UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A
(Amendment No. 1)

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended February 28, 2013

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission file number 1-10658

Micron Technology, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**75-1618004**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
8000 S. Federal Way, Boise, Idaho	**83716-9632**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code **(208) 368-4000**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer x	Accelerated Filer o
Non-Accelerated Filer o (Do not check if a smaller reporting company)	Smaller Reporting Company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes o No x

The number of outstanding shares of the registrant's common stock as of April 2, 2013, was 1,030,104,505.

EXPLANATORY NOTE

In connection with the filing of our Quarterly Report on Form 10-Q for the period ended February 28, 2013 (the “February 2013 Form 10-Q”), we filed a number of agreements as exhibits to that report. Those exhibits included agreements with both Inotera Memories Inc. (“Inotera”) and Nanya Technology Corporation regarding our joint venture relationship involving Inotera.

Consistent with SEC regulations, we filed a Confidential Treatment Request, or CTR, with the SEC related to certain of these agreements and redacted portions of the agreements that were filed as exhibits to the February 2013 Form 10-Q.

In connection with a comment letter that we received from the SEC related to the CTR, we agreed to amend the February 2013 Form 10-Q to provide additional disclosure with respect to some of these agreements. Accordingly, pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Form 10-Q/A contains the complete text of Item 2 “Management's Discussion and Analysis of Financial Condition and Results of Operations," which has been amended to reflect this additional disclosure.

PART I. FINANCIAL INFORMATION

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

As used herein, "we," "our," "us" and similar terms include Micron Technology, Inc. and its subsidiaries, unless the context indicates otherwise. The following discussion contains trend information and other forward-looking statements that involve a number of risks and uncertainties. Forward-looking statements include, but are not limited to, statements such as those made in "Overview" regarding our proposed acquisition of Elpida and royalty income from Nanya; in "Net Sales" regarding the timing of the closing of our sale of MIT; in "Selling, General and Administrative" regarding SG&A costs for the third quarter of 2013; in "Research and Development" regarding R&D costs for the third quarter of 2013; and in "Liquidity and Capital Resources" regarding the sufficiency of our cash and investments, cash flows from operations and available financing to meet our requirements at least through the next twelve months and regarding our pursuit of additional financing, capital spending in 2013, the timing of payments for certain contractual obligations and the timing of payments in connection with the Elpida transactions. Our actual results could differ materially from our historical results and those discussed in the forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, those identified in "Item 1A. Risk Factors." This discussion should be read in conjunction with the Consolidated Financial Statements and accompanying notes for the year ended August 30, 2012. All period references are to our fiscal periods unless otherwise indicated. Our fiscal year is the 52 or 53-week period ending on the Thursday closest to August 31 and fiscal 2013 and 2012 each contained 52 weeks. All production data includes the production of our consolidated joint ventures and our other partnering arrangements. All tabular dollar amounts are in millions.

Our Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is provided in addition to the accompanying consolidated financial statements and notes to assist readers in understanding our results of operations, financial condition and cash flows. MD&A is organized as follows:

- ***Overview:*** An overview of our business and operations and highlights of key transactions and events.
- ***Results of Operations:*** An analysis of our financial results consisting of the following:
    - Consolidated results;
    - Operating results by business segment;
    - Operating results by product; and
    - Operating expenses and other.
- ***Liquidity and Capital Resources:*** An analysis of changes in our balance sheet and cash flows and discussion of our financial condition and potential sources of liquidity.
- ***Off-Balance Sheet Arrangements:*** Contingent liabilities, commitments and off-balance sheet arrangements.

Overview

We are one of the world's leading providers of advanced semiconductor solutions. Through our worldwide operations, we manufacture and market a full range of DRAM, NAND Flash and NOR Flash memory, as well as other innovative memory technologies, packaging solutions and semiconductor systems for use in leading-edge computing, consumer, networking, automotive, industrial, embedded and mobile products. We market our products through our internal sales force, independent sales representatives and distributors primarily to original equipment manufacturers ("OEMs") and retailers located around the world. Our success is largely dependent on the market acceptance of our diversified portfolio of semiconductor products, efficient utilization of our manufacturing infrastructure, successful ongoing development of advanced process technologies and the return on research and development ("R&D") investments.

We obtain products from three primary sources: (1) production from our wholly-owned manufacturing facilities, (2) production from our joint venture manufacturing facilities, and (3) to a lesser degree, from third party manufacturers. In recent years, we have increased our manufacturing scale and product diversity through strategic acquisitions and various partnering arrangements, including joint ventures, which have helped us to attain lower costs than we could otherwise achieve through internal investments alone.

We make significant investments to develop the proprietary product and process technologies that are implemented in our worldwide manufacturing facilities and through our joint ventures. These investments enable our production of semiconductor products with increasing functionality and performance at lower costs. We generally reduce the manufacturing cost of each generation of product through advancements in product and process technology such as our leading-edge line-width process technology and innovative array architecture. We continue to introduce new generations of products that offer improved performance characteristics, such as higher data transfer rates, reduced package size, lower power consumption, improved read/write reliability and increased memory density. To leverage our significant investments in R&D, we have formed, and may continue to form, strategic joint ventures that allow us to share the costs of developing memory product and process technologies with joint venture partners. In addition, from time to time, we also sell and/or license technology to other parties. We continue to pursue additional opportunities to monetize our investment in intellectual property through partnering and other arrangements.

We have the following four reportable segments:

DRAM Solutions Group ("DSG"): Includes DRAM products sold to the PC, consumer electronics, networking and server markets.
NAND Solutions Group ("NSG"): Includes high-volume NAND Flash products sold into data storage, personal music players, and the high-density computing market, as well as NAND Flash products sold to Intel through IM Flash.
Embedded Solutions Group ("ESG"): Includes DRAM, NAND Flash and NOR Flash products sold into automotive and industrial applications, as well as NOR and NAND Flash sold to consumer electronics, networking, PC and server markets.
Wireless Solutions Group ("WSG"): Includes DRAM, NAND Flash and NOR Flash products, including multi-chip packages, sold to the mobile device market.

Our other operations do not meet the quantitative thresholds of a reportable segment and are reported under All Other.

Proposed Acquisition of Elpida Memory, Inc.

On July 2, 2012, we entered into an "Agreement on Support for Reorganization Companies" (the "Sponsor Agreement") with the trustees of Elpida Memory, Inc. ("Elpida") and its subsidiary, Akita Elpida Memory, Inc. ("Akita" and, together with Elpida, the "Elpida Companies"), which provides for, among other things, our acquisition of Elpida and our support for the plans of reorganization of the Elpida Companies in connection with their corporate reorganization proceedings in Japan. The Elpida Companies filed petitions for commencement of corporate reorganization proceedings with the Tokyo District Court (the "Japan Court") under the Corporate Reorganization Act of Japan on February 27, 2012. Under the Sponsor Agreement, we committed to support plans of reorganization for the Elpida Companies that would provide payments to the secured and unsecured creditors of the Elpida Companies in an aggregate amount of 200 billion yen (or the equivalent of approximately $2.17 billion, assuming approximately 92 yen per U.S. dollar, the exchange rate as of February 28, 2013), less certain expenses of the reorganization proceedings and certain other items.

