

SANDISK CORP  
Form 8-K  
February 23, 2012

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): February 17, 2012

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.)
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))



Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.  
 (e) Compensatory Arrangements of Certain Officers

On February 17, 2012, the Compensation Committee of the Board of Directors of SanDisk Corporation (the “Company”) took a number of actions affecting officer compensation, including the approval of bonuses for fiscal year 2011 for each of the Company’s named executive officers as follows:

Name	Title	2011 Bonus Amount
Sanjay Mehrotra	President and Chief Executive Officer	\$1,500,000
Judy Bruner	Executive Vice President, Administration and Chief Financial Officer	\$735,400
James Brelsford	Chief Legal Officer and Senior Vice President of IP Licensing	\$360,000
Sumit Sadana	Senior Vice President and Chief Strategy Officer	\$415,300

The Compensation Committee also approved the following base salary amounts, effective as of February 27, 2012, for each of the named executive officers below:

Name	Title	2012 Base Salary (effective 2/27/12)
Sanjay Mehrotra	President and Chief Executive Officer	\$900,000
Judy Bruner	Executive Vice President, Administration and Chief Financial Officer	\$567,000
James Brelsford	Chief Legal Officer and Senior Vice President of IP Licensing	\$409,500
Sumit Sadana	Senior Vice President and Chief Strategy Officer	\$425,000

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The Compensation Committee also approved the following target bonus percentages (as a percentage of base salary) for each of the named executive officers below:

Name	Title	2012 Target Bonus Percentage
Sanjay Mehrotra	President and Chief Executive Officer	150%
Judy Bruner	Executive Vice President, Administration and Chief Financial Officer	100%
James Brelsford	Chief Legal Officer and Senior Vice President of IP Licensing	75%
Sumit Sadana	Senior Vice President and Chief Strategy Officer	75%

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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: February 23, 2012

SANDISK CORPORATION

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