

SEAGATE TECHNOLOGY
Form POS AM
May 17, 2007

As filed with the Securities and Exchange Commission on May 17, 2007

Registration No. 333-122149

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3

TO

FORM S-3

REGISTRATION STATEMENT

Under

The Securities Act of 1933

SEAGATE TECHNOLOGY

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or Other Jurisdiction of
Incorporation or Organization)

98-0355609
(I.R.S. Employer
Identification Number)

P.O. Box 309GT, Ugland House, South Church Street

George Town, Grand Cayman, Cayman Islands

(345) 949-8066

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

CT Corporation System

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818 West Seventh Street, Suite 200

Los Angeles, California 90017

(800) 888-9207

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

With copies to:

William L. Hudson

**Executive Vice President, General Counsel
and Secretary**

Seagate Technology

920 Disc Drive

P.O. Box 66360

Scotts Valley, California 95067

(831) 438-6550

William H. Hinman, Jr.

Simpson Thacher & Bartlett LLP

2550 Hanover Street

Palo Alto, California 94304

(650) 251-5000

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

DEREGISTRATION OF SECURITIES

On December 2, 2005, the Securities and Exchange Commission declared effective Post-Effective Amendment No. 2 to the Registration Statement on Form S-3, SEC File No. 333-122149 (the Registration Statement). The offering contemplated by the Registration Statement has terminated because the registrant has determined to no longer maintain the effectiveness of the Registration Statement. Accordingly, the registrant is filing this Post-Effective Amendment No. 3 to the Registration Statement to terminate the effectiveness of the Registration Statement and to deregister, as of the effective date of this Post-Effective Amendment No. 3, all of the Common Shares remaining unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Scotts Valley, State of California, on the 17th day of May 2007.

SEAGATE TECHNOLOGY

By: *
 Name: William D. Watkins
 Title: Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the registration statement has been signed by the following persons in their capacities and on the dates indicated:

| Signature | Title | Date |
|-------------------------|--|--------------|
| * | Chief Executive Officer, President | May 17, 2007 |
| William D. Watkins | and Director (Principal Executive Officer) | |
| * | Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer) | May 17, 2007 |
| Charles C. Pope | | |
| /s/ PATRICK J. O MALLEY | Vice President, Corporate Finance | May 17, 2007 |
| Patrick J. O Malley | and Treasurer (Principal Accounting Officer) | |
| * | Chairman of the Board of Directors | May 17, 2007 |
| Stephen J. Luczo | | |
| * | Director | May 17, 2007 |
| William W. Bradley | | |
| * | Director | May 17, 2007 |
| James A. Davidson | | |
| * | Director | May 17, 2007 |
| Donald E. Kiernan | | |
| * | Director | May 17, 2007 |
| David F. Marquardt | | |
| * | Director | May 17, 2007 |
| Lydia Marshall | | |

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/s/ C. S. PARK

Director

May 17, 2007

C. S. Park

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| Signature | Title | Date |
|--|---|--------------|
| * Gregorio Reyes | Director | May 17, 2007 |
| * John W. Thompson | Director | May 17, 2007 |
| /s/ FRANK J. BIONDI, JR. Frank J. Biondi, Jr. | Director | May 17, 2007 |
| * William D. Watkins, on behalf of Seagate Technology (US) Holdings, Inc. | Seagate Technology (US) Holdings, Inc. (Authorized U.S. Representative) | May 17, 2007 |

*By: /s/ WILLIAM L. HUDSON
William L. Hudson
Attorney-in-Fact