The Sponsor Agreement provides that we will invest 60 billion yen (or the equivalent of approximately $650 million) in cash in Elpida at the closing in exchange for 100% ownership of Elpida's equity. As a condition to the execution of the Sponsor Agreement, we deposited 1.8 billion yen (or the equivalent of approximately $20 million) into an escrow account in July 2012, which will be applied towards our purchase price for the Elpida shares at closing. The Elpida Companies will use the proceeds of our investment to fund an initial installment payment to their creditors of 60 billion yen, which amount is subject to reduction for certain items specified in the Sponsor Agreement. The initial installment payment will be made within three months following the closing of our acquisition of Elpida. The remaining 140 billion yen (or the equivalent of approximately $1.52 billion) of installment payments payable to the Elpida Companies' creditors will be made by the Elpida Companies in six annual installments payable at the end of each calendar year beginning in the calendar year after the first installment payment is made. We or one of our subsidiaries are committed to enter into a supply agreement with Elpida following the closing, which will provide for our purchase on a cost-plus basis of all product produced by Elpida. Cash flows from such supply agreement will be used to satisfy the required installment payments under the plans of reorganization.

In a related transaction, on July 2, 2012, we entered into a share purchase agreement with Powerchip Technology Corporation and certain of its affiliates (the "Rexchip Share Purchase Agreement"), under which we will purchase approximately 714 million shares of Rexchip Electronics Corporation ("Rexchip") common stock, which represents approximately 24% of Rexchip's outstanding common stock, for approximately 10 billion New Taiwan dollars (or the equivalent of approximately $338 million, assuming approximately 30 New Taiwan dollars per U.S. dollar, the exchange rate as of February 28, 2013). Elpida currently owns, directly and indirectly through a subsidiary, 65% of Rexchip's outstanding common stock.

Elpida's assets include, among other things: a 300mm DRAM wafer fabrication facility located in Hiroshima, Japan; its ownership interest in Rexchip, whose assets include a 300mm DRAM wafer fabrication facility located in Taiwan; and an assembly and test facility located in Akita, Japan. We expect that the Elpida and Rexchip fabrication facilities together are capable of producing more than 180,000 300mm wafers per month, which would represent an approximate 45% increase in our current trade wafer capacity.

Elpida's semiconductor memory products include Mobile DRAM, targeted toward mobile phones and tablets. We believe that the Elpida Company's product portfolio is complementary to ours and combining the two will strengthen our position in the memory market and enable us to provide customers with a wider portfolio of high-quality solutions. We also believe that the Elpida transactions will strengthen our market position in the memory industry through increased research and development and manufacturing scale, improved access to core memory market segments, and additional wafer capacity to balance among our DRAM, NAND Flash and NOR Flash memory solutions.

The consummation of the Sponsor Agreement remains subject to completion or waiver of certain conditions, including:

i. the finalization of the order of the Japan Court approving the plans of reorganization of the Elpida Companies, which order with respect to the Elpida plan of reorganization has been appealed by certain creditors of Elpida. On February 26, 2013, the Elpida Companies' creditors approved the reorganization plans and on February 28, 2013, the Japan Court issued an order approving the plans of reorganization. On March 29, 2013, certain creditors of Elpida filed appeals with the Tokyo High Court of the Japan Court's order approving Elpida's plan of reorganization. Timing of the Tokyo High Court appeal process depends on a number of factors outside of our control and is impossible to predict with accuracy;

ii. the granting of a recognition order by the U.S. Court with respect to the Japan Court's approval of the Elpida plan of reorganization or the completion or implementation of alternative actions providing substantially equivalent benefits; and

iii. the closing of the purchase of the Rexchip shares from the Powerchip Group under the Rexchip Share Purchase Agreement described below.

There can be no assurance that the various conditions will be satisfied or that the Elpida acquisition will ultimately be consummated on the terms and conditions set forth in the Sponsor Agreement. Various creditors are challenging Elpida's proposed plan of reorganization and related requests for relief, both in the Japan Proceedings and the U.S. Proceedings. If the requisite court approvals and decisions are not obtained or the closing conditions are not satisfied or waived, we will not be able to close the acquisitions. We believe the Japan Court's approval of Elpida's reorganization plan will be upheld by the Tokyo High Court, that the other requirements for closing will be achieved and that we will close the acquisitions. However, we cannot be certain what effect, if any, challenges by the creditors will have on the timing of the closing.

In connection with the Elpida and Rexchip acquisition agreements, on July 2, 2012, we entered into a series of currency option contracts to hedge our exposure to the yen and New Taiwan dollar denominated acquisition payments under these agreements, pursuant to which we purchased call options to buy 200 billion yen, sold put options to sell 100 billion yen and sold call options to buy 100 billion yen. As a result of the mark-to-market adjustments for the yen hedge, we recorded losses to other non-operating expense of $114 million and $62 million in the second and first quarters of 2013, respectively. As of February 28, 2013, our cumulative loss on the yen hedge was $168 million. In the third quarter of 2013, we recorded additional losses of $23 million on the yen hedge through its settlement on March 26, 2013. We paid $191 million on settlement. As a result of the weaker yen since the inception of the hedge on July 2, 2012, the U.S. dollar equivalent of the 200 billion yen to be paid to the secured and unsecured creditors of the Elpida Companies had decreased by $338 million as of February 28, 2013.

On March 26, 2013, we executed a series of separate currency exchange transactions pursuant to which we purchased forward contracts to buy 80 billion yen and purchased put options to sell 80 billion yen. These forward contracts and put options, which expire on September 25, 2013, mitigate the risk of a strengthening yen for certain of our yen-denominated payments under the Sponsor Agreement while preserving some ability for us to benefit if the value of the yen weakens relative to the U.S. dollar.

See "Item 1. Financial Statements – Notes to Consolidated Financial Statements – Proposed Acquisition of Elpida Memory, Inc." for further details of the proposed transactions.

Inotera Memories, Inc.

