

INTEL CORP  
Form 424B5  
December 28, 2006

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**Filed pursuant to Rule 424(b)(5).  
A filing fee of \$10,700.00 calculated in accordance  
with Rule 457(a) and (r) has been transmitted  
to the SEC in connection with the securities offered from  
Registration Statement (File No. 333-132865)**

**PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED MARCH 30, 2006  
INTEL CORPORATION  
\$100,000,000 Unsecured Obligations to  
Pay Deferred Compensation**

Intel Corporation, a Delaware corporation ( *Intel* ), is offering up to \$100,000,000 of its unsecured obligations to pay deferred compensation in the future to participants and beneficiaries of the Intel Corporation Sheltered Employee Retirement Plan Plus (the *Plan* ), pursuant to the terms and conditions of the Plan, as described herein. Plan obligations are offered in any amount elected by participants pursuant to the Plan. Intel's obligations to pay deferred compensation in the future arise as a result of participating employees' deferral elections. Intel retains as part of Intel's general funds the full amount deferred by participants pursuant to the Plan and records such obligations in bookkeeping accounts maintained on behalf of participating employees.

**This prospectus supplement replaces and supersedes all earlier dated prospectuses relating to the Plan. This prospectus supplement should be read in conjunction with the prospectus dated March 30, 2006 which is attached at the end of this document, and with the prospectus supplement for the Intel Corporation 401(k) Savings Plan (the *401(k) Plan* ), a free copy of which may be obtained by calling the SERP Service Center at (888) 401-SERP (888-401-7377) or by visiting NetBenefits at [www.401k.com](http://www.401k.com).**

**Neither the Securities and Exchange Commission (the *SEC* ) nor any state securities commission has approved these securities or passed upon the adequacy of this prospectus supplement or the prospectus dated March 30, 2006. Any representation to the contrary is a criminal offense.**

**This document, dated December 28, 2006, constitutes part of a prospectus covering securities that have been registered under the Securities Act of 1933.**

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### **INTRODUCTION**

This prospectus supplement relates to Intel's obligations (the *Obligations*) under the Plan, offered to certain key Intel employees pursuant to the terms and conditions of the Plan. The Obligations are unsecured obligations of Intel to pay deferred compensation in the future in accordance with the Plan. A registration statement with respect to such Obligations under the Plan has been filed with the SEC (File No. 333-132865). (See *Securities Law Matters*). The Obligations are purchase contracts of Intel.

The Plan was originally established on December 1, 1991. It has been amended and restated multiple times since then, most recently as of January 1, 2006. The Plan is not qualified under the Internal Revenue Code of 1986, as amended (the *Tax Code*). It is intended to be an unfunded capital accumulation/retirement plan maintained primarily for the purpose of providing deferred compensation for a select group of highly compensated management employees, as described in Section 401(a)(1) of the Employee Retirement Income Security Act of 1974, as amended (*ERISA*). Although the Plan is subject to ERISA, it is exempt from the funding, participation, vesting, and fiduciary requirements of ERISA.

The Plan is designed to allow you to defer a portion of your eligible compensation in excess of Internal Revenue Service (*IRS*) imposed limits on 401(k) Plan contributions. In addition, the Plan also permits Intel to credit your account under the Plan with certain amounts attributable to discretionary contributions that are made under the Profit Sharing Retirement Plan (the *Profit Sharing Plan*). The Obligations attributable to any discretionary Intel contributions under the Profit Sharing Plan have not been registered with the SEC because such contributions, if any, are automatically credited to Plan accounts by Intel on behalf of Plan participants without such participants being obligated to make any deferred compensation contributions. **Plan benefits are not insured by the Pension Benefit Guaranty Corporation, the U.S. government agency that insures defined benefit pension plans, nor does Intel make any guarantee with respect to any of the investment options.**

This prospectus supplement is provided to each employee eligible to participate in the Plan. This prospectus supplement is only a summary of the more significant Plan provisions. To make this summary as clear and understandable as possible, some Plan rules are abbreviated and other Plan rules are not mentioned at all. The Plan documents and applicable laws and regulations (and not this prospectus supplement), will govern the rights and benefits under the Plan. If this prospectus supplement and the official Plan text conflict in any way, the official Plan text will control. **When making important decisions based upon the provisions of the Plan, you should read the official Plan text and the 401(k) Plan prospectus supplement.** You may obtain these items by calling the SERP Service Center at (888) 401-SERP (888-401-7377) or by writing to Intel Corporation, Attn: SERP Administration, 1900 Prairie City Road, FM3-224, Folsom, California 95630.

### **PLAN ADMINISTRATION**

Intel is responsible for the general operation and administration of the Plan, and for carrying out and interpreting the Plan's provisions. Intel's Board of Directors has delegated administrative responsibility for the Plan to the Management SERP Administrative Committee, which currently consists of Intel employees. Intel's Board of Directors has delegated investment responsibility to the Management Investment Policy Committee, which currently consists of Intel employees. The Management Investment Policy Committee is a committee composed of at least two members who are officers, directors or employees of Intel. Members of the Management Investment Policy Committee are appointed, and may be removed at any time, by Intel's Finance Committee. Intel has contracted with Fidelity Investments to provide Plan recordkeeping services. To obtain additional information about the Plan and its administrators, you may contact the SERP Service Center at (888) 401-SERP. You may review your account and make certain changes via Fidelity's NetBenefits web site at [www.401\(k\).com](http://www.401(k).com). You may contact Intel directly through Intel's SERP Administration Department at (800) 238-0486 or by writing to Intel Corporation, Attn: SERP Administration, 1900 Prairie City Road, FM3-224, Folsom, California 95630.

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**TERMS OF THE PLAN**

**Eligibility**

Generally, Intel employees or employees of one of Intel's subsidiaries participating in the Plan who are grades 10-20 or who have eligible earnings of at least two times the Social Security taxable wage base are eligible to make deferrals under the Plan. The following subsidiaries participate in the Plan: Intel International, Intel Massachusetts, Intel Sales & Service, Intel Data Services, Intel Online Services and Corollary Inc. Employees with actual earnings of \$125,600 by August 31, 2006 are eligible to make deferral elections for 2007 under the Plan. Eligible earnings excludes stock option income, income from sales of Employee Stock Purchase Plan shares and relocation bonuses.

To be eligible to participate in the Plan, Intel must classify you as a member of a select group of management or highly compensated employees. Each year, generally at the end of August, Intel determines eligibility for the next Plan year on the basis of current annual earnings and managerial status as determined by grade level. Intel may reevaluate and readjust eligibility thresholds as necessary to ensure that eligibility is limited appropriately. Eligibility in one year does not guarantee that you will be eligible to participate in a subsequent year. In addition, you are not eligible to participate in the Plan if:

You are a non-resident alien with respect to the U.S. and derive no earned income from a U.S. source (unless Intel designates you as an eligible employee), or

Your employment is covered by a collective bargaining agreement (unless such agreement expressly provides for Plan participation), or

You are an employee, or a member of a group of employees, designated by Intel as ineligible to participate in the Plan, or

You are a leased employee (as defined in the Tax Code) and are providing service to any member of Intel's affiliated group of companies.

