

Seagate Technology plc  
Form 4  
September 13, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MacPherson Regan J

(Last) (First) (Middle)  
10200 S DE ANZA BOULEVARD  
(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Seagate Technology plc [STX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/09/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Ordinary Shares	09/12/2016		F	916 <sup>(1)</sup> D	\$ 0	13,612 <sup>(2)</sup>	D
Ordinary Shares	09/09/2016		A <sup>(3)</sup>	9,394 A	\$ 0	19,793 <sup>(2)</sup>	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
NQ Stock Options	\$ 36.09	09/09/2016		A	32,918	09/09/2017 <sup>(4)</sup> 09/09/2023	Ordinary Shares 32,918
NQ Stock Options	\$ 36.54					03/21/2017 03/21/2023	Ordinary Shares 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MacPherson Regan J 10200 S DE ANZA BOULEVARD CUPERTINO, CA 95014			SVP and General Counsel	

## Signatures

/s/ Jordan E. Stuhlmüller by power of attorney 09/13/2016

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These Ordinary Shares are withheld securities to cover tax liabilities incident to the vesting of securities previously reported on one or more Forms 4 by the Reporting Person in accordance with Rule 16b-3.
- (2) Includes 119 Ordinary Shares purchased by Reporting Person on July 29, 2016 under the Issuer's Employee Stock Purchase Plan. Such acquisition is exempt from reporting pursuant to Rule 16b-3 under the Securities Exchange Act of 1934.  
Consists of a grant of restricted stock units, of which 9,394 remain outstanding, awarded to the Reporting Person under the Seagate Technology plc 2012 Equity Incentive Plan (the "Plan"). The restricted stock units will be converted into ordinary shares on a one-for-one basis. Subject to the Reporting Person's continuous employment, such restricted stock units will be settled in ordinary shares in equal installments on each of the first four anniversaries of September 9, 2016.
- (3) Options granted to the Reporting Person under the Issuer's 2012 Equity Incentive Plan are subject to a four year vesting schedule. Subject to continuous employment, one quarter of the option shares will vest on September 9, 2017. The remaining option shares will vest in equal monthly installments over the 36 months following September 9, 2017.

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On a Form 4 filed on behalf of the Reporting Person on March 22, 2016, the number of derivative securities beneficially owned following (5) the transaction was inadvertently aggregated and multiple classes of options were reported in Column 9. The correct number of derivative securities is now listed for this class of option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.