On January 17, 2013, we entered into agreements with Nanya Technology Corporation ("Nanya") to amend the joint venture relationship involving Inotera. The amendments include a new supply agreement (the "Inotera Supply Agreement") between us and Inotera under which we will purchase for an initial three-year term substantially all of Inotera's output at a purchase price based on a discount from actual market prices for our comparable components. The Inotera Supply Agreement contemplates annual negotiations with respect to potential successive one-year extensions and if in any year the parties do not agree to an extension, the agreement will terminate following the end of the then-existing term and a subsequent three-year wind-down period. Our share of Inotera's capacity would decline over the three year wind-down period. The Inotera Supply Agreement was retroactively effective beginning on January 1, 2013. Effective through December 31, 2012, we had rights and obligations to purchase 50% of Inotera's wafer production capacity based on a margin-sharing formula among Nanya, Inotera and us. Our cost of product purchased from Inotera under the supply agreements was $200 million for the second quarter of 2013, $201 million for the first quarter of 2013 and $142 million for the second quarter of 2012. In addition to the Inotera Supply Agreement, we and Nanya also amended two technology transfer and license agreements and entered into a new technology transfer and license option agreement for the 20nm process node. The royalties payable to us under these agreements are calculated using a formula based on Nanya's adjusted revenue for the sale of various types of DRAM. The royalty rates under these agreements range from one percent up to, under very limited circumstances, ten percent. We do not believe royalty income from these agreements will be significant.

Prior to January 17, 2013, under a cost-sharing arrangement, we generally shared DRAM development costs with Nanya under a joint development program. As a result of the January 17, 2013 agreements, which were retroactively effective beginning on January 1, 2013, Nanya no longer participates in the joint development program. Pursuant to the cost-sharing arrangement with Nanya, our R&D costs were reduced by $4 million in the second quarter of 2013, $15 million in the first quarter of 2013 and $36 million in the second quarter of 2012.

Results of Operations

Consolidated Results

	Second Quarter				First Quarter		Six Months			
	2013	% of net sales	2012	% of net sales	2013	% of net sales	2013	% of net sales	2012	% of net sales
	(amounts in millions and as a percent of net sales)									
Net sales	$ 2,078	100 %	$ 2,009	100 %	$ 1,834	100 %	$ 3,912	100 %	$ 4,099	100 %
Cost of goods sold	1,712	82 %	1,799	90 %	1,617	88 %	3,329	85 %	3,584	87 %
Gross margin	366	18 %	210	10 %	217	12 %	583	15 %	515	13 %
SG&A	123	6 %	174	9 %	119	6 %	242	6 %	325	8 %
R&D	214	10 %	222	11 %	224	12 %	438	11 %	452	11 %
Other operating (income) expense, net	52	3 %	18	1 %	(29)	(2)%	23	1 %	13	— %
Operating loss	(23)	(1)%	(204)	(10)%	(97)	(5)%	(120)	(3)%	(275)	(7)%
Interest income (expense), net	(53)	(3)%	(33)	(2)%	(54)	(3)%	(107)	(3)%	(66)	(2)%
Other non-operating income (expense), net	(159)	(8)%	37	2 %	(59)	(3)%	(218)	(6)%	26	1 %
Income tax (provision) benefit	9	— %	(9)	— %	(13)	(1)%	(4)	— %	(7)	— %
Equity in net loss of equity method investees	(58)	(3)%	(73)	(4)%	(52)	(3)%	(110)	(3)%	(147)	(4)%
Net income attributable to noncontrolling interests	(2)	— %	—	— %	—	— %	(2)	— %	—	— %
Net loss attributable to Micron	$ (286)	(14)%	$ (282)	(14)%	$ (275)	(15)%	$ (561)	(14)%	$ (469)	(11)%

Our net loss for the second quarter of 2013 was slightly higher than the first quarter of 2013 as a $149 million improvement in our overall gross margin was more than offset by an increase in losses recognized in other operating expense and other non-operating expense. Our gross margin for the second quarter of 2013 improved from the first quarter of 2013 primarily due to cost reductions partially offset by declines in average selling prices. Significant items in other operating expense and other non-operating expenses for the second and first quarters of 2013 included the following:

- other operating loss for the second quarter of 2013 included a $62 million impairment loss as a result of an agreement to sell our 200mm wafer fabrication facility assets in Avezzano, Italy:
- other operating income for the first quarter of 2013 included a $25 million gain from the termination of a lease by Transform to a portion of our manufacturing facilities in Boise, Idaho as part of Transform's operations being discontinued;
- other non-operating expense for the second and first quarters of 2013 included losses of $120 million and $58 million, respectively, on currency hedges for the Elpida and Rexchip transaction; and
- other non-operating expense for the second quarter of 2013 included a $31 million charge associated with the early liquidation of debt.

Our net loss attributable to Micron shareholders for the second quarter of 2013 was relatively unchanged from the second quarter of 2012 as a $156 million improvement in our gross margin was offset by losses recognized in other operating expense and other non-operating expense. Our gross margin for the second quarter of 2013 improved from the second quarter of 2012 primarily due to cost reductions partially offset by declines in average selling prices. Other non-operating income for the second quarter of 2012 included a $39 million gain from the sale of an investment.

In the second quarter of 2013, we reclassified (gains) losses from changes in currency exchange rates from other operating (income) expense, net to other non-operating income (expense), net in the consolidated statements of income. As a result, segment operating income (loss) for the comparative periods presented no longer includes the (gains) losses from changes in currency exchange rates to conform to current period presentation. (See "Item 1. Financial Statements – Notes to Consolidated Financial Statements – Business and Basis of Presentation".)

Net Sales

	Second Quarter				First Quarter		Six Months			
	2013	% of net sales	2012	% of net sales	2013	% of net sales	2013	% of net sales	2,012	% of net sales
DSG	$ 756	36%	$ 608	30%	$ 600	33%	$ 1,356	35%	$ 1,264	31%
NSG	713	34%	734	37%	617	34%	1,330	34%	1,417	35%
ESG	282	14%	242	12%	278	15%	560	14%	504	12%
WSG	213	10%	307	15%	263	14%	476	12%	680	17%
All Other	114	6%	118	6%	76	4%	190	5%	234	5%
	$ 2,078	100%	$ 2,009	100%	$ 1,834	100%	$ 3,912	100%	$ 4,099	100%

Total net sales for the second quarter of 2013 increased 13% as compared to the first quarter of 2013 primarily due to the following:

- increases in DSG sales due to increases in gigabit sales partially offset by declines in average selling prices,
- increases in NSG sales due to increases in gigabit sales and average selling prices, and
- decreases in WSG sales due to lower sales of NAND Flash and NOR Flash products as a result of declines in gigabit sales and average selling prices.

Total net sales for the second quarter of 2013 increased 3% as compared to the second quarter of 2012 primarily due to increases in DSG and ESG sales due to increases in gigabit sales partially offset by declines in average selling prices. WSG and NSG sales for the second quarter of 2013 decreased from the second quarter of 2012 primarily due to declines in selling prices mitigated by increases in gigabit sales for NSG. Total net sales for the first six months of 2013 decreased 5% as compared to the first six months of 2012 primarily due decreases in WSG and NSG sales partially offset by increases in DSG and ESG sales.

