

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

January 29, 2015

Date of Report (date of earliest event reported)

MICRON TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-10658

(Commission File Number)

75-1618004

(I.R.S. 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 obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ 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))

Item 7.01. Regulation FD Disclosure.

The information set forth in this Item 7.01 is intended to be furnished under Item 7.01 of Form 8-K (Regulation FD Disclosure). This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. In addition, this information shall not be incorporated by reference into any registration statement filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, unless it is specifically incorporated by reference in such filing.

The Company is furnishing certain information regarding its business on Exhibit 99.1 to this report.

Item 8.01. Other Events.

On January 29, 2015, the Company issued a press release announcing the proposed private placement of senior notes due 2023. A copy of this press release is filed as Exhibit 99.2 to this report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Disclosure regarding Micron Technology Inc.'s business.
99.2	Press Release of Micron Technology, Inc., dated January 29, 2015, announcing offering of senior notes.

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 hereunto duly authorized.

MICRON TECHNOLOGY, INC.

Date: January 29, 2015

By: /s/ Ronald C. Foster
Name: Ronald C. Foster
Title: Chief Financial Officer and
Vice President of Finance

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**INDEX TO EXHIBITS FILED WITH
THE CURRENT REPORT ON FORM 8-K DATED JANUARY 29, 2015**

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Adjusted EBITDA Reconciliation

Amounts in millions	FQ1-15	FQ2-14 to FQ1-15
Net Income	\$ 1,002	\$ 3,700
Interest expense, net	83	316
Income tax provision	75	123
Depreciation expense and amortization of intangible assets	643	2,255
EBITDA	1,803	6,394
Equity in net income of equity method investees	(124)	(512)
Restructure and asset impairments	1	44
(Gain) from asset dispositions	(6)	(4)
Loss from changes in currency exchange rates	21	43
Stock-based compensation	35	128
Adjustment to gain on Elpida acquisition	-	33
Flow-through of Elpida inventory step up	-	42
Loss on restructure of debt	30	139
(Gain) on Inotera issuance of shares	-	(93)
(Gain) from disposition of shares in Aptina	(1)	(120)
Legal settlements	-	66
Adjusted EBITDA	\$ 1,759	\$ 6,160

FOR IMMEDIATE RELEASE

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MICRON ANNOUNCES PROPOSED \$750 MILLION OFFERING OF SENIOR NOTES

BOISE, Idaho, January 29, 2015 — Micron Technology, Inc., (NASDAQ: MU) today announced that it intends to offer, subject to market and other considerations, \$750 million aggregate principal amount of senior notes due 2023 (the “Notes”) through an offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act.

The interest rate, redemption provisions and other terms of the Notes will be determined by negotiations between Micron and the initial purchasers.

Micron intends to use the net proceeds from the offering for the retirement or repurchase of convertible notes and debt and general corporate purposes.

This announcement does not constitute an offer to sell or a solicitation of an offer to buy any of the foregoing securities, nor shall there be any offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

The Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements.

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