**Enrollment and Participation**

**Discretionary Intel Contributions:** With respect to discretionary Intel contributions to the Profit Sharing Plan, your participation in the Plan will begin on the later of (a) the first day of the quarter which follows or coincides with the date you complete one year of service with Intel, or (b) the date you first become eligible to participate in the Plan. Contributions will generally be credited to your account in January or February of the year following the year in which your participation began.

**When and How to Enroll for Employee Bonus Deferrals and Salary Deferrals:** If you are eligible, you may enroll in the Plan enrollment period, which is generally in November. In order to participate in the Plan for 2007, you must have enrolled in the Plan before midnight (Eastern time), November 17, 2006. Newly hired employees may enroll in the plan no later than 30 days after their first day of employment. If you are eligible to participate in the Plan, you can enroll by visiting NetBenefits at [www.401k.com](http://www.401k.com) or by calling the SERP Service Center at (888) 401-SERP (888-401-7377).

**Salary Deferrals:** If you want to defer any portion of your salary pursuant to the Plan, you must enroll in the Plan by the end of the enrollment period prior to each year in which you want to defer salary. Newly hired employees must enroll no later than 30 days after their first day of employment. Salary deferral elections do not carry over from year to year. You may elect to defer up to 50% (in whole percentages) of your salary eligible for deferral. Salary eligible for deferral includes not only your base compensation, but also your Employee Cash Bonus Program (ECBP) and other categories of compensation defined as eligible for deferral under the 401(k) Plan. Employee Bonus (EB) amounts may be deferred pursuant to a bonus deferral election. If you elect to participate in the Plan, your compensation will be reduced and the corresponding salary deferral will be credited to the Plan on your behalf in an amount equal to the percentage of your annual pay that you chose during the Plan enrollment period. Your taxable compensation will be reduced by such deferred amount without regard to whether your salary deferrals under the 401(k) Plan have reached the Tax Code contribution limits.





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**Bonus Deferrals:** Each year, if you are enrolled in the Plan, you are entitled to defer any bonus that may be payable under Intel's Employee Bonus Plan or any successor plans ( *Employee Bonus* ) in increments of 25%, 50% or 100% of the total Employee Bonus, subject to adjustment for any necessary tax withholding. You may specify different deferral percentages for your salary and Employee Bonus deferrals. If you choose to defer 100% of your Employee Bonus, the deferral amount will also be reduced by amounts that you have elected to contribute to the Employee Stock Purchase Plan. If you elect to defer any part of your Employee Bonus, you must elect to do so during the Plan enrollment period in the year prior to the year in which you earn your Employee Bonus. For example, if you elect to defer any part of your Employee Bonus to be earned in 2007, you must elect a deferral percentage during the Plan enrollment period in 2006. Employee Bonus deferral elections do not carry over from year to year. Your taxable compensation will be reduced by such deferred amount without regard to whether your salary deferrals under the 401(k) Plan have reached the Tax Code contribution limits.

### **Starting, Changing or Stopping Deferrals**

Once you are eligible to participate in the Plan, you can enroll in the Plan only during the Plan enrollment period. In the year following your enrollment, your salary deferrals under the Plan will begin on your first paycheck of the new year. Once you set your SERPLUS salary deferral and bonus deferral percentage, it cannot be increased, decreased or stopped until the next open enrollment period. After midnight (Eastern time), November 17, 2006, your salary deferral election and bonus deferral election will be irrevocable in 2007.

Intel reserves the right to change these procedures and/or select other procedures for determining salary and bonus deferral rates.

### **Company Contributions**

If you are entitled to an allocation of discretionary contributions under the Profit Sharing Plan, but the amount of contributions to your Profit Sharing Plan account is restricted by the contribution limitations under the Tax Code, then the amount which could not be contributed to your account under the Profit Sharing Plan will be automatically allocated to your discretionary Intel contribution account under the Plan. In addition, for any salary or Employee Bonus amount that you defer under the Plan, any corresponding Profit Sharing Plan contribution will be allocated to your discretionary Intel contribution under the Plan, instead of under the Profit Sharing Plan. Such amount will be credited to your discretionary Intel contribution account at the same time that Intel's discretionary contributions are made to the Profit Sharing Plan.

From time to time in selected circumstances Intel may choose to credit additional discretionary contribution amounts to your account under the Plan, which may be either fully vested at the time the amounts are credited or subject to vesting over time.

### **Calculation of a Year of Service**

The Plan begins counting service on your start date. If you transfer to Intel Corporation from another Intel entity, your service with the other entity is generally counted in determining eligibility and benefits. A year of service is defined as a period of 365 days (or 366 days in a leap year) during which you receive pay from Intel or an Intel affiliate, including normal periods of absence for vacations, holidays and paid leaves of absence. If you leave Intel but return to service within a 12-month period, you will be considered to have been in service with Intel continuously during the period of absence.

### **Vesting**

Vesting refers to the percentage of an account or benefit that you have earned, based on your length of service with Intel, that will not be forfeit if you terminate employment. You are always 100% vested in the

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value of your salary and bonus deferral account(s) under the Plan, including any Employee Bonus deferrals. The following vesting schedule applies only to discretionary Intel contributions under the Plan:

<b>Length of Service</b>	<b>Percent Vested</b>
Less than 3 years	0%
3 years	20%
4 years	40%
5 years	60%
6 years	80%
7+ years or age 60	100%

**If you are still employed by Intel when you reach age 60, or if you become permanently disabled or die, you will be 100% vested in all of your discretionary Intel contribution accounts under the Plan, regardless of your length of service with Intel. You may also become 100% vested if you accept redeployment, depending upon certain government tests. If your termination date from Intel occurs before you are 100% vested, amounts that are not vested under the Plan will be forfeited to Intel and deleted from your discretionary Intel contribution accounts.**

**Suspension and Termination**

Your participation in the Plan will be suspended for any period during which you are not eligible to participate in the Plan. During any such suspension, you will not receive an allocation of any discretionary Intel contributions to the Plan and will not be entitled to defer earnings under the Plan, but your accounts under the Plan will continue to accrue income, gains and losses, and your discretionary Intel contributions will continue to vest. Your Plan participation will terminate on the earlier of (a) the date on which your entire Plan benefits have been distributed, or (b) the date of your death.

**Participation and Vesting upon Reemployment**

If you leave Intel but are later rehired by Intel, you may need to satisfy additional eligibility requirements before resuming participation in the Plan. You will be eligible to participate in the Plan upon reemployment with Intel when you satisfy the eligibility requirements described in Eligibility and Enrollment and Participation. If you were away from Intel for less than five years, your period of service prior to leaving Intel will be counted for purposes of determining whether you have completed one year of service and determining the vesting of your discretionary Intel contribution account following reemployment. However, any amounts that had been forfeited upon your termination date will not be reinstated.

**Unfunded Nature of Deferrals and Contributions**

The Plan is unfunded, which means that no cash amounts will be paid into or set aside in a trust or similar fund. All amounts deducted from your earnings through payroll deductions, all deferred Employee Bonus amounts and all discretionary Intel contribution amounts will be retained by Intel and recorded in bookkeeping accounts maintained on your behalf under the Plan. **The right to receive a distribution under the Plan is an unsecured claim against Intel's assets and neither you nor any beneficiary has any rights in or against any specific assets of Intel. Intel's promise to pay the Obligations is equivalent in rank to other unsecured indebtedness of Intel, and participants in the Plan are considered to have rights of general unsecured creditors of Intel. Nothing contained in the Plan or**

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**this prospectus supplement shall constitute a guarantee by Intel or any other person or entity that Intel's assets will be sufficient to pay any benefit under the Plan.**

**Investment Returns**

Your salary deferrals will be recorded in a salary deferral account under the Plan, while Employee Bonus deferrals will be recorded in an Employee Bonus deferral account under the Plan. Your Plan accounts will be adjusted to track earnings, appreciation and declines in value, determined as if the accounts were invested in the investment funds available under the 401(k) Plan. You may allocate your Plan accounts among these investment funds by visiting NetBenefits at [www.401k.com](http://www.401k.com) or by calling the SERP Service Center at (888) 401-SERP (888-401-7377).

