

EXHIBIT 8

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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 1, 2022

OR

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

(State or other jurisdiction of incorporation or organization)

8000 S. Federal Way, Boise, Idaho

(Address of principal executive offices)

Registrant's telephone number, including area code

75-1618004

(IRS Employer Identification No.)

83716-9632

(Zip Code)

(208) 368-4000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.10 per share	MU	Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes No

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

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates was \$83.9 billion based on the closing price reported on the Nasdaq Global Select Market on March 3, 2022. Shares of common stock held by each executive officer and director and by each person who owns 5% or more of the outstanding common stock were excluded as they may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of outstanding shares of the registrant's common stock as of September 30, 2022 was 1,087,168,584.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the registrant's Fiscal 2022 Annual Meeting of Shareholders to be held on January 12, 2023 are incorporated by reference into Part II and Part III of this Annual Report on Form 10-K.

Cash and Investments

All of our marketable debt investments were classified as available-for-sale as of the dates noted below. Cash and equivalents and the fair values of our available-for-sale investments, which approximated amortized costs, were as follows:

As of	2022				2021			
	Cash and Equivalents	Short-term Investments	Long-term Marketable Investments ⁽¹⁾	Total Fair Value	Cash and Equivalents	Short-term Investments	Long-term Marketable Investments ⁽¹⁾	Total Fair Value
Cash	\$ 6,055	\$ -	\$ -	\$ 6,055	\$ 5,796	\$ -	\$ -	\$ 5,796
Level 1 ⁽²⁾								
Money market funds	1,196	-	-	1,196	38	-	-	38
Level 2 ⁽³⁾								
Certificates of deposits	976	50	-	1,026	1,907	69	-	1,976
Corporate bonds	-	759	995	1,754	9	429	1,134	1,572
Asset-backed securities	-	20	608	628	8	95	509	612
Government securities	2	155	44	201	1	190	122	313
Commercial paper	33	85	-	118	4	87	-	91
	8,262	\$ 1,069	\$ 1,647	\$ 10,978	7,763	\$ 870	\$ 1,765	\$ 10,398
Restricted cash ⁽⁴⁾	77				66			
Cash, cash equivalents, and restricted cash	\$ 8,339				\$ 7,829			

⁽¹⁾The maturities of long-term marketable securities primarily range from one to four years.

⁽²⁾The fair value of Level 1 securities is measured based on quoted prices in active markets for identical assets.

⁽³⁾The fair value of Level 2 securities is measured using information obtained from pricing services, which obtain quoted market prices for similar instruments, non-binding market consensus prices that are corroborated by observable market data, or various other methodologies, to determine the appropriate value at the measurement date. We perform supplemental analysis to validate information obtained from these pricing services. No adjustments were made to the fair values indicated by such pricing information as of September 1, 2022 or September 2, 2021.

⁽⁴⁾Restricted cash is included in other current assets and other noncurrent assets and primarily relates to certain government incentives received prior to being earned and for which restrictions lapse upon achieving certain performance conditions.

Gross realized gains and losses from sales of available-for-sale securities were not significant for any period presented.

Non-marketable Equity Investments

In addition to the amounts included in the table above, we had \$ 222 million and \$153 million of non-marketable equity investments without a readily determinable fair value that were included in other noncurrent assets as of September 1, 2022 and September 2, 2021, respectively. We recognized net gains in other non-operating income on these non-marketable investments of \$36 million and \$70 million for 2022 and 2021, respectively. These gains primarily resulted from adjustments of these investments to the value indicated by transactions in the same or similar investments.

Receivables

As of	2022	2021
Trade receivables	\$ 4,765	\$ 4,920
Income and other taxes	251	264
Other	114	127
	<u>\$ 5,130</u>	<u>\$ 5,311</u>

Inventories

As of	2022	2021
Finished goods	\$ 1,028	\$ 513
Work in process	4,830	3,469
Raw materials and supplies	805	505
	<u>\$ 6,663</u>	<u>\$ 4,487</u>

Effective as of the beginning of the second quarter of 2021, we changed our method of inventory costing from average cost to FIFO. This change in accounting principle is preferable because in an environment with continuously changing production costs FIFO more closely matches the actual cost of goods sold with the revenues from sales of those specific units, better represents the actual cost of inventories remaining on hand at any period-end, and improves comparability with our semiconductor industry peers. The change to FIFO was not material to any prior periods, nor was the cumulative effect of \$133 million material to the second quarter of 2021. As such, prior periods were not retrospectively adjusted, and the cumulative effect was reported as an increase to cost of goods sold for the second quarter of 2021 of \$133 million, with an offsetting reduction to beginning inventories. This charge resulted in a corresponding reduction to operating income, a \$128 million reduction to net income, and an \$0.11 reduction to diluted earnings per share for both the second quarter and the year ended 2021.

