

Seagate Technology plc  
Form DEF 14A  
September 04, 2015

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Seagate Technology Public Limited Company**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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    - (1) Amount Previously Paid:
    - (2) Form, Schedule or Registration Statement No.:
    - (3) Filing Party:
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-

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September 4, 2015

Dear Fellow Shareholder:

You are cordially invited to attend the 2015 Annual General Meeting of Shareholders of Seagate Technology plc, which will be held at 9:30 a.m. local time on Wednesday, October 21, 2015, at the Intercontinental Hotel, Simmonscourt Road, Dublin 4, Ireland.

Details of the business to be presented at the meeting may be found in the Notice of Annual General Meeting of Shareholders and the Proxy Statement accompanying this letter.

We hope you are planning to attend the meeting. Your vote is important. Whether or not you plan to attend the meeting, please submit your proxy as soon as possible so that your shares may be represented at the 2015 Annual General Meeting.

On behalf of the Board of Directors of Seagate Technology plc, I thank you for your continued support.

Sincerely,

Stephen J. Luczo  
*Chairman and Chief Executive Officer*

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**SEAGATE TECHNOLOGY PUBLIC LIMITED COMPANY**  
**NOTICE OF 2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The 2015 Annual General Meeting of Shareholders of Seagate Technology plc ("Seagate" or the "Company"), a company incorporated under the laws of Ireland, will be held on Wednesday, October 21, 2015, at 9:30 a.m. local time, at the Intercontinental Hotel, Simmonscourt Road, Dublin 4, Ireland.

The purposes of the 2015 Annual General Meeting are:

1.

By separate resolutions, to elect as directors the following incumbent directors who shall retire in accordance with the Articles of Association and, being eligible, offer themselves for election and to elect as a director, director nominee Dr. Dambisa F. Moyo:

|                         |                          |                        |
|-------------------------|--------------------------|------------------------|
| (a) Stephen J. Luczo    | (b) Frank J. Biondi, Jr. | (c) Michael R. Cannon  |
| (d) Mei-Wei Cheng       | (e) William T. Coleman   | (f) Jay L. Geldmacher  |
| (g) Dr. Dambisa F. Moyo | (h) Kristen M. Onken     | (i) Dr. Chong Sup Park |
| (j) Stephanie Tilenius  | (k) Edward J. Zander     |                        |

2.

To determine the price range at which the Company can re-issue shares that it holds as treasury shares under Irish law. (Special Resolution).

3.

To approve, in an advisory, non-binding vote, the compensation of the Company's named executive officers.

4.

To ratify, in an advisory, non-binding vote, the appointment of Ernst & Young LLP as the independent auditors of the Company and to authorize, in a binding vote, the Audit Committee of the Board of Directors to set the auditors' remuneration.

5.

To conduct such other business properly brought before the meeting.

The Board of Directors recommends that you vote "FOR" proposals 1 through 4. The full text of proposals 1 through 4 is set forth in the accompanying proxy statement.

Proposals 1, 3 and 4 are ordinary resolutions, requiring the approval of a simple majority of the votes cast at the meeting. Proposal 2 is a special resolution, requiring the approval of not less than 75% of the votes cast.

Only shareholders of record as of the close of business on August 28, 2015, are entitled to receive notice of and to vote at the Annual General Meeting. **Whether or not you plan to attend the meeting, please provide your proxy by either using the Internet or telephone as further explained in the accompanying proxy statement or filling in, signing, dating, and promptly mailing a proxy card.**

During the meeting, management will also present Seagate's Irish financial statements for the fiscal year ended July 3, 2015 and the reports of the directors and auditors thereon.

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By order of the Board of Directors

Kenneth M. Massaroni,  
*Secretary*

September 4, 2015

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON OCTOBER 21, 2015:**

We will be relying on the U.S. Securities and Exchange Commission rule that allows companies to furnish Proxy Materials over the Internet instead of mailing printed copies of those materials to each shareholder. As a result, we are sending our shareholders a Notice of Internet Availability of Proxy Materials (the "Notice") instead of a paper copy of our Proxy Statement, our Irish financial statements for fiscal year 2015, the proxy card and our Annual Report on Form 10-K for fiscal year 2015 (collectively, the "Proxy Materials"). The Notice also contains instructions on how to request a paper copy of the Proxy Materials. If you have previously elected to receive our Proxy Materials electronically, you will continue to receive these materials via email unless you elect otherwise. A full printed set of our Proxy Materials will be mailed to you automatically only if you have previously made a permanent election to receive our Proxy Materials in printed form.

**IF YOU ARE A SHAREHOLDER WHO IS ENTITLED TO ATTEND AND VOTE, THEN YOU ARE ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON YOUR BEHALF. A PROXY IS NOT REQUIRED TO BE A SHAREHOLDER IN THE COMPANY. IF YOU WISH TO APPOINT AS PROXY ANY PERSON OTHER THAN THE INDIVIDUALS SPECIFIED ON THE PROXY CARD, PLEASE CONTACT THE COMPANY SECRETARY AT OUR REGISTERED OFFICE.**

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**SUMMARY INFORMATION**

This summary highlights information contained elsewhere in this Proxy Statement. For more complete information about the topics summarized below, please review Seagate Technology plc's Annual Report on Form 10-K and the entire Proxy Statement.

**2015 Annual General Meeting of Shareholders**

Date and Time: Wednesday, October 21, 2015 at 9:30am local time

Place: Intercontinental Hotel  
Simmons Court Road  
Dublin 4 Ireland

Record Date: August 28, 2015

Voting: Shareholders as of close of business on the Record Date are entitled to vote on the proxy proposals. Each ordinary share is entitled to one vote for each director nominee and each of the other proposals.

Attendance: All shareholders as of the close of business on the Record Date may attend the meeting. You can attend and vote at the meeting even if you have completed and submitted a form of proxy.

Proxy Materials: The Proxy Materials were first made available to shareholders on or about September 4, 2015.

**Proposals, voting recommendations and vote required:**

The Board of Directors recommends that you vote "FOR" each of the proposals that will be submitted for shareholder approval at the 2015 Annual General Meeting.

| <b>The proposals are:</b>   | <b>Vote required:</b>                            | <b>Page:</b> |
|---|--|--------------|
| 1 By separate resolutions, to elect the 11 director nominees named in the proxy statement.  | Ordinary Resolutions<br>Majority of votes cast   | 12           |
| 2 To determine the price range at which the Company can re-issue shares that it holds as treasury shares under Irish law.   | Special Resolution<br>At least 75% of votes cast | 18           |
| 3 To approve, in an advisory, non-binding vote, the compensation of the Company's named executive officers.   | Ordinary Resolution<br>Majority of votes cast    | 19           |
| 4 To ratify, in an advisory, non-binding vote, the appointment of Ernst & Young LLP as the independent auditors of the Company for the fiscal year ending July 1, 2016 ("fiscal year 2016") and to authorize, in a binding vote, the Audit Committee of the Board of Directors to set the auditors' remuneration. | Ordinary Resolution<br>Majority of votes cast    | 20           |

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**Seagate's Corporate Governance Highlights**

The Board of Directors consists of a substantial majority of independent directors.

The Board of Directors has a lead independent director.

Directors must receive a majority of shareholder votes cast to be elected.

The non-executive directors meet regularly in executive sessions.

Directors and executive officers are subject to share ownership guidelines.

Executive officers are subject to a "clawback" policy.

All directors are elected annually by shareholders.

The Company maintains an anti-hedging policy for all directors and employees.

The Board of Directors and each committee perform a periodic self-evaluation.

The Board of Directors oversees enterprise risk management.

The Board of Directors undertakes succession planning for all executive levels, including the CEO and the Board.

**Director Nominees**

We are asking our shareholders to elect, by separate resolutions, each of the director nominees described below:

| <b>Nominee</b>       | <b>Age</b> | <b>Director Since</b> | <b>Principal Occupation</b>                                    | <b>Independent</b> | <b>Current Committee Membership</b> |
|----------------------|------------|-----------------------|--|--------------------|-------------------------------------|
| Stephen J. Luczo     | 58         | 2000                  | Chairman and Chief Executive Officer of Seagate Technology plc | No                 | None                                |
| Frank J. Biondi, Jr. | 70         | 2005                  | Senior Managing Director of WaterView Advisors LLC             | Yes                | Compensation<br><br>Finance (Chair) |



|                   |    |      |   |     |   |
|-------------------|----|------|---|-----|---|
| Michael R. Cannon | 62 | 2011 | Former President, Global Operations, Dell, Inc. | Yes | Audit                                       |
|                   |    |      |   |     | Nominating and Corporate Governance (Chair) |

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| <b>Nominee</b>      | <b>Age</b> | <b>Director Since</b> | <b>Principal Occupation</b>                                     | <b>Independent</b> | <b>Current Committee Membership</b>                |
|---------------------|------------|-----------------------|---|--------------------|--|
| Mei-Wei Cheng       | 65         | 2012                  | Non-Executive Chairman of Pactera Technology International Ltd. | Yes                | Audit<br><br>Finance                               |
| William T. Coleman  | 67         | 2012                  | Partner with Alsop Louie Partners                               | Yes                | Finance<br><br>Nominating and Corporate Governance |
| Jay L. Geldmacher   | 59         | 2012                  | CEO of Artesyn Embedded Technologies                            | Yes                | Compensation                                       |
| Dr. Dambisa F. Moyo | 46         | Nominee               | International Economist and Commentator                         | Yes                | None   |

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Kristen M. Onken

66

2011

Former Senior Vice President,  
Finance and Chief Financial  
Officer of Logitech  
International, SA

Yes

Audit (Chair)

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| Nominee            | Age | Director Since | Principal Occupation                      | Independent | Current Committee Membership                            |
|--------------------|-----|----------------|---|-------------|---|
| Dr. Chong Sup Park | 67  | 2006           | Former Chairman and CEO of Maxtor         | Yes         | Compensation<br><br>Nominating and Corporate Governance |
| Stephanie Tilenius | 48  | 2014           | Co-Founder and CEO of Vida Health, Inc.   | Yes         | Finance<br><br>Nominating and Corporate Governance      |
| Edward J. Zander   | 68  | 2009           | Former Chairman and CEO of Motorola, Inc. | Yes         | Compensation (Chair)                                    |

For further biographical information about our director nominees see pages 12 through 17 of this Proxy Statement.

**Determine the price range at which the Company can re-issue shares held as treasury shares.**

We are asking you to determine the price range at which the Company can re-issue shares held as treasury shares. From time to time the Company may acquire ordinary shares and hold them as treasury shares. The Company may re-issue such treasury shares, and under Irish law, our shareholders must authorize the price range at which we may re-issue any shares held in treasury. As required under Irish law, this must be approved by special resolution, and requires the affirmative vote of at least 75% of the votes cast.

**Advisory Approval of the Compensation of Our Executives.**

We are asking for your advisory approval of the compensation of our named executive officers (our "NEOs."). While our Board of Directors intends to carefully consider the shareholder vote resulting from the proposal, the final vote will not be binding on us and is advisory in nature.

Before considering this proposal, please read our "Compensation Discussion and Analysis," which explains our executive compensation programs and the Compensation Committee's compensation decisions.



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**Ratification of the appointment of Ernst & Young LLP, and authorization to set auditors' remuneration.**

We are asking you to ratify the appointment of Ernst & Young LLP as our auditors, and to authorize the Audit Committee to set their remuneration.

**Executive Compensation**

*Pay for Performance*

The general philosophy and structure of our executive compensation programs emphasize strong alignment between executive pay and corporate financial performance. In addition, our compensation philosophy is designed to align our executive compensation programs with long term shareholder interests. In the Company's fiscal year ended July 3, 2015 ("fiscal year 2015"), a majority of our long term equity incentive awards were granted in the form of performance based restricted share units, which vest dependent upon the achievement of pre-established performance objectives, including return on invested capital, relative total shareholder return and adjusted earnings per share, reflecting a strong emphasis on pay for performance and the alignment of interests between our NEOs and our shareholders. In addition, over 88% of our NEO total annual targeted compensation is at-risk.

Highlights of fiscal year 2015 financial performance include:

Revenue in fiscal year 2015 remained flat from our fiscal year ended June 27, 2014 ("fiscal year 2014") at \$13.7 billion, as a result of revenue contributed from our acquisitions of Xyratex and LSI Corporation ("LSI") Accelerated Solutions Division and Flash Components Division (the "Flash Business") and a favorable product mix, partially offset by a 4% decrease in units shipped and moderate price erosion;

We shipped 228 exabytes during fiscal year 2015, which represented a 13% increase over fiscal year 2014;

Gross margin in fiscal year 2015 remained flat from fiscal year 2014 at 28% of revenue;

We generated operating cash flow of \$2.6 billion, which included \$773 million received from Western Digital as partial payment of the final award plus accrued interest in our arbitration case against Western Digital and a \$225 million payment related to the final audit assessment received from the Jiangsu Province State Tax Bureau of the People's Republic of China for tax and interest associated with charges to our tax filings for the calendar year 2007 through 2013;

We issued \$500 million of 5.75% Senior Notes due 2034 and \$700 million of 4.875% Senior Notes due 2027 during the December 2014 and June 2015 quarters, respectively;

We repurchased approximately 19 million of our ordinary shares during the year for approximately \$1.1 billion;

We paid approximately \$0.9 billion for the repurchase and early redemption of long term debt, as well as approximately \$0.7 billion of shareholder dividends; and

We completed our acquisition of certain assets and liabilities of the Flash Business from Avago Technologies Limited for \$450 million in cash.

Please review our "Compensation Discussion and Analysis" for additional information and definitions of financial metrics.

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**2016 AGM**

|  |                              |
|--|------------------------------|
| Deadline for shareholder proposals for inclusion in the proxy statement: | May 7, 2016                  |
| Period for shareholder nomination of directors:                          | April 7, 2016 to May 7, 2016 |
| Deadline for all other proposals:  | July 21, 2016                |

For further information see the section entitled "Shareholder Proposals and Nominations" of this Proxy.

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## PROXY STATEMENT

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*In this Proxy Statement, "Seagate Technology," "Seagate," the "Company," "we," "us" and "our" refer to Seagate Technology plc, an Irish public limited company. This Proxy Statement and the enclosed proxy card, or the Notice of Internet Availability of Proxy Materials, are first being mailed to shareholders of record at the close of business on August 28, 2015 (the "Record Date") on or about September 4, 2015.*

### GENERAL INFORMATION

Following are questions and answers concerning voting and solicitation and other general information.

**Why did I receive this Proxy Statement?**

We sent you this Proxy Statement or a Notice of Internet Availability of Proxy Materials ("Notice") on or around September 4, 2015 because our Board of Directors is soliciting your proxy to vote at the Company's 2015 Annual General Meeting of Shareholders ("2015 AGM").

**Why are there two sets of financial statements covering the same fiscal period?**

This Proxy Statement summarizes the information you need to know to vote on an informed basis. U.S. securities laws require us to send you our 2015 Form 10-K, which includes our financial statements prepared in accordance with U.S. GAAP. These financial statements are included in the mailing of this Proxy Statement. Irish law also requires us to provide you with our Irish financial statements for our fiscal year 2015 including the reports of our directors and auditors thereon, which accounts have been prepared in accordance with Irish law. The Irish financial statements are included as Appendix A to this Proxy Statement, are available at [www.proxyvote.com](http://www.proxyvote.com), and, as required as a matter of Irish law, will be laid before the 2015 AGM.

**What do I need to do to attend the 2015 AGM?**

All shareholders as of the Record Date are invited to attend the 2015 AGM. In order to be admitted, you must present a form of personal identification and evidence of share ownership. If your shares are held beneficially in the name of a bank, broker or other holder of record, you may bring a bank or brokerage account statement as your proof of ownership of Seagate shares. Shareholders of record may provide identification matching that of a shareholder appearing on the Company's register, a copy of a share certificate or other evidence of share ownership.

**Who may vote?**

You are entitled to vote if you owned the Company's ordinary shares at the close of business on the Record Date. At that time, there were 296,808,820 of the Company's ordinary shares outstanding and entitled to vote. Each ordinary share that you own entitles you to one vote on

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**How do I vote?**

Shareholders of record can cast their votes by proxy by:

using the Internet and voting at [www.proxyvote.com](http://www.proxyvote.com);

calling 1.800.690.6903 and following the telephone prompts; or

completing, signing and returning a proxy card by mail.

If you have received a Notice it contains a control number that will allow you to access the Proxy Materials online. If you have received a paper copy of our Proxy Materials, a printed proxy card has been enclosed. If you have not received a paper copy of our Proxy Materials and wish to vote by mail, please follow the instructions included in the Notice to obtain a paper proxy card. A full printed set of our Proxy Materials will be mailed to you automatically only if you have previously made a permanent election to receive our Proxy Materials in printed form.

**The Notice is not a proxy card and it cannot be used to vote your shares.**

Shareholders of record may also vote their shares directly by attending the 2015 AGM and casting their vote in person or appointing one or more proxies (who do not have to be shareholders) to attend the 2015 AGM and cast votes on their behalf in accordance with the shareholder's instructions.

Street name holders must vote their shares in the manner prescribed by their bank, brokerage firm or nominee. If you do not receive the voting instructions, please contact your bank, brokerage firm or nominee directly. Street name holders who wish to vote in person at the 2015 AGM must obtain a legal proxy from their bank, brokerage firm or nominee. Street name holders will need to bring the legal proxy with them to the 2015 AGM and hand it in with a signed ballot that is available upon request at the meeting. Street name holders will not be able to vote their shares at the 2015 AGM without a legal proxy and a signed ballot.

**In order to be timely processed, your vote must be received by 11:59 p.m. EST on October 19, 2015 (or, if you are a street name holder, such earlier time as your bank, brokerage firm or nominee may require).**

**May I revoke my proxy?**

If you are a registered holder of the Company's shares you may revoke your proxy at any time before it is voted at the 2015 AGM by:

notifying the Company Secretary in writing: c/o Seagate Technology plc at 38/39 Fitzwilliam Square, Dublin 2, Ireland, Attention: Company Secretary;

submitting another properly signed proxy card with a later date or another Internet or telephone proxy at a later date but prior to the close of voting described above; or

by voting in person at the 2015 AGM.

Merely attending the 2015 AGM does not revoke your proxy. To revoke a proxy, you must take one of the actions described above.

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|  |   |
|--|---|
| <b>How will my proxy get voted?</b>                            | <p>If you are not a registered holder but your shares are registered in the name of a nominee, you must contact the nominee to revoke your proxy.</p> <p>If your proxy is properly submitted, you are legally designating the person or persons named in the proxy card to vote your shares as you have directed. Unless you name a different person or persons to act as your proxy, Dr. Chong Sup Park and Kenneth M. Massaroni (the "Company Designees") shall act as your proxies. If you sign and return your proxy without indicating how your shares are to be voted and name anyone other than a Company Designee as your proxy, that person may vote your shares at their discretion. If you name a Company Designee as your proxy without indicating how your shares are to be voted, the Company Designees shall vote your shares as the Board of Directors recommends on each proposal in this Proxy Statement and at their discretion regarding any other matter properly presented for a vote at the 2015 AGM. The Board of Directors currently does not know of any matters to be raised at the 2015 AGM other than the proposals contained in this Proxy Statement.</p> <p>If you are a street name holder, the rules of the NASDAQ permit your bank, brokerage firm or nominee to vote your shares at their discretion on "routine" matters, which are Proposals 2 (determination of price range) and 4 (ratification of auditors) if it does not receive instructions from you. However, your bank, brokerage firm or nominee may not vote your shares on "non-routine" matters, which are Proposals 1(a)-(k) (director elections) and 3 (ratification of named executive officer compensation) if it does not receive instructions from you ("broker non-votes"). Broker non-votes will be counted for the purposes of a quorum, but will not be counted as votes for or against the non-routine matters, but rather will be regarded as votes withheld and will not be counted in the calculation of votes for or against the resolution.</p> |
| <b>What constitutes a quorum?</b>                              | <p>The presence (in person or by proxy) of shareholders entitled to exercise a majority of the voting power of the Company on the Record Date is necessary to constitute a quorum for the conduct of business. Abstentions and broker non-votes are treated as "shares present" for the purposes of determining whether a quorum exists.</p>  |
| <b>What vote is required to approve each of the proposals?</b> | <p>A majority of the votes cast at the 2015 AGM is required to approve each of Proposals 1, 3 and 4. A majority of the votes cast means that the number of votes cast "for" a proposal must exceed the number of votes cast "against" that proposal. Proposal 2 is a special resolution under Irish law and requires not less than 75% of the votes cast for approval.</p> <p>Although abstentions and broker non-votes are counted as "shares present" at the 2015 AGM for the purpose of determining whether a quorum exists, they are not counted as votes cast either "for" or "against" the proposal and, accordingly, do not affect the outcome of the vote.</p>  |

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**Who pays the expenses of this proxy statement?**

We have hired Morrow & Co to assist in the distribution of Proxy Materials and the solicitation of proxies. We expect to pay Morrow & Co a fee for these services estimated at \$10,000 plus out-of-pocket expenses. Proxies will be solicited on behalf of our Board of Directors by mail, in person, by telephone and through the Internet. We will bear the cost of soliciting proxies. We will also reimburse brokers and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding Proxy Materials to the persons for whom they hold shares.

**How will voting be counted on any other matters that may be presented at the 2015 AGM?**

Although we do not know of any matters to be presented or acted upon at the 2015 AGM other than the items described in this Proxy Statement. If any other matter is proposed and properly and validly presented at the 2015 AGM, the proxy holders will vote on such matters in accordance with their best judgment.

**Board recommendations.**

The Board of Directors recommends that you vote your shares "FOR" each of the proposals in this Proxy Statement.

**Voting procedures and tabulation.**

The Board of Directors has appointed an inspector of elections to act at the 2015 AGM and to make a written report thereof. Prior to the 2015 AGM, the inspector will sign an oath to perform his or her duties in an impartial manner and according to the best of his or her ability. The inspector will ascertain the number of ordinary shares outstanding, determine the ordinary shares represented at the 2015 AGM and the validity of proxies and ballots, count all votes and ballots, and perform certain other duties. The determination of the inspector as to the validity of proxies will be final and binding.

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**PROPOSALS REQUIRING YOUR VOTE**

**PROPOSALS 1(a) 1(k) ELECTION OF DIRECTORS**

*(Ordinary Resolutions)*

The Company uses a majority of votes cast standard for the election of directors. A majority of the votes cast means that the number of votes cast "for" a director nominee must exceed the number of votes cast "against" that director nominee. Each of the Board of Directors nominees is being nominated for election for a one-year term beginning at the end of the 2015 AGM to be held on October 21, 2015 and expiring at the end of the 2016 AGM.

Under our Articles of Association, if a director is not re-elected in a director election, then that director will not be appointed and the position on the Board of Directors that would have been elected or filled by the director nominee will, except in limited circumstances, become vacant. The Board of Directors has the ability to fill the vacancy in accordance with the Articles of Association, subject to approval by the Company's shareholders at the next AGM of Shareholders.

Notwithstanding the requirement that a director nominee requires a majority of the votes cast, as Irish law requires a minimum of two directors at all times, in the event that an election results in either only one or no directors receiving the required majority vote, either the nominee or each of the two nominees, as appropriate, receiving the greatest number of votes in favor of his or her election shall, in accordance with the Company's Articles of Association, hold office until his or her successor(s) shall be elected.

**The Board of Directors recommends that you vote "FOR" each of the following nominees:**

- (a) **Stephen J. Luczo age 58, Director since 2000**, Mr. Luczo has been our CEO since January 2009 and Chairman of the Board of Directors since 2002. Mr. Luczo joined Seagate in October 1993 as Senior Vice President of Corporate Development. In September 1997, he was promoted to President and Chief Operating Officer of Seagate Technology (Seagate Technology plc's predecessor) and, in July 1998, he was promoted to CEO at which time he joined the Board of Directors as a director of Seagate Technology. Mr. Luczo resigned as CEO effective as of July 2004, but remained as Chairman of the Board of Directors. He served as non-employee Chairman from October 2006 to January 2009. From October 2006 until he rejoined us in January 2009, Mr. Luczo was a private investor. Mr. Luczo also served as our President from January 2009 until October 2013. Prior to joining Seagate in 1993, Mr. Luczo was Senior Managing Director of the Global Technology Group of Bear, Stearns & Co. Inc., an investment banking firm, from February 1992 to October 1993. Mr. Luczo served on the board of directors of Microsoft Corporation from May 2012 to March 2014.

As our CEO, Mr. Luczo brings significant expertise to our Board of Directors in financial matters, business development, and operations, along with senior leadership experience, global experience and knowledge of competitive strategy and competition. As CEO, Mr. Luczo has direct responsibility for the Company's strategy and operations. With a background in investment banking and his public company board experience, Mr. Luczo also brings additional expertise in mergers and acquisitions and financial issues facing large companies.

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- (b) **Frank J. Biondi, Jr. age 70, Director since 2005** Mr. Biondi is Senior Managing Director of WaterView Advisors LLC, a private equity fund specializing in media, a position he has held since June 1999. He was Chairman and CEO of Universal Studios from April 1996 through November 1998. Mr. Biondi previously served as President and CEO of Viacom, Inc. from July 1987 through January 1996, and was a member of the Viacom board of directors. Mr. Biondi currently serves on the boards of directors of Amgen, Inc., Cablevision Systems Corporation, RealD, Inc. and ViaSat, Inc. Within the past five years, Mr. Biondi has served as a member of the board of directors of Hasbro, Inc.

As Senior Managing Director of a private equity firm, and as a former CEO of several companies with substantial media experience, Mr. Biondi's significant financial, international, business development and operations expertise, and his service with other public companies enhances the overall perspective of the Board of Directors.

- (c) **Michael R. Cannon age 62, Director since 2011** Mr. Cannon served as President, Global Operations of Dell Inc. from February 2007 until his retirement in January 2009, and as a consultant to Dell Inc. from January 2009 until January 2011. He was the President, Chief Executive Officer and a member of the board of directors of Solectron Corp., an electronic manufacturing services company, from January 2003 until February 2007. From July 1996 until January 2003, Mr. Cannon served as the Chief Executive Officer of Maxtor Corporation ("Maxtor"), a disk drive and storage systems manufacturer. He served on Maxtor's board of directors from July 1996 until Seagate acquired Maxtor in May 2006. Prior to joining Maxtor, Mr. Cannon held senior management positions at IBM. Mr. Cannon served on our Board of Directors from October 2006 until February 2007 and on the board of directors of Elster Group SE from September 2010 through August 2012. He has served on the board of directors of Adobe Systems since 2003 and on the board of directors of Lam Research Corporation since February 2011. He was appointed to the board of directors of Dialog Semiconductor plc in February 2013 and serves on its Compensation Committee and Nominating and Governance Committee.

Mr. Cannon has extensive industry expertise, including expertise in the disk drive business that is invaluable to our Board of Directors. Mr. Cannon brings international, technological, operations, and research and development expertise to our Board of Directors through his service as a public company President, CEO and member of boards of directors. In addition, he has significant leadership experience from his role as a senior executive with other companies.

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- (d) **Mei-Wei Cheng age 65, Director since 2012** Mr. Cheng has served as the Non-Executive Chairman of Pactera Technology International Ltd., a Blackstone portfolio company, since February 1, 2015. Mr. Cheng served as CEO of Siemens North East Asia and President and CEO of Siemens Ltd., China from July 2010 until April 2014. Prior to joining Siemens in May 2010, he was Chairman and CEO of Ford Motor Company (China) Ltd. from 1998 to 2008, as well as a Corporate Vice President of Ford Motor Company, and served as Executive Chairman of Ford Motor Company (China), as well as Group Vice president of Ford Motor Company from 2009 to 2010. Previously, Mr. Cheng held executive positions at General Electric Corporation (GE), including Corporate Vice President, Regional Executive and President of GE Appliance Asia, and Chairman and CEO of GE (China) Ltd. He began his career at AT&T, where he last served as President of AT&T China. Mr. Cheng currently sits on the China Advisory Boards of CRH plc and Magna International. Within the past five years, Mr. Cheng has served as a member of the board of directors of Diebold, Inc.

With his expertise as an executive in the Asia region with several large multinational corporations, Mr. Cheng offers significant international executive level leadership experience to our board, with expertise in international business, business development, technology and sales and marketing. He also brings his experience gained from other board service.

- (e) **William T Coleman age 67, Director since 2012** Mr. Coleman has been a partner with Alsop Louie Partners, a venture capital firm that invests in early stage technology, since June of 2010. Mr. Coleman also served as the Chairman and CEO of Resilient Network Systems, Inc. from January 2013 until January 2014. Before joining Alsop Louie, Mr. Coleman was founder, Chairman of the Board and Chief Executive Officer of Cassatt Corporation from September 2003 to June 2009. Between June 2009 and June 2010, Mr. Coleman was a private investor.

Mr. Coleman previously founded BEA Systems, Inc., an enterprise application and service infrastructure software provider, where he served as Chairman of the Board from 1995 until 2002 and Chief Executive Officer from 1995 to October 2001. Prior to BEA, Mr. Coleman held various executive management positions at Sun Microsystems, Inc. He currently sits on the boards of directors of iControl, Inc. and Dreamfactory, Inc. Within the past five years, Mr. Coleman has also served on the boards of directors of Palm, Inc., Symantec Corp., Framehawk, Inc., and Resilient Network Systems, Inc.

As a partner of a private equity firm and with his prior experience as Chairman, CEO, and founder of several technology companies Mr. Coleman is an experienced leader with significant expertise in business development, technology, sales and marketing, and research and development. In addition, his varied private and public company board service allows him to provide a diverse perspective to our Board of Directors.

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- (f) **Jay L. Geldmacher** age 59, Director since 2012
- Mr. Geldmacher has served as CEO of Artesyn Embedded Technologies, a spin off from the Embedded Computing and Power business of Emerson Electric Co., since November, 2013. Between 2007 and November 2013, Mr. Geldmacher served as Executive Vice President of Emerson Electric Company and President of Emerson Network Power's Embedded Computing & Power Group, which designs, manufactures and distributes embedded computing and embedded power products, systems and solutions. From 2006 to 2007, he served as Group Vice President and President of Emerson Network Power's Embedded Computing & Power Group. From 1998 to 2006, he served as President of Astec Power Solutions, an Emerson subsidiary. Mr. Geldmacher has also served on the board of the University of Arizona Business School since 2002. Within the past five years, Mr. Geldmacher has served on the board of directors of Owens-Illinois, Inc.

As a CEO, Mr. Geldmacher brings international, technological, and operational expertise to our Board of Directors, along with cross board experience from his service on public company and university boards.

- (h) **Dambisa F. Moyo** age 46, Director Nominee
- Dr. Moyo is a global economist and commentator on the macroeconomy, with a background in financial services. She is the author of the New York Times bestsellers: *Dead Aid: Why Aid is Not Working and How There is a Better Way for Africa*, *How the West Was Lost: Fifty Years of Economic Folly and the Stark Choices Ahead*, and *Winner Take All: China's Race for Resources and What it Means for the World*. Dr. Moyo completed a PhD in economics at Oxford University and holds a master's degree from Harvard University. She also completed an undergraduate degree in chemistry and an MBA in finance at American University in Washington, D.C. Her previous experience includes serving as an economist for Goldman Sachs' debt capital markets, hedge fund coverage and global macroeconomics teams for almost a decade. Since 2008, Dr. Moyo has principally been engaged in researching, speaking and writing about international macroeconomics. Dr. Moyo currently serves on the board of directors of Barclays Bank PLC, Barrick Gold Corporation and SABMiller PLC. Within the past five years, Dr. Moyo has served as a member of the board of directors of Lundin Petroleum AB.

Dr. Moyo's political, public administration, and financial expertise, and her experience analyzing global markets and international affairs will be an important contribution to the Board's business strategy. With her board service for public companies and audit committee experience, she provides cross-board perspective and expertise.



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- (h) **Kristen M. Onken** age 66, Director since 2011
- Ms. Onken served on the board of Biosensors International Group, Ltd. from September 2006 through July 2008 and on the board of Silicon Laboratories Inc. from September 2007 through April 2013. Ms. Onken served as Senior Vice President, Finance, and Chief Financial Officer of Logitech International, S.A. from February 1999 through May 2006. From September 1996 to February 1999, Ms. Onken served as Vice President of Finance at Fujitsu PC Corporation. Ms. Onken held various positions at Sun Microsystems Inc. from 1991 through 1996.
- Ms. Onken brings financial, international, technological, and operational expertise to our Board of Directors through her service as a public company CFO and senior level executive at several technology companies, as well as her service as a public company board member. Ms. Onken's board service with other public companies provides cross board experience.
- (i) **Chong Sup Park** age 67, Director since 2006
- Dr. Park served as Chairman and CEO of Maxtor from November 2004 until May 2006, as Chairman of Maxtor's board of directors from May 1998 until May 2006, and as a member of its board from February 1994 to May 2006. Maxtor was acquired by Seagate in May 2006. Dr. Park served as Investment Partner and Senior Advisor at H&Q Asia Pacific, a private equity firm, from April 2004 until September 2004, and as a Managing Director for the firm from November 2002 to March 2004. Prior to joining H&Q Asia Pacific, Dr. Park served as President and CEO of Hynix Semiconductor Inc. from March 2000 to May 2002, and from June 2000 to May 2002 he also served as its Chairman. Within the past five years, Dr. Park has served as a member of the boards of directors of Computer Sciences Corporation, Brooks Automation, Inc., Enphase Energy, Inc. and Ballard Power Systems, Inc.
- As a former board chair and CEO, and having held other senior management positions with other companies, Dr. Park contributes significant international, business development, technological and sales and marketing experience to our Board of Directors. In addition, Dr. Park has extensive industry expertise, including expertise in the disk drive business that he brings to our Board of Directors. Dr. Park's board service with other public companies provides cross board experience.

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(j) **Stephanie Tilenius** age 48, Director since 2014

Ms. Tilenius is a Co-Founder of and has been CEO of Vida Health, Inc. since January 2014. Ms. Tilenius was an Executive in Residence at Kleiner Perkins Caufield & Byers, a venture capital firm, from June 2012 until October 2014, primarily focusing on companies within its Digital Growth Fund. From February 2010 until June 2012, Ms. Tilenius was vice president of global commerce and payments at Google, Inc., where she oversaw digital commerce, product search and payments. Prior to joining Google, she was at eBay Inc. from March 2001 until October 2009, ultimately as Senior Vice President of eBay.com and global products. Ms. Tilenius was also a co-founder of PlanetRx.com and has worked at other technology and business enterprises. Ms. Tilenius has served as a member of Coach Inc.'s board of directors since August 2012. She is on the boards of directors of Tradesy, and RedBubble, and serves as Chair of the Advisory Board of the Harvard Business School California Research Center.

Ms. Tilenius is an experienced senior executive in the consumer internet sector. She contributes her leadership, strategic insight, digital and ecommerce expertise, and her experience as a company founder to our Board of Directors, along with cross-board experience as a board member for other public and private companies.

(k) **Edward J. Zander** age 68, Director since 2009

Mr. Zander served as Chairman and CEO of Motorola, Inc. from January 2004 until January 2008, when he retired as CEO and continued as Chairman. He resigned as Chairman in May 2008. Prior to joining Motorola, Mr. Zander was a Managing Director of Silver Lake Partners, a leading private equity fund focused on investments in technology industries from July 2003 to December 2003. Mr. Zander was President and COO of Sun Microsystems Inc., a leading provider of hardware, software and services for networks, from October 1987 until June 2002. Mr. Zander has served as a member of the board of NetSuite, Inc. since 2009. He previously served on our Board of Directors from November 2002 to October 2004.

Mr. Zander brings financial, technological, sales and marketing, and research and development expertise to our Board of Directors from his career as a senior executive of technology companies, and financial expertise from his prior private equity experience. He brings cross board experience from his service on other public company boards.

There is no family relationships between any of the directors, director nominees or our executive officers, nor are any of our directors, director nominees or executive officers party to any legal proceedings adverse to us.

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**PROPOSAL 2 DETERMINE THE PRICE RANGE AT WHICH THE COMPANY  
CAN RE-ISSUE SHARES HELD AS TREASURY SHARES**

*(Special Resolution)*

Our open-market share repurchases and other share buyback activities, all effected by way of redemptions in accordance with our Articles of Association, may result in ordinary shares being acquired and held by the Company as treasury shares. We may re-issue treasury shares that we acquire through our various share buyback activities including in connection with our executive and director compensation programs.

Under Irish law, our shareholders must authorize the price range at which we may re-issue any shares held in treasury. In this Proposal, that price range is expressed as a minimum and maximum percentage of the closing market price of our ordinary shares on the NASDAQ the day preceding the day on which the relevant share is re-issued. Under Irish law, this authorization must expire no later than 18 months after its passing unless renewed.

**"RESOLVED, that for purposes of Section 1078 of the Companies Act 2014, the re-allotment price at which any treasury shares (as defined by Section 106(1) of the Companies Act of 2014) held by the Company may be re-allotted off-market shall be as follows:**

**(a) The maximum price at which a treasury share may be re-allotted off-market shall be an amount equal to 120% of the closing price on the NASDAQ for shares of that class on the day preceding the day on which the relevant share is re-allotted by Seagate.**

**(b) The minimum price at which a treasury share may be re-allotted shall be the nominal value of the share where such a share is required to satisfy an obligation under an employees' share scheme (as defined under Section 64(1) of the Companies Act 2014) or any share incentive plan operated by Seagate or, in all other cases, an amount equal to 90% of the closing price on the NASDAQ for shares of that class on the day preceding the day on which the relevant share is re-allotted by Seagate.**

**(c) The re-allotment price range as determined by paragraphs (a) and (b) shall expire eighteen months from the date of the passing of this resolution, unless previously varied, revoked or renewed in accordance with the provisions of Section 1078 of the Companies Act 2014."**

The affirmative vote of not less than 75% of the votes cast by holders of ordinary shares represented in person or by proxy at the 2015 AGM is necessary to approve Proposal 2 regarding the price range at which Seagate may re-issue any treasury shares in off-market transactions.

**The Board of Directors recommends that shareholders vote "FOR" the proposal to determine the price at which the Company can reissue shares held as treasury shares.**

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**PROPOSAL 3 AN ADVISORY, NON-BINDING VOTE ON THE COMPANY'S  
EXECUTIVE COMPENSATION**

*(Ordinary Resolution)*

The Board of Directors is presenting the following Proposal, commonly known as a "Say-on-Pay" proposal, which gives you as a shareholder the opportunity to endorse or not endorse, in an advisory, non-binding vote, the compensation of our named executive officers, as required by Section 14A of the Exchange Act and the related rules of the SEC. The Board of Directors currently intends to hold such votes annually. Accordingly, the next such vote will be held at the Company's 2016 Annual General Meeting. You may endorse or not endorse, respectively, the compensation paid to our named executive officers by voting for or against the following resolution:

**"RESOLVED, that, on an advisory, non-binding basis, the compensation of the Company's named executive officers, as disclosed in the Compensation Discussion and Analysis, the accompanying compensation tables and the related disclosure contained in the Company's proxy statement is hereby approved."**

While our Board of Directors intends to carefully consider the shareholder vote resulting from the proposal, the final vote will not be binding, and is advisory in nature.

In considering your vote, please be advised that our compensation program for our named executive officers is guided by our design principles, as described in the Compensation Discussion and Analysis of this Proxy Statement:

*Cash compensation tied to performance.* At least half of the cash compensation opportunity for our named executive officers is based on Company and individual performance. The cash compensation of our named executive officers has fluctuated from year to year, reflecting the Company's financial results. In addition, we have implemented a cap on annual bonus funding.

*Long-term equity incentive compensation tied to performance.* In fiscal year 2015, a majority of our long-term equity incentive awards were granted in the form of performance-based restricted share units, which vest dependent upon the achievement of pre-established performance objectives, including return on invested capital, relative total shareholder return and adjusted earnings per share (as described in further detail in this Proxy Statement).

*Compensation unrelated to performance is limited.* We do not have executive employment agreements, guaranteed incentive awards, "golden parachutes," single trigger change of control severance provisions, executive pensions or tax-gross ups for our named executive officers.

*Share Ownership Guidelines.* Our share ownership guidelines for our named executive officers directly tie executive performance and retained value from our shares to the value returned to our shareholders.

**The Board of Directors recommends that you vote "FOR" the advisory, non-binding approval of the compensation of our named executive officers as disclosed in the Compensation Discussion and Analysis, the accompanying compensation tables, and the related disclosure contained in this Proxy Statement.**

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**PROPOSAL 4 NON-BINDING RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP  
AND BINDING AUTHORIZATION OF AUDIT COMMITTEE TO SET AUDITORS' REMUNERATION**

*(Ordinary Resolution)*

At the 2015 AGM, shareholders will be asked to approve the appointment of Ernst & Young LLP as our independent auditors for the fiscal year ending July 1, 2016, and to authorize the Audit Committee of our Board of Directors to set the independent auditors' remuneration. Ernst & Young LLP has been acting as our independent auditors for many years and, both by virtue of its long familiarity with the Company's affairs and its ability, is considered best qualified to perform this important function.

Representatives of Ernst & Young LLP will be present at the 2015 AGM and will be available to respond to appropriate questions. They will have an opportunity to make a statement if they so desire.

**The Board of Directors recommends a vote "FOR" the proposal to approve the appointment of Ernst & Young LLP as independent auditors of the Company and to authorize the Audit Committee of the Board of Directors to set the auditors' remuneration.**

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*Audit Committee Report*

Our management is responsible for preparing and presenting our financial statements, and our independent auditors, Ernst & Young LLP, are responsible for performing an independent audit of our annual consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB) and for auditing the effectiveness of our internal control over financial reporting as of the end of our fiscal year. One of the Audit Committee's responsibilities is to monitor and oversee these processes. In connection with the preparation of the financial statements as of and for the fiscal year ended July 3, 2015, the Audit Committee performed the following tasks:

- (1) reviewed and discussed the audited financial statements for fiscal year 2015 with management and with Ernst & Young LLP;
- (2) reviewed and discussed with management its assessment and report on the effectiveness of our internal control over financial reporting as of July 3, 2015, which it made based on the criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) (the COSO Criteria);
- (3) reviewed and discussed with Ernst & Young LLP its attestation report on the effectiveness of our internal control over financial reporting as of July 3, 2015, which report was included in our Annual Report on Form 10-K for the fiscal year ended July 3, 2015;
- (4) discussed with Ernst & Young LLP the matters required to be discussed by the PCAOB Auditing Standard No. 16 "Communications with Audit Committees (AS16)", including Ernst & Young LLP's judgment about the quality, in addition to the acceptability, of our accounting principles and underlying estimates in our financial statements; and
- (5) received the written disclosures and the letter from Ernst & Young LLP required by the applicable requirements of the PCAOB regarding the independent auditor's communications with the Audit Committee concerning independence, and discussed with Ernst & Young LLP their independence.

Based upon these reviews and discussions, the Audit Committee recommended, and the Board of Directors approved, that our audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended July 3, 2015, for filing with the SEC.

Respectfully submitted,  
THE AUDIT COMMITTEE

Kristen M. Onken, Chair  
Michael R. Cannon  
Mei-Wei Cheng  
Gregorio Reyes

Table of Contents**Fees Paid to Independent Auditors**

The aggregate fees paid or accrued by us for professional services provided by Ernst & Young LLP in fiscal years ended July 03, 2015 and June 27, 2014 are set forth below.

|                    | Fiscal Year     |                 |
|--------------------|-----------------|-----------------|
|                    | 2015            | 2014            |
|                    | (In thousands)  |                 |
| Audit Fees         | \$ 6,170        | \$ 6,438        |
| Audit-Related Fees | 331             | 869             |
| Tax Fees           | 46              | 309             |
| All Other Fees     | 18              | 8               |
| <b>Total</b>       | <b>\$ 6,565</b> | <b>\$ 7,624</b> |

**Audit Fees.** This category consists of professional services provided in connection with the integrated audit of our annual consolidated financial statements and the audit of internal control over financial reporting, the review of our unaudited quarterly consolidated financial statements, and audit services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements for those fiscal years. The fees for fiscal year 2015 included audit activities related to the acquisition of LSI's flash business and services in connection with our debt offerings, and in fiscal year 2014 included audit activities related to the acquisition of Xyratex Ltd and services in connection with our debt offerings.

**Audit-Related Fees.** This category consists of assurance and related services provided by Ernst & Young LLP that were reasonably related to the performance of the audit or review of our consolidated financial statements and which are not reported above under "Audit Fees". For fiscal years 2015 and 2014, this category includes: pension plan and grant or similar audits, agreed upon procedures engagements, and advisement on accounting matters that arose during those years in connection with the preparation of our annual and quarterly consolidated financial statements and fees related to due diligence procedures.

**Tax Fees.** This category consists primarily of professional services provided by Ernst & Young LLP primarily for tax compliance for fiscal years 2015 and 2014.

**All Other Fees.** This category consists of fees for the use of Ernst & Young LLP's online accounting research tool and iXBRL tagging services performed for fiscal years 2015 and 2014.

In fiscal years 2015 and 2014, all audit, audit related, tax and all other fees were pre-approved by the Audit Committee. Under the SEC rules, subject to certain permitted de minimis criteria, pre-approval is required for all professional services rendered by the Company's principal accountant. We are in compliance with these SEC rules. In making its recommendation to ratify the appointment of Ernst & Young LLP as our independent auditors for fiscal year 2016, the Audit Committee considered whether the services provided to us by Ernst & Young LLP are compatible with maintaining the independence of Ernst & Young LLP from us. The Audit Committee has determined that the provision of these services by Ernst & Young LLP is compatible with maintaining that independence.

**Pre-Approval of Services by Independent Auditors**

The Audit Committee pre-approves all audit and other permitted non-audit services provided to us by our independent auditors. These services may include audit services, audit-related services, tax services and other permissible non-audit services. The Audit Committee may also pre-approve particular services on a case-by-case basis. The Audit Committee has delegated the authority to grant pre-approvals to the Audit Committee Chair when the full Audit Committee is unable to do so. These pre-approvals are reviewed by the full Audit Committee at its next regular meeting. Our independent auditors and senior management periodically report to the Audit Committee regarding the extent of services provided by the independent auditors.

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**CORPORATE GOVERNANCE**

**Corporate Governance Guidelines**

Our Corporate Governance Guidelines, together with the Board of Directors committee charters, provide the framework for the corporate governance of the Company. Following is a summary of our Corporate Governance Guidelines. Our Corporate Governance Guidelines, as well as the charters of each of our Board committees, are available on our website at [www.seagate.com](http://www.seagate.com), under "Investors Corporate Governance."

***Role of the Board of Directors***

The Board of Directors, elected annually by our shareholders, directs and oversees the management of the business and affairs of the Company. In this oversight role, the Board of Directors serves as the ultimate decision-making body of the Company, except for those matters reserved to the shareholders.

The Board of Directors and its Committees have the primary responsibilities of:

Reviewing, monitoring and approving the Company's strategic direction, annual operating plan and major corporate actions;

Monitoring and evaluating the performance of the Company;

Evaluating the performance of our CEO;

Reviewing and approving CEO and senior management succession planning;

Advising and counseling the Company's management;

Overseeing the Company's ethics programs and legal compliance, including the Company's Code of Ethics; and

Overseeing the Company's enterprise risk management processes and programs.

***Board Leadership Structure***

The Board of Directors generally believes that the offices of Chairman and CEO should be held by separate persons to aid in the oversight of management, unless it is in the best interests of the Company that the same person holds both offices. The Board of Directors believes that having Mr. Luczo serving in the combined role of Chairman and CEO is the most effective structure for the Company at this time, and that it has worked well for the Company. It is the Board of Directors' view that the Company's corporate governance principles, the quality, stature and substantive business knowledge of the members of the Board of Directors, as well as the Board of Directors' culture of open communication with the CEO and senior management are conducive to Board of Directors effectiveness with a combined Chairman and CEO position.