Note that changes to investment elections in certain funds may be subject to the Plan's excessive trading policy, which limits the number of participant-initiated exchanges in and out of a fund option within a 30 day period. For a full description of the excessive trading policy, visit NetBenefits at [www.401k.com](http://www.401k.com).

Earnings on, and appreciation or declines in value of, your discretionary Intel contribution account will be determined as if the account were invested in the Profit Sharing Plan, except to the extent that you, upon reaching age 50 or 55, have elected to allocate funds from your discretionary Intel account to a fixed income fund account or a LifeStage Fund. Intel's Board of Directors has delegated investment responsibility for the Profit Sharing Plan to the Investment Policy Committee. The Profit Sharing Plan is invested in a diversified portfolio of equity and fixed income investments. Intel reserves the right to change at any time how the Profit Sharing Plan is invested and to change at any time the manner in which earnings on, appreciation or decreases in, your Plan accounts are determined.

**YOUR INVESTMENT OPTIONS OVERVIEW**

You have a choice of investment options in which you may invest your deferrals in your salary deferral account and bonus deferral accounts. These investment options are the same as the options available under the 401(k) Plan. Unlike the 401(k) Plan in which your contributions are held in trust and are actually invested, deferrals under the Plan are not actually invested in the investment options you select. Balances in your salary deferral and bonus deferral accounts are represented as bookkeeping accounts and reflect the hypothetical gains and losses that your account would yield if it were invested in the investment choices you select. The value of your accounts will fluctuate based on your investment selections.

You may split your investment in minimum increments of 1% into and among any of the investment options offered under the Plan. You may also reallocate your current investments into or among different investment options offered under the Plan in minimum increments of 1% or a specific dollar amount (except the Intel Stock Fund). Beginning November 1, 2006, your participation in the Intel Stock Fund will be limited to 20% of your future deferrals and your ability to increase your participation in the Intel Stock Fund will be limited to 20% of your existing account balances in your deferral accounts. Currently, there are no other limits on the percentage of your deferral accounts that may be invested in any one investment option. Except for the description of the Intel Stock Fund, the LifeStage Funds and the Core Asset Class Funds, the sources of the investment option descriptions in Attachment A to this prospectus supplement are excerpts from the prospectuses and fund brochures which were provided by the investment option's investment manager(s).

Attachment A to this prospectus supplement provides a summary of the investment options under the Plan.

Attachment B describes the Intel Stock Fund, one of the investment options available under the Plan. **This summary is intended to give you only a broad overview of each available investment option, and you should not base your investment decisions solely on these investment option descriptions.** You should consult a prospectus or brochure about the investment options in which you are interested. Those documents provide information about the investment option's strategy and operation (including any trade limitations and fees). For more information, visit NetBenefits at [www.401k.com](http://www.401k.com) or call the SERP Service Center at (888) 401-SERP.

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When you elect to make deferrals to the Plan, you should select one or more investment options for your deferrals. If you fail to elect an allocation, your salary deferral and bonus deferral accounts will be allocated entirely to the Stable Value Fund. Once an investment election is made, you may change investment elections for future deferrals, for existing balances already held in your account, or for both future deferrals and existing balances, on a daily basis (subject to the Plan's excessive trading policy) by visiting NetBenefits at [www.401k.com](http://www.401k.com) or by calling the SERP Service Center at (888) 401-SERP (888-401-7377). Intel adopted an excessive trading policy consistent with rules that have been adopted under Intel's 401(k) Plan. To view Intel's excessive trading policy, visit [www.401k.com](http://www.401k.com) > News > Intel Excessive Trading Policy. Transaction requests received before 4 p.m. (Eastern) typically will receive the following business day's closing price. Otherwise, they will receive the closing price on the second business day after the transaction is received. Intel reserves the right to change at any time the manner in which hypothetical earnings and account values are determined.

Intel selects the investment options offered under the Plan and reserves the right without notice, and on a temporary or permanent basis: to add, change or remove one or more investment options under the Plan; to change the dates on which elections can be made or on which elections become effective; to suspend the ability to invest in or move funds into or out of any one or all investment options; and to limit the number of changes you may make in your contribution selections during any calendar year.

**The investment options under the Plan, including the Intel Stock Fund, each have different investment objectives and consequently, different elements of risk and potential for growth. Before deciding how to invest your account, you need to assess your own tolerance for risk in view of your long-term plans and the length of time you expect to continue working. In addition, in determining whether to allocate assets to the Intel Stock Fund and how much to allocate, you should carefully consider the level of your participation in other Intel stock benefit plans and the fact that your overall compensation is already substantially tied to Intel's performance. Certain of the other investment options that invest in stocks may also invest in Intel's common stock, although any such holdings are typically limited to no more than 5% of the fund's assets.**

**Intel and the Plan's service providers do not monitor your investment choices and are not responsible if those choices result in losses.**

### **STATEMENTS**

Your quarterly and annual statements are available to you virtually 24 hours a day online at Fidelity's NetBenefits website, [www.401k.com](http://www.401k.com). Online statement features include:

Up to date account information

Up to 15 months of historical account data

The balance in your Plan, Profit Sharing Plan, 401(k) Plan and Free\$tock accounts.

Contributions, withdrawals, changes in investment allocation and other account activity.

The investment performance of each of your accounts

Your vesting percentage in your Profit Sharing Plan account balance.

Your vesting percentage in the discretionary Intel contribution account in the Plan.

You may request paper statements by visiting NetBenefits at [www.401k.com](http://www.401k.com) and opting out of electronic statements. You will also receive paper statements automatically unless you log on to NetBenefits.

### **PLAN DISTRIBUTIONS**

You have several choices for receiving distributions under the Plan. After qualifying as a Plan participant, you must make your distribution choices for your Plan accounts during the enrollment period in which you first enroll in the Plan. Your distribution options must be selected at the time you initially enroll in the



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Plan, and those choices will apply to all future deferrals under the Plan. You may not revoke or change your distribution elections after they have been made. With your enrollment package, you will receive information explaining your distribution choices. You must make only one distribution election that will apply to all of your Plan accounts, including your discretionary Intel contribution account. If you do not make a distribution election for your Plan accounts when you initially enroll in the Plan, you will receive your distribution for such account(s) in a lump sum after terminating employment with Intel.

Because the Plan is a non-qualified plan, you cannot roll over your distributions into an IRA or another eligible employer sponsored plan when you leave Intel. When electing a Plan distribution, we encourage you to seek professional tax advice to determine the best course of action for your financial circumstances.

