
**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

February 9, 2010

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 1.01. Entry into a Material Definitive Agreement

Purchase Agreement

On February 9, 2010, Micron Technology, Inc. (“**Micron**”) and Micron Semiconductor, B.V. (“**MNL**”), a wholly-owned subsidiary of Micron, entered into a Share Purchase Agreement (the “**Purchase Agreement**”) with Intel Corporation (“**Intel**”), Intel Technology Asia Pte Ltd (“**ITA**”), STMicroelectronics N.V. (“**ST**”), Redwood Blocker S.a.r.l. (“**Redwood**”) and PK Flash, LLC (“**PK**”, and collectively with Intel, ITA, ST and Redwood, the “**Sellers**”) pursuant to which, upon the terms and subject to the conditions of the Purchase Agreement, MNL will purchase all of the outstanding capital stock of Numonyx Holdings B.V. (“**Numonyx**”) and assume all outstanding restricted stock units held by Numonyx employees in exchange for 140 million shares of Micron common stock (“**Micron Shares**”) (such transaction, the “**Share Purchase**”), subject to a purchase price adjustment on a linear basis of up to 10 million additional Micron Shares to the extent the volume weighted average price of a Micron Share for the 20 trading days, ending two days prior to the closing of the Share Purchase, ranges from \$9.00 to \$7.00 per share. At the closing, 15% of the Micron Shares issuable to the Sellers will be deposited into escrow for 12 months as partial security for the Sellers’ indemnification obligations to Micron.

Micron’s offer and sale of the Micron Shares will be conducted as a private placement pursuant to an exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended (the “**Securities Act**”).

The consummation of the Share Purchase is subject to various closing conditions, including but not limited to receipt of regulatory approvals from authorities in the U.S., China, South Korea, Taiwan, Israel and either Germany or the European Union, and the repayment in full of outstanding principal and interest under an existing credit facility (the “**Credit Facility**”) of Numonyx B.V., a wholly-owned subsidiary of Numonyx (“**Numonyx B.V.**”).

The Purchase Agreement contains certain termination rights for both Micron on the one hand and the Sellers on the other, including but not limited to a right of the Sellers to terminate the Purchase Agreement if the average price of a Micron Share for a defined period of time prior to the closing of the Share Purchase is less than an agreed amount, and a right of either party to terminate the Purchase Agreement if a material adverse effect has occurred with respect to either the Company or Micron.

The Share Purchase is currently anticipated to close in three to six months.

Hynix JV and Related Framework Agreement

Numonyx B.V. holds a minority equity interest in Hynix-Numonyx Semiconductor Ltd. (the “**Hynix JV**”), a joint venture with Hynix Semiconductor, Inc. (“**Hynix**”) and Hynix Semiconductor (WUXI) Limited, formed pursuant to a joint venture agreement originally entered into between ST and Hynix prior to the formation of Numonyx (as amended and restated, the “**JV Agreement**”). Under the terms of the JV Agreement, upon the consummation of the Share Purchase, the parties have certain rights to buy or sell or cause the other party to buy or sell their interests in the Hynix JV. Concurrent with the execution of the Purchase Agreement, Micron, ST and Numonyx B.V. entered into a framework agreement (the “**Framework Agreement**”) pursuant to which Numonyx B.V. has agreed to take certain actions in connection with the outstanding US\$250,000,000 loan (the “**Loan**”) by DBS Bank Ltd. (“**DBS**”) to the Hynix JV in the event Hynix elects to exercise its right to purchase described above. In addition, the parties to the Framework Agreement have agreed to certain procedures with respect to the exercise of Numonyx B.V.’s rights under the JV Agreement for so long as Numonyx B.V. retains its equity interest therein.

Industrial Plan and Consortium Agreements

STMicroelectronics S.r.l., a subsidiary of ST, and Numonyx Italy, an indirect wholly-owned subsidiary of Numonyx, have entered into a new consortium agreement, to be effective upon closing of the Share Purchase, to continue their existing cost-pooling arrangements at a facility located in Agrate, Italy primarily dedicated to research and development (the “**R2 Facility**”). In connection therewith, Micron and ST have entered into an industrial plan agreement to set forth various mutual understandings and agreements with respect to certain of their Italian-based business operations following the consummation of the Share Purchase.

Item 3.02. Unregistered Sales of Equity Securities

The information set forth in Item 1.01 related to the potential issuance of Micron Shares is hereby incorporated by reference under this Item 3.02.

