

STEC, INC.
Form SC 13G/A
June 26, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G/A

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2

(Amendment No. 14)*

sTec, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

784774 101

(CUSIP Number)

June 23, 2013

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

Mark Moshayedi

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (*See Instructions*)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

253,241 (1)
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 3,300,954 (2)(3)(5)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 253,241 (1)
8 SHARED DISPOSITIVE POWER
WITH3,300,954 (2)(3)
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON3,554,195 (1)(2)(3)
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (*See Instructions*)Not Applicable.
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.5%* (1)(2)(3)

12 TYPE OF REPORTING PERSON (*See* Instructions)

IN

CUSIP No. 784774 101

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1 NAMES OF REPORTING PERSONS

Semira Moshayedi

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (*See Instructions*)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

3,300,954 (4)(5)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

3,300,954 (4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,300,954 (4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (*See Instructions*) "

Refer to Note (4) below.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.0%* (4)

12 TYPE OF REPORTING PERSON (*See* Instructions)

IN

CUSIP No. 784774 101

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1 NAMES OF REPORTING PERSONS

M. and S. Moshayedi Revocable Trust, dated 9/25/98

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (*See Instructions*)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF

SHARES 3,300,954 (2)(5)
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 3,300,954 (2)(5)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 3,300,954 (2)
8 SHARED DISPOSITIVE POWER
WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,300,954 (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (*See Instructions*)

Not Applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.0%* (2)

12 TYPE OF REPORTING PERSON (*See* Instructions)

OO

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Item 1(a) Name of Issuer:

sTec, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

3001 Daimler Street

Santa Ana, California 92705-5812

Item 2(a) Name of Person Filing:

Mark Moshayedi

Semira Moshayedi

M. and S. Moshayedi Revocable Trust, dated 9/25/98

Item 2(b) Address of Principal Business Offices or, if none, Residence:

3001 Daimler Street

Santa Ana, California 92705-5812

Item 2(c) Citizenship

Mark Moshayedi United States

Semira Moshayedi United States

M. and S. Moshayedi Revocable Trust, dated 9/25/98 California

Item 2(d) Title of Class of Securities:

Common Stock, \$0.001 par value per share

Item 2(e) CUSIP Number:

784774 101

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:
Not Applicable.

Item 4. Ownership.

(a) Amount Beneficially Owned:

Mark Moshayedi (1)(2)(3) 3,554,195

Semira Moshayedi (4) 3,300,954

M. and S. Moshayedi Revocable Trust, dated 9/25/98 (2) 3,300,954

(b) Percent of Class:

Mark Moshayedi (1)(2)(3) 7.5 %*

Semira Moshayedi (4) 7.0 %*

M. and S. Moshayedi Revocable Trust, dated 9/25/98 (2) 7.0 %*

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

Mark Moshayedi (1) 253,241

Semira Moshayedi 0

M. and S. Moshayedi Revocable Trust, dated 9/25/98 (2)(5) 3,300,954

(ii) shared power to vote or to direct the vote:

Mark Moshayedi (2)(3)(5) 3,300,954

Semira Moshayedi (4)(5) 3,300,954

M. and S. Moshayedi Revocable Trust, dated 9/25/98 (5) 3,300,954

On June 23, 2013, (i) sTec, Inc. ("sTec") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Western Digital Corporation, a Delaware corporation ("Parent") and Lodi Ventures, Inc., a California corporation and a wholly-owned subsidiary of Parent ("Merger Sub"), and (ii) Mark Moshayedi, in his personal capacity, and Mark Moshayedi and Semira Moshayedi, each in their capacity as co-trustees of the M. and S. Moshayedi Revocable Trust, dated 9/25/98, entered into a Voting Agreement (the "Voting Agreement") with Parent. Pursuant to the Voting Agreement, Mark Moshayedi and the M. and S. Moshayedi Revocable Trust, dated 9/25/98 agreed, among other things, to vote their shares of sTec common stock for the adoption and approval of the Merger Agreement and against any alternative proposal and against any action or agreement in opposition of the transactions contemplated by the Merger Agreement. Pursuant to the Voting Agreement, Mark Moshayedi and the M. and S. Moshayedi Revocable Trust, dated 9/25/98 granted an irrevocable proxy to Parent's designees to vote as set

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forth above with respect to such matters, but retained the right to vote their shares of common stock on such matters so long as the vote is in accordance with the Voting Agreement.

