

**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

August 11, 2025

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

(IRS Employer Identification No.)

**8000 South Federal Way
Boise, Idaho 83716-9632**

(Address of principal executive offices and Zip Code)

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:

- ☐ 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))

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

Title of each class

Common Stock, par value \$0.10 per share

Trading symbol

MU

Name of each exchange on which registered

Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

Item 7.01. Regulation FD Disclosure.

On August 11, 2025, Micron Technology, Inc. issued a press release updating its guidance for the fourth fiscal quarter ending August 28, 2025. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

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.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
<u>99.1</u>	<u>Press Release, dated August 11, 2025</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: August 11, 2025

By: /s/ Mark Murphy
Name: Mark Murphy
Title: Executive Vice President and Chief Financial Officer

Micron Updates Fourth Quarter Fiscal 2025 Guidance

BOISE, Idaho, Aug. 11, 2025 – Micron Technology, Inc. (Nasdaq: MU) (the “Company”) today announced that it is updating its revenue, gross margin, operating expense, and EPS guidance for the fourth quarter of fiscal 2025, which ends August 28, 2025. The Company previously provided guidance for revenue of \$10.7 billion \pm \$300 million, non-GAAP gross margins of 42.0% \pm 1.0%, and non-GAAP EPS of \$2.50 \pm \$0.15 for the fourth quarter of fiscal 2025.

The Company today updated its guidance for fourth quarter of fiscal 2025 revenue to \$11.2 billion \pm \$100 million, non-GAAP gross margins to 44.5% \pm 0.5%, and non-GAAP EPS to \$2.85 \pm \$0.07. The Company announced additional updates to guidance as set forth in the tables below. This revised guidance reflects improved pricing, particularly in DRAM, and strong execution.

Micron Executive Vice President and Chief Business Officer, Sumit Sadana, will share further updates in a fireside chat at the 2025 Keybank Technology Conference in Park City, Utah scheduled to take place at 9:00 a.m. Mountain time on August 11, 2025.

The live webcast and subsequent replay of the event can be accessed from Micron’s Investor Relations website at <http://investors.micron.com>.

	Previous Guidance				Updated Guidance			
	GAAP Outlook	Adjustments		Non-GAAP Outlook	GAAP Outlook	Adjustments		Non-GAAP Outlook
Revenue	\$10.7B \pm \$300M	—		\$10.7B \pm \$300M	\$11.2B \pm \$100M	—		\$11.2B \pm \$100M
Gross margin	41.0% \pm 1.0%	1.0%	A	42.0% \pm 1.0%	43.5% \pm 0.5%	1.0%	A	44.5% \pm 0.5%
Operating expenses	\$1.35B \pm \$20M	\$ 147M	B	\$1.20B \pm \$20M	\$1.37B \pm \$15M	\$ 147M	B	\$1.22B \pm \$15M
Diluted earnings per share ⁽¹⁾	\$2.29 \pm \$0.15	\$ 0.21	A, B, C	\$2.50 \pm \$0.15	\$2.64 \pm \$0.07	\$ 0.21	A, B, C	\$2.85 \pm \$0.07

Non-GAAP Adjustments

(in millions)

A	Stock-based compensation – cost of goods sold	\$ 119
B	Stock-based compensation – research and development	93
B	Stock-based compensation – sales, general, and administrative	54
C	Tax effects of the above items and other tax adjustments	(27)
		<u>\$ 239</u>

(1) GAAP earnings per share based on approximately 1.13 billion diluted shares and non-GAAP earnings per share based on approximately 1.15 billion diluted shares.

The tables above reconcile our GAAP to non-GAAP guidance based on the current outlook. The guidance does not incorporate the impact of any potential business combinations, divestitures, additional restructuring activities, balance sheet valuation adjustments, strategic investments, financing transactions, and other significant transactions. The timing and impact of such items are dependent on future events that may be uncertain or outside of our control.

About Micron Technology, Inc.

We are an industry leader in innovative memory and storage solutions transforming how the world uses information to enrich life for all. With a relentless focus on our customers, technology leadership, manufacturing, and operational excellence, Micron delivers a rich portfolio of high-performance DRAM, NAND, and NOR memory and storage products through our Micron® and Crucial® brands. Every day, the innovations that our people create fuel the data economy, enabling advances in artificial intelligence (AI) and compute-intensive applications that unleash opportunities — from the data center to the intelligent edge and across the client and mobile user experience. To learn more about Micron Technology, Inc. (Nasdaq: MU), visit micron.com.

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Forward-Looking Statements

This press release contains forward-looking statements regarding the Company's financial and operating results, in particular the Company's expectations and guidance for the fourth quarter of fiscal 2025. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially. Please refer to the documents the Company files with the Securities and Exchange Commission, specifically its most recent Form 10-K and Form 10-Q. These documents contain and identify important factors that could cause the Company's actual results to differ materially from those contained in these forward-looking statements. These certain factors can be found at investors.micron.com/risk-factor. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance, or achievements. The Company is under no duty to update any of the forward-looking statements after the date of this press release, except as required by applicable law.

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