In addition, the Board of Directors has a Lead Independent Director and it believes this role addresses the need for independent leadership and an organizational structure for the independent directors. The Board of Directors appoints the Lead Independent Director each year after the AGM for a one-year term from among the Board of Directors' independent directors. The Lead Independent Director coordinates the activities of the other non-employee directors, presides over meetings of the Board of Directors at which the Chairman of the Board is not present and at each executive session, facilitates the CEO evaluation process, serves as liaison between the Chairman of the Board and the independent directors, approves meeting schedules and agendas for the Board of Directors, has authority to call meetings of the independent directors, and is available for consultation and direct communication if requested by major shareholders.





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Dr. Park has served as our Lead Independent Director since October 26, 2011 having been re-appointed by the Board of Directors annually since that date.

***Board Risk Oversight***

The Board of Directors has oversight responsibility of the processes established to report and monitor systems for material risks applicable to the Company. The Board of Directors and its committees focus on the Company's general risk management strategy and the most significant risks facing the Company and ensure that appropriate risk mitigation strategies are implemented by management. The full Board of Directors is responsible for considering strategic risks and succession planning, and the committees oversee other categories of risk including:

risks associated with the Company's systems of disclosure controls and internal controls over financial reporting, risks associated with foreign exchange, insurance, credit and debt;

risks associated with the Company's compliance with legal and regulatory requirements;

risks related to the attraction and retention of talent and risks related to the design of compensation programs and arrangements; and

risks associated with sustainability.

Finally, as part of its oversight of the Company's executive compensation program, the Compensation Committee considers the impact of the Company's executive compensation program and the incentives created by the compensation awards that it administers on the Company's risk profile. In addition, the Company reviews all of its compensation policies and procedures, including the incentives that they create and factors that may reduce the likelihood of excessive risk taking, to determine whether they present a significant risk to the Company. Based on this review, the Company has concluded that its compensation policies and procedures are not reasonably likely to have a material adverse effect on the Company.

***Director Compensation and Share Ownership***

It is the Board of Directors' practice to maintain a fair and straightforward compensation program at the Board of Directors level, which is designed to be competitive with compensation programs from comparable companies. The Compensation Committee recommends and administers the policies that govern the level and form of director compensation, with oversight from the independent directors. In addition, the Compensation Committee believes that a substantial portion of the total director compensation package should be in the form of equity in the Company in order to better align the interests of the Company's directors with the long-term interests of its shareholders. As such, the directors are subject to a share ownership requirement of four times the annual cash retainer paid to the directors as described in more detail later in this Proxy Statement.

***Board Composition***

The Board of Directors consists of a substantial majority of independent, non-employee directors. In addition, our Corporate Governance Guidelines require that all members of the standing committees of the Board of Directors must be independent directors. The Board of Directors has the following four standing committees: Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, and Finance Committee. The Board of Directors has determined that each member of each of these committees is "independent" as defined in the NASDAQ listing standards and that each member of the Compensation Committee and Audit Committee meet applicable NASDAQ and SEC independence standards for such committees. Committee memberships and chairs are rotated periodically.

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***Board Diversity***

While the Board of Directors has not adopted a formal policy with regard to the consideration of diversity in identifying director nominees, the Nominating and Corporate Governance Committee considers the skills, expertise and background that would complement the existing Board of Directors and ensure that its members are appropriately diverse and consists of members with various and relevant backgrounds, skills, knowledge and experience.

***Board Advisors***

The Board of Directors and its committees may, under their respective charters, retain their own advisors to carry out their responsibilities.

***Executive Sessions***

The Company's independent directors meet privately in regularly scheduled executive sessions of the Board of Directors and Committees, without management present, to consider such matters as the independent directors deem appropriate. These executive sessions are typically held at each Board of Directors and Committee meeting.

***Board Evaluation***

The Nominating and Corporate Governance Committee assists the Board of Directors in periodically evaluating its performance and the performance of the Board committees. Each committee also conducts periodic self-evaluation. The effectiveness of individual directors is considered each year when the Board of Directors nominates directors to stand for election.

***Director Orientation and Education***

The Company has developed an orientation program for new directors and reimburses directors for continuing education. In addition, the directors are given full access to management and other employees as a means of providing additional information.

***Director Nomination Process***

The Nominating and Corporate Governance Committee reviews the composition of the full Board of Directors to identify the qualifications and areas of expertise needed to further enhance the composition of the Board of Directors, makes recommendations to the Board of Directors concerning the appropriate size and needs of the Board of Directors and, on its own, with the assistance of other Board of Directors members or management, a search firm or others, identifies candidates with those qualifications. In considering candidates, the Nominating and Corporate Governance Committee takes into account all factors it considers appropriate, including breadth of experience, understanding of business and financial issues, ability to exercise sound judgment, diversity, leadership, and achievements and experience in matters affecting business and industry. The Nominating and Corporate Governance Committee considers the entirety of each candidate's credentials and believes that at a minimum each nominee should satisfy the following criteria: highest character and integrity, experience and understanding of strategy, sufficient time to devote to Board of Directors matters, and no conflict of interest that would interfere with performance as a director. The Nominating and Corporate Governance Committee seeks to ensure that the Board of Directors is composed of members whose particular expertise, qualifications, attributes and skills, when taken together, allow the Board of Directors to satisfy its oversight responsibilities effectively. Shareholders may recommend candidates for consideration for Board of Directors membership by sending the recommendation to the Nominating and Corporate Governance Committee, care of the Company Secretary. Candidates recommended by shareholders are evaluated in the same manner as director candidates identified by any other means.

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***Term Limits and Retirement***

The Board of Directors does not have a mandatory retirement age for directors and, because the Nominating and Corporate Governance Committee annually evaluates director nominees for the following year, the Board of Directors has decided not to adopt arbitrary term limits for its directors.

**Director Independence**

The Board of Directors has determined that all of our current directors and director nominees, except Stephen J. Luczo, who is an employee of the Company, are independent under the NASDAQ listing standards and the Corporate Governance Guidelines, which are consistent with the NASDAQ listing standards. When assessing director independence, the Board of Directors considers the various commercial, charitable and employment transactions and relationships known to the Board of Directors (including those identified through annual directors' questionnaires) that exist between the Company and the entities with which our directors or members of their immediate families are, or have been, affiliated. The Board of Directors evaluated certain transactions that arose in the ordinary course of business between the Company and such entities and which occurred on the same terms and conditions available to other customers and suppliers. After reviewing these transactions and such other information as the Board of Directors deemed advisable, the Board of Directors determined that Messrs. Biondi, Cannon, Cheng, Coleman, Geldmacher, Reyes and Zander, Mses. Onken and Tilenius and Drs. Park and Moyo are independent under both the Company's Corporate Governance Guidelines and the applicable NASDAQ rules.

**Director Changes**

Mr. Gregorio Reyes, currently serving as a member of our Board of Directors will retire at the 2015 AGM. This is not due to any disagreement with the Company's management or Board of Directors.

**Communications with Directors**

Shareholders and other interested parties wishing to communicate with the Board of Directors, the non-employee directors or any individual director (including our Lead Independent Director and any Committee Chair) may do so by sending a communication to the Board of Directors and/or a particular member of the Board of Directors, care of the Company Secretary. Depending upon the nature of the communication and to whom it is directed, the Company Secretary will: (a) forward the communication to the appropriate director or directors; (b) forward the communication to the relevant department within the Company; or (c) attempt to handle the matter directly (for example, a communication dealing with a share ownership matter).

**Code of Ethics**

The Company has adopted a Code of Ethics applicable to the Chief Executive Officer, the Chief Financial Officer, and the principal accounting officer or controller or persons performing similar functions of Seagate Technology plc. The Code of Ethics is available at [www.seagate.com](http://www.seagate.com), under "Investors." Amendments to, or waivers of the Code of Ethics will be disclosed promptly on our website or on a current report on Form 8-K. No such waivers were requested or granted in the fiscal year 2015.

**Securities Trading Policy and Other Restrictions**

The Company prohibits its directors and executive officers from (i) purchasing any financial instruments designed to hedge or offset any decrease in the market value of Company securities and (ii) engaging in any form of short-term speculative trading in Company securities. Directors and

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executive officers are also prohibited from holding Company securities in a margin account or pledging Company securities as collateral for a loan unless the General Counsel provides pre-clearance after the director or executive officer clearly demonstrates the financial capability to repay the loan without resort to the pledged securities.

**Executive Officers**

The following sets forth the name, age and position of each of the persons who were serving as executive officers as of September 4, 2015. There are no family relationships among any of our executive officers.

| <b>Name</b>                | <b>Age</b> | <b>Positions</b>   |
|----------------------------|------------|--|
| Stephen J. Luczo           | 58         | Chairman and Chief Executive Officer                                       |
| Philip G. Brace            | 44         | President, Cloud Systems and Electronics Solutions                         |
| William D. Mosley          | 49         | President, Operations and Technology                                       |
| Albert A. "Rocky" Pimentel | 60         | President, Global Markets and Customers                                    |
| Patrick J. O'Malley        | 53         | Executive Vice President, Chief Financial Officer                          |
| Mark Re                    | 55         | Senior Vice President, Chief Technology Officer                            |
| Douglas DeHaan             | 57         | General Manager, Samsung HDD Brand of Products                             |
| David H. Morton Jr.        | 43         | Senior Vice President, Finance, Treasurer and Principal Accounting Officer |
| Regan J. MacPherson        | 52         | Vice President and Interim General Counsel                                 |

Stephen J. Luczo. Mr. Luczo, 58, has served as our CEO since January 2009 and as Chairman of the Board since 2002. Mr. Luczo joined Seagate in October 1993 as Senior Vice President of Corporate Development. In September 1997, he was promoted to President and Chief Operating Officer of Seagate Technology (Seagate Technology plc's predecessor) and, in July 1998, he was promoted to CEO at which time he joined the Board as a director of Seagate Technology. Mr. Luczo resigned as CEO effective as of July 2004, but remained as Chairman of the Board. He served as non-employee Chairman from October 2006 to January 2009. From October 2006 until he rejoined us in January 2009, Mr. Luczo was a private investor. Mr. Luczo also served as our President from January 2009 until October 2013. Prior to joining Seagate in 1993, Mr. Luczo was Senior Managing Director of the Global Technology Group of Bear, Stearns & Co. Inc., an investment banking firm, from February 1992 to October 1993. Mr. Luczo served on the board of directors of Microsoft Corporation from May 2012 to March 2014.

Philip G. Brace. Mr. Brace, 44, has served as our President, Cloud Systems and Electronics Solutions since July 22, 2015. Mr. Brace joined Seagate in September 2, 2014 as Executive Vice President and Chief Technology Officer of Silicon Solutions, and was promoted to Interim President of Cloud Systems and Electronics Solutions on April 30, 2015. He was previously employed by LSI Corporation ("LSI") from August 2005 through September 2014. At LSI, he was the Executive Vice President of the Storage Solutions Group from July 2012 to September 2014, Senior Vice President and General Manager from January 2009 to July 2012, and Senior Vice President of Corporate Planning and Marketing from August 2005 to January 2009.

William D. Mosley. Mr. Mosley, 49, has served as our President, Operations and Technology since October 2013 and as Executive Vice President, Operations from March 2011 until October 2013. Prior to that, he served as Executive Vice President, Sales and Marketing from September 2009 through March 2011; Executive Vice President, Sales, Marketing and Product Line Management from February 2009 to September 2009; Senior Vice President, Global Disk Storage Operations from 2007 to 2009; and Vice President, Research and Development, Engineering from 2002 to 2007.

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Albert A. "Rocky" Pimentel. Mr. Pimentel, 60, has served as our President of Global Markets and Customers since October 2013 and as Executive Vice President, Chief Sales and Marketing Officer from April 2011 until October 2013. Prior to that, Mr. Pimentel served as a director of Seagate from 2009 until his resignation from the Board of Directors in April 2011. Mr. Pimentel served as Chief Operating Officer and Chief Financial Officer ("CFO") at McAfee, Inc., from 2008 until he retired in August 2010. He served as the Executive Vice President and CFO of Glu Mobile from 2004 to 2008. Prior to joining Glu Mobile, Mr. Pimentel served as Executive Vice President and CFO at Zone Labs from 2003 to 2004, which was acquired by Check Point Software in 2004.

Patrick J. O'Malley. Mr. O'Malley, 53, has served as our Executive Vice President and Chief Financial Officer since August 2008. Previously, he served as our Senior Vice President, Finance from 2005 to August 2008. Prior to that, he was our Senior Vice President, Consumer Electronics from 2004 to 2005.

Mark Re. Mr. Re, 55, has served as our Senior Vice President, Research and Development since July 2013. Prior to that, he served as our Vice President, Research, from August 2003 to August 2006. Mr. Re currently serves on the Scientific Advisory Board for the Data Storage Institute, as well as on the Pittsburgh Technology Council and the Advanced Storage Technology Consortium.

Douglas DeHaan. Mr. DeHaan, 57, has been our General Manager, Samsung HDD Products since September 2012. Prior to that, he served as our Senior Vice President, Operations and Materials, from February 2009 until September 2012; Senior Vice President of Quality from 2008 to 2009; and Senior Vice President of Product and Process Development, Core Products, from 2003 to 2008.

David H. Morton Jr. Mr. Morton, 43, has served as our Senior Vice President, Finance, Treasurer and Principal Accounting Officer since April 2014 and our Vice President, Finance, Treasurer and Principal Accounting Officer from October 2009 to April 2014; Vice President of Finance, Sales and Marketing from March 2009 to October 2009; Vice President of Sales Operations from July 2007 to March 2009; Vice President of Finance, Storage Markets from October 2006 to July 2007; Executive Director of Consumer Electronics Finance from October 2005 to October 2006; and Executive Director of Corporate FP&A from June 2004 to October 2005.

Regan J. MacPherson. Ms. MacPherson, 52, has served as our Vice President and Interim General Counsel since August 2015. She served as Deputy General Counsel from September 2013 until August 2015. Prior to that, she was Assistant General Counsel from 2010 through 2013, Associate General Counsel from 2008 to 2010 and a Senior Manager in Legal from 2005 to 2008.

**Committees of the Board**

***Audit Committee***

*Members:* Kristen M. Onken, Chair  
Michael R. Cannon  
Mei-Wei Cheng  
Gregorio Reyes

*Key Functions:*

Review annual audited and quarterly financial statements, as well as the Company's disclosures under "Management's Discussion and Analysis of Financial Conditions and Results of Operations," with management and the independent auditors.

Obtain and review periodic reports, at least annually, from management assessing the effectiveness of the Company's internal controls and procedures for financial reporting.

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Review the Company's processes to assure compliance with all applicable laws, regulations and corporate policy.

Recommend the public accounting firm to be proposed for appointment by the shareholders as our independent auditors and review the performance of the independent auditors.

Review the scope of the audit and the findings and approve the fees of the independent auditors.

Approve in advance permitted audit and non-audit services to be performed by the independent auditors.

Satisfy itself as to the independence of the independent auditors and ensure receipt of their annual independence statement.

The Board of Directors has determined that all current members of the Audit Committee meet the applicable NASDAQ and SEC standards for membership on the Audit Committee, and that each of Mr. Cannon, Mr. Cheng and Ms. Onken is an audit committee financial expert, as that term is defined by rules of the SEC.

A copy of the charter of the Audit Committee is available on our website, [www.seagate.com](http://www.seagate.com), under the heading "Investors Corporate Governance."

***Compensation Committee***

*Members:* Edward J. Zander, Chair  
Frank J. Biondi, Jr.  
Jay L. Geldmacher  
Chong Sup Park

*Key Functions:*

Establish executive compensation policies.

Review and approve the goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance against those goals and objectives and set the Chief Executive Officer's compensation level based on this evaluation. The Compensation Committee Chair presents all compensation decisions pertaining to the Chief Executive Officer to the full Board.

Approve compensation of officers and key employees.

Review and approve executive compensation and benefit programs.

Administer the Company's equity compensation plans.

Review and recommend significant changes in principal employee benefit programs.

Approve and oversee Compensation Committee consultants.

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For a discussion concerning the processes and procedures for determining executive and director compensation and the role of executive officers and compensation consultants in determining or recommending the amount or form of compensation, see "Compensation Discussion and Analysis" and "Compensation of Directors," respectively.

The Board has determined that each member of the Compensation Committee meets all applicable NASDAQ and SEC standards for membership on the Compensation Committee. In addition, the Board has determined that each member of the Compensation Committee qualifies as a "Non-Employee Director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934



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and an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986 (the "Code").

A copy of the charter of the Compensation Committee is available on our website, [www.seagate.com](http://www.seagate.com), under the heading "Investors Corporate Governance."

*Compensation Committee Interlocks and Insider Participation*

None of the members of our Compensation Committee during fiscal year 2015: was an employee of the Company or any of its subsidiaries at any time during fiscal year 2015, has ever been an executive officer of the Company or any of its subsidiaries, or had a relationship with the Company during that period requiring disclosure pursuant to Item 404(a) of Regulation S-K. No executive officers of the Company served on the compensation committee of any other entity, or as a director of an entity that employed any of the members of the Compensation Committee during fiscal year 2015.

*Nominating and Corporate Governance Committee*

*Members:* Michael R. Cannon, Chair  
William T. Coleman  
Chong Sup Park  
Stephanie Tilenius

*Key Functions:*

Identify individuals qualified to become directors and recommend candidates for all directorships, and committee memberships.

Review the Company's Corporate Governance Guidelines and committee charters, and make recommendations for changes.

Consider questions of independence, related party transactions, and potential conflicts of interest of directors and executive officers.

Take a leadership role in shaping the corporate governance of the Company.

The Board has determined that each member of the Corporate Governance and Nominating Committee is "independent" as defined in the NASDAQ listing standards and the Company's Corporate Governance Guidelines.

A copy of the charter of the Corporate Governance and Nominating Committee is available on our website, [www.seagate.com](http://www.seagate.com), under the heading "Investors Corporate Governance."

*Finance Committee*

*Members:* Frank J. Biondi, Jr., Chair  
Mei-Wei Cheng  
William T. Coleman  
Gregorio Reyes  
Stephanie Tilenius

*Key Functions:*

Consider the Company's cash management plans and activities; capital structure and strategies; capital asset plan and requirements and capital expenditures; equity and/or debt financing and other financing strategies.



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Consider the Company's dividend policy; share repurchase programs; securities issuances; and corporate development plans.

Evaluate and authorize potential strategic or financial transactions in amounts up to \$100 million.

Review potential strategic or financial transactions in excess of \$100 million, and make recommendations to the Board.

The Board has determined that each member of the Finance Committee is "independent" as defined in the NASDAQ listing standards and the Company's Corporate Governance Guidelines.

A copy of the charter of the Finance Committee is available on our website, [www.seagate.com](http://www.seagate.com), under the heading "Investors Corporate Governance."

***Board, Committee and Annual Meeting Attendance***

The Board of Directors and its committees held the following number of meetings during the fiscal year ended July 3, 2015:

|   |   |
|---|---|
| Board   | 4 |
| Audit Committee                               | 7 |
| Compensation Committee                        | 6 |
| Nominating and Corporate Governance Committee | 4 |
| Finance Committee                             | 4 |

Each incumbent director attended over 75% or more of the total number of meetings of the Board of Directors and the committees on which he or she served during the fiscal year 2015. The Company's non-employee directors held 8 executive sessions without management present during the fiscal year 2015. It is the Board's general practice to hold two executive sessions of the independent directors in connection with regularly scheduled Board meetings.

The Company expects all Board members to attend the AGM, but from time to time other commitments prevent all directors from attending the meeting. All of the Company's directors attended the most recent AGM (the "2014 AGM"), which was held on October 22, 2014 in Dublin, Ireland.

Table of Contents**COMPENSATION OF DIRECTORS**

Our director compensation program is designed to compensate non-employee directors fairly for work required for a company of our size and scope and align their interests with the long-term interests of our shareholders. The program reflects our desire to attract, retain and use the expertise of highly qualified people serving on the Company's Board of Directors. Employee-directors do not receive any additional compensation for serving as a director.

Our 2015 director compensation program for non-employee directors consisted of the following elements:

| <b>Board or Board Committee</b>               | <b>Membership</b>         | <b>Retainer as of<br/>October 21, 2015</b> |
|---|---------------------------|--|
| Board of Directors                            | Non-executive Chairperson | \$ 150,000                                 |
|   | Member                    | \$ 80,000                                  |
|   | Chairperson               |  |
| Audit Committee                               |                           | \$ 35,000                                  |
|   | Member                    | \$ 15,000                                  |
|   | Chairperson               |  |
| Compensation Committee                        |                           | \$ 30,000                                  |
|   | Member                    | \$ 10,000                                  |
|   | Chairperson               |  |
| Nominating and Corporate Governance Committee |                           | \$ 20,000                                  |
|   | Member                    | \$ 10,000                                  |
|   | Chairperson               |  |
| Finance Committee                             |                           | \$ 20,000                                  |
|   | Member                    | \$ 10,000                                  |
| Lead Independent Director                     |                           | \$ 30,000                                  |
| Annual Restricted Share Unit Award            |                           | \$ 250,000                                 |

Each newly appointed or elected non-employee director (including non-employee directors reelected at the AGM) receives an initial restricted share unit award equal in number to \$250,000 divided by the average closing share price for the quarter prior to the award, rounded to the nearest whole share. If the appointment occurred other than in connection with the annual election of directors at an AGM this dollar amount would be pro-rated for the year of appointment. If, prior to commencement of Board service, the new director was an officer or member of the board of directors of an entity acquired by Seagate, the Board could award a lesser number of restricted share units. The grant date for each such award is the date of the director's election or appointment. Generally, each restricted share unit award will vest on the earlier of the one year anniversary of the grant date or the day prior to the next election of directors at an AGM. All restricted share unit awards will become fully vested in the event of a "Change of Control" of Seagate (as such term is defined in the Seagate Technology plc 2012 Equity Incentive Plan (the "2012 Plan")).

In addition to the cash compensation and equity awards, all members of the Board of Directors are reimbursed for their reasonable out-of-pocket travel expenses incurred in attending Board of Directors related activities.

***Share Ownership Requirement***

To align the interests of directors with shareholders, the Board adopted a share ownership requirement of four times the annual board cash retainer for non-executive directors. Until a director satisfies the mandatory ownership level, he or she may not sell more than that number of (i) shares that vest pursuant to any outstanding restricted share award or restricted share unit award or (ii) shares that are obtained upon the exercise of any option as is necessary, in each case, to cover the tax liability associated with the vesting or exercise of the equity award. Once attaining the minimum level of Company share ownership, a director must maintain this minimum level of Company share ownership

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until his or her resignation or retirement from the Board. In setting the share ownership requirement, the Board considered the input of the independent compensation consultant, the Company's current share price and the period of time it would take a director to reach the required ownership level. Executive directors are subject to the share ownership requirements described in the Compensation Discussion and Analysis section of this Proxy Statement.

**2015 Director Compensation**

The compensation paid or awarded to our non-employee directors for fiscal year 2015 is summarized in the table below:

|                                  | Fees Earned<br>or Paid in Cash<br>(\$) | Stock<br>Awards<br>\$( <sup>(1)</sup> ) | Total<br>(\$) |
|----------------------------------|--|---|---------------|
| Frank J. Biondi, Jr.             | 110,000                                | 229,855                                 | 339,855       |
| Michael R. Cannon                | 106,785                                | 229,855                                 | 336,640       |
| Mei Wei Cheng                    | 105,000                                | 229,855                                 | 334,855       |
| William T. Coleman               | 99,038                                 | 229,855                                 | 328,893       |
| Jay L. Geldmacher                | 90,000                                 | 229,855                                 | 319,855       |
| Seh-Woong Jeong <sup>(2)</sup>   | 24,835                                 | 0                                       | 24,835        |
| Lydia M. Marshall <sup>(2)</sup> | 34,148                                 | 0                                       | 34,148        |
| Kristen M. Onken                 | 118,022                                | 229,855                                 | 347,877       |
| Chong Sup Park                   | 129,038                                | 229,855                                 | 358,893       |
| Gregorio Reyes                   | 105,000                                | 229,855                                 | 334,855       |
| Stephanie Tilenius               | 70,054                                 | 229,855                                 | 299,909       |
| Edward J. Zander                 | 110,000                                | 229,855                                 | 339,855       |

(1) The amounts shown represent the aggregate grant date fair value of restricted share unit awards granted in fiscal year 2015 for financial reporting purposes pursuant to the provisions of Financial Accounting Standards Board's Accounting Standards Codification (ASC) Topic 718, Compensation - Stock Compensation ("ASC 718"). Such amounts do not represent amounts paid to or realized by the non-employee director. See Note 11, "Compensation" of the Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10 K for fiscal year 2015 regarding assumptions underlying valuation of equity awards. Additional information regarding the restricted share units awarded to or held by each non-employee director on the last day of fiscal year 2015 is set forth in the table below.

(2) Dr. Jeong and Ms. Marshall served as directors until our 2014 AGM on October 22, 2014, at which they did not stand for reelection.

The aggregate number of unvested RSUs and outstanding options for each of our non-employee directors as of the fiscal year ended July 3, 2015 is set forth in the table below:

| Director             | Number of<br>RSUs<br>Granted in<br>fiscal year<br>2015 | Aggregate<br>Number of<br>RSUs | Aggregate<br>Number of<br>Restricted<br>Shares | Aggregate<br>Number of<br>Options |
|----------------------|--|--------------------------------|--|-----------------------------------|
| Frank J. Biondi, Jr. | 4,235  | 4,235                          |  | 1,251                             |
| Michael R. Cannon    | 4,235  | 4,235                          |  |                                   |
| Mei Wei Cheng        | 4,235  | 4,235                          |  |                                   |
| William T. Coleman   | 4,235  | 4,235                          |  |                                   |
| Jay L. Geldmacher    | 4,235  | 4,235                          |  |                                   |
| Kristen M. Onken     | 4,235  | 4,235                          |  |                                   |
| Chong Sup Park       | 4,235  | 4,235                          |  |                                   |
| Gregorio Reyes       | 4,235  | 4,235                          |  |                                   |
| Stephanie Tilenius   | 4,235  | 4,235                          |  |                                   |
| Edward J. Zander     | 4,235  | 4,235                          |  | 65,000                            |

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**COMPENSATION DISCUSSION & ANALYSIS**

**Executive Summary**

*Fiscal Year 2015 Highlights*

On September 2, 2014, Seagate announced it had completed the acquisition of the assets of LSI's Flash Business. This technology acquisition immediately boosts Seagate's range and depth of flash storage capabilities and brings additional engineering expertise to accelerate its roadmap in the growing flash market. LSI's ASD business has the broadest PCIe flash product offering and intellectual property in the market today and its FCD business has best-in-class SSD controllers with proven support for a wide range of applications.

On September 2, 2014, Mr. Philip G. Brace joined us as Seagate's Executive Vice President and Chief Technology Officer, Silicon Solutions. On April 30, 2015, Seagate combined the Electronic Solutions and Cloud Systems and Solutions groups into the Cloud System and Electronics Solutions group ("CSES"). On April 30, 2015, Mr. Brace was appointed Interim President of CSES and on July 22, 2015, he was appointed President of CSES.

On October 8, 2014, the Minnesota Supreme Court ruled that the arbitration award in favor of Seagate in its case against Western Digital for the misappropriation of Seagate's trade secrets should be confirmed. In the arbitration award, issued on January 23, 2012, the arbitrator determined that Western Digital and its former employee had misappropriated Seagate's trade secrets. The arbitrator awarded the Company \$525 million in compensatory damages and, after adding interest, issued a final award of approximately \$630 million. Interest on the final award has been accruing at 10%. On October 14, 2014, the Company received a partial payment from Western Digital in the amount of approximately \$773 million.

Highlights of the Company's fiscal year 2015 financial performance include:

Revenue in fiscal year 2015 remained flat from fiscal year 2014 at \$13.7 billion, as a result of revenue contributed from our acquisitions of Xyratex and the Flash Business and a favorable product mix, partially offset by a 4% decrease in units shipped and moderate price erosion;

We shipped 228 exabytes during fiscal year 2015, which represented a 13% increase over fiscal year 2014;

Gross margin in fiscal year 2015 remained flat from fiscal year 2014 at 28% of revenue;

We generated operating cash flow of \$2.6 billion, which included \$773 million received from Western Digital as partial payment of the final award plus accrued interest in our arbitration case against Western Digital and a \$225 million payment related to the final audit assessment received from the Jiangsu Province State Tax Bureau of the People's Republic of China for tax and interest associated with charges to our tax filings for the calendar year 2007 through 2013;

We issued \$500 million of 5.75% Senior Notes due 2034 and \$700 million of 4.875% Senior Notes due 2027 during the December 2014 and June 2015 quarters, respectively;

We repurchased approximately 19 million of our ordinary shares during the year for approximately \$1.1 billion;

We paid approximately \$0.9 billion for the repurchase and early redemption of long term debt, as well as approximately \$0.7 billion of shareholder dividends; and

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We completed our acquisition of certain assets and liabilities of the Flash Business from Avago Technologies Limited for \$450 million in cash.

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The following table presents certain key financial metrics for the past three fiscal years:

|                            | Fiscal 2015<br>(in millions except<br>EPS<br>and exabytes) | Fiscal 2014<br>(in millions except<br>EPS<br>and exabytes) | Fiscal 2013<br>(in millions except<br>EPS<br>and exabytes) |
|----------------------------|--|--|--|
| Exabytes shipped           | 228  | 202  | 185  |
| Revenues                   | \$ 13,739  | \$ 13,724  | \$ 14,351  |
| Gross margin               | \$ 3,809   | \$ 3,846   | \$ 3,940   |
| Income from operations     | \$ 2,058   | \$ 1,776   | \$ 2,091   |
| Net income                 | \$ 1,742   | \$ 1,570   | \$ 1,838   |
| Diluted earnings per share | \$ 5.26  | \$ 4.52  | \$ 4.81  |

***2015 Executive Compensation Highlights***

The key executive compensation decisions for fiscal year 2015 were as follows:

Continued the general philosophy and structure of our executive compensation programs, emphasizing strong alignment between executive pay and corporate financial performance, as approved by a substantial majority of our shareholders at the 2014 AGM pursuant to the shareholder advisory vote;

Hiring of Mr. Philip G. Brace as Executive Vice President and Chief Technology Officer, Silicon Solutions, with a total compensation package comprised of base salary, annual bonus opportunity, and long-term equity incentives in the form of options and performance-based equity awards.

No base salary increases for our NEOs;

Fiscal year 2015 annual bonus funding at 64.2% of target as a result of the Company's financial performance; and

Long-term equity incentives delivered in the form of options and performance-based equity awards to enhance long-term strategic incentives for our NEOs that promote alignment with shareholder interests.

***Pay Practices Aligned with Shareholder Interests***

Our compensation philosophy is designed to align our executive compensation programs with long-term shareholder interests, which include the following:

Our NEOs have no employment agreements and are not guaranteed salary increases or bonus payments, except that we entered into an offer letter with Mr. Brace in connection with his hiring;

Over 88% of our NEO total annual targeted compensation is at-risk;

A cap of 200% of the target cash bonus opportunity for funding under the annual bonus plan;

In fiscal year 2015, a majority of our long-term equity incentive awards were granted in the form of performance-based restricted share units, which vest dependent upon the achievement of pre-established performance objectives, including return on invested capital, relative total shareholder return and adjusted earnings per share (as described in further detail in this Proxy Statement);



No defined benefit pension plan or supplemental executive pension plan;

No "single trigger" payouts under our severance and change in control plan, and market-competitive levels of severance benefits;

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No excise tax reimbursements or tax "gross-ups" in connection with a change in control;

Share ownership guidelines for officers and directors, including the requirement for our NEOs to hold a number of shares approximately equal to a multiple of 3 to 6 times their annual salary;

No repricing of options without shareholder approval;

Balance of financial and operating performance metrics in annual and long-term incentive plans;

A "clawback" policy that permits us to recoup cash and equity awards in the event that our financial results are required to be restated due to the fraud or willful misconduct of an executive; and

No dividend equivalents are provided on unvested performance share units.

***2015 Corporate Governance Highlights***

In addition to implementing performance-based pay practices designed to align our compensation programs with shareholder interests, we also endeavor to maintain good governance standards, including the oversight of our executive compensation policies and practices. The following key policies and practices were in effect during the fiscal year 2015:

We maintain a non-classified Board structure, such that all Board members are elected annually by a majority vote of our shareholders;

The Compensation Committee consists solely of independent directors who establish our compensation policies and practices;

Our Compensation Committee retained an independent compensation consultant, Frederic W. Cook & Co., Inc. ("F.W. Cook"), who performed no other work for Seagate or any member of the Compensation Committee;

We prohibit our directors, executive officers and all other employees from engaging in short-term investment activity in our securities (such as trading in or writing options, arbitrage trading or "day trading") or in hedging and other monetization transactions with respect to our securities; we likewise caution such persons against establishing margin accounts or pledging their Seagate shares; and our Securities Trading Policy provides, among other things, that the first trade under a new plan established pursuant to Rule 10b5-1 promulgated under the Exchange Act will take place after a reasonable "seasoning period" has passed from the time of adoption of the plan, and an insider will only be permitted to use one 10b5-1 plan at a time; and

Our Compensation Committee directs an annual risk assessment of our compensation programs and practices to ensure that such programs and practices do not create risks that are reasonably likely to have a material adverse effect on the Company.

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***Named Executive Officers***

The NEOs for fiscal year 2015 are:

| <b>Name</b>                    | <b>Job Title</b>   |
|--------------------------------|--|
| Stephen J. Luczo               | Chairman and Chief Executive Officer                       |
| Patrick J. O'Malley            | Executive Vice President and Chief Financial Officer       |
| Philip G. Brace <sup>(1)</sup> | Interim President, Cloud Systems and Electronics Solutions |
| William D. Mosley              | President, Operations and Technology                       |
| Albert A. Pimentel             | President, Global Markets and Customers                    |
| James L. Lerner <sup>(2)</sup> | Former President, Cloud Systems and Solutions              |

(1) Mr. Brace was named President of Cloud Systems and Electronics Solutions on July 22, 2015.

(2) Mr. Lerner departed from Seagate on July 1, 2015.

**Our Executive Compensation Strategy**

Our executive compensation strategy is designed to drive high performance, strengthen our market position, and increase shareholder value. The goals of our executive compensation programs are to:

- attract and retain talented leaders through competitive pay programs;
- motivate executive officers to achieve and exceed business objectives as approved by the Board;
- align executive officer and shareholder interests to optimize long-term shareholder return with acceptable risk; and
- manage total compensation costs in support of our financial performance.

**Our Executive Compensation Programs**

| <b>Compensation Element</b>  | <b>Designed to Reward</b>  | <b>Relationship to Compensation Strategy</b>   |
|--|--|--|
| <b>Base Salary</b>   | Related job experience, knowledge of Seagate and our industry, and continued dedicated employment with sustained performance   | Attract and retain talented executive officers through competitive pay programs  |
| <b>Annual Incentive</b><br><i>Executive Officer Performance Bonus Plan</i> | Achievement of Company annual financial and operational goals and attainment of management-based objectives for Presidents   | Motivate executive officers to achieve and exceed annual business objectives<br><br>Manage total compensation costs in support of financial performance                  |
| <b>Long-term Equity Incentives</b><br><i>Equity Awards</i>                 | Increased shareholder value through achievement of long-term strategic goals such as earnings per share, return on invested capital and total shareholder return relative to peers | Align executive officers and shareholder interests to optimize shareholder return<br><br>Motivate executive officers to achieve and exceed long-term business objectives |



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**Role of Our Compensation Committee**

The Compensation Committee is responsible to our Board for overseeing the development and administration of our compensation and benefits policies and programs. The Compensation Committee, which consists of independent directors, is responsible for the review and approval of all aspects of our executive compensation programs and approving all compensation recommendations for our executive officers, including:

review and approval of corporate incentive goals and objectives relevant to compensation;

evaluation of executive performance results in light of such goals and objectives;

evaluation of the competitiveness of each executive officer's total compensation package; and

approval of any changes to the total compensation package, including base salary, annual and long-term incentive award opportunities, share ownership guidelines and retention programs.

The Compensation Committee recommends to the independent directors of the Board the compensation, compensation plans and equity grants specific to our CEO, and the independent directors of the Board determine the overall compensation package of our CEO. The Compensation Committee is supported in its work by our Senior Vice President of Human Resources, her staff and an executive compensation consultant, as described below.

**Role of the Compensation Consultant**

The Compensation Committee retained F.W. Cook, its own independent consultant, for advice and counsel throughout fiscal year 2015 to provide an external review of compensation proposals and to help align compensation to our executive compensation strategy. F.W. Cook's consulting during fiscal year 2015 included oversight on the risk assessment of compensation programs directed by the Compensation Committee, as well as consultation in support of the Compensation Committee's decisions regarding compensation programs involving NEOs, including salary changes, determination of equity awards, annual incentive plan design, and annual review of our severance plan and share ownership guidelines. F.W. Cook also developed recommendations to the Compensation Committee for the compensation of our CEO.

F.W. Cook also provided advice to the Compensation Committee regarding non-employee director compensation. F.W. Cook is not permitted to provide services to Company management except as directed by the Compensation Committee, and did not provide any such services in fiscal year 2015. The Compensation Committee retains sole authority to hire the compensation consultant, approve its compensation, determine the nature and scope of its services, evaluate its performance and terminate its engagement.

In connection with its engagement of F.W. Cook, the Compensation Committee considered various factors in determining F.W. Cook's independence including, but not limited to, the amount of fees received by F.W. Cook from Seagate as a percentage of F.W. Cook's total revenue, F.W. Cook's policies and procedures designed to prevent conflicts of interest, and the existence of any business or personal relationship that could impact F.W. Cook's independence. After reviewing these and other factors, the Compensation Committee determined that F.W. Cook was independent and that its engagement did not present any conflicts of interest.

**Role of our CEO and Management in the Decision-Making Process**

Within the framework of the compensation programs approved by the Compensation Committee and based on management's review of market competitive practices, each year our CEO, Mr. Luczo, recommends the amount of base salary increase (if any), the amount of the annual incentive bonus opportunity and the long-term incentive award value for our executive officers, including the other

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NEOs. These recommendations are based upon his assessment of each executive officer's performance, as well as the Company's performance as a whole, and individual retention considerations. The Compensation Committee reviews Mr. Luczo's recommendations and approves our executive officers' compensation, including any changes to such compensation, as it determines in its sole discretion. Mr. Luczo does not play any role with respect to any matter affecting his own compensation.

Our Senior Vice President of Human Resources, along with members of her staff, assists the Compensation Committee in its review of our executive compensation plans and programs, including providing market data on competitive pay practices, program design and changes in the corporate governance landscape concerning executive compensation matters.

**Prior Year's Shareholder Advisory Vote**

At the 2014 AGM, the Company's shareholders overwhelmingly approved the advisory proposal regarding the compensation of the Company's named executive officers with approximately 94% of the votes cast in favor of our executive compensation programs (excluding abstentions). The Board of Directors appreciates the shareholders' continued strong support of the Company's compensation philosophy and objectives, which reaffirms to the Board the appropriateness and effectiveness of the Company's executive compensation programs, including continued emphasis on programs that reward our Executives for generating sustainable profitability and delivering long-term value for our shareholders. No significant changes were made to the Company's executive compensation strategy in fiscal year 2015. The Board and the Compensation Committee will continue to consider the results of the Company's shareholder advisory votes when making future compensation decisions for the NEOs. The shareholder advisory vote occurs on an annual basis. We currently expect to hold the next shareholder vote on the frequency of "Say-on-Pay" proposals at the Company's 2017 Annual General Meeting of Shareholders.

**Executive Market Comparison Peer Group**

The Compensation Committee reviews NEO assignments and establishes ranges for each element of executive pay after reviewing similar information for a defined group of companies (the "NEO Peer Group") that compete for comparable executive talent. The Compensation Committee relies on analyses of disclosures and published surveys of compensation among the NEO Peer Group companies when considering compensation for executive officers in similar roles.

As part of our annual review cycle, the Compensation Committee reviewed the NEO Peer Group and made no changes to the selection criteria for fiscal year 2015. NEO Peer Group companies were selected based on a similar industry classification (as defined by Global Industry Classification Standard (GICS) 4520 Technology Hardware and Equipment or 4530 Semiconductors and Semiconductor Equipment, excluding companies that are not subject to U.S. securities reporting requirements and wholesale distributors), having a minimum market value of at least \$3 billion and between \$4-\$35 billion in trailing twelve-month sales.

The Compensation Committee introduced a "watch list" of companies for fiscal year 2015 to support year-over-year consistency among companies in the NEO Peer Group. Companies identified as part of the "watch list" will only be added to the NEO Peer Group after meeting sales and market value criteria for two consecutive years and once added to the NEO Peer Group will only be removed after failing to meet sales and market value criteria for two consecutive years, provided they meet at least 75% of the criteria minimum value.

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For fiscal year 2015, the NEO Peer Group included the following companies:

**Peer Group for Fiscal Year 2015<sup>(1)</sup>**

| Company Name                   | Sales            |                  | Market Value (\$M) |
|--------------------------------|------------------|------------------|--------------------|
|                                | TTM (\$M)        | FYE (\$M)        |                    |
| Amphenol Corp.                 | \$ 4,515         | \$ 4,292         | \$ 12,779          |
| Applied Materials Inc.         | \$ 7,509         | \$ 7,509         | \$ 21,498          |
| Broadcom Corp.                 | \$ 8,321         | \$ 8,006         | \$ 13,841          |
| Corning Inc.                   | \$ 8,009         | \$ 8,012         | \$ 24,733          |
| EMC Corp.                      | \$ 22,570        | \$ 21,714        | \$ 49,538          |
| Flextronics International Ltd. | \$ 23,620        | \$ 23,569        | \$ 4,830           |
| Harris Corp.                   | \$ 5,042         | \$ 5,112         | \$ 6,622           |
| Jabil Circuit Inc.             | \$ 18,337        | \$ 18,337        | \$ 4,238           |
| Juniper Networks Inc.          | \$ 4,536         | \$ 4,365         | \$ 9,447           |
| Micron Technology Inc.         | \$ 9,073         | \$ 9,073         | \$ 18,597          |
| Motorola Solutions Inc.        | \$ 8,633         | \$ 8,698         | \$ 16,175          |
| NCR Corp                       | \$ 6,095         | \$ 5,730         | \$ 6,078           |
| NetApp Inc.                    | \$ 6,413         | \$ 6,332         | \$ 13,199          |
| QUALCOMM Inc.                  | \$ 24,866        | \$ 24,866        | \$ 119,205         |
| SanDisk Corp.                  | \$ 5,984         | \$ 5,053         | \$ 15,698          |
| TE Connectivity Ltd.           | \$ 13,280        | \$ 13,280        | \$ 21,293          |
| Texas Instruments Inc.         | \$ 12,155        | \$ 12,690        | \$ 46,343          |
| Western Digital Corp.          | \$ 15,120        | \$ 15,351        | \$ 16,455          |
| Xerox Corp.                    | \$ 21,789        | \$ 22,390        | \$ 12,237          |
| <b>Peer Group Median</b>       | <b>\$ 8,633</b>  | <b>\$ 8,698</b>  | <b>\$ 15,698</b>   |
| Peer Group Average             | \$ 11,888        | \$ 11,809        | \$ 22,779          |
| <b>Seagate Technology plc</b>  | <b>\$ 14,108</b> | <b>\$ 14,351</b> | <b>\$ 15,880</b>   |

(1)

The following table is based on information available as of October 31, 2013.

Freescale Semiconductor Ltd and NVIDIA Corp were added to the watch list for fiscal year 2015 as potential companies to be added to the NEO Peer Group and will be added to the NEO Peer Group for fiscal year 2016 if these companies continue to meet the applicable sales and market value criteria.

**How We Determine Individual Compensation Amounts***Current Named Executive Officers*

As discussed above in greater detail under the heading "Role of our CEO and Management in the Decision-Making Process," Mr. Luczo and the Senior Vice President of Human Resources, along with members of her staff, review with the Compensation Committee all compensation elements for our NEOs at least annually, and the Compensation Committee determines the value of each compensation element as described below. The proportion of each pay element value (i.e., the compensation mix) relative to total compensation varies by individual, although for all NEOs the largest portion of pay is variable and contingent on our financial performance. Variations in the compensation mix among NEOs reflect differences in scope of responsibility as well as NEO Peer Group market data. For fiscal year 2015, Mr. Luczo's total annual target compensation was higher than the other NEOs' total annual target compensation, reflecting the significantly greater job scope, level of responsibility and impact on business performance for our CEO compared with other NEOs, as well as the fact that a greater portion of Mr. Luczo's total annual target compensation was "at risk". The Compensation Committee has determined this differential is consistent with that found among our NEO Peer Group companies.

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As a result, for fiscal year 2015, the mix of total annual target compensation for Mr. Luczo was 10% annual base salary, 15% target annual incentives and 75% long-term equity incentive, and the average mix of total annual target compensation for our other NEOs was 14% annual base salary, 15% target annual incentives and 71% long-term equity incentives.

**Total Annual Target Compensation Mix**

**Mr. Luczo**

**Other NEOs  
(Average)**

We do not benchmark the total annual compensation of our executive officers to a specific market percentile, although the total annual target compensation (including base salary, target annual incentive and long-term incentives) for the NEOs generally falls near the median for similar positions within the NEO Peer Group. We believe the total executive pay opportunity is appropriate to attract and retain top leadership talent in a competitive labor market in our industry segment, particularly given our size relative to the NEO Peer Group and in light of the uncertainty of the actual amount of pay that each NEO can earn given the volatility of our business. Due to our emphasis on performance-based pay, the amounts actually received by our NEOs are heavily dependent on the Company's financial performance.

While we consider the pay practices of our NEO Peer Group companies in determining target compensation for our executive officers, we did not compare our performance with the performance of the NEO Peer Group companies when evaluating salary levels or determining the size of particular incentive awards. The target amounts and compensation mix vary for each NEO on the basis of various factors, none of which is specifically weighted, including the importance of the position to our organization, length of service, overall retention value, internal pay equity, and projected future value of the total compensation package.



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*New Named Executive Officer*

Mr. Philip G. Brace received an offer letter in connection with his hiring as our Executive Vice President and Chief Technology Officer, Silicon Solutions, effective September 2, 2014. The Compensation Committee approved an annual base salary of \$500,000 and a target bonus opportunity of 100% of base salary. In addition, Mr. Brace was granted 65,000 threshold performance share units and options to acquire 65,000 of the Company's ordinary shares under the Company's 2012 Equity Incentive Plan. In negotiating the new hire equity awards for Mr. Brace, the Compensation Committee considered multiple factors, including Mr. Brace's experience as a business leader who has led global lines of business and P&Ls with responsibility for strategy and execution across engineering, architecture, marketing, sales and related key functions, and the market value of new hire compensation packages offered by companies in the Company's NEO Peer Group for executive positions.

**Base Salary**

Base salaries are the fixed annual cash amounts paid to our NEOs on a biweekly basis. In reviewing and determining base salaries, the Compensation Committee considers:

competitive market levels for comparable positions in the NEO Peer Group;

related experience;

expected future contributions;

overall ability to influence our financial performance and the strategic impact of the role; and

the ease or difficulty of replacing the incumbent.

The strategic positioning for our NEOs' base salaries is at or near the 50th percentile of the NEO Peer Group. Salaries are reviewed annually and may be revised to reflect significant changes in the scope of an NEO's responsibilities and/or market conditions. Our goal is to be competitive with respect to base salary while distinguishing ourselves from the NEO Peer Group by providing a greater emphasis on compensating our executive officers through the use of performance-based incentives that are consistent with our strategy of motivating executive officers to achieve and exceed annual and multi-year business objectives.

During fiscal year 2015, the Compensation Committee determined that the base salary for each NEO was appropriate and therefore did not make any adjustments to the annual base salaries of the NEOs during fiscal year 2015.

