78aa) and 28 U.S.C. §1391(b). AMD’s principal executive offices are located within this Judicial
26 District.

14. In connection with the acts, conduct and other wrongs alleged in this Complaint, Defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including but not limited to, the United States mail, interstate telephone communications and the facilities of the national securities exchange.

PARTIES

15. Plaintiff, as set forth in the accompanying Certification, purchased AMD securities at artificially inflated prices during the Class Period and was damaged upon the revelation of the alleged corrective disclosure.

16. Defendant AMD is incorporated in Delaware, and the Company’s principal executive offices are located at 2485 Augustine Drive, Santa Clara, California 95054. AMD’s common stock trades on the NASDAQ under the ticker symbol “AMD.”

17. Defendant Lisa T. Su has served as the Company's CEO, President and Director since October 2014.

18. Defendant Devinder Kumar (“Kumar”) has served at all relevant times as the Company’s Chief Financial Officer (“CFO”), Senior Vice President and Treasurer.

19. The Defendants referenced above in ¶¶ 17-18 are sometimes referred to- herein as the “Individual Defendants.”

20. The Individual Defendants possessed the power and authority to control the contents of AMD's SEC filings, press releases, and other market communications. The Individual Defendants were provided with copies of the Company's SEC filings and press releases alleged herein to be misleading prior to or shortly after their issuance and had the ability and opportunity to prevent their issuance or to cause them to be corrected. Because of their positions with the Company, and their access to material information available to them but not to the public, the Individual Defendants knew that the adverse facts specified herein had not been disclosed to and were being concealed from the public, and that the

positive representations being made were then materially false and misleading. The Individual Defendants are liable for the false statements and omissions pleaded herein.

SUBSTANTIVE ALLEGATIONS

Background

21. Advanced Micro Devices, Inc. manufactures semiconductor products, which includes microprocessors, embedded microprocessors, chipsets, graphics, video and multimedia products. The Company offers its products worldwide.

Materially False and Misleading Statements Issued During the Class Period

22. The Class Period begins on February 21, 2017, when AMD filed an Annual Report on Form 10-K with the SEC, announcing the Company's financial and operating results for the fiscal and quarter year ended December 31, 2016 (the "2016 10-K"). For the quarter, AMD reported a net loss of \$51 million, or \$0.06 per diluted share, on revenue of \$1.10 billion, compared to a net loss of \$102 million, or \$0.13 per diluted share, on revenue of \$958 million for the same period in the prior year. For 2016, AMD reported a net loss of \$497 million, or \$0.60 per diluted share, on revenue of \$4.27 billion, compared to a net loss of \$660 million, or \$0.84 per diluted share, on revenue of \$3.99 billion for 2015.

23. In the 2016 10-K, the Company stated, in part:

In the ordinary course of our business, we maintain sensitive data on our networks, including our intellectual property and proprietary or confidential business information relating to our business and that of our customers and business partners. The secure maintenance of this information is critical to our business and reputation. We believe that companies have been increasingly subject to a wide variety of security incidents, cyber-attacks, hacking and phishing attacks, and other attempts to gain unauthorized access. These threats can come from a variety of sources, all ranging in sophistication from an individual hacker to a state-sponsored attack. Cyber threats may be generic, or they may be custom-crafted against our information systems. Over the past year, cyber-attacks have become more prevalent and much harder to detect and defend against. Our network and storage applications may be subject to unauthorized access by hackers or breached due to operator error, malfeasance or other system disruptions. It is often difficult to anticipate or immediately detect such incidents and the damage caused by such

1 incidents. These data breaches and any unauthorized access or disclosure of our
2 information or intellectual property could compromise our intellectual property
3 and expose sensitive business information. Cyber-attacks could also cause us to
4 incur significant remediation costs, result in product development delays, disrupt
5 key business operations and divert attention of management and key information
6 technology resources. These incidents could also subject us to liability, expose us
7 to significant expense and cause significant harm to our reputation and business. In
8 addition, we could be subject to potential claims for damages resulting from loss
9 of data from alleged vulnerabilities in the security of our processors. We also
10 maintain confidential and personally identifiable information about our workers.
11 The integrity and protection of our worker data is critical to our business and our
12 workers have a high expectation that we will adequately protect their personal
13 information.

