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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported):  
**June 4, 2006**

**Micron Technology, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-10658**  
(Commission  
File Number)

**75-1618004**  
(IRS Employer  
Identification No.)

**8000 South Federal Way  
Boise, Idaho 83716-9632**  
(Address of Principal Executive Offices)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 1.01 Entry into a Material Definitive Agreement.**

**Second Amendment to the Merger Agreement**

On June 4, 2006, Micron Technology, Inc., a Delaware corporation ("Micron"), entered into a Second Amendment to Agreement and Plan of Merger (the "Second Amendment to the Merger Agreement") with March 2006 Merger Corp., a Delaware corporation and direct wholly-owned subsidiary of Micron ("Merger Sub"), and Lexar Media, Inc., a Delaware corporation ("Lexar"), to amend the Agreement and Plan of Merger, dated as of March 8, 2006, by and among Micron, Merger Sub and Lexar, as amended by the First Amendment to Agreement and Plan of Merger, dated as of May 30, 2006 (the "Merger Agreement").

The Second Amendment to the Merger Agreement provides for an increase in the exchange ratio that each outstanding share of Lexar common stock would receive in the merger from 0.5625 of a share of Micron common stock to 0.5925 of a share of Micron common stock. The Second Amendment to the Merger Agreement also modifies certain terms related to the assumption and termination of certain Lexar stock options pursuant to the transactions contemplated by the Merger Agreement. Among other things, the Second Amendment to the Merger Agreement amends the Merger Agreement to provide that Lexar stock options with an exercise price above the greater of (a) \$9.54 and (b) the product of (i) the closing price of Micron's common stock on the New York Stock Exchange on the trading day immediately preceding the effective time of the merger and (ii) 0.5925 (rather than \$9.54 previously provided in the Merger Agreement) will be terminated at the effective time of the proposed merger. Except for the Lexar stock options to be terminated as provided above, each Lexar stock option that is unexpired, unexercised and outstanding immediately prior to the effective time of the merger shall be assumed by Micron, pursuant to the Second Amendment to the Merger Agreement.

The foregoing description is qualified in its entirety by reference to the Second Amendment to the Merger Agreement which is filed as Exhibit 2.1 hereto and incorporated herein by reference.

**Additional Information about the Merger and Where to Find It**

Micron and Lexar have filed a Registration Statement on Form S-4 with the Securities and Exchange Commission (Registration No. 333-132757) containing the definitive proxy statement/prospectus and other relevant materials regarding the proposed transaction contemplated by the Merger Agreement. Investors and security holders of Lexar are urged to read the prospectus/proxy statement and the other relevant materials which contain important information about Micron, Lexar and the proposed merger. The prospectus/proxy statement and other relevant materials, and any other documents filed by Micron or Lexar with the SEC, may be obtained free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Micron by contacting Micron Investor Relations, Kipp Bedard, (208) 368-4465. Investors and security holders may obtain free copies of the documents filed with the SEC by Lexar by contacting Lexar Investor Relations, Diane Carlini, (510) 580-5604. Investors and security holders of Lexar are urged to read the prospectus/proxy statement and the other relevant materials before making any voting or investment decision with respect to the proposed merger.

#### **ITEM 8.01 Other Events.**

On June 5, 2006 Micron Technology, Inc. issued the press release filed hereto as Exhibit 99.1 (the "Release"). The information contained in the Release is incorporated by reference into this Item 8.01.

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#### **ITEM 9.01 Financial Statements and Exhibits.**

##### **(c) Exhibits**

The following exhibit is furnished with this report on Form 8-K:

2.1	Second Amendment to Agreement and Plan of Merger, dated as of June 4, 2006, by and among Micron Technology, Inc., March 2006 Merger Corp. and Lexar Media, Inc.
99.1	Press Release issued on June 5, 2006

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#### **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.

Date: June 5, 2006

By: /s/ W.G. Stover, Jr.