Sales of CMOS image sensors constitute the majority of sales for All Other segments. On February 25, 2013, we entered into an agreement to sell Micron Technology Italia, S.r.l., ("MIT") a wholly-owned subsidiary, including its 200mm wafer fabrication facility assets in Avezzano, Italy, to LFoundry Marsica S.r.l. ("LFoundry"). Under the agreements, we will assign to LFoundry our supply agreement with Aptina Imaging Corporation ("Aptina") for CMOS image sensors manufactured at the Avezzano facility. We expect to close the transaction in the third quarter of 2013 after which time we will cease to sell CMOS image sensors. In recent years, our margins on sales of CMOS image sensors have been insignificant. (See "Item 1. Financial Statements – Notes to Consolidated Financial Statements – Micron Technology Italia, S.r.l.")

Gross Margin

Our overall gross margin percentage for the second quarter of 2013 improved to 18% from 12% for the first quarter of 2013 as a result of margin improvements from sales of both NAND Flash and DRAM products due to decreases in manufacturing costs and lower costs of DRAM products purchased from Inotera.

Our overall gross margin percentage for the second quarter of 2013 improved to 18% from 10% for the second quarter of 2012 primarily due to reductions in cost per gigabit partially offset by declines in average selling prices. Our overall gross margin percentage for the first six months of 2013 improved to 15% from 13% for the first six months of 2012 primarily due to reductions in cost per gigabit partially offset by declines in average selling prices.

<u>Operating Results by Business Segments</u>

DRAM Solutions Group ("DSG")

	Second Quarter		First Quarter	Six Months	
	2013	2012	2013	2013	2012
Net sales	$ 756	$ 608	$ 600	$ 1,356	$ 1,264
Operating income (loss)	(46)	(167)	(112)	(158)	(302)

DSG sales and operating results track closely with our average selling prices, gigabit sales volumes and cost per gigabit for our consolidated sales of DRAM products. (See "Operating Results by Product – DRAM" for further detail.) DSG sales for the second quarter of 2013 increased 26% as compared to the first quarter of 2013 primarily due to increases in gigabit sales. Increases in gigabit sales for the second quarter of 2013 were primarily due to additional supply obtained from Inotera as a result of revisions to the supply agreement effective January 1, 2013. DSG average selling prices for the second quarter declined from the first quarter of 2013 primarily due to a shift in product mix to a higher proportion of DDR3 DRAM products as a result of the additional supply from Inotera. DDR3 DRAM products have significantly lower average selling prices and costs per gigabit than our other DRAM products. DSG's operating margin for the second quarter of 2013 improved as compared to the first quarter of 2013 primarily due to cost reductions resulting from new pricing terms under the supply agreement with Inotera and improved product and process technologies.

DSG sales for the second quarter and first six months of 2013 increased 24% and 7%, respectively, as compared to the corresponding periods of 2012 primarily due to increases in gigabit sales partially offset by lower average selling prices. DSG's operating margin for the second quarter and first six months of 2013 improved as compared to the corresponding periods of 2012 despite the declines in average selling prices, primarily due to cost reductions as a result of improved product and process technologies and improved pricing under the Inotera supply agreement.

NAND Solutions Group ("NSG")

	Second Quarter		First Quarter	Six Months	
	2,013	2,012	2,013	2,013	2,012
Net sales	$ 713	$ 734	$ 617	$ 1,330	$ 1,417
Operating income	64	99	13	77	198

NSG sales and operating results track closely with our average selling prices, gigabit sales volumes and cost per gigabit for our consolidated sales of NAND Flash products. (See "Operating Results by Product – NAND Flash" for further detail.) NSG overall sales for the second quarter of 2013 increased 16% as compared to the first quarter of 2013 primarily due to increased sales volume. NSG sells a portion of its products to Intel Corporation ("Intel") through IM Flash at long-term negotiated prices approximating cost. All other NSG products are sold to OEMs, resellers, retailers and other customers (including Intel), which we collectively refer to as "trade customers."

NSG sales of NAND Flash products to trade customers for the second quarter of 2013 increased 21% as compared to the first quarter of 2013 primarily due to increases in gigabits sold as a result of production increases from higher output of 20nm devices and as a result of higher average selling prices. NSG operating income increased for the second quarter of 2013 as compared to the first quarter of 2013 primarily due to improvements in average selling prices.

On April 6, 2012, we acquired Intel's remaining ownership interest in IM Flash Singapore, LLP ("IMFS") and the assets of IM Flash Technologies, LLC ("IMFT") located at our Virginia fabrication facility and terminated the IMFS supply agreement. Accordingly, we now obtain all of the NAND Flash output from our Singapore and Virginia wafer fabrication facilities. On April 6, 2012, we also entered into a new supply agreement with Intel under which Intel purchases NAND Flash products under negotiated arrangements. Aggregate NSG sales to Intel (including sales by IMFT at prices approximating cost and sales by us under the negotiated arrangements) were $160 million for the second quarter of 2013, $148 million for the first quarter of 2013 and $255 million for the second quarter of 2012.

NSG's overall sales for the second quarter and first six months of 2013 decreased 3% and 6%, respectively, as compared to the corresponding periods of 2012 primarily due to declines in average selling prices and decreases in sales to Intel through IM Flash at prices approximating cost as a result of the restructure of our IM Flash agreement with Intel in April 2012, partially offset by increases in NSG sales to trade customers. NSG sales of NAND Flash products to trade customers for the second quarter and first six months of 2013 increased 28% and 24%, respectively, as compared to the corresponding periods of 2012 primarily due to increases in gigabits sold partially offset by declines in average selling prices. NSG operating income declined for the second quarter and first six months of 2013 as compared to the corresponding periods of 2012 primarily due to decreases in average selling prices mitigated by cost reductions.

Embedded Solutions Group ("ESG")

	Second Quarter		First Quarter	Six Months	
	2,013	2,012	2,013	2013	2012
Net sales	$ 282	$ 242	$ 278	$ 560	$ 504
Operating income	65	15	78	143	54

In the second quarter of 2013, ESG sales were comprised of NOR Flash, DRAM and NAND Flash in decreasing order of revenue. ESG sales for the second quarter of 2013 were relatively unchanged as compared to the first quarter of 2013 as increases in gigabit sales were offset by declines in average selling prices. ESG operating income for the second quarter of 2013 declined as compared to the first quarter of 2013 primarily due to decreases in average selling prices mitigated by cost reductions.