14 24. The 2016 10-K contained signed certifications pursuant to the Sarbanes-Oxley Act of
15 2002 ("SOX") by the Individual Defendants, stating that the financial information contained in the 2016
16 10-K was accurate and disclosed any material changes to the Company's internal control over financial
17 reporting.

18 25. On May 8, 2017, AMD filed a Quarterly Report on Form 10-Q with the SEC,
19 announcing the Company's financial and operating results for the quarter ended April 1, 2017 (the "Q1
20 2017 10-Q"). For the quarter, AMD reported a net loss of \$73 million, or \$0.08 per diluted share, on
21 revenue of \$984 million, compared to a net loss of \$109 million, or \$0.14 per diluted share, on revenue
22 of \$832 million for the same period in the prior year.

23 26. In the Q1 2017 10-Q, the Company stated in part:

24 In the ordinary course of our business, we maintain sensitive data on our
25 networks, and also may maintain sensitive information on our business partners'
26 and third party providers' networks, including our intellectual property and
27 proprietary or confidential business information relating to our business and that of
28 our customers and business partners. The secure maintenance of this information is
critical to our business and reputation. We believe that companies have been
increasingly subject to a wide variety of security incidents, cyber-attacks, hacking
and phishing attacks, and other attempts to gain unauthorized access. These threats
can come from a variety of sources, all ranging in sophistication from an
individual hacker to a state-sponsored attack. Cyber threats may be generic, or
they may be custom-crafted against our information systems. Cyber-attacks have
become increasingly more prevalent and much harder to detect and defend against.
Our network and storage applications, as well as those of our customers, business
partners, and third party providers, may be subject to unauthorized access by
hackers or breached due to operator error, malfeasance or other system disruptions.
It is often difficult to anticipate or immediately detect such incidents and the

1 damage caused by such incidents. These data breaches and any unauthorized
2 access, misuse or disclosure of our information or intellectual property could
3 compromise our intellectual property and expose sensitive business information.
4 Cyber-attacks on us or our customers, business partners or third party providers
5 could also cause us to incur significant remediation costs, result in product
6 development delays, disrupt key business operations and divert attention of
7 management and key information technology resources. These incidents could also
8 subject us to liability, expose us to significant expense and cause significant harm
9 to our reputation and business. In addition, we could be subject to potential claims
10 for damages resulting from loss of data from alleged vulnerabilities in the security
11 of our processors. We also maintain confidential and personally identifiable
12 information about our workers. The integrity and protection of our worker data is
13 critical to our business and our workers have a high expectation that we will
14 adequately protect their personal information.

15 27. The Q1 2017 10-Q contained signed certifications pursuant to SOX by the Individual
16 Defendants, stating that the financial information contained in the Q1 2017 10-Q was accurate and
17 disclosed any material changes to the Company's internal control over financial reporting.

18 28. On August 3, 2017, AMD filed a Quarterly Report on Form 10-Q with the SEC,
19 announcing the Company's financial and operating results for the quarter ended July 1, 2017 (the "Q2
20 2017 10-Q"). For the quarter, AMD reported a net loss of \$16 million, or \$0.02 per diluted share, on
21 revenue of \$1.22 billion, compared to net income of \$69 million, or \$0.08 per diluted share, on revenue
22 of \$1.02 billion for the same period in the prior year.