If you elect a distribution option other than a lump sum, the undistributed vested account balances (including both your deferrals and Intel's contributions) will continue to be credited with investment gains or losses as described in Investment Returns. With respect to your deferrals, you will be entitled to allocate your account balances among the range of investment options offered to 401(k) Plan participants and change the allocation of your account balances in the manner permitted for all 401(k) Plan participants.

### **Forms of Distribution**

#### **Lump Sum**

If you select a lump sum distribution or do not select any of the other distribution alternatives described in this prospectus supplement, the distribution of the value of your vested Plan accounts will be made in a lump sum as soon as reasonably practicable after your employment with Intel terminates (unless delay is reasonably necessary for Intel to locate you or your beneficiary).

#### **Lump Sum Deferral**

You may elect to defer receipt of the value of your vested Plan accounts to the year following the year in which your employment with Intel terminates. Deferred amounts will be paid in a lump sum as soon as practicable following March 1 of such year.

#### **Installment (5 or 10 Years)**

You may elect to receive a distribution of the value of your vested Plan accounts in annual installments over either a five- or ten-year period commencing with an annual payment in March following the year in which your employment with Intel terminates. Installment payments will be determined by dividing the account balance by the number of years remaining under the installment election.

### **Amount of Benefit**

Your benefit will consist of the value of your vested Plan account balance, minus the value of any supplemental benefit provided under Section 3(a) and Appendix I of the Intel Corporation Defined Benefit Pension Plan (a QSERP Offset). If you are entitled to a QSERP Offset, your distribution from this Plan will be reduced by the amount of the QSERP Offset payable as a Lump Sum Distribution as provided in Section 4(a)(v) of such Pension Plan.

### **Time of Distribution**

When you leave Intel, the vested portion of your Plan accounts will be paid to you based on the distribution election you made when you initially enrolled in the Plan. If you become disabled (as defined by Intel's Long-term Disability Plan), you will have your deferral account balance paid to you according to the provisions under Employment Termination Distributions. Information regarding Intel's Long-term Disability Plan is available on Intel's intranet at *circuit.intel.com*.

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If Intel cannot locate you or your beneficiary, distributions may be delayed beyond the times selected by you in your distribution election. If, in Intel's opinion, you or your beneficiary are not capable of handling any amounts distributable to you or your beneficiary under the Plan, then Intel may make such arrangements as it deems to be beneficial to you or your beneficiary for the distribution of such property, including, without limitation, the distribution of such property to a guardian, conservator, spouse or dependent(s).

Certain key employees must wait at least six (6) months after their termination date to receive a distribution from the Plan. You will be notified if this applies to you.

### **How to Initiate Your Distribution**

When you are within one year of your eligibility to retire under one of Intel's three retirement programs, you may schedule a one-on-one counseling session with one of Intel's Retirement Services counselors to begin planning for your retirement. One-on-one sessions will focus on retirement benefits and the process of retiring from Intel. To schedule your one-on-one, send an email to Retirement Services at [retirement.services@intel.com](mailto:retirement.services@intel.com). To request a distribution for any other reason, please visit NetBenefits at [www.401k.com](http://www.401k.com) or call the SERP Service Center at (888) 401-SERP (888-401-7377).

### **Surviving Spouse and Beneficiaries**

You may designate a beneficiary to receive your Plan account balance in the event of your death before benefits start. If there are no designated beneficiaries who are living when payment is to be made, the benefits will be paid in the following order of priority:

1. To your spouse,
2. To your living children, in equal shares, if you have no spouse, and
3. To your estate if you have no spouse or living children.

Your beneficiary designations under the Plan, the 401(k) Plan and the Profit Sharing Plan can be, but do not need to be, the same as the beneficiary for other Intel benefit plans. Your designated beneficiary under the Plan may be different from the beneficiaries you designate for the 401(k) Plan and the Profit Sharing Plan. If you previously submitted a single beneficiary designation executed prior to January 1, 2001 covering the 401(k) Plan and the Profit Sharing Plan, that beneficiary designation will apply to the Plan until you submit a new beneficiary designation. If you are married, your spouse must consent to a designation of any other person or persons as beneficiary and the spouse may revoke the consent if you change the designation after the original consent was given. The consent must be in writing, a notary public must witness the consent, and the consent must acknowledge that, by giving consent, your spouse waives all or some rights to these benefits.

At the time of your death, your beneficiary or beneficiaries will receive payment of your Plan account balance based on your original distribution election. The beneficiary or beneficiaries of your Plan account will be determined according to the most recent designation you have on file.

If distribution of your Plan accounts already started before your death, then depending on the form of distribution you elected, your beneficiary may or may not be entitled to additional payments. See "Forms of Distribution" for details.

### **HARDSHIP WITHDRAWALS**

If you experience a severe financial hardship resulting from an unforeseeable emergency beyond your control that you cannot resolve through your other financial resources, you may request a lump sum payment of the amount reasonably necessary to meet your financial hardship. Hardship withdrawals may not exceed the difference between the value of your accounts and your QSERP Offset, if any. A hardship

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withdrawal may be requested based on certain pre-determined criteria outlined in the Plan, which include the following situations:

Payment of extraordinary medical expenses for you, your spouse or your dependents;

Prevention of eviction from or foreclosure on your principal residence; or

Payment of funeral expenses for a family member.

Hardship withdrawals are taxable as ordinary income in the year they are paid to you. The hardship withdrawal amount can be increased for the anticipated income taxes due on the withdrawal.

As the Plan administrator, Intel must approve all hardship withdrawal requests. Approval is granted only if you are unable to obtain the necessary funds from other sources within Intel, including cessation of deferrals under the Plan, loans from the 401(k) Plan and Profit Sharing Plan and the exercise of stock options, and you indicate in writing that you lack other resources to meet the financial need.

Hardship withdrawal requests can be made only once in a rolling 12-month period, and only deferrals (e.g., not earnings on those deferrals) can be withdrawn. To initiate a hardship withdrawal, call the SERP Service Center at (888) 401-SERP (888-401-7377) and speak with a representative on any business day from 5:30 a.m. to 9 p.m. (Pacific).

**INCOME TAX CONSIDERATIONS**

**Consult a Professional Tax Advisor**

The following summary of income tax consequences does not purport to be a complete statement of the law in this area. The summary does not address the effects, if any, of other federal taxes, such as inheritance taxes, or of state, local or foreign tax laws, although it does address in part how income is allocated among states. Because of the complexity of the tax laws with respect to these matters, and because such laws may change, Intel recommends that you consult a tax advisor to assess your tax situation, as well as the effect and applicability of state, local and other tax laws.

**General**

The Plan is a non-qualified deferred compensation plan and is not intended to qualify under Section 401(a) of the Tax Code. You will be subject to federal and state income tax in the year or years that you eventually receive a distribution from the Plan after your employment with Intel is terminated or after you retire. Plan distributions will be taxed as ordinary compensation income. The distributions are not eligible for rollover to IRAs or to tax-qualified plans, but they are also not subject to penalties that can apply to early distributions, excess distributions or excess accumulations in qualified plans. Intel is required to annually report the total amount of any deferrals under the Plan made by you or credited to your account on Form W-2. Any deferrals or amounts credited to your account will be subject to FICA tax at the time they are fully vested.

The Plan is designed to have the following key tax effects:

You are not taxed on the amounts you defer and which Intel credits to your account at the time of the deferral or credit.

You are not taxed on earnings or gains in the Plan until these amounts are distributed or withdrawn from the Plan.