Name: W.G. Stover, Jr.  
Title: Vice President of Finance and Chief Financial Officer

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#### **EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
2.1	Second Amendment to Agreement and Plan of Merger, dated as of June 4, 2006, by and among Micron Technology, Inc., March 2006 Merger Corp. and Lexar Media, Inc.
99.1	Press Release issued on June 5, 2006

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## SECOND AMENDMENT TO AGREEMENT AND PLAN OF MERGER

This SECOND AMENDMENT, dated as of June 4, 2006 (this “**Second Amendment**”), to the Agreement and Plan of Merger, dated as of March 8, 2006, by and among Lexar Media, Inc., a Delaware corporation (the “**Company**”), Micron Technology, Inc., a Delaware corporation (“**Parent**”), and March 2006 Merger Corp., a Delaware corporation and a direct wholly-owned subsidiary of Parent (“**Merger Sub**”), as amended by the First Amendment to Agreement and Plan of Merger, dated as of May 30, 2006 (the “**Agreement**”), is entered into by the Company, Parent and Merger Sub.

WHEREAS, Section 7.4 of the Agreement permits the parties, by action taken or authorized by their respective Boards of Directors, to amend the Agreement by an instrument in writing signed on behalf of each of Parent, Merger Sub and the Company; and

WHEREAS, each of Parent, Merger Sub and the Company desires to amend the Agreement as provided herein.

NOW, THEREFORE, in consideration of the mutual agreements specified in this Second Amendment, Parent, Merger Sub and the Company hereby agree as follows:

1. *Amendment of Section 1.6(a) of the Agreement.* Section 1.6(a) of the Agreement is amended and restated in its entirety by the following:

(a) **Company Common Stock.** Each share of the common stock, par value \$0.0001 per share, of the Company (“**Company Common Stock**”) issued and outstanding immediately prior to the Effective Time, other than any shares of Company Common Stock to be canceled pursuant to **Section 1.6(c)**, will be canceled and extinguished and automatically converted (subject to **Section 1.6(f)**) into the right to receive 0.5925 of a validly issued, fully paid and nonassessable share (the “**Exchange Ratio**”) of the common stock, par value \$0.10 per share, of Parent (“**Parent Common Stock**”).

2. *Amendment of Section 1.6(e) of the Agreement.* Section 1.6(e) of the Agreement is amended and restated in its entirety by the following:

(e) **Stock Options; Employee Stock Purchase Plan.** At the Effective Time, all Assumed Options outstanding under the Option Plans shall be assumed by Parent in accordance with **Section 5.9(a)**. At the Effective Time, each Company Option that is either (i) held by any Person other than a current employee of the Company or any of its Subsidiaries or an employee of the Company who has terminated his or her employment within 90 days prior to the Effective Time (each such Company Option, a “**Non-Employee Option**”) or (ii) has a per share exercise price in excess of the greater of (X) \$9.54 and (Y) the Per Share Merger Consideration (as defined below), (each, an “**Out-of-the-Money Option**,” and together with the Non-Employee Options, the “**Cashed-Out Options**”), and, in each case, that is unexpired, unexercised and outstanding immediately prior to the Effective Time shall, on the terms and subject to the conditions set forth in this Agreement, terminate in its entirety at the Effective Time, and the holder of each Cashed-Out Option shall be entitled to receive therefor an amount of cash (rounded down to the nearest whole cent) equal to the product of (i) the number of shares of Company Common Stock that are subject to such Company Option and that are unexpired, unexercised and outstanding immediately prior to the Effective Time, and (ii) the excess, if any, of (A) the greater of (X) \$9.54 and (Y) the product of the closing price of the Parent Common Stock on the New York Stock Exchange on the trading day immediately preceding the Effective Time and 0.5925 (such product, the “**Per Share Merger Consideration**”), over (B) the per share exercise price of such Company Option immediately prior to the Effective Time. Each Company Option that is unexpired, unexercised and outstanding immediately prior to the Effective Time and not a Cashed-Out Option shall be an “**Assumed Option**.” Rights outstanding under the ESPP and any other employee stock purchase plan of the Company shall be treated as set forth in **Section 5.9(c)**.