Property, Plant, and Equipment

As of	2022	2021
Land	\$ 280	\$ 280
Buildings	16,676	14,776
Equipment ⁽¹⁾	61,354	51,902
Construction in progress ⁽²⁾	1,897	1,517
Software	1,124	987
	81,331	69,462
Accumulated depreciation	(42,782)	(36,249)
	<u>\$ 38,549</u>	<u>\$ 33,213</u>

⁽¹⁾Includes costs related to equipment not placed into service of \$3.35 billion as of September 1, 2022 and \$1.99 billion as of September 2, 2021.

⁽²⁾Includes building-related construction, tool installation, and software costs for assets not placed into service.

Depreciation expense was \$7.03 billion, \$6.13 billion, and \$5.57 billion for 2022, 2021, and 2020, respectively. Interest capitalized as part of the cost of property, plant, and equipment was \$77 million, \$66 million, and \$77 million for 2022, 2021, and 2020, respectively.

Intangible Assets and Goodwill

As of	2022		2021	
	Gross Amount	Accumulated Amortization	Gross Amount	Accumulated Amortization
Product and process technology	\$ 742	\$ (321)	\$ 633	\$ (284)
Goodwill	1,228		1,228	

In 2022, 2021, and 2020, we capitalized \$158 million, \$106 million, and \$73 million, respectively, for product and process technology with weighted-average useful lives of 9 years, 9 years, and 10 years, respectively. Amortization expense was \$85 million, \$82 million, and \$78 million for 2022, 2021, and 2020, respectively. Expected amortization expense is \$83 million for 2023, \$72 million for 2024, \$52 million for 2025, \$43 million for 2026, and \$37 million for 2027.

Leases

We have finance and operating leases through which we obtain the right to use facilities, land, and equipment that support our business operations. Our finance leases consist primarily of gas or other supply agreements that are deemed to contain embedded leases. Our operating leases consist primarily of offices, laboratories, other facilities, and land. Certain of our operating leases include one or more options to extend the lease term for periods from one year to 10 years for real estate and one year to 30 years for land.

Certain supply or service agreements require us to exercise significant judgment to determine whether the agreement contains a lease. Our assessment includes determining whether we or the supplier control the assets used to fulfill the agreements by identifying whether we or the supplier have the right to change the type, quantity, timing, or location of the output of the assets. Our gas supply arrangements generally are deemed to contain a lease because we have the right to substantially all of the output of the assets used to produce the supply and we have the right to change the quantity and timing of the output of those assets. In determining the lease term, we assess whether we are reasonably certain to exercise any options to renew or terminate a lease or to purchase the right-of-use asset. Measuring the present value of the initial lease liability requires judgment to determine the discount rate, which we base on interest rates for borrowings with similar terms and collateral issued by entities with credit ratings similar to ours.

The components of lease cost are presented below:

For the year ended	2022	2021	2020
Finance lease cost			
Amortization of right-of-use asset	\$ 99	\$ 69	140
Interest on lease liability	24	20	22
Operating lease cost ⁽¹⁾	125	108	102
	\$ 248	\$ 197	264

⁽¹⁾ Operating lease cost includes short-term and variable lease expenses, which were not material for the periods presented.

For the year ended	2022	2021	2020
Restricted stock award shares granted	13	11	8
Weighted-average grant-date fair value per share	\$ 70.81	\$ 53.58	\$ 46.44
Aggregate vesting-date fair value of shares vested	\$ 498	\$ 385	\$ 294

Employee Stock Purchase Plan (“ESPP”)

Our ESPP is offered to substantially all employees and permitted eligible employees to purchase shares of our common stock through payroll deductions of up to 10% of their eligible compensation, subject to certain limitations prior to August 2021. Beginning in August 2021, employees are permitted to deduct up to 15% of their eligible compensation to purchase shares under the ESPP. The purchase price of the shares under the ESPP equals 85% of the lower of the fair market value of our common stock on either the first or last day of each six-month offering period. Compensation expense is calculated as of the beginning of the offering period as the fair value of the employees’ purchase rights utilizing the Black-Scholes option valuation model and is recognized over the offering period. Grant-date fair value and assumptions used in the Black-Scholes option valuation model were as follows:

For the year ended	2022	2021	2020
Weighted-average grant-date fair value per share	\$ 18.87	\$ 20.71	\$ 14.24
Average expected life in years	0.5	0.5	0.5
Weighted-average expected volatility (based on implied volatility)	43%	41%	45%
Weighted-average risk-free interest rate	2.0%	0.1%	0.8%
Expected dividend yield	0.6%	0.3%	0.0%

Under the ESPP, employees purchased 4 million shares of common stock for \$215 million in 2022, 3 million shares for \$140 million in 2021, and 3 million shares for \$118 million in 2020.