ESG sales for the second quarter and first six months of 2013 increased 17% and 11% respectively, as compared to the corresponding periods of 2012 primarily due to increased sales volumes in all product groups. ESG operating income for the second quarter and first six months of 2013 improved as compared to the corresponding periods of 2012 primarily due to manufacturing cost reductions partially offset by declines in average selling prices.

Wireless Solutions Group ("WSG")

	Second Quarter		First Quarter	Six Months	
	2013	2012	2013	2013	2012
Net sales	$ 213	$ 307	$ 263	$ 476	$ 680
Operating income (loss)	(87)	(129)	(64)	(151)	(185)

In the second quarter of 2013, WSG sales were primarily comprised of NAND Flash, NOR Flash and DRAM in decreasing order of revenue. WSG sales for the second quarter of 2013 decreased 19% as compared to the first quarter of 2013 primarily due to decreased sales volumes of NAND Flash and NOR Flash products and declines in average selling prices. WSG operating margin for the second quarter of 2013 declined as compared to the first quarter of 2013 primarily due to declines in average selling prices.

WSG sales for the second quarter and first six months of 2013 decreased 31% and 30%, respectively, as compared to the corresponding periods of 2012 primarily due to declines in sales of wireless NOR Flash products as a result of weakness in market demand and our customer group in particular, as well as a continued transition by customers to NAND Flash. WSG sales for the second quarter and first six months of 2013 were also adversely impacted by lower sales of NAND Flash products sold in multi-chip packages as compared to the corresponding periods of 2012. WSG experienced pricing pressure in the second quarter and first six months of 2013 due to continued weakness in demand from certain customers. WSG operating margins improved for the second quarter and first six months of 2013 as compared to the corresponding periods of 2012 primarily due to cost reductions partially offset by lower average selling prices.

Operating Results by Product

Net Sales by Product

	Second Quarter				First Quarter		Six Months			
	2,013	% of net sales	2,012	% of net sales	2013	% of net sales	2013	% of net sales	2012	% of net sales
DRAM	$ 891	43%	$ 729	36%	$ 720	39%	$ 1,611	41%	$ 1,507	37%
NAND Flash	870	42%	934	46%	803	44%	1,673	43%	1,843	45%
NOR Flash	197	9%	228	11%	228	12%	425	11%	515	13%
Other	120	6%	118	7%	83	5%	203	5%	234	5%
	$ 2,078	100%	$ 2,009	100%	$ 1,834	100%	$ 3,912	100%	$ 4,099	100%

DRAM

	Second Quarter 2013 Versus		First Six Months 2013 Versus
	First Quarter 2013	Second Quarter 2012	First Six Months 2012
	(percentage change from period indicated)		
Net sales	24 %	22 %	7 %
Average selling prices per gigabit	(10)%	(15)%	(21)%
Gigabits sold	38 %	43 %	35 %
Cost per gigabit	(18)%	(26)%	(25)%

The increase in gigabit sales of DRAM products for the second quarter of 2013 as compared to the first quarter of 2013 and second quarter of 2012 was primarily due to additional supply from Inotera and from higher DRAM production as a result of strong operational performance. Effective on January 1, 2013, we entered into the new Inotera Supply Agreement under which we purchase substantially all of Inotera's output at a purchase price based on a discount from actual market prices for our comparable components. Prior to the new Inotera Supply Agreement we had the right to purchase 50% of Inotera's wafer production capacity based on a margin-sharing formula among Nanya, Inotera and us. (See "Overview – Inotera Memories, Inc.") Our cost of product purchased from Inotera under the supply agreements was $200 million for the second quarter of 2013, $201 million for the first quarter of 2013 and $142 million for the second quarter of 2012. Our cost per gigabit of products purchased under the new Inotera Supply Agreement in the second quarter of 2013 was lower than our cost of similar products manufactured in our wholly-owned facilities.

Due to significant market declines in the selling prices of DRAM, Inotera incurred net losses of $541 million for its year ended December 31, 2012. Also, Inotera's current liabilities exceeded its current assets by $1.76 billion as of December 31, 2012, which exposes Inotera to liquidity risk. As of December 31, 2012, Inotera was not in compliance with certain loan covenants, and had not been in compliance for the past several years. Inotera has requested a waiver from complying with the December 31, 2012 financial covenants and Inotera's creditors have until May 3, 2013 to respond. Inotera's management has developed plans to improve its liquidity, but there can be no assurance that Inotera will be successful in obtaining a waiver from complying with its financial covenants as of December 31, 2012 or improving its liquidity, which may result in its lenders requiring repayment of such loans during the next year.

Average selling prices on sales of DRAM product for the second quarter of 2013 declined from the first quarter of 2013 primarily due to a shift in product mix to a higher proportion of DDR3 DRAM products as a result of the additional supply from Inotera. DDR3 DRAM products have significantly lower average selling prices per gigabit and cost per gigabit than our other DRAM products. Average selling prices for DDR3 DRAM products for the second quarter of 2013 increased 7% as compared to the first quarter of 2013.

The gross margin percentage on sales of DRAM products for second quarter of 2013 improved as compared to the first quarter of 2013 and second quarter of 2012 primarily due to cost reductions partially offset by the declines in average selling prices.

NAND Flash

We sell a portion of our output of NAND Flash products to Intel through IM Flash at long-term negotiated prices approximating cost. (See "Operating Results by Business Segments – NAND Solutions Group" for further detail.) We sell the remainder of our NAND Flash products to trade customers (including Intel).

	Second Quarter 2013 Versus		**First Six Months 2013 Versus**
	First Quarter 2013	**Second Quarter 2012**	**First Six Months 2012**
	(percentage change from period indicated)		
Sales to trade customers:			
Net sales	11 %	13 %	10 %
Average selling prices per gigabit	(1)%	(37)%	(44)%
Gigabits sold	13 %	81 %	97 %
Cost per gigabit	(5)%	(35)%	(39)%

Increases in NAND Flash gigabits sold to trade customers for the second quarter of 2013 as compared to the first quarter of 2012 was primarily due to improved product and process technologies and higher output of 20nm devices. Increases in NAND Flash gigabits sold to trade customers for the second quarter and first six months of 2013 as compared to the corresponding periods of 2012 was primarily due to improved product and process technologies, increased output available for sale to trade customers due to the restructure of our IM Flash agreement with Intel in April 2012 and the ramp-up of a new fabrication facility in Singapore throughout 2012. Cost reductions in the second quarter of 2013 as compared to the first quarter of 2013 and second quarter of 2012 reflect improvements in product and process technologies. The gross margin percentage on sales of NAND Flash products for second quarter of 2013 improved as compared to the first quarter of 2013 and second quarter of 2012 as cost reductions outpaced the declines in average selling prices.