**Annual Bonus Plan**

*Executive Officer Performance Bonus*

All NEOs participate in our shareholder-approved Executive Officer Performance Bonus Plan ("EOPB"), which is designed to promote achievement of our annual financial and operational goals as approved by the Compensation Committee. The general target bonus for each NEO reflects competitive market levels for comparable positions in the NEO Peer Group at or near the 60th percentile, as well as taking internal pay equity into consideration. Actual payments under the EOPB may be above or below this level, based on performance results. Individual awards paid to each NEO following the end of the performance period are determined by the Compensation Committee after certifying our financial and operational performance. The Compensation Committee, together with the other independent directors of the Board, determine the material terms of Mr. Luczo's bonus opportunity under the EOPB, including the amount of Mr. Luczo's target bonus opportunity, and the payout level based on performance results.

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On July 23, 2014, the Compensation Committee approved the performance metrics and funding targets to be used for calculating annual bonus awards for each executive officer for fiscal year 2015 under the EOPB. Funding of the EOPB for fiscal year 2015 was determined based on the Company's performance with respect to the following metrics:

revenues,

operating margin (defined as adjusted earnings before interest, taxes and bonus, divided by revenues), and

a quality metric, referred to as *Reliability Quality Competitiveness Best in Class ("RQC BiC")*, which is a measure of how our key customers view Seagate's product quality compared with the product quality of our competitors.

While we track many operational and strategic performance goals throughout the year, operating margin and revenue together are considered a key measure of our success in achieving profitable growth and were selected for fiscal year 2015 to continue to align payouts under the EOPB with the Company's profitability year over year. Adjustments to earnings for purposes of determining the operating margin excluded the impact of non-operating activities and material, unusual or nonrecurring gains and losses, accounting charges or other extraordinary events which were not budgeted and/or foreseen at the time the performance targets were established, and included estimated interest expenses, taxes and variable cash compensation. The adjustments are reviewed and approved by the Compensation Committee. RQC BiC was retained as a modifier to the overall bonus funding calculation for fiscal year 2015, because quality is considered a critical part of our overall business performance.

The combination of the three performance metrics noted above was used to determine the applicable percentage of our annual revenues that would be allocated to the overall bonus pool to be used for the payment of bonuses to all eligible employees, including to our executive officers under the EOPB. For purposes of illustration, the range of overall bonus funding as a percentage of target for fiscal year 2015, assuming annual revenues of \$14 billion and the achievement of the minimum level of RQC BiC of 80%, would be as indicated below for the achievement of operating margin at the threshold, target and maximum levels for fiscal year 2015:

| Performance Level | Operating Margin | Funding as % of Target |
|-------------------|------------------|------------------------|
| Threshold         | 12.0%            | 50%                    |
| Target            | 15.9%            | 100%                   |
| Maximum           | 21.0%            | 200%                   |

Actual funding is determined based on the adjusted operating margin, the level of revenues and RQC BiC actually achieved during fiscal year 2015. Once the Company achieves or exceeds the threshold operating margin, the combination of actual operating margin and revenues determines preliminary funding. This amount is then reduced by 1.25% for each of our five key markets each quarter that does not achieve the minimum RQC BiC, with up to 25% of the funding subject to quality performance.

The funded amount, once approved by the Committee, is allocated among eligible participants. Funding for individual bonuses paid to our NEOs is based upon each executive's target bonus expressed as a percentage of base salary. For fiscal year 2015, Mr. Luczo had a target bonus equal to 150% of his annual base salary (reflecting that a larger portion of his total annual target compensation is subject to performance conditions than is the case for the other NEOs) and the other NEOs had a target bonus equal to 100% of their individual annual base salaries. The Compensation Committee, with respect to all NEOs except our CEO, and the independent directors of the Board, with respect to our CEO, retain the discretion to reduce the amount of the bonus payout based on their overall

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assessment of the Company's performance generally, including factors such as revenues, profitability, product quality, cost containment and expense management, market share, strategic objectives and legal and regulatory compliance.

Based on our actual performance for fiscal year 2015, funding was set at 64.2% of target, on the basis of our adjusted operating margin of 13.5%, revenues of \$13.7 billion and an RQC BiC modifier of 95%. Based on the funded amount, the Compensation Committee determined to award the following bonuses for fiscal year 2015: Mr. Luczo, \$1,155,654; Mr. O'Malley, \$362,737; Mr. Brace, \$263,901; Messrs. Mosley and Pimentel, \$385,212.

*Management-Based Objectives*

As part of our strategic performance-based cash incentive program, in fiscal year 2015 the Committee approved a cash bonus opportunity for each of our Presidents, Messrs. Mosley and Pimentel to earn up to 25% of the executive's annual base salary based on achievement of key operational goals (the "MBO Bonus"). The payout was based on the level of funding of the EOPB for the Company's fiscal year 2015, up to target, as well as the CEO's assessment of achievement of individual goals tied to strategic objectives for each President's organization during the fiscal year 2015 as follows:

Mr. Mosley's goals consisted of (1) drive technology initiatives, weighted at 75%, and (2) improve operational efficiencies, weighted at 25%. At the end of fiscal year 2015, it was determined that Mr. Mosley achieved 75% and 100% against each of these goals, respectively, for a weighted payout at 81% of the funded target; and

Mr. Pimentel's goals consisted of (1) drive pricing strategy, weighted at 40%, (2) development of an elite sales force, weighted at 10%, and (3) establishment of focused market strategies for the Company's products in various markets, weighted at 50%. At the end of fiscal year 2015, it was determined that Mr. Pimentel achieved 70%, 100% and 75% against each of these goals, respectively, for a weighted payout at 76% of the funded target.

In each case, we did not specify a quantitative target that must be achieved, but we considered the goals aggressive yet attainable within the fiscal year.

Based on the achievement of the applicable goals, the Compensation Committee determined to award the following MBO Bonuses for fiscal year 2015: Mr. Mosley, \$78,005; and Mr. Pimentel, \$73,190.

**Long-Term Equity Incentives**

In fiscal year 2015, the Compensation Committee awarded equity awards to the NEOs under the terms of the 2012 Plan. The 2012 Plan is designed to:

focus executive officers on achieving longer-term business performance goals;

provide significant reward potential for outstanding cumulative performance by the Company;

enhance the Company's ability to attract and retain highly talented executive officers; and

provide the Executive team with an opportunity for greater equity ownership and related incentives to increase shareholder return.

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The Compensation Committee approves annual guidelines to help determine the type and size of equity awards for all executive officers, and considers median, 60th and 75th percentiles for comparable positions in the NEO Peer Group. Our equity award guidelines and mix of the type of awards granted are based on an analysis of unvested equity, the practices of NEO Peer Group companies in awarding equity for similar positions (including equity mix and award values), potential impact on earnings, and the pool of available shares. In determining the award for each NEO, the Compensation Committee also considers the Company's goals for retaining the NEO for the long term and the following factors related to each NEO including:

potential future contributions to the Company's overall success;

past equity award history; and

potential future value (holding power) of unvested equity.

NEOs are generally awarded equity on an annual basis, typically in mid-September, as part of our annual award cycle. For fiscal year 2015, the annual equity awards granted to the NEOs consisted of a mix of time-vesting options, Threshold Performance Share Units and Performance Share Units (each as defined and described more fully below), reflecting a strong emphasis on pay for performance and the alignment of interests between our NEOs and our shareholders.

For all NEOs, except Mr. Brace, the mix of long-term equity incentives, 20% options, 30% Threshold Performance Share Units, and 50% Performance Share Units, reflected the Compensation Committee's review and assessment of market practices at peer companies, as well as its determination that a mix of options and full-value equity awards would provide an appropriate blend of incentives to sustain and improve the Company's financial performance and shareholder value. Mr. Brace received a mix of 25% options and 75% Threshold Performance Share Units as his new hire grant of long-term equity incentives.

***Options***

Options generally vest over four years and have a seven-year term. Options are awarded with an exercise price equal to the fair market value of the Company's ordinary shares on the grant date. Fair market value is defined as the closing price of the Company's ordinary shares on NASDAQ on the grant date. The grant date and vesting schedule for options granted to our NEOs are generally the same as for other employees receiving options during the annual award process, but may be different in the case of a new hire or change in position.

***Share Awards***

*Restricted Share Units*

Restricted share units ("RSUs") generally vest in equal annual installments over four years, contingent on continued service. Due to the strong emphasis on pay for performance, our NEOs are not eligible to receive RSUs. We believe that long-term equity awards made to our NEOs should consist only of options and performance-vesting shares or units.

*Threshold Performance Shares and Threshold Performance Share Units*

Threshold performance shares ("TPS") and threshold performance share units ("TPSUs") are equity awards with a maximum seven-year vesting period, contingent on continued service and the achievement of specified performance goals. TPS awards were granted in fiscal year 2011, with 25% annual vesting starting on the first anniversary of the grant date and 25% per year thereafter, subject to the satisfaction of the applicable performance goal, as discussed below. Beginning in fiscal year 2012, our NEOs were granted TPSU awards in lieu of TPS awards in order to facilitate the global

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administration of our equity programs; however, the vesting criteria for this type of award remained the same as in prior years. Each TPSU represents the right to receive one of our ordinary shares. Under the terms of the TPSU award agreement, no dividend equivalent payments will be made on any of the ordinary shares underlying the TPSUs.

For each tranche of a TPS or TPSU award that is eligible to vest on a vesting date, vesting is contingent on the Company achieving a threshold adjusted earnings per share ("AEPS") goal of \$1.00 for the fiscal year prior to the fiscal year in which the vesting date occurs. If the threshold goal is not achieved, vesting of that tranche is delayed to the next scheduled vesting date for which the AEPS goal is achieved. Unvested awards from prior years may vest cumulatively on the scheduled vesting date for a future year within the seven-year vesting period if the annual AEPS threshold for that year is achieved. For example, if AEPS performance prior to the first vesting date is below threshold, then vesting will be delayed. If the AEPS threshold is achieved prior to the second vesting opportunity, then 50% of the award will vest (25% from the first vesting date and 25% from the second vesting date due to the cumulative feature of the award). TPS and TPSU awards may become fully vested as early as four years from the grant date and, as noted above, remain eligible to vest for up to seven years following the grant date. If the AEPS threshold level has not been met by the end of the seven-year period, any unvested TPS or TPSUs will be forfeited. Vesting for these awards is uncertain yet considered likely due to the cumulative vesting feature. For market comparison purposes, we compare the value of TPS and TPSU awards for our NEOs with time-based restricted shares or RSUs awarded by other companies in the NEO Peer Group. For purposes of the TPS and TPSU awards, AEPS is based on diluted earnings per share, calculated in accordance with US GAAP, excluding the impact of non-operating activities and material, unusual or nonrecurring gains and losses, accounting charges or other extraordinary events which were not foreseen at the time the performance target was established, and includes estimated interest expenses, taxes and variable compensation.

Our AEPS performance for fiscal year 2015 was above the \$1.00 AEPS threshold; therefore, an additional 25% of each of the outstanding TPSU awards will vest on their next scheduled vesting date following the end of fiscal year 2015 and the final tranche of the outstanding TPS awards will become vested on September 12, 2015.

*Performance Share Units*

Performance share units ("PSUs") are performance-based RSUs that vest after the end of a three-year performance period, subject to continued employment and the achievement of annual return on invested capital ("ROIC") over the performance period, modified by a factor based on the Company's relative total shareholder return ("TSR") percentile compared with a selected peer group, defined below. ROIC was selected as a key metric because of its ability to measure the efficiency of our use of capital and delivery of earnings above investment, considered a critical factor in the Company's long-term success. In addition, the relative TSR metric rewards financial performance as measured by the change in our share price and the dividends declared during the performance period relative to the performance of the select group of peers. Payout of the targeted number of PSUs will occur if target ROIC is attained over the three-year measurement period and relative TSR is at least at the median of the selected peer group. For PSUs awarded prior to fiscal year 2014, the number of PSUs that will be earned will be determined on the basis of actual ROIC achieved, calculated by linear interpolation between a preset minimum and maximum, and increased or decreased on the basis of whether the relative TSR achieved is below median, between the 50th to 75th percentile, or above the 75th percentile in relation to the selected peer group. For PSUs awarded beginning in fiscal year 2014, ROIC achieved will be calculated based on a range rather than by linear interpolation between a preset minimum and maximum. The final ROIC metric is calculated as the average annual ROIC over the prior three fiscal years. Annual ROIC is calculated as (i) adjusted operating income multiplied by 1 minus the average tax rate, divided by (ii) (x) net plant, property and equipment plus total current

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assets minus cash, minus (y) total current liabilities. Adjustments to operating income exclude the impact of non-operating activities and material, unusual or nonrecurring gains and losses, accounting charges or other extraordinary events which were not foreseen at the time the performance target was established.

Each PSU represents the right to receive one of our ordinary shares. The Compensation Committee will determine the number of PSUs that will vest at the end of the three-year performance period according to a pre-established vesting matrix. For awards granted in fiscal year 2015, assuming the minimum performance threshold is achieved, the actual number of ordinary shares that may vest ranges from 38% of the target number of PSUs (for an ROIC of approximately 65% of target and relative TSR below the selected peer group median) to 200% of the target number of PSUs (for an ROIC in excess of approximately 135% of target and relative TSR equal to or above the 75th percentile of the selected peer group). The specific ROIC target values for the PSUs are not publicly disclosed at the time of grant due to the proprietary nature and competitive sensitivity of the information. Under the terms of the PSU award agreement, no dividend equivalent payments will be made on any of the ordinary shares underlying the PSUs.

The selected peer group for PSUs awarded in September 2014 included a broader range of companies than the NEO Peer Group to allow for comparison of our performance against a wider range of technology companies than the companies with whom we frequently compete for executive talent. The selected peer group for purposes of measuring our relative TSR performance consisted of the 26 companies listed in the table below, meeting the following criteria:

Similar industry classification (defined as companies in Global Industry Classification Standard (GICS) 4520 Technology Hardware and Equipment or 4530 Semiconductors and Semiconductor Equipment), excluding companies that are not subject to U.S. securities reporting requirements and wholesale distributors, and

Trailing twelve-month sales at least \$4 billion.

**PSU Peer Group**

|                                 |                        |
|---------------------------------|------------------------|
| Advanced Micro Devices, Inc.    | Jabil Circuit Inc.     |
| Amphenol Corp.                  | Juniper Networks, Inc. |
| Apple Inc.                      | Micron Technology Inc. |
| Applied Materials Inc.          | Motorola Solutions In. |
| Broadcom Corp.                  | NCR Corp               |
| Cisco Systems, Inc.             | NetApp, Inc.           |
| Corning Inc.                    | QUALCOMM Incorporated  |
| EMC Corporation                 | SanDisk Corp.          |
| Flextronics International Ltd.  | Sanmina-Sci Corp       |
| Freescale Semiconductor Holding | TE Connectivity Ltd.   |
| Harris Corp.                    | Texas Instruments Inc. |
| Hewlett-Packard Company         | Western Digital Corp.  |
| Intel Corporation               | Xerox Corp.            |

In fiscal year 2012, we granted PSUs to Messrs. Luczo, O'Malley and Mosley that were eligible to vest after the end of a three-year performance period ending on June 27, 2014, subject to continued employment and the achievement of target ROIC over the performance period, modified by a factor based on our TSR percentile compared with a selected peer group. On September 11, 2014, the Compensation Committee certified the level of achievement of the financial performance metrics for

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the three-year period, such that the PSUs became vested at 200% of target based on a three-year average annual ROIC of 76%, and relative TSR at the 100th percentile over the three-year period. As a result, the following numbers of ordinary shares were issued to the executive officers: Mr. Luczo, 481,400; and each of Messrs. O'Malley and Mosley, 108,400.

As the certification of our financial performance with respect to the PSUs granted in fiscal year 2013, which have a three-year performance period ending on July 3, 2015, could not be completed in advance of the filing date of this Proxy Statement, the vesting of these awards (if any) will be disclosed on Form 8-K within four business days following written certification by the Compensation Committee.

**Share Ownership Guidelines**

We established share ownership guidelines to ensure that our NEOs hold a meaningful equity stake in the Company and, by doing so, to link their interests with those of our shareholders. Shares directly or indirectly owned (for example, through a trust), along with unvested RSUs that do not have a performance requirement, are included in the calculation of ordinary shares owned for purposes of the ownership guidelines, but time-based and performance-based options, unvested TPS, unvested TPSUs, unvested performance shares, unvested PSUs and unvested TSR PSUs are not counted until they are exercised or vested, as applicable. NEOs are expected to meet the ownership requirements within five years of becoming subject to the guidelines. NEOs are measured against the applicable guideline on the last day of each fiscal year, and the results are reported to the Compensation Committee.

Our NEOs will be required to own shares in an amount equal to an applicable target value based on a multiple of annual salary. Our NEOs were required to meet the guidelines by July 1, 2015, with the exception of Mr. Brace who is required to meet the guidelines by September 2, 2019. The share ownership guidelines are as follows:

| <b>Role</b> | <b>Ownership<br/>Guideline<br/>Multiple of Salary</b> | <b>Equivalent<br/>Dollar Value<sup>(1)</sup></b> |
|-------------|---|--|
| CEO         | 6x  | \$ 7,200,300                                     |
| President   | 4x  | \$ 2,266,700                                     |
| Other NEOs  | 3x  | \$ 1,695,000                                     |

(1) Based on average salaries of executive officers in each roll for fiscal year 2015.

All of the NEOs meet or are on track to meet ownership guidelines by the applicable deadline.

**Benefits and Perquisites**

Our NEOs are eligible to participate in a broad range of benefits in the same manner as non-executive employees. Seagate does not offer separate benefits for executive officers, other than vacation and severance benefits (see "Severance and Change in Control Benefits," below).

We do not generally provide perquisites to our NEOs except that we provide the use of our corporate aircraft to our NEOs which may be used for travel with a personal element, provided they fully reimburse us for the aggregate incremental cost of any such usage. We do however consider the value of perquisites, to the extent provided at the NEO Peer Group companies, in assessing the competitiveness of our total compensation package for our NEOs. Two of our NEOs continue to participate in a group replacement life insurance plan that was closed to new participants as of January 2002.

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**Nonqualified Deferred Compensation Plan**

The 2015 Seagate Deferred Compensation Plan (the "SDCP") effective January 1, 2015 allows our NEOs (and other eligible employees) whose annual base pay salary is \$165,000 or more, or whose target commissions and annual base salary in the aggregate is \$165,000 or more to defer on a pre-tax basis (i) up to 70% of their base salary, (ii) up to 70% of commissions, and (iii) up to 100% of their annual performance-based cash bonus. Deferrals and notional earnings related to those deferrals are reflected on the Company's books as an unfunded obligation of the Company. We do not make any contributions to the SDCP, and notional earnings on deferrals are based on the performance of investment funds selected by each participant from a menu of investment options offered pursuant to the SDCP. Deferral amounts, earnings and year-end balances for our NEOs are set forth in the table below titled "Fiscal Year 2015 Nonqualified Deferred Compensation." The SDCP is a successor plan to the Seagate Deferred Compensation Plan, as amended, which became frozen with respect to all deferrals made thereunder on or prior to December 31, 2014.

**Severance and Change in Control Benefits**

We provide severance benefits to assist in aligning NEO and shareholder interests during the evaluation of an ownership change, to remain competitive in attracting and retaining NEOs and to support organizational changes necessary to achieve our business strategy. The purpose of the Fifth Amended and Restated Seagate Technology Executive Severance and Change in Control Plan (the "Severance Plan") is to:

- (1) provide for the payment of severance benefits to our NEOs in the event their employment with the Company or any applicable subsidiary is involuntarily terminated;
- (2) encourage our NEOs to continue employment in the event of a potential "change in control" (as such term is defined in the section titled "Compensation of Named Executive Officers Potential Payments upon Termination or Change in Control," below); and
- (3) ensure that our NEOs generally receive the same severance benefits in connection with a qualifying termination of employment.

All of our NEOs, except our CEO, receive the same level and type of severance benefits; the level of severance benefits payable to our CEO under the terms of the Severance Plan is higher than for the other NEOs to reflect his level of responsibility within our organization, the strategic importance of his position and a market-competitive level of severance for comparable positions within the NEO Peer Group.

The Severance Plan provisions were developed based on a comparison of severance benefits typically available at the NEO Peer Group companies, in consultation with F.W. Cook, following review by the independent directors of the Board. Consistent with our compensation philosophy, the Severance Plan provides for severance only in the event of an involuntary termination (i.e., a termination by us without "cause" or by the Executive for "good reason"). The Severance Plan includes the following features:

severance benefits do not include a guaranteed bonus amount;

no post-termination healthcare benefit subsidy if the involuntary termination occurs outside of a "change in control period" (as defined in the section titled "Compensation of Named Executive Officers Potential Payments upon Termination or Change in Control Involuntary Termination Without Cause or for Good Reason During a Change in Control Period", below);

enhanced severance benefits provided in connection with a change in control require a "double trigger" (which is defined as an involuntary termination during a "change in control period") before an NEO becomes entitled to receive such benefits; and



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severance payments cannot equal or exceed three times the sum of the Executive's base salary and target bonus.

In the event that the benefits payable following a change in control exceed the safe harbor limits established in Section 280G of the Code, we cap benefits at the safe harbor limit if the after-tax benefit to the NEO of the capped amount is greater than the after-tax benefit of the full amount (which would otherwise be subject to excise taxes imposed by Section 4999 of the Code). We do not provide a gross-up for any taxes payable on severance benefits and the NEO is responsible for the payment of all personal taxes, including any excise taxes imposed on change in control payments and benefits.

For further details on the Severance Plan, see the section titled "Compensation of Named Executive Officers Potential Payments upon Termination or Change in Control."

**Other Company Policies and Compensation Considerations**

***Impact of Section 162(m) of the Internal Revenue Code***

The Compensation Committee seeks to qualify NEO compensation for deductibility under applicable tax laws to the greatest extent possible. Section 162(m) of the Code (as interpreted by IRS Notice 2007-49) places a limit of \$1 million on the amount that a public company may deduct for compensation in any taxable year to any of the CEO and each of the next three most highly compensated NEOs employed at the end of the year (other than the Company's CFO), unless such compensation is considered "performance-based" under Section 162(m).

Both the EOPB and the 2012 Plan have been approved by our shareholders and are administered by the Compensation Committee. Each plan has been structured such that compensation paid or awarded thereunder may qualify as "performance-based" and therefore not be subject to the Section 162(m) limit. We received shareholder approval for the EOPB at the 2013 AGM in order to preserve the Company's ability to pay annual incentive bonuses to our executive officers that may qualify as "performance-based" compensation under Section 162(m). However, in order to maintain flexibility in compensating our NEOs in a manner designed to promote varying corporate goals, the Compensation Committee retains the discretion to pay compensation that may not be tax deductible.

***Securities Trading***

The Board believes that short-term investment activity in our securities (such as trading in or writing options, arbitrage trading or "day trading") is not appropriate under any circumstances; therefore, such conduct is prohibited by Seagate's Securities Trading Policy. In addition, all employees (including our NEOs) and Board members are prohibited from taking "short" positions in our securities or engaging in hedging or other monetization transactions with respect to our securities. We discourage our executive officers from using our shares in margin accounts or otherwise pledging shares as collateral. We have also amended our Securities Trading Policy to, among other things, require the first trade under a new plan established pursuant to Rule 10b5-1 promulgated under the Exchange Act take place after a reasonable "seasoning period" has passed from the time of adoption of the plan; in addition, an insider will only be permitted to use one 10b5-1 plan at a time.

***Pay Recovery Policy***

Our Pay Recovery Policy is intended to eliminate any reward for fraudulent accounting. It provides standards for recovering compensation from an NEO where such compensation was based on incorrectly reported financial results due to the fraud or willful misconduct of such NEO. The NEO's repayment obligation applies to any bonus paid, share award issued (whether or not vested) or options exercised during the period commencing with the date that is four years prior to the beginning of the fiscal year in which a restatement is announced, and ending on the date recovery is sought. We intend

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to review our Pay Recovery Policy following the enactment of final rules pursuant to the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

**Compensation Committee Report**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management and the Board. In reliance on the review and discussions referred to above, the Compensation Committee recommended to the Board, and the Board approved, the inclusion of the Compensation Discussion and Analysis in the Company's Proxy Statement for fiscal year 2015.

COMPENSATION COMMITTEE

Edward J. Zander, Chairman  
Frank J. Biondi, Jr.  
Jay L. Geldmacher  
Chong-Sup Park

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Table of Contents**COMPENSATION OF NAMED EXECUTIVE OFFICERS**

The tables below show fiscal year 2015, 2014 and 2013 compensation awarded to and earned by our CEO, CFO and our three most highly compensated executive officers other than our CEO and CFO. The amounts reported reflect rounding, which may result in slight variations between amounts shown in the Total columns and the sum of their components as reflected in the tables.

**Summary Compensation Table**

| Name and Principal Position   | Year | Salary<br>(\$) | Stock<br>Awards<br>(\$) <sup>(1)</sup> | Option<br>Awards<br>(\$) <sup>(1)</sup> | Non-Equity<br>Incentive      |   | Total<br>(\$) |
|---|------|----------------|--|---|------------------------------|---|---------------|
|   |      |                |  |   | Plan<br>Compensation<br>(\$) | All Other<br>Compensation<br>(\$) <sup>(2)(3)</sup> |               |
| Stephen J. Luczo<br>Chairman and Chief Executive Officer  | 2015 | 1,200,056      | 7,555,140                              | 1,732,557                               | 1,155,654                    | 3,884   | 11,647,291    |
|   | 2014 | 1,153,886      |  |   | 1,458,068                    | 3,563   | 2,615,517     |
|   | 2013 | 1,037,015      | 12,920,085                             | 3,577,285                               | 2,220,761                    | 3,260   | 19,758,406    |
| Patrick J. O'Malley<br>Executive Vice President and Chief<br>Financial Officer                      | 2015 | 565,011        | 1,422,150                              | 244,405                                 | 362,737                      | 23,656  | 2,617,959     |
|   | 2014 | 560,710        | 2,156,210                              | 346,172                                 | 457,659                      | 7,860   | 3,528,611     |
|   | 2013 | 549,037        | 1,796,880                              | 363,611                                 | 774,142                      | 5,582   | 3,489,252     |
| Philip Gordon Brace <sup>(4)</sup><br>Interim President, Cloud Systems and<br>Electronics Solutions | 2015 | 392,316        | 3,588,650                              | 777,129                                 | 263,901                      | 4,500   | 5,026,496     |
| William D. Mosley<br>President, Operations and Technology   | 2015 | 600,018        | 2,488,763                              | 427,708                                 | 463,217                      | 29,470  | 4,009,176     |
|   | 2014 | 579,561        | 3,080,300                              | 494,532                                 | 573,497                      | 4,500   | 4,732,390     |
|   | 2013 | 524,035        | 1,796,880                              | 363,611                                 | 738,890                      | 4,500   | 3,427,916     |
| Albert A. Pimentel<br>President, Global Markets and Customers                                       | 2015 | 600,018        | 2,488,763                              | 427,708                                 | 458,402                      | 181,460   | 4,156,351     |
|   | 2014 | 600,018        | 2,156,210                              | 346,172                                 | 583,217                      | 23,428  | 3,709,045     |
|   | 2013 | 600,018        | 1,796,880                              | 363,611                                 | 846,025                      | 24,866  | 3,631,400     |
| James J. Lerner <sup>(5)</sup><br>Former President, Cloud Systems and<br>Solutions                  | 2015 | 525,013        | 2,488,763                              | 427,708                                 |                              | 1,713,475   | 5,154,959     |
|   | 2014 | 141,350        | 8,353,500                              | 1,671,382                               | 157,133                      | 1,817   | 10,325,182    |

(1)

Share Awards and Option Awards: These amounts do not reflect the actual value realized by the NEO. In accordance with SEC rules, these columns represent the aggregate grant date fair value calculated in accordance with ASC 718, excluding the effect of estimated forfeitures. For all performance share units whose vesting is subject to performance conditions as defined by ASC 718, we have assumed the probable outcome of related performance conditions at target levels. The aggregate grant date fair value for these PSUs and TPSUs, assuming the achievement of the highest level of performance, is \$12,202,607 for Mr. Luczo, \$2,296,830 for Mr. O'Malley, \$4,019,453 for each of Messrs. Mosely and Pimentel, and \$3,588,650 for Mr. Brace. For additional information on the valuation assumptions, see Note 11, "Compensation" in the Notes to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the fiscal year ended July 3, 2015.

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- (2) All Other Compensation: The amounts shown in this column consist of the following:

**All Other Compensation Table**

| <b>Name</b>         | <b>Personal<br/>Guest<br/>Travel<br/>(\$)<sup>(a)</sup></b> | <b>401k<br/>Match<br/>(\$)<sup>(b)</sup></b> | <b>Executive<br/>Life<br/>Insurance<br/>(\$)</b> | <b>Accrued<br/>Dividends<br/>(\$)<sup>(c)</sup></b> | <b>Other<br/>Comp<br/>(\$)<sup>(d)</sup></b> | <b>Total<br/>(\$)</b> |
|---------------------|---|--|--|---|--|-----------------------|
| Stephen J. Luczo    |   |  | 3,884  |   |  | 3,884                 |
| Patrick J. O'Malley |   | 3,001  | 2,495  | 18,160  |  | 23,656                |
| Philip Gordon Brace |   | 4,500  |  |   |  | 4,500                 |
| William D. Mosley   |   | 4,500  |  | 24,970  |  | 29,470                |
| Albert A. Pimentel  | 21,005  | 4,500  |  | 155,955   |  | 181,460               |
| James J. Lerner     |   | 7,183  |  |   | 1,706,292                                    | 1,713,475             |

- (a) Personal guest travel consists of travel costs incurred for the executive's spouse in connection with a sales incentive program offered to all eligible sales personnel.
- (b) 401(k) match is for the 401(k) Plan contribution provided to all U.S. employees who participate in the 401(k) Plan. The maximum amount is \$4,500 per calendar year, but it may be higher for a particular fiscal year.
- (c) Payment of accrued dividends upon the vesting of TPS awards.
- (d) In connection with Mr. Lerner's departure, he received a lump sum cash severance payment of \$1,706,292 which represents the amount to which he was entitled under the terms of his offer letter with Seagate. This severance payment consists of the equivalent of 24 months of his annual base salary (\$1,050,026), plus his target EOPB bonus (\$525,013) and his target MBO bonus (\$131,253) for fiscal year 2015.
- (3) We provide the use of our corporate aircraft to our NEOs primarily so that they can travel to business functions and different facilities in the course of their duties. Certain trips taken by Mr. Luczo in fiscal year 2015 may have had a personal element. To the extent that a travel leg has a personal element to it, Mr. Luczo has fully reimbursed the company for the aggregate incremental cost of such leg to us. Such reimbursement includes the costs of "wheels up time", a portion of fuel and insurance costs, catering, excise taxes, and crew expenses.
- (4) Mr. Brace commenced his employment with us on September 2, 2014.
- (5) Mr. Lerner departed from Seagate on July 1, 2015.

Table of Contents**Grants of Plan-Based Awards Table for Fiscal Year 2015**

| Name                | Type of Award | Date of Compensation Committee Action | Grant Date                | Estimated Possible Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup> |             |              | Estimated Future Payments Under Equity Incentive Plan Awards |             | All Other Stock Awards: All Other                   |  | Exercise or Base Price of Option Awards (\$/Sh) | Grant Date Fair Value of Stock and Option Awards <sup>(2)</sup> |
|---------------------|---------------|---------------------------------------|---------------------------|--|-------------|--------------|--|-------------|---|--|---|---|
|                     |               |                                       |                           | Threshold (\$)   | Target (\$) | Maximum (\$) | Target (#)   | Maximum (#) | Number of Shares of stock or Underlying Options (#) | Number of Securities or Underlying Options (#) |   |   |
| Stephen J. Luczo    | Cash Bonus    |                                       |                           | 900,042  | 1,800,084   | 3,600,168    |  |             |   |  |   |   |
|                     | Time Option   | 7/22/2014                             | 9/9/2014 <sup>(3)</sup>   |  |             |              |  |             | 127,600   | 60.83  | 1,732,557                                       |   |
|                     | PSU           | 7/22/2014                             | 9/9/2014 <sup>(4)</sup>   |  |             |              | 79,700   | 159,400     |   |  | 4,647,466                                       |   |
|                     | TPSU          | 7/22/2014                             | 9/9/2014 <sup>(5)</sup>   |  |             |              | 47,800   |             |   |  | 2,907,674                                       |   |
| Patrick J. O'Malley | Cash Bonus    |                                       |                           | 282,506  | 565,011     | 1,130,022    |  |             |   |  |   |   |
|                     | Time Option   | 7/22/2014                             | 9/9/2014 <sup>(3)</sup>   |  |             |              |  |             | 18,000  | 60.83  | 244,405   |   |
|                     | PSU           | 7/22/2014                             | 9/9/2014 <sup>(4)</sup>   |  |             |              | 15,000   | 30,000      |   |  | 874,680   |   |
|                     | TPSU          | 7/22/2014                             | 9/9/2014 <sup>(5)</sup>   |  |             |              | 9,000  |             |   |  | 547,470   |   |
| Philip Gordon Brace | Cash Bonus    |                                       |                           | 196,158  | 392,316     | 784,633      |  |             |   |  |   |   |
|                     | Time Option   | 7/22/2014                             | 10/21/2014 <sup>(3)</sup> |  |             |              |  |             | 65,000  | 55.21  | 777,129   |   |
|                     | TPSU          | 7/22/2014                             | 10/21/2014 <sup>(5)</sup> |  |             |              | 65,000   |             |   |  | 3,588,650                                       |   |
| William D. Mosley   | Cash Bonus    |                                       |                           | 300,009  | 750,023     | 1,350,041    |  |             |   |  |   |   |
|                     | Time Option   | 7/22/2014                             | 9/9/2014 <sup>(3)</sup>   |  |             |              |  |             | 31,500  | 60.83  | 427,708   |   |
|                     | PSU           | 7/22/2014                             | 9/9/2014 <sup>(4)</sup>   |  |             |              | 26,250   | 52,500      |   |  | 1,530,690                                       |   |
|                     | TPSU          | 7/22/2014                             | 9/9/2014 <sup>(5)</sup>   |  |             |              | 15,750   |             |   |  | 958,073   |   |
| Albert A. Pimentel  | Cash Bonus    |                                       |                           | 300,009  | 750,023     | 1,350,041    |  |             |   |  |   |   |
|                     | Time Option   | 7/22/2014                             | 9/9/2014 <sup>(3)</sup>   |  |             |              |  |             | 31,500  | 60.83  | 427,708   |   |
|                     | PSU           | 7/22/2014                             | 9/9/2014 <sup>(4)</sup>   |  |             |              | 26,250   | 52,500      |   |  | 1,530,690                                       |   |
|                     | TPSU          | 7/22/2014                             | 9/9/2014 <sup>(5)</sup>   |  |             |              | 15,750   |             |   |  | 958,073   |   |
| James J. Lerner     | Cash Bonus    |                                       |                           |  |             |              |  |             |   |  |   |   |
|                     | Time Option   | 7/22/2014                             | 9/9/2014 <sup>(3)</sup>   |  |             |              |  |             | 31,500  | 60.83  | 427,708   |   |
|                     | PSU           | 7/22/2014                             | 9/9/2014 <sup>(4)</sup>   |  |             |              | 26,250   | 52,500      |   |  | 1,530,690                                       |   |
|                     | TPSU          | 7/22/2014                             | 9/9/2014 <sup>(5)</sup>   |  |             |              | 15,750   |             |   |  | 958,073   |   |

(1) Amounts shown were the potential range of payments for fiscal year 2015 for the NEOs under the EOPB. This range varied based on the individual's position and bonus target as a percentage of fiscal year 2015 ending base salary, or a pro-rata salary in the case of Mr. Brace (150% percent of base salary for Mr. Luczo and 100% for Messrs. Brace, Mosley, Pimentel and O'Malley). Each of Messrs. Mosley and Pimentel have an additional bonus target of 25% of their annual base salary based on the achievement of individual goals tied to strategic objectives for each their organization during fiscal year 2015. For a description of the EOPB, refer to the section above entitled "Annual Bonus Plan."

(2) In accordance with SEC rules, this column represents the aggregate grant date fair value calculated in accordance with ASC 718, excluding the effect of estimated forfeitures. For all performance share units, we have assumed the probable outcome of related performance conditions as defined by ASC 718 at target levels. The aggregate grant date fair value for these PSUs and TPSUs, assuming the achievement of the highest level of performance, is \$12,202,607 for Mr. Luczo, \$2,296,830.00 for Mr. O'Malley, \$ 4,019,453 for each of Messrs. Mosely and Pimentel, and \$ 3,588,650 for Mr. Brace. For additional information on the valuation assumptions, see Note 11, "Compensation" in the Notes to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the fiscal year ended July 3, 2015.

- (3) Options awarded during fiscal year 2015 under the 2012 Plan are subject to a four-year vesting schedule. After one year of continuous service, the NEO will vest in 25% of the shares subject to the option on the first anniversary of the vesting commencement date. Thereafter, the remaining 75% of the shares subject to option will vest proportionally on a monthly basis for the next three years, contingent on continuous service. For a description of the options, refer to the section entitled "Compensation Discussion and Analysis Long Term Equity Incentives Options".
- (4) PSUs awarded during fiscal year 2015 under the 2012 Plan. These units vest after the end of a three-year performance period, subject to both continuous service and the achievement of the applicable performance criteria. For a description of the PSUs, refer to the section entitled "Compensation Discussion and Analysis Long-Term Equity Incentives Share Awards Performance Share Units".
- (5) TPSUs awarded during fiscal year 2015 under the 2012 Plan. Vesting is contingent on continuous service and satisfaction of performance vesting requirements. The first tranche vests no sooner than one year after the vesting commencement date, subject to the satisfaction of specified performance criteria. The awards will continue to vest annually thereafter if the annual performance goals are achieved. If threshold performance is not achieved, no awards will vest and the shares will be forfeited at the end of the performance period. For a description of the TPSUs, refer to the section entitled "Compensation Discussion and Analysis Long-Term Equity Incentives Share Awards Threshold Performance Shares and Threshold Performance Share Units".

Table of Contents**Outstanding Equity Awards at Fiscal Year 2015**

| Name                    | Option Awards             |   |   |                     |                        | Stock Awards              |   | Equity Incentive Plan Awards: Number of unearned shares, units or other rights that have not vested | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that have not vested |   |
|-------------------------|---------------------------|---|---|---------------------|------------------------|---------------------------|---|---|---|---|
|                         | Stock Option Grant Date   | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable | Exercise Price (\$) | Option Expiration Date | Stock Award Date          | Number of Shares or Units of Stock That have not Vested (#) | Market Value of Shares or Units of Stock that have not Vested (\$) <sup>(1)</sup>                   | Equity Incentive Plan Awards: Number of unearned shares, units or other rights that have not Vested (#)             | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that have not Vested (\$) <sup>(1)</sup> |
| Stephen J. Luczo        | 9/13/2010 <sup>(2)</sup>  | 34,375  |   | 11.065              | 9/13/2017              |                           |   |   |   |   |
|                         |                           |   |   |                     |                        | 9/12/2011 <sup>(3)</sup>  |   | 65,000  | 3,129,750   |   |
|                         | 8/1/2012 <sup>(2)</sup>   | 51,962  | 55,960  | 30.230              | 8/1/2019               |                           |   |   |   |   |
|                         | 8/1/2012 <sup>(4)</sup>   |   | 206,300   | 30.230              | 8/1/2019               |                           |   |   |   |   |
|                         |                           |   |   |                     |                        | 8/1/2012 <sup>(3)</sup>   |   |   | 43,170  | 2,078,636   |
|                         |                           |   |   |                     |                        | 8/1/2012 <sup>(5)</sup>   |   |   | 287,790   | 13,857,089  |
|                         | 9/9/2014 <sup>(2)</sup>   |   | 127,600   | 60.830              | 9/9/2021               | 112,130                   | 5,399,060   |   |   |   |
|                         |                           |   |   |                     |                        | 9/9/2014 <sup>(3)</sup>   |   | 47,800  | 2,301,570   |   |
|                         |                           |   |   |                     |                        |                           |   | 79,700  | 3,837,555   |   |
| Patrick J. O'Malley     |                           |   |   |                     |                        | 9/12/2011 <sup>(3)</sup>  |   | 14,625  | 704,194   |   |
|                         | 9/10/2012 <sup>(2)</sup>  | 6,666   | 12,501  | 29.870              | 9/10/2019              |                           |   | 12,000  | 577,800   |   |
|                         |                           |   |   |                     |                        | 9/10/2012 <sup>(5)</sup>  |   | 40,000  | 1,926,000   |   |
|                         | 9/9/2013 <sup>(2)</sup>   | 5,833   | 19,688  | 40.160              | 9/9/2020               |                           |   | 15,750  | 758,363   |   |
|                         |                           |   |   |                     |                        | 9/9/2013 <sup>(3)</sup>   |   |   | 35,000  | 1,685,250   |
|                         |                           |   |   |                     |                        | 9/9/2013 <sup>(5)</sup>   |   |   |   |   |
|                         | 9/9/2014 <sup>(2)</sup>   |   | 18,000  | 60.830              | 9/9/2021               |                           |   | 9,000   | 433,350   |   |
|                         |                           |   |   |                     |                        |                           |   | 15,000  | 722,250   |   |
| 9/9/2014 <sup>(3)</sup> |                           |   |   |                     |                        |                           |   |   |   |   |
| 9/9/2014 <sup>(5)</sup> |                           |   |   |                     |                        |                           |   |   |   |   |
| Philip Gordon Brace     | 10/21/2014 <sup>(2)</sup> |   | 65,000  | 55.210              | 10/21/2021             |                           |   |   |   |   |
|                         |                           |   |   |                     |                        | 10/21/2014 <sup>(3)</sup> |   | 65,000  | 3,129,750   |   |
| William D. Mosley       | 9/13/2010 <sup>(2)</sup>  | 38,581  |   | 11.065              | 9/13/2017              |                           |   |   |   |   |
|                         |                           |   |   |                     |                        | 9/12/2011 <sup>(3)</sup>  |   | 14,625  | 704,194   |   |
|                         | 9/10/2012 <sup>(2)</sup>  | 27,499  | 12,501  | 29.870              | 9/10/2019              |                           |   | 12,000  | 577,800   |   |
|                         |                           |   |   |                     |                        | 9/10/2012 <sup>(5)</sup>  |   | 40,000  | 1,926,000   |   |
|                         | 9/9/2013 <sup>(2)</sup>   | 21,875  | 28,125  | 40.160              | 9/9/2020               |                           |   | 22,500  | 1,083,375   |   |
|                         |                           |   |   |                     |                        | 9/9/2013 <sup>(3)</sup>   |   |   | 50,000  | 2,407,500   |
|                         | 9/9/2014 <sup>(2)</sup>   |   | 31,500  | 60.830              | 9/9/2021               |                           |   | 15,750  | 758,363   |   |
|                         |                           |   |   |                     |                        |                           |   | 26,250  | 1,263,938   |   |
|                         |                           |   |   |                     |                        | 9/9/2014 <sup>(3)</sup>   |   |   |   |   |
|                         |                           |   |   |                     |                        | 9/9/2014 <sup>(5)</sup>   |   |   |   |   |
| Albert A. Pimentel      | 3/3/2009 <sup>(2)</sup>   | 15,000  |   | 3.845               | 3/3/2016               |                           |   |   |   |   |
|                         | 10/28/2009 <sup>(2)</sup> | 10,000  |   | 14.825              | 10/28/2016             |                           |   |   |   |   |
|                         | 4/6/2011 <sup>(2)</sup>   | 597,500   |   | 14.810              | 4/6/2018               |                           |   |   |   |   |
|                         | 9/10/2012 <sup>(2)</sup>  | 27,499  | 12,501  | 29.870              | 9/10/2019              |                           |   |   |   |   |
|                         |                           |   |   |                     |                        | 9/10/2012 <sup>(3)</sup>  |   |   | 12,000  | 577,800   |
|                         |                           |   |   |                     |                        | 9/10/2012 <sup>(5)</sup>  |   |   | 40,000  | 1,926,000   |
|                         | 9/9/2013 <sup>(2)</sup>   | 15,312  | 19,688  | 40.160              | 9/9/2020               |                           |   | 15,750  | 758,363   |   |
|                         |                           |   |   |                     |                        |                           |   |   |   |   |
|                         |                           |   |   |                     |                        | 9/9/2013 <sup>(3)</sup>   |   |   |   |   |

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|                 |                          |        |        |           |                         |        |           |
|-----------------|--------------------------|--------|--------|-----------|-------------------------|--------|-----------|
|                 | 9/9/2014 <sup>(2)</sup>  | 31,500 | 60,830 | 9/9/2021  | 9/9/2013 <sup>(5)</sup> | 35,000 | 1,685,250 |
|                 |                          |        |        |           | 9/9/2014 <sup>(3)</sup> | 15,750 | 758,363   |
|                 |                          |        |        |           | 9/9/2014 <sup>(5)</sup> | 26,250 | 1,263,938 |
| James J. Lerner | 4/21/2014 <sup>(2)</sup> | 39,062 | 55,690 | 10/1/2015 |                         |        |           |

- 
- (1) Value based on the closing price of our ordinary shares on July 2, 2015 of \$48.15. (The market was closed on July 3, 2015.)
- (2) Options vest as to 25% of the shares subject thereto one year after the vesting commencement date, and then with respect to 1/48th of the shares subject to monthly thereafter see "Compensation Discussion and Analysis Long Term Equity Incentives Options Time-Vesting Options").
- (3) These TPSU awards, issued under the 2012 Plan, are subject to both continuous service and the satisfaction of applicable performance vesting requirements. The first tranche may vest no sooner than one year after the grant date, with vesting subject to satisfying specified performance criteria. Potential vesting for these awards is annually thereafter according to specific performance requirements. If threshold performance is not achieved, no awards will vest and the shares underlying the award will be forfeited at the end of the performance period. The TPSU awards are described in more detail above under "Compensation Discussion and Analysis Long-Term Equity Incentives Share Awards Threshold Performance Shares and Threshold Performance Share Units".
- (4) The TSR Options granted to our CEO cliff vest three years following their grant date, contingent on continuous service. The performance condition associated with these options was satisfied as of July 23, 2013 (see "Compensation Discussion and Analysis Long-Term Equity Incentives Options TSR Performance-Vesting Options").
- (5) These PSUs were issued under the Seagate Technology plc 2004 Share Compensation Plan, as amended (the "2004 SCP") and the 2012 Plan. The PSUs vest after the end of a three-year performance period, subject to both continuous service and the achievement of performance criteria. If the minimum performance threshold is not achieved, no PSUs will vest and the PSUs will be forfeited at the end of the performance period. The PSUs are described in more detail above under "Compensation Discussion and Analysis Long-Term Equity Incentives Share Awards Performance Share Units".
- (6) The TSR PSUs granted to our CEO cliff vest three years following their grant date, contingent on continuous service. The performance condition associated with these PSUs was satisfied as of July 23, 2013 (see "Compensation Discussion and Analysis Long-Term Equity Incentives Share Awards TSR Performance Share Units").



Table of Contents**Option Exercises and Stock Vested for Fiscal Year 2015**

| Name                | Option Awards                             |                                 | Stock Awards                             |                                |
|---------------------|---|---------------------------------|--|--------------------------------|
|                     | Number of Shares Acquired on Exercise (#) | Value Realized on Exercise (\$) | Number of Shares Acquired on Vesting (#) | Value Realized on Vesting (\$) |
| Stephen J. Luczo    |   |                                 | 567,985                                  | 34,121,991                     |
| Patrick J. O'Malley | 76,146                                    | 3,158,833                       | 138,275                                  | 8,436,713                      |
| Philip Gordon Brace |   |                                 |  |                                |
| William D. Mosley   | 115,743                                   | 6,506,460                       | 142,025                                  | 8,554,564                      |
| Albert A. Pimentel  | 50,000                                    | 2,491,711                       | 39,000                                   | 2,302,800                      |
| James J. Lerner     |   |                                 | 95,235 <sup>(1)</sup>                    | 4,786,829                      |

(1) In connection with Mr. Lerner's departure, the vesting of 57,735 TPSUs was accelerated pursuant to the terms of his offer letter with Seagate.

