

SANDISK CORP  
Form 8-K  
November 24, 2010

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): November 23, 2010

SanDisk Corporation  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	000-26734 (Commission File No.)	77-0191793 (I.R.S. Employer Identification No.)
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601 McCarthy Boulevard, Milpitas, California 95035

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (408) 801-1000

N/A

(Former name or former address, if changed since last report)

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 5.02 Departure of Directors or Certain Officers; Election of Directors;  
Appointment of Certain Officers; Compensatory Arrangements of  
Certain Officers.

On November 23, 2010, SanDisk Corporation (the “Registrant”) and Dr. Eli Harari, the Chairman of the Board of Directors and Chief Executive Officer of the Registrant, entered into an amendment (the “Amendment”) to the agreement between the Registrant and Dr. Harari, dated as of July 30, 2010 (the “Agreement”). The Amendment provides that the 53,334 unvested restricted stock units held by Dr. Harari that would vest based solely on the passage of time until December 31, 2012, and then vest in full, now will vest in full on December 31, 2010. The Amendment was made so that the Agreement would comply with Section 409A of the U.S. Internal Revenue Code.

The Amendment will not trigger any additional non-cash stock compensation charges to the Registrant.

SIGNATURES

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.

Date: November 24, 2010

SANDISK CORPORATION

By: /s/ Judy Bruner  
Name: Judy Bruner  
Title: Executive Vice President, Administration and Chief  
Financial Officer (Principal Financial and Accounting  
Officer)