NOR Flash

Sales of NOR Flash products for the second quarter of 2013 declined as compared to the first quarter of 2013 primarily due to lower average selling prices and reduced sales volumes. Our gross margin percentage on sales of NOR Flash products declined for the second quarter of 2013 as compared to the first quarter of 2013 primarily due to declines in average selling prices.

Sales of NOR Flash products for the second quarter and first six months of 2013 declined as compared to the corresponding periods of 2012 primarily due to decreases in sales of wireless products as a result of weakness in demand from certain customers and the continued transition of wireless applications to NAND Flash products, which led to significant declines in average selling prices. Our gross margin percentage on sales of NOR Flash products increased for the second quarter and first six months of 2013 as compared to the corresponding periods of 2012 primarily due to cost reductions.

Operating Expenses and Other

Selling, General and Administrative

Selling, general and administrative ("SG&A") expenses for the second quarter of 2013 increased 3% as compared to the first quarter of 2013. SG&A expenses for the second quarter and first six months of 2013 decreased 29% and 26%, respectively, from the corresponding periods of 2012 due to lower payroll costs resulting primarily from the suspension of variable pay plans, a reduction in legal costs and a contribution to a university recognized in the second quarter of 2012. We expect that SG&A expenses will approximate $135 million to $145 million for the third quarter of 2013.

Research and Development

R&D expenses for the second quarter of 2013 decreased 4% from the first quarter of 2013 primarily due to a lower volume of development wafers processed offset by lower reimbursements under partnering arrangements. R&D expenses for the second quarter and first six months of 2013 decreased 4% and 3%, respectively, from the corresponding periods of 2012 primarily due to lower volumes of pre-qualification wafers processed and lower payroll costs resulting from the suspension of variable pay plans partially offset by lower reimbursements under partnering arrangements.

Pursuant to our restructuring of IMFT and IMFS in April 2012, we expanded our NAND Flash R&D cost-sharing agreement to include the development of certain emerging memory technologies, but did not change the cost-sharing percentage with respect to these technologies. As a result of amounts reimbursable from Intel, R&D expenses were reduced by $34 million for the second quarter of 2013, $32 million for the first quarter of 2013 and $20 million for the second quarter of 2012. Additionally, effective through December 31, 2012, we had a DRAM R&D cost-sharing arrangement with Nanya whereby R&D expenses were reduced by $4 million for the second quarter of 2013, $15 million for the first quarter of 2013 and $36 million for the second quarter of 2012. Effective January 1, 2013, Nanya ceased participating in the joint development program. We expect that R&D expenses, net of amounts reimbursable from our R&D partners, will be approximately $225 million to $235 million for the third quarter of 2013.

Our process technology R&D efforts are focused primarily on development of successively smaller line-width process technologies which are designed to facilitate our transition to next generation memory products. Additional process technology R&D efforts focus on the enablement of advanced computing and mobile memory architectures, the investigation of new opportunities that leverage our core semiconductor expertise and the development of new manufacturing materials. Product design and development efforts include our high density DDR3 and DDR4 DRAM and Mobile Low Power DDR DRAM products as well as high density and mobile NAND Flash memory (including multi-level and triple-level cell technologies), NOR Flash memory, specialty memory, phase-change memory, solid-state drives and other memory technologies and systems.

Interest Income (Expense)

Interest expense for the second quarter of 2013, first quarter of 2013 and second quarter of 2012, included aggregate amounts of non-cash interest expense, primarily for the amortization of debt discount and other costs, of $29 million, $29 million and $22 million, respectively.

Other

Further discussion of other operating and non-operating income and expenses can be found in the following notes contained in "Item 1. Financial Statements – Notes to Consolidated Financial Statements":

- Equity Method Investments
- Equity Plans
- Other Operating (Income) Expense, Net
- Other Non-operating Income (Expense), Net
- Income Taxes

Liquidity and Capital Resources

As of	February 28, 2013	August 30, 2012
Cash and equivalents and short-term investments:		
Money market funds	$ 1,634	$ 2,159
Bank deposits	288	239
Government securities	103	56
Certificates of deposit	93	31
Commercial paper	58	39
Corporate bonds	50	31
Asset-backed securities	2	4
	$ 2,228	$ 2,559
Long-term marketable investments	$ 546	$ 374

Cash and equivalents in the table above included amounts held by IMFT of $92 million as of February 28, 2013 and $157 million as of August 30, 2012. Our ability to access funds held by IMFT to finance our other operations is subject to agreement by Intel and contractual limitations. Amounts held by IMFT are not anticipated to be available to finance our other operations.

To mitigate credit risk, we invest through high-credit-quality financial institutions and, by policy, generally limit the concentration of credit exposure by restricting investments with any single obligor. As of February 28, 2013, the tax effects of repatriating cash held by foreign subsidiaries where undistributed earnings have been indefinitely reinvested would not be significant.

Cash generated by operations is our primary source of liquidity. Our liquidity is highly dependent on selling prices for our products and the timing and level of our capital expenditures, both of which can vary significantly from period to period. Depending on conditions in the semiconductor memory market, our cash flows from operations and current holdings of cash and investments may not be adequate to meet our needs for capital expenditures and operations. As of February 28, 2013, we had a credit facility available that provides for up to $255 million of additional financing as detailed under "Financing Activities" below.

Our primary uses of cash include capital expenditures and debt repayments. In addition, if we are able to complete the Elpida acquisition, we will be obligated to make approximately $1 billion in cash payments at the closing of the transaction to acquire the equity of Elpida and the shares of Rexchip owned by Powerchip and its affiliates. We have agreed to provide additional financial support to Elpida, subject to certain conditions, which may include a payment guarantee under certain circumstances, to facilitate its continued access to working capital financing from third-party finance sources through the closing of the Elpida share purchase. We have also agreed to provide support for Elpida's capital expenditures of up to approximately $694 million including up to approximately $434 million prior to June 13, 2013, which may include us providing payment guarantees of third party financing under certain circumstances or direct financial support from Micron or one of its subsidiaries. Following the closing, the Elpida Companies will be responsible to make 200 billion yen (or the equivalent of approximately $2.17 billion) of installment payments to the Elpida Companies' creditors under their plans of reorganizations. See "Item 1. Financial Statements – Notes to Consolidated Financial Statements – Proposed Acquisition of Elpida Memory, Inc." for further details of our obligations related to the proposed Elpida acquisition and the obligations of the Elpida Companies under their plans of reorganization. We expect to pursue additional financing in the future as cost effective and strategic opportunities arise. We generally seek to obtain financing with low interest rates and limited covenants, including convertible notes and equipment and receivables financing. We expect our cash and investments, cash flows from operations and available financing will be sufficient to meet our requirements for at least the next twelve months.

Operating Activities

Net cash provided by operating activities was $470 million for the first six months of 2013, which reflected approximately $827 million generated from the production and sales of our products offset by a net $357 million effect from changes in the amount invested in net working capital.