Intel takes a current deduction only upon distribution, and does not take a current deduction for amounts credited to your account in the Plan at the time they are credited.

Installment payments and lump sum payments are taxable income in the year each payment is received.



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### **Taxation of Distributions**

The recipient of a distribution from the Plan will be subject to federal income tax in the year of such distribution on the amount of the distribution. When you receive money from the Plan, Intel is required to report your distribution amounts to the IRS.

Amounts paid to you are subject to withholding taxes. Federal taxes are withheld at the supplemental rate.

Amounts paid to you are not subject to FICA taxes. Amounts credited to your Plan account are subject to FICA tax at the time they become fully vested, rather than being subject to FICA tax at the time of distribution.

Distributions may not be rolled over to an IRA or another retirement plan.

### **State and Local Taxes**

Federal law requires that only your state of residence at the time you receive a distribution may tax that distribution if either: (A) your account is distributed in installments over ten years; or (B) the distribution is from a non-qualified plan that solely provides benefits in excess of tax law limitations governing qualified plans.

The source taxation rules, which prior to 1995 permitted states to tax nonresidents on retirement income earned in that state, do not apply to distributions from non-qualified plans that only provide benefits in excess of tax law limitations governing qualified plans. The salary deferral sources for your Plan account and part or all of the Profit Sharing Plan sources for your Plan account are benefits provided in excess of tax law limitations. The Employee Bonus source for your Plan account is not an excess plan and thus distributions from this type of non-qualified plan continue to be subject to source taxation unless the distribution is taken in installments over a period of at least ten years. For example, if you earn and defer income in State A and then move to State B, State A cannot tax your distribution from the Plan if you chose to have your entire account distributed over a period of at least ten years. State B can always tax your income.

Please consult a professional tax advisor concerning state taxation of your Plan distributions.

### **Beneficiaries**

In general, the rules summarized above that apply to payments to employees also apply to payments to surviving spouses of employees and to spouses or former spouses who are alternate payees. You are an alternate payee if your interest in the Plan results from a qualified domestic relations order, which is an order issued by a court, usually in connection with a divorce or legal separation. Some of the rules summarized above also apply to a deceased employee's beneficiary who is not a spouse. However, there are some exceptions for payments to surviving spouses, alternate payees and other beneficiaries that should be mentioned.

### **Tax Effects on Intel**

In general, Intel is not entitled to a deduction for the amounts you defer under the Plan or for any amounts credited to your account until the year in which these amounts are distributed and taxable to you.

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**NO ASSIGNMENT OF RIGHTS**

Your interests or property rights in the Plan or in any payment to be made under the Plan may not be assigned, alienated, optioned or made subject to attachment, garnishment, execution, levy or other legal or equitable process or bankruptcy, and any such action will be void. These restrictions do not apply to the creation or assignment of a right to a benefit under the Plan pursuant to a beneficiary designation or a qualified domestic relations order.

**FUTURE OF THE PLAN**

Intel intends to continue the Plan but reserves the right to amend or terminate it, in its sole discretion, if it determines such amendment or termination is necessary or desirable in light of the circumstances at the time that determination is made. The procedures for amending and terminating the Plan are set forth in the Plan. No amendment or termination of the Plan may reduce your account balances under the Plan. If the Plan is terminated, any amounts in your accounts will be distributed in a lump sum as soon as reasonably practicable.

**USE OF PROCEEDS**

Intel's obligations to pay deferred compensation in the future arise as a result of participating employees' deferral elections. Intel retains as part of Intel's general funds the full amount deferred by participants pursuant to the Plan and records such obligations in bookkeeping accounts maintained on behalf of participating employees.

**SECURITIES LAW MATTERS**

**Registration Statement**

Intel has filed a registration statement on Form S-3 (File No. 333-132865) with the SEC with respect to the unsecured obligations offered pursuant to the Plan. This prospectus supplement is only a summary of the more significant Plan provisions. To make this summary as clear and understandable as possible, some Plan rules are abbreviated and other Plan rules are not mentioned at all. The Plan documents and applicable laws and regulations (and not this prospectus supplement) will govern the rights and benefits under the Plan. If this prospectus supplement and the official Plan text conflict in any way, the official Plan text will control. **When making important decisions based upon the provisions of the Plan, you should read the official Plan text and 401(k) Plan prospectus supplement.** You may obtain these items by calling the SERP Service Center at (888) 401-SERP (888-401-7377) or by writing to Intel Corporation, Attn: SERP Administration, 1900 Prairie City Road, FM3-224, Folsom, California 95630.

**Incorporation of Certain Documents by Reference**

Intel and the Plan incorporate by reference into this prospectus supplement the documents set forth below, which means that Intel and the Plan are disclosing important information to you by referring you to these documents. Any information that Intel and the Plan may file later with the SEC will be deemed to automatically update and supersede this information. Specifically, Intel and the Plan incorporate by reference:

The Intel Corporation Annual Report on Form 10-K for the fiscal year most recently filed with the SEC pursuant to Section 13(a) of the Exchange Act.

All reports and other documents that Intel files with the SEC pursuant to Sections 13(a), 14 and 15(d) of the Exchange Act, after the fiscal year end covered by the Intel Corporation Annual Report on Form 10-K most recently filed with the SEC pursuant to Section 13(a) of the Exchange Act but prior

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to the filing of a post-effective amendment that indicates that all the securities offered under this prospectus supplement have been sold or which deregisters all securities then remaining unsold.

You may read and copy any materials Intel files with the SEC at Room 1580, 100 F. Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at (800) SEC-0330. The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers, such as Intel, that file electronically with the SEC. The address of that site is *www.sec.gov*. Intel's Investor Relations web site, which contains Intel's annual report, proxy statement, Intel press releases and financial information, is located at *www.intc.com*. Intel will also provide copies of other documents required to be delivered pursuant to Rule 428(b) under the Securities Act without charge to each person to whom Intel delivers this prospectus supplement, upon the person's written or oral request. You may obtain copies of these items by calling the SERP Service Center at (888) 401-SERP (888-401-7377) or by writing to Intel Corporation, Attn: SERP Administration, 1900 Prairie City Road, FM3-224, Folsom, California 95630. For more information, call the OnCall Assistance Center at (800) 238-0486.

Intel has not authorized any person to give any information or to make any representations other than those contained in this prospectus supplement in connection with the offer of securities contained in this prospectus supplement. If any person gives any other information or makes any other representation to you, you must not rely upon that information or representation as having been authorized by Intel. This prospectus supplement is not an offer to sell, or a solicitation of an offer to buy, any of the securities offered by this prospectus supplement, nor will there be any sale of these securities by anyone, in any state where the offer or sale is not permitted.

**TRADEMARKS**

Intel and the Intel logo are registered trademarks of Intel Corporation or its subsidiaries in the United States and other countries. \*Other names and brands may be claimed as the property of others.

