

INTEL CORP  
Form SC TO-C  
March 23, 2009

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE TO  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**INTEL CORPORATION**

(Name of Subject Company (Issuer) and Filing Persons (Offeror))

**Common stock, \$0.001 par value**

(Title of Class of Securities)

**458140100**

(CUSIP Number of Class of Securities (Underlying Common Stock))

**Intel Corporation**

**2200 Mission College Boulevard**

**Santa Clara, California**

**(408) 765-8080**

**Attention: Corporate Secretary**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

*Copies to:*

**Ronald O. Mueller, Esq.**

**Gibson, Dunn & Crutcher LLP**

**1050 Connecticut Avenue, NW**

**Washington, DC 20036**

**(202) 955-8500**

**CALCULATION OF FILING FEE**

**Transaction Valuation**

N/A

**Amount of Filing Fee\***

N/A

\* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

o **Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

**Amount Previously Paid:** N/A

**Form or Registration No.:** N/A

**Filing Party:** N/A

**Date Filed:** N/A

o **Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.**

**Check the appropriate boxes below to designate any transactions to which the statement relates:**

o third-party tender offer subject to Rule 14d-1.

o issuer tender offer subject to Rule 13e-4.

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- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

**Check the following box if the filing is a final amendment reporting the results of the tender offer:**

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On March 23, 2009, Intel Corporation ( Intel or the Company ) filed a Preliminary Proxy Statement for the Annual Meeting of Stockholders of Intel to be held on May 20, 2009 (the Preliminary Proxy Statement ), which contains a proposal submitted to the Company s stockholders to approve a stock option exchange program for employees other than the Company s named executive officers and directors (the Proposed Stock Option Exchange Program ). In connection with the Proposed Stock Option Exchange Program, Intel is herewith filing:

- a) the Preliminary Proxy Statement;
- b) an Email from Paul S. Otellini to all employees dated March 23, 2009, regarding, among other things, the Proposed Stock Option Exchange Program;
- c) a Q&A for use by managers of business units and human resources employees regarding, among other things, the Proposed Stock Option Exchange Program, dated March 23, 2009;
- d) the Communication Guidelines for managers for the Proposed Stock Option Exchange Program, dated March 23, 2009; and
- e) a Memorandum to managers regarding, among other things, actions required in connection with the Proposed Stock Option Exchange Program, dated March 23, 2009.

Neither the Preliminary Proxy Statement nor the communications attached as exhibits to this Schedule TO constitute an offer to holders of the Company s outstanding stock options to exchange those options. The Proposed Stock Option Exchange Program will only be commenced, if at all, if the Company s stockholders approve the Proposed Stock Option Exchange Program.

***The Stock Option Exchange Program has not yet commenced. Intel will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission ( SEC ) upon the commencement of the Stock Option Exchange Program. Persons who are eligible to participate in the Stock Option Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Stock Option Exchange Program.***

***In connection with the proposal to be voted on by Intel s stockholders to approve the Stock Option Exchange Program, Intel has filed a preliminary proxy statement with the SEC and intends to file other relevant materials with the SEC, including a definitive proxy statement. Intel stockholders are urged to read such materials as and when they become available and before making any voting decision regarding the Stock Option Exchange Program, because they will contain important information about the proposal to be voted on by stockholders with respect to the Stock Option Exchange Program.***

***Intel stockholders and option holders will be able to obtain the written materials described above and other documents filed by Intel with the SEC free of charge from the SEC s website at [www.sec.gov](http://www.sec.gov). In addition, stockholders and option holders may obtain free copies of the documents filed by Intel with the SEC by directing a written request to: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, California, 95054-1549, Attention: Investor Relations.***

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**Item 12. Exhibits**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 99.1                  | Preliminary Proxy Statement for the 2009 Annual Meeting of Stockholders (filed with the SEC on March 23, 2009, and incorporated herein by reference).                    |
| 99.2                  | Email from Paul S. Otellini to all employees dated March 23, 2009, regarding, among other things, the Proposed Stock Option Exchange Program.                            |
| 99.3                  | Q&A for use by managers of business units and human resources employees regarding, among other things, the Proposed Stock Option Exchange Program, dated March 23, 2009. |
| 99.4                  | Communication Guidelines for managers for the Proposed Stock Option Exchange Program, dated March 23, 2009.  |
| 99.5                  | Memorandum to managers regarding, among other things, actions required in connection with the Proposed Stock Option Exchange Program, dated March 23, 2009.              |