Investing Activities

Net cash used for investing activities was $999 million for the first six months of 2013, which consisted primarily of cash expenditures of $761 million for property, plant and equipment and $232 million for the acquisition of available-for-sale securities (net of proceeds from sales and maturities of $198 million). We believe that to develop new product and process technologies, support future growth, achieve operating efficiencies and maintain product quality, we must continue to invest in manufacturing technologies, facilities, capital equipment and R&D. We estimate that capital spending for 2013 will be approximately $1.6 billion to $1.9 billion. The actual amounts for 2013 will vary depending on market conditions. As of February 28, 2013, we had commitments of approximately $375 million for the acquisition of property, plant and equipment, substantially all of which is expected to be paid within one year.

Financing Activities

Net cash provided by financing activities was $131 million for the first six months of 2013, which included $812 million of proceeds from issuance of debt and $73 million of proceeds from equipment sale-leaseback financing transactions partially offset by $587 million for repayments of debt and $130 million of payments on equipment purchase contracts.

On February 12, 2013, we issued $300 million of 1.625% Convertible Senior Notes due 2033 (the "2033E Notes") and $300 million of 2.125% Convertible Senior Notes due 2033 (the "2033F Notes" and together with the 2033E Notes, the "2033 Notes") at face value. Issuance costs for the 2033 Notes totaled $16 million. Concurrently with the issuance of the 2033 Notes, we paid $48 million to purchase the capped calls to partially offset the potentially dilutive effect if the 2033 Notes were converted into shares of our common stock. Additionally, on February 12, 2013, we repurchased $464 million of aggregate principal amount of our 1.875% Convertible Senior Notes due June 2014 for $477 million.

On October 2, 2012, we entered into a facility agreement to obtain financing collateralized by semiconductor production equipment. Subject to customary conditions, we could draw up to $214 million under the facility agreement. Amounts drawn are payable in 10 equal semi-annual installments beginning six months after the draw date. On October 18, 2012, we drew $173 million with interest at 2.4% per annum. On January 31, 2013, we drew the remaining $41 million with interest at 2.4% per annum. The facility agreement contains customary covenants and events of default.

On September 5, 2012, we entered into a three-year revolving credit facility. Under this credit facility, we can draw up to the lesser of $255 million or 80% of the net outstanding balance of a pool of certain trade receivables. Amounts drawn would be collateralized by a security interest in such receivables. The availability of the facility is subject to certain customary conditions, including the absence of any event or circumstance that has a material adverse effect on our business or financial condition. The revolving credit facility contains customary covenants and a repayment provision in the event that the maximum aging of the receivables exceeds a specified threshold. Interest is payable monthly on any outstanding principal balance at a variable rate equal to the 30-day Singapore Interbank Offering Rate plus 2.8% per annum. As of February 28, 2013, we had not drawn any amounts under this facility.

Proposed Acquisition of Elpida Memory, Inc.

On July 2, 2012, we entered into the Sponsor Agreement and the Rexchip Share Purchase Agreement that require aggregate payments by us of approximately 60 billion yen and 10 billion New Taiwan dollars, respectively, (or the equivalent of an aggregate of approximately $1 billion) at the closing of the transactions. The Elpida Companies will use the proceeds of our investment at the closing to fund an initial installment payment to their creditors of 60 billion yen (or the equivalent of approximately $650 million), which amount is subject to reduction for certain items specified in the Sponsor Agreement. The initial installment payment will be made within three months following the closing of our acquisition of Elpida. The Elpida Companies will make additional installment payments aggregating 140 billion yen (or the equivalent of approximately $1.52 billion) from 2014 through 2019. In addition, we will be required to make capital expenditures in furtherance of the planned technology road maps for the Elpida and Rexchip operations.

Pursuant to the Sponsor Agreement we agreed, subject to certain conditions, to provide certain support to Elpida with respect to obtaining financing for working capital purposes and capital expenditures. This support included a commitment to use reasonable best efforts to assist Elpida with the extension or replacement of Elpida's then existing working capital credit facility through the closing of the Elpida acquisition, which assistance may include the provision of a payment guarantee by us under certain circumstances. Under the Sponsor Agreement, we also agreed, subject to certain conditions, to use reasonable best efforts to assist the Elpida Companies in financing up to 64 billion yen (or the equivalent of approximately $694 million) of eligible capital expenditures incurred through June 30, 2014, including up to 40 billion yen (or the equivalent of approximately $434 million) incurred prior to June 30, 2013, which may include us providing payment guarantees of third party financing under certain circumstances or direct financial support from Micron or one of its subsidiaries.

As of February 28, 2013, we have provided payment guarantees related to financing of capital expenditures of 29 million euros (or the equivalent of approximately $38 million) and 6 billion yen (or the equivalent of approximately $65 million). We have also provided a payment guarantee relating to an extension of Elpida's existing working capital credit facility, which provides for aggregate borrowings in the amount of up to 10 billion yen (or the equivalent of approximately $108 million), with an outstanding borrowing as of February 28, 2013 of 8 billion yen (or the equivalent of approximately $87 million). We have entered into an omnibus reimbursement agreement with Elpida in connection with our financial support obligations under the Sponsor Agreement, whereby Elpida and certain of its subsidiaries have agreed, among other things, to reimburse us for any amounts that we are required to pay under or in connection with the payment guarantees. These obligations under the omnibus reimbursement agreement are collateralized by approximately 93% of the Rexchip shares held by Elpida and one of its subsidiaries. In the event we are required to make any payments to Elpida's lenders under the guarantees, our rights will be subrogated to those of the lenders, including any rights to exercise remedies with respect to collateral securing the underlying loans. Failure to close the Elpida acquisition would not relieve us of our obligations under the foregoing payment guarantees. Under the Sponsor Agreement, certain conditions require Elpida's cash balances to be below a certain level in order for capital expenditure financing support to be available to Elpida. As of February 28, 2013, these conditions were not satisfied. As a result, we will not be obligated to provide any such further support unless and until such conditions, as well as all other applicable conditions, are met.

In connection with the Elpida Sponsor Agreement, on July 2, 2012, we entered into a series of currency option contracts to hedge our exposure to the yen-denominated acquisition payments. We settled these options on March 26, 2013 and paid $191 million.

(See "Item 1. Financial Statements – Notes to Consolidated Financial Statements – Proposed Acquisition of Elpida Memory, Inc.")

