

1 ROBBINS ARROYO LLP
 BRIAN J. ROBBINS (#190264)
 2 FELIPE J. ARROYO (#163803)
 STEVEN R. WEDEKING (#235759)
 3 600 B Street, Suite 1900
 San Diego, CA 92101
 4 Telephone: (619) 525-3990
 Facsimile: (619) 525-3991
 5 E-mail: brobbins@robbinsarroyo.com
 farroyo@robbinsarroyo.com
 6 swedeking@robbinsarroyo.com

7 *Lead Counsel for Plaintiffs*

8 **UNITED STATES DISTRICT COURT**
 9 **FOR THE NORTHERN DISTRICT OF CALIFORNIA**

10 IN RE ADVANCED MICRO DEVICES,
 11 INC., SHAREHOLDER DERIVATIVE
 LITIGATION

Lead Case No. 5:18-cv-03575-BLF
 (Consolidated with No. 5:18-cv-03811)

12 _____
13 This Document Relates To:

**STIPULATION AND ~~PROPOSED~~
 ORDER TO STAY THE ACTION**

14 ALL ACTIONS.

Hon. Beth Labson Freeman
 Courtroom 3, 5th Floor

1 Plaintiffs Jacqueline Dolby and Vladimir Gusinsky Revocable Trust ("Plaintiffs"),
2 individual defendants Lisa T. Su, Devinder Kumar, John E. Caldwell, Nicholas M. Donofrio,
3 Ahmed Yahia, Nora M. Denzel, Michael J. Inglis, Joseph A. Householder, John W. Marren,
4 Abhi Y. Talwalkar, Mark Durcan, and Bruce L. Claflin (the "Individual Defendants"), and
5 nominal defendant Advanced Micro Devices, Inc. ("AMD" or the "Company," together with
6 Individual Defendants, the "Defendants") (Plaintiffs and Defendants are collectively referred to
7 herein as the "Parties"), hereby stipulate and agree as follows:

8 **WHEREAS**, on June 14 and 26, 2018, two stockholder derivative actions were filed in
9 this Court, on behalf of AMD;

10 **WHEREAS**, on July 6, 2018, the Parties submitted a stipulation and proposed order
11 consolidating the two related stockholder derivative actions and appointing lead counsel (Dkt.
12 No. 8);

13 **WHEREAS**, on July 12, 2018, the Court consolidated the two stockholder derivative
14 actions (this "Derivative Action") (Dkt. No. 10);

15 **WHEREAS**, the deadline for Plaintiffs to file a consolidated complaint in the Derivative
16 Action is August 13, 2018;

17 **WHEREAS**, there is a related securities class action pending in the Northern District of
18 California before the Honorable Edward J. Davila, captioned *Kim v. Advanced Micro Devices,*
19 *Inc., et al.*, No. 5:18-cv-00321-EJD, (the "Securities Class Action");

20 **WHEREAS**, a briefing schedule has been ordered for anticipated motions to dismiss in
21 the Securities Class Action providing for a hearing date on the motions to dismiss of January 17,
22 2019;

23 **WHEREAS**, while this is a derivative action asserting different claims for liability on
24 behalf of (rather than against) AMD, it involves some of the same parties as and some factual
25 overlap with the Securities Class Action;

26 **WHEREAS**, while Plaintiffs believe that that the derivative claims are not dependent on
27 and have merit independent of the Securities Class Action and Defendants do not agree, the
28

1 Parties agree a ruling on the scheduled motions to dismiss in the Securities Class Action may
2 help inform the manner in which the Derivative Action proceeds;

3 **WHEREAS**, counsel for the Parties have met and conferred and, given the circumstances
4 of this case, in the interests of judicial efficiency, and to preserve the Company's and the Court's
5 resources, agree that a stay of this Derivative Action on the terms set forth herein, subject to this
6 Court's approval, until a decision is rendered on the scheduled motions to dismiss in the
7 Securities Class Action, is appropriate and in the Company's best interests;

8 **WHEREAS**, Plaintiffs shall be permitted to file a consolidated complaint
9 notwithstanding the agreed-to stay, but Defendants need not respond to any such complaint
10 during the pendency of the stay; and

11 **NOW, THEREFORE**, the undersigned Parties hereby stipulate and agree, and
12 respectfully request that the Court enter an Order as follows:

13 1. In light of the foregoing considerations, good cause exists for a stay of this
14 Derivative Action pending a ruling on the scheduled motions to dismiss in the Securities Class
15 Action.

