

Seagate Technology plc
Form S-8 POS
November 04, 2011

As filed with the Securities and Exchange Commission on November 4, 2011

Registration No. 333-139433

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
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)

Ireland

98-0648577
(I.R.S. Employer)

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(State or other jurisdiction
of incorporation or organization)

Identification Number)

38/39 Fitzwilliam Square

Dublin 2, Ireland

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

Seagate Technology Public Limited Company 2012 Equity Incentive 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

William H. Hinman, Jr., Esq.
Simpson Thacher & Bartlett LLP
2550 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.

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(Check one):

| | | | |
|--------------------------|--|----------------------------|--------------------------|
| Large accelerated filer: | <input checked="" type="checkbox"/> | Accelerated filer: | <input type="checkbox"/> |
| Non-accelerated filer: | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company: | <input type="checkbox"/> |

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 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. This Post-Effective Amendment No. 1 is being filed by the Registrant to deregister 11,041,148 Ordinary Shares that remained available for grant under Plan as of October 27, 2011, being available for issuance and not otherwise subject to outstanding awards granted under the Plan.

Accordingly, the Registrant hereby withdraws from registration under the Registration Statement on Form S-8, Registration No. 333-139433, 11,041,148 Ordinary Shares that remained available for grant 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. 1 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 November 4, 2011.

SEAGATE TECHNOLOGY PUBLIC LIMITED COMPANY

/s/ Stephen J. Luczo
(Stephen J. Luczo, Chief Executive Officer, President, 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. 1 to Form S-8 Registration Statement; 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. 1 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, President, Director and Chairman of the Board of Directors (Principal Executive Officer) | November 4, 2011 |
| /s/ Patrick J. O Malley (Patrick J. O Malley) | Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer) | November 4, 2011 |
| /s/ David H. Morton, Jr. (David H. Morton, Jr.) | Vice President, Finance and Treasurer (Principal Accounting Officer) | November 4, 2011 |
| /s/ Frank J. Biondi, Jr. (Frank J. Biondi, Jr.) | Director | November 4, 2011 |
| /s/ Michael R. Cannon (Michael R. Cannon) | Director | November 4, 2011 |
| /s/ Dr. C.S. Park (Dr. C.S. Park) | Director | November 4, 2011 |
| /s/ Lydia M. Marshall (Lydia M. Marshall) | Director | November 4, 2011 |
| /s/ Gregorio Reyes (Gregorio Reyes) | Director | November 4, 2011 |
| /s/ Edward J. Zander (Edward J. Zander) | Director | November 4, 2011 |