

Seagate Technology  
Form 8-K  
May 14, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of report (date of earliest event reported): May 12, 2009

**SEAGATE TECHNOLOGY**

(Exact Name of Registrant as Specified in its Charter)

**Cayman Islands**  
(State or Other Jurisdiction

of Incorporation)

**001-31560**  
(Commission

File Number)

**98-0355609**  
(IRS Employer

Identification Number)

Edgar Filing: Seagate Technology - Form 8-K

P.O. Box 309, Uglund House,

Grand Cayman KY1-1104, Cayman Islands  
(Address of Principal Executive Office)

NA  
(Zip Code)

Registrant's telephone number, including area code: (345) 949-8066

NA

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On May 12, 2009, Seagate Technology (or the Company) sent to U.S. Bank National Association (the Trustee), the trustee for each of Maxtor Corporation's (Maxtor) (i) 2.375% Convertible Senior Notes due 2012 (the 2.375% Notes), (ii) 6.80% Convertible Senior Notes due 2010 (the 6.80% Notes) and (iii) 5.75% Convertible Subordinated Debentures due 2012 (the 5.75% Notes and, together with the 2.375% Notes and the 6.80% Notes, the Notes), notices to holders of each series of the Notes regarding the expected merger of Maxtor with Seagate Technology (US) Holdings, Inc. (the Notices). The merger is expected to become effective on or about June 1, 2009. The merger is intended to simplify and streamline the organizational structure of the Company. The Trustee has been instructed to mail the applicable Notices to all registered holders of the Notes.

The Notices are filed as Exhibits 99.1, 99.2 and 99.3 to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are attached to this Current Report on Form 8-K:

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Notice to Holders of Maxtor Corporation 2.375% Convertible Senior Notes Due 2012 Regarding Merger with Seagate Technology (US) Holdings, Inc., dated May 12, 2009           |
| 99.2               | Notice to Holders of Maxtor Corporation 6.80% Convertible Senior Notes Due 2010 Regarding Merger with Seagate Technology (US) Holdings, Inc., dated May 12, 2009            |
| 99.3               | Notice to Holders of Maxtor Corporation 5.75% Convertible Subordinated Debentures Due 2012 Regarding Merger with Seagate Technology (US) Holdings, Inc., dated May 12, 2009 |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

SEAGATE TECHNOLOGY

By: /s/ PATRICK J. O MALLEY  
Name: Patrick J. O Malley  
Title: Executive Vice President and Chief Financial  
Officer

Date: May 13, 2009