16 2. All proceedings and deadlines in this action are stayed until further order of the
17 Court or except as otherwise provided herein.

18 3. The Parties will file a joint status report with the Court every 120 days with an
19 update regarding the proceedings in the Securities Class Action.

20 4. Defendants' counsel shall inform Plaintiffs' counsel of the occurrence of the ruling
21 on the motions to dismiss in the Securities Class Action within seven (7) days of such
22 occurrence.

23 5. Within twenty-one (21) days after the ruling on the motions to dismiss in the
24 Securities Class Action, the Parties in this Derivative Action will meet and confer in good faith
25 to determine a schedule for further proceedings in the Derivation Action, and will submit a
26 proposed scheduling stipulation for this Court's review and approval.

27
28

1 6. If Defendants become aware of any other stockholder derivative proceedings
2 initiated on behalf of AMD based on the same or a similar set of facts alleged in this Derivative
3 Action, then the Company shall notify counsel for Plaintiffs promptly.

4 7. In the event that during the pendency of the stay the Company provides Company
5 documents to any other AMD stockholder in connection with another stockholder derivative
6 action on behalf of AMD based on the materially same set of facts alleged in this Derivative
7 Action, the Company agrees to offer to provide those documents to Plaintiffs pursuant to the
8 same confidentiality and use terms previously agreed to by the Company and such other
9 stockholder except for use terms that expressly conflict with Plaintiffs' desire to litigate in this
10 forum.

11 8. In the event that the Company receives a demand for the inspection of books and
12 records of AMD based on the materially same set of facts alleged in this Derivative Action, the
13 Company agrees to notify Plaintiffs within twenty-one (21) days.

14 9. In the event that during the pendency of the stay the Company provides Company
15 documents to any other AMD stockholder in connection with a demand for the inspection of
16 books and records of AMD based on the materially same set of facts alleged in this Derivative
17 Action, the Company agrees to provide those documents to Plaintiffs pursuant to the same
18 confidentiality and use terms previously agreed to by the Company and such other stockholder
19 except for use terms that expressly conflict with Plaintiffs' desire to litigate in this forum.

20 10. At any time during which the Derivative Action is stayed pursuant to this Order,
21 any party may file a motion with the Court seeking to modify the terms of the Order or lift the
22 stay, which may be opposed by any other party.

23
24 August 10, 2018

Respectfully submitted,

ROBBINS ARROYO LLP
BRIAN J. ROBBINS
FELIPE J. ARROYO
STEVEN R. WEDEKING

/s/ Steven R. Wedeking

STEVEN R. WEDEKING

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

600 B Street, Suite 1900
San Diego, CA 92101
Telephone: (619) 525-3990
Facsimile: (619) 525-3991
E-mail: brobbins@robbinsarroyo.com
farroyo@robbinsarroyo.com
swedeking@robbinsarroyo.com

Lead Counsel for Plaintiffs

August 10, 2018

O'MELVENY & MYERS LLP
MATTHEW W. CLOSE

/s/ Matthew W. Close

MATTHEW W. CLOSE

400 South Hope Street, 18th Floor
Los Angeles, CA 90071
Telephone: (213) 430-6000
E-mail: mclose@omm.com

Counsel for Defendants

SIGNATURE ATTESTATION

I, Steven R. Wedeking, am the ECF user whose identification and password are being used to file the foregoing Stipulation and [Proposed] Order to Stay the Action. In compliance with Civil L.R. 5-1(i)(3), I hereby attest that concurrence in the filing of this document has been obtained.

Dated: August 10, 2018

/s/ Steven R. Wedeking

STEVEN R. WEDEKING

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: August 10, 2018

Beth Labson Freeman

HON. BETH LABSON FREEMAN
UNITED STATES DISTRICT COURT

1282323