As a result of the Voting Agreement, Mark Moshayedi, Semira Moshayedi and the M. and S. Moshayedi Revocable Trust, dated 9/25/98, may be deemed to share with Parent the power to vote or direct the vote of the common stock. However, Parent is not entitled to any rights as a stockholder of sTec under the agreement.

The foregoing description of the Merger Agreement and the Voting Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement and the form of Voting Agreement, copies of which are filed as Exhibits 2.1 and 99.1, respectively, to sTec's current report on Form 8-K filed with the Securities and Exchange Commission on June 25, 2013.

(iii) Sole power to dispose or to direct the disposition of:

Mark Moshayed (1) 253,241

Semira Moshayed 0

M. and S. Moshayed Revocable Trust, dated 9/25/98 (2) 3,300,954

(iv) shared power to dispose or to direct the disposition of:

Mark Moshayed (2)(3) 3,300,954

Semira Moshayed (4) 3,300,954

M. and S. Moshayed Revocable Trust, dated 9/25/98 0

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

Not Applicable.

- * Calculated based on 46,980,315 shares of the Issuer's common stock outstanding as of June 21, 2013. Pursuant to Rule 13d-3 promulgated under the Securities Exchange Act, as amended (the Act), certain securities convertible into, or exchangeable for, shares of common stock, may be deemed to be shares of common stock for purposes of determining beneficial ownership. Pursuant to Rule 13d-3 promulgated under the Act, beneficial ownership means the sole or shared power to vote or direct the voting or to dispose or direct the disposition of any security. A person is deemed as of any date to have beneficial ownership of any security that such person has a right to acquire within 60 days after such date and such security shall be deemed to be outstanding for purposes of calculating such person's percentage ownership. For purposes of calculating the ownership percentage of the Reporting Persons, any securities that any person other than such Reporting Person has the right to acquire within 60 days of such date are not deemed to be outstanding.
- (1) Consists of 253,241 options to purchase common stock exercisable within 60 days of June 21, 2013.
 - (2) Consists of 3,300,954 shares held by Mark Moshayedi and Semira Moshayedi, as trustees for the M. and S. Moshayedi Revocable Trust, dated 9/25/98 for the benefit of Mark and Semira Moshayedi's family. Mark Moshayedi has shared voting and dispositive power with respect to the shares held by the M. and S. Moshayedi Revocable Trust. Mark Moshayedi disclaims beneficial ownership, except to the extent of his pecuniary interest therein, if any, of the shares held by the M. and S. Moshayedi Revocable Trust. The filing of this Schedule 13G/A shall not be construed as an admission that Mark Moshayedi is, for purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of such shares.
 - (3) Does not include 1,126,760 shares held beneficially and of record by an irrevocable trust, the beneficiaries of which are Mark Moshayedi's descendants. Mark Moshayedi disclaims beneficial ownership of the shares held by the beneficial trust.
 - (4) Consists of 3,300,954 shares held by Mark Moshayedi and Semira Moshayedi, as trustees for the M. and S. Moshayedi Revocable Trust, dated 9/25/98 for the benefit of Mark and Semira Moshayedi's family. Does not include 253,241 options to purchase common stock exercisable within 60 days of June 21, 2013 held by Semira Moshayedi's spouse. Semira Moshayedi has shared voting and dispositive power with respect to the shares held by the M. and S. Moshayedi Revocable Trust. Semira Moshayedi has no power to vote or direct the vote or dispose or direct the disposition of any shares of common stock held by her spouse. Semira Moshayedi disclaims beneficial ownership, except to the extent of her pecuniary interest therein, if any, of the shares held by the M. and S. Moshayedi Revocable Trust and her spouse. The filing of this Schedule 13G/A shall not be construed as an admission that Semira Moshayedi is, for purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of such shares.
 - (5) As a result of the Voting Agreement entered into in connection with the Merger Agreement, Mark Moshayedi and the M. and S. Moshayedi Revocable Trust, dated 9/25/98, may be deemed to share with Parent the power to vote or direct the vote of the common stock pursuant to the terms of the Voting Agreement. However, Mark Moshayedi and the M. and S. Moshayedi Revocable Trust, dated 9/25/98 retain the right to vote their shares of common stock with respect to matters not covered by the Voting Agreement.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 25, 2013

/s/ Mark Moshayedi
Mark Moshayedi

/s/ Semira Moshayedi
Semira Moshayedi

M. AND S. MOSHAYEDI REVOCABLE TRUST,
DATED 9/25/98

/s/ Mark Moshayedi
Mark Moshayedi, Co-Trustee

/s/ Semira Moshayedi
Semira Moshayedi, Co-Trustee