23 29. In the Q2 2017 10-Q, the Company stated in relevant part:

24 In the ordinary course of our business, we maintain sensitive data on our
25 networks, including our intellectual property and proprietary or confidential
26 business information relating to our business and that of our customers and
27 business partners. The secure maintenance of this information is critical to our
28 business and reputation. We believe that companies have been increasingly subject
to a wide variety of security incidents, cyber-attacks, hacking and phishing attacks,
and other attempts to gain unauthorized access. These threats can come from a
variety of sources, all ranging in sophistication from an individual hacker to a
state-sponsored attack. Cyber threats may be generic, or they may be custom-
crafted against our information systems. Cyber-attacks have become increasingly
more prevalent and much harder to detect and defend against. Our network and
storage applications, as well as those of our customers, business partners, and third
party providers, may be subject to unauthorized access by hackers or breached due
to operator error, malfeasance or other system disruptions. It is often difficult to
anticipate or immediately detect such incidents and the damage caused by such
incidents. These data breaches and any unauthorized access, misuse or disclosure
of our information or intellectual property could compromise our intellectual

property and expose sensitive business information. Cyber-attacks on us or our customers, business partners or third party providers could also cause us to incur significant remediation costs, result in product development delays, disrupt key business operations and divert attention of management and key information technology resources. These incidents could also subject us to liability, expose us to significant expense and cause significant harm to our reputation and business. In addition, we could be subject to potential claims for damages resulting from loss of data from alleged vulnerabilities in the security of our processors. We also maintain confidential and personally identifiable information about our workers. The integrity and protection of our worker data is critical to our business and our workers have a high expectation that we will adequately protect their personal information.

30. The Q2 2017 10-Q contained signed certifications pursuant to SOX by the Individual Defendants, stating that the financial information contained in the Q2 2017 10-Q was accurate and disclosed any material changes to the Company's internal control over financial reporting.

31. On November 2, 2017, AMD filed a Quarterly Report on Form 10-Q with the SEC, announcing the Company's financial and operating results for the quarter ended September 30, 2017 (the "Q3 2017 10-Q"). For the quarter, AMD reported net income of \$71 million, or \$0.07 per diluted share, on revenue of \$1.64 billion, compared to a net loss of \$406 million, or \$0.50 per diluted share, on revenue of \$1.30 billion for the same period in the prior year.

32. In the Q3 2017 10-Q, the Company stated, in relevant part:

In the ordinary course of our business, we maintain sensitive data on our networks, and also may maintain sensitive information on our business partners' and third party providers' networks, including our intellectual property and proprietary or confidential business information relating to our business and that of our customers and business partners. The secure maintenance of this information is critical to our business and reputation. We believe that companies have been increasingly subject to a wide variety of security incidents, cyber-attacks, hacking and phishing attacks, and other attempts to gain unauthorized access. These threats can come from a variety of sources, all ranging in sophistication from an individual hacker to a state-sponsored attack. Cyber threats may be generic, or they may be custom-crafted against our information systems. Cyber-attacks have become increasingly more prevalent and much harder to detect and defend against. Our network and storage applications, as well as those of our customers, business partners, and third party providers, may be subject to unauthorized access by hackers or breached due to operator error, malfeasance or other system disruptions. It is often difficult to anticipate or immediately detect such incidents and the damage caused by such incidents. These data breaches and any unauthorized access, misuse or disclosure of our information or intellectual property could compromise our intellectual property and expose sensitive business information.

1 Cyber-attacks on us or our customers, business partners or third party providers
2 could also cause us to incur significant remediation costs, result in product
3 development delays, disrupt key business operations and divert attention of
4 management and key information technology resources. These incidents could also
5 subject us to liability, expose us to significant expense and cause significant harm
6 to our reputation and business. In addition, we could be subject to potential claims
7 for damages resulting from loss of data from alleged vulnerabilities in the security
8 of our processors. We also maintain confidential and personally identifiable
9 information about our workers. The integrity and protection of our worker data is
10 critical to our business and our workers have a high expectation that we will
11 adequately protect their personal information.

12 33. The Q3 2017 10-Q contained signed certifications pursuant to SOX by the Individual
13 Defendants, stating that the financial information contained in the Q3 2017 10-Q was accurate and
14 disclosed any material changes to the Company's internal control over financial reporting.

15 34. On January 3, 2018, media outlets reported that Google Project Zero's security team had
16 discovered serious security flaws affecting computer processors built by Intel, AMD and other
17 chipmakers. In a blog post, the Project Zero team stated that one of these security flaws—dubbed the
18 “Spectre” vulnerability—allows third parties to gather passwords and other sensitive data from a
19 system's memory.

