

Seagate Technology plc
Form 10-K/A
August 24, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

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

For the fiscal year ended July 1, 2011

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 No. 001-31560

SEAGATE TECHNOLOGY PUBLIC LIMITED COMPANY

(Exact name of Registrant as specified in its charter)

Ireland
(State or other jurisdiction of
incorporation or organization)

98-0648577
(I.R.S. Employer
Identification Number)

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38/39 Fitzwilliam Square
Dublin 2, Ireland
(Address of principal executive offices)

Registrant's telephone number, including area code: (353) (1) 234-3136

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

Title of Each Class	Name of Each Exchange on Which Registered
Ordinary Shares, par value \$0.00001 per share	The 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 15(d) of the Securities Exchange Act of 1934. 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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☒ NO ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

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

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(Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

(Do not check if a

smaller reporting company)

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 ordinary shares held by non-affiliates of the registrant as of December 31, 2010, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$5.8 billion based upon the closing price reported for such date by the NASDAQ.

The number of outstanding ordinary shares of the registrant as of August 11, 2011 was 419,546,623.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement to be delivered to shareholders in connection with our 2011 Annual Meeting of Shareholders (the Proxy Statement) are incorporated herein by reference in Part III.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this Amendment) amends our Annual Report on Form 10-K for the fiscal year ended July 1, 2011, that was filed with the Securities and Exchange Commission on August 17, 2011 (the Original Filing). The sole purpose of this Amendment is to correct the signatures of directors signing the Original Filing. The Original Filing was manually signed by the current directors of the Company; however, the typeset signature page to the Original Filing required by General Instruction D of Form 10-K was incorrect due to a typographical error in production. The Original Filing included Albert A. Pimentel (director of the Company who had resigned on April 7, 2011) and excluded Michael R. Cannon (who was appointed as a director of the Company as of February 1, 2011). In order to correct the error, the required conforming signatures are included with this Amendment.

Pursuant to Rule 12b-15 under the Securities and Exchange Act of 1934, as amended (the Exchange Act), this Form 10-K/A also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements have been included in this Form 10-K/A and this Form 10-K/A does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted.

Except as described above, no other changes are made to the Original Filing. The Original Filing continues to speak as of the date of the Original Filing. Unless expressly stated, this Amendment does not reflect events occurring after the filing of the Original Filing, nor does it modify or update in any way the disclosures contained in the Original Filing. Throughout this report, references to Seagate, the Company, we, our, or us refer to Seagate Technology public limited company and its consolidated subsidiaries, taken as a whole, unless the context otherwise indicates.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

	SEAGATE TECHNOLOGY PUBLIC LIMITED COMPANY
	/s/ STEPHEN J. LUCZO
	(Stephen J. Luczo, Chief Executive Officer, President, Director and Chairman of the Board of Directors)
Dated: August 17, 2011	

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Stephen J. Luczo, Patrick J. O Malley, and Kenneth M. Massaroni, and each of them, as his true and lawful attorneys-in-fact and agents, with power to act with or without the others and with full power of substitution and resubstitution, to do any and all acts and things and to execute any and all instruments which said attorneys and agents and each of them may deem necessary or desirable to enable the registrant to comply with the U.S. Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the U.S. Securities and Exchange Commission thereunder in connection with the registrant's Annual Report on Form 10-K for the fiscal year ended July 1, 2011 (the Annual Report), including specifically, but without limiting the generality of the foregoing, power and authority to sign the name of the registrant and the name of the undersigned, individually and in his capacity as a director or officer of the registrant, to the Annual Report as filed with the U.S. Securities and Exchange Commission, to any and all amendments thereto, and to any and all instruments or documents filed as part thereof or in connection therewith; and each of the undersigned hereby ratifies and confirms all that said attorneys and agents and each of them shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ STEPHEN J. LUCZO	Chief Executive Officer, President, Director and Chairman of the Board of Directors (Principal)	August 17, 2011

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Executive Officer)

(Stephen J. Luczo)

/s/ PATRICK J. O MALLEY

Executive Vice President, Finance and Chief
Financial Officer (Principal Financial Officer)

August 17, 2011

(Patrick J. O Malley)

/s/ DAVID H. MORTON, JR.

Vice President, Finance and Treasurer (Principal
Accounting Officer)

August 17, 2011

(David H. Morton, Jr.)

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ FRANK J. BIONDI, JR.		
	Director	August 17, 2011
(Frank J. Biondi, Jr.)		
/s/ LYDIA M. MARSHALL		
	Director	August 17, 2011
(Lydia M. Marshall)		
/s/ C.S. PARK		
	Director	August 17, 2011
(Dr. C.S. Park)		
/s/ MICHAEL R. CANNON		
	Director	August 17, 2011
(Michael R. Cannon)		
/s/ GREGORIO REYES		
	Director	August 17, 2011
(Gregorio Reyes)		
/s/ JOHN W. THOMPSON		
	Director	August 17, 2011
(John W. Thompson)		
/s/ EDWARD J. ZANDER		
	Director	August 17, 2011
(Edward J. Zander)		

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

	SEAGATE TECHNOLOGY PUBLIC LIMITED COMPANY	
	/s/ STEPHEN J. LUCZO	
	(Stephen J. Luczo, Chief Executive Officer, President, Director and Chairman of the Board of Directors)	
Dated: August 24, 2011		

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ STEPHEN J. LUCZO	Chief Executive Officer, President, Director and Chairman of the Board of Directors (Principal Executive Officer) and	August 24, 2011
(Stephen J. Luczo)		
/s/ PATRICK J. O MALLEY	Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	August 24, 2011
(Patrick J. O Malley)		
/s/ DAVID H. MORTON, JR.	Vice President, Finance and Treasurer (Principal Accounting Officer)	August 24, 2011
(David H. Morton, Jr.)		
*	Director	August 24, 2011
(Frank J. Biondi, Jr.)		
*	Director	August 24, 2011

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(Lydia M. Marshall)

*

Director

August 24, 2011

(Dr. C.S. Park)

*

Director

August 24, 2011

(Michael R. Cannon)

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
*		
	Director	August 24, 2011
(Gregorio Reyes)		
*		
	Director	August 24, 2011
(John W. Thompson)		
*		
	Director	August 24, 2011
(Edward J. Zander)		
*By	/s/ PATRICK J. O MALLEY	August 24, 2011
	Patrick J. O Malley Attorney-in-fact	

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Exhibit No.	Exhibit Description	Form	Incorporated by Reference		Filing Date	Filed Herewith
			File No.	Exhibit		
31.1	Certification of the Chief Executive Officer pursuant to rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
31.2	Certification of the Chief Financial Officer pursuant to rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X