

Seagate Technology  
Form 8-K  
April 29, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of report (date of earliest event reported): **April 29, 2010**

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**SEAGATE TECHNOLOGY**

(Exact Name of Registrant as Specified in its Charter)

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**Cayman Islands**  
(State or Other Jurisdiction)

of Incorporation)

**001-31560**  
(Commission File Number)

**98-0355609**  
(IRS Employer

Identification Number)

**P.O. Box 309, Ugland House,**

**NA**

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

(Zip Code)

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

**NA**

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

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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))
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**Item 1.02 Termination of Material Definitive Agreement.**

On April 29, 2010, Seagate Technology (or the Company) terminated its Second Amended and Restated Credit Agreement, dated as of April 3, 2009 (the Credit Agreement), by and among the Company, Seagate Technology HDD Holdings, as Borrower, the Lenders Party Thereto, JPMorgan Chase Bank, N.A, as Administrative Agent, Morgan Stanley Senior Funding, Inc., as Syndication Agent, and BNP Paribas, Keybank National Association, Wachovia Bank, National Association and The Bank of Nova Scotia, as Co-Documentation Agents. The Credit Agreement provided for up to \$350 million of borrowings, up to \$75 million of which was available for the issuance of letters of credit.

**Item 8.01 Other Events.**

On April 29, 2010, the Company issued a press release related to its offering of \$500 million of Senior Notes due 2020 to qualified institutional buyers pursuant to Rule 144A and in offshore transactions pursuant to Regulation S under the Securities Act of 1933, as amended. A copy of this press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is attached to this Current Report on Form 8-K:

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                    |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1               | Press release, dated April 29, 2010, of Seagate Technology entitled Seagate Technology Announces Offering of \$500 Million of Senior Unsecured Notes. |

**Cautionary Note Regarding Forward-Looking Statements**

*This Current Report contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include, but are not limited to, statements related to the proposed offering of the Notes and the anticipated use of proceeds therefrom. These forward-looking statements are based on information available to Seagate as of the date of this Current Report. Current expectations, forecasts and assumptions involve a number of risks and uncertainties that could cause actual results to differ materially from those anticipated by these forward-looking statements. Such risks and uncertainties include a variety of factors, some of which are beyond the Company's control. In particular, such risks and uncertainties include the impact of conditions in the credit markets generally and, in particular, for companies in the markets in which Seagate operates, and uncertainty in global economic conditions, which pose a risk to the overall economy as consumers and businesses may defer purchases in response to tighter credit and negative financial news. Information concerning additional factors that could cause results to differ materially from those projected in the forward-looking statements is contained in Seagate's Quarterly Report on Form 10-Q as filed with the U.S.*

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*Securities and Exchange Commission (the SEC ) on February 1, 2010 and Seagate s Annual Report on Form 10-K as filed with the SEC on August 19, 2009. These forward-looking statements should not be relied upon as representing Seagate s views as of any subsequent date and Seagate undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date they were made.*

**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: April 29, 2010