

Seagate Technology plc
Form S-8
November 01, 2012

As filed with the Securities and Exchange Commission on November 1, 2012

Registration No. 333-[]

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

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)

38/39 Fitzwilliam Square

Dublin 2, Ireland

(Address, including zip code, of Principal Executive Offices)

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Seagate Technology Public Limited Company 2012 Equity Incentive Plan

Seagate Technology Public Limited Company Amended and Restated Employee Stock Purchase Plan

(Full title of the plan)

Stephen J. Luczo

Chief Executive Officer, President, Director and

Chairman of the Board of Directors

Seagate Technology plc

10200 S. De Anza Blvd

P.O. Box 4030

Cupertino, CA 95015

(408) 658-1000

(Name, address and telephone number, including area code, of agent for service)

With copies to:

Kenneth M. Massaroni

Executive Vice President, General Counsel and
Chief Administrative Officer
Seagate Technology plc
10200 S. De Anza Blvd
P.O. Box 4030
Cupertino, CA 95015
(408) 658-1000

Daniel N. Webb

Simpson Thacher & Bartlett LLP
2475 Hanover Street
Palo Alto, California 94304
(650) 251-5000

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.

(Check one):

☒ x

Accelerated filer: ☐ o

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Large accelerated
filer:

Non-accelerated
filer: ☐ (Do not check if a smaller reporting company)

Smaller reporting
company: ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)(2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Seagate Technology Public Limited Company Amended and Restated Employee Stock Purchase Plan, ordinary shares, par value \$0.00001 per share	10,000,000	\$27.30	\$273,000,000	\$37,237.20
Seagate Technology Public Limited Company 2012 Equity Incentive Plan, ordinary shares, par value \$0.00001 per share	1,010,369	\$27.30	\$27,583,074	\$3,762.33
Total	11,010,369	\$27.30	\$300,583,074	\$40,999.53

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also be deemed to cover the additional securities that may be offered or issued to prevent dilution resulting from any stock split, stock dividend or similar transaction.

(2) This Registration Statement registers the issuance of 11,010,369 ordinary shares, par value \$0.00001 per share ("Ordinary Shares") of Seagate Technology Public Limited Company (the "Registrant"). Such number of shares represents an aggregate number of shares issuable pursuant to the Seagate Technology Public Limited Amended and Restated Employee Stock Purchase Plan (the "ESPP") and the Seagate Technology Public Limited Company 2012 Equity Incentive Plan (the "2012 Plan"), equal to the sum of: (A) 10,000,000 Ordinary Shares available for issuance that are among the shares expressly identified in the ESPP; and (B) 1,010,369 Ordinary Shares that became available for grant under the 2012 Plan pursuant to the forfeiture of awards made under the Seagate Technology 2004 Stock Compensation Plan (as amended) (the "2004 Plan") between October 27, 2011 and October 26, 2012, being available for issuance and not otherwise subject to outstanding awards granted under the 2004 Plan.

(3) Estimated solely for the purposes of this offering under Rule 457(c) under the Securities Act, on the basis of the average of the reported high (\$27.82) and low (\$26.77) price per share of the Registrant's Ordinary Shares, as reported on the NASDAQ Global Select Market on October 31, 2012.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Seagate Technology plc, a public limited company incorporated in Ireland (the Registrant), relating to its ordinary shares, par value \$0.00001 per share (the Ordinary Shares), issuable to eligible directors, employees and consultants of the Registrant and its affiliates under the Seagate Technology Public Limited Company Amended and Restated Employee Stock Purchase Plan (the ESPP) and the Seagate Technology Public Limited Company 2012 Equity Incentive Plan (the 2012 Plan). The ESPP has been amended and restated to permit the issuance of up to 50,000,000 Ordinary Shares pursuant to the ESPP, with respect to 40,000,000 of which the Registrant has previously filed registration statements on Form S-8. The 2012 Plan permits the issuance under such plan of up to a maximum aggregate number of 27,000,000 Ordinary Shares plus: (i) any Ordinary Shares remaining available for grant under the Seagate Technology 2004 Stock Compensation Plan (as amended) (the 2004 Plan) as of the effective date for the 2012 Plan, being October 26, 2011; and (ii) any shares subject to share awards granted under the 2004 Plan that have expired or been cancelled or reacquired by the Registrant prior to vesting or exercise, with respect to 38,041,148 of which the Registrant has previously filed a registration statement on Form S-8.

Accordingly, pursuant to General Instruction E to Form S-8, the contents of earlier registration statements on Form S-8 file numbers 333-101789, 333-139434 and 333-162958 filed by the Registrant on December 12, 2002, December 18, 2006 and November 6, 2009, respectively, with the Securities and Exchange Commission (the Commission) related to the ESPP are incorporated herein by reference and made part of this Registration Statement, except as amended hereby. Furthermore, pursuant to General Instruction E to Form S-8, the contents of the earlier registration statement on Form S-8 related to the 2012 Plan, file number 333-177609, filed by the Registrant on October 28, 2011 with the Commission is incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. Such documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The SEC requires us to incorporate by reference certain of our publicly-filed documents into this Registration Statement, which means that information included in those documents is considered part of this Registration Statement. Information that we file with the SEC after the effective date of this Registration Statement will automatically update and supersede this information. We incorporate by reference the documents listed below and future filings made with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) until we terminate the effectiveness of this Registration Statement.

