

QUANTUM CORP /DE/  
Form SC 13D/A  
June 07, 2016  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 5)1

Quantum Corporation  
(Name of Issuer)

Common Stock, \$.001 par value per share  
(Title of Class of Securities)

747906 20 4  
(CUSIP Number)

ERIC SINGER  
VIEX CAPITAL ADVISORS, LLC  
825 Third Avenue, 33rd Floor  
New York, New York 10022

CHRISTOPHER P. DAVIS, ESQ.  
KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.  
551 Fifth Avenue, New York, New York 10176  
(212) 986-6000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

June 3, 2016  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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1 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).

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1	NAME OF REPORTING PERSON
2	VIEX Opportunities Fund, LP - Series One* CHECK THE APPROPRIATE BOX (a) IF A (b) MEMBER OF A GROUP SEC USE ONLY
3	SOURCE OF FUNDS
4	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
6	DELAWARE SOLE VOTING POWER
7	- 0 -
8	SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

	7,407,865 SOLE DISPOSITIVE POWER
9	
	- 0 - SHARED DISPOSITIVE POWER
10	
	7,407,865 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	
	7,407,865 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
12	
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	
	2.8% TYPE OF REPORTING PERSON
14	
	PN

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\* This Series One is part of a series of VIEX Opportunities Fund, LP, a Delaware series limited partnership.

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1	NAME OF REPORTING PERSON
2	VIEX Opportunities Fund, LP - Series Two*
3	CHECK THE APPROPRIATE BOX (a) IF A MEMBER OF A GROUP SEC USE ONLY
4	SOURCE OF FUNDS
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
7	DELAWARE SOLE VOTING POWER
8	- 0 - SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

		1,413,191
		SOLE
		DISPOSITIVE
	9	POWER
		- 0 -
		SHARED
		DISPOSITIVE
	10	POWER
		1,413,191
		AGGREGATE
		AMOUNT
11		BENEFICIALLY
		OWNED BY EACH
		REPORTING
		PERSON
		1,413,191
		CHECK
		BOX
		IF
		THE
		AGGREGATE
		AMOUNT
12		IN
		ROW
		(11)
		EXCLUDES
		CERTAIN
		SHARES
		PERCENT OF
		CLASS
		REPRESENTED BY
13		AMOUNT IN ROW
		(11)
		Less than 1%
		TYPE OF
		REPORTING
14		PERSON
		PN

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\* This Series Two is part of a series of VIEX Opportunities Fund, LP, a Delaware series limited partnership.



1	NAME OF REPORTING PERSON
2	VIEX Special Opportunities Fund III, LP
3	CHECK THE APPROPRIATE BOX (a) IF A MEMBER OF A GROUP SEC USE ONLY
4	SOURCE OF FUNDS
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
7	DELAWARE SOLE VOTING POWER
8	- 0 - SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH



	20,710,666 SOLE DISPOSITIVE POWER
9	
	- 0 - SHARED DISPOSITIVE POWER
10	
	20,710,666 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	
	20,710,666 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
12	
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	
	7.8% TYPE OF REPORTING PERSON
14	
	PN

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1	NAME OF REPORTING PERSON
2	VIEX GP, LLC CHECK THE APPROPRIATE BOX (a) IF A MEMBER OF A GROUP SEC USE ONLY
3	SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
6	DELAWARE
7	SOLE VOTING POWER
8	- 0 - SHARED VOTING POWER
9	8,821,056

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

		SOLE DISPOSITIVE POWER
		- 0 - SHARED DISPOSITIVE POWER
	10	8,821,056 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11		8,821,056 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
12		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13		3.3% TYPE OF REPORTING PERSON
14		OO

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1	NAME OF REPORTING PERSON
2	VIEX Special Opportunities GP III, LLC CHECK THE APPROPRIATE BOX (a) IF A (b) MEMBER OF A GROUP SEC USE ONLY
3	SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
6	DELAWARE SOLE VOTING POWER
8	- 0 - SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

	20,710,666 SOLE DISPOSITIVE POWER
9	
	- 0 - SHARED DISPOSITIVE POWER
10	
	20,710,666 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	
	20,710,666 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
12	
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	
	7.8% TYPE OF REPORTING PERSON
14	
	OO

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1	NAME OF REPORTING PERSON
2	VIEX Capital Advisors, LLC
3	CHECK THE APPROPRIATE BOX (a) IF A MEMBER OF A GROUP SEC USE ONLY
4	SOURCE OF FUNDS
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
7	DELAWARE SOLE VOTING POWER
8	- 0 - SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	29,531,722

		SOLE DISPOSITIVE POWER
	9	
		- 0 - SHARED DISPOSITIVE POWER
	10	
		29,531,722 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11		
		29,531,722 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
12		
		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13		
		11.2% TYPE OF REPORTING PERSON
14		
		IA

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1	NAME OF REPORTING PERSON
2	Eric Singer CHECK THE APPROPRIATE BOX (a) IF A MEMBER OF A GROUP SEC USE ONLY
3	SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
6	USA
7	SOLE VOTING POWER
8	- 0 - SHARED VOTING POWER
9	29,531,722

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH



	SOLE DISPOSITIVE POWER
	- 0 - SHARED DISPOSITIVE POWER
10	29,531,722
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	29,531,722 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	11.2% TYPE OF REPORTING PERSON
	IN

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The following constitutes Amendment No.5 to the Schedule 13D filed by the undersigned (the "Amendment No. 5"). This Amendment No. 5 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On June 3, 2016, Series One delivered a nomination letter (the "Letter") to the Issuer nominating Mark Bonney, John Mutch, Raghavendra Rau, Khurram Sheikh and Eric Singer (the "Nominees") for election to the Issuer's Board of Directors (the "Board") at the Issuer's 2016 annual meeting of stockholders (the "Annual Meeting") (the "Solicitation"). Series One submitted the Letter because it is disappointed in the Issuer's track record of poor performance and misguided governance. Series One believes reconstituting the Board is the most effective way to drive long-term value and that the Nominees possess the relevant skills and fresh perspectives desperately needed to address the clear performance issues and capital structure challenges facing Quantum, and to oversee a comprehensive, independent and credible strategic assessment of the business with a singular focus on maximizing shareholder value.

Representatives of Series One have engaged, and intend to continue to engage, in discussions with the Board regarding matters relating to unrealized stockholder value, including the composition of the Board.

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Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

On June 3, 2016, Series One entered into letter agreements pursuant to which it and its affiliates agreed to indemnify the Nominees against claims arising from the Solicitation and any related transactions. A form of the indemnification letter agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following:

99.1 Form of Indemnification Letter Agreement.

99.2 Power of Attorney.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 6, 2016

VIEX Opportunities Fund, LP  
- Series One

By: VIEX GP, LLC  
General Partner

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

VIEX Opportunities Fund, LP  
- Series Two

By: VIEX GP, LLC  
General Partner

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

VIEX GP, LLC

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

VIEX Special Opportunities  
Fund II, LP

By: VIEX Special  
Opportunities GP II, LLC  
General Partner

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

VIEX Special Opportunities  
GP II, LLC

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

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VIEX Capital Advisors, LLC

By: /s/ Eric Singer

Name: Eric Singer

Title: Managing Member

/s/ Eric Singer

Eric Singer, individually and as attorney-in-fact for Mark Bonney, John Mutch, Raghavendra Rau and Khurram Sheikh.