**Nonqualified Defined Contribution and Other Nonqualified Deferred Compensation Plans**

| Name                | Executive Contributions in FY2015 (\$) <sup>(a)</sup> | Registrant Contributions in Last FY (\$) | Aggregate Earnings in FY2015 (\$) | Aggregate Withdrawals/Distributions (\$) | Aggregate Balance in FY2015 (\$) |
|---------------------|---|--|-----------------------------------|--|----------------------------------|
| Stephen J. Luczo    |   |  |                                   |  |                                  |
| Patrick J. O'Malley | 796,776   |  | 160,365                           |  | 4,835,619                        |
| Philip Gordon Brace |   |  |                                   |  |                                  |
| William D. Mosley   |   |  | 6,739                             |  | 541,645                          |
| Albert A. Pimentel  |   |  |                                   |  |                                  |
| James J. Lerner     |   |  |                                   |  |                                  |

(a) The amounts reported as Executive contributions represent compensation already reported in the Summary Compensation Table, with the exception of earnings on contributions, as such earnings are not considered at above-market rates.

The SDCP is a nonqualified deferred compensation plan allowing participants to defer on a pre-tax basis up to 70% of their base salary, 70% of their commissions and up to 100% of their annual performance-based cash bonus, and to select from several mutual fund investment options used to determine notional earnings on the deferred amounts. The deferrals and notional earnings related to those deferrals are reflected on our books as an unfunded obligation of the Company, and remain part of our general assets. A grantor (or rabbi) trust was established for the purpose of accumulating funds to satisfy our obligations and process payments due under the SDCP for plans in effect for the performance period through December 31, 2014. A successor SDCP was implemented effective January 1, 2015, which is no longer supported by a grantor (rabbi) trust.

Participants may elect to receive distributions upon retirement or termination of employment or at a specified time while still employed. Participants may elect to receive distributions following retirement or termination in a lump sum or in quarterly installments over 3, 5, 10, or 15 years. Participants may elect to receive in-service distributions in a lump sum or annual installments payable over 2, 3, 4 or 5 years. Upon disability, a participant's account will be distributed in accordance with his or her retirement/termination distribution elections. Additionally, upon death, a participant's accounts will be paid to his or her beneficiary or beneficiaries in a cash lump-sum payment payable before the later of the end of the calendar year in which the participant dies, and two and one-half months after the participant dies. Unless otherwise determined by the Compensation Committee prior to a change in control, the SDCP will be terminated upon the occurrence of a change in control and the aggregate balance credited to and held in a participant's account shall generally be distributed to him or her in a lump sum not later than the thirtieth day following the change in control.



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**Potential Payments Upon Qualifying Termination or Change in Control**

As discussed above under the heading titled "Compensation Discussion and Analysis Severance and Change in Control Benefits," the Compensation Committee adopted the Severance Plan to provide, among other things, consistent severance benefits to NEOs who are terminated without cause or resign for good reason, in lieu of severance protections that might otherwise have been included in individually negotiated employment agreements. In addition to severance, participating NEOs are entitled to receive payment of deferred amounts in the event of a termination of employment or a change in control, as described under the immediately preceding heading titled "Nonqualified Defined Contribution and Other Nonqualified Deferred Compensation Plans".

***Involuntary Termination Without Cause or For Good Reason Outside of a Change in Control Period***

Under the Severance Plan in effect during fiscal year 2015, if an NEO's employment were to have been terminated by the Company without "cause" (as defined below) or by the NEO for "good reason" (as defined below), the NEO would have been entitled to receive a severance payment equal to a pre-determined number of months of base salary, based on the NEO's job level. In the event of such an involuntary termination outside of a "change in control period" (as defined below), the CEO would be entitled to receive 24 months of base salary and the other NEOs would be entitled to receive 20 months of base salary, as well as a pro-rata bonus for the year of termination based on the number of days elapsed from the beginning of the fiscal year until the termination date at the most recent accrued performance level, and, if applicable, the prior year bonus (if earned but unpaid at the time of termination). The severance benefits are generally payable within 20 business days following the "payment confirmation date" (as defined in the Severance Plan) in an amount equal to the lesser of (a) 50% of the severance benefit and (b) \$530,000 (for calendar year 2015), with the remaining amount payable twelve months following the date of termination. The Company would also provide paid outplacement services for a period of two years following termination. The receipt of these severance benefits would generally be subject to the NEO's execution of an effective release of claims against the Company and compliance with certain non-competition, non-solicitation and confidentiality covenants during the applicable severance period.

Under the Severance Plan, "cause" means (i) an NEO's continued failure to substantially perform the material duties of his or her office, (ii) fraud, embezzlement or theft by an NEO of Company property, (iii) the conviction of an NEO of, or plea of nolo contendere by the NEO to, a felony, (iv) an NEO's willful malfeasance or willful misconduct in connection with such NEO's duties or any other act or omission which is materially injurious to the financial condition or business reputation of Seagate, or (v) a material breach by an NEO of any of the provisions of (A) the Severance Plan, (B) any non-compete, non-solicitation or confidentiality provisions to which such NEO is subject or (C) any company policy or other agreement to which such NEO is subject. If an NEO is involuntarily terminated for any reason outside a change in control period, the Severance Plan does not provide for any accelerated vesting of outstanding equity awards. Instead, the terms of any vesting acceleration are governed by the applicable award agreement. Upon termination of an NEO's continuous service for any reason (other than death or disability): (i) the award agreements (including those evidencing the TPSUs) provide that vesting will cease and, where applicable, Seagate will automatically reacquire all unvested shares without payment of consideration and (ii) the option agreements provide that all unvested options will be cancelled effective as of the termination date, although NEOs, as all other option holders, would have three months to exercise options that are vested as of the date of termination.

***Involuntary Termination Without Cause or For Good Reason During a Change in Control Period***

The Severance Plan provides for enhanced severance benefits if an NEO is terminated by the Company without cause or resigns for good reason during a "change in control period". This period is

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defined as the period commencing six months prior to the effective date of a "change in control" (as defined below) and ending 24 months following such date. In the event of an involuntary termination within a change in control period (often called a "double trigger"), the NEO would be entitled to receive the following: (i) 36 months of base salary and target bonus in the case of the CEO, or 24 months of base salary and target bonus in the case of the other NEOs, (ii) a lump sum cash payment equal to two times the before-tax annual cost of the applicable COBRA premiums for the NEO and his or her eligible dependents, if any, (iii) paid outplacement services for a period of two years, and (iv) full vesting of all unvested equity-based awards (whether or not awarded prior to or following the adoption of the Severance Plan). All other rights and obligations imposed under the Severance Plan upon such a termination of employment outside of the context of a change in control (as described above) would also be generally applicable in the event of a termination during a change in control period, except that the severance benefits would generally be payable within 20 business days following the "payment confirmation date" in an amount equal to the lesser of (a) 100% of the severance benefit and (b) \$530,000 (for calendar year 2015), with the remainder, if any, payable six months and one day following the termination date.

Under the Severance Plan, "change in control" or "CIC" means the consummation or effectiveness of any of the following events: (i) the sale, exchange, lease or other disposition of all or substantially all of the assets of Seagate to a person or group of related persons; (ii) a merger, reorganization, recapitalization, consolidation or other similar transaction involving Seagate in which the voting securities of Seagate owned by the shareholders of Seagate immediately prior to such transaction do not represent more than fifty percent (50%) of the total voting power of the surviving controlling entity outstanding immediately after such transaction; (iii) any person or group of related persons is or becomes the beneficial owner, directly or indirectly, of more than 50% of the total voting power of the voting securities of Seagate; (iv) during any period of two consecutive years, individuals who at the beginning of such period constituted the Board (together with any new directors whose election by such Board or whose nomination for election by the shareholders of Seagate was approved by a vote of a majority of the directors of Seagate then still in office, who were either directors at the beginning of such period or whose election or nomination for election was previously so approved) cease for any reason to constitute a majority of the Board then in office; or (v) a dissolution or liquidation of Seagate.

In addition, under the terms of our equity award agreements with each NEO and consistent with the treatment of equity awards under the Severance Plan, if a change in control (which is generally defined in a similar manner as under the Severance Plan) occurs and the successor company does not assume or replace the awards with alternatives that preserve both the intrinsic value and the rights and benefits of the award immediately prior to the CIC, then all awards accelerate and become fully vested at least 10 days prior to the consummation of the CIC. The PSU award agreement further provides that the number of shares that will vest on the later of the closing of a CIC and an NEO's involuntary termination within the change in control period will be based on the Company's performance through the closing date of the CIC, with relative TSR performance measured by using the average closing prices over the 30-day trading period preceding the CIC. The vesting of the TSR Options and TSR PSUs issued to our CEO will accelerate in full upon the later of a CIC and a qualifying termination of employment.

In the event that the benefits payable following a CIC exceed the safe harbor limits established in Section 280G of the Code, we cap benefits at the safe harbor limit if the after-tax benefit to the NEO of the capped amount is greater than the after-tax benefit of the full amount (which would be subject to excise taxes imposed by Section 4999 of the Code). We do not provide any gross-up for excise taxes and the NEO is responsible for payment of all personal taxes, including excise taxes.

Table of Contents***Termination due to Death or Disability***

In the event a termination of employment occurs due to an NEO's death or disability, the NEO would not be entitled to any benefits under the Severance Plan. Under the Severance Plan, "disability" means that the NEO is physically or mentally incapacitated and therefore unable to substantially perform his duties for six consecutive months or an aggregate of nine months in any consecutive 24-month period. However, in the event of termination of employment due to an NEO's death or disability, the Compensation Committee has the discretion under the terms of the EOPB to pay to the NEO or the NEO's estate a pro-rated target bonus for the fiscal year in which the termination occurs.

The terms of the restricted share and performance share award agreements for our NEOs provide that vesting will cease upon a termination due to disability (as defined above), and the Company will automatically reacquire all unvested shares without payment of consideration. However, for a termination due to death, the NEO will be deemed to have completed an additional year of service as of the termination date so that an additional 25% of the award will vest immediately.

Similarly, the option agreements provide that upon termination due to death, the NEO will be deemed to have completed an additional year of service for purposes of determining the portion of an option award that will be vested at termination. For our CEO, both the TSR Option agreement and the TSR PSU award agreement provides that the CEO will vest pro-rata in the option or award based on the number of days from the beginning of the performance period until the termination date upon termination due to death or disability. Additionally, the PSU agreements for our NEOs provide that in the event of a termination due to death or disability, the awards will vest pro-rata based on the number of days from the beginning of the performance period until the termination date, based on actual Company performance, and will be settled in ordinary shares after the end of the performance period.

Finally, for those executive officers who participate in the group replacement life insurance plan, the Company will continue to pay its portion of the insurance premiums through the end of the calendar year in which the Executive becomes disabled.

***Potential Payments Upon Termination****Severance Benefits Upon Termination Without Cause or For Good Reason outside a Change in Control Period*

The following table sets forth the estimated value of the potential payments and benefits to each NEO assuming termination of the NEO by the Company without cause or by the NEO for good reason on July 3, 2015.

| Name                | Monthly<br>Base<br>Salary<br>(\$) | Months of<br>Base Pay<br>(#) | Prior Year<br>Bonus<br>(\$) <sup>(1)</sup> | Outplacement<br>Benefit<br>(\$) <sup>(2)</sup> | Total<br>(\$) |
|---------------------|-----------------------------------|------------------------------|--|--|---------------|
| Stephen J. Luczo    | 100,005                           | 24                           | 1,155,654                                  | 15,000   | 3,570,766     |
| Patrick J. O'Malley | 47,084                            | 20                           | 362,737                                    | 15,000   | 1,319,422     |
| Philip Gordon Brace | 41,668                            | 20                           | 263,901                                    | 15,000   | 1,112,253     |
| William D. Mosley   | 50,002                            | 20                           | 463,217                                    | 15,000   | 1,478,247     |
| Albert A. Pimentel  | 50,002                            | 20                           | 458,402                                    | 15,000   | 1,473,432     |

(1) Represents full-year bonus earned but unpaid at the time of termination.

(2) Represents the estimated amounts payable for outplacement services for the two-year period following termination.

Table of Contents*Severance Benefits Upon Termination Due to Death*

The following table sets forth the estimated value as of July 3, 2015 of the potential payments and benefits to each NEO, assuming termination of the NEO due to death on such date.

| Name                               | Target Bonus (\$) <sup>(1)</sup> | Vesting of Stock Options (\$) <sup>(2)</sup> | Accelerated Vesting of Stock Awards (\$) <sup>(3)</sup> | Total (\$) |
|------------------------------------|----------------------------------|--|---|------------|
| Stephen J. Luczo <sup>(4)</sup>    | 1,800,084                        | 4,556,429                                    | 24,531,462  | 30,887,975 |
| Patrick J. O'Malley <sup>(4)</sup> | 565,011                          | 252,713                                      | 4,373,513   | 5,191,237  |
| Philip Gordon Brace                | 500,011                          |  | 782,438   | 1,282,449  |
| William D. Mosley                  | 750,023                          | 282,675                                      | 5,146,681   | 6,179,379  |
| Albert A. Pimentel                 | 750,023                          | 252,713                                      | 3,897,478   | 4,900,214  |

- (1) Amounts for the bonus component of the death benefit assume that the Compensation Committee elects to exercise its discretion to pay the NEO's estate a bonus for the fiscal year in which death occurs. In addition, the amount has been calculated assuming that the Compensation Committee elects to award the bonus at the NEO's target bonus opportunity for that year. However, the EOPB does not obligate the Compensation Committee to pay a bonus at the target bonus level or otherwise in the event of an NEO's death.
- (2) Amounts for the value of options that receive accelerated vesting as a result of the termination are calculated assuming that the market price per share of Seagate's ordinary shares on the date of termination of employment was equal to the closing price on July 2, 2015, or \$48.15 per share, and are based on the difference between this price and the exercise price of options held by the NEO. As a result, the amounts shown do not include any value for the acceleration of options that have an exercise price greater than \$48.15 or for options that were already vested as of July 3, 2015. Under the terms of the TSR Options issued to our CEO, the same number of options would accelerate in the event of disability as in the event of death because the performance condition was satisfied as of July 23, 2013; the value of the acceleration of such TSR Options is set forth in the table below (see footnote 3 below).
- (3) Amounts for the value of share awards that receive accelerated vesting as a result of the termination are calculated assuming that the market price per share of Seagate's ordinary shares on the date of termination of employment was equal to the closing price on July 2, 2015. In addition, the value of accelerated PSUs is calculated assuming that we would have achieved the target level of performance at the end of the three-year performance measurement cycle. In the event of disability, the NEOs would receive the same number of shares under the terms of the PSU award agreements as in the event of death, as set forth below. In addition, under the terms of the TSR PSUs issued to our CEO, the same number of PSUs would accelerate in the event of disability as in the event of death because the performance condition was satisfied as of July 23, 2013.

| Name                | Accelerated Vesting of PSU Awards (\$) | Accelerated Vesting of Options (\$) |
|---------------------|--|-------------------------------------|
| Stephen J. Luczo    | 24,531,462                             | 3,696,896                           |
| Patrick J. O'Malley | 4,373,513                              |                                     |
| Philip G. Brace     | 782,438                                |                                     |
| William D. Mosley   | 5,146,681                              |                                     |
| Albert A. Pimentel  | 3,897,478                              |                                     |

- (4) In the event of the death of either of Messrs. Luczo or O'Malley, their beneficiary(ies) would be entitled to a death benefit of \$450,000 under the terms of the group replacement life insurance plan, in addition to any accrued cash value. Further, under the terms of this plan, each of Messrs. Luczo and O'Malley would be entitled to continued payment of the Company's portion of the insurance premiums through December 31, 2015, in the aggregate amount of \$3,884 and \$2,495, respectively, in the event the Executive became disabled on July 3, 2015.

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#### *Severance Benefits Upon Termination Without Cause or For Good Reason within a Change in Control Period*

The following table sets forth the estimated value calculated as of July 3, 2015 of the potential payments to each NEO, assuming termination of the NEO by the Company without cause or by the NEO for good reason on such date in connection with a change in control, during a change in control period, as defined in the Severance Plan.

| Name                   | Monthly<br>Base<br>Salary<br>(\$) | Monthly<br>Target<br>Bonus<br>(\$) | Total<br>Monthly<br>Severance<br>Pay<br>(\$) | Months<br>of<br>Pay<br>(#) | Total<br>Severance<br>Pay<br>(\$) | Total<br>Health<br>Care<br>Benefit<br>(\$) | Outplacement<br>Benefit<br>(\$) <sup>(1)</sup> | Accelerated<br>Vesting of<br>Stock<br>Options<br>(\$) <sup>(2)</sup> | Accelerated<br>Vesting of<br>Stock<br>Awards<br>(\$) <sup>(3)</sup> | Total<br>(\$) <sup>(4)</sup> |
|------------------------|-----------------------------------|------------------------------------|--|----------------------------|-----------------------------------|--|--|--|---|------------------------------|
| Stephen J. Luczo       | 100,005                           | 150,007                            | 250,012                                      | 36                         | 9,000,420                         | 41,608                                     | 15,000   | 4,699,699  | 30,603,659  | 44,360,386                   |
| Patrick J. O'Malley    | 47,084                            | 47,084                             | 94,169                                       | 24                         | 2,260,044                         | 25,840                                     | 15,000   | 385,825  | 6,807,206   | 9,493,915                    |
| Philip Gordon<br>Brace | 41,668                            | 41,668                             | 83,335                                       | 24                         | 2,000,045                         | 41,608                                     | 15,000   |  | 3,129,750   | 5,186,403                    |
| William D. Mosley      | 50,002                            | 62,502                             | 112,503                                      | 24                         | 2,700,081                         | 41,608                                     | 15,000   | 453,237  | 8,721,169   | 11,931,095                   |
| Albert A. Pimentel     | 50,002                            | 62,502                             | 112,503                                      | 24                         | 2,700,081                         | 41,608                                     | 15,000   | 385,825  | 6,969,713   | 10,112,227                   |

(1) Represents the estimated amounts payable for outplacement services for the two-year period following termination.

(2) Amounts for the value of options that receive accelerated vesting as a result of the termination are calculated assuming that the market price per share of Seagate's ordinary shares on the date of termination of employment was equal to the closing price on July 2, 2015, or \$48.15 per share, and are based on the difference between this price and the exercise price of options held by the NEO. As a result, the amounts shown do not include any value for the acceleration of options that have an exercise price greater than \$48.15 or for options that were already vested as of July 3, 2015.

(3) Amounts for the value of share awards that receive accelerated vesting as a result of the termination are calculated assuming that the market price per share of Seagate's ordinary shares on the date of termination of employment was equal to the closing price on July 2, 2015. In addition, the value of accelerated PSUs is calculated assuming that we would have achieved the target level of performance at the end of the three-year performance measurement cycle, except for the TSR PSUs issued to our CEO which would accelerate in full because the performance condition had been satisfied as of July 23, 2013.

(4) Calculations do not include the impact of any potential cutback pursuant to the application of the Code Section 280G safe harbor limit under the relevant provisions of the Severance Plan.

Table of Contents**EQUITY COMPENSATION PLAN INFORMATION**

The following table sets forth information concerning the Company's equity compensation plans as of July 3, 2015.

| Equity compensation plans                              | Number of Securities<br>to be Issued upon<br>Exercise of<br>Outstanding<br>Options, Warrants<br>and Rights | Weighted Average<br>Exercise Price of<br>Outstanding Options,<br>Warrants and Rights | Number of Securities<br>Remaining Available<br>for Future Issuance<br>under Equity<br>Compensation Plans |
|--|--|--|--|
| Equity compensation plans approved by shareholders     | 4,868,534 <sup>(1)</sup>   | \$ 27.95 <sup>(2)</sup>  | 48,935,311 <sup>(3)</sup>  |
| Equity compensation plans not approved by shareholders | 854 <sup>(4)</sup>   | \$ 12.61 <sup>(5)</sup>  |  |
| <b>Total</b>   | <b>4,869,388</b>   | <b>\$ 27.94</b>  | <b>48,935,311</b>  |

(1) This number includes 180,584 ordinary shares that were subject to issuance upon the exercise of share options granted under our Seagate Technology plc 2001 Share Option Plan (the "SOP"), 2,091,581 ordinary shares that were subject to issuance upon the exercise of share options granted under the 2004 SCP and 2,596,369 ordinary shares that were subject to issuance upon the exercise of shares options granted under the 2012 Plan.

(2) This value is calculated based on the exercise price of options outstanding under the SOP, the 2004 SCP and the 2012 Plan.

(3) This number includes 40,029,675 ordinary shares available for future issuance under the 2012 Plan and 8,905,636 ordinary shares available for issuance under the Seagate Technology plc Stock Purchase Plan.

(4) This number is the 854 ordinary shares that were subject to issuance under the Maxtor Corporation 2005 Performance Incentive Plan (the "Maxtor 2005 Plan").

(5) This value is calculated based on the exercise price of options outstanding under the Maxtor 2005 Plan and the Maxtor 1996 Plan.



Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth as of August 28, 2015, the beneficial ownership of our ordinary shares by (i) each director and director nominee of the Company, (ii) each executive officer of the Company named in the Summary Compensation Table below, and (iii) all directors and executive officers of the Company as a group:

| Name of Beneficial Owner  | Number of<br>Ordinary<br>Shares<br>Beneficially<br>Owned | Percentage<br>of Class<br>Beneficially<br>Owned <sup>(1)</sup> |
|---|--|--|
| <b>Directors and named executive officers:</b>                                  |  |  |
| Philip Brace  | 33,854 <sup>(2)</sup>                                    | *  |
| James J. Lerner   | 75,593   | *  |
| Stephen J. Luczo  | 1,594,241 <sup>(3)</sup>                                 | *  |
| David Mosley  | 204,654 <sup>(4)</sup>                                   | *  |
| Patrick J. O'Malley   | 553,100 <sup>(5)</sup>                                   | *  |
| Albert A. Pimentel  | 775,417 <sup>(6)</sup>                                   | *  |
| Frank J. Biondi, Jr.  | 39,641 <sup>(7)</sup>                                    | *  |
| Michael R. Cannon   | 14,929 <sup>(8)</sup>                                    | *  |
| Mei-Wei Cheng   | 11,997 <sup>(9)</sup>                                    | *  |
| William T. Coleman  | 14,760 <sup>(10)</sup>                                   | *  |
| Jay L. Geldmacher   | 6,890 <sup>(11)</sup>                                    | *  |
| Dambisa F. Moyo   |  | *  |
| Kristen M. Onken  | 21,938 <sup>(12)</sup>                                   | *  |
| Chong Sup Park  | 34,260 <sup>(13)</sup>                                   | *  |
| Gregorio Reyes  | 5,989 <sup>(14)</sup>                                    | *  |
| Stephanie Tilenius  | 4,235 <sup>(15)</sup>                                    | *  |
| Edward J. Zander  | 124,030 <sup>(16)</sup>                                  | *  |
| All directors, director nominees and executive officers as a group (21 persons) | 3,794,349 <sup>(17)</sup>                                | 1.28%  |

\*

Less than 1% of Seagate's ordinary shares outstanding.

The following table sets forth each shareholder which is known by us to be the beneficial owner of more than 5% of the outstanding ordinary shares of the Company as of August 28, 2015 based solely

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on the information filed by such shareholder on Schedule 13G under the Securities Exchange Act of 1934:

| Name and Address of Beneficial Owner                                     | Number of<br>Ordinary<br>Shares<br>Beneficially<br>Owned | Percentage<br>of Class<br>Beneficially<br>Owned <sup>(1)</sup> |
|--|--|--|
| <b>Greater than five percent holders:</b>                                |  |  |
| FMR LLC<br>245 Summer Street<br>Boston, MA 02210                         | 32,400,508 <sup>(18)</sup>                               | 10.92%   |
| Vanguard Group, Inc.<br>100 Vanguard Blvd.,<br>Malvern, PA 19355         | 24,423,723 <sup>(19)</sup>                               | 8.23%  |
| Clearbridge Investments, LLC<br>620 8th Ave.<br>New York, NY 10018       | 23,922,849 <sup>(20)</sup>                               | 8.06%  |
| BlackRock, Inc.<br>55 East 52 <sup>nd</sup> Street<br>New York, NY 10022 | 16,747,458 <sup>(21)</sup>                               | 5.64%  |

\*

Less than 1% of Seagate's ordinary shares outstanding.

- (1) Percentage of class beneficially owned is based on 296,808,820 ordinary shares outstanding as of August 28, 2015. Each ordinary share is entitled to one vote. Ordinary shares issuable upon the exercise of options currently exercisable or exercisable within 60 days of August 28, 2015, RSUs and PSUs vesting within 60 days of August 28, 2015, and all restricted shares and performance shares, are deemed outstanding for the purpose of computing the percentage ownership of the person holding such options, RSUs, PSUs, restricted shares and/or performance shares, but are not deemed outstanding for computing the percentage of any other person or group.
- (2) Includes 17,604 ordinary shares subject to options that are currently exercisable or which will become exercisable within 60 days of August 28, 2015 and up to 16,250 PSUs which may vest within 60 days of August 28, 2015.
- (3) Includes 343,184 ordinary shares subject to options that are currently exercisable or which will become exercisable within 60 days of August 28, 2015, up to 76,950 PSUs which may vest within 60 days of August 28, 2015 and 1,174,107 ordinary shares held by the Stephen J. Luczo Revocable Trust. Mr. Luczo holds PSUs pursuant to which he is eligible to vest in up to an additional 729,480 ordinary shares within 60 days of August 28, 2015.
- (4) Includes 103,986 ordinary shares subject to options that are currently exercisable or which will become exercisable within 60 days of August 28, 2015, up to 32,063 PSUs which may vest within 60 days of August 28, 2015 and 68,605 ordinary shares held directly by Mr. Mosely. Mr. Mosely holds PSUs pursuant to which he is eligible to vest in up to an additional 144,126 ordinary shares within 60 days of August 25, 2015.
- (5) Includes 23,625 ordinary shares subject to options that are currently exercisable or which will become exercisable within 60 days of August 28, 2015, up to 28,125 PSUs which may vest within 60 days of August 28, 2015, 98,443 ordinary shares held directly by Mr. O'Malley, 401,557 ordinary shares held by the Patrick J. O'Malley III Separate Property Trust and 1,350 ordinary shares held by Mr. O'Malley's spouse. Mr. O'Malley holds PSUs pursuant to which he is eligible to vest in up to an additional 136,250 ordinary shares within 60 days of August 28, 2015.
- (6) Includes 680,093 ordinary shares subject to options that are currently exercisable or which will become exercisable within 60 days of August 28, 2015, up to 15,188 PSUs which may vest within 60 days of August 28, 2015, 934 ordinary shares held directly by Mr. Pimentel and 79,202 ordinary shares held by the Pimentel Family Trust. Mr. Pimentel holds PSUs pursuant to which he is eligible to vest in up to an additional 110,376 ordinary shares within 60 days of August 28, 2015.
- (7) Includes 1,251 ordinary shares subject to options that are currently exercisable or which will become exercisable within 60 days of August 28, 2015, 4,235 RSUs vesting within 60 days of August 28, 2015 and 34,155 ordinary shares held by the Biondi, Jr. Family Trust.
- (8)

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Includes 4,235 RSUs vesting within 60 days of August 28, 2015, 3,809 ordinary shares held directly by Mr. Cannon and 6,885 ordinary shares held by the Michael R. Cannon Trust.

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- (9) Includes 4,235 RSUs vesting within 60 days of August 28, 2015 and 7,762 ordinary shares held directly by Mr. Cheng.
- (10) Includes 4,235 RSUs vesting within 60 days of August 28, 2015 and 10,525 ordinary shares held directly by Mr. Coleman.
- (11) Includes 4,235 RSUs vesting within 60 days of August 28, 2015 and 2,655 ordinary shares held directly by Mr. Geldmacher.
- (12) Includes 4,235 RSUs vesting within 60 days of August 28, 2015 and 17,703 ordinary shares held directly by Ms. Onken.
- (13) Includes 4,235 RSUs vesting within 60 days of August 28, 2015, and 30,025 ordinary shares held by the Park Family Trust.
- (14) Includes 4,235 RSUs vesting within 60 days of August 28, 2015, and 1,754 ordinary shares held by the Gregorio & Vanessa Reyes Trust.
- (15) Includes 4,235 RSUs vesting within 60 days of August 28, 2015.
- (16) Includes 65,000 ordinary shares subject to options that are currently exercisable or which will become exercisable within 60 days of August 28, 2015, 4,235 RSUs vesting within 60 days of August 28, 2015, and 41,196 ordinary shares held by Zanadu Capital Partners, LLC and 13,599 ordinary shares held by the Edward and Mona Zander Living Trust.
- (17) Executive officers, other than our NEOs, as a group, hold 170,386 ordinary shares subject to options that are currently exercisable or which will become exercisable within 60 days of August 28, 2015 and 31,463 RSUs vesting within 60 days of August 28, 2015. Executive Officers, other than our NEOs, as a group, are eligible to vest in up to an additional 48,160 ordinary shares within 60 days of August 28, 2015.
- (18) Based solely on information reported by FMR LLC ("FMR") on the seventh amendment to Schedule 13G filed with the SEC on August 24, 2015 and reporting ownership as of May 29, 2015. FMR has sole voting power over 1,757,328 ordinary shares and sole dispositive power over 32,400,508 ordinary shares.
- (19) Based solely on information reported by The Vanguard Group, Inc. ("Vanguard") on the second amendment to Schedule 13G filed with the SEC on February 11, 2015, and reporting ownership as of December 31, 2014. Vanguard has sole voting power over 522,450 ordinary shares, sole dispositive power over 23,933,962 ordinary shares and shared dispositive power over 489,761 ordinary shares.
- (20) Based solely on information reported by Clearbridge Investments, LLC ("Clearbridge") on the second amendment to Schedule 13G filed with the SEC on February 17, 2015, and reporting ownership as of December 31, 2014. Clearbridge has sole voting power over 23,316,908 ordinary shares and sole dispositive power over 23,922,849 ordinary shares.
- (21) Based solely on information reported by BlackRock, Inc. ("BlackRock") on the Schedule 13G filed with the SEC on February 6, 2015, and reporting ownership as of December 31, 2014. BlackRock has sole voting power over 14,456,126 ordinary shares and sole dispositive power over 16,747,458 ordinary shares.

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**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Our Board has adopted a written policy for approval of transactions with our directors, director nominees, executive officers, shareholders that beneficially own more than 5% of our shares and immediate family members of such persons (each, a "Related Person"). Pursuant to the policy, if any Related Person has a direct or indirect material interest in a transaction or potential transaction in which the amount involved exceeds \$120,000, he or she must promptly report it to the General Counsel of the Company or his designee. The Nominating and Corporate Governance Committee then reviews any such transactions and determines whether or not to approve or ratify them. In doing so, the Nominating and Corporate Governance Committee takes into account, among other factors it deems to be appropriate, the extent of the Related Person's interest; whether the transaction would interfere with the Related Person's judgment in fulfilling his or her duties to the Company; whether the transaction is fair to the Company and on terms no less favorable than terms generally available to an unaffiliated third party under similar circumstances; whether the transaction is in the interest of the Company and its shareholders; and whether the transaction would present an improper conflict of interest.

In addition, if the transaction involves a director, the Nominating and Corporate Governance Committee will consider whether such transaction would impact such director's independence under NASDAQ rules or qualifications to serve on committees under the Company's Corporate Governance Guidelines and applicable NASDAQ and SEC rules. The Board has delegated authority to the Chair of the Nominating and Corporate Governance Committee to review and approve or ratify transactions where the aggregate amount is expected to be less than \$1 million. A summary of any new transactions approved by the Chair is provided to the full Nominating and Corporate Governance Committee for its review at the next scheduled committee meeting after such approval.

Christine Silva, Mr. O'Malley's spouse, is employed as a Senior Staff Program/Project Manager by the Company and receives total annual cash compensation from the Company of approximately \$159,601 and is eligible to participate in the Company's general employee benefit plans, including vacation and health plans. Ms. Silva did not receive any equity grants for fiscal year 2015. Ms. Silva's compensation is commensurate with that of other employees in similar positions. The Company's Nominating and Corporate Governance Committee has ratified the terms of Ms. Silva's employment and compensation.

Josip Relota, Mr. Luczo's brother-in-law, has been employed as a software engineer by one of our subsidiaries since June 24, 2013. On August 21, 2015, such subsidiary became one of our wholly owned subsidiaries (the "Reorganization"). In connection with such employment, Mr. Relota receives total annual cash compensation of approximately \$230,000. In addition, Mr. Relota is eligible to participate in our general employee benefit plans, including vacation and health plans. In fiscal year 2015, Mr. Relota was granted 20,000 stock options of such subsidiary with an exercise price of \$0.09 per share. In connection with the Reorganization, Mr. Relota received \$11,632 for his vested equity in such subsidiary, \$11,648 for his unvested equity in such subsidiary, which will vest over 3 years conditioned upon his continued employment, \$185,000 cash bonus, which will vest over 2 years conditioned upon his continued employment and \$120,000 new hire equity grant that will vest over 4 years conditioned upon his continued employment. Mr. Relota's compensation and his treatment in connection with the Reorganization, including the amount received for the liquidation of his vested and unvested equity, his cash bonus and new hire equity grant, are commensurate with that of other employees of such subsidiary in similar positions. The Company's Nominating and Corporate Governance Committee has ratified the terms of Mr. Relota's employment and compensation.

**SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors and officers, and persons who beneficially own more than 10% of the Company's ordinary shares, to file reports of ownership and reports of changes in ownership with the SEC. To the Company's knowledge, based solely on its review of such forms received by the Company and written representations that no other reports were required, all Section 16(a) filing requirements were complied with for the fiscal year 2015.

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**SHAREHOLDER PROPOSALS AND NOMINATIONS**

Any proposal by a shareholder intended to be included in our proxy statement for the 2016 AGM must be received by the Company at its registered office at <sup>38/39</sup> Fitzwilliam Square, Dublin 2, Ireland, Attn: Company Secretary, no later than May 7, 2016. Any such proposal must meet the requirements set forth in the rules and regulations of the SEC, including Rule 14a-8, to be eligible for inclusion in our 2016 proxy statement.

The Company's Articles of Association set forth procedures to be followed by shareholders who wish to nominate candidates for election to the Board of Directors in connection with annual general meetings of shareholders or who wish to bring other business before a shareholders' general meeting. All such nominations must be accompanied by certain background and other information specified in the Articles of Association. A shareholder wishing to nominate a director for the 2016 AGM must provide written notice to the Company Secretary of their intention to make such nomination no earlier than April 7, 2016 and no later than May 7, 2016, that is by a date not less than 120 nor more than 150 days before the date of the proxy statement for our prior year's annual general meeting. If the date of the 2016 AGM occurs more than 30 days before or after the anniversary of the 2015 AGM, then the written notice must be provided to the Company Secretary earlier than the 150th day prior to the date of the 2016 AGM and not later than the later of the 120th day prior to the date of the 2016 AGM or the 10th day following the day on which public announcement of the date of such meeting is first made.

Unless a shareholder who wishes to bring business before the 2016 AGM outside the processes of Rule 14a-8 (other than a nomination as outlined above, and subject to applicable rules) provides written notice of such business received by the Company Secretary, at the address specified above, no later than July 21, 2016, the Company designated proxy holders will have discretionary authority to vote on any such proposal at the 2016 AGM with respect to all proxies submitted to us, even when we do not include in our proxy statement advice on the nature of the matter and how the Company designated proxy holders intend to exercise their discretion to vote on the matter. If the date of the 2016 AGM occurs more than 30 days before or after the anniversary of the 2015 AGM, then such notice must be received by the Company Secretary, at the address specified above, not later than the later of the 75th day prior to the date of the 2016 AGM or the 10th day following the day on which public announcement of the date of such meeting is first made. The notice must include a description of the proposed item and the reasons the proposing Shareholder believes its position concerning the item. These requirements are separate from and in addition to the requirements a shareholder must meet to have a proposal included in our 2016 proxy statement.

The Nominating and Corporate Governance Committee will consider all shareholder recommendations for candidates for Board membership, which should be sent to that Committee, care of the Company Secretary, at the address set forth above. In addition to considering candidates recommended by shareholders, the Committee considers potential candidates recommended by current directors, Seagate officers, employees and others. As stated in the Company's Corporate Governance Guidelines, all candidates for Board membership are selected based upon their professional experience, recognized achievement in his or her respective field, willingness to make the commitment of time and effort required, good judgment, strength of character, reputation for integrity and personal and professional ethics, and an independent mind. Candidates recommended by shareholders are evaluated in the same manner as director candidates identified by any other means.

Irish law provides that any shareholder or shareholders holding not less than 50% of the paid-up share capital of the Company carrying voting rights may convene an extraordinary general meeting of the Company. Irish law provides any shareholder or shareholders holding not less than 10% of the paid-up share capital of the Company carrying voting rights may requisition the directors to call an extraordinary general meeting at any time. The shareholders who wish to requisition an extraordinary

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general meeting must deposit a written notice at Seagate's registered office, which is signed by the shareholders requisitioning the meeting and states the objects of the meeting. If the directors do not within 21 days of the date of deposit of the requisition proceed to convene a meeting to be held within two months of that date, those shareholders (or any of them representing more than half of the total voting rights of all of them) may themselves convene a meeting but any meeting so convened cannot be held after the expiration of three months from the date of deposit of the requisition. These provisions of Irish law are in addition to, and separate from, the requirements that a shareholder must meet in order to have a proposal included in the proxy statement under the rules of the SEC.

If a shareholder wishes to communicate with the Board of Directors for any other reason, all such communications should be sent in writing, care of the Company Secretary, at the address set forth above.

**IRISH COMPANIES ACT 2014**

New Irish company legislation, the Companies Act 2014, came into force on 1 June 2015.

Persons holding an interest in our shares should be aware of a change to the previous law in respect of the notification of interests. Under the Companies Act 2014, persons must notify us if, as a result of a transaction, they will become interested in 3% or more of our shares or, if as a result of a transaction, the person who was interested in 3% or more of our shares ceases to be so interested. Where a person is interested in 3% or more of our shares, that person must notify us of any alteration in his or her interest that brings his or her total interest through the nearest whole percentage, whether an increase or a reduction. The relevant percentage figure is calculated by reference to the aggregate nominal value of our issued share capital (or any such class of share capital in issue). Where the percentage level of that person's interest does not amount to a whole percentage, this figure may be rounded down to the next whole number. We must be notified within five business days of the transaction or alteration of the person's interests that gave rise to the notification requirement. If a person fails to comply with these notification requirements, the person's interest in respect of any of our ordinary shares that it holds will not be enforceable, either directly or indirectly. However, such person may apply to the Irish High Court to have the rights attaching to such shares reinstated.

**INCORPORATION BY REFERENCE**

To the extent that this Proxy Statement is incorporated by reference into any other filing by us under the Securities Act of 1933, as amended, or the Exchange Act, the sections of this Proxy Statement entitled "Report of the Compensation Committee" and "Report of the Audit Committee" (to the extent permitted by the rules of the SEC) will not be deemed incorporated, unless specifically provided otherwise in that other filing.

Information contained on, or accessible through, our website is not a part of this Proxy Statement and is not deemed incorporated by reference hereunder for any purpose.

**ANNUAL REPORT**

A copy of our Annual Report on Form 10-K (excluding exhibits) and our Irish Statutory Accounts, both for the fiscal year ended July 3, 2015, accompany this Proxy Statement. A printed copy of either document, including exhibits, will be furnished without charge to beneficial shareholders or shareholders of record upon request to Investor Relations, Seagate Technology plc, 10200 S. De Anza Boulevard, Cupertino, California 95014, or upon calling 1+ (408) 658-1222.

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**HOUSEHOLDING**

SEC rules permit a single set of annual reports and proxy statements to be sent to any household at which two or more shareholders reside if they appear to be members of the same family. Each shareholder continues to receive a separate proxy card. This procedure is referred to as householding. While the Company does not household in mailings to its shareholders of record, a number of brokerage firms with account holders who are Company shareholders have instituted householding. In these cases, a single proxy statement and annual report will be delivered to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholders. Once a shareholder has received notice from his or her broker that the broker will be householding communications to the shareholder's address, householding will continue until the shareholder is notified otherwise or until the shareholder revokes his or her consent. If at any time a shareholder no longer wishes to participate in householding and would prefer to receive a separate proxy statement and annual report, he or she should notify his or her broker. Any shareholder can receive a copy of the Company's proxy statement and annual report by contacting the Company at Investor Relations, Seagate Technology plc, 10200 S. De Anza Boulevard, Cupertino, California 95014. Shareholders who hold their shares through a broker or other nominee who currently receive multiple copies of the proxy statement and annual report at their address and would like to request householding of their communications should contact their broker.

By Order of the Board of Directors,

Kenneth M. Massaroni  
*Company Secretary*

September 4, 2015



**Seagate Technology plc**

Directors' Report and Financial Statements  
For the Year Ended 3 July 2015

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**SEAGATE TECHNOLOGY PLC  
DIRECTORS' REPORT AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 3 JULY 2015**

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**SEAGATE TECHNOLOGY PLC  
COMPANY INFORMATION  
FOR THE YEAR ENDED 3 JULY 2015**

|                                    |  |
|------------------------------------|--|
| DIRECTORS                          | Frank J. Biondi, Jr. (United States)   |
|                                    | Michael R. Cannon (United States)  |
|                                    | Mei-Wei Cheng (United States)  |
|                                    | William Coleman (United States)  |
|                                    | Jay L. Geldmacher (United States)  |
|                                    | Stephen J. Luczo (United States)   |
|                                    | Kristen M. Onken (United States)   |
|                                    | C.S. Park (United States)  |
|                                    | Gregorio Reyes (United States)   |
|                                    | Stephanie Tilenius (United States)   |
|                                    | Edward J. Zander (United States)   |
| SECRETARY                          | Kenneth M. Massaroni   |
| REGISTERED OFFICE                  | 38/39 Fitzwilliam Square,<br>Dublin 2, Ireland.  |
| REGISTERED NUMBER OF INCORPORATION | 480010   |
| SOLICITORS                         | Arthur Cox,<br>Arthur Cox Building,<br>Earlsfort Centre,<br>Earlsfort Terrace,<br>Dublin 2.                              |
| AUDITORS                           | Ernst & Young,<br>Chartered Accountants,<br>Ernst & Young Building,<br>Harcourt Centre,<br>Harcourt Street,<br>Dublin 2. |

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**SEAGATE TECHNOLOGY PLC  
DIRECTORS' REPORT  
FOR THE YEAR ENDED 3 JULY 2015**

The directors present herewith their report and audited consolidated financial statements for the year ended 3 July 2015.

In this Directors' Report, unless the context indicates otherwise, as used herein, the terms "we," "us," "Seagate," the "Company" and "our" refer to the Seagate Group.

***REVIEW OF THE DEVELOPMENT OF THE BUSINESS***

We are a leading provider of electronic data storage technology and solutions. Our principal products are hard disk drives, commonly referred to as disk drives, hard drives or HDDs. In addition to HDDs, we produce a broad range of electronic data storage products including solid state hybrid drives ("SSHD"), solid state drives ("SSD"), PCIe cards and SATA controllers. Our storage technology portfolio also includes storage subsystems, high performance computing (HPC) solutions, and data storage services.

Hard disk drives are devices that store digitally encoded data on rapidly rotating disks with magnetic surfaces. Disk drives continue to be the primary medium of mass data storage due to their performance attributes, high quality and cost effectiveness. Complementing existing data center storage architecture, solid-state storage devices use integrated circuit assemblies as memory to store data, and most SSDs use NAND-based flash memory. In addition to HDDs and SSDs, Solid-state hybrid drives (SSHDs) combine the features of SSDs and HDDs in the same unit, containing a large hard disk drive and an SSD cache to improve performance of frequently accessed data.

Our products are designed for enterprise servers and storage systems in mission critical and nearline applications; client compute applications, where our products are designed primarily for desktop and mobile computing; and client non-compute applications, where our products are designed for a wide variety of end user devices such as digital video recorders ("DVRs"), personal data backup systems, portable external storage systems, digital media systems and surveillance systems.

Our product and solution portfolio for the enterprise data storage industry includes storage enclosures, integrated application platforms and high performance computing ("HPC") data storage solutions. Our storage subsystems support a range of high-speed interconnect technologies to meet demanding cost and performance specifications. Our modular subsystem architecture allows us to support many segments within the networked storage market by enabling different specifications of storage subsystem designs to be created from a standard set of interlocking technology modules.

Our data storage services provide online backup, data protection and recovery solutions for small to medium-sized businesses.

**Industry Overview**

*Electronic Data Storage Industry*

The electronic data storage industry is comprised of companies that manufacture components or subcomponents designed for electronic data storage devices and companies that provide storage solutions, software and services for enterprise cloud, big data and computing platforms.

*Markets*

The principal markets served by the electronic data storage industry are:

*Enterprise Storage.* We define enterprise storage as dedicated storage area networks and hyperscale cloud storage environments. Enterprise data centers run solutions which are designed for mission critical performance and nearline high capacity applications.

Mission critical applications are defined as those that are vital to the operation of large-scale enterprise work loads, requiring high performance and high reliability storage solutions. We expect the market for mission critical enterprise storage solutions to continue to be driven by enterprises utilizing dedicated storage area networks. Our storage solutions are comprised principally of high performance enterprise class disk drives with sophisticated firmware and communications technologies.

Nearline applications are defined as those which require high capacity and energy efficient storage solutions. We expect such applications, which include storage for cloud computing, content delivery and backup services, will continue to grow and drive demand for solutions designed with these attributes. With the increased requirements for storage driven by the creation and consumption of media-rich digital content, we expect the increased exabyte demand will require further build-out of datacenters by cloud service providers and other enterprises which utilize high capacity nearline devices.

Enterprise SAS SSDs are designed to deliver superior performance, reliability and enterprise features to meet the demands of I/O-intensive applications, with potential for substantial power savings. PCIe accelerator cards are designed to optimize enterprise applications with a persistent, high-performance, high-capacity memory design. Accelerated flash also targets flash and software to accelerate any server virtualized deployment and moves any big data to the realm of real time. From industry solutions perspective, PCIe cards are changing the storage architecture in many industries including the financial sector, government, telecommunications and media and entertainment.

*Client Compute.* We define client compute applications as solutions designed for desktop and mobile compute applications ranging from traditional laptops, tablets, convertible systems, and gaming consoles. We believe that the demand resulting from growing economies of certain countries and the continued proliferation of digital content will continue to maintain demand for the client compute market. As the storage of digital content in the cloud becomes more prominent and accessible, some client compute applications rely less on built-in storage, which is supplemented by cloud computing solutions and Branded external hard drives.

*Client Non-Compute.* We define client non-compute applications as solutions designed for consumer electronic devices and disk drives used for external storage and network-attached storage ("NAS"). Disk drives designed for consumer electronic devices are primarily used in applications such as DVRs and surveillance systems that require a higher capacity, low cost-per-gigabyte storage solution. Disk drives for external storage and NAS devices are designed for purposes such as personal data backup and portable external storage, and to augment storage capacity in the consumer's current desktop, notebook, tablet or DVR devices. We believe the proliferation and personal creation of media-rich digital content will continue to create increasing consumer demand for higher capacity storage solutions.

*Cloud Systems and Solutions.* We define cloud systems and solutions as applications that provide cloud based solutions to businesses for the purpose of high performance computing, scale-out storage solutions, modular systems, remote on-line digital storage archival offerings, and backup & recovery products and services. Systems can contain HDDs and SSDs and can offer file management systems, software, and even compute power.

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Participants in the electronic data storage industry include:

*Major subcomponent manufacturers.* Companies that manufacture components or subcomponents used in electronic data storage devices or solutions include companies that supply spindle motors, heads and media, application specific integrated circuits ("ASICs") and glass substrates.

*Hardware storage solutions manufacturers.* Companies that transform components into storage products include disk drive manufacturers and semiconductor storage manufacturers which include integrating flash memory into storage products such as SSDs.