Stock Options

As of September 1, 2022, stock options of 3 million shares were outstanding, all of which were fully exercisable. Stock options expire 8 years from the date of grant. We did not grant any stock options in 2022, 2021, or 2020. Stock options of 1 million shares were exercised in 2022. The total intrinsic value for options exercised was \$54 million, \$143 million, and \$130 million in 2022, 2021, and 2020, respectively.

Stock-based Compensation Expense

For the year ended	2022	2021	2020
Stock-based compensation expense by caption			
Cost of goods sold	\$ 193	\$ 186	\$ 139
Research and development	175	110	86
Selling, general, and administrative	133	99	103
Restructure	(5)	-	-
	<u>\$ 496</u>	<u>\$ 395</u>	<u>\$ 328</u>
Stock-based compensation expense by type of award			
Restricted stock awards	\$ 429	\$ 333	\$ 272
ESPP	66	52	39
Stock options	1	10	17
	<u>\$ 496</u>	<u>\$ 395</u>	<u>\$ 328</u>

Income tax benefits related to the tax deductions for share-based awards are recognized only upon the settlement of the related share-based awards. Income tax benefits for share-based awards were \$77 million, \$83 million, and \$72 million for 2022, 2021, and 2020, respectively. Stock-based compensation expense of \$48 million and \$30 million was capitalized and remained in inventory as of September 1, 2022 and September 2, 2021, respectively. As of September 1, 2022, \$1.02 billion of total unrecognized compensation costs for unvested awards, before the effect of any future forfeitures, was expected to be recognized through the fourth quarter of 2026, resulting in a weighted-average period of 1.3 years.

Employee Benefit Plans

We have employee retirement plans at our U.S. and international sites. Details of significant plans are as follows:

Employee Savings Plan for U.S. Employees

We have a 401(k) retirement plan under which U.S. employees may contribute up to 75% of their eligible pay, subject to Internal Revenue Service annual contribution limits, to various savings alternatives, none of which include direct investment in our stock. We match in cash eligible contributions from employees up to 5% of the employee's annual eligible earnings. Contribution expense for the 401(k) plan was \$66 million, \$77 million, and \$66 million in 2022, 2021, and 2020, respectively.

Retirement Plans

We have pension plans available to employees at various foreign sites. As of September 1, 2022, the projected benefit obligations of our plans were \$186 million and plan assets were \$221 million. As of September 2, 2021, the projected benefit obligations of our plans were \$222 million and plan assets were \$256 million. Pension expense was not material for 2022, 2021, or 2020.

Revenue

Revenue is primarily recognized at a point in time when control of the promised goods is transferred to our customers in an amount that reflects the consideration we expect to be entitled to in exchange for those goods. Substantially all contracts with our customers are short-term in duration at fixed, negotiated prices with payment generally due shortly after delivery. From time to time, we have contracts with initial terms that include performance obligations that extend beyond one year. As of September 1, 2022, our future performance obligations beyond one year were not significant.

As of September 1, 2022 and September 2, 2021, other current liabilities included \$1.26 billion and \$846 million for estimates of consideration payable to customers, respectively, including estimates for pricing adjustments and returns.

Revenue by Technology

For the year ended	2022	2021	2020
DRAM	\$ 22,386	\$ 20,039	\$ 14,510
NAND	7,811	7,007	6,131
Other (primarily 3D XPoint memory and NOR)	561	659	794
	<u>\$ 30,758</u>	<u>\$ 27,705</u>	<u>\$ 21,435</u>

See "Segment and Other Information" for disclosure of disaggregated revenue by market segment.

Restructure and Asset Impairments

For the year ended	2022	2021	2020
Restructure and asset impairments	\$ 48	\$ 488	60

Restructure and asset impairments for 2022 and 2021 are primarily related to the sale of our Lehi, Utah facility. See "Lehi, Utah Fab and 3D XPoint." Restructure and asset impairments for 2020 primarily related to asset impairments and employee relocation and severance costs related to right-sizing our Lehi, Utah facility.

Other Operating (Income) Expense, Net

For the year ended	2022	2021	2020
Patent license charges	\$ -	\$ 128	-
(Gain) loss on disposition of property, plant, and equipment	(41)	(24)	(3)
Other	7	(9)	11
	\$ (34)	\$ 95	8

Other Non-Operating Income (Expense), Net

For the year ended	2022	2021	2020
Gain (loss) on investments	\$ 26	\$ 82	22
Gain (loss) on debt prepayments, repurchases, and conversions	(83)	(1)	40
Other	19	-	(2)
	\$ (38)	\$ 81	60