20 35. On January 3, 2018, in response to the Project Zero team's announcement, a
21 spokesperson for AMD advised investors that while its own chips were vulnerable to one variant of
22 Spectre, there was “near zero risk” that AMD chips were vulnerable to the second Spectre variant.

23 36. The statements referenced in ¶¶ 22-33 and 35 above were materially false and/or
24 misleading because they misrepresented and/or failed to disclose the following adverse facts pertaining
25 to the Company's business, operational and financial results, which were known to Defendants or
26 recklessly disregarded by them. Specifically, Defendants made false and/or misleading statements
27 and/or failed to disclose that: (i) a fundamental security flaw in AMD's processor chips renders them
28 susceptible to hacking; and (ii) as a result, AMD's public statements were materially false and
misleading at all relevant times.

The Truth Begins to Emerge

37. On January 11, 2018, post-market, AMD issued a press release entitled “An Update on AMD Processor Security,” acknowledging that its chips were, in fact, susceptible to both variants of the Spectre security flaw. The press release stated in relevant part:

The public disclosure on January 3rd that multiple research teams had discovered security issues related to how modern microprocessors handle speculative execution has brought to the forefront the constant vigilance needed to protect and secure data. These threats seek to circumvent the microprocessor architecture controls that preserve secure data.

At AMD, security is our top priority and we are continually working to ensure the safety of our users as new risks arise. As a part of that vigilance, I wanted to update the community on our actions to address the situation.

- ***Google Project Zero (GPZ) Variant 1 (Bounds Check Bypass or Spectre) is applicable to AMD processors.***
 - We believe this threat can be contained with an operating system (OS) patch and we have been working with OS providers to address this issue.
 - Microsoft is distributing patches for the majority of AMD systems now. We are working closely with them to correct an issue that paused the distribution of patches for some older AMD processors (AMD Opteron, Athlon and AMD Turion X2 Ultra families) earlier this week. We expect this issue to be corrected shortly and Microsoft should resume updates for these older processors by next week. For the latest details, please see Microsoft’s website.
 - Linux vendors are also rolling out patches across AMD products now.
- ***GPZ Variant 2 (Branch Target Injection or Spectre) is applicable to AMD processors.***
 - While we believe that AMD’s processor architectures make it difficult to exploit Variant 2, we continue to work closely with the industry on this threat. We have defined additional steps through a combination of processor microcode updates and OS patches that we will make available to AMD customers and partners to further mitigate the threat.
 - AMD will make optional microcode updates available to our customers and partners for Ryzen and EPYC processors starting this week. We expect to make updates available for our previous generation products over the coming weeks. These software updates will be provided by system providers and OS vendors; please check with your supplier for the latest information on the available option for your configuration and requirements.
 - Linux vendors have begun to roll out OS patches for AMD systems, and we are working closely with Microsoft on the timing for distributing their patches. We are also engaging closely with the

Linux community on development of “return trampoline”
(Retpoline) software mitigations.

(Emphasis added.)

38. On that same day, during an interview with Yahoo Finance, Defendant Su confirmed news that its products were susceptible to Spectre vulnerabilities, stating: “to clarify, for Meltdown, AMD is not susceptible... we don’t have a susceptibility to that variant. But with Spectre, AMD is susceptible.”

39. On this news, AMD’s share price fell \$0.12 or 0.99%, to close at \$12.02 on January 12, 2018.

40. As a result of Defendants’ wrongful acts and omissions, and the precipitous decline in the market value of the Company’s common shares, Plaintiff and other Class members have suffered significant losses and damages.

PLAINTIFF’S CLASS ACTION ALLEGATIONS

41. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a Class, consisting of all those who purchased or otherwise acquired AMD common shares traded on the NASDAQ during the Class Period (the “Class”); and were damaged upon the revelation of the alleged corrective disclosures. Excluded from the Class are Defendants herein, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which Defendants have or had a controlling interest.

42. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, AMD common shares were actively traded on the NASDAQ. While the exact number of Class members is unknown to Plaintiff at this time and can be ascertained only through appropriate discovery, Plaintiff believes that there are hundreds or thousands of members in the

1 proposed Class. Record owners and other members of the Class may be identified from records
2 maintained by AMD or its transfer agent and may be notified of the pendency of this action by mail,
3 using the form of notice similar to that customarily used in securities class actions.

4 43. Plaintiff's claims are typical of the claims of the members of the Class as all members of
5 the Class are similarly affected by Defendants' wrongful conduct in violation of federal law that is
6 complained of herein.

7
8 44. Plaintiff will fairly and adequately protect the interests of the members of the Class and
9 has retained counsel competent and experienced in class and securities litigation. Plaintiff has no
10 interests antagonistic to or in conflict with those of the Class.

11 45. Common questions of law and fact exist as to all members of the Class and predominate
12 over any questions solely affecting individual members of the Class. Among the questions of law and
13 fact common to the Class are:
14

- 15 • whether the federal securities laws were violated by Defendants' acts as alleged
16 herein;
- 17 • whether statements made by Defendants to the investing public during the Class
18 Period misrepresented material facts about the financial condition, business,
19 operations, and management of AMD;
- 20 • whether Defendants caused AMD to issue false and misleading financial
21 statements during the Class Period;
- 22 • whether Defendants acted knowingly or recklessly in issuing false and
23 misleading financial statements;
- 24 • whether the prices of AMD securities during the Class Period were artificially
25 inflated because of Defendants' conduct complained of herein; and
- 26 • whether the members of the Class have sustained damages and, if so, what is the
27 proper measure of damages.

28 46. A class action is superior to all other available methods for the fair and efficient
adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the

1 damages suffered by individual Class members may be relatively small, the expense and burden of
2 individual litigation make it impossible for members of the Class to individually redress the wrongs
3 done to them. There will be no difficulty in the management of this action as a class action.

4 47. Plaintiff will rely, in part, upon the presumption of reliance established by the fraud-on-
5 the-market doctrine in that:

- 6 • Defendants made public misrepresentations or failed to disclose material facts
7 during the Class Period;
- 8 • the omissions and misrepresentations were material;
- 9 • AMD common shares are traded in efficient markets;
- 10 • the Company's shares were liquid and traded with moderate to heavy volume
11 during the Class Period;
- 12 • the Company traded on the NASDAQ, and was covered by multiple analysts;
- 13 • the misrepresentations and omissions alleged would tend to induce a reasonable
14 investor to misjudge the value of the Company's common shares; and
- 15 • Plaintiff and members of the Class purchased and/or sold AMD common shares
16 between the time the Defendants failed to disclose or misrepresented material
17 facts and the time the true facts were disclosed, without knowledge of the
18 omitted or misrepresented facts.

19 48. Based upon the foregoing, Plaintiff and the members of the Class are entitled to a
20 presumption of reliance upon the integrity of the market.

21 49. Alternatively, Plaintiff and the members of the Class are entitled to the presumption of
22 reliance established by the Supreme Court in *Affiliated Ute Citizens of the State of Utah v. United*
23 *States*, 406 U.S. 128, 92 S. Ct. 2430 (1972), as Defendants omitted material information in their Class
24 Period statements in violation of a duty to disclose such information, as detailed above.
25
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COUNT I

**Violation of Section 10(b) of The Exchange Act and Rule 10b-5
Against All Defendants**

50. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

51. This Count is asserted against AMD and the Individual Defendants and is based upon Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder by the SEC.

52. During the Class Period, AMD and the Individual Defendants, individually and in concert, directly or indirectly, disseminated or approved the false statements specified above, which they knew or deliberately disregarded were misleading in that they contained misrepresentations and failed to disclose material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

53. AMD and the Individual Defendants violated §10(b) of the 1934 Act and Rule 10b-5 in that they:

- employed devices, schemes and artifices to defraud;
- made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- engaged in acts, practices and a course of business that operated as a fraud or deceit upon plaintiff and others similarly situated in connection with their purchases of AMD common shares during the Class Period.