*System integrators.* Companies, such as original equipment manufacturers ("OEM"), that bundle and package storage solutions into client compute, client non-compute or enterprise applications as well as enterprise storage solutions. Distributors that integrate storage hardware and software into end-user applications are also included in this category.

*Storage services.* Companies that provide and host services and solutions, which include storage, backup, archiving, recovery and discovery of electronic data.

*Hyperscale Data Centers.* Increasingly, large hyperscale data center companies are designing their own storage subsystems and having those built by contract manufacturers for use inside their own data centers. This trend is reshaping the storage system and subsystem market and driving innovation in system design and changes in the competitive landscape of the large storage system vendors.

### *Demand for Electronic Data Storage*

The continued advancement of the cloud, the proliferation of a variety of mobile devices globally, development of the internet of things, increasingly pervasive use of video surveillance, evolution of consumer electronic devices, and enterprise use of big data analytics are driving the growth of digital content. Factors contributing to this growth include:

Creation, sharing, and consumption of media-rich digital content, such as high-resolution photos, high definition video, and digital music through smart phones, tablets, digital cameras, personal video cameras, DVRs, gaming consoles or other digital devices;

Creation, aggregation and distribution of digital content through services and other offerings such as Facebook®, Instagram®, iTunes®, LinkedIn®, Netflix®, Pandora®, Google® and YouTube®;

New surveillance systems which feature higher resolution digital cameras and thus require larger data storage capacities;

Creation and collection of data through the evolution of the internet of things ecosystem, big data analytics and new technology trends such as self-driving cars and drones;

Build out of large numbers of cloud data centers by cloud service providers and private companies transitioning on-site data centers into the cloud;

Protection of increased digital content through redundant storage on backup devices and externally provided storage services.

As a result of these factors, the nature and volume of content being created requires greater storage, which is more efficiently and economically facilitated by higher capacity storage devices in order to store, manage, distribute, analyze and backup such content. We expect this to support the growth in demand for electronic data storage solutions in developed and emerging economies well into the future.

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The amount of data created as well as where and how data is stored continues to evolve with the proliferation of mobile devices, the growth of cloud computing, and the evolving internet of things. In addition, the economics of storage infrastructure are also evolving with the utilization of public and private hyper-scale storage and open-source solutions reducing the total cost of ownership of storage while increasing the speed and efficiency with which customers can leverage massive computing and storage devices. Accordingly, we expect these trends will continue to create significant demand for electronic data storage solutions going forward.

### *Demand Trends for Disk Drives*

We believe that continued growth in digital content requires increasingly higher storage capacity in order to store, aggregate, host, distribute, analyze, manage, backup and use such content. We also believe that as architectures evolve to serve the growing commercial and consumer user base throughout the world, the manner which hard drives are delivered to market and utilized by our customers will evolve as well.

We believe that in the foreseeable future the traditional enterprise, client compute markets that require high capacity storage solutions, and the data intensive client non-compute markets will continue to be best served by hard disk drives due to the industry's ability to deliver the most cost effective, reliable and energy efficient mass storage devices. Furthermore, the increased use of client non-compute devices that both consume media-rich digital content streamed from the cloud and create rich digital content that is stored in the cloud, increases the demand for high capacity hard disk drives in enterprise Nearline applications.

### *Industry Supply Balance*

From time to time the HDD industry has experienced periods of imbalance between supply and demand. To the extent that the disk drive industry builds or maintains capacity based on expectations of demand that do not materialize, price erosion may become more pronounced. Conversely, during periods where demand exceeds supply, price erosion is generally muted.

## **Our Business**

### *Disk Drive Technology*

The design and manufacturing of disk drives depends on highly advanced technology and manufacturing techniques and therefore requires high levels of research and development spending and capital equipment investments. We design, fabricate and assemble a number of the most important components found in our disk drives, including read/write heads and recording media. Our design and manufacturing operations are based on technology platforms that are used to produce various disk drive products that serve multiple data storage applications and markets. Our core technology platforms are focused around the areal density of media and read/write head technologies. Using an integrated platform design and manufacturing leverage approach allows us to deliver a portfolio of disk drive products to service a wide range of electronic data storage applications and industries.

Disk drives that we manufacture are commonly differentiated by the following key characteristics:

storage capacity, commonly expressed in gigabytes (GB) or terabytes (TB), which is the amount of data that can be stored on the disk drive;

spindle rotation speed, commonly expressed in revolutions per minute (RPM), which has an effect on speed of access to data;

interface transfer rate, commonly expressed in megabytes per second, which is the rate at which data moves between the disk drive and the computer controller;

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average seek time, commonly expressed in milliseconds, which is the time needed to position the heads over a selected track on the disk surface;

data transfer rate, commonly expressed in megabytes per second, which is the rate at which data is transferred to and from the disk drive;

input/output operations per second (IOPS), commonly expressed in megabytes per second, which is the maximum number of reads and writes to a storage location;

product quality and reliability, commonly expressed in annualized return rates; and

energy efficiency, commonly measured by the power output necessary to operate the disk drive.

Areal density is a measure of storage capacity per square inch on the recording surface of a disk. The storage capacity of a disk drive is determined by the number of disks it contains as well as the areal density capability of these disks. We have been pursuing, and will continue to pursue, a number of technologies to increase areal densities across the entire range of our products for expanding disk drive capacities and reducing the number of disks and heads per drive to further reduce product costs.

### *Manufacturing*

We design and produce our own read/write heads and recording media, which are critical technologies for disk drives. This integrated approach enables us to lower costs and to improve the functionality of components so that they work together efficiently.

We believe that because of our vertical design and manufacturing strategy, we are well suited to take advantage of the opportunities to leverage the close interdependence of components for disk drives. Our manufacturing efficiency and flexibility are critical elements of our integrated business strategy. We continuously seek to improve our manufacturing efficiency and reduce manufacturing cost by:

employing manufacturing automation;

improving product quality and reliability;

integrating our supply chain with suppliers and customers to enhance our demand visibility and reduce our working capital requirements;

coordinating between our manufacturing group and our research and development organization to rapidly achieve volume manufacturing; and

operating our facilities at optimal capabilities.

A vertically integrated model, however, tends to have less flexibility when demand moderates as it exposes us to higher unit costs as capacity utilization is not optimized.

### *Components and Raw Materials*

Disk drives incorporate certain components, including a head disk assembly and a printed circuit board mounted to the head disk assembly, which are sealed inside a rigid base and top cover containing the recording components in a contamination controlled environment. We maintain a highly integrated approach to our business by designing and manufacturing a significant portion of the components we view as critical to our products, such as recording heads and media.



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*Read/Write Heads.* The function of the read/write head is to scan across the disk as it spins, magnetically recording or reading information. The tolerances of recording heads are extremely demanding and require state-of-the-art equipment and processes. Our read/write heads are manufactured with thin-film and photolithographic processes similar to those used to produce

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semiconductor integrated circuits, though challenges in magnetic film properties and topographical structures are unique to the disk drive industry. We perform all primary stages of design and manufacture of read/write heads at our facilities. We use a combination of internally manufactured and externally sourced read/write heads, the mix of which varies based on product mix, technology and our internal capacity levels.

*Media.* Information is written to the media, or disk, as it rotates at very high speeds past the read/write head. The media is made from non-magnetic material, usually aluminum alloy or glass, and is coated with thin layers of magnetic materials. We use a combination of internally manufactured and externally sourced finished media and aluminum substrates, the mix of which varies based on product mix, technology and our internal capacity levels. We purchase all of our glass substrates from third parties, which we use in the disk drives we make for mobile products.

*Printed Circuit Board Assemblies.* The printed circuit board assemblies (PCBAs) are comprised of standard and custom ASICs and ancillary electronic control chips. The ASICs control the movement of data to and from the read/write heads and through the internal controller and interface, which communicates with the host computer. The ASICs and control chips form electronic circuitry that delivers instructions to a head positioning mechanism called an actuator to guide the heads to the selected track of a disk where the data is recorded or retrieved. Disk drive manufacturers use one or more industry standard interfaces such as serial advanced technology architecture (SATA); small computer system interface (SCSI); serial attached SCSI (SAS); or Fibre Channel (FC) to communicate to the host systems. We outsource to third parties the manufacture and assembly of the PCBAs used in our disk drives. We do not manufacture any ASICs, but we participate in their proprietary design.

*Head Disk Assembly.* The head disk assembly consists of one or more disks attached to a spindle assembly powered by a spindle motor that rotates the disks at a high constant speed around a hub. Read/write heads, mounted on an arm assembly, similar in concept to that of a record player, fly extremely close to each disk surface and record data on and retrieve it from concentric tracks in the magnetic layers of the rotating disks. The read/write heads are mounted vertically on an E-shaped assembly (E-block) that is actuated by a voice-coil motor to allow the heads to move from track to track. The E-block and the recording media are mounted inside the head disk assembly. We purchase spindle motors from outside vendors and from time to time participate in the design of the motors that go into our products. We use a combination of internally manufactured and externally sourced head disk assemblies.

*Disk Drive Assembly.* Following the completion of the head disk assembly, it is mated to the PCBA, and the completed unit goes through extensive defect mapping and testing prior to packaging and shipment. Disk drive assembly and test operations occur primarily at facilities located in China and Thailand. We perform subassembly and component manufacturing operations at our facilities in China, Malaysia, Northern Ireland, Singapore, Thailand and in the United States. In addition, third parties manufacture and assemble components and disk drive assemblies for us in various countries worldwide.

*Suppliers of Components and Industry Constraints.* There are a limited number of independent suppliers of components, such as recording heads and media, available to disk drive manufacturers. Vertically integrated disk drive manufacturers, who manufacture their own components, are less dependent on external component suppliers than less vertically integrated disk drive manufacturers.

*Commodity and Other Manufacturing Costs.* The production of disk drives requires rare earth elements, precious metals, scarce alloys and industrial commodities, which are subject to fluctuations in prices and the supply of which has at times been constrained. In addition to increased costs of components and commodities, volatility in fuel costs may also increase our costs related to commodities, manufacturing and freight. As a result, we may increase our use of ocean shipments to help offset any increase in freight costs.

## Products

We offer a broad range of storage solutions for the enterprise, data center, client compute and client non-compute applications. We offer more than one product within each product category and differentiate products on the basis of price, performance, form factor, capacity, interface, power consumption efficiency, security features, and other customer integration requirements. Our industry is characterized by continuous and significant advances in technology which contribute to rapid product life cycles. We list our main current product offerings below.

### *Enterprise Storage*

*Enterprise Performance HDDs.* Our 10,000 and 15,000 RPM Enterprise Performance disk drives feature increased throughput and improved energy efficiency, targeted at high random performance server application needs. Performance 10,000 RPM HDDs ship in storage capacities ranging from 300GB to 1.8TB, and our 15,000 RPM HDDs ship in storage capacities ranging from 146GB to 600GB.

*Enterprise Capacity and Archive HDDs.* Our Enterprise Capacity disk drives ship in 2.5-inch and 3.5-inch form factors and in storage capacities of up to 6TB that rotate at 7,200 RPM speeds. These products are designed for bulk data storage and server environments that require high capacity, enterprise reliability, energy efficiency, integrated security, and SATA and SAS interfaces. Our Archive HDDs provide up to 8TB of low-cost storage designed specifically for active archive storage environments in cloud data centers where very low cost and power are paramount. Our Kinetic HDDs are the world's first Ethernet-connected HDD with an open source object application program interface ("API") designed specifically for hyper scale and scale-out object storage environments.

*Enterprise SSDs.* Available in capacities up to 800GB, the SSD features 12GB per second SAS, and delivers the speed and consistency needed for demanding enterprise storage and server applications. We also offer Nytro family of accelerator cards with capacity up to 4 TB.

### *Client Compute*

*Desktop HDDs and SSHDs.* Our 3.5-inch desktop drives ship in both traditional HDD and SSHD configurations and offer up to 4TB of capacity. Desktop drives are designed for applications such as personal computers and workstations.

*Mobile HDDs and SSHDs.* Our family of laptop drives ship in a variety of form factors (5mm to 9.5mm drive height), capacities (250GB to 2TB) and technologies (HDD and SSHD) to support mobile needs. Used in applications ranging from traditional laptops, tablets, convertible systems, and gaming consoles, our drives are built to address a range of performance needs and sizes for affordable, high capacity storage.

### *Client Non-Compute*

*Video HDDs.* Our Video HDDs are used in video applications like DVR's and media centers. These disk drives are optimized for video streaming in always-on applications with capacities up to 4TB to support leading-edge digital entertainment.

*Surveillance HDDs.* Our surveillance drives are built to support the high-write workload of an always-on, always-recording video surveillance system. These surveillance optimized drives are built to support the growing needs of the surveillance market with support for multiple hard drive ("HD") streams and capacities up to 6TB.

*NAS HDDs.* Our network attached storage (NAS) drives are built to support the performance and reliability demanded by small and medium businesses, and incorporate interface software with

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custom-built error recovery controls, power settings, and vibration tolerance. Our NAS HDD solutions are available in capacities up to 6TB.

*Branded Solutions.* Our external backup storage solutions are shipped under the Backup Plus and Expansion product lines, as well as under the Samsung and LaCie brand names. These product lines are available in capacities ranging from 500GB to 8TB, respectively. Our Seagate and Samsung Wireless drives provide tablet and smartphone users with additional storage for media content, with capacities up to 2TB. Our NAS and Personal Cloud solutions provide centralized network storage in capacities up to 40TB and secure, anywhere file access for users on-the-go.

### Customers

We sell our products to major OEMs, distributors and retailers.

The following table summarizes our revenue by channel and by geography:

|  | Fiscal Years<br>Ended |                 |
|--|-----------------------|-----------------|
|  | 3 July<br>2015        | 27 June<br>2014 |
| <i>Revenues by Channel (%)</i>                 |                       |                 |
| OEM  | 71%                   | 68%             |
| Distributors                                   | 17%                   | 20%             |
| Retail   | 12%                   | 12%             |
| <i>Revenues by Geography (%)<sup>(1)</sup></i> |                       |                 |
| Americas                                       | 28%                   | 27%             |
| EMEA   | 17%                   | 19%             |
| Asia Pacific                                   | 55%                   | 54%             |

(1) Revenue is attributed to countries based on the shipping location.

OEM customers typically enter into master purchase agreements with us. These agreements provide for pricing, volume discounts, order lead times, product support obligations and other terms and conditions including sales programs offered to promote selected products. Deliveries are scheduled only after receipt of purchase orders. In addition, with limited lead-time, customers may defer most purchase orders without significant penalty. Anticipated orders from many of our customers have in the past failed to materialize or OEM delivery schedules have been deferred or altered as a result of changes in their business needs.

Our distributors generally enter into non-exclusive agreements for the resale of our products. They typically furnish us with a non-binding indication of their near-term requirements and product deliveries are generally scheduled accordingly. The agreements and related sales programs typically provide the distributors with limited right of return and price protection rights. In addition, we offer sales programs to distributors on a quarterly and periodic basis to promote the sale of selected products in the sales channel.

Our retail channel consists of our branded storage products sold to retailers either by us directly or by our distributors. Retail sales made by us or our distributors typically require greater marketing support, sales incentives and price protection periods.

In fiscal years 2015 and 2014, Dell Inc. accounted for approximately 14% and 13% of consolidated revenue, respectively, while Hewlett-Packard Company accounted for approximately 12% and 13% of consolidated revenue, respectively. See "Principal Risks and Uncertainties-Risks Related to Our Business-We may be adversely affected by the loss of, or reduced, delayed or canceled purchases by, one or more of our larger customers."

## Competition

We compete primarily with manufacturers of hard drives used in the enterprise, client compute and client non-compute applications, in addition to manufacturers of solid-state drives and PCIe accelerator cards. The markets that we compete in are competitive. Disk drive manufacturers compete for a limited number of major disk drive customers but also compete with other companies in the electronic data storage industry that provide SSDs and PCIe technology. Some of the principal factors used by customers to differentiate among electronic data storage solutions manufacturers are storage capacity, product performance, product quality and reliability, price per unit and price per gigabyte, time-to-market and time-to-volume leadership, storage/retrieval access times, data transfer rates, form factor, product warranty and support capabilities, supply continuity and flexibility, power consumption, total cost of ownership, and brand. While different markets and customers place varying levels of emphasis on these factors, we believe that our products are competitive with respect to each of these factors in the markets that we currently address.

*Principal Disk Drive Competitors.* There are three companies in the electronic data storage industry that manufacture disk drives:

Seagate, selling the Seagate, LaCie, and Samsung brands;

Western Digital Corporation, operating the Western Digital and Hitachi Global Storage Technologies subsidiaries; and

Toshiba Corporation

*Other Competitors.* We may in the future face indirect competition from customers who from time to time evaluate whether to offer electronic data storage products that may compete with our products.

*Price Erosion.* Historically, our industry has been characterized by price declines for disk drive products with comparable capacity, performance and feature sets ("like-for-like products"). Price declines for like-for-like products ("price erosion") have been more pronounced during periods of:

economic contraction in which competitors may use discounted pricing to attempt to maintain or gain market share;

few new product introductions when competitors have comparable or alternative product offerings; and

industry supply exceeding demand.

Disk drive manufacturers typically attempt to offset price erosion with an improved mix of disk drive products characterized by higher capacity, better performance and additional feature sets and/or product cost reductions.

We believe the HDD industry experienced benign price erosion in fiscal years 2013, 2014 and moderate price erosion in fiscal year 2015.

*Product Life Cycles and Changing Technology.* Success in our industry has been dependent to a large extent on the ability to balance the introduction and transition of new products with time-to-volume, performance, capacity and quality metrics at a competitive price, level of service and support that our customers expect. Generally, the drive manufacturer that introduces a new product first benefits from improved product mix, favorable profit margins and less pricing pressure until comparable products are introduced. Changing technology also necessitates on-going investments in research and development, which may be difficult to recover due to rapid product life cycles and economic declines. Further, there is a continued need to successfully execute product transitions and new product introductions, as factors such as quality, reliability and manufacturing yields continue to be of significant competitive importance.

## Seasonality

The disk drive industry traditionally experiences seasonal variability in demand with higher levels of demand in the second half of the calendar year. This seasonality is driven by consumer spending in the back-to-school season from late summer to fall and the traditional holiday shopping season from fall to winter. In fiscal years 2013 and 2014, our industry experienced muted seasonal patterns as supply and demand were relatively in balance. However, we believe fiscal year 2015 reflected a seasonal pattern consistent with historical patterns.

## Research and Development

We are committed to developing new component technologies, products and alternative storage technologies. Our research and development focus is designed to bring new products to market in high volume, with quality attributes that our customers expect, before our competitors. Part of our product development strategy is to leverage a design platform and/or subsystem within product families to serve different market needs. This platform strategy allows for more efficient resource utilization, leverages best design practices, reduces exposure to changes in demand, and allows for achievement of lower costs through purchasing economies. Our advanced technology integration effort focuses disk drive and component research on recording subsystems, including read/write heads and recording media; market-specific product technology; and technology focused towards new business opportunities. The primary purpose of our advanced technology integration effort is to ensure timely availability of mature component technologies to our product development teams as well as allowing us to leverage and coordinate those technologies in the design centers across our products in order to take advantage of opportunities in the marketplace. During fiscal years 2015 and 2014, we had product development expenses of approximately \$1,353 million and \$1,226 million respectively, which represented 10% and 9% of our consolidated revenue, respectively.

## Patents and Licenses

As of 3 July 2015, we had 5,194 U.S. patents and 1,207 patents issued in various foreign jurisdictions as well as 1,351 U.S. and 1,296 foreign patent applications pending. The number of patents and patent applications will vary at any given time as part of our ongoing patent portfolio management activity. Due to the rapid technological change that characterizes the electronic data storage industry, we believe that, in addition to patent protection, the improvement of existing products, reliance upon trade secrets, protection of unpatented proprietary know-how and development of new products are also important to our business in establishing and maintaining a competitive advantage. Accordingly, we intend to continue our efforts to broadly protect our intellectual property, including obtaining patents, where available, in connection with our research and development program.

We have patent licenses with a number of companies. Additionally, as part of our normal intellectual property practices, we may be engaged in negotiations with other major electronic data storage companies and component manufacturers with respect to patent licenses.

The electronic data storage industry is characterized by significant litigation relating to patent and other intellectual property rights. Because of rapid technological development in the electronic data storage industry, some of our products have been, and in the future could be, alleged to infringe existing patents of third parties. From time to time, we receive claims that our products infringe patents of third parties. Although we have been able to resolve some of those claims or potential claims by obtaining licenses or rights under the patents in question without a material adverse affect on us, other claims have resulted in adverse decisions or settlements. In addition, other claims are pending, which if resolved unfavorably to us could have a material adverse effect on our business and results of operations. For more information on these claims, see "Note 14. Legal, Environmental and Other

Contingencies." The costs of engaging in intellectual property litigation in the past have been, and in the future may be, substantial, irrespective of the merits of the claim or the outcome.

### **Backlog**

In view of industry practice, whereby customers may cancel or defer orders with little or no penalty, we believe backlog in the disk drive industry is of limited indicative value in estimating future performance and results.

### **Environmental Matters**

Our operations are subject to U.S. and foreign laws and regulations relating to the protection of the environment, including those governing discharges of pollutants into the air and water, the management and disposal of hazardous substances and wastes and the cleanup of contaminated sites. Some of our operations require environmental permits and controls to prevent and reduce air and water pollution, and these permits are subject to modification, renewal and revocation by issuing authorities.

We have established environmental management systems and continually update environmental policies and standard operating procedures for our operations worldwide. We believe that our operations are in material compliance with applicable environmental laws, regulations and permits. We budget for operating and capital costs on an ongoing basis to comply with environmental laws. If additional or more stringent requirements are imposed on us in the future, we could incur additional operating costs and capital expenditures.

Some environmental laws, such as the Comprehensive Environmental Response Compensation and Liability Act of 1980 (as amended, the "Superfund" law) and its state equivalents, can impose liability for the cost of cleanup of contaminated sites upon any of the current or former site owners or operators or upon parties who sent waste to these sites, regardless of whether the owner or operator owned the site at the time of the release of hazardous substances or the lawfulness of the original disposal activity. We have been identified as a potentially responsible party at several sites. At each of these sites, we have an assigned portion of the financial liability based on the type and amount of hazardous substances disposed of by each party at the site and the number of financially viable parties. We have fulfilled our responsibilities at some of these sites and remain involved in only a few at this time.

While our ultimate costs in connection with these sites is difficult to predict with complete accuracy, based on current estimates of cleanup costs and our expected allocation of these costs, we do not expect costs in connection with these sites to be material.

We may be subject to various state, federal and international laws and regulations governing the environment, including those restricting the presence of certain substances in electronic products. For example, the European Union ("EU") enacted the Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment, which prohibits the use of certain substances, including lead, in certain products, including disk drives, put on the market after July 1, 2006. Similar legislation has been or may be enacted in other jurisdictions, including in the United States, Canada, Mexico, Taiwan, China, Japan and others. The European Union REACH Directive (Registration, Evaluation, Authorization, and Restriction of Chemicals, EC 1907/2006) also restricts substances of very high concern ("SVHCs") in products.

### **Employees**

At 3 July 2015, we employed approximately 52,350 employees and temporary employees worldwide, of which approximately 41,800 employees were located in our Asian operations. We believe

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that our future success will depend in part on our ability to attract and retain qualified employees at all levels. We believe that our employee relations are good.

### REVIEW OF THE PERFORMANCE OF THE BUSINESS

#### Fiscal Year 2015 Summary

During the fiscal year 2015, we shipped 212 million units totaling 228 exabytes, generating revenue of \$13.7 billion and gross margins of 28% of revenue. Our operating cash flow was \$2.6 billion, which included \$773 million received from Western Digital as partial payment of the final award plus accrued interest in our arbitration case against Western Digital and a \$225 million payment related to the final audit assessment received from the Jiangsu Province State Tax Bureau of the People's Republic of China for tax and interest associated with changes to our tax filings for the calendar years 2007 through 2013. We issued \$500 million of 5.75% Senior Notes due 2034 and \$700 million of 4.875% Senior Notes due 2027 during the December 2014 and June 2015 quarters, respectively. We repurchased approximately 19 million of our ordinary shares during the year for approximately \$1.1 billion, paid \$0.9 billion for the early repurchase and redemption of debt, paid dividends during the year of \$0.7 billion, and completed our acquisition of certain assets and liabilities of LSI Corporation's ("LSI") Accelerated Solutions Division and Flash Components Division (collectively, the "Flash Business") from Avago Technologies Limited for \$450 million in cash.

#### Results of Operations

We list in the tables below summarized information from our Consolidated Profit and Loss Account by dollars and as a percentage of revenue:

| (US Dollars in millions)       | Fiscal Years Ended |                 |
|--------------------------------|--------------------|-----------------|
|                                | 3 July<br>2015     | 27 June<br>2014 |
| Revenue                        | \$ 13,739          | \$ 13,724       |
| Cost of revenue                | 9,930              | 9,878           |
| Gross profit                   | 3,809              | 3,846           |
| Product development            | 1,353              | 1,226           |
| Marketing and administrative   | 857                | 722             |
| Amortization of intangibles    | 129                | 98              |
| Restructuring and other, net   | 32                 | 24              |
| Gain on arbitration award, net | (620)              |                 |
| Operating earnings             | 2,058              | 1,776           |
| Other income and charges, net  | (88)               | (220)           |
| Income before taxes            | 1,970              | 1,556           |
| Income tax expense (benefit)   | 228                | (14)            |
| Net income                     | \$ 1,742           | \$ 1,570        |



| (as a percentage of Revenue)   | Fiscal Years Ended |                 |
|--------------------------------|--------------------|-----------------|
|                                | 3 July<br>2015     | 27 June<br>2014 |
| Revenue                        | 100%               | 100%            |
| Cost of revenue                | 72                 | 72              |
| Gross profit                   | 28                 | 28              |
| Product development            | 10                 | 9               |
| Marketing and administrative   | 7                  | 5               |
| Amortization of intangibles    | 1                  | 1               |
| Restructuring and other, net   |                    |                 |
| Gain on arbitration award, net | (5)                |                 |
| Operating earnings             | 15                 | 13              |
| Other income and charges, net  | (1)                | (2)             |
| Income before taxes            | 14                 | 11              |
| Income tax expense (benefit)   | 2                  |                 |
| Net income                     | 12%                | 11%             |

The following table summarizes information regarding average drive selling prices ("ASPs") excluding storage systems; drive volume shipments, exabytes shipped, and revenues by channel and geography:

| (US Dollars in millions, except percentages and ASPs) | Fiscal Years Ended |                 |
|---|--------------------|-----------------|
|   | 3 July<br>2015     | 27 June<br>2014 |
| Net Revenue   | \$ 13,739          | \$ 13,724       |
| Unit Shipments:                                       |                    |                 |
| Enterprise  | 36                 | 31              |
| Client Compute  | 132                | 144             |
| Client Non-Compute                                    | 44                 | 45              |
| Total Units Shipped                                   | 212                | 220             |
| ASP (per unit)  | \$ 61              | \$ 61           |
| Exabytes Shipped                                      | 228                | 202             |
| Revenues by Channel (%)                               |                    |                 |
| OEM   | 71%                | 68%             |
| Distributors  | 17%                | 20%             |
| Retail  | 12%                | 12%             |
| Revenues by Geography (%)                             |                    |                 |
| Americas  | 28%                | 27%             |
| EMEA  | 17%                | 19%             |
| Asia Pacific  | 55%                | 54%             |

*Revenue*

| (US Dollars in millions) | Fiscal Years Ended |                 |        |          |
|--------------------------|--------------------|-----------------|--------|----------|
|                          | 3 July<br>2015     | 27 June<br>2014 | Change | % Change |
| Revenue                  | \$ 13,739          | \$ 13,724       | \$ 15  | 0.1%     |

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Revenue in fiscal year 2015 remained flat from fiscal year 2014, as a result of revenue contributed from our acquisitions of Xyratex and LSI's Flash Business and a favorable product mix, partially offset by a 4% decrease in units shipped and moderate price erosion.

### *Gross Profit*

| (US Dollars in millions) | Fiscal Years Ended |                 |         |          |
|--------------------------|--------------------|-----------------|---------|----------|
|                          | 3 July<br>2015     | 27 June<br>2014 | Change  | % Change |
| Cost of revenue          | \$ 9,930           | \$ 9,878        | \$ 52   | 1%       |
| Gross profit             | \$ 3,809           | \$ 3,846        | \$ (37) | (1)%     |
| Gross profit percentage  | 28%                | 28%             |         |          |

For fiscal year 2015, gross profit as a percentage of revenue remained flat from the prior fiscal year as a result of improved product mix and cost savings due to increased operational efficiencies, offset by moderate price erosion.

### *Operating Expenses*

| (US Dollars in millions)       | Fiscal Years Ended |                 |          |          |
|--------------------------------|--------------------|-----------------|----------|----------|
|                                | 3 July<br>2015     | 27 June<br>2014 | Change   | % Change |
| Product development            | \$ 1,353           | \$ 1,226        | \$ 127   | 10%      |
| Marketing and administrative   | 857                | 722             | 135      | 19%      |
| Amortization of intangibles    | 129                | 98              | 31       | 32%      |
| Restructuring and other, net   | 32                 | 24              | 8        | 33%      |
| Gain on arbitration award, net | (620)              |                 | (620)    | (100)%   |
| Operating expenses             | \$ 1,751           | \$ 2,070        | \$ (319) |          |

*Product Development Expense.* Product development expenses for fiscal year 2015 increased from fiscal year 2014 mostly due to increased headcount related costs of \$111 million attributed to the consolidation of Xyratex and LSI's Flash Business as well as a 53-week fiscal year in 2015 compared to 52 weeks in 2014.

*Marketing and Administrative Expense.* Marketing and administrative expenses for fiscal year 2015 increased from fiscal year 2014 primarily due to an increase in headcount related costs of \$50 million attributed to the consolidation of Xyratex and LSI's Flash Business, non-recurring legal cost reimbursement received in fiscal year 2014 of \$24 million, as well as a 53-week fiscal year in 2015 compared to 52 weeks in 2014.

*Amortization of Intangibles.* Amortization of intangibles for fiscal year 2015 increased by \$31 million, as compared to fiscal year 2014, as a result of the acquisitions of LSI's Flash Business and Xyratex.

*Restructuring and Other, net.* Restructuring and other, net for fiscal year 2015 increased by \$8 million, as compared to fiscal year 2014 primarily due to a restructuring charge recorded during the March 2015 quarter to reduce work force as a result of our ongoing focus on cost efficiencies in all areas of our business.

*Gain on arbitration award, net.* Gain on arbitration award, net for fiscal year 2015 increased from fiscal year 2014 due to final award received in the amount of \$630 million, less litigation and other related costs of \$10 million, in the Company's case against Western Digital for the misappropriation of the Company's trade secrets.

*Other income and charges, net*

| (US Dollars in millions)      | Fiscal Years Ended |                 |        |          |
|-------------------------------|--------------------|-----------------|--------|----------|
|                               | 3 July<br>2015     | 27 June<br>2014 | Change | % Change |
| Other income and charges, net | \$ (88)            | \$ (220)        | \$ 132 | (60)%    |

Other income and charges, net for fiscal year 2015 decreased by \$132 million, as compared to fiscal year 2014 primarily due to the partial payment of \$143 million for interest accrued on the final arbitration award amount in our case against Western Digital and a decrease in losses from early redemption and repurchase of debt of \$15 million, partially offset by a \$12 million increase in interest expense.

*Income Taxes*

| (US Dollars in millions)     | Fiscal Years Ended |                 |        |          |
|------------------------------|--------------------|-----------------|--------|----------|
|                              | 3 July<br>2015     | 27 June<br>2014 | Change | % Change |
| Income tax expense (benefit) | \$ 228             | \$ (14)         | \$ 242 | (1,729)% |

We recorded an income tax expense of \$228 million for fiscal year 2015 compared to an income tax benefit of \$14 million for fiscal year 2014. Our fiscal year 2015 income tax expense included approximately \$193 million of net income tax expense due to the final audit assessment received from the Jiangsu Province State Tax Bureau of the People's Republic of China (China assessment) for calendar years 2007 through 2013. Our fiscal year 2014 benefit from income taxes included \$58 million of income tax benefits related to the reversal of a portion of the valuation allowances recorded in prior periods and a net decrease in tax reserves related to audit settlements offset by tax reserves on non-U.S. tax positions taken in prior fiscal years.

Our Irish tax resident parent holding company owns various U.S. and non-U.S. subsidiaries that operate in multiple non-Irish income tax jurisdictions. Our worldwide operating income is either subject to varying rates of income tax or is exempt from income tax due to tax holiday programs we operate under in Malaysia, Singapore and Thailand. These tax holidays are scheduled to expire in whole or in part at various dates through 2022.

Our income tax expense recorded for fiscal year 2015 differed from the income tax expense that would be derived by applying the Irish statutory rate of 25% to income before income taxes, primarily due to the net effect of (i) tax benefits related to non-U.S. earnings generated in jurisdictions that are subject to tax holidays or tax incentive programs and are considered indefinitely reinvested outside of Ireland, (ii) tax expense associated with the China assessment recorded during the December 2014 quarter, and (iii) an increase in valuation allowance for certain deferred tax assets. The acquisition of LSI's Flash Business did not have a material impact on our effective tax rate. Our income tax benefit recorded for fiscal year 2014 differed from the income taxes expense that would be derived by applying the Irish statutory rate of 25% to income before income taxes, primarily due to the net effect of (i) tax benefits related to non-U.S. earnings generated in jurisdictions that are subject to tax holidays or tax incentive programs and are considered indefinitely reinvested outside of Ireland, and (ii) a decrease in valuation allowance for certain deferred tax assets. The acquisition of Xyratex did not have a material impact on our effective tax rate in fiscal year 2014. Fiscal year 2014 included a valuation allowance release associated with post-acquisition restructuring.

Based on our non-U.S. ownership structure and subject to (i) potential future increases in our valuation allowance for deferred tax assets; and (ii) a future change in our intention to indefinitely reinvest earnings from our subsidiaries outside of Ireland, we anticipate that our effective tax rate in future periods will generally be less than the Irish statutory rate.

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At 3 July 2015, our deferred tax asset valuation allowance was approximately \$929 million.

At 3 July 2015, we had net deferred tax assets of \$612 million. The realization of these deferred tax assets is primarily dependent on our ability to generate sufficient U.S. taxable income in future periods. Although realization is not assured, we believe that it is more likely than not that these deferred tax assets will be realized. The amount of deferred tax assets considered realizable, however, may increase or decrease in subsequent periods when we re-evaluate the underlying basis for our estimates of future U.S. and certain non-U.S. taxable income.

As of 3 July 2015, approximately \$422 million and \$90 million of our total U.S. net operating loss and tax credit carry forwards, respectively, are subject to an aggregate annual limitation of \$46 million pursuant to U.S. tax law.

As of 3 July 2015 and 27 June 2014, we had approximately \$83 million and \$115 million, respectively, of unrecognized tax benefits excluding interest and penalties. The unrecognized tax benefits that, if recognized, would impact the effective tax rate are \$83 million and \$115 million as of 3 July 2015 and 27 June 2014, respectively, subject to certain future valuation allowance offsets.

It is our policy to include interest and penalties related to unrecognized tax benefits in the income tax expense on the Consolidated Profit and Loss Account. During fiscal year 2015, we recognized a net income tax expense for interest and penalties of \$26 million and \$8 million during fiscal year 2014. As of 3 July 2015, we had \$20 million of accrued interest and penalties related to unrecognized tax benefits compared to \$27 million in fiscal year 2014.

During the fiscal year ended 3 July 2015, our unrecognized tax benefits excluding interest and penalties decreased by approximately \$32 million primarily due to (i) reductions associated with audit settlements of \$45 million, (ii) increases in current year unrecognized tax benefits of \$9 million, (iii) net increases in prior years' unrecognized tax benefits of \$8 million, (iv) reductions associated with the expiration of certain statutes of limitation of \$3 million, (v) net reductions from other activity, including non-U.S. exchange gains, of \$1 million.

During the 12 months beginning 4 July 2015, we expect that our unrecognized tax benefits could be reduced by approximately \$11 million as a result of the expiration of certain statutes of limitation.

We are subject to taxation in many jurisdictions globally and are required to file U.S. federal, U.S. state, and non-U.S. income tax returns. In June 2014, we received the Revenue Agent's Report and Notices of Proposed Adjustments for our U.S. federal income tax returns for fiscal years 2008, 2009 and 2010. We are currently contesting certain of these proposed adjustments through the IRS Appeals Office. We believe that the resolution of these disputed issues will not have a material impact on our financial statements. As discussed above, on 31 December 2014, we received a final audit assessment from the Jiangsu Province State Tax Bureau of the People's Republic of China. As a result of the assessment, we made payments of \$225 million related to tax and interest associated with changes to our tax filings in China for calendar years 2007 through 2013. In connection with resolving our tax audit with the Chinese tax authorities, we obtained an Advance Pricing Agreement (APA) from the Jiangsu Province State Tax Bureau during the third quarter. The APA covers the periods through 2018 and provides the company a predictable future tax expense that provides stability to our business model.

We are no longer subject to tax examination of U.S. federal income tax returns for years prior to fiscal year 2008. With respect to U.S. state and non-U.S. income tax returns, we are generally no longer subject to tax examination for years ending prior to fiscal year 2005.

The Company generated a profit of \$1,742 million and \$1,570 million for the fiscal years ended 3 July 2015 and 27 June 2014, respectively. These amounts have been transferred to reserves.

**PRINCIPAL RISKS AND UNCERTAINTIES**

The Company's operations expose it to a variety of risks and uncertainties that could cause actual results to differ materially from those anticipated. Such risks and uncertainties include, but are not limited to, the following:

***If we fail to predict demand accurately for our products in any quarter, we may not be able to recapture the cost of our investments.***

Our industry operates primarily on quarterly purchasing cycles, with much of the order flow in any given quarter typically coming at the end of that quarter. Our manufacturing process requires us to make significant product-specific investments in inventory in each quarter for that quarter's production. Since we typically receive the bulk of our orders late in a quarter after we have made our investments, there is a risk that our orders will not be sufficient to allow us to recapture the costs of our investment before the products resulting from that investment have become obsolete. We cannot assure you that we will be able to accurately predict demand in the future.

Our revenues in any quarter are substantially dependent upon customer orders in that quarter. We attempt to project future orders based in part on estimates from our major customers. Our customers' estimated requirements are not always accurate and we therefore cannot predict our quarterly revenues with any degree of certainty. In addition, we derive a portion of our revenues in each quarter from a number of relatively large orders. If one or more of our major customers decide to defer a purchase order or delays product acceptance in any given quarter, this is likely to result in reduced total revenues for that quarter.

The difficulty in forecasting demand also increases the difficulty in anticipating our inventory requirements, which may cause us to over-produce finished goods, resulting in inventory write-offs, or under-produce finished goods, adversely affecting our ability to meet customer requirements and our market share. Additionally, the risk of inventory write-offs could increase if we were to continue to hold higher inventory levels. We cannot be certain that we will be able to recover the costs associated with increased inventory.

Other factors that may negatively impact our ability to recapture the cost of investments in any given quarter include:

the impact of variable demand and an aggressive pricing environment for disk drives;

the impact of competitive product announcements and possible excess industry supply both with respect to particular disk drive products and with respect to competing alternative storage technology solutions such as SSDs in tablet, notebook and enterprise compute applications;

our inability to reduce our fixed costs to match sales in any quarter because of our vertical manufacturing strategy, which means that we make more capital investments than we would if we were not vertically integrated;

dependence on our ability to successfully qualify, manufacture and sell in increasing volumes on a cost-effective basis and with acceptable quality our disk drive products, particularly the new disk drive products with lower cost structures;

uncertainty in the amount of purchases from our distributor customers who from time to time constitute a large portion of our total sales;

our product mix and the related margins of the various products;

accelerated reduction in the price of our disk drives due to technological advances and/or an oversupply of disk drives in the market and shifting trends in demand which can create supply and demand imbalances;

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manufacturing delays or interruptions, particularly at our manufacturing facilities in China, Malaysia, Northern Ireland, Singapore, Thailand, the United Kingdom, or the United States;

limited access to components that we obtain from a single or a limited number of suppliers;

the impact of changes in foreign currency exchange rates on the cost of producing our products and the effective price of our products to foreign consumers; and

operational issues arising out of the increasingly automated nature of our manufacturing processes.

In addition, the demand for client non-compute products can be even more volatile and unpredictable than the demand for client compute products. In some cases, our products manufactured for client non-compute applications are uniquely configured for a single customer's application, which creates a risk of unwanted and unsellable inventory if the anticipated volumes are not realized. This potential for unpredictable volatility is increased by the possibility of competing alternative storage technologies like flash memory meeting the customers' cost and capacity metrics, resulting in a rapid shift in demand from our products and disk drive technology, generally, to alternative storage technologies. Unpredictable fluctuations in demand for our products or rapid shifts in demand from our products to alternative storage technologies in new client non-compute applications could materially adversely impact our future results of operations.

***Market acceptance of new product introductions cannot be accurately predicted, and our results of operations will suffer if there is less demand for our new products than is anticipated.***

The markets for our products are characterized by rapid technological change, frequent new product introductions and technology enhancements, uncertain product life cycles and changes in customer demand. The success of our new product introductions is dependent on a number of factors, including market acceptance, our ability to manage the risks associated with product transitions, the effective management of inventory levels in line with anticipated product demand and the risk that our new products will have quality problems or other defects in the early stages of introduction that were not anticipated in the design of those products. Accordingly, we cannot accurately determine the ultimate effect that our new products will have on our results of operations.

Historically, our results of operations have substantially depended upon our ability to be among the first-to-maturity with new product offerings. Our market share and results of operations in the future may be adversely affected if we fail to:

consistently maintain our time-to-maturity performance with our new products;

produce these products in sufficient volume;

qualify these products with key customers on a timely basis by meeting our customers' performance and quality specifications; or

achieve acceptable manufacturing yields, quality and costs with these products.

In addition, the success of our new product introductions is dependent upon our ability to qualify as a primary source of supply with our OEM customers. In order for our products to be considered by our customers for qualification, we must be among the leaders in time-to-market with those new products. Once a product is accepted, any failure or delay in the qualification process or a requirement that we requalify can result in our losing sales to that customer until new products are introduced. The limited number of high-volume OEMs magnifies the effect of missing a product qualification opportunity. These risks are further magnified because we expect competitive pressures to result in declining sales, eroding prices, and declining gross margins on our current generation products. If the delivery of our products is delayed, our OEM customers may use our competitors' products to meet their production requirements. We cannot assure that we will be among the leaders in time-to-market with new products or that we will be able to successfully qualify new products with our customers in the future.

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We face the related risk that consumers and businesses may wait to make their purchases if they want to buy a new product that has been shipped or announced but not yet released. If this were to occur, we may be unable to sell our existing inventory of products that may be less efficient and cost effective compared to new products. As a result, even if we are among the first-to-maturity with a given product, subsequent introductions or announcements by our competitors of new products could cause us to lose revenue and not achieve a positive return on our investment in existing products and inventory.

If we cannot successfully deliver competitive products, our future results of operations may be adversely affected.

***Our industries are highly competitive and our failure to anticipate and respond to technological and market developments could harm our ability to compete.***

We operate in markets that are highly competitive and subject to rapid change and that are significantly affected by new product introductions, substantial price erosion and lower prices as part of a strategy to gain or retain market share and customers. Should these practices continue, we may need to continually reduce our prices for existing products to retain our market share, which could adversely affect our results of operations.

Our ability to offset the effect of price erosion through new product introductions at higher average prices is diminished to the extent competitors introduce products into particular markets ahead of our similar, competing products. Our ability to offset the effect of price erosion is also diminished during times when supply exceeds demand for a particular product.

Market share for our products can be negatively affected by our customers' diversifying their sources of supply as our competitors enter the market for particular products, as well as by our ability to ramp volume production of new product offerings. When our competitors successfully introduce product offerings that are competitive with our recently introduced products, our customers may quickly diversify their sources of supply. Any significant decline in our market share in any of our principal market applications would adversely affect our results of operations.

Our principal sources of competition include:

disk drive manufacturers, such as Western Digital Corporation and Toshiba;

companies providing storage subsystems and components to OEMs;

electronic manufacturing services ("EMS") companies acquiring the necessary skills and intellectual property to enter the enterprise data storage marketplace;

other high performance computing ("HPC") data storage providers;

collaborations between in-house development teams of existing and potential customers and a combination of EMS, contract electronic manufacturing ("CEM") or emerging technology companies.

We also experience competition from other companies that produce alternative storage technologies like flash memory, where increasing capacity, decreasing cost, energy efficiency and improvements in performance ruggedness have resulted in competition with our lower capacity, smaller form factor disk drives. While this competition has traditionally been in the markets for handheld consumer electronics applications, these competitors have announced solid state drives (SSDs) for tablet, notebook and enterprise compute applications. Certain customers for both notebook and enterprise compute applications are adopting SSDs as alternatives to hard drives in certain applications. Further adoption of these alternative storage technologies may impact the competitiveness of our product portfolio and reduce our market share and adversely affect our results of operation.

The markets for our data storage system products are also characterized by technological change driven in part by the adoption of new industry standards. These standards provide mechanisms to ensure technology component interoperability can occur and may reduce our capability for differentiation or innovation and our affected products would revert to commodity status. This could lower the barriers to entry to our market away from our specialist research and development skills and enable entry for the general-purpose design skills found in some large EMS and CEM companies. Commodity markets are driven by extremely low margins and very aggressive competitive pricing. If our market becomes more commoditized and we fail to deliver innovative value-added alternatives to our customers, we will have difficulty competing against the larger EMS and CEM companies. If we are unable to compete successfully against our current and future competitors, we could experience profit margin reductions or loss of market share, which could significantly harm our financial condition.

***If we do not develop products in time to keep pace with technological changes, our results of operations will be adversely affected.***

Our customers have demanded new generations of disk drive products as advances in computer hardware and software have created the need for improved storage products, with features such as increased storage capacity, improved performance and reliability and lower cost. We, and our competitors, have developed improved products, and we will need to continue to do so in the future. Such product development requires significant investments in research and development. We cannot assure you that we will be able to successfully complete the design or introduction of new products in a timely manner, that we will be able to manufacture new products in sufficient volumes with acceptable manufacturing yields, that we will be able to successfully market these new products or that these products will perform to specifications on a long-term basis. In addition, the impact of slowing areal density growth may adversely impact our ability to be successful.

When we develop new products with higher capacity and more advanced technology, our results of operations may decline because the increased difficulty and complexity associated with producing these products increases the likelihood of reliability, quality or operability problems. If our products suffer increases in failures, are of low quality or are not reliable, customers may reduce their purchases of our products and our manufacturing rework and scrap costs and service and warranty costs may increase. In addition, a decline in the reliability of our products may make us less competitive as compared with other disk drive manufacturers or competing technologies.

***Changes in demand for computer systems and storage subsystems may in the future cause a decline in demand for our products.***

Our products are components in computers, data storage systems, and consumer electronics devices. The demand for these products has been volatile. Unexpected slowdowns in demand for computer systems, storage subsystems or consumer electronics devices generally cause sharp declines in demand for our products. Declines in consumer spending could have a material adverse effect on demand for our products and services and on our financial condition and results of operations.

Causes of declines in demand for our products in the past have included weakness in macroeconomic environments, announcements or introductions of major new operating systems or semiconductor improvements or changes in consumer preferences, such as the shift to mobile devices. We believe these announcements and introductions have from time to time caused consumers to defer their purchases and made inventory obsolete. Whenever an oversupply of our products causes participants in our industry to have higher than anticipated inventory levels, we experience even more intense price competition from other manufacturers than usual.



***Increases in the areal density of disk drives may outpace customers' demand for storage capacity.***

The rate of increase in areal density, or storage capacity per square inch on a disk, may be greater than the increase in our customers' demand for aggregate storage capacity, particularly in certain market applications like client compute. As a result, our customers' storage capacity needs may be satisfied with lower priced, low capacity disk drives. These factors could decrease our sales, especially when combined with continued price erosion, which could adversely affect our results of operations.

