

SEAGATE TECHNOLOGY  
Form 8-K  
March 22, 2005

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**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): March 16, 2005**

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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 309GT, Uglan House, South Church Street,**

**George Town, Grand Cayman, Cayman Islands**  
(Address of Principal Executive Office)

**NA**  
(Zip Code)

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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 1.01. Entry into a Material Definitive Agreement**

On March 16, 2005, the Compensation Committee of our board of directors, acting by unanimous written consent, exercised its discretionary authority under the terms of our executive bonus plan to reduce the previously established maximum payments which may be made to our executive officers under that plan for fiscal year 2005 ending on July 1, 2005. The Compensation Committee took this action following a scheduled review of the anticipated payouts under the plan for the 2005 fiscal year in order to maintain projected payouts in line with our historical practice and industry comparables. The Compensation Committee determined that under no circumstances will payments under the plan fail to be non-deductible to us under section 162 (m) of the Internal Revenue Code of 1986, as amended, as a result of this action.

**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 hereunto duly authorized.

SEAGATE TECHNOLOGY

Date: March 22, 2005

By:           /s/ WILLIAM L. HUDSON          

Name: William L. Hudson  
Title: Executive Vice President, General

Counsel and Secretary