

ValueAct Holdings, L.P.
Form 4
June 06, 2018

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 *
ValueAct Holdings, L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
See Footnotes

(Last) (First) (Middle)
ONE LETTERMAN
DRIVE, BUILDING D, 4TH
FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/04/2018

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

SAN FRANCISCO, CA 94129

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Ordinary Shares	06/04/2018		X	261,935 A	Ⓐ 21,720,535	I	See Footnotes (2) (3)
Ordinary Shares	06/04/2018		X	449,048 A	Ⓐ 22,169,583	I	See Footnotes (2) (3)
Ordinary Shares	06/04/2018		X	61,463 A	Ⓐ 22,231,046	I	See Footnotes (2) (3)
Ordinary Shares	06/04/2018		X	61,098 A	Ⓐ 22,292,144	I	See

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Shares								Footnotes <u>(2)</u> <u>(3)</u>	
Ordinary Shares	06/04/2018		X	112,556	A	<u>(4)</u>	22,404,700	I	See Footnotes <u>(2)</u> <u>(3)</u>

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

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(9-02)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Forward Purchase Contract	<u>(1)</u>	06/04/2018		X	261,935	06/02/2018	12/03/2018	Ordinary Shares	261,935
Forward Purchase Contract	<u>(1)</u>	06/04/2018		X	449,048	06/02/2018	12/03/2018	Ordinary Shares	449,048
Forward Purchase Contract	<u>(1)</u>	06/04/2018		X	61,463	06/02/2018	12/03/2018	Ordinary Shares	61,463
Forward Purchase Contract	<u>(4)</u>	06/04/2018		X	61,098	06/02/2018	12/03/2018	Ordinary Shares	61,098
Forward Purchase Contract	<u>(4)</u>	06/04/2018		X	112,556	06/02/2018	12/03/2018	Ordinary Shares	112,556

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ValueAct Holdings, L.P. ONE LETTERMAN DRIVE	X			See Footnotes

BUILDING D, 4TH FLOOR
SAN FRANCISCO, CA 94129

ValueAct Capital Master Fund, L.P.
ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR
SAN FRANCISCO, CA 94129

X

See
Footnotes

VA Partners I, LLC
ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR
SAN FRANCISCO, CA 94129

X

See
Footnotes

ValueAct Capital Management, L.P.
ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR
SAN FRANCISCO, CA 94129

X

See
Footnotes

ValueAct Capital Management, LLC
ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR
SAN FRANCISCO, CA 94129

X

See
Footnotes

ValueAct Holdings GP, LLC
ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR
SAN FRANCISCO, CA 94129

X

See
Footnotes

Signatures

VALUEACT HOLDINGS, L.P., By: VALUEACT HOLDINGS GP, LLC, its General
Partner, By: /s/ Bradley E. Singer, Chief Operating Officer

06/06/2018

__Signature of Reporting Person

Date

VALUEACT CAPITAL MASTER FUND, L.P., By: VA PARTNERS I, LLC, its General
Partner, By: /s/ Bradley E. Singer, Chief Operating Officer

06/06/2018

__Signature of Reporting Person

Date

VA PARTNERS I, LLC, By: /s/ Bradley E. Singer, Chief Operating Officer

06/06/2018

__Signature of Reporting Person

Date

VALUEACT CAPITAL MANAGEMENT, L.P., By: VALUEACT CAPITAL
MANAGEMENT, LLC, its General Partner, By: /s/ Bradley E. Singer, Chief Operating
Officer

06/06/2018

__Signature of Reporting Person

Date

VALUEACT CAPITAL MANAGEMENT, LLC, By: /s/ Bradley E. Singer, Chief Operating
Officer

06/06/2018

__Signature of Reporting Person

Date

VALUEACT HOLDINGS GP, LLC, By: /s/ Bradley E. Singer, Chief Operating Officer

06/06/2018

__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) As previously reported on the Form 4 filed by the reporting persons on May 4, 2018, ValueAct Capital Master Fund, L.P. entered into forward contracts obligating ValueAct Capital Master Fund, L.P. to purchase (i) 261,935 shares at \$53.15, (ii) 449,048 shares at \$54.72, and (iii) 61,463 shares at \$54.91 subject to conditions that became satisfied on June 2, 2018.
- (2) Each reporting person listed herein disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) The securities reported herein are held by ValueAct Capital Master Fund, L.P. and may be deemed to be indirectly beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P.
- (4) As previously reported on the Form 4 filed by the reporting persons on May 9, 2018, ValueAct Capital Master Fund, L.P. entered into forward contracts obligating ValueAct Capital Master Fund, L.P. to purchase (i) 61,098 shares at \$55.89, and (ii) 112,556 shares at \$55.93 subject to conditions that became satisfied on June 2, 2018.

Remarks:

-The reporting persons herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934.

-Dylan G. Haggart, a Partner at ValueAct Capital, serves on the board of directors of the Issuer. As a result, the other reporting

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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