***We may not be successful in our efforts to grow our cloud systems and solutions business.***

We have made and are continuing to make investments to expand and develop our cloud systems and solutions business. Our cloud systems and solutions business is subject to the following risks:

the cloud systems and solutions market may develop more slowly than we expect;

we may not be able to offer compelling solutions to enterprises and consumers;

our cloud systems and solutions business generally has a long and unpredictable sales cycle, and growth in this business is likely to depend on relatively large customer orders, which may increase the variability of our results of operations and the difficulty of matching revenues with expenses.

Our results of operations and share price may be adversely affected if we are not successful in our efforts to grow our cloud computing business as anticipated. In addition, our growth in this sector may bring us into closer competition with some of our customers or potential customers, which may decrease their willingness to do business with us.

***Changes in the macroeconomic environment have negatively impacted, and may continue to, negatively impact our results of operations.***

Due to the continuing uncertainty about current macroeconomic conditions affecting consumer and enterprise spending, we believe our customers may postpone spending in response to tighter credit, unemployment, negative financial news and/or declines in income or asset values, which could have a material adverse effect on the demand for our products. Continuing high unemployment rates, low levels of consumer liquidity, risk of default on sovereign debt and volatility in credit and equity markets have weakened consumer confidence and decreased consumer and enterprise spending in many regions around the world. Other factors that could influence demand include conditions in the residential real estate and mortgage markets, labor and healthcare costs, access to credit, consumer confidence and other macroeconomic factors affecting consumer spending behavior. These and other economic factors could have a material adverse effect on demand for our products and on our financial condition and operating results.

***If we do not control our operating expenses, we will not be able to compete effectively in our industry.***

We continually seek to make our cost structure and business processes more efficient. We are focused on increasing workforce flexibility and scalability, and improving overall competitiveness by leveraging our global capabilities, as well as external talent and skills, worldwide. Our strategy involves, to a substantial degree, increasing revenue and product volume while at the same time controlling operating expenses. If we do not control our operating expenses, our ability to compete in the marketplace may be impaired. In the past, activities to reduce operating costs have included closures and transfers of facilities, significant personnel reductions and efforts to increase automation. The reduction of personnel and closure of facilities may adversely affect our ability to manufacture our products in required volumes to meet customer demand and may result in other disruptions that affect our products and customer service. Our efforts to make our operations more efficient may result in restructuring and other charges.

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*Our quarterly results of operations fluctuate, sometimes significantly, from period to period, and may cause our share price to decline.*

In the past, our quarterly revenue and results of operations have fluctuated, sometimes significantly, from period to period. These fluctuations, which we expect to continue, may be occasioned by a variety of factors, including:

current uncertainty in global economic conditions may pose a risk to the overall economy;

adverse changes in the level of economic activity in the major regions in which we do business;

competitive pressures resulting in lower selling prices by our competitors targeted to encourage shifting of customer demand;

delays or problems in our introduction of new products, particularly new disk drives with lower cost structures, the inability to achieve high production yields or delays in customer qualification or initial product quality issues;

changes in purchasing patterns by our distributor customers;

application of new or revised industry standards;

disruptions in our supply chain;

increased costs or adverse changes in availability of supplies of raw materials or components;

the impact of corporate restructuring activities that we have and may continue to engage in;

changes in the demand for the computer systems and data storage products that contain our products due to seasonality, economic conditions and other factors;

changes in purchases from period to period by our primary customers;

shifting trends in customer demand which, when combined with overproduction of particular products, particularly when the industry is served by multiple suppliers, results in unfavorable supply/demand imbalances;

our high proportion of fixed costs, including research and development expenses;

any impairments in goodwill or other long-lived assets;

announcements of new products, services or technological innovations by us or our competitors; and

adverse changes in the performance of our products.

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As a result, we believe that quarter-to-quarter comparisons of our revenue and results of operations may not be meaningful, and that these comparisons may not be an accurate indicator of our future performance. Our results of operations in one or more future quarters may fail to meet the expectations of investment research analysts or investors, which could cause an immediate and significant decline in the trading price of our ordinary shares.

***Because we experience seasonality in the sales of our products, our results of operations will generally be adversely impacted during the second half of our fiscal year.***

Sales of computer systems, storage subsystems and consumer electronics tend to be seasonal, and therefore we expect to continue to experience seasonality in our business as we respond to variations in our customers' demand for our products. In particular, we anticipate that sales of our products will continue to be lower during the second half of our fiscal year. In the client compute and client non-compute market applications of our disk drive business, this seasonality is partially attributable to

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the historical trend in our results derived from our customers' increased sales of desktop computers, notebook computers, and consumer electronics during the back-to-school and winter holiday season. In the enterprise market our sales are seasonal because of the capital budgeting and purchasing cycles of our end users. Since our working capital needs peak during periods in which we are increasing production in anticipation of orders that have not yet been received, our results of operations will fluctuate seasonally even if the forecasted demand for our products proves accurate. Furthermore, it is difficult for us to evaluate the degree to which this seasonality may affect our business in future periods because of the rate and unpredictability of product transitions and new product introductions, particularly in the client non-compute market, as well as macroeconomic conditions.

***We have a long and unpredictable sales cycle for enterprise data storage solutions.***

Our enterprise data storage solutions are technically complex and we typically supply them in high quantities to a small number of customers. Many of our products are also tailored to meet the specific requirements of individual customers, and are often integrated by our customers into the systems and products that they sell. Factors that affect the length of our sales cycle include:

the time required for testing and evaluating our products before they are deployed;

the size of the deployment; and

the degree of system configuration necessary to deploy our products.

As a result, our sales cycle for enterprise data storage solutions is often in excess of one year, and the length of our sales cycle is frequently unpredictable. In addition, the emerging and evolving nature of the market for the products that we sell may lead prospective customers to postpone their purchasing decisions. We invest resources and incur costs during this cycle that may not be recovered if we do not successfully conclude sales. These factors lead to difficulty in matching revenues with expenses, and to increased expenditures which together may adversely impact our results of operations.

***We are dependent on sales to distributors and retailers, which may increase price erosion and the volatility of our sales.***

A substantial portion of our sales has been to distributors of disk drive products. Certain of our distributors may also market other products that compete with our products. Product qualification programs in this distribution channel are limited, which increases the number of competing products that are available to satisfy demand, particularly in times of lengthening product cycles. As a result, purchasing decisions in this channel are based largely on price, terms and product availability. Sales volumes through this channel are also less predictable and subject to greater volatility than sales to our OEM customers. In addition, deterioration in business and economic conditions could exacerbate price erosion and volatility as distributors lower prices to compensate for lower demand and higher inventory levels. Our distributors' ability to access credit for purposes of funding their operations may also affect purchases of our products by these customers.

If distributors reduce their purchases of our products or prices decline significantly in the distribution channel or if distributors experience financial difficulties or terminate their relationships with us, our revenues and results of operations would be adversely affected.

We believe that industry demand for storage products in the long-term is increasing due to the proliferation of media-rich digital content in consumer applications and is fueling increased consumer demand for storage. This has led to the expansion of our branded solutions such as external storage products to provide additional storage capacity and to secure data in case of disaster or system failure, or to provide independent storage solutions for multiple users in home or small business environments. Consumer spending on retail sales of our branded solutions has deteriorated in some markets and may continue to do so if poor global economic conditions continue and higher levels of unemployment

persist. This could have a material adverse effect on demand for our products and services and on our financial condition and results of operations.

In addition, such retail sales of our branded solutions traditionally experience seasonal variability in demand with higher levels of demand in the first half of our fiscal year driven by consumer spending in the back-to-school season from late summer to fall and the traditional holiday shopping season from fall to winter. Additionally, our ability to reach such consumers depends on our maintaining effective working relationships with major retailers and distributors. Failure to anticipate consumer demand for our branded solutions as well as an inability to maintain effective working relationships with retail and online distributors may adversely impact our future results of operations.

***We may be adversely affected by the loss of, or reduced, delayed or canceled purchases by, one or more of our larger customers.***

Some of our key customers account for a large portion of our disk drive revenue. While we have longstanding relationships with many of our customers, if any of our key customers were to significantly reduce their purchases from us, our results of operations would be adversely affected. While sales to major customers may vary from period to period, a major customer that permanently discontinues or significantly reduces its relationship with us could be difficult to replace. In line with industry practice, new customers usually require that we pass a lengthy and rigorous qualification process at the customer's cost. Accordingly, it may be difficult or costly for us to attract new major customers. Additionally, mergers, acquisitions, consolidations or other significant transactions involving our customers generally entail risks to our business. If a significant transaction involving any of our key customers results in the loss of or reduction in purchases by these key customers, it could have a materially adverse effect on our business, results of operations, financial condition and prospects.

***If we experience shortages or delays in the receipt of, or cost increases in, critical components, equipment or raw materials necessary to manufacture our products, we may suffer lower operating margins, production delays and other material adverse effects.***

The cost, quality and supply of components, subassemblies, certain equipment and raw materials used to manufacture our products and key components like recording media and heads are critical to our success. The equipment we use to manufacture our products and components is frequently custom made and comes from a few suppliers and the lead times required to obtain manufacturing equipment can be significant. Particularly important for our products include read/write heads, aluminum or glass substrates for recording media, ASICs, spindle motors, printed circuit boards, and suspension assemblies.

We rely on sole suppliers or a limited number of suppliers for some of these components that we do not manufacture, including aluminum and glass substrates, read/write heads, ASICs, spindle motors, printed circuit boards, and suspension assemblies. Many of such component suppliers are geographically concentrated, in particular, in Thailand, which makes our supply chain more vulnerable to regional disruptions such as the severe flooding in Thailand in October 2011, which had a material impact on the production and availability of many components. If our vendors for these components are unable to meet our cost, quality, and supply requirements, we could experience a shortage in supply or an increase in production costs, which would adversely affect our results of operations.

Certain rare earth elements are critical in the manufacture of our products. We purchase components that contain rare earth elements from a number of countries, including the People's Republic of China. We cannot predict whether any nation will impose regulations, quotas or embargoes upon the rare earth elements incorporated into our products that would restrict the worldwide supply of such metals or increase their cost. We have experienced increased costs and production delays when we were unable to obtain the necessary equipment or sufficient quantities of some components, and/or

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have been forced to pay higher prices or make volume purchase commitments or advance deposits for some components, equipment or raw materials that were in short supply in the industry in general. If any major supplier were to restrict the supply available to us or increase the cost of the rare earth elements used in our products, we could experience a shortage in supply or an increase in production costs, which would adversely affect our results of operations.

Consolidation among component manufacturers has resulted and may continue to result in some component manufacturers exiting the industry or not making sufficient investments in research to develop new components.

If there is a shortage of, or delay in supplying us with, critical components, equipment or raw materials, then:

it is likely that our suppliers would raise their prices and, if we could not pass these price increases to our customers, our operating margin would decline;

we might have to reengineer some products, which would likely cause production and shipment delays, make the reengineered products more costly and provide us with a lower rate of return on these products;

we would likely have to allocate the components we receive to certain of our products and ship less of others, which could reduce our revenues and could cause us to lose sales to customers who could purchase more of their required products from manufacturers that either did not experience these shortages or delays or that made different allocations; and

we might be late in shipping products, causing potential customers to make purchases from our competitors, thus causing our revenue and operating margin to decline.

We cannot assure you that we will be able to obtain critical components in a timely and economic manner.

We often aim to lead the market in new technology deployments and leverage unique and customized technology from single source suppliers who are early adopters in the emerging market. Our options in supplier selection in these cases are limited and the supplier based technology may consequently be single sourced until wider adoption of the technology occurs and any necessary licenses become available. In such cases any technical issues in the supplier's technology may cause us to delay shipments of our new technology deployments and therefore harm our financial position.

### ***Our substantial leverage may place us at a competitive disadvantage in our industry.***

We are leveraged and have significant debt service obligations. Our significant debt and debt service requirements could adversely affect our ability to operate our business and may limit our ability to take advantage of potential business opportunities. For example, our high level of debt presents the following risks:

we are required to use a substantial portion of our cash flow from operations to pay principal and interest on our debt, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, product development efforts, strategic acquisitions, investments and alliances, and other general corporate requirements;

our substantial leverage increases our vulnerability to economic downturns and adverse competitive and industry conditions and could place us at a competitive disadvantage compared to those of our competitors that are less leveraged;

our debt service obligations could limit our flexibility in planning for, or reacting to, changes in our business and our industry and could limit our ability to pursue other business opportunities,

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borrow more money for operations or capital in the future and implement our business strategies;

our level of debt may restrict us from raising additional financing on satisfactory terms to fund working capital, capital expenditures, product development efforts, strategic acquisitions, investments and alliances, and other general corporate requirements; and

covenants in our debt instruments limit our ability to pay future dividends or make other restricted payments and investments.

In the event that we need to refinance all or a portion of our outstanding debt as it matures, we may not be able to obtain terms as favorable as the terms of our existing debt or refinance our existing debt at all. If prevailing interest rates or other factors existing at the time of refinancing result in higher interest rates upon refinancing, then the interest expense relating to the refinanced debt would increase. Furthermore, if any rating agency changes our credit rating or outlook, our debt and equity securities could be negatively affected, which could adversely affect our ability to refinance existing debt or raise additional capital.

***Servicing our debt requires a significant amount of cash and our ability to generate cash may be affected by factors beyond our control.***

Our business may not generate cash flow in an amount sufficient to enable us to pay the principal of, or interest on, our indebtedness or to fund our other liquidity needs, including working capital, capital expenditures, product development efforts, strategic acquisitions, investments and alliances and other general corporate requirements.

Our ability to generate cash is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. We cannot assure you that:

our business will generate sufficient cash flow from operations;

we will continue to realize the cost savings, revenue growth and operating improvements that result from the execution of our long-term strategic plan; or

future sources of funding will be available to us in amounts sufficient to enable us to fund our liquidity needs.

If we cannot fund our liquidity needs, we will have to take actions such as reducing or delaying capital expenditures, product development efforts, strategic acquisitions, investments and alliances, and other general corporate requirements. We cannot assure you that any of these remedies could, if necessary, be effected on commercially reasonable terms, or at all, or that they would permit us to meet our scheduled debt service obligations. In addition if we incur additional debt, the risks associated with our substantial leverage, including the risk that we will be unable to service our debt or generate enough cash flow to fund our liquidity needs, could intensify.

***If revenues fall or customer demand decreases significantly, we may not meet all of our purchase commitments to certain suppliers.***

From time to time, we enter into long-term, non-cancelable purchase commitments or make large up-front investments with certain suppliers in order to secure certain components or technologies for the production of our products or to supplement our internal manufacturing capacity for certain components. If our actual revenues in the future are lower than our projections or if customer demand decreases significantly below our projections, we may not meet all of our purchase commitments with these suppliers. As a result, it is possible that our revenues will not be sufficient to recoup our up-front investments, in which case we will have to shift output from our internal manufacturing facilities to these suppliers or make penalty-type payments under these contracts.

***The loss of key executive officers and employees could negatively impact our business prospects.***

Our future performance depends to a significant degree upon the continued service of key members of management as well as marketing, sales and product development personnel. The loss of one or more of our key personnel may have a material adverse effect on our business, results of operations and financial condition. We believe our future success will also depend in large part upon our ability to attract, retain and further motivate highly skilled management, marketing, sales and product development personnel. We have experienced intense competition for personnel, and we cannot assure you that we will be able to retain our key employees or that we will be successful in attracting, assimilating and retaining personnel in the future.

***Due to the complexity of our products, some defects may only become detectable after deployment.***

Our products are highly complex and are designed to operate in and form part of larger complex networks and storage systems. Defects in our products, or in the networks and systems of which they form a part, directly or indirectly, have resulted in and may in the future result in:

increased costs and product delays until complex solution level interoperability issues are resolved;

costs associated with the remediation of any problems attributable to our products;

loss of or delays in revenues;

loss of customers;

failure to achieve market acceptance and loss of market share;

increased service and warranty costs; and

increased insurance costs.

Defects in our products could also result in legal actions by our customers for property damage, injury or death. Product liability claims could exceed the level of insurance coverage that we have obtained to cover defects in our products. Any significant uninsured claims could significantly harm our financial condition.

***We may not be able to identify suitable strategic alliances, acquisitions, joint ventures or investment opportunities, to successfully acquire and integrate companies that provide complementary products or technologies or to realize the anticipated benefits of such transactions.***

Our growth strategy involves pursuing strategic alliances with, making acquisitions of, forming joint ventures with or making investments in other companies that are complementary to our business. There is substantial competition for attractive strategic alliance, acquisition, joint venture and investment candidates. Accordingly, we may not be able to identify suitable strategic alliances, acquisition, joint venture, or investment candidates. Even if we can identify them, we cannot assure you that we will be able to partner with, acquire or invest in suitable candidates, or integrate acquired technologies or operations successfully into our existing technologies and operations. Moreover, our ability to finance potential strategic alliances, acquisitions, joint ventures or investments will be limited by our high degree of leverage, the covenants contained in the instruments that govern our outstanding indebtedness, and any agreements governing any other debt we may incur.

If we are successful in forming strategic alliances or acquiring, forming joint ventures or making investments in other companies, any of these transactions may have an adverse effect on our results of operations, particularly while the operations of an acquired business are being integrated. It is also likely that integration of acquired companies would lead to the loss of key employees from those companies or the loss of customers of those companies. In addition, the integration of any acquired



companies would require substantial attention from our senior management, which may limit the amount of time available to be devoted to our day-to-day operations or to the execution of our strategy. Growth by strategic alliance, acquisition, joint venture or investment involves an even higher degree of risk to the extent we combine new product offerings and enter new markets in which we have limited experience, and no assurance can be given that acquisitions of entities with new or alternative business models will be successfully integrated or achieve their stated objectives. There can be no assurance that we will realize the anticipated benefits of any strategic alliance, acquisition, joint venture or investment that we make or, if we do, how long it will take to achieve such benefits.

Furthermore, the expansion of our business involves the risk that we might not manage our growth effectively, that we would incur additional debt to finance these acquisitions or investments, that we may have impairment of goodwill or acquired intangible assets associated with these acquisitions and that we would incur substantial charges relating to the write-off of in-process research and development, similar to that which we incurred in connection with several of our prior acquisitions. Each of these items could have a material adverse effect on our financial condition and results of operations.

In addition, we could issue additional ordinary shares in connection with future strategic alliances, acquisitions, joint ventures or investments. Issuing shares in connection with such transactions would have the effect of diluting your ownership percentage of the ordinary shares and could cause the price of our ordinary shares to decline.

***We are at times subject to intellectual property legal proceedings and claims which could cause us to incur significant additional costs or prevent us from selling our products, and which could adversely affect our results of operations and financial condition.***

We are subject from time-to-time to legal proceedings and claims, including claims of alleged infringement of the patents, trademarks and other intellectual property rights of third parties by us, or our customers, in connection with their use of our products. Intellectual property litigation can be expensive and time-consuming, regardless of the merits of any claim, and could divert our management's attention from operating our business. In addition, intellectual property lawsuits are subject to inherent uncertainties due to the complexity of the technical issues involved, which may cause actual results to differ materially from our expectations. Patent litigation has increased due to the current uncertainty of the law and the increasing competition and overlap of product functionality in the field. Some of the actions that we face from time-to-time seek injunctions against the sale of our products and/or substantial monetary damages, which if granted or awarded, could materially harm our business, financial condition and operating results.

We cannot be certain that our products do not and will not infringe issued patents or other intellectual property rights of others. We may not be aware of currently filed patent applications that relate to our products or technology. If patents are later issued on these applications, we may be liable for infringement. If our products were found to infringe the intellectual property rights of others, we could be required to pay substantial damages, cease the manufacture, use and sale of infringing products in one or more geographic locations, expend significant resources to develop non-infringing technology, discontinue the use of specific processes or obtain licenses to the technology infringed. We might not be able to obtain the necessary licenses on acceptable terms, or at all, or be able to reengineer our products successfully to avoid infringement. Any of the foregoing could cause us to incur significant costs and prevent us from selling our products, which could adversely affect our results of operations and financial condition. See Note 14. Legal, Environmental and Other Contingencies contained in this report for a description of pending intellectual property proceedings.

***We may be unable to protect our intellectual property rights, which could adversely affect our business, financial condition and results of operations.***

We rely on a combination of patent, trademark, copyright and trade secret laws, confidentiality procedures and licensing arrangements to protect our IP rights. In the past, we have been involved in significant and expensive disputes regarding our IP rights and those of others, including claims that we may be infringing patents, trademarks and other IP rights of third-parties. We expect that we will be involved in similar disputes in the future.

There can be no assurance that:

any of our existing patents will continue to be held valid, if challenged;

patents will be issued for any of our pending applications;

any claims allowed from existing or pending patents will have sufficient scope or strength to protect us; or

our patents will be issued in the primary countries where our products are sold in order to protect our rights and potential commercial advantage.

In addition, our competitors may be able to design their products around our patents and other proprietary rights. Enforcement of our rights often requires litigation. If we bring a patent infringement action and are not successful, our competitors would be able to use similar technology to compete with us. Moreover, the defendant in such an action may successfully countersue us for infringement of their patents or assert a counterclaim that our patents are invalid or unenforceable.

Furthermore, we have significant operations and sales in foreign countries where intellectual property laws and enforcement policies are often less developed, less stringent or more difficult to enforce than in the United States.

***We are heavily dependent on our proprietary technology and our competitors may gain access to this technology.***

We depend heavily on our proprietary technology and rely on a combination of patent, copyright and trade secret laws to protect our intellectual property and expertise. We also attempt to protect our trade secrets and other proprietary information through confidentiality agreements with our customers, suppliers and employees and through other security measures. Despite these efforts, we cannot give assurances that others will not gain access to our trade secrets or that we can fully protect our intellectual property. In addition, effective trade secret protection may be unavailable or limited in certain countries in which we operate. Nor can we guarantee that our competitors will not independently develop comparable technologies. We cannot rely on our patents to provide us with any significant competitive advantage. Failure to protect our proprietary rights could significantly harm our financial condition.

***We could suffer a loss of revenue and increased costs, exposure to significant liability, reputational harm, and other serious negative consequences if we sustain cyber-attacks or other data security breaches that disrupt our operations or result in the dissemination of proprietary or confidential information about us or our customers or other third-parties.***

Our operations are dependent upon our ability to protect our computer equipment and the electronic data stored in our databases from damage by, among other things, earthquake, fire, natural disasters, accidents, power disruptions, telecommunications failures, acts of terrorism or war, employee misconduct, physical or electronic break-ins, cyber-attacks, or similar events or disruptions. We manage and store various proprietary information and sensitive or confidential data relating to our operations. In addition, our outsourcing services and cloud computing businesses routinely process, store, and

transmit large amounts of data for our customers and vendors, including sensitive and personally identifiable information. As our operations become more automated and increasingly interdependent, our exposure to the risks posed by these types of events will increase. We have been, and will likely continue to be, subject to computer viruses or other malicious codes, cyber-attacks, or other computer-related attempts to breach the information technology systems we use for these purposes. We may also be subject to information technology system failures and network disruptions due to these factors. Experienced computer programmers and hackers may be able to penetrate our network security and misappropriate or compromise our confidential information or that of third-parties, create system disruptions, or cause shutdowns. Computer programmers and hackers also may be able to develop and deploy viruses, worms, and other malicious software programs that attack our products or otherwise exploit any security vulnerabilities of our products. In addition, sophisticated hardware and operating system software and applications that we produce or procure from third-parties may contain defects in design or manufacture, including "bugs" and other problems that could unexpectedly interfere with the operation of the system.

The costs to us to eliminate or address the foregoing security problems and security vulnerabilities before or after a cyber-incident could be significant. System redundancy may be ineffective or inadequate, and our disaster recovery planning may not be sufficient for all eventualities. Our remediation efforts may not be successful and could result in interruptions, delays, or cessation of service, and loss of existing or potential customers that may impede our sales, manufacturing, distribution, or other critical functions. We could lose existing or potential customers for outsourcing services or other information technology solutions in connection with any actual or perceived security vulnerabilities in our products. In addition, breaches of our security measures and the unapproved dissemination of proprietary information or sensitive or confidential data about us or our customers or other third-parties, could expose us, our vendors and customers, or other third-parties affected to a risk of loss or misuse of this information, result in litigation and potential liability for us, damage our brand and reputation, or otherwise harm our business. In addition, we rely in certain limited capacities on third-party data management providers whose possible security problems and security vulnerabilities may have similar effects on us.

We are subject to laws, rules, and regulations in the U.S. and other countries relating to the collection, use, and security of user data. In many cases, these laws apply not only to third-party transactions, but also to transfers of information between us and our subsidiaries, and among us, our subsidiaries and other parties with which we have commercial relations. Our ability to execute transactions and to possess and use personal information and data in conducting our business subjects us to legislative and regulatory burdens that may require us to notify vendors, customers or employees of a data security breach. We have incurred, and will continue to incur, significant expenses to comply with mandatory privacy and security standards and protocols imposed by law, regulation, industry standards, or contractual obligations. These laws, protocols and standards continue to develop and may be inconsistent from jurisdiction to jurisdiction. Complying with emerging and changing international requirements may cause us to incur substantial costs or require us to change our business practices. If we fail to comply with applicable federal, state or international privacy-related or data protection laws we may be subject to proceedings by governmental entities and incur penalties or significant legal liability.

***Our international operations subject us to risks related to disruptions in foreign markets, currency exchange fluctuations, longer payment cycles, seasonality, limitations imposed by a variety of legal and regulatory regimes, potential adverse tax consequences, increased costs, our customers' credit and access to capital, health-related risks, and access to personnel.***

We have significant operations in foreign countries, including manufacturing facilities, sales personnel and customer support operations. We have manufacturing facilities in China, Malaysia,

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Northern Ireland, Singapore and Thailand, in addition to those in the United States. A substantial portion of our client compute disk drive assembly occurs in our facility in China.

Our international operations are subject to economic risks inherent in doing business in foreign countries, including the following:

*Disruptions in Foreign Markets.* Disruptions in financial markets and the deterioration of the underlying economic conditions in the past in some countries, including those in Asia, have had an impact on our sales to customers located in, or whose end-user customers are located in, these countries.

*Fluctuations in Currency Exchange Rates.* Prices for our products are denominated predominately in U.S. dollars, even when sold to customers that are located outside the United States. An increase in the value of the dollar could increase the real cost to our customers of our products in those markets outside of the U.S. where we sell in dollars. This could adversely impact our sales and market share in such areas or increase pressure on us to lower our price, and adversely impact our profit margins. A weakened dollar could increase the cost of expenses such as payroll, utilities, tax, and marketing expenses, as well as overseas capital expenditures. Any of these events could have a material adverse effect on our results of operations. We may attempt to manage the impact of foreign currency exchange rate changes by, among other things, entering into foreign currency forward exchange contracts. However, these contracts may not cover our full exposure and subject us to certain counterparty credit risks. See Note 8 Derivative Financial Instruments of this report for additional information about our foreign currency exchange risk.

*Longer Payment Cycles.* Our customers outside of the United States are often allowed longer time periods for payment than our U.S. customers. This increases the risk of nonpayment due to the possibility that the financial condition of particular customers may worsen during the course of the payment period.

*Seasonality.* Seasonal reductions in the business activities of our customers during the summer months, particularly in Europe, typically result in lower earnings during those periods.

*Legal and Regulatory Limitations.* Our international operations are affected by limitations on imports, tariffs, duties, currency exchange control regulations, price controls, export control laws, including the trade and economic sanctions administered by the Office of Foreign Assets Control, and other restraints on trade. In addition, the governments of many countries, including China, Malaysia, Northern Ireland, Singapore and Thailand, in which we have significant operating assets, have exercised and continue to exercise significant influence over many aspects of their domestic economies and international trade. Although we have implemented policies and procedures designed to ensure compliance, there can be no assurance that our employees, contractors, or agents will not violate these or other applicable laws and regulations to which we may be subject. Violations of these laws and regulations could lead to significant penalties, including restraints on our export or import privileges, monetary fines, criminal proceedings and regulatory or other actions that could materially adversely affect our results of operations.

*Potential Adverse Tax Consequences.* Our international operations create a risk of potential adverse tax consequences, including imposition of withholding or other taxes on payments by our subsidiaries. In addition, our taxable income in any jurisdiction is dependent upon acceptance of our operational practices and intercompany transfer pricing by local tax authorities as being on an arm's length basis. Due to inconsistencies in application of the arm's length standard among taxing authorities, as well as a lack of adequate treaty-based protection, transfer pricing challenges by tax authorities could, if successful, substantially increase our income tax expense. We are subject to tax audits around the world, and are under audit in various jurisdictions, and

such jurisdictions may assess additional income tax against us. Although we believe our tax positions are reasonable, the final determination of tax audits could be materially different from our recorded income tax provisions and accruals. The ultimate results of an audit could have a material adverse effect on our operating results or cash flows in the period or periods for which that determination is made and could result in increases to our overall tax expense in subsequent periods. In light of the ongoing fiscal challenges many countries are facing, various levels of government are increasingly focused on tax reform and other legislative action to increase tax revenue. In response, the Organization for Economic Cooperation and Development's Base Erosion and Profit Shifting project recommendations, due out by the end of calendar year 2015, will reshape international tax rules for countries to implement. These potential changes in the relevant tax laws applicable to corporate multinationals along with potential changes in accounting and other laws, regulations, administrative practices, principles, and interpretations could increase the risk of double taxation, cause increased tax audit activity, and could impact our effective tax rate.

*Increased Costs.* The shipping and transportation costs associated with our international operations are typically higher than those associated with our U.S. operations, resulting in decreased operating margins in some foreign countries.

*Credit and Access to Capital Risks.* Our international customers could have reduced access to working capital due to higher interest rates, reduced bank lending resulting from contractions in the money supply or the deterioration in the customer's or its bank's financial condition, or the inability to access other financing.

*Global Health Outbreaks.* The occurrence of a pandemic disease may adversely impact our operations, and some of our key customers. Such diseases could also potentially disrupt the timeliness and reliability of the distribution network we rely on.

*Access to Personnel.* There is substantial competition for qualified and capable personnel in certain jurisdictions in which we operate, including China, which may make it difficult for us to recruit and retain qualified employees in sufficient numbers. Increased difficulty in recruiting or retaining sufficient and adequate personnel in our international operations may lead to increased manufacturing and employment compensation costs, which could adversely affect our results of operations.

***Political events, war, terrorism, natural disasters, public health issues and other circumstances could materially adversely affect our results of operations and financial condition.***

War, terrorism, geopolitical uncertainties, natural disasters, public health issues, and other business interruptions have caused and could cause damage or disruption to international commerce and the global economy, and thus could have a strong negative effect on our business, our suppliers, logistics providers, manufacturing vendors and customers. Our business operations are subject to interruption by natural disasters such as floods and earthquakes, fire, power shortages, terrorist attacks, other hostile acts, labor disputes, public health issues, and other events beyond our control. Such events could decrease demand for our products, make it difficult or impossible for us to make and deliver products to our customers, or to receive components from our suppliers, and create delays and inefficiencies in our supply chain. In the event of a natural disaster, losses and significant recovery time could be required to resume operations and our financial condition and operating results could be materially adversely affected. Should major public health issues, including pandemics, arise, we could be negatively affected by stringent employee travel restrictions, additional limitations in freight services, governmental actions limiting the movement of products between regions, delays in production ramps of new products, and disruptions in our operations and some of our key customers.

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Macroeconomic developments like the debt crisis in certain countries in the European Union and slowing economies in parts of Asia and South America could negatively affect our business, operating results or financial condition which, in turn, could adversely affect our stock price. A general weakening of, and related declining corporate confidence in, the global economy or the curtailment in government or corporate spending could cause current or potential customers to reduce their information technology (IT) budgets or be unable to fund hardware systems, which could cause customers to delay, decrease or cancel purchases of our products or cause customers not to pay us or to delay paying us for previously purchased products and services.

***Deterioration in global credit and financial market conditions could negatively impact the value of our current portfolio of cash equivalents or short-term investments and our ability to meet our financing objectives.***

Our cash and cash equivalents are maintained in highly liquid investments with remaining maturities of 90 days or less at the time of purchase. Our short-term investments consist primarily of readily marketable debt securities with remaining maturities of more than 90 days at the time of purchase. Our investment policy has as its principal objectives the preservation of principal and maintenance of liquidity. We mitigate default risk by investing in high-quality investment grade securities, limiting the time to maturity and by monitoring the counter-parties and underlying obligors closely.

While as of the date of this filing, we are not aware of any material downgrades, losses, or other significant deterioration in the fair value of our cash equivalents or short-term investments, no assurance can be given that future deterioration in conditions of the global credit and financial markets would not negatively impact our current portfolio of cash equivalents or short-term investments or our ability to meet our financing objectives.

***The price of our ordinary shares may be volatile and could decline significantly.***

The stock market, in general, and the market for technology stocks in particular, has recently experienced volatility that has often been unrelated to the operating performance of companies. If these market or industry-based fluctuations continue, the trading price of our ordinary shares could decline significantly independent of our actual operating performance, and you could lose all or a substantial part of your investment. The market price of our ordinary shares could fluctuate significantly in response to several factors, including among others:

general uncertainty in stock market conditions occasioned by global economic conditions, negative financial news and the continued instability of several large financial institutions;

actual or anticipated variations in our results of operations;

announcements of innovations, new products or significant price reductions by us or our competitors, including those competitors who offer alternative storage technology solutions;

our failure to meet the performance estimates of investment research analysts;

the timing of announcements by us or our competitors of significant contracts or acquisitions;

general stock market conditions;

the occurrence of major catastrophic events;

changes in financial estimates by investment research analysts;

changes in the credit ratings of our indebtedness by rating agencies; and

the sale of our ordinary shares held by certain equity investors or members of management.



***Any decision to reduce or discontinue the payment of cash dividends to our shareholders or the repurchase of our ordinary shares pursuant to our previously announced share repurchase program could cause the market price of our ordinary shares to decline significantly.***

Although we have announced targeted regular cash dividend amounts and a share repurchase program, we are under no obligation to pay cash dividends to our shareholders in the future at the announced targeted levels or at all or to repurchase our ordinary shares at any particular price or at all. The declaration and payment of any future dividends is at the discretion of our Board of Directors and our previously announced share repurchase program may be suspended or discontinued at any time. Our payment of quarterly cash dividends and the repurchase of our ordinary shares pursuant to our share repurchase program are subject to, among other things, our financial position and results of operations, available cash and cash flow, capital and regulatory requirements, market and economic conditions, our ordinary share price, and other factors. Any reduction or discontinuance by us of the payment of quarterly cash dividends or the repurchase of our ordinary shares pursuant to our share repurchase program could cause the market price of our ordinary shares to decline significantly. Moreover, in the event our payment of quarterly cash dividends or repurchases of our ordinary shares are reduced or discontinued, our failure to resume such activities at historical levels could result in a persistent lower market valuation of our ordinary shares.

***Significant fluctuations in the market price of our ordinary shares could result in securities class action claims against us.***

Significant price and value fluctuations have occurred with respect to the publicly traded securities of technology companies. The price of our ordinary shares is likely to be volatile in the future. In the past, following periods of decline in the market price of a company's securities, class action lawsuits have often been pursued against that company. If similar litigation were pursued against us, it could result in substantial costs and a diversion of management's attention and resources, which could materially adversely affect our results of operations, financial condition and liquidity.

***Our ability to use our net operating loss and tax credit carryforwards might be limited.***

The use of a portion of our U.S. net operating loss and tax credit carryforwards is subject to annual limitations pursuant to U.S. tax law. Section 382 of the U.S. Internal Revenue Code generally imposes an annual limitation on the amount of net operating loss or tax credit carryforwards that might be used to offset taxable income when a corporation has undergone significant changes in ownership. As a result, future changes in ownership could put further limitations on the availability of our net operating loss or tax credit carryforwards.

***Failure to comply with applicable environmental laws and regulations could have a material adverse effect on our business, results of operations and financial condition.***

The sale and manufacturing of products in certain states and countries may subject us and our suppliers to state, federal and international laws and regulations governing protection of the environment, including those governing discharges of pollutants into the air and water, the management and disposal of hazardous substances and wastes, the cleanup of contaminated sites, restrictions on the presence of certain substances in electronic products and the responsibility for environmentally safe disposal or recycling. We endeavor to ensure that we and our suppliers comply with all applicable environmental laws and regulations, however, compliance may increase our operating costs and otherwise impact future financial results. If additional or more stringent requirements are imposed on us in the future, we could incur additional operating costs and capital expenditures. If we fail to comply with applicable environmental laws, regulations, initiatives, or standards of conduct, our customers may refuse to purchase our products and we could be subject to fines, penalties and possible prohibition of sales of our products into one or more states or countries, liability to our customers and damage to our



reputation, which could result in a material adverse effect on the financial condition or results of operations.

*Conflict minerals regulations may cause us to incur additional expenses and could limit the supply and increase the cost of certain metals used in manufacturing our products.*

In August 2012, the SEC adopted new rules establishing additional disclosure and reporting requirements regarding the use of specified minerals, or conflict minerals, that are necessary to the functionality or production of products manufactured or contracted to be manufactured. These new rules will require us to determine, disclose and report whether or not such conflict minerals originate from the Democratic Republic of the Congo or an adjoining country. The most recent report was filed on 29 May 2015. These new rules could affect our ability to source certain materials used in our products at competitive prices and could impact the availability of certain minerals used in the manufacture of our products, including gold, tantalum, tin and tungsten. As there may be only a limited number of suppliers of "conflict free" minerals, we cannot be sure that we will be able to obtain necessary conflict free minerals in sufficient quantities or at competitive prices. Our customers, including our OEM customers, may require that our products be free of conflict minerals, and our revenues and margins may be harmed if we are unable to procure conflict free minerals at a reasonable price, or at all, or are unable to pass through any increased costs associated with meeting these demands. Additionally, we may face reputational challenges with our customers and other stakeholders if we are unable to sufficiently verify the origins of all minerals used in our products through the due diligence procedures that we implement. We may also face challenges with government regulators and our customers and suppliers if we are unable to sufficiently verify that the metals used in our products are conflict free. We expect that there may be material costs associated with complying with the disclosure requirements, such as costs related to determining the source of certain minerals used in our products, as well as costs related to possible changes to products, processes, or sources of supply as a consequence of such verification and disclosure requirements.

### Liquidity and Capital Resources

The following sections discuss the effects of changes in our balance sheet and cash flows, contractual obligations, and other commitments on our liquidity and capital resources.

#### *Cash and cash equivalents, investments, and restricted cash and investments*

| (US Dollars in millions)        | 3 July<br>2015 | As of<br>27 June<br>2014 | Change       |
|---------------------------------|----------------|--------------------------|--------------|
| Cash and cash equivalents       | \$ 2,479       | \$ 2,634                 | \$ (155)     |
| Investments                     | 6              | 20                       | (14)         |
| Restricted cash and investments | 7              | 4                        | 3            |
| <br>Total                       | <br>\$ 2,492   | <br>\$ 2,658             | <br>\$ (166) |

Our cash and cash equivalents, investments and restricted cash and investments decreased from 27 June 2014 as a result of net cash outflow for repurchases of our ordinary shares, early redemption and repayments of long-term debt, dividends paid to our shareholders, capital expenditures, the acquisition of LSI's Flash Business, and a \$225 million payment related to the final audit assessment received from the Jiangsu Province State Tax Bureau of the People's Republic of China. These cash outflows were partially offset by our cash provided by operating activities, which included an arbitration award partial payment of \$773 million from Western Digital, and the aggregate proceeds of \$1.2 billion from the aggregated issuance of our 5.75% Senior Notes due 2034 and 4.875% Senior Notes due 2027,

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as discussed below. The following table summarizes results from the statement of cash flows for the periods indicated:

| (US Dollars in millions)                             | Fiscal Years Ended |                 |
|--|--------------------|-----------------|
|  | 3 July<br>2015     | 27 June<br>2014 |
| Net cash flow provided by (used in):                 |                    |                 |
| Operating activities                                 | \$ 2,647           | \$ 2,558        |
| Investing activities                                 | (1,287)            | (322)           |
| Financing activities                                 | (1,495)            | (1,311)         |
| Effect of foreign currency exchange rates            | (20)               | 1               |
| Net (decrease) increase in cash and cash equivalents | \$ (155)           | \$ 926          |

### *Cash Provided by Operating Activities*

Cash provided by operating activities for fiscal year 2015 was approximately \$2.6 billion and includes the effects of net income adjusted for non-cash items including depreciation, amortization, and stock-based compensation. Net income includes:

a partial payment of \$773 million for the arbitration award and related accrued interest received from Western Digital; and

a \$225 million payment related to the final audit assessment received from the Jiangsu Province State Tax Bureau of the People's Republic of China for tax and interest associated with changes to our tax filings for the calendar years 2007 through 2013.

Cash provided by operating activities for fiscal year 2014 was approximately \$2.6 billion and includes the effects of net income adjusted for non-cash items including depreciation, amortization, stock-based compensation, and:

a decrease of \$217 million in vendor non-trade debtors primarily related to a change in the contractual relationship with some of our contract manufacturers which reduced the volume of components we sold to them;

a decrease of \$190 million in creditors due to a change in the contractual relationship with some of our contract manufacturers which resulted in a reduction in direct materials purchased and subsequently sold to our contract manufacturers; and

a decrease of \$104 million in restricted cash and investments primarily due to the restricted cash and investments held in a rabbi trust being replaced with a standby letter of credit.

### *Cash Used in Investing Activities*

In fiscal year 2015, we used \$1.3 billion for net cash investing activities, which was primarily due to payments for tangible assets of approximately \$747 million and the acquisition of LSI's Flash Business, for \$450 million.

In fiscal year 2014, we used \$0.3 billion for net cash investing activities, which was primarily due to payments for tangible assets of approximately \$559 million and the acquisition of Xyratex, for \$285 million, partially offset by \$508 million of proceeds from sales of investments.

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### *Cash Used in Financing Activities*

Net cash used in financing activities of \$1.5 billion for fiscal year 2015 was primarily attributable to the following activities:

\$1.1 billion paid to repurchase 19 million of our ordinary shares;

\$1.0 billion for the repurchase and redemption of long term debt;

\$0.7 billion in dividends paid to our shareholders; partially offset by

proceeds of \$1.2 billion from aggregate cash generated from the issuance of our 5.75% Senior Notes due 2034 and 4.875% Senior Notes due 2027.

Net cash used in financing activities of \$1.3 billion for fiscal year 2014 was primarily attributable to the following activities:

\$1.9 billion paid to repurchase 41 million of our ordinary shares;

\$0.7 billion for the repurchase and redemption of long term debt;

\$0.6 billion in dividends paid to our shareholders; partially offset by

proceeds of \$1.8 billion from aggregate cash generated from the issuance of our 3.75% Senior Notes due in 2018 and 4.75% Senior Notes due in 2025.

### Dividends

From the closing of our initial public offering in December 2002 through 2015, we have paid dividends, pursuant to our dividend policy then in effect, totaling approximately \$3.1 billion in the aggregate.

### *Liquidity Sources*

Our primary sources of liquidity as of 3 July 2015, consisted of: (1) approximately \$2.5 billion in cash and cash equivalents, and investments, (2) cash we expect to generate from operations and (3) a \$700 million senior revolving credit facility.

As of 3 July 2015, no borrowings have been drawn under the revolving credit facility or had been utilized for letters of credit issued under this credit facility. The line of credit is available for borrowings, subject to compliance with financial covenants and other customary conditions to borrowing.

The credit agreement that governs our revolving credit facility, as amended, contains certain covenants that we must satisfy in order to remain in compliance with the credit agreement, as amended. The agreement includes three financial covenants: (1) minimum cash, cash equivalents and marketable securities; (2) a fixed charge coverage ratio; and (3) a net leverage ratio. As of 3 July 2015, we were in compliance with all of the covenants under our Revolving Credit Facility and debt agreements.

As of 3 July 2015, cash and cash equivalents held by non-Irish subsidiaries was \$2.5 billion. This amount is potentially subject to taxation in Ireland upon repatriation by means of a dividend into our Irish parent. However, it is our intent to indefinitely reinvest earnings of non-Irish subsidiaries outside of Ireland and our current plans do not demonstrate a need to repatriate such earnings by means of a taxable Irish dividend. Should funds be needed in the Irish parent company and should we be unable to fund parent company activities through means other than a taxable Irish dividend, we would be required to accrue and pay Irish taxes on such dividend.



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We believe that our sources of cash will be sufficient to fund our operations and meet our cash requirements for at least the next 12 months.

### *Cash Requirements and Commitments*

Our liquidity requirements are primarily to meet our working capital, research and development and capital expenditure needs, to fund scheduled payments of principal and interest on our indebtedness, and to fund our dividend. Our ability to fund these requirements will depend on our future cash flows, which are determined by future operating performance, and therefore, subject to prevailing global macroeconomic conditions and financial, business and other factors, some of which are beyond our control.

On 21 July 2015, our Board of Directors approved a quarterly cash dividend of \$0.54 per share, which will be payable on 25 August 2015 to shareholders of record as of the close of business on 11 August 2015.

As of 3 July 2015, we were in compliance with all of the covenants under our debt agreements. Based on our current outlook, we expect to be in compliance with the covenants of our debt agreements over the next 12 months.

The carrying value of our long-term debt as of 3 July 2015 and 27 June 2014 was \$4.2 billion and \$3.9 billion, respectively. The table below presents the principal amounts of our outstanding long-term debt:

| (US Dollars in millions)             | 3 July<br>2015  | As of<br>27 June<br>2014 | Change        |
|--------------------------------------|-----------------|--------------------------|---------------|
| 6.8% Senior Notes due October 2016   | \$              | \$ 335                   | \$ (335)      |
| 3.75% Senior Notes due November 2018 | 800             | 800                      |               |
| 6.875% Senior Notes due May 2020     |                 | 534                      | (534)         |
| 7.00% Senior Notes due November 2021 | 158             | 251                      | (93)          |
| 4.75% Senior Notes due June 2023     | 1,000           | 1,000                    |               |
| 4.75% Senior Notes due January 2025  | 1,000           | 1,000                    |               |
| 4.875% Senior Notes Due 2027         | 700             |                          | 700           |
| 5.75% Senior Notes Due 2034          | 500             |                          | 500           |
| Other                                |                 |                          |               |
| <b>Total</b>                         | <b>\$ 4,158</b> | <b>\$ 3,920</b>          | <b>\$ 238</b> |

From time to time we may repurchase any of our outstanding ordinary shares through private, open market, tender offers, broker assisted purchases or other means. During fiscal year 2015, we repurchased approximately 19 million of our ordinary shares. As of 3 July 2015, \$2.9 billion remained available for repurchase under our existing repurchase authorization limit. All repurchases are effected as redemptions in accordance with the Company's Articles of Association.

For fiscal year 2016, we expect capital expenditures to be at or below our long-term targeted range of 6% to 8% of revenue. We require substantial amounts of cash to fund scheduled payments of principal and interest on our indebtedness, future capital expenditures and any increased working capital requirements. We will continue to evaluate and manage the retirement and replacement of existing debt and associated obligations, including evaluating the issuance of new debt securities, exchanging existing debt securities for other debt securities and retiring debt pursuant to privately negotiated transactions, open market purchases, tender offers or other means or otherwise. In addition, we may selectively pursue strategic alliances, acquisitions and investments, which may require additional capital.