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3. *Representations and Warranties.* Each of the Company, Parent and Merger Sub represents and warrants that (i) it has the corporate power and authority to execute and deliver this Second Amendment, (ii) this Second Amendment has been duly and validly authorized by all necessary action of its Board of Directors and, with respect to the Company, the Company’s Board of Directors has unanimously approved this Second Amendment, and (iii) this Second Amendment has been duly and validly executed and delivered and, assuming due authorization and execution by the other parties hereto, constitutes its legal, valid and binding obligation enforceable against it in accordance with its terms.

4. *No Other Modification.* The Agreement shall not be modified by this Second Amendment in any respect except as expressly set forth herein.

5. *Governing Law.* This Second Amendment shall be governed by and construed in accordance with the laws of the State of Delaware, regardless of the laws that might otherwise govern under applicable principles of conflicts of law thereof.

6. *Counterparts.* This Second Amendment may be executed in counterparts, all of which shall be considered one and the same agreement and shall become effective when counterparts have been signed by each of the parties and delivered to the other parties, it being understood that all parties need not sign the same counterpart.

7. *Defined Terms.* Capitalized terms used but not defined herein shall have the meaning assigned to them in the Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to be executed by their duly authorized respective officers as of the date first written above.

LEXAR MEDIA INC.

By: /s/ ERIC B. STANG

Name: Eric B. Stang

Title: Chairman of the Board of Directors, Chief Executive Officer and President

MICRON TECHNOLOGY, INC.

By: /s/ STEVEN R. APPLETON

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Name:	Steven R. Appleton
Title:	Chairman of the Board of Directors, Chief Executive Officer and President

MARCH 2006 MERGER CORP.

By:	<u>/s/ W.G. STOVER, JR.</u>
Name:	W.G. Stover, Jr.
Title:	President

**Contacts:****Micron Technology, Inc.**

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**FOR IMMEDIATE RELEASE****MICRON TECHNOLOGY, INC. AND LEXAR MEDIA, INC. ANNOUNCE AGREEMENT TO AMEND MERGER AGREEMENT****Exchange Ratio Set at 0.5925**

**BOISE, Idaho and FREMONT, Calif., June 5, 2006** – Micron Technology, Inc. (NYSE: MU) and Lexar Media, Inc. (Nasdaq: LEXR) today announced that the boards of directors of each of Micron and Lexar have unanimously approved, and Micron and Lexar have executed, an amendment to their merger agreement providing for an increase in the exchange ratio that each outstanding share of Lexar common stock would receive in the merger from 0.5625 shares of Micron common stock to 0.5925 shares of Micron common stock.

Lexar and Micron will promptly file with the Securities and Exchange Commission, and send to Lexar stockholders, updated proxy statement/prospectus materials.

As Lexar previously announced, the special meeting of stockholders called to approve the merger has been adjourned to June 16, 2006 at 2:00 p.m., PDT at Lexar's corporate headquarters at 47300 Bayside Parkway, Fremont, California. The record date for stockholders entitled to vote at the special meeting remains April 28, 2006. Lexar notes that stockholders that have previously voted may change their vote, but need not vote again.

As previously announced, on April 25, 2006, the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, in connection with Micron's proposed acquisition of Lexar, expired. The merger remains subject to other customary closing conditions, including approval by Lexar stockholders.

**Lexar stockholders are reminded that their vote is important. A failure to vote has the same effect as a vote against the adoption of the merger agreement, as amended. Any stockholder who has not yet voted is urged to vote FOR the adoption of the merger agreement, as amended.**

Stockholders may vote their shares by telephone or by the Internet, and are advised that if they have any questions or

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need any assistance in the last-minute voting of their shares, they should contact Lexar's proxy solicitor, Innisfree M&A Incorporated, toll-free at 877-456-3427.