54. AMD and the Individual Defendants acted with scienter in that they knew that the public documents and statements issued or disseminated in the name of AMD were materially false and misleading; knew that such statements or documents would be issued or disseminated to the investing public; and knowingly and substantially participated, or acquiesced in the issuance or dissemination of such statements or documents as primary violations of the securities laws. These Defendants by virtue

1 of their receipt of information reflecting the true facts of AMD, their control over, and/or receipt and/or
2 modification of AMD allegedly materially misleading statements, and/or their associations with the
3 Company which made them privy to confidential proprietary information concerning AMD,
4 participated in the fraudulent scheme alleged herein.

5 55. Individual Defendants, who are the senior officers and/or directors of the Company, had
6 actual knowledge of the material omissions and/or the falsity of the material statements set forth above,
7 and intended to deceive Plaintiff and the other members of the Class, or, in the alternative, acted with
8 reckless disregard for the truth when they failed to ascertain and disclose the true facts in the statements
9 made by them or other AMD personnel to members of the investing public, including Plaintiff and the
10 Class.
11

12 56. As a result of the foregoing, the market price of AMD common shares was artificially
13 inflated during the Class Period. In ignorance of the falsity of AMD's and the Individual Defendants'
14 statements, Plaintiff and the other members of the Class relied on the statements described above and/or
15 the integrity of the market price of AMD common shares during the Class Period in purchasing AMD
16 common shares at prices that were artificially inflated as a result of AMD's and the Individual
17 Defendants' false and misleading statements.
18

19 57. Had Plaintiff and the other members of the Class been aware that the market price of
20 AMD common shares had been artificially and falsely inflated by AMD's and the Individual
21 Defendants' misleading statements and by the material adverse information which AMD's and the
22 Individual Defendants did not disclose, they would not have purchased AMD's common shares at the
23 artificially inflated prices that they did, or at all.
24

25 58. As a result of the wrongful conduct alleged herein, Plaintiff and other members of the
26 Class have suffered damages in an amount to be established at trial.
27
28

59. By reason of the foregoing, AMD and the Individual Defendants have violated Section 10(b) of the 1934 Act and Rule 10b-5 promulgated thereunder and are liable to the plaintiff and the other members of the Class for substantial damages which they suffered in connection with their purchase of AMD common shares during the Class Period.

COUNT II

Violation of Section 20(a) of The Exchange Act Against The Individual Defendants

60. Plaintiff repeats and realleges each and every allegation contained in the foregoing paragraphs as if fully set forth herein.

61. During the Class Period, the Individual Defendants participated in the operation and management of AMD, and conducted and participated, directly and indirectly, in the conduct of AMD's business affairs. Because of their senior positions, they knew the adverse non-public information regarding the Company's inadequate internal safeguards in data security protocols.

62. As officers and/or directors of a publicly owned company, the Individual Defendants had a duty to disseminate accurate and truthful information with respect to AMD's financial condition and results of operations, and to correct promptly any public statements issued by AMD which had become materially false or misleading.

63. Because of their positions of control and authority as senior officers, the Individual Defendants were able to, and did, control the contents of the various reports, press releases and public filings which AMD disseminated in the marketplace during the Class Period. Throughout the Class Period, the Individual Defendants exercised their power and authority to cause AMD to engage in the wrongful acts complained of herein. The Individual Defendants therefore, were "controlling persons" of AMD within the meaning of Section 20(a) of the Exchange Act. In this capacity, they participated in the unlawful conduct alleged which artificially inflated the market price of AMD common shares.

64. By reason of the above conduct, the Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act for the violations committed by AMD.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff demands judgment against Defendants as follows:

A. Determining that the instant action may be maintained as a class action under Rule 23 of the Federal Rules of Civil Procedure, and certifying Plaintiff as the Class representative;

B. Requiring Defendants to pay damages sustained by Plaintiff and the Class by reason of the acts and transactions alleged herein;

C. Awarding Plaintiff and the other members of the Class prejudgment and post-judgment interest, as well as their reasonable attorneys' fees, expert fees and other costs; and

D. Awarding such other and further relief as this Court may deem just and proper.

DEMAND FOR TRIAL BY JURY

Plaintiff hereby demands a trial by jury.

Dated: January 16, 2018