**Contractual Obligations and Commitments**

Our contractual cash obligations and commitments as of 3 July 2015, have been summarized in the table below:

| (US Dollars in millions)                  | Total           | 2016            | Fiscal Year(s) |                 | Thereafter      |
|---|-----------------|-----------------|----------------|-----------------|-----------------|
|   |                 |                 | 2017-2018      | 2019-2020       |                 |
| <b>Contractual Cash Obligations:</b>      |                 |                 |                |                 |                 |
| Long-term debt                            | \$ 4,158        | \$              | \$             | \$ 800          | \$ 3,358        |
| Interest payments on debt                 | 1,996           | 201             | 369            | 353             | 1,073           |
| Capital expenditures                      | 147             | 134             | 13             |                 |                 |
| Operating leases <sup>(1)</sup>           | 218             | 41              | 53             | 32              | 92              |
| Purchase obligations <sup>(2)</sup>       | 1,019           | 916             | 103            |                 |                 |
| Other funding requirements <sup>(3)</sup> | 48              | 30              | 12             | 6               |                 |
| Subtotal                                  | 7,586           | 1,322           | 550            | 1,191           | 4,523           |
| <b>Commitments:</b>                       |                 |                 |                |                 |                 |
| Letters of credit or bank guarantees      | 109             | 109             |                |                 |                 |
| <b>Total</b>                              | <b>\$ 7,695</b> | <b>\$ 1,431</b> | <b>\$ 550</b>  | <b>\$ 1,191</b> | <b>\$ 4,523</b> |

- (1) Includes total future minimum rent expense under non-cancelable leases for both occupied and vacated facilities (rent expense is shown net of sublease income).
- (2) Purchase obligations are defined as contractual obligations for the purchase of goods or services, which are enforceable and legally binding on us, and that specify all significant terms.
- (3) Consists of funding requirements related to strategic commitments.

As of 3 July 2015, we had a liability for unrecognized tax benefits and an accrual for the payment of related interest totaling \$33 million, none of which is expected to be settled within one year. Outside of one year, we are unable to make a reasonably reliable estimate of when cash settlement with a taxing authority will occur.

**Off-Balance Sheet Arrangements**

As of 3 July 2015, we did not have any material off-balance sheet arrangements.

**Financial Risk Management**

We have exposure to market risks due to the volatility of interest rates, foreign currency exchange rates, equity and bond markets. A portion of these risks are hedged, but fluctuations could impact our results of operations, financial position and cash flows. Additionally, we have exposure to downgrades in the credit ratings of our counterparties as well as exposure related to our credit rating changes.

*Interest Rate Risk.* Our exposure to market risk for changes in interest rates relates primarily to our investment portfolio. As of 3 July 2015, the Company had no material available-for-sale securities that had been in a continuous unrealized loss position for a period greater than 12 months. The Company determined no material available-for-sale securities were other-than-temporarily impaired as of 3 July 2015. We currently do not use derivative financial instruments in our investment portfolio.

We have fixed rate debt obligations. We enter into debt obligations for general corporate purposes including capital expenditures and working capital needs.

*Foreign Currency Exchange Risk.* We may enter into foreign currency forward exchange contracts to manage exposure related to certain foreign currency commitments and anticipated foreign currency

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denominated expenditures. Our policy prohibits us from entering into derivative financial instruments for speculative or trading purposes.

We also hedge a portion of our foreign currency denominated balance sheet positions with foreign currency forward exchange contracts to reduce the risk that our earnings will be adversely affected by changes in currency exchange rates. The changes in fair value of these hedges are recognized in earnings in the same period as the gains and losses from the remeasurement of the assets and liabilities. These foreign currency forward exchange contracts are not designated as hedging instruments under ASC 815, *Derivatives and Hedging*. All these foreign currency forward contracts mature within 12 months.

We evaluate hedging effectiveness prospectively and retrospectively and record any ineffective portion of the hedging instruments in Cost of revenue on the Consolidated Profit and Loss Account. We did not have any material net gains (losses) recognized in Cost of revenue for cash flow hedges due to hedge ineffectiveness or discontinued cash flow hedges during the fiscal years 2015 and 2014.

*Other Market Risks.* We have exposure to counterparty credit downgrades in the form of credit risk related to our foreign currency forward exchange contracts and our fixed income portfolio. We monitor and limit our credit exposure for our foreign currency forward exchange contracts by performing ongoing credit evaluations. We also manage the notional amount of contracts entered into with any one counterparty, and we maintain limits on maximum tenor of contracts based on the credit rating of the financial institution. Additionally, the investment portfolio is diversified and structured to minimize credit risk. As of 3 July 2015, we had no material credit exposure related to our foreign currency forward exchange contracts. Changes in our corporate issuer credit ratings have minimal impact on our financial results, but downgrades may negatively impact our future transaction costs and our ability to execute transactions with various counterparties.

We are subject to equity market risks due to changes in the fair value of the notional investments selected by our employees as part of our Seagate Deferred Compensation Plan (the "SDCP"). In fiscal year 2014, the Company entered into a Total Return Swap ("TRS") in order to manage the equity market risks associated with the SDCP liabilities. The Company pays a floating rate, based on LIBOR plus an interest rate spread, on the notional amount of the TRS. The TRS is designed to substantially offset changes in the SDCP liability due to changes in the value of the investment options made by employees.

#### ***LIKELY FUTURE DEVELOPMENT***

We are committed to developing new component technologies, products and alternative storage technologies. Our research and development focus is designed to bring new products to market in high volume, with quality attributes that our customers expect, before our competitors. Part of our product development strategy is to leverage a design platform and/or subsystem within product families to serve different market needs. This platform strategy allows for more efficient resource utilization, leverages best design practices, reduces exposure to changes in demand, and allows for achievement of lower costs through purchasing economies. Our advanced technology integration effort focuses disk drive and component research on recording subsystems, including read/write heads and recording media; market-specific product technology; and technology focused towards new business opportunities. The primary purpose of our advanced technology integration effort is to ensure timely availability of mature component technologies to our product development teams as well as allowing us to leverage and coordinate those technologies in the design centers across our products in order to take advantage of opportunities in the marketplace. During fiscal years 2015 and 2014, we had product development expenses of approximately \$1,353 million and \$1,226 million, respectively, which represented 10% and 9% of our consolidated revenue, respectively.



**DIRECTORS**

The directors are as listed on page A-3. Mr. Seh-Woong Jeong and Ms. Lydia M. Marshall resigned from the board on 22 October 2014 and were replaced by Ms. Stephanie Tilenius on the same date.

**DIRECTORS' AND SECRETARY'S INTERESTS IN SHARES**

Details of directors' and secretary's interests in the ordinary shares of Seagate Technology plc as at 3 July 2015 were as follows:

| Director                            | Shares    | Interests held as at 3 July 2015 <sup>(1)</sup> |                  |                        | Restricted shares |
|-------------------------------------|-----------|---|------------------|------------------------|-------------------|
|                                     |           | Vested options                                  | Unvested options | Restricted share units |                   |
| Stephen J. Luczo <sup>(2)</sup>     | 1,218,320 | 90,334  | 179,563          |                        |                   |
| Frank J. Biondi, Jr.                | 34,155    | 1,251   |                  | 4,235                  |                   |
| Michael R. Cannon                   | 10,694    |   |                  | 4,235                  |                   |
| Mei Wei Cheng                       | 7,762     |   |                  | 4,235                  |                   |
| William Coleman                     | 10,525    |   |                  | 4,235                  |                   |
| Jay L. Geldmacher                   | 2,655     |   |                  | 4,235                  |                   |
| Kristen M. Onken                    | 17,703    |   |                  | 4,235                  |                   |
| C.S. Park                           | 32,125    |   |                  | 4,235                  |                   |
| Gregorio Reyes                      | 1,753     |   |                  | 4,235                  |                   |
| Edward J. Zander                    | 54,795    | 65,000  |                  | 4,235                  |                   |
| Stephanie Tilenius                  |           |   |                  | 4,235                  |                   |
| <i>Secretary</i>                    |           |   |                  |                        |                   |
| Kenneth M. Massaroni <sup>(3)</sup> | 127,569   | 42,811  | 50,189           |                        |                   |

(1) All interests declared are in the ordinary shares of \$0.00001 par value of Seagate Technology plc.

(2) Excludes 841,890 unvested options and awards that contain certain performance and market conditions.

(3) Excludes 143,750 unvested share awards that contain certain performance and market conditions.

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Details of directors' and secretary's interests in the ordinary shares of Seagate Technology plc as at 27 June 2014, or subsequent date of appointment, were as follows:

| Director                            | Shares    | Interests held as at 27 June 2014 <sup>(1)</sup><br>or subsequent date of appointment |                     |                           | Restricted<br>shares |
|-------------------------------------|-----------|---|---------------------|---------------------------|----------------------|
|                                     |           | Vested<br>options   | Unvested<br>options | Restricted<br>share units |                      |
| Stephen J. Luczo <sup>(2)</sup>     | 1,627,395 | 12,590  | 129,707             |                           |                      |
| Frank J. Biondi, Jr.                | 46,298    | 11,251  |                     | 5,952                     |                      |
| Michael R. Cannon                   | 12,837    |   |                     | 5,952                     |                      |
| Mei-Wei Cheng                       | 10,858    |   |                     | 5,952                     |                      |
| William Coleman                     | 21,618    |   |                     | 5,952                     |                      |
| Jay L. Geldmacher                   | 9,798     |   |                     | 5,952                     |                      |
| Kristen M. Onken                    | 19,846    |   |                     | 5,952                     |                      |
| C.S. Park                           | 38,518    | 1,251   |                     | 5,952                     |                      |
| Gregorio Reyes                      | 7,696     | 1,459   |                     | 5,952                     |                      |
| Edward J. Zander                    | 56,938    | 65,000  |                     | 5,952                     |                      |
| Stephanie Tilenius                  |           |   |                     | 4,235                     |                      |
| <i>Secretary</i>                    |           |   |                     |                           |                      |
| Kenneth M. Massaroni <sup>(3)</sup> | 45,455    | 31,592  | 60,158              | 2,550                     |                      |

(1) All interests declared are in the ordinary shares of \$0.00001 par value of Seagate Technology plc.

(2) Excludes 1,041,675 unvested share awards that contain certain performance and market conditions.

(3) Excludes 211,000 unvested share awards that contain certain performance and market conditions.

The directors and the company secretary had no interests in any other group company as required to be disclosed in accordance with Section 329 of the Companies Act 2014.

### **IMPORTANT EVENTS SINCE THE PERIOD END**

#### *Dividends*

On 21 July 2015, our Board of Directors approved a quarterly cash dividend of \$0.54 per share, which will be payable on 25 August 2015 to shareholders of record as of the close of business on 11 August 2015.

#### *Dot Hill Acquisition*

On 18 August 2015, the Company and Dot Hill Systems Corp. ("Dot Hill") announced that they have entered into a definitive agreement under which a wholly-owned indirect subsidiary of the Company will commence a tender offer for all of the outstanding shares of Dot Hill in an all-cash transaction valued at \$9.75 per share, or a total of approximately \$694 million on a fully-diluted equity value basis. The transaction is currently expected to close during the Company's second fiscal quarter of 2016, subject to the satisfaction of customary closing conditions and the receipt of certain regulatory approvals.

### **POLITICAL DONATIONS**

During the year ended 3 July 2015, the Company made no political donations.

***BRANCHES OUTSIDE THE STATE***

In accordance with Section 326 of the Companies Act 2014, the Company has established branches, within the meaning of EU Council Directive 89/666/EEC in Brazil, China, Russia, the Netherlands, Singapore and Northern Ireland.

***ACCOUNTING RECORDS***

The directors are responsible for ensuring that adequate accounting records, as outlined in Sections 281 to 285 of the Companies Act 2014, are kept by the Company. To achieve this, the directors have appointed experienced bookkeepers who are professionally qualified, who report to the Chief Financial Officer and ensure that the requirements of Sections 281 to 285 of the Companies Act 2014 are complied with.

The books and accounting records are maintained at the Company's principal accounting offices at 10200 South De Anza Boulevard, Cupertino, California, United States of America, and are open at all reasonable times to inspection by the directors. Accounts and returns relating to the business dealt with in the accounting records are kept in order to disclose with reasonable accuracy the assets, liabilities, financial position and profit or loss of the Company. These records are returned to the Company's registered office at intervals not exceeding six months.

***STATEMENT OF DIRECTORS' RESPONSIBILITIES***

Company law in the Republic of Ireland requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of the assets, liabilities and financial position of the Parent Company and of the Group and of the profit or loss of the Group for that period.

In preparing the financial statements of the Group, the Directors are required to:

select suitable accounting policies and then apply them consistently;

make judgments and estimates that are reasonable and prudent;

comply with applicable US generally accepted accounting principles to the extent that the use of US generally accepted accounting principles does not contravene any provision of the Companies Act 2014, subject to any material departures disclosed and explained in the financial statements; and

prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business

The considerations set out above for the Group are also required to be addressed by the Directors in preparing the financial statements of the Parent Company (which are set out on pages A-106 to A-110), in respect of which the applicable accounting standards are those which are generally accepted in the Republic of Ireland.

The Directors have elected to prepare the Parent Company's financial statements in accordance with generally accepted accounting practice in Ireland (Irish GAAP) comprising the financial reporting standards issued by the Financial Reporting Council and promulgated by the Institute of Chartered Accountants in Ireland, together with the Companies Acts 2014.

The Directors are responsible for keeping accounting records which disclose with reasonable accuracy the assets, liabilities, financial position and profit and loss of the Parent Company and which enable them to ensure that the financial statements of the Group are prepared in accordance with applicable US generally accepted accounting principles and comply with the provisions of the

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Companies Acts 2014. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **AUDITORS**

Ernst & Young, Chartered Accountants, have expressed their willingness to continue in office in accordance with the Section 383(2) of the Companies Act 2014.

Approved by the Board of Directors and signed on its behalf on 21 August 2015.

/s/ STEPHEN J. LUCZO

/s/ KRISTEN M. ONKEN

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Stephen J. Luczo

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Kristen M. Onken  
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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SEAGATE TECHNOLOGY PLC**

We have audited the financial statements of Seagate Technology plc for the year ended 3 July 2015 which comprise the Consolidated Profit and Loss Account, the Consolidated Statement of Comprehensive Income, the Consolidated Balance Sheet, the Consolidated Statement of Cash Flows, the Parent Company Balance Sheet, the related notes 1 to 21 in respect of the group financial statements and the related notes 1 to 11 in respect to the parent company financial statements. The financial reporting framework that has been applied in the preparation of the group financial statements is Irish law and U.S. Generally Accepted Accounting Principles (U.S. GAAP), as defined in section 279 of Part 6 of the Companies Act 2014, to the extent that the use of those principles in the preparation of the financial statements does not contravene any provision of that Part of the Companies Act 2014 and for the preparation of the parent company financial statements in accordance with Irish law and accounting standards issued by the Financial Reporting Council and promulgated by the Institute of Chartered Accountants in Ireland (Generally Accepted Accounting Practice in Ireland).

This report is made solely to the company's members, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

***Respective responsibilities of directors and auditors***

As explained more fully in the Statement of Directors' Responsibilities set out on page A-46, the directors are responsible for the preparation of the financial statements giving a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with Irish law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

***Scope of the audit of the financial statements***

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's and parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the directors' report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect or materially inconsistent with the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

***Opinion on financial statements***

In our opinion:

the group financial statements give a true and fair view in accordance with U.S. Generally Accepted Accounting Principles (U.S. GAAP), as defined in section 279 of Part 6 of the Companies Act 2014, to the extent that the use of those principles in the preparation of the financial statements does not contravene any provision of that Part of the Companies Act 2014,

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SEAGATE TECHNOLOGY PLC (Continued)**

of the assets, liabilities and financial position of the Group as at 3 July 2015 and of the profit for the Group for the year then ended;

the parent company balance sheet gives a true and fair view in accordance with Generally Accepted Accounting Practice in Ireland of the assets, liabilities and financial position of the parent company as at 3 July 2015; and

the financial statements have been properly prepared in accordance with the requirements of the Companies Act 2014.

***Matters on which we are required to report by the Companies Acts 2014***

We have obtained all the information and explanations which we consider necessary for the purposes of our audit.

In our opinion the accounting records of the company were sufficient to permit the parent company financial statements to be readily and properly audited.

The parent company balance sheet is in agreement with the accounting records.

In our opinion the information given in the directors' report is consistent with the financial statements.

***Matters on which we are required to report by exception***

We have nothing to report in respect of Sections 305 to 312 of the Companies Act 2014 which require us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by law are not made.

/s/ BREFFNI MAGUIRE

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Breffni Maguire  
For and on behalf of Ernst & Young  
Dublin  
21 August 2015

**SEAGATE TECHNOLOGY PLC**  
**CONSOLIDATED PROFIT AND LOSS ACCOUNT**

| (US Dollars in millions)       | Note | Fiscal Years Ended |                 |
|--------------------------------|------|--------------------|-----------------|
|                                |      | 3 July 2015        | 27 June 2014    |
| Revenue                        |      | \$ 13,739          | \$ 13,724       |
| Cost of revenue                |      | 9,930              | 9,878           |
| <b>Gross profit</b>            |      | <b>3,809</b>       | <b>3,846</b>    |
| Product development            |      | 1,353              | 1,226           |
| Marketing and administrative   |      | 857                | 722             |
| Amortization of intangibles    | 4    | 129                | 98              |
| Restructuring and other, net   | 5    | 32                 | 24              |
| Gain on arbitration award, net | 14   | (620)              |                 |
|                                |      | <b>1,751</b>       | <b>2,070</b>    |
| <b>Operating earnings</b>      |      | <b>2,058</b>       | <b>1,776</b>    |
| Interest income                |      | 6                  | 8               |
| Interest expense               |      | (207)              | (195)           |
| Other income and charges, net  |      | 113                | (33)            |
| <b>Income before taxes</b>     |      | <b>1,970</b>       | <b>1,556</b>    |
| Income tax expense (benefit)   | 7    | 228                | (14)            |
| <b>Net income</b>              |      | <b>\$ 1,742</b>    | <b>\$ 1,570</b> |

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## SEAGATE TECHNOLOGY PLC

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

| (US Dollars in millions)   | Fiscal Years Ended |              |
|--|--------------------|--------------|
|  | 3 July 2015        | 27 June 2014 |
| Net Income   | \$ 1,742           | \$ 1,570     |
| Other comprehensive income (loss), net of tax:                     |                    |              |
| Cash flow hedges   |                    |              |
| Change in net unrealized loss on cash flow hedges                  | (11)               | (1)          |
| Less: reclassification for amounts included in net income          | 13                 |              |
| Net change   | 2                  | (1)          |
| Marketable securities  |                    |              |
| Change in net unrealized gain on available-for-sale securities     |                    | 1            |
| Less: reclassification for amounts included in net income          |                    | 2            |
| Net change   |                    | 3            |
| Post-retirement plans  |                    |              |
| Change in unrealized (loss) gain on post-retirement plans          | (5)                | 1            |
| Less: reclassification for amounts included in net income          |                    |              |
| Net change   | (5)                | 1            |
| Foreign currency translation adjustments                           | (25)               | 8            |
| Total other comprehensive (loss) income, net of tax                | (28)               | 11           |
| Comprehensive income   | 1,714              | 1,581        |
| Less: Comprehensive income attributable to noncontrolling interest |                    |              |
| Comprehensive income attributable to Seagate Technology plc        | \$ 1,714           | \$ 1,581     |



**SEAGATE TECHNOLOGY PLC**  
**CONSOLIDATED BALANCE SHEET**

| (US Dollars in millions)                          | Note | 3 July 2015     | 27 June 2014    |
|---|------|-----------------|-----------------|
| <b>ASSETS</b>                                     |      |                 |                 |
| Fixed assets:                                     |      |                 |                 |
| Goodwill  | 4    | \$ 874          | \$ 537          |
| Intangible assets                                 | 4    | 370             | 359             |
| Tangible assets                                   | 2    | 2,278           | 2,136           |
| Financial assets                                  | 9    | 120             | 46              |
|   |      | 3,642           | 3,078           |
| Current assets:                                   |      |                 |                 |
| Inventories                                       | 2    | 993             | 985             |
| Trade debtors                                     | 2    | 1,735           | 1,729           |
| Other debtors amounts falling due within one year | 2    | 348             | 405             |
| Investments                                       | 2    | 6               | 20              |
| Restricted cash and investments                   | 2    | 7               | 4               |
| Cash and cash equivalents                         | 2    | 2,479           | 2,634           |
|   |      | 5,568           | 5,777           |
| Other debtors amounts falling due after one year  | 2    | 635             | 637             |
| <b>Total Assets</b>                               |      | <b>\$ 9,845</b> | <b>\$ 9,492</b> |

**LIABILITIES**

|  |    |                 |                 |
|--|----|-----------------|-----------------|
| Capital and reserves:                          |    |                 |                 |
| Share capital                                  | 10 | \$              | \$              |
| Share premium                                  | 10 | 5,430           | 5,332           |
| Other reserves                                 | 10 | 274             | 177             |
| Profit and loss account                        | 10 | (2,686)         | (2,677)         |
| Noncontrolling interest                        |    |                 |                 |
|  |    | 3,018           | 2,832           |
| Provisions for liabilities:                    |    |                 |                 |
| Taxation                                       | 7  | 49              | 117             |
| Other provisions                               | 2  | 267             | 287             |
|  |    | 316             | 404             |
| Creditors amounts falling due within one year: |    |                 |                 |
| Debt   | 9  |                 |                 |
| Trade creditors                                |    | 1,540           | 1,549           |
| Other creditors                                | 2  | 643             | 677             |
|  |    | 2,183           | 2,226           |
| Creditors amounts falling due after one year:  |    |                 |                 |
| Debt   | 9  | 4,155           | 3,920           |
| Other creditors                                |    | 173             | 110             |
| <b>Total Liabilities</b>                       |    | <b>\$ 9,845</b> | <b>\$ 9,492</b> |

Approved by the Board of Directors and signed on its behalf on 21 August 2015.

/s/ STEPHEN J. LUCZO

/s/ KRISTEN M. ONKEN

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Stephen J. Luczo

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Kristen M. Onken  
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## SEAGATE TECHNOLOGY PLC

## CONSOLIDATED STATEMENT OF CASH FLOWS

| (US Dollars in millions)  | Fiscal Years Ended |              |
|---|--------------------|--------------|
|   | 3 July 2015        | 27 June 2014 |
| <b>OPERATING ACTIVITIES</b>   |                    |              |
| Net income  | \$ 1,742           | \$ 1,570     |
| Adjustments to reconcile net income to net cash from operating activities:    |                    |              |
| Depreciation and amortization   | 841                | 879          |
| Share-based compensation  | 137                | 118          |
| Loss on redemption and repurchase of debt                                     | 74                 | 81           |
| Gain on sale of investments   |                    | (32)         |
| Loss (gain) on sale of tangible assets  | 2                  | (4)          |
| Deferred income taxes   | 2                  | (67)         |
| Other non-cash operating activities, net                                      | (9)                | 14           |
| Changes in operating assets and liabilities:                                  |                    |              |
| Restricted cash and investments   | (3)                | 104          |
| Trade debtors   | (2)                | 4            |
| Inventories   | 29                 | (20)         |
| Trade creditors   | (58)               | (190)        |
| Accrued employee compensation   | (40)               | (55)         |
| Accrued expenses, income taxes and warranty                                   | (112)              | (80)         |
| Vendor non-trade debtors  | 47                 | 217          |
| Other assets and liabilities  | (3)                | 19           |
| Net cash provided by operating activities                                     | 2,647              | 2,558        |
| <b>INVESTING ACTIVITIES</b>   |                    |              |
| Acquisition of tangible assets  | (747)              | (559)        |
| Proceeds from the sale of tangible assets                                     |                    | 3            |
| Proceeds from the sale of financial assets                                    |                    | 72           |
| Purchases of investments  | (5)                | (88)         |
| Sales of investments  | 4                  | 508          |
| Maturities of investments   | 19                 | 61           |
| Cash used in acquisition of businesses, net of cash acquired                  | (453)              | (285)        |
| Other investing activities, net   | (105)              | (34)         |
| Net cash used in investing activities   | (1,287)            | (322)        |
| <b>FINANCING ACTIVITIES</b>   |                    |              |
| Net proceeds from issuance of long-term debt                                  | 1,196              | 1,781        |
| Repayments of long-term debt  | (1,026)            | (725)        |
| Repurchases of ordinary shares  | (1,087)            | (1,912)      |
| Dividends to shareholders   | (664)              | (557)        |
| Proceeds from issuance of ordinary shares under employee stock plans          | 98                 | 107          |
| Other financing activities, net   | (12)               | (5)          |
| Net cash used in financing activities   | (1,495)            | (1,311)      |
| Effect of foreign currency exchange rate changes on cash and cash equivalents | (20)               | 1            |
| (Decrease) increase in cash and cash equivalents                              | (155)              | 926          |
| Cash and cash equivalents at the beginning of the year                        | 2,634              | 1,708        |
| Cash and cash equivalents at the end of the year                              | \$ 2,479           | \$ 2,634     |

**Supplemental Disclosure of Cash Flow Information**

|  |    |     |    |     |
|--|----|-----|----|-----|
| Cash paid for interest                     | \$ | 216 | \$ | 198 |
| Cash paid for income taxes, net of refunds | \$ | 285 | \$ | 50  |

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**1. Basis of Presentation and Summary of Significant Accounting Policies**

*Organization*

Seagate Technology plc became the parent company in the Seagate group following a reorganization that took place in 2010.

This transaction was accounted for in these consolidated financial statements as a merger between entities under common control; accordingly, the historical consolidated financial statements of Seagate Technology for periods prior to this transaction are considered to be the historical consolidated financial statements of Seagate Technology plc. No changes in consolidated assets or liabilities resulted from this transaction, other than Seagate Technology plc has provided a guarantee of amounts due under certain borrowing arrangements as described in Note 6. See Note 10 for a discussion of the capital structure of Seagate Technology plc.

*Accounting convention and basis of preparation of financial statements*

The directors have elected to prepare the consolidated financial statements of Seagate Technology plc (the "Company") in accordance with Section 279 of the Companies Act 2014, which provides that a true and fair view of the state of the assets, liabilities, financial position and profit or loss may be given by preparing the financial statements in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP), as defined in Section 279(1) of the Companies Act 2014, to the extent that the use of those principles in the preparation of the financial statements does not contravene any provision of Part 6 of the Companies Acts 2014.

These financial statements therefore were prepared in accordance with Irish Company Law, to present to the shareholders of the Company and file with the Companies Registration Office in Ireland. Accordingly, these consolidated financial statements include presentation and additional disclosures required by the Republic of Ireland's Companies Act 2014 in addition to those disclosures required under U.S. GAAP.

In addition, in these financial statements, terminology typically utilized in a set of U.S. GAAP financial statements has been retained for the benefit of those users of these financial statements who also access our 10-K U.S. GAAP financial statements, rather than utilizing the terminology set out under Irish Company Law. Accordingly, references to revenue, cost of revenue, interest income, interest expense, income tax expense and net income having the same meaning as references to turnover, cost of sales, other interest receivable and similar income, interest payable and similar charges, tax on profit on ordinary activities and profit on ordinary activities after taxation under Irish Company Law.

*Basis of Presentation and Consolidation*

The consolidated financial statements include the accounts of the Company and all its wholly-owned and majority-owned subsidiaries, after elimination of intercompany transactions and balances.

The preparation of financial statements in accordance with U.S. generally accepted accounting principles also requires management to make estimates and assumptions that affect the amounts reported in the Company's consolidated financial statements and accompanying notes. Actual results could differ materially from those estimates. The methods, estimates and judgments the Company uses in applying its most critical accounting policies have a significant impact on the results the Company reports in its consolidated financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company operates and reports financial results on a fiscal year of 52 or 53 weeks ending on the Friday closest to June 30. Accordingly, fiscal year 2015 was comprised 53 weeks and ended on 3 July 2015. Fiscal years 2014 was comprised of 52 weeks and ended on 27 June 2014. All references to years in these Notes to Consolidated Financial Statements represent fiscal years unless otherwise noted. Fiscal year 2016 will be 52 weeks and will end on 1 July 2016.

In these Notes to the Consolidated Financial Statements, unless the context indicates otherwise, as used herein, the terms "we," "us," "Seagate," the "Company" and "our" refer to the Seagate Group. In these Notes to the Consolidated Financial Statements, references to Other comprehensive income (loss) (OCI) refer to a component of Other Reserves.

*Summary of Significant Accounting Policies*

*Cash, Cash Equivalents and Investments.* The Company considers all highly liquid investments with a remaining maturity of 90 days or less at the time of purchase to be cash equivalents. Cash equivalents are carried at cost, which approximates fair value. The Company's investments are primarily comprised of money market funds, certificates of deposits, and other interest-bearing bank deposits. The Company has classified its marketable securities as available-for-sale and they are stated at fair value with unrealized gains and losses included in Accumulated other comprehensive income (loss), which is a component of Other Reserves. The Company evaluates the available-for sale securities in an unrealized loss position for other-than-temporary impairment. Realized gains and losses are included in Other income and charges, net. The cost of securities sold is based on the specific identification method.

*Restricted Cash and Investments.* Restricted cash and investments represents cash and cash equivalents and investments that are restricted as to withdrawal or use for other than current operations.

*Allowances for Doubtful Accounts.* The Company maintains an allowance for uncollectible trade debtors based upon expected collectability. This reserve is established based upon historical trends, global macroeconomic conditions and an analysis of specific exposures. The provision for doubtful accounts is recorded as a charge to Marketing and administrative expense.

*Inventory.* Inventories are valued at the lower of cost (using the first-in, first-out method) or market. Market value is based upon an estimated average selling price reduced by estimated cost of completion and disposal.

*Tangible Assets.* Tangible assets are stated at cost. Equipment and buildings are depreciated using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized using the straight-line method over the shorter of the estimated life of the asset or the remaining term of the lease. The costs of additions and substantial improvements to tangible assets, which extend the economic life of the underlying assets, are capitalized. The cost of maintenance and repairs to tangible assets are expensed as incurred.

*Assessment of Goodwill and Other Long-lived Assets for Impairment.* Irish Company law requires that goodwill is written off over a period of time which does not exceed its useful economic life. However, the Company does not believe this gives a true and fair view because not all goodwill declines in value. In addition, since goodwill that does decline in value rarely does so on a straight-line basis, straight-line amortization of goodwill over an arbitrary period does not reflect the economic reality. Consistent with U.S. GAAP, Seagate considers goodwill an indefinite-lived intangible asset that is not amortized over an arbitrary period. Rather, the Company accounts for goodwill in accordance with Accounting Standards Codification (ASC) Topic 350 (ASC 350), *Intangibles Goodwill and Other*. Therefore in order to present a true and fair view of the economic reality under US GAAP, goodwill is

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

considered indefinite-lived and is not amortized. The Company is not able to reliably estimate the impact on the financial statements of the true and fair override on the basis that the useful economic of goodwill cannot be predicted with a satisfactory level of reliability nor can the pattern in which goodwill diminishes be known. During fiscal year 2012, the Company adopted ASU No. 2011-08, *Intangibles Goodwill and Other (ASC Topic 350) Testing Goodwill for Impairment*. The Company performs a qualitative assessment at the fourth quarter of each year, or more frequently if indicators of potential impairment exist, to determine if any events or circumstances exist, such as an adverse change in business climate or a decline in the overall industry that would indicate that it would more likely than not reduce the fair value of a reporting unit below its carrying amount, including goodwill. If it is determined in the qualitative assessment that the fair value of a reporting unit is more likely than not below its carrying amount, including goodwill, then the Company performs a quantitative two-step impairment test. The first step, identifying a potential impairment, compares the fair value of a reporting unit with its carrying amount, including goodwill. If the carrying value of the reporting unit exceeds its fair value, the second step would need to be conducted. The second step, measuring the impairment loss, compares the implied fair value of the reporting unit goodwill with the carrying amount of that goodwill. Any excess of the reporting unit goodwill carrying value over its implied fair value is recognized as an impairment loss.

The Company tests other tangible assets, including tangible assets and other intangible assets subject to amortization, for recoverability whenever events or changes in circumstances indicate that the carrying value of those assets may not be recoverable. The Company performs a recoverability test to assess the recoverability of an asset group. If the recoverability test indicates that the carrying value of the asset group is not recoverable, the Company will estimate the fair value of the asset group and the excess of the carrying value over the fair value is allocated pro rata to derive the adjusted carrying value of assets in the asset group. The adjusted carrying value of each asset in the asset group is not reduced below its fair value.

The Company tests other intangible assets not subject to amortization whenever events occur or circumstances change, such as declining financial performance, deterioration in the environment in which the entity operates or deteriorating macroeconomic conditions that have a negative effect on future expected earnings and cash flows that could affect significant inputs used to determine the fair value of the indefinite-lived intangible asset.

*Derivative Financial Instruments.* The Company applies the requirements of ASC Topic 815 (ASC 815), *Derivatives and Hedging*. ASC 815 requires that all derivatives be recorded on the balance sheet at fair value and establishes criteria for designation and effectiveness of hedging relationships (see note 8).

*Establishment of Warranty Accruals.* The Company estimates probable product warranty costs at the time revenue is recognized. The Company generally warrants its products for a period of 1 to 5 years. The Company's warranty provision considers estimated product failure rates and trends (including the timing of product returns during the warranty periods), and estimated repair or replacement costs related to product quality issues, if any. The Company also exercises judgment in estimating its ability to sell certain repaired products. Should actual experience in any future period differ significantly from its estimates, the Company's future results of operations could be materially affected.

*Revenue Recognition, Sales Returns and Allowances, and Sales Incentive Programs.* The Company's revenue recognition policy complies with ASC Topic 605 (ASC 605), *Revenue Recognition*. Revenue from sales of products, including sales to distribution customers, is generally recognized when title and risk of loss has passed to the buyer, which typically occurs upon shipment from the Company or third

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

party warehouse facilities, persuasive evidence of an arrangement exists, including a fixed or determinable price to the buyer, and when collectability is reasonably assured. Revenue from sales of products to certain direct retail customers and to customers in certain indirect retail channels is recognized on a sell-through basis.

The Company records estimated product returns at the time of shipment. The Company also estimates reductions to revenue for sales incentive programs, such as price protection, and volume incentives, and records such reductions when revenue is recorded. The Company establishes certain distributor and OEM sales programs aimed at increasing customer demand. For OEM sales, rebates are typically based on an OEM customer's volume of purchases from Seagate or other agreed upon rebate programs. For the distribution channel, these programs typically involve rebates related to a distributor's level of sales, order size, advertising or point of sale activity and price protection adjustments. The Company provides for these obligations at the time that revenue is recorded based on estimated requirements. Marketing development programs are recorded as a reduction to revenue.

*Product Development Costs.* Product development costs, which includes both research and development costs, are recognized as expense.

*Distribution Costs.* The Company includes distribution costs, which includes shipping and handling, in Cost of revenue for all periods presented. These costs amount to \$143 million and \$166 million in fiscal years 2015 and 2014, respectively.

*Restructuring Costs.* The Company records restructuring activities including costs for one-time termination benefits in accordance with ASC Topic 420 (ASC 420), *Exit or Disposal Cost Obligations*. The timing of recognition for severance costs accounted for under ASC 420 depends on whether employees are required to render service until they are terminated in order to receive the termination benefits. If employees are required to render service until they are terminated in order to receive the termination benefits, a liability is recognized ratably over the future service period. Otherwise, a liability is recognized when management has committed to a restructuring plan and has communicated those actions to employees. Employee termination benefits covered by existing benefit arrangements are recorded in accordance with ASC Topic 712, *Non-retirement Postemployment Benefits*. These costs are recognized when management has committed to a restructuring plan and the severance costs are probable and estimable.

*Advertising Expense.* The cost of advertising is expensed as incurred. Advertising costs were approximately \$64 million and \$52 million in fiscal years 2015 and 2014, respectively.

*Stock-Based Compensation.* The Company accounts for stock-based compensation under the provisions of ASC Topic 718 (ASC 718), *Compensation-Stock Compensation*. The Company has elected to apply the with-and-without method to assess the realization of excess tax benefits.

*Accounting for Income Taxes.* The Company accounts for income taxes pursuant to ASC Topic 740 (ASC 740), *Income Taxes*. In applying ASC 740, the Company makes certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments occur in the calculation of tax credits, recognition of income and deductions and calculation of specific tax assets and liabilities, which arise from differences in the timing of recognition of revenue and expense for income tax and financial statement purposes, as well as tax liabilities associated with uncertain tax positions. The calculation of tax liabilities involves uncertainties in the application of complex tax rules and the potential for future adjustment of the Company's uncertain tax positions by the Internal Revenue Service or other tax jurisdictions. If estimates of these tax liabilities are greater or less than actual results, an additional tax benefit or provision will result. The deferred tax assets the



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Company records each period depend primarily on the Company's ability to generate future taxable income in the United States and certain non-U.S. jurisdictions. Each period, the Company evaluates the need for a valuation allowance for its deferred tax assets and, if necessary, adjusts the valuation allowance so that net deferred tax assets are recorded only to the extent the Company concludes it is more likely than not that these deferred tax assets will be realized. If the Company's outlook for future taxable income changes significantly, the Company's assessment of the need for, and the amount of, a valuation allowance may also change.

*Comprehensive Income.* The Company presents comprehensive income in a separate statement. Comprehensive income is comprised of net income and other gains and losses affecting equity that are excluded from net income.

*Foreign Currency Remeasurement and Translation.* The U.S. dollar is the functional currency for the majority of the Company's foreign operations. Monetary assets and liabilities denominated in foreign currencies are remeasured into the functional currency of the subsidiary at the balance sheet date. The gains and losses from the remeasurement of foreign currency denominated balances into the functional currency of the subsidiary are included in Other income and charges, net on the Company's Consolidated Profit and Loss Account.

The Company translates the assets and liabilities of its non-U.S. dollar functional currency subsidiaries into U.S. dollars using exchange rates in effect at the end of each period. Revenue and expenses for these subsidiaries are translated using rates that approximate those in effect during the period. Gains and losses from these translations are recognized in foreign currency translation included in Accumulated other comprehensive loss, which is a component of shareholders' equity. The Company's subsidiaries that use the U.S. dollar as their functional currency remeasure monetary assets and liabilities at exchange rates in effect at the end of each period, and inventories, property, and nonmonetary assets and liabilities at historical rates. Gains and losses from these remeasurements were not significant and have been included in the Company's Consolidated Profit and Loss Account.

*Concentrations*

*Concentration of Credit Risk.* The Company's customer base for disk drive products is concentrated with a small number of OEMs and distributors. The Company does not generally require collateral or other security to support trade debtors. To reduce credit risk, the Company performs ongoing credit evaluations on its customers' financial condition. The Company establishes an allowance for doubtful accounts based upon factors surrounding the credit risk of customers, historical trends and other information. Hewlett-Packard Company and Dell Inc. each accounted for more than 10% of the Company's trade debtors as of 3 July 2015.

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash equivalents, short-term investments and foreign currency forward exchange contracts. The Company further mitigates concentrations of credit risk in its investments through diversification, by limiting its investments in the debt securities of a single issuer, and investing in highly rated securities.

In entering into foreign currency forward exchange contracts, the Company assumes the risk that might arise from the possible inability of counterparties to meet the terms of their contracts. The counterparties to these contracts are major multinational commercial banks, and the Company has not incurred and does not expect any losses as a result of counterparty defaults.

*Supplier Concentration.* Certain of the raw materials, components and equipment used by the Company in the manufacture of its products are available from a sole supplier or a limited number of

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

suppliers. Shortages could occur in these essential materials and components due to an interruption of supply or increased demand in the industry. If the Company were unable to procure certain materials, components or equipment at acceptable prices, it would be required to reduce its manufacturing operations, which could have a material adverse effect on its results of operations. In addition, the Company has made prepayments to certain suppliers. Should these suppliers be unable to deliver on their obligations or experience financial difficulty, the Company may not be able to recover these prepayments.

*Recent Accounting Pronouncements*

In May 2014, the FASB issued ASU 2014-09 (ASC Topic 606), *Revenue from Contracts with Customers*. The ASU outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. It also requires entities to disclose both quantitative and qualitative information that enable financial statements users to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15 2017. Early adoption is permitted for annual periods beginning after December 15, 2016. The Company is in the process of assessing the impact, if any, on its consolidated financial statements.

In April 2015, the FASB issued ASU 2015-03 (ASC Subtopic 835-30), *Interest-Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs*. The amendments in this ASU require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability. The amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15 2015. Early adoption is permitted for financial statements that have not been previously issued. The adoption of this new guidance will not have a material impact on the Company's consolidated financial statements and disclosures.

In July 2015, the FASB issued ASU 2015-11 (ASC Topic 330), *Inventory: Simplifying the Measurement of Inventory*. The amendments in this ASU require inventory measurement at the lower of cost and net realizable value. The amendments in this ASU are effective for fiscal years beginning after December 15 2016, including interim periods within those fiscal years. Earlier application is permitted by all entities as of the beginning of an interim or annual reporting period. The Company is in the process of assessing the impact, if any, on its consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 2. Balance Sheet Information

*Investments*

The following table summarizes, by major type, the fair value and amortized cost of the Company's investments as of 3 July 2015:

| (US Dollars in millions)       | Amortized<br>Cost | Unrealized<br>Gain/(Loss) | Fair<br>Value <sup>(2)</sup> |
|--------------------------------|-------------------|---------------------------|------------------------------|
| Available-for-sale securities: |                   |                           |                              |
| Money market funds             | \$ 1,203          | \$                        | \$ 1,203                     |
| Corporate bonds                | 6                 |                           | 6                            |
| Certificates of deposit        | 867               |                           | 867                          |
| <b>Total</b>                   | <b>\$ 2,076</b>   | <b>\$</b>                 | <b>\$ 2,076</b>              |

|  |  |  |                 |
|--|--|--|-----------------|
| Included in Cash and cash equivalents <sup>(1)</sup> |  |  | \$ 2,063        |
| Included in Investments                              |  |  | 6               |
| Included in Restricted cash and investments          |  |  | 7               |
| Included in Financial assets                         |  |  |                 |
| <b>Total</b>   |  |  | <b>\$ 2,076</b> |

(1) Amount does not include \$416 million of cash held in banks.

(2) Represents the Company's investments that are listed with the exception of Certificates of deposit.

As of 3 July 2015, the Company's Restricted cash and investments consisted of \$7 million in cash and investments held as collateral at banks for various performance obligations.

As of 3 July 2015, the Company had no material available-for-sale securities that had been in a continuous unrealized loss position for a period greater than 12 months. The Company determined no available-for-sale securities were other-than-temporarily impaired as of 3 July 2015.

The fair value and amortized cost of the Company's investments classified as available-for-sale at 3 July 2015 by remaining contractual maturity was as follows:

| (US Dollars in millions) | Amortized<br>Cost | Fair<br>Value   |
|--------------------------|-------------------|-----------------|
| Due in less than 1 year  | \$ 2,070          | \$ 2,070        |
| Due in 1 to 5 years      | 6                 | 6               |
| Due in 5 to 10 years     |                   |                 |
| Thereafter               |                   |                 |
| <b>Total</b>             | <b>\$ 2,076</b>   | <b>\$ 2,076</b> |

Equity securities which do not have a contractual maturity date are not included in the above table.

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table summarizes, by major type, the fair value and amortized cost of the Company's investments as of 27 June 2014:

| (US Dollars in millions)         | Amortized<br>Cost | Unrealized<br>Gain/(Loss) | Fair<br>Value <sup>(2)</sup> |
|----------------------------------|-------------------|---------------------------|------------------------------|
| Available-for-sale securities:   |                   |                           |                              |
| Commercial paper                 | \$ 1,261          | \$                        | \$ 1,261                     |
| Money market funds               | 793               |                           | 793                          |
| U.S. treasuries and agency bonds |                   |                           |                              |
| Certificates of deposit          | 273               |                           | 273                          |
| Corporate bonds                  | 6                 |                           | 6                            |
| <b>Total</b>                     | <b>\$ 2,333</b>   | <b>\$</b>                 | <b>\$ 2,333</b>              |

|  |  |                 |
|--|--|-----------------|
| Included in Cash and cash equivalents <sup>(1)</sup> |  | \$ 2,309        |
| Included in Investments                              |  | 20              |
| Included in Restricted cash and investments          |  | 4               |
| Included in Financial assets                         |  |                 |
| <b>Total</b>   |  | <b>\$ 2,333</b> |

(1) Amount does not include \$325 million of cash held in banks.

(2) Represents the Company's investments that are listed with the exception of Certificates of deposit.

As of 27 June 2014, the Company's Restricted cash and investments consisted of \$4 million in cash and investments held as collateral at banks for various performance obligations.

During the fourth quarter of 2014, the Company sold all of its auction rate securities and recognized an immaterial loss on the sale which is included in Other income and charges, net in the Company's Consolidated Statement of Profit and Loss Account.

As of 27 June 2014, the Company had no available-for-sale securities that had been in a continuous unrealized loss position for a period greater than 12 months. The Company determined no available-for-sale securities were other-than-temporarily impaired as of 27 June 2014.

#### Trade Debtors

The following table provides details of the trade debtors balance sheet item:

| (US Dollars in millions)        | 3 July 2015     | 27 June 2014    |
|---------------------------------|-----------------|-----------------|
| Trade Debtors                   | \$ 1,744        | \$ 1,741        |
| Allowance for doubtful accounts | (9)             | (12)            |
|                                 | <b>\$ 1,735</b> | <b>\$ 1,729</b> |

Activity in the allowance for doubtful accounts is as follows:

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| (US Dollars in millions)          | Balance at<br>Beginning of<br>Period | Charges to<br>Profit and Loss | Deductions <sup>(1)</sup> | Assumed<br>from<br>LaCie S.A. | Balance at<br>End of<br>Period |
|-----------------------------------|--------------------------------------|-------------------------------|---------------------------|-------------------------------|--------------------------------|
| Fiscal year ended 27 June<br>2014 | \$ 8                                 | \$ 4                          | \$                        | \$                            | \$ 12                          |
| Fiscal year ended 3 July 2015     | \$ 12                                | \$                            | \$ (3)                    | \$                            | \$ 9                           |

(1) Uncollectible accounts written off, net of recoveries.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

*Inventories*

The following table provides details of the inventory balance sheet item:

| (US Dollars in millions)     | 3 July<br>2015 | 27 June<br>2014 |
|------------------------------|----------------|-----------------|
| Raw materials and components | \$ 352         | \$ 324          |
| Work-in-process              | 239            | 267             |
| Finished goods               | 402            | 394             |
|                              | \$ 993         | \$ 985          |

*Other Debtors amounts falling due within one year*

The following table provides details of the other debtors amounts falling due within one year balance sheet item:

| (US Dollars in millions) | 3 July<br>2015 | 27 June<br>2014 |
|--------------------------|----------------|-----------------|
| Vendor non-trade debtors | \$ 66          | \$ 112          |
| Deferred income taxes    | 122            | 126             |
| Other                    | 160            | 167             |
|                          | \$ 348         | \$ 405          |

Other debtors include non-trade debtors from certain manufacturing vendors resulting from the sale of components to these vendors who manufacture completed sub-assemblies or finished goods for the Company. The Company does not reflect the sale of these components in revenue and does not recognize any profits on these sales. The costs of the completed sub-assemblies are included in inventory upon purchase from the vendors.

