

Seagate Technology plc
Form S-8 POS
November 03, 2014

As filed with the Securities and Exchange Commission on October 31, 2014

Registration No. 333-139433

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 3
TO**

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)

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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)

Seagate Technology 2004 Stock Compensation Plan
(Full title of the plan)

Stephen J. Luczo
Chief Executive Officer, 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

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

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(408) 658-1000

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):

Large accelerated
filer:

☒

Accelerated filer:

☐

Non-accelerated filer:

☐ (Do not check if a smaller reporting
company)

Smaller reporting
company:

☐

EXPLANATORY NOTE

Seagate Technology, an exempted company incorporated with limited liability under the laws of the Cayman Islands ("Seagate Cayman"), registered 36,000,000 ordinary shares, par value \$0.00001 per share ("Ordinary Shares"), for issuance under the Seagate Technology 2004 Stock Compensation Plan (as amended) (the "Plan") pursuant to Registration Statement on Form S-8, Registration No. 333-139433, filed with the Securities and Exchange Commission (the "Commission") on December 18, 2006. Seagate Technology Public Limited Company (the "Registrant") is the successor to Seagate Cayman pursuant to a court and shareholder approved reorganization. Pursuant to Post-Effective Amendments No. 1 and No. 2 filed with the Commission on November 4, 2011 and November 1, 2012, respectively, the Registrant deregistered 11,041,148 and 1,010,369 Ordinary Shares that were available for grant under the Plan as of October 27, 2011 and October 26, 2012, respectively. This Post-Effective Amendment No. 3 is being filed by the Registrant to deregister 402,918 Ordinary Shares that became available for grant under the Registrant's Amended and Restated 2012 Equity Incentive Plan (the "2012 Plan") as of October 31, 2014 as a result of the expiration, cancellation or reacquisition by the Registrant of Ordinary Shares pursuant to awards previously granted under the Plan, being available for issuance and not otherwise subject to outstanding awards under the Plan.

Accordingly, the Registrant hereby withdraws from registration under the Registration Statement on Form S-8, Registration No. 333-139433, 402,918 Ordinary Shares that became available for grant under the 2012 Plan as a result of the expiration, cancellation or reacquisition by the Registrant of Ordinary Shares pursuant to awards previously granted under the Plan.

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 Post-Effective Amendment No. 3 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cupertino, State of California, on this 31st of October, 2014.

SEAGATE TECHNOLOGY PUBLIC LIMITED COMPANY

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

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 this Post-Effective Amendment No. 3 to Form S-8 Registration Statement or further amendments to such 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 Post-Effective Amendment No. 3 to Form S-8 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) | Chief Executive Officer, Director and Chairman of the Board of Directors (Principal Executive Officer and Authorized Representative in the United States) | October 31, 2014 |
| /s/ Patrick J. O Malley (Patrick J. O Malley) | Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer) | October 31, 2014 |
| /s/ David H. Morton, Jr. (David H. Morton, Jr.) | Senior Vice President, Finance, Treasurer and Principal Accounting Officer (Principal Accounting Officer) | October 31, 2014 |
| * (Frank J. Biondi, Jr.) | Director | October 31, 2014 |
| /s/ Michael R. Cannon (Michael R. Cannon) | Director | October 31, 2014 |
| /s/ Mei-Wei Cheng (Mei-Wei Cheng) | Director | October 31, 2014 |
| /s/ William T. Coleman (William T. Coleman) | Director | October 31, 2014 |
| /s/ Jay L. Geldmacher (Jay L. Geldmacher) | Director | October 31, 2014 |
| /s/ Kristen M. Onken (Kristen M. Onken) | Director | October 31, 2014 |
| /s/ Dr. Chong Sup Park (Dr. Chong Sup Park) | Director | October 31, 2014 |
| * (Gregorio Reyes) | Director | October 31, 2014 |

EXHIBIT INDEX

| Exhibit No. | Exhibit Description |
|--------------------|--|
| 24.1 | Power of Attorney (included in signature pages to this Post-Effective Amendment No. 3 to Form S-8 Registration Statement). |
