

SANDISK CORP
Form 8-K
January 24, 2003

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) January 22, 2003

SanDisk Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-26734
(Commission
File Number)

77-0191793
(IRS Employer
Identification No.)

140 Caspian Court, Sunnyvale, California 94089
(Address of principal executive offices) (Zip Code)

(408) 542-0500
Registrant's telephone number, including area code

None
(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS

On January 22, 2003, we issued a press release announcing our fourth quarter and fiscal year 2002 financial results. A copy of our press release is attached hereto as Exhibit 99.1 and is incorporated herein in its entirety by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

<u>Number</u>	<u>Description of Document</u>
99.1	Press Release dated January 22, 2003 announcing Fourth Quarter and Fiscal Year 2002 Financial Results.

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: January 24, 2003

SANDISK CORPORATION

By: /s/ MICHAEL
GRAY

Name: Michael Gray
Title: Chief
Financial Officer and
Sr. VP,
Finance and
Administration
(Principal Financial
and Accounting
Officer)

EXHIBIT INDEX

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