*Other Debtors amounts falling due after one year*

The following table provides details of the other debtors amounts falling due after one year balance sheet item:

| (US Dollars in millions) | 3 July<br>2015 | 27 June<br>2014 |
|--------------------------|----------------|-----------------|
| Deferred income taxes    | \$ 496         | \$ 499          |
| Other                    | 139            | 138             |
|                          | \$ 635         | \$ 637          |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

*Tangible Assets*

The following table provides details of the tangible assets balance sheet item:

| (US Dollars in millions)         | Land   | Equipment  | Buildings and<br>Leasehold<br>Improvements | Construction<br>in Progress | Total      |
|----------------------------------|--------|------------|--|-----------------------------|------------|
| Useful lives (years)             |        | 3 - 5      | Up to 48                                   |                             |            |
| <b>Cost:</b>                     |        |            |  |                             |            |
| At 28 June 2013                  | \$ 44  | \$ 6,838   | \$ 1,401                                   | \$ 261                      | \$ 8,544   |
| Additions                        | 1      | 278        | 33   | 305                         | 617        |
| Disposals                        |        | (188)      | (2)  |                             | (190)      |
| Reclassifications                |        | 8          | 1  |                             | 9          |
| CIP Reclassifications            |        | 223        | 19   | (242)                       |            |
| Impairments                      |        |            |  | (1)                         | (1)        |
| At 27 June 2014                  | \$ 45  | \$ 7,159   | \$ 1,452                                   | \$ 323                      | \$ 8,979   |
| Additions                        | 1      | 235        | 20   | 576                         | 832        |
| Disposals                        |        | (157)      | (13)                                       | (9)                         | (179)      |
| Reclassifications                |        | (6)        | 5  | (1)                         | (2)        |
| CIP Reclassifications            | 2      | 209        | 131  | (342)                       |            |
| Impairments                      |        |            |  |                             |            |
| At 3 July 2015                   | \$ 48  | \$ 7,440   | \$ 1,595                                   | \$ 547                      | \$ 9,630   |
| <b>Accumulated Depreciation:</b> |        |            |  |                             |            |
| At 28 June 2013                  | \$ (5) | \$ (5,600) | \$ (670)                                   | \$                          | \$ (6,275) |
| Additions                        |        | (643)      | (105)                                      |                             | (748)      |
| Disposals                        |        | 187        | 2  |                             | 189        |
| Reclassifications                |        | (8)        | (1)  |                             | (9)        |
| Impairments                      |        |            |  |                             |            |
| At 27 June 2014                  | \$ (5) | \$ (6,064) | \$ (774)                                   | \$                          | \$ (6,843) |
| Additions                        |        | (580)      | (104)                                      | (8)                         | (692)      |
| Disposals                        |        | 157        | 13   | 8                           | 178        |
| Reclassifications                | (1)    | 4          | 2  |                             | 5          |
| Impairments                      |        |            |  |                             |            |
| At 3 July 2015                   | \$ (6) | \$ (6,483) | \$ (863)                                   | \$                          | \$ (7,352) |
| <b>Net Book Value:</b>           |        |            |  |                             |            |
| At 27 June 2014                  | \$ 40  | \$ 1,095   | \$ 678                                     | \$ 323                      | \$ 2,136   |
| At 3 July 2015                   | \$ 42  | \$ 957     | \$ 732                                     | \$ 547                      | \$ 2,278   |

Interest on borrowings related to eligible capital expenditures is capitalized as part of the cost of the qualified assets and amortized over the estimated useful lives of the assets. During fiscal years 2015 and 2014, the Company capitalized interest of \$15 million and \$7 million, respectively.





## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

*Other Provisions*

The following table provides details of the other provisions balance sheet item:

| (US Dollars in millions) | Note | 3 July<br>2015 | 27 June<br>2014 |
|--------------------------|------|----------------|-----------------|
| Accrued warranty         | 16   | \$ 248         | \$ 273          |
| Accrued restructuring    | 5    | 19             | 14              |
|                          |      | \$ 267         | \$ 287          |

*Other Creditors amounts due within one year*

The following table provides details of the other creditors amounts falling due within one year balance sheet item:

| (US Dollars in millions)             | 3 July<br>2015 | 27 June<br>2014 |
|--------------------------------------|----------------|-----------------|
| Accrued expenses and deferred income | \$ 387         | \$ 381          |
| Accrued employee compensation        | 256            | 296             |
|                                      | \$ 643         | \$ 677          |

*Accumulated Other Comprehensive Income (Loss) ("AOCI")*

The components of AOCI, net of tax, were as follows:

| (US Dollars in millions)                                   | Unrealized<br>Gains (Losses)<br>on Cash Flow<br>Hedges | Unrealized<br>Gains (Losses)<br>on<br>Marketable<br>Securities <sup>(1)</sup> | Unrealized<br>Gains (Losses)<br>on post-<br>retirement<br>plans | Foreign<br>Currency<br>Translation<br>Adjustments | Total   |
|--|--|---|---|---|---------|
| <b>Balance at 28 June 2013</b>                             | \$   | \$ (3)  | \$ (11)   | \$ 1  | \$ (13) |
| Other comprehensive income (loss) before reclassifications | (1)  | 1   | 1   | 8   | 9       |
| Amounts reclassified from AOCI                             |  | 2   |   |   | 2       |
| Other comprehensive income (loss)                          | (1)  | 3   | 1   | 8   | 11      |
| <b>Balance at 27 June 2014</b>                             | (1)  |   | (10)  | 9   | (2)     |
| Other comprehensive income (loss) before reclassifications | (11)   |   | (5)   | (25)  | (41)    |
| Amounts reclassified from AOCI                             | 13   |   |   |   | 13      |
| Other comprehensive income (loss)                          | 2  |   | (5)   | (25)  | (28)    |
| <b>Balance at 3 July 2015</b>                              | \$ 1   | \$  | \$ (15)   | \$ (16)   | \$ (30) |

- (1) The cost of a security sold or the amount reclassified out of AOCI into earnings was determined using the specific identification method.

**3. Acquisitions**

*LSI's Flash Business*

On 2 September 2014, the Company completed the acquisition of certain assets and liabilities of LSI Corporation's ("LSI") Accelerated Solutions Division and Flash Components Division (collectively,

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

the "Flash Business") from Avago Technologies Limited for \$450 million in cash. The transaction is expected to strengthen Seagate's strategy to deliver a full suite of storage solutions, providing Seagate with established enterprise PCIe flash and SSD controller capabilities to deliver solutions for the growing flash storage market.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date:

| (US Dollars in millions) | Amount |
|--------------------------|--------|
| Inventories              | \$ 37  |
| Tangible assets          | 22     |
| Intangible assets        | 141    |
| Other debtors            | 6      |
| Goodwill                 | 337    |
| <br>                     |        |
| Total assets             | 543    |
| <br>                     |        |
| Liabilities              | (93)   |
| <br>                     |        |
| Total liabilities        | (93)   |
| <br>                     |        |
| Total                    | \$ 450 |

The following table shows the fair value of the separately identifiable intangible assets at the time of acquisition and the weighted-average period over which intangible assets within each category will be amortized:

| (US Dollars in millions)                      | Fair Value | Weighted-Average Amortization Period |
|---|------------|--------------------------------------|
| Existing technology                           | \$ 84      | 3.5 years                            |
| Customer relationships                        | 40         | 3.8 years                            |
| Trade names                                   | 17         | 4.5 years                            |
| <br>  |            |                                      |
| Total acquired identifiable intangible assets | \$ 141     |                                      |

The goodwill recognized is primarily attributable to the benefits the Company expects to derive from enhanced market opportunities, and is not deductible for income tax purposes.

The Company incurred approximately \$1 million of expenses related to the acquisition of LSI's Flash Business during the twelve months ended 3 July 2015, which are included within Marketing and administrative expense on the Consolidated Profit and Loss Account.

The amounts of revenue and earnings of LSI's Flash Business included in the Company's Consolidated Profit and Loss Account from the acquisition date through the end of fiscal year ended 3 July 2015 were not significant.

#### *Xyratex Ltd*

On 31 March 2014, the Company acquired all of the outstanding shares of Xyratex Ltd ("Xyratex"), a leading provider of data storage technology. The Company paid \$13.25 per share, or approximately \$376 million in cash for the acquisition. The acquisition of Xyratex further strengthens the Company's vertically integrated supply and manufacturing chain for disk drives and provides access to important capital requirements, as well as expands the Company's storage solutions portfolio.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date:

| (US Dollars in millions)       | Amount |
|--------------------------------|--------|
| Cash and cash equivalents      | \$ 91  |
| Debtors                        | 67     |
| Inventories                    | 111    |
| Other debtors                  | 28     |
| Tangible assets                | 55     |
| Intangible assets              | 80     |
| Goodwill                       | 60     |
| <br>                           |        |
| Total assets                   | 492    |
| <br>                           |        |
| Creditors and accrued expenses | (116)  |
| <br>                           |        |
| Total liabilities              | (116)  |
| <br>                           |        |
| Total                          | \$ 376 |

The following table shows the fair value of the separately identifiable intangible assets at the time of acquisition and the period over which each intangible asset will be amortized:

| (US Dollars in millions)                      | Fair Value | Weighted-Average Amortization Period |
|---|------------|--------------------------------------|
| Existing technology                           | \$ 23      | 5.5 years                            |
| Customer relationships                        | 18         | 3.9 years                            |
| <br>  |            |                                      |
| Total amortizable intangible assets acquired  | 41         | 4.8 years                            |
| In-process research and development           | 39         |                                      |
| <br>  |            |                                      |
| Total acquired identifiable intangible assets | \$ 80      |                                      |

The goodwill recognized is primarily attributable to the synergies expected to arise after the acquisition, and is not deductible for income tax purposes.

The Company incurred a total of \$10 million of expenses related to the acquisition of Xyratex in fiscal year 2014, which are included within Marketing and administrative expense on the Consolidated Profit and Loss Account.

The amounts of revenue and earnings of Xyratex included in the Company's Consolidated Profit and Loss Account from the acquisition date through the end of fiscal year ended 27 June 2014 were not significant.

*LaCie S.A.*

On 3 August 2012 the Company acquired 23,382,904 (or approximately 64.5%) of the outstanding shares of LaCie S.A. ("LaCie") for a price of €4.05 per share with a price supplement of €0.12 per share, which would have been payable if the Company had successfully acquired at least 95% of the outstanding shares of LaCie within 6 months of the acquisition. Of the amount paid at the acquisition date, €9 million is treated as compensation cost to one of the selling shareholders, who was an employee of the Company, to be recognized over a period of 36 months from the acquisition date, and may be refunded to the Company if the selling shareholder is no longer employed at the end of that



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

period. The transaction and related agreements are expected to accelerate the Company's growth strategy in the expanding consumer storage market, particularly in Europe, Japan and in premium distribution channels.

The acquisition-date fair value of the consideration transferred for the business combination totaled \$111 million, including cash paid of \$107 million, and contingent consideration of \$4 million.

The following table summarizes the estimated fair values of the assets acquired, liabilities assumed, and noncontrolling interest at the acquisition date:

| (US Dollars in millions)                          | Amount        |
|---|---------------|
| Cash and cash equivalents                         | \$ 71         |
| Debtors   | 29            |
| Marketable securities                             | 27            |
| Inventories                                       | 46            |
| Other debtors                                     | 19            |
| Tangible assets                                   | 12            |
| Intangible assets                                 | 45            |
| Goodwill  | 13            |
| <b>Total assets</b>                               | <b>262</b>    |
| Creditors and accrued expenses                    | (73)          |
| Current and non-current portion of long-term debt | (6)           |
| <b>Total liabilities</b>                          | <b>(79)</b>   |
| <b>Noncontrolling interest</b>                    | <b>(72)</b>   |
| <b>Total</b>                                      | <b>\$ 111</b> |

The following table shows the fair value of the separately identifiable intangible assets at the time of acquisition and the period over which each intangible asset will be amortized:

| (US Dollars in millions)                             | Fair Value   | Weighted-Average Amortization Period |
|--|--------------|--------------------------------------|
| Customer relationships                               | \$ 31        | 5.0 years                            |
| Existing technology                                  | 1            | 5.0 years                            |
| Trade name   | 13           | 5.0 years                            |
| <b>Total acquired identifiable intangible assets</b> | <b>\$ 45</b> |                                      |

In fiscal 2013, the Company recorded adjustments to the fair value of certain assets acquired and liabilities assumed with LaCie S.A. that resulted in a net increase of \$1 million to Goodwill, and a corresponding decrease in Intangible assets.

The goodwill recognized is attributable primarily to the benefits the Company expects to derive from LaCie's brand recognition and the acquired workforce, and is not deductible for income tax purposes. The acquisition date fair value of the noncontrolling interest is based on the market price of their publicly traded shares as of the first trading date subsequent to the acquisition, as the shares did not trade on the acquisition date.





**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The €0.12 supplement was not paid as only 94.5% of the LaCie business was acquired within six months of the acquisition date, resulting in a reversal of the contingent consideration liability which was recorded in fiscal year 2013 as a reduction of Marketing and administrative expenses of \$4 million.

The amounts of revenue and earnings of LaCie included in the Company's Consolidated Profit and Loss Account from the acquisition date through the end of fiscal year ended 28 June 2013 are not significant.

The Company deposited \$72 million into an escrow account in fiscal year 2013 with the intention of acquiring the remaining publicly held shares of LaCie through public and private transactions. As of 27 December 2013, the Company had completed the acquisition of all outstanding shares. The use of this deposit in fiscal year 2013 is treated as a non-cash financing activity and excluded from the Consolidated Statement of Cash Flows.

**4. Goodwill and Other Long-lived Assets***Goodwill*

The changes in the carrying amount of goodwill are as follows:

| (US dollars in millions)            | Amount |
|-------------------------------------|--------|
| Balance as of 28 June 2013          | \$ 476 |
| Goodwill acquired                   | 60     |
| Foreign currency translation effect | 1      |
| Balance as of 27 June 2014          | 537    |
| Goodwill acquired                   | 339    |
| Foreign currency translation effect | (2)    |
| Balance as of 3 July 2015           | \$ 874 |

*Other Intangible Assets*

Other intangible assets consist primarily of existing technology, customer relationships, in-process research and development and trade names acquired in business combinations. With the exception of in-process research and development, acquired intangibles are amortized on a straight-line basis over the respective estimated useful lives of the assets. Amortization of the existing technology intangible asset is charged to Operating expenses in the Consolidated Profit and Loss Account. In-process research and development has been determined to have an indefinite useful life and is not amortized, but instead tested for impairment annually or more frequently if events or changes in circumstance indicate that the asset might be impaired. If the carrying amount of in-process research and development exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. There were no impairment charges recognized for in-process research and development. All in-process research and development was completed during fiscal year 2015, the related assets are now accounted for as existing technology and are being amortized over their useful lives.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The carrying value of other intangible assets subject to amortization as of 3 July 2015, is set forth in the following table:

| (US Dollars in millions)                         | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net<br>Carrying<br>Amount | Weighted<br>Average<br>Remaining<br>Useful Life |
|--|-----------------------------|-----------------------------|---------------------------|---|
| Existing technology                              | \$ 191                      | \$ (69)                     | \$ 122                    | 4.1 years                                       |
| Customer relationships                           | 487                         | (282)                       | 205                       | 2.4 years                                       |
| Trade name                                       | 27                          | (7)                         | 20                        | 3.2 years                                       |
| Other intangible assets                          | 27                          | (4)                         | 23                        | 4.2 years                                       |
| <b>Total amortizable other intangible assets</b> | <b>\$ 732</b>               | <b>\$ (362)</b>             | <b>\$ 370</b>             | <b>3.1 years</b>                                |

The carrying value of other intangible assets subject to amortization as of 27 June 2014 is set forth in the following table:

| (US Dollars in millions)                         | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net<br>Carrying<br>Amount | Weighted<br>Average<br>Remaining<br>Useful Life |
|--|-----------------------------|-----------------------------|---------------------------|---|
| Existing technology                              | \$ 68                       | \$ (18)                     | \$ 50                     | 2.9 years                                       |
| Customer relationships                           | 450                         | (192)                       | 258                       | 3.3 years                                       |
| Trade name                                       | 10                          | (1)                         | 9                         | 3.1 years                                       |
| Other intangible assets                          | 4                           | (1)                         | 3                         | 4.4 years                                       |
| <b>Total amortizable other intangible assets</b> | <b>\$ 532</b>               | <b>\$ (212)</b>             | <b>\$ 320</b>             | <b>3.2 years</b>                                |

The carrying value of In-process research and development not subject to amortization was \$39 million on 27 June 2014.

As of 3 July 2015, expected amortization expense for other intangible assets for each of the next five years and thereafter is as follows:

| (US Dollars in millions) | Amount        |
|--------------------------|---------------|
| 2016                     | \$ 141        |
| 2017                     | 122           |
| 2018                     | 64            |
| 2019                     | 24            |
| 2020                     | 7             |
| Thereafter               | 12            |
|                          | <b>\$ 370</b> |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The carrying values of intangible assets were \$370 million and \$359 million as of 3 July 2015 and 27 June 2014, respectively. In fiscal year 2015 amortization expense for other intangible assets was \$152 million, of which \$23 million was included in Cost of revenue and \$129 million was included in Amortization of intangibles in the Consolidated Profit and Loss account. In fiscal year 2014, amortization expense for other intangible assets was \$131 million, of which \$33 million was included in Cost of revenue and \$98 million was included in Amortization of intangibles in the Consolidated Profit and Loss account.

| (US dollars in millions)                | Existing<br>Technology | Customer<br>Relationships | Trade<br>Names | In-process<br>Research<br>and<br>Development | Other<br>Intangible<br>Assets | Total    |
|---|------------------------|---------------------------|----------------|--|-------------------------------|----------|
| <b>Cost:</b>                            |                        |                           |                |  |                               |          |
| At 28 June 2013                         | \$ 319                 | \$ 588                    | \$ 51          | \$ 44  | \$ 8                          | \$ 1,010 |
| Additions                               | 23                     | 18                        |                | 39   | 4                             | 84       |
| Disposals/Retirements                   | (155)                  | (145)                     | (39)           |  | (1)                           | (340)    |
| Reclassifications                       | 44                     |                           |                | (44)   |                               |          |
| Impairments                             |                        |                           |                |  |                               |          |
| Foreign currency translation adjustment |                        | 1                         | 1              |  |                               | 2        |
| At 27 June 2014                         | \$ 231                 | \$ 462                    | \$ 13          | \$ 39  | \$ 11                         | \$ 756   |
| Additions                               | 84                     | 40                        | 17             |  | 24                            | 165      |
| Disposals/Retirements                   |                        |                           |                |  |                               |          |
| Reclassifications                       | 39                     |                           |                | (39)   |                               |          |
| Impairments                             |                        |                           |                |  |                               |          |
| Foreign currency translation adjustment |                        | (3)                       |                |  |                               | (3)      |
| At 3 July 2015                          | \$ 354                 | \$ 499                    | \$ 30          | \$   | \$ 35                         | \$ 918   |
| <b>Accumulated Amortization:</b>        |                        |                           |                |  |                               |          |
| At 28 June 2013                         | \$ (286)               | \$ (271)                  | \$ (40)        | \$   | \$ (8)                        | \$ (605) |
| Additions                               | (33)                   | (77)                      | (3)            | (17)   | (1)                           | (131)    |
| Disposals/Retirements                   | 155                    | 145                       | 39             |  | 1                             | 340      |
| Reclassifications                       | (17)                   |                           |                | 17   |                               |          |
| Impairments                             |                        |                           |                |  |                               |          |
| Foreign currency translation adjustment |                        | (1)                       |                |  |                               | (1)      |
| At 27 June 2014                         | \$ (181)               | \$ (204)                  | \$ (4)         | \$   | \$ (8)                        | \$ (397) |
| Additions                               | (51)                   | (91)                      | (6)            |  | (4)                           | (152)    |
| Disposals/Retirements                   |                        |                           |                |  |                               |          |
| Reclassifications                       |                        |                           |                |  |                               |          |
| Impairments                             |                        |                           |                |  |                               |          |
| Foreign currency translation adjustment |                        | 1                         |                |  |                               | 1        |
| At 3 July 2015                          | \$ (232)               | \$ (294)                  | \$ (10)        | \$   | \$ (12)                       | \$ (548) |
| <b>Net Book Value:</b>                  |                        |                           |                |  |                               |          |
| At 27 June 2014                         | \$ 50                  | \$ 258                    | \$ 9           | \$ 39  | \$ 3                          | \$ 359   |
| At 3 July 2015                          | \$ 122                 | \$ 205                    | \$ 20          | \$   | \$ 23                         | \$ 370   |

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**5. Restructuring and Exit Costs**

During fiscal year 2015 and 2014, the Company recorded restructuring charges of \$32 million and \$24 million, respectively, comprised primarily of charges related to employee termination costs associated with reductions in force during each fiscal year. The Company's significant restructuring plans are described below. All restructuring charges are reported in Restructuring and other, net on the Consolidated Profit and Loss Account.

*2015 Plan.* During fiscal year 2015, the Company recorded employee termination costs of \$25 million and made cash payments of \$16 million associated with a reduction in the work force.

*Ang Mo Kio (AMK) Plan.* In August 2009, the Company announced that it will close its AMK manufacturing operations in Singapore. Operations at this facility had ceased as of the third quarter of fiscal year 2011. The hard drive manufacturing operations have been relocated to other existing Seagate facilities and the Company's Asia International Headquarters remains in Singapore. This closure and relocation is part of the Company's ongoing focus on cost efficiencies in all areas of its business and is intended to facilitate leveraging manufacturing investments across fewer sites. The Company currently estimates total restructuring charges of approximately \$50 million, all in cash, including approximately \$42 million for post-employment benefits, approximately \$6 million for the relocation of manufacturing equipment, and approximately \$2 million for other plant closure and relocation costs. From the inception of the plan the Company has recorded \$48 million in restructuring charges. During fiscal year 2015, there were no cash payments or other settlements under the AMK Plan and no restructuring charges related to the plan during fiscal year 2015. Payments under the AMK plan are expected to continue through fiscal year 2016.

*Other Restructuring and Exit Costs.* Through 3 July 2015, the Company has recorded other restructuring charges of approximately \$126 million, net of adjustments, related to the previously announced closures of its Pittsburgh, Pennsylvania and Milpitas, California facilities, and also has recorded certain exit costs aggregating to \$267 million related to its acquisition of Maxtor. These plans are currently expected to result in total charges of approximately \$400 million. During fiscal year 2015, the Company incurred restructuring charges of \$1 million in post-employment benefits and \$2 million in other exit costs primarily related to the closures of its Pittsburgh, Pennsylvania and Milpitas, California facilities and to other smaller restructuring plans. In addition, the Company recorded cash payments and other settlements of \$9 million related to these plans during fiscal year 2015. Restructuring activity relating to the Milpitas, California facility was completed during the fiscal year ended 28 June 2013. Payment of these exit costs relating to the Pittsburgh, Pennsylvania facility and other smaller restructuring plans are expected to continue through the end of fiscal year 2023.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table summarizes the Company's restructuring activities under all the Company's active restructuring plans for fiscal years 2015 and 2014:

| (US Dollars in millions)            | Post-<br>Employment<br>Benefits | Operating<br>Leases | Other Exit<br>Costs | Total |
|-------------------------------------|---------------------------------|---------------------|---------------------|-------|
| <b>All Restructuring Activities</b> |                                 |                     |                     |       |
| Accrual balances at 28 June 2013    | \$ 2                            | \$ 15               | \$                  | \$ 17 |
| Restructuring charges               | 18                              | 3                   | 2                   | 23    |
| Cash payments                       | (20)                            | (5)                 | (2)                 | (27)  |
| Adjustments                         | 2                               | (1)                 |                     | 1     |
| Accrual balances at 27 June 2014    | 2                               | 12                  |                     | 14    |
| Restructuring charges               | 23                              | 3                   | 4                   | 30    |
| Cash payments                       | (17)                            | (6)                 | (4)                 | (27)  |
| Adjustments                         | 3                               | (1)                 |                     | 2     |
| Accrual balances at 3 July 2015     | \$ 11                           | \$ 8                | \$                  | \$ 19 |

The accrued restructuring balance is included in Other provisions in the Company's Consolidated Balance Sheet for fiscal years 2015 and 2014.

## 6. Debentures and Bank Loans

### *Short-Term Borrowings*

The Company and its subsidiary HDD Cayman have entered into a Credit Agreement providing the Company with a \$700 million senior secured revolving credit facility (the "Revolving Credit Facility"). On 15 January 2015, pursuant to the Third Amendment to the Credit Agreement, the commitments available under the Revolving Credit Facility were increased from \$500 million to \$700 million and the maturity date was extended until 15 January 2020, provided that if the Company does not have Investment Grade Ratings (as defined in the Credit Agreement) on 15 August 2018, then the maturity date will be 16 August 2018 unless certain extension conditions have been satisfied. This Credit Agreement that was originally entered into by the Company and HDD Cayman on 18 January 2011 was subsequently amended with the Second Amendment to the Credit Agreement on 30 April 2013, which increased the commitments available under the Revolving Credit Facility from \$350 million to \$500 million. The loans made under the Credit Agreement will bear interest at a rate of LIBOR plus a variable margin that will be determined based on the corporate credit rating of the Company. The Company and certain of its material subsidiaries fully and unconditionally guarantee the Revolving Credit Facility. The Revolving Credit Facility is available for cash borrowings and for the issuance of letters of credit up to a sub-limit of \$75 million. As of 3 July 2015, no borrowings had been drawn or letters of credit utilized under the Revolving Credit Facility.

### *Long-Term Debt*

*\$600 million Aggregate Principal Amount of 6.8% Senior Notes due October 2016 (the "2016 Notes").* On 20 September 2006, the Company's subsidiary, Seagate Technology HDD Holdings, completed the sale of \$600 million aggregate principal amount of the 2016 Notes, in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended. The interest on the 2016 Notes is payable semi-annually on 1 April and 1 October of each year. The issuer under the 2016 Notes is Seagate HDD Cayman, and the obligations under the 2016 Notes are unconditionally guaranteed by certain of the Company's significant subsidiaries. The 2016 Notes are redeemable at the option of the

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Company in whole or in part, on not less than 30, nor more than 60 days notice, at a "make-whole" premium redemption price. The "make-whole" redemption price will be equal to the greater of (1) 100% of the principal amount of the notes being redeemed, or (2) the sum of the present values of the remaining scheduled payments of principal and interest on the 2016 Notes being redeemed, discounted at the redemption date on a semi-annual basis at a rate equal to the sum of the applicable Treasury rate plus 50 basis points. During fiscal year 2013, the Company repurchased \$265 million aggregate principal amount of its 2016 Notes for cash at a premium to their principal amount, plus accrued and unpaid interest, and recorded a loss on the repurchase of approximately \$44 million, which is included in Other income and charges, net in the Company's Consolidated Profit and Loss Account. During the December 2014 quarter, the 2016 Notes were fully extinguished through repurchase and redemption for cash at a premium to their principal amount, plus accrued and unpaid interest. The Company recorded a loss on the repurchase and redemption of approximately \$34 million, which is included in Other income and charges, net in the Company's Consolidated Profit and Loss Account.

*\$800 million Aggregate Principal Amount of 3.75% Senior Notes due November 2018 (the "2018 Notes").* On 5 November 2013, Seagate HDD Cayman, issued \$800 million in aggregate principal amount of 3.75% Senior Notes, which mature on 15 November 2018, in a private placement. The interest on the Notes is payable semi-annually on 15 May and 15 November of each year. The Notes are redeemable at the option of Seagate HDD Cayman in whole or in part, on not less than 30, nor more than 60 days' notice, at a "make-whole" premium redemption price. The "make-whole" premium redemption price will be equal to the greater of (1) 100% of the principal amount of the notes being redeemed, or (2) the sum of the present values of the remaining schedule payments of principal and interest on the Notes being redeemed, discounted at the redemption date on a semi-annual basis at a rate equal to the sum of the applicable Treasury rate plus 50 basis points. Accrued and unpaid interest, if any will be paid to, but excluding, the redemption date. The Notes are fully and unconditionally guaranteed by the Company on a senior unsecured basis.

*\$600 million Aggregate Principal Amount of 6.875% Senior Notes due May 2020 (the "2020 Notes").* On 13 May 2010, the Company's subsidiary, Seagate HDD Cayman, completed the sale of \$600 million aggregate principal amount of the 2020 Notes, in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended. The obligations under the 2020 Notes are fully and unconditionally guaranteed, on a senior unsecured basis, by the Company. The interest on the 2020 Notes is payable semi-annually on 1 May and 1 November of each year. The 2020 Notes were redeemable any time prior to 1 May 2015 at the option of the Company, in whole or in part, at a redemption price of 100% of the principal amount plus an "applicable premium" and accrued and unpaid interest, if any, to the redemption date. The "applicable premium" was equal to the greater of (1) 1% of the principal amount of the 2020 Notes, or (2) the excess, if any, of (a) the present value of the redemption price on 1 May 2015 plus interest payments due through 1 May 2015, discounted at the applicable Treasury rate as of the redemption date plus 50 basis points; over (b) the principal amount of such note. The 2020 Notes are redeemable at any time on or after 1 May 2015 at various prices expressed as a percentage of principal amount, as set forth in the indentures, plus accrued and unpaid interest, if any, to the redemption date. The issuer under the 2020 Notes is Seagate HDD Cayman, and the obligations under the 2020 Notes are fully and unconditionally guaranteed, on a senior unsecured basis, by the Company. During fiscal year 2014, the Company repurchased \$66 million aggregate principal amount of its 2020 Notes for cash at a premium to their principal amount, plus accrued and unpaid interest. The Company recorded a loss on the repurchase of approximately \$7 million, which is included in Other income and charges, net in the Company's Consolidated Profit and Loss Account. During fiscal year 2015, the 2020 Notes were fully extinguished through repurchase and redemption for cash at a premium to their principal amount, plus accrued and unpaid interest. The Company recorded



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

a loss on the repurchase of approximately \$26 million, which is included in Other income and charges, net in the Company's Consolidated Profit and Loss Account.

*\$600 million Aggregate Principal Amount of 7.00% Senior Notes due November 2021 (the "2021 Notes").* On 18 May 2011, the Company's subsidiary, Seagate HDD Cayman, completed the sale of \$600 million aggregate principal amount of the 2021 Notes, in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended. The obligations under the 2021 Notes are fully and unconditionally guaranteed, on a senior unsecured basis, by the Company. The interest on the 2021 Notes is payable semi-annually on 1 January and 1 July of each year. The 2021 Notes are redeemable any time prior to 1 May 2016 at the option of the Company, in whole or in part, at a redemption price of 100% of the principal amount plus an "applicable premium" and accrued and unpaid interest, if any, to the redemption date. The "applicable premium" will be equal to the greater of (1) 1% of the principal amount of the 2021 Notes, or (2) the excess, if any, of (a) the present value of the redemption price on 1 May 2016 plus interest payments due through 1 May 2016, discounted at the applicable Treasury rate as of the redemption date plus 50 basis points; over (b) the principal amount of such note. The 2021 Notes are redeemable at any time on or after 1 May 2016 at various prices expressed as a percentage of principal amount, as set forth in the indentures, plus accrued and unpaid interest, if any, to the redemption date. In addition, any time before 1 May 2014, the Company may redeem up to 35% of the principal amount with the net cash proceeds from permitted sales of the Company's stock at a redemption price of 107% of the principal amount plus accrued interest to the redemption date. The issuer under the 2021 Notes is Seagate HDD Cayman and the obligations under the 2021 Notes are fully and unconditionally guaranteed, on a senior unsecured basis, by the Company. During fiscal year 2014, the Company repurchased \$349 million aggregate principal amount of its 2021 Notes for cash at a premium to their principal amount, plus accrued and unpaid interest. The Company recorded a loss on the repurchase of approximately \$54 million, which is included in Other income and charges, net in the Company's Consolidated Profit and Loss Account. During fiscal year 2015, the Company repurchased \$93 million aggregate principal amount of its 2021 Notes for cash at a premium to their principal amount, plus accrued and unpaid interest. The Company recorded a loss on the repurchase of approximately \$13 million, which is included in Other income and charges, net in the Company's Consolidated Profit and Loss Account.

*\$1 billion Aggregate Principal Amount of 4.75% Senior Notes due June 2023 (the "2023 Notes").* On 22 May 2013, Seagate HDD Cayman, issued \$1 billion in aggregate principal amount of 4.75% Senior Notes, which mature on 1 June 2023, in a private placement. The obligations under the 2023 Notes are fully and unconditionally guaranteed, on a senior unsecured basis, by the Company. The interest on the 2023 Notes is payable semi-annually on 1 June and 1 December of each year. The 2023 Notes are redeemable at the option of the Company in whole or in part, on not less than 30, nor more than 60 days notice, at a "make-whole" premium redemption price. The "make-whole" redemption price will be equal to the greater of (1) 100% of the principal amount of the notes being redeemed, or (2) the sum of the present values of the remaining scheduled payments of principal and interest on the 2023 Notes being redeemed, discounted at the redemption date on a semi-annual basis at a rate equal to the sum of the applicable Treasury rate plus 50 basis points. Accrued and unpaid interest, if any, will be paid to, but excluding, the redemption date.

*\$1 billion Aggregate principal amount of 4.75% Senior Notes due January 2025 (the "2025 Notes").* On 28 May 2014, Seagate HDD Cayman issued \$1 billion in aggregate principal amount of 4.75% Senior Notes due 2025, which mature on 1 January 2025. The interest on the Notes will be payable in cash semiannually on 1 January and 1 July of each year, commencing on 1 January 2015. At any time, upon not less than 30 nor more than 60 days' notice, Seagate HDD may redeem some or all of the Notes at a "make-whole" redemption price. The "make-whole" redemption price will be equal to the

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

greater of (1) 100% of the principal amount of the Notes redeemed, and (2) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes being redeemed, discounted to the redemption date on a semi-annual basis at a rate equal to the sum of the Treasury Rate plus 50 basis points. Accrued and unpaid interest, if any, will be paid to, but excluding, the redemption date. The Notes are fully and unconditionally guaranteed by the Company on a senior unsecured basis.

*\$500 million Aggregate Principal Amount of 5.75% Senior Notes due December, 2034 (the "2034 Notes").* On 2 December 2014, Seagate HDD Cayman issued, in a private placement, \$500 million in aggregate principal amount of 5.75% Senior Notes, which mature on 1 December 2034. The interest on the Notes is payable semi-annually on 1 June and 1 December of each year, commencing on 1 June 2015. At any time before 1 June 2034, Seagate HDD Cayman may redeem some or all of the Notes at a "make-whole" redemption price. The "make-whole" redemption price will be equal to (1) 100% of the principal amount of the Notes redeemed, plus (2) the excess, if any of (x) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes being redeemed, discounted to the redemption date on a semi-annual basis at a rate equal to the sum of the Treasury Rate plus 50 basis points, minus accrued and unpaid interest, if any, on the Notes being redeemed to, but excluding, the redemption date over (y) the principal amount of the Notes being redeemed, plus (3) accrued and unpaid interest, if any, on the Notes being redeemed to, but excluding, the redemption date. At any time on or after 1 June 2034, the Company may redeem some or all of the Notes at a redemption price equal to 100% of the principal amount of the Notes redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. The issuer under the 2034 Notes is Seagate HDD Cayman, and the obligations under the 2034 Notes are fully and unconditionally guaranteed, on a senior unsecured basis, by the Company. If, under certain circumstances, the 2034 Notes have not otherwise become freely transferable by 3 December 2015, then the Company is required to exchange the Notes for notes registered under the Securities Act of 1933.

*\$700 million Aggregate Principal Amount of 4.875% Senior Notes due June, 2027 (the "2027 Notes").* On 14 May 2015, Seagate HDD Cayman issued, in a private placement, \$700 million in aggregate principal amount of 4.875% Senior Notes, which mature on June 1, 2027. The interest on the Notes is payable semi-annually on 1 June and 1 December of each year, commencing on 1 December 2015. At any time before 1 March 2027, Seagate HDD Cayman may redeem some or all of the Notes at a "make-whole" redemption price. The "make-whole" redemption price will be equal to (1) 100% of the principal amount of the Notes redeemed, plus (2) the excess, if any of (x) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes being redeemed, discounted to the redemption date on a semi-annual basis at a rate equal to the sum of the Treasury Rate plus 40 basis points, minus accrued and unpaid interest, if any, on the Notes being redeemed to, but excluding, the redemption date over (y) the principal amount of the Notes being redeemed, plus (3) accrued and unpaid interest, if any, on the Notes being redeemed to, but excluding, the redemption date. At any time on or after 1 March 2027, the Company may redeem some or all of the Notes at a redemption price equal to 100% of the principal amount of the Notes redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. The issuer under the 2027 Notes is Seagate HDD Cayman, and the obligations under the 2027 Notes are fully and unconditionally guaranteed, on a senior unsecured basis, by the Company. If, under certain circumstances, the 2027 Notes have not otherwise become freely transferable by 14 May 2016, then the Company is required to exchange the Notes for notes registered under the Securities Act of 1933.

Interest charges shown in the Consolidated Profit and Loss Account are related to the Company's debentures.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

At 3 July 2015, future principal payments on long-term debt were as follows (in millions):

| Fiscal Year | Amount   |
|-------------|----------|
| 2016        | \$       |
| 2017        |          |
| 2018        |          |
| 2019        | 800      |
| 2020        |          |
| Thereafter  | 3,358    |
|             | \$ 4,158 |

## 7. Income Taxes

The provision for liabilities and charges related to taxation as reported in the Balance Sheet consisted of the following:

| (US Dollars in millions)                            | Fiscal Years Ended |              |
|---|--------------------|--------------|
|   | 3 July 2015        | 27 June 2014 |
| Accrued income taxes falling due within one year    | \$ 10              | \$ 17        |
| Deferred income tax liabilities due within one year |                    |              |
| Accrued income taxes falling due after one year     | 33                 | 90           |
| Deferred income tax liabilities due after one year  | 6                  | 10           |
| Total   | \$ 49              | \$ 117       |

Income tax expense (benefit) consisted of the following:

| (US Dollars in millions)        | Fiscal Years Ended |              |
|---------------------------------|--------------------|--------------|
|                                 | 3 July 2015        | 27 June 2014 |
| Current tax expense (benefit):  |                    |              |
| U.S. Federal                    | \$                 | \$ (12)      |
| U.S. State                      | 4                  | 3            |
| Non-U.S.                        | 222                | 62           |
| Total Current                   | 226                | 53           |
| Deferred tax expense (benefit): |                    |              |
| U.S. Federal                    | (6)                | (43)         |
| U.S. State                      | (2)                | 2            |
| Non-U.S.                        | 10                 | (26)         |
| Total Deferred                  | 2                  | (67)         |
| Income tax expense (benefit)    | \$ 228             | \$ (14)      |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Income before income taxes consisted of the following:

| (US Dollars in millions) | Fiscal Years Ended |              |
|--------------------------|--------------------|--------------|
|                          | 3 July 2015        | 27 June 2014 |
| U.S.                     | \$ 101             | \$ 149       |
| Non-U.S.                 | 1,869              | 1,407        |
|                          | \$ 1,970           | \$ 1,556     |

The Company recorded \$2 million and \$0.3 million of excess tax benefits associated with stock option deductions in fiscal years 2015 and 2014, respectively.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The significant components of the Company's deferred tax assets and liabilities were as follows:

| (US Dollars in millions)                           | Fiscal Years Ended |              |
|--|--------------------|--------------|
|  | 3 July 2015        | 27 June 2014 |
| <b>Deferred tax assets</b>                         |                    |              |
| Accrued warranty                                   | \$ 88              | \$ 99        |
| Inventory valuation accounts                       | 43                 | 49           |
| Debtor reserve                                     | 16                 | 15           |
| Accrued compensation and benefits                  | 106                | 103          |
| Depreciation                                       | 171                | 140          |
| Restructuring accruals                             | 4                  | 4            |
| Other accruals and deferred items                  | 31                 | 39           |
| Net operating losses and tax credit carry-forwards | 1,099              | 1,081        |
| Other assets                                       | 5                  | 8            |
| Total deferred tax assets                          | 1,563              | 1,538        |
| Valuation allowance                                | (929)              | (888)        |
| Net deferred tax assets                            | 634                | 650          |
| <b>Deferred tax liabilities</b>                    |                    |              |
| Unremitted earnings of certain non-U.S. entities   | (6)                | (14)         |
| Acquisition-related items                          | (15)               | (19)         |
| Other liabilities                                  | (1)                | (2)          |
| Total Deferred tax liabilities                     | (22)               | (35)         |
| Total Net Deferred tax assets                      | \$ 612             | \$ 615       |

**As Reported on the Balance Sheet**

|   |        |        |
|---|--------|--------|
| Deferred income taxes included in Other debtors falling due within one year       | \$ 122 | \$ 126 |
| Deferred income taxes included in Other debtors falling due within after one year | 496    | 499    |
| Deferred income taxes liabilities included in Provision for taxation              | (6)    | (10)   |
| Total Net Deferred income taxes   | \$ 612 | \$ 615 |

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The deferred tax asset valuation allowance increased by \$41 million in 2015 and decreased by \$101 million in fiscal year 2014.

At 3 July 2015, the Company recorded \$612 million of net deferred tax assets. The realization of these deferred tax assets is primarily dependent on the Company's ability to generate sufficient U.S. taxable income in future periods. Although realization is not assured, the Company's management believes it is more likely than not that these deferred tax assets will be realized. The amount of deferred tax assets considered realizable, however, may increase or decrease in subsequent periods when the Company reevaluates the underlying basis for its estimates of future U.S. and certain non-U.S. taxable income.

At 3 July 2015, the Company had U.S. federal, state and non-U.S. tax net operating loss carryforwards of approximately \$3.1 billion, \$1.8 billion and \$133.3 million, respectively which will expire at various dates beginning in fiscal year 2016, if not utilized. U.S. state net operating loss carryforwards of approximately \$25 million are scheduled to expire in fiscal year 2016. At 3 July 2015, the Company had U.S. federal and state tax credit carryforwards of \$387 million and \$89 million, respectively, which will expire at various dates beginning in fiscal year 2016, if not utilized.

As of 3 July 2015, approximately \$422 million and \$90 million of the Company's total U.S. net operating loss and tax credit carryforwards, respectively, are subject to an aggregate annual limitation of \$46 million pursuant to U.S. tax law.

For purposes of the reconciliation between the income tax expense (benefit) at the statutory rate and the effective tax rate, the Irish statutory rate of 25% was applied as follows:

| (US Dollars in millions)   | Fiscal Years Ended |                |
|--|--------------------|----------------|
|  | 3 July 2015        | 27 June 2014   |
| Income tax expense at statutory rate applicable to the Company in Ireland                | \$ 493             | \$ 389         |
| Net U.S. federal and state income taxes  | 7                  | 3              |
| Permanent differences  | 2                  | 3              |
| Valuation allowance  | 15                 | (100)          |
| Non-U.S. losses with no tax benefits   | 2                  | 8              |
| Non-U.S. earnings taxed at less than statutory rate applicable to the Company in Ireland | (463)              | (313)          |
| Audit assessment   | 173                |                |
| Other individually immaterial items  | (1)                | (4)            |
| <b>Income tax expense (benefit)</b>  | <b>\$ 228</b>      | <b>\$ (14)</b> |

A substantial portion of the Company's operations in Malaysia, Singapore, and Thailand operate under various tax holiday programs, which expire in whole or in part at various dates through 2022. Certain of the tax holidays may be extended if specific conditions are met. The net impact of these tax holiday programs was to increase the Company's net income by approximately \$349 million in fiscal year 2015 (\$1.05 per share, diluted) and to increase the Company's net income by approximately \$289 million in fiscal year 2014 (\$0.83 per share, diluted).

The Company consists of an Irish tax resident parent holding company with various U.S. and non-U.S. subsidiaries that operate in multiple non-Irish taxing jurisdictions. The amount of temporary differences (including undistributed earnings) related to outside basis differences in the stock of non-Irish resident subsidiaries considered indefinitely reinvested outside of Ireland for which Irish income taxes have not been provided as of 3 July 2015, was approximately \$3 billion. If such amount

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

were remitted to Ireland as a dividend, it is likely that tax at 25% or approximately \$750 million would result.

As of 3 July 2015 and 27 June 2014, the Company had approximately \$83 million and \$115 million, respectively, of unrecognized tax benefits excluding interest and penalties. The amount of unrecognized tax benefits, if recognized, that would impact the effective tax rate is \$83 million and \$115 million as of 3 July 2015 and 27 June 2014, respectively, subject to certain future valuation allowance offsets.

The following table summarizes the activity related to the Company's gross unrecognized tax benefits:

| (US Dollars in millions)  | Fiscal Years Ended |              |
|---|--------------------|--------------|
|   | 3 July 2015        | 27 June 2014 |
| Balance of unrecognized tax benefits at the beginning of the year | \$ 115             | \$ 157       |
| Gross increase for tax positions of prior years                   | 12                 | 10           |
| Gross decrease for tax positions of prior years                   | (4)                | (64)         |
| Gross increase for tax positions of current year                  | 9                  | 13           |
| Gross decrease for tax positions of current year                  |                    |              |
| Settlements   | (45)               |              |
| Lapse of statutes of limitation                                   | (3)                | (3)          |
| Non-U.S. exchange (gain) loss                                     | (1)                | 2            |
| Balance of unrecognized tax benefits at the end of the year       | \$ 83              | \$ 115       |

It is the Company's policy to include interest and penalties related to unrecognized tax benefits in the provision for income taxes on the Consolidated Profit and loss Account. During fiscal year 2015, the Company recognized net income tax expense for interest and penalties of \$26 million and \$8 million during fiscal year 2014. As of 3 July 2015, the Company had \$20 million of accrued interest and penalties related to unrecognized tax benefits compared to \$27 million in fiscal year 2014.

During the 12 months beginning 4 July 2015, the Company expects that its unrecognized tax benefits could be reduced by approximately \$11 million as a result of the expiration of certain statutes of limitation.

The Company is subject to taxation in many jurisdictions globally and is required to file U.S. federal, U.S. state and non-U.S. income tax returns. In June 2014, the Company received the Revenue Agent's Report and Notices of Proposed Adjustments for its U.S. federal income tax returns for fiscal years 2008, 2009 and 2010. The Company is currently contesting certain of these proposed adjustments through the IRS Appeals Office. The Company believes that the resolution of these disputed issues will not have a material impact on its financial statements. On 31 December 2014, the Company received the final audit assessment from the Jiangsu Province State Tax Bureau of the People's Republic of China. The Company recognized \$193 million of income tax expense and made payments of \$225 million related to tax and interest associated with changes to the Company's tax filings in China from calendar years 2007 through 2013.

The Company is no longer subject to tax examination of U.S. federal income tax returns for years prior to fiscal year 2008. With respect to U.S. state and non-U.S. income tax returns, the Company is generally no longer subject to tax examination for years ending prior to fiscal year 2005.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table shows the activity in the deferred tax liability balance for fiscal year 2015:

| (US Dollars in millions)                         |       |
|--|-------|
| Balance at 27 June 2014                          | \$ 10 |
| Unremitted earnings of certain non-U.S. entities | (4)   |
| Acquisition-Related Items                        |       |
| Balance at 3 July 2015                           | \$ 6  |

## 8. Derivative Financial Instruments

The Company is exposed to foreign currency exchange rate, interest rate, and to a lesser extent, equity price risks relating to its ongoing business operations. The Company enters into foreign currency forward exchange contracts in order to manage the foreign currency exchange rate risk on forecasted expenses denominated in foreign currencies and to mitigate the remeasurement risk of certain foreign currency denominated liabilities. The Company's accounting policies for these instruments are based on whether the instruments are classified as designated or non-designated hedging instruments. The Company records all derivatives in the Consolidated Balance Sheets at fair value. The changes in the fair value of the effective portions of designated cash flow hedges are recorded in Accumulated other comprehensive loss until the hedged item is recognized in earnings. Derivatives that are not designated as hedging instruments and the ineffective portions of cash flow hedges are adjusted to fair value through earnings. The amount of net unrealized gain on cash flow hedges was \$1 million as of 3 July 2015 and the amount of net unrealized loss on cash flow hedges was \$1 million as of 27 June 2014.

The Company dedesignates its cash flow hedges when the forecasted hedged transactions are realized or it is probable the forecasted hedged transactions will not occur in the initially identified time period. At such time, the associated gains and losses deferred in Accumulated other comprehensive loss are reclassified immediately into earnings and any subsequent changes in the fair value of such derivative instruments are immediately reflected in earnings. The Company did not recognize any material net gains or losses related to the loss of hedge designation on discontinued cash flow hedges during fiscal years 2015 and 2014. As of 3 July 2015, the Company's existing foreign currency forward exchange contracts mature within 12 months. The deferred amount currently recorded in Accumulated other comprehensive loss expected to be recognized into earnings over the next 12 months is immaterial.

The following tables show the total notional value of the Company's outstanding foreign currency forward exchange contracts as of 3 July 2015 and 27 June 2014:

| (US Dollars in millions) | As of 3