Lexar stockholders are encouraged to read the definitive proxy statement/prospectus related to the proposed merger with Micron, and any update or amendment thereto, in its entirety as it provides, among other things, a detailed discussion of the process that led to the proposed merger and any amendment to the terms thereof and the reasons behind Lexar's Board of Directors' unanimous recommendation that Lexar stockholders vote FOR the adoption of the merger agreement, as amended.

**About Micron Technology, Inc.**

Micron Technology, Inc. is one of the world's leading providers of advanced semiconductor solutions. Through its worldwide operations, Micron manufactures and markets DRAMs, NAND flash memory, CMOS image sensors, other semiconductor components, and memory modules for use in leading-edge computing, consumer, networking, and mobile products. Micron's common stock is traded on the New York Stock Exchange (NYSE) under the MU symbol. To learn more about Micron Technology, Inc., visit [www.micron.com](http://www.micron.com).

**About Lexar Media, Inc**

Lexar is a leading marketer and manufacturer of NAND flash memory products including memory cards, USB flash drives, card readers and ATA controller technology for the digital photography, consumer electronics, industrial and communications markets. Lexar holds over 98 issued or allowed controller and system patents, and licenses its technology to companies including Olympus Corporation, Samsung Electronics Co., Ltd., SanDisk Corporation and Sony Corporation. Lexar sells its memory cards worldwide and through an exclusive agreement, also sells memory cards under the Kodak® brand. Headquartered in Fremont, California, Lexar has operations in countries around the world. More information is available at [www.lexar.com](http://www.lexar.com).

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Lexar and the Lexar logo are trademarks of Lexar Media, Inc. All other trademarks are the property of their respective owners.

### **Cautionary Note Regarding Forward-Looking Statements**

This press release contains forward-looking statements that involve risks and uncertainties concerning Micron's proposed acquisition of Lexar Media, Inc., including the timing of the special meeting of Lexar stockholders and the closing of the merger. Actual events or results may differ materially from those described in this press release due to a number of risks and uncertainties. The potential risks and uncertainties include, among others, the possibility that the merger agreement will not be amended, the transaction will not close or that the closing may be delayed. In addition, please refer to the documents that Micron and Lexar file with the Securities and Exchange Commission on Forms S-4, 10-K, 10-Q and 8-K. The filings by each of Micron and Lexar identify and address other important factors that could cause actual results to differ materially from those contained in the forward-looking statements set forth in this press release. Micron and Lexar are under no duty to update any of the forward-looking statements after the date of this press release to conform to actual results.

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### **Additional Information About the Merger and Where to Find It**

Micron has filed a registration statement on Form S-4 (Registration No. 333-132757), as amended, containing a definitive proxy statement/prospectus and other relevant materials in connection with the proposed acquisition of Lexar by Micron. On May 4, 2006, the definitive proxy statement/prospectus was mailed to Lexar stockholders of record as of the close of business on April 28, 2006. Micron and Lexar intend to file updated materials promptly. Investors and security holders of Lexar are urged to read the definitive proxy statement/prospectus as updated and the other relevant materials because they contain important information about Micron, Lexar and the proposed merger. The definitive proxy statement/ prospectus and other relevant materials, and any other documents filed by Micron or Lexar with the SEC, may be obtained free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Micron by contacting Micron Investor Relations, Kipp Bedard, (208) 368-4465. Investors and security holders may obtain free copies of the documents filed with the SEC by Lexar by contacting Lexar Chief Financial Officer, Michael Scarpelli, (510) 580-8730. Investors and security holders of Lexar are urged to read the definitive proxy statement/prospectus and the other relevant materials before making any voting or investment decision with respect to the proposed merger.

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