The following documents filed with the SEC are hereby incorporated by reference:

- (a) our latest annual report on Form 10-K filed pursuant to Section 13(a) or 15(d) of the Exchange Act, which contains audited financial statements for our latest fiscal year ended June 29, 2012, as filed with the SEC on August 8, 2012;
- (b) our latest quarterly report on Form 10-Q filed pursuant to Section 13(a) or 15(d) of the Exchange Act, which contains unaudited financial statements for the fiscal quarter ended September 28, 2012, as filed with the SEC on October 31, 2012;
- (c) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since June 30, 2012 (other than information deemed to have been furnished rather than filed in accordance with the SEC's rules); and
- (d) the description of our Common Shares contained in our Registration Statement on Form 8-A filed with the SEC on December 6, 2002, as amended by Form 8-K12B and Form 8-K12B/A, filed with the SEC on July 6, 2010 and July 9, 2010, respectively.

Any statement contained in a document incorporated by reference herein shall be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 6. Indemnification of Directors and Officers

In addition to such other rights of indemnification as they may have as members of the Board or officers or employees of the Registrant, members of the Board and of the Committee (as such capitalized terms are defined in the ESPP) shall, to the fullest extent permitted by law, be indemnified by the Registrant against all reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with the defense of any action, suit or proceeding, or in connection with any appeal therein, to which they or any of them may be a party by reason of any action taken or failure to act under or in connection with the ESPP, or any right granted under the ESPP, and against all amounts paid by them in settlement thereof (provided such settlement is approved by independent legal counsel selected by the Registrant) or paid by them in satisfaction of a judgment in any such action, suit or proceeding, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such person is liable for gross negligence, bad faith or intentional misconduct in duties.

Item 8. Exhibits.

See Exhibit Index, which is incorporated into this Item by reference.

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-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cupertino, State of California, on this 1st of November, 2012.

SEAGATE TECHNOLOGY PUBLIC LIMITED
COMPANY

/s/ Stephen J. Luczo
(Stephen J. Luczo, Chairman of the Board of Directors,
President and Chief Executive Officer)

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SIGNATURES AND 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 sign and execute on behalf of the undersigned any amendment or amendments to the Registration Statement on Form S-8; 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 Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Stephen J. Luczo (Stephen J. Luczo)	Chairman, President and Chief Executive Officer (Principal Executive Officer)	November 1, 2012
/s/ Patrick J. O Malley (Patrick J. O Malley)	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	November 1, 2012
/s/ David H. Morton, Jr. (David H. Morton, Jr.)	Vice President, Finance, Treasurer (Principal Accounting Officer)	November 1, 2012
/s/ Frank J. Biondi, Jr. (Frank J. Biondi, Jr.)	Director	November 1, 2012
/s/ Michael R. Cannon (Michael R. Cannon)	Director	November 1, 2012
/s/ Mei-Wei Cheng (Mei-Wei Cheng)	Director	November 1, 2012
/s/ William T. Coleman (William T. Coleman)	Director	November 1, 2012
/s/ Jay L. Geldmacher (Jay L. Geldmacher)	Director	November 1, 2012
/s/ Dr. Seh-Woong Jeong (Dr. Seh-Woong Jeong)	Director	November 1, 2012
/s/ Lydia M. Marshall (Lydia M. Marshall)	Director	November 1, 2012
/s/ Kristen M. Onken (Kristen M. Onken)	Director	November 1, 2012
/s/ Dr. C.S. Park (Dr. C. S. Park)	Director	November 1, 2012
/s/ Gregorio Reyes (Gregorio Reyes)	Director	November 1, 2012

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/s/ Edward J. Zander
(Edward J. Zander)

Director

November 1, 2012

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EXHIBIT INDEX

Exhibit No.	Exhibit Description
4.1	Memorandum and Articles of Association of Seagate Technology plc (the Registrant), as amended and restated by Special Resolution dated July 1, 2010 (incorporated herein by reference to Exhibit 3.1 to the Registrant's current report on Form 8-K12B/A (file no. 001-31560) filed with the SEC on July 9, 2010).
4.2	Certificate of Incorporation of Hephaestus plc effective as of January 22, 2010 and Certificate of Incorporation on change of name of Seagate Technology plc, effective as of February 22, 2010 (incorporated herein by reference to Exhibit 3.2 to the Registrant's annual report on Form 10-K (file no. 001-31560) for the fiscal year ended July 2, 2010, as filed with the SEC on August 20, 2010).
4.3	Specimen Ordinary Share Certificate (incorporated herein by reference to Exhibit 4.1 to the Registrant's annual report on Form 10-K (file no. 001-31560) for the fiscal year ended July 2, 2010, as filed with the SEC on August 20, 2010).
5.1	Opinion of Arthur Cox, Solicitors as to the legality of the registered shares.
23.1	Consent of Arthur Cox, Solicitors (included as part of Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included in signature pages to this Registration Statement).
99.1	Seagate Technology Public Limited Company Amended and Restated Employee Stock Purchase Plan (incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q (file no. 001-31560) for the fiscal quarter ended September 28, 2012, filed with the SEC on October 31, 2012).
99.2	Seagate Technology Public Limited Company 2012 Equity Incentive Plan (incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q (file no. 001-31560) for the fiscal quarter ended September 30, 2011, filed with the SEC on October 27, 2011).