Contractual Obligations

As of February 28, 2013	**Total**	**Remainder of 2013**	**2014**	**2015**	**2016**	**2017**	**2018 and Thereafter**
	(amounts in millions)						
Notes payable [1]	$ 3,598	$ 72	$ 619	$ 100	$ 99	$ 272	$ 2,436
Capital lease obligations [1]	1,035	126	310	242	246	39	72
Operating leases	77	12	15	9	8	7	26

[1] Amounts represent principal and interest cash payments over the life of debt obligations, including anticipated interest payments that are not recorded on our consolidated balance sheet. Any future redemption or conversion of convertible debt could impact the amount or timing of our cash payments.

Off-Balance Sheet Arrangements

In connection with our obligations to provide financial support to Elpida under the Sponsor Agreement, as of February 28, 2013, we had provided payment guarantees related to Elpida's financing of capital expenditures of 29 million euros (or $38 million) and 6 billion yen (or $65 million), and provided a payment guarantee related to an extension of Elpida's existing working capital credit facility, which provides for aggregate borrowing in the amount of up to 10 billion yen (or $108 million), with outstanding borrowings of 8 billion yen ($87 million). Our obligations under these guarantee arrangements are collateralized by rights to certain equipment and other assets of Elpida. (See "Item 1. Financial Statements – Notes to Consolidated Financial Statements – Proposed Acquisition of Elpida Memory, Inc.")

Concurrent with the issuance of the 2033E and 2033F Notes in February 2013, we entered into capped call transactions that have an initial strike price of approximately $10.93, subject to certain adjustments, and a cap price of $14.51 per share. (See "Item 1. Financial Statements – Notes to Consolidated Financial Statements – Micron Shareholders' Equity and Noncontrolling Interests in Subsidiaries" and "Debt".)

Concurrent with the issuance of the 4.25% Convertible Notes due 2013 in April 2009, we entered into capped call transactions (the "2009 Capped Calls") covering approximately 45.2 million shares of common stock with an initial strike price of approximately $5.08 per share and a cap price of $6.64 per share. The 2009 Capped Calls expired in October, 2012 and November, 2012. We elected cash settlement and received $24 million in the first quarter of 2013. (See "Item 1. Financial Statements – Notes to Consolidated Financial Statements – Micron Shareholders' Equity and Noncontrolling Interests in Subsidiaries – 2009 Capped Call Transactions".)

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS

Exhibit Number	Description of Exhibit
1.5	Purchase Agreement, dated as of February 6, 2013, by and among Micron Technology, Inc. and Morgan Stanley & Co. LLC, J.P. Morgan Securities LLC and Goldman, Sachs & Co., as representatives of the initial purchasers (1)
3.1	Restated Certificate of Incorporation of the Registrant (2)
3.2	Bylaws of the Registrant, as amended (3)
4.l	Indenture, dated as of February 12, 2013, by and between Micron Technology, Inc. & U.S. Bank National Association, as trustee (1)
4.2	Form of 2033E Note (included in Exhibit 4.1) (1)
4.3	Indenture, dated as of February 12, 2013, by and between Micron Technology, Inc. & U.S. Bank National Association, as trustee (1)
4.4	Form of 2033F Note (included in Exhibit 4.1) (1)
10.1	Form of Capped Call Confirmation (1)
10.122*	Supply Agreement, dated January 17, 2013, by and among Micron Technology, Inc., Micron Semiconductor Asia Pte. Ltd. and Inotera Memories, Inc. (4)
10.123*	Joint Venture Agreement, dated January 17, 2013, by and among Micron Semiconductor B.V., Numonyx Holdings B.V., Micron Technology Asia Pacific, Inc. and Nanya Technology Corporation (4)
10.124*	Facilitation Agreement, dated January 17, 2013, by and among Micron Semiconductor B.V., Numonyx Holdings B.V., Micron Technology Asia Pacific, Inc., Nanya Technology Corporation and Inotera Memories, Inc. (4)
10.125	Micron Guaranty Agreement, dated January 17, 2013, by Micron Technology, Inc. in favor of Nanya Technology Corporation (4)
10.126*	Technology Transfer and License Option Agreement for 20NM Process Node, dated January 17, 2013, by and between Micron Technology, Inc. and Nanya Technology Corporation (4)
10.127*	Omnibus IP Agreement, dated January 17, 2013, by and between Nanya Technology Corporation and Micron Technology, Inc. (4)
10.128*	Second Amended and Restated Technology Transfer and License Agreement for 68-50NM Process Nodes, dated January 17, 2013, by and between Micron Technology, Inc. and Nanya Technology Corporation (4)
10.129*	Third Amended and Restated Technology Transfer and License Agreement, dated January 17, 2013, by and between Micron Technology, Inc. and Nanya Technology Corporation (4)
10.130*	Omnibus IP Agreement, dated January 17, 2013, by and between Micron Technology, Inc. and Inotera Memories, Inc. (4)
31.1	Rule 13a-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a) Certification of Chief Financial Officer
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. 1350
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. 1350
101.INS	XBRL Instance Document (4)
101.SCH	XBRL Taxonomy Extension Schema Document (4)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (4)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (4)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (4)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (4)

(1) Incorporated by reference to Current Report on Form 8-K dated February 6, 2013
(2) Incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended May 31, 2001
(3) Incorporated by reference to Current Report on Form 8-K dated January 22, 2013
(4) Incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended February 28, 2013

* Portions of this exhibit have been omitted pursuant to a request for confidential treatment filed with the Commission.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	Micron Technology, Inc.
	(Registrant)
Date: July 17, 2013	/s/ Ronald C. Foster
	Ronald C. Foster
	Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)

EXHIBIT 31.1

RULE 13a-14(a) CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, D. Mark Durcan, certify that:

1. I have reviewed this Amendment No. 1 to the quarterly report on Form 10-Q of Micron Technology, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: July 17, 2013

/s/ D. Mark Durcan

D. Mark Durcan
Chief Executive Officer

EXHIBIT 31.2

RULE 13a-14(a) CERTIFICATION OF
CHIEF FINANCIAL OFFICER

I, Ronald C. Foster, certify that:

1. I have reviewed this Amendment No. 1 to the quarterly report on Form 10-Q of Micron Technology, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 17, 2013

/s/ Ronald C. Foster

Ronald C. Foster
Vice President of Finance and Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. 1350

I, D. Mark Durcan, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that Amendment No. 1 to the Quarterly Report of Micron Technology, Inc. on Form 10-Q for the period ended February 28, 2013, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in Amendment No. 1 to the Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Micron Technology, Inc.

Dated: July 17, 2013	/s/ D. Mark Durcan
	D. Mark Durcan Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. 1350

I, Ronald C. Foster, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that Amendment No. 1 to the Quarterly Report of Micron Technology, Inc. on Form 10-Q for the period ended February 28, 2013, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in Amendment No. 1 to the Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Micron Technology, Inc.

Date: July 17, 2013	/s/ Ronald C. Foster
	Ronald C. Foster Vice President of Finance and Chief Financial Officer