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**ATTACHMENT A  
INTEL CORPORATION SHELTERED EMPLOYEE RETIREMENT PLAN PLUS INVESTMENT  
OPTIONS**

**This document, dated December 28, 2006, constitutes part of a prospectus covering securities that have been registered under the Securities Act of 1933.**

**INTRODUCTION**

You may allocate portions of your salary deferral and bonus deferral accounts as if they were invested in one or more of a range of investment options. These investment options are the same as the options available under the 401(k) Plan. Unlike the 401(k) Plan in which your contributions are held in trust and are actually invested, deferrals under the Plan are not actually invested in the investment options you select. Balances in your salary deferral and bonus deferral accounts are represented as bookkeeping accounts and reflect the hypothetical gains and losses that your account would yield if it were invested in the investment choices you select. The value of your accounts will fluctuate based on your investment selections. If you fail to elect an allocation, your salary deferral and bonus deferral accounts will be allocated entirely to the Stable Value Fund.

The Plan is a book-entry deferred compensation plan, which means that there is no separate trust fund or account established to hold amounts credited to your Plan accounts and your account balance under the Plan is a general liability of Intel. Intel may or may not invest some of its general assets in investments that reflect your investment choices under the Plan. However, the investment performance of your Plan accounts is determined as if your salary deferral and bonus deferral accounts were actually invested in the investments you select.

You may split your investment in minimum increments of 1% into and among any of the investment options offered under the Plan. You may also reallocate your current investments into or among different investment options offered under the Plan in minimum increments of 1% or a specific dollar amount (except the Intel Stock Fund). Beginning November 1, 2006, your participation in the Intel Stock Fund will be limited to 20% of your future deferrals and your ability to increase your participation in the Intel Stock Fund will be limited to 20% of your existing account balances in your deferral accounts. Currently, there are no other limits on the percentage of your deferral accounts that may be invested in any one investment option. Except for the description of the Intel Stock Fund, the LifeStage Funds and the Core Asset Class Funds, the sources of the investment option descriptions in Attachment A to this prospectus supplement are excerpts from the prospectuses and fund brochures which were provided by the investment option's investment manager(s).

**This summary is intended to give you only a broad overview of each available investment option, and you should not base your investment decisions solely on these investment option descriptions.** You should consult a prospectus or brochure that may be available for the investment options in which you are interested. Those documents provide information about the investment option's investment strategy and operation. For more information, visit at [www.401k.com](http://www.401k.com) or by calling the SERP Service Center at (888) 401-SERP (888-401-7377).

When you elect to make deferrals to the Plan, you should select one or more investment options for your deferrals. Once an investment election is made, you may change investment elections for future deferrals,

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for existing balances already held in your account, or for both future deferrals and existing balances, on a daily basis (subject to the Plan's excessive trading policy) by visiting NetBenefits at [www.401k.com](http://www.401k.com) or by calling the SERP Service Center at (888) 401-SERP (888-401-7377). Intel adopted an excessive trading policy consistent with rules that have been adopted under Intel's 401(k) Plan. To view Intel's excessive trading policy, visit [www.401k.com](http://www.401k.com) > News > Intel Excessive Trading Policy. Transaction requests received before 4 p.m. (Eastern) typically will receive the following business day's closing price. Otherwise, they will receive the closing price on the second business day after the transaction is received. Intel reserves the right to change at any time the manner in which hypothetical earnings and account values are determined.

As the investment choices you select in the Plan are only hypothetical, you will not be entitled to any voting rights, tender rights, or other similar rights which are incidental to holding any interest in any investment you select in the Plan.

Intel selects the investment options offered under the Plan and reserves the right without notice, and on a temporary or permanent basis: to add, change or remove one or more investment options under the Plan; to change the dates on which elections can be made or on which elections become effective; to suspend the ability to invest in or move funds into or out of any one or all investment options; and to limit the number of changes you may make in your contribution selections during any calendar year.

**The investment options under the Plan, including the Intel Stock Fund, each have different investment objectives and consequently, different elements of risk and potentials for growth. Before deciding how to invest your salary deferral and bonus deferral accounts under the Plan, you need to assess your own tolerance for risk in view of your long-term plans and the length of time you expect to continue working. In addition, in determining whether to allocate any of your accounts to the Intel Stock Fund and how much to allocate, you should carefully consider the level of your participation in other Intel stock benefit plans and the fact that your overall compensation is already substantially tied to Intel's performance. Certain of the other investment options that invest in stocks may also invest in Intel's common stock, although any such holding are typically limited to no more than 5% of the fund's assets.**

**Intel and the Plan service providers do not monitor your investment choices and are not responsible if those choices result in losses.**

You may obtain the following additional information concerning the investment options available under the Plan by visiting NetBenefits at [www.401k.com](http://www.401k.com) or by calling the SERP Service Center at (888) 401-SERP (888-401-7377).

**OVERVIEW OF INVESTMENT OPTIONS**

Set forth below is a list of the categories and names of investment options currently available under the Plan.

**LIFESTAGE FUNDS*****Blended Fund Investments***

LifeStage Retirement

LifeStage 2015 Fund

LifeStage 2025 Fund

LifeStage 2035 Fund

LifeStage 2045 Fund

**CORE ASSET CLASS FUNDS*****Stock Investments*****Large Blend**

Large Cap U.S. Stock Fund

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**Small Cap**

Small Cap U.S. Stock Fund

**Foreign**

International Stock Fund

***Bond Investments***

**Intermediate Term**

Total U.S. Bond Fund

**Stable Value**

Stable Value Fund

**ADDITIONAL INVESTMENT OPTIONS**

***Stock Investments***

**Company Stock**

Intel Stock Fund

**Large Cap Growth**

American Century Ultra Fund Institutional Class

American Funds\* The Growth Fund of America\* Class R5

Barclays Global Investors NASDAQ-100 Index\* Fund Class T

Brandywine Blue Fund, Inc.

Fidelity Contrafund

Fidelity Growth Company Fund

Allianz CCM Capital Appreciation Fund Institutional Class

TCW Galileo Select Equities Fund Class I

T. Rowe Price Stock Growth Fund

Vanguard Growth Index Fund Admiral Class

**Large Cap Blend**

AIM Basic Value Fund Institutional Class

Calvert Social Investment Equity Fund Institutional Class

Legg Mason Value Trust, Inc. Institutional Class

Vanguard Institutional Index Fund Plus Class

**Large Cap Value**

American Funds Washington Mutual Investors Fund\* Class R5

Barclays Global Investors Russell 1000 Value Fund

Dodge & Cox Stock Fund

Morgan Stanley Institutional Fund Trust Value Portfolio Institutional Class

Vanguard Windsor Fund Admiral Class

**Mid-Cap Growth**

Fidelity Mid-Cap Stock Fund

Allianz CCM Mid-Cap Fund- Institutional Class

**Mid-Cap Blend**

Fidelity Low-Priced Stock Fund

Legg Mason Special Investment Trust Institutional Class

TCW Galileo Value Opportunities Fund Class I

Vanguard Mid-Cap Index Fund Institutional Class

Vanguard Strategic Equity Fund Investor Class

**Mid-Cap Value**

American Century Equity Income Fund Institutional Class

Goldman Sachs Mid Cap Value Fund Institutional Class

Longleaf Partners Fund

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**Small Cap Growth**

Vanguard Small-Cap Growth Index Fund Investor Class

**Small Cap Blend**

American Century Small Company Fund Institutional Class

Fidelity Small Cap Stock Fund

Goldman Sachs Small Cap Value Fund Institutional Class

Pennsylvania Mutual Fund Investment Class

**Small Cap Value**

American Century Small Cap Value Fund Institutional Class

Vanguard Small-Cap Value Index Fund Investor Class

**World**

BlackRock Global SmallCap Fund, Inc. Class I

Templeton Growth Fund Advisor Class

**Foreign**

American Funds Europacific Growth Fund Class R5

Delaware Pooled International Equity Fund

Morgan Stanley Institutional Fund, Inc. International Small Cap Portfolio Class A