Item 7.01. Regulation FD Disclosure

On February 9, 2010, Micron issued a press release announcing its entry into the Purchase Agreement. A copy of the text of the press release is attached as Exhibit 99.1 hereto. Item 7.01 of this Current Report on Form 8-K and the information in Exhibit 99.1 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as may be expressly set forth by specific reference in such filing

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release issued on February 9, 2010

SIGNATURE

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: February 10, 2010

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

**INDEX TO EXHIBITS FILED WITH
THE CURRENT REPORT ON FORM 8-K DATED FEBRUARY 9, 2010**

Exhibit No.	Description
99.1	Press Release issued on February 9, 2010

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MICRON ANNOUNCES AGREEMENT TO ACQUIRE NUMONYX

Transaction Broadens Product Portfolio, Expands Manufacturing and Development Scale and Increases Customer Reach

BOISE, Idaho, and GENEVA, Feb. 9, 2010 – Micron Technology, Inc. (NASDAQ: MU), and Numonyx Holdings B.V. announced today that the companies have signed a definitive agreement under which Micron has agreed to acquire privately held Numonyx in an all-stock transaction valuing Numonyx at approximately \$1.27 billion USD.

Under the terms of the agreement, Micron will issue 140 million Micron common shares to Numonyx shareholders, Intel Corporation, STMicroelectronics, N.V. and Francisco Partners. Up to 10 million additional Micron common shares will be issued ratably to Numonyx shareholders to the extent the volume weighted average price of Micron shares for the 20 trading days, ending two days prior to the close of the transaction, ranges between \$7.00 and \$9.00 per share.

The transaction further strengthens Micron's position as one of the world's leading memory companies, with a broad portfolio of DRAM, NAND and NOR memory products and strong expertise in developing and supporting memory system solutions. Micron would also gain increased manufacturing scale globally and access to Numonyx's customer base, providing significant opportunities to increase multi-chip offerings in the embedded and mobile markets.

"Acquiring Numonyx brings together two memory leaders and positions Micron to offer the most comprehensive, cost-competitive solutions in the industry to a broad range of customers and end-markets," said Steve Appleton, Chairman and CEO of Micron. "We believe the opportunity for Numonyx to join with Micron will deliver a clear advantage for our customers and our employees," said Brian Harrison, President and CEO of Numonyx. "This announcement is a strong testimony to the value of Numonyx technologies, products and people. The result will be a strong company that can best serve our target market segments and customers by delivering enhanced memory solutions, strength and scale. It is good for Numonyx and good for Micron."

Micron currently estimates that the transaction would be accretive to the company on both free-cash flow and non-GAAP earnings beginning fiscal year 2011. In addition, it is anticipated that the Numonyx balance sheet will be debt-free following closing.

The transaction is subject to regulatory review and other customary closing conditions and is currently anticipated to close within three to six months.

Conference Call Details

Micron will host a conference call today at 6:00 p.m. MST to discuss the transaction. The call, audio and slides will be available online at <http://www.micron.com/investors/conference>. A webcast replay will be available on the company's web site until Feb. 9, 2011. Information regarding the taped audio replay of the conference call will also be available on www.micron.com beginning at 9:00 p.m. MST.

About Micron

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, other semiconductor components, and memory modules for use in leading-edge consumer, networking, and mobile products. Micron's common stock is traded on the NASDAQ under the MU symbol. To learn more about Micron Technology, Inc., visit www.micron.com.

About Numonyx

Numonyx provides a full complement of integrated NOR, NAND, RAM and Phase Change non-volatile memory technologies and products to meet the increasingly sophisticated needs of customers in the cellular, data and embedded markets. Numonyx is dedicated to providing high density, low power memory technologies and packaging solutions to a global base of customers. Additional information about Numonyx is available at www.numonyx.com.

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Micron and the Micron orbit logo are trademarks of Micron Technology, Inc. All other trademarks are the property of their respective owners.

This press release contains forward-looking statements regarding the impact of the acquisition on Micron's results and operations and the timing of the closing. Actual events or results may differ materially from those contained in the forward-looking statements. Please refer to the documents Micron files on a consolidated basis from time to time with the Securities and Exchange Commission, specifically Micron's most recent Form 10-K and Form 10-Q. These documents contain and identify important factors that could cause the actual results for Micron on a consolidated basis to differ materially from those contained in our forward-looking statements (see Certain Factors). Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements.