Vanguard International Value Fund- Investor Class

**Diversified Emerging Markets**

GMO Emerging Countries Fund Class III

Lazard Emerging Markets Fund

SSgA Emerging Markets Fund

**Specialty**

American Century Real Estate Fund Institutional Class

Gabelli Gold Class AAA

The Merger Fund

Vanguard Convertible Securities Fund Investor Class

***Blended Fund Investments***

**Large Blend**

BlackRock Global Allocation Fund Institutional Class

**Large Value**

Fidelity Puritan Fund

Franklin Income Fund Advisor Class

***Bond Investments***

**Long Government**

PIMCO Long-Term U.S. Government Fund Institutional Class

**Intermediate Government**

Vanguard Inflation-Protected Securities Fund

Vanguard Intermediate-Term Treasury Fund Admiral Class

**Long-term**

Vanguard Long-Term Bond Index Fund Investor Class

**Intermediate Term**

Calvert Social Investment Bond Fund Institutional Class

PIMCO Total Return Fund Institutional Class

**High-Yield**

Fidelity Capital & Income Fund

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PIMCO High-Yield Fund Institutional Class

**Multisector**

Loomis Sayles Bond Fund Institutional Class

**International**

Evergreen International Bond Fund

**Emerging Markets**

PIMCO Emerging Markets Bond Fund Institutional Class

***Short Term Investments***

Reserve Primary Fund Institutional Class

**SUMMARY OF INVESTMENT OPTIONS**

All of the investment options under the Plan will be offered to you free of any sales charge. However, the Fidelity Capital & Income Fund the Fidelity Mid-Cap Stock Fund, the Fidelity Low-Priced Stock Fund, the Fidelity Small Cap Stock Fund, Franklin Income Fund, the Morgan Stanley Institutional Fund, Inc Institutional Small Cap Portfolio, PIMCO High-Yield Bond Fund, PIMCO Long-term U.S. Government Bond Fund, PIMCO Total Return Fund, and Templeton Growth Fund charge short-term trading fees under certain circumstances. For more information, see the descriptions for these funds.

**LIFESTAGE FUNDS**

***Blended Fund Investments***

LifeStage Funds are designed to be complete investment solutions for individuals. Each LifeStage strategy is a portfolio consisting of the Core Asset Class Funds in various investment mixes, designed to take into account both a particular risk tolerance and when the benefits will be needed. As time passes, the investment mix gradually shifts from a greater concentration of higher-risk investments (namely stocks) to a greater concentration of lower-risk investments (namely bonds and short-term investments).

The number, such as LifeStage 2045, represents the approximate year when you plan to start withdrawing your benefits. As you get closer to this year, the portfolio's asset mix is designed to adjust to a more conservative level of risk that is appropriate for each stage of your life. With many years until retirement, the LifeStage Funds promote a growth strategy with a greater level of risk. As you approach the year in which you start using your retirement benefits, the emphasis changes toward the preservation of capital.

One LifeStage Fund, LifeStage Retirement, does not include a number because it is designed for people currently withdrawing their benefits. The LifeStage Retirement Fund is intended for participants at or nearing retirement. Although the fund invests in a greater concentration of lower-risk investments, such as bonds and short-term investments, it does include a small stock allocation.

The performance of each LifeStage Fund is subject to the underlying investment options in which the fund invests. Please refer to the fund descriptions for each of the individual Core Asset Class Funds, which follow the Life Stage Fund descriptions. LifeStage Funds are subject to the volatility of the financial markets in the United States and abroad. Each fund's share price, yield, and return will vary, and you may have a gain or loss when you sell your shares.

**Goal:** These funds seek to provide a complete investment strategy for participants by creating mixes of stocks, bonds, and cash targeted to the individual's time horizon and tolerance for risk.

**What they invest in:** Each LifeStage strategy is a portfolio consisting of the Core Asset Class Funds in various investment mixes, designed for both a particular risk tolerance and when the benefits will be needed.

**Table of Contents****Who might want to invest in it:**

Someone who is seeking a complete diversified portfolio of stocks, bonds, and short-term investments, targeted to the year in which money will be needed (i.e., 2015, 2035, and 2045).

These options are not mutual funds, but collective investment funds that pool the assets of tax-qualified employee benefit plans into a single fund with a common objective. Share price and return will vary. Unlike mutual funds, these funds are not marketed to the general public. With reduced marketing costs, they generally have lower management expenses and fees than mutual funds. Because these funds are not quoted on a public exchange, they do not have ticker symbols and therefore cannot be looked up in the newspaper or on the Internet.

Although a separate prospectus is not available, participants have access to detailed information about the LifeStage Funds via Fidelity NetBenefits. To track the performance of these investment options, visit NetBenefits at [www.401k.com](http://www.401k.com). Once you enter your SSN or Customer ID and PIN, select SERP 401(k) > Performance. For more detailed information, select the Quarterly Fund Profiles link within Plan News on the home page. Information on these investment options was provided by Intel.

**LifeStage Retirement Fund**

**VRS code:** 47192      **Ticker:** N/A

**What it is:** A diversified fund portfolio consisting of stocks, bonds, and short-term investments.

**Goal:** This fund seeks to provide current income.

**What it invests in:** This fund seeks to provide current income by investing in a portfolio consisting of four Core Asset Class Funds: the Stable Value Fund, the Total U.S. Bond Fund, the Large Cap U.S. Stock Fund and the Small Cap U.S. Stock Fund. The expected target asset allocation for this fund is 70% bonds and short-term investments and 30% stock funds.

**Who might want to invest in it:**

Someone who is seeking current income, either as he or she approaches retirement or during retirement.

This option is not a mutual fund, but a collective investment fund that pools the assets of tax-qualified employee benefit plans into a single fund with a common objective. Share price and return will vary. The asset allocation percentages for the underlying core asset classes of the LifeStage Retirement Fund are managed by Intel. The underlying Core Asset Class Funds comprising the LifeStage Retirement Fund are managed by the individual managers listed under each respective Core Asset Class Fund.

Although a separate prospectus is not available, participants have access to detailed information about the LifeStage Retirement Fund via Fidelity NetBenefits. To track the performance of this investment option, visit NetBenefits at [www.401k.com](http://www.401k.com). Once you enter your SSN or Customer ID and PIN, select SERP 401(k) > Performance. For more detailed information, select the Quarterly Fund Profiles link within Plan News on the home page. Information on this investment option was provided by Intel.

**LifeStage 2015 Fund**

**VRS code:** 47194      **Ticker:** N/A

**What it is:** A diversified fund portfolio consisting of stocks, bonds, and short-term investments.

**Goal:** This fund seeks to provide current income and low-moderate growth of capital.

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**What it invests in:** This fund seeks to provide current income and low-moderate growth of capital by investing in a portfolio consisting of five Core Asset Class Funds: the Stable Value Fund, the Total U.S. Bond Fund, the Large Cap U.S. Stock Fund, the Small Cap U.S. Stock Fund and the International Stock Fund. The expected target asset allocation for this fund is 42% bond funds and short-term investments and 58% stock funds.

**Who might want to invest in it:**

Someone who is seeking current income as well as low-moderate growth of capital, typically with an investment time horizon where money will be needed by the year 2015.

This option is not a mutual fund, but a collective investment fund that pools the assets of tax-qualified employee benefit plans into a single fund with a common objective. Share price and return will vary. The asset allocation percentages for the underlying core asset classes of the LifeStage 2015 Fund are managed by Intel. The underlying Core Asset Class Funds comprising the LifeStage 2015 Fund are managed by the individual managers listed under each respective Core Asset Class Fund.

Although a separate prospectus is not available, participants have access to detailed information about the LifeStage 2015 Fund via Fidelity NetBenefits. To track the performance of this investment option, visit NetBenefits at [www.401k.com](http://www.401k.com). Once you enter your SSN or Customer ID and PIN, select SERP 401(k) > Performance. For more detailed information, select the Quarterly Fund Profiles link within Plan News on the home page. Information on this investment option was provided by Intel.

**LifeStage 2025 Fund****VRS code:** 47195**Ticker:** N/A

**What it is:** A diversified fund portfolio consisting of stocks, bonds, and short-term investments.

**Goal:** This fund seeks to provide growth of capital and a reasonable level of current income.

**What it invests in:** This fund seeks to provide growth of capital and a reasonable level of current income by investing in a portfolio consisting of five Core Asset Class Funds: the Stable Value Fund, the Total U.S. Bond Fund, the Large Cap U.S. Stock Fund, the Small Cap U.S. Stock Fund and the International Stock Fund. The expected target asset allocation for this fund is 33% bond funds and short-term investments and 67% stock funds.

**Who might want to invest in it:**

Someone who is seeking growth of capital and a reasonable level of current income, typically with an investment time horizon where money will be needed by the year 2025.

This option is not a mutual fund, but a collective investment fund that pools the assets of tax-qualified employee benefit plans into a single fund with a common objective. Share price and return will vary. The asset allocation percentages for the underlying core asset classes of the LifeStage 2025 Fund are managed by Intel. The underlying Core Asset Class Funds comprising the LifeStage 2025 Fund are managed by the individual managers listed under each respective Core Asset Class Fund.

**Although a separate prospectus is not available, participants have access to detailed information about the LifeStage 2025 Fund via Fidelity NetBenefits. To track the performance of this investment option, visit NetBenefits at [www.401k.com](http://www.401k.com). Once you enter your SSN or Customer ID and PIN, select SERP 401(k) > Performance. For more detailed information, select the Quarterly Fund Profiles link within Plan News on the home page. Information on this investment option was provided by Intel.**

**LifeStage 2035 Fund****VRS code:** 47197**Ticker:** N/A

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**What it is:** A diversified fund portfolio consisting of stocks, bonds, and short-term investments.

**Goal:** This fund seeks to provide growth of capital.

**What it invests in:** This fund seeks to provide growth of capital by investing in a portfolio consisting of five Core Asset Class Funds: the Stable Value Fund, the Total U.S. Bond Fund, the Large Cap U.S. Stock Fund, the Small Cap U.S. Stock Fund and the International Stock Fund. The expected target asset allocation for this fund is 23% bond funds and short-term investments and 77% stock funds.

**Who might want to invest in it:**

Someone who is seeking growth of capital, typically with an investment time horizon where money will be needed by the year 2035.

This option is not a mutual fund, but a collective investment fund that pools the assets of tax-qualified employee benefit plans into a single fund with a common objective. Share price and return will vary. The asset allocation percentages for the underlying core asset classes of the LifeStage 2035 Fund are managed by Intel. The underlying Core Asset Class Funds comprising the LifeStage 2035 Fund are managed by the individual managers listed under each respective Core Asset Class Fund.

Although a separate prospectus is not available, participants have access to detailed information about the LifeStage 2035 Fund via Fidelity NetBenefits. To track the performance of this investment option, visit NetBenefits at [www.401k.com](http://www.401k.com). Once you enter your SSN or Customer ID and PIN, select SERP 401(k) > Performance. For more detailed information, select the Quarterly Fund Profiles link within Plan News on the home page. Information on this investment option was provided by Intel.

**LifeStage 2045 Fund**

**VRS code:** 47199

**Ticker:** N/A

**What it is:** A diversified fund portfolio consisting of stocks and bonds.

**Goal:** This fund seeks to provide growth of capital.

**What it invests in:** This fund seeks to provide growth of capital by investing in a portfolio consisting of four Core Asset Class Funds: the Total U.S. Bond Fund, the Large Cap U.S. Stock Fund, the Small Cap U.S. Stock Fund and the International Stock Fund. The expected target asset allocation for this fund is 10% bond funds and 90% stock funds.

**Who might want to invest in it:**

Someone who is seeking growth of capital, typically with an investment time horizon where money will be needed by the year 2045 or later.

This option is not a mutual fund but a collective investment fund that pools the assets of tax-qualified employee benefit plans into a single fund with a common objective. Share price and return will vary. The asset allocation percentages for the underlying core asset classes of the LifeStage 2045 Fund are managed by Intel. The underlying Core Asset Class Funds comprising the LifeStage 2045 Fund are managed by the individual managers listed under each respective Core Asset Class Fund.

Although a separate prospectus is not available, participants have access to detailed information about the LifeStage 2045 Fund via Fidelity NetBenefits. To track the performance of this investment option, visit NetBenefits at [www.401k.com](http://www.401k.com). Once you enter your SSN or Customer ID and PIN, select SERP 401(k) > Performance. For more detailed information, select the Quarterly Fund Profiles link within Plan News on the home page. Information on this investment option was provided by Intel.

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**CORE ASSET CLASS FUNDS**

The Core Asset Class Funds are designed to be low-cost investment options consisting of the major core asset classes. They are available only to investors through company-sponsored plans. They are the building blocks for asset allocation, with easy-to-understand strategies (e.g., small-cap stocks or international stocks) versus registered mutual funds with names that don't necessarily represent the funds' objective (e.g., American Century Ultra Fund). They are collective investment funds and separate accounts, not mutual funds. A collective investment fund is similar to a mutual fund in that it combines the money of many investors who each own a share of the pool. A separate account is an individually managed pool of assets just for Intel's plan participants.

Mutual funds, collective investment funds, and separate accounts typically have fund managers who invest the assets on behalf of all the shareholders. Collective investment funds and separate accounts, however, are different from mutual funds in the way they are set up legally. Each mutual fund is registered with the SEC. The mutual funds offered through the Plan are available to the general public. The collective investment funds and separate accounts offered through the Plan are not available to the general public. They are part of a trust maintained for the collective investment of qualified pension or profit sharing plans, or for Intel's separate account participants. A group trust or separate account must be maintained in accordance with applicable Tax Code and Department of Labor regulations. Unlike mutual funds, these funds are not marketed to the general public. With reduced marketing costs, they generally have lower management expenses and fees than mutual funds. Because they are not quoted on a public exchange, they do not have a ticker symbol and therefore cannot be looked up in the newspaper or on the Internet. Although a separate prospectus is not available, participants have access to detailed information about the Core Asset Class Funds via Fidelity NetBenefits. To track the performance of these investment options, visit NetBenefits at [www.401k.com](http://www.401k.com). Information on these investment options was provided by Intel.

***Stock Investments***

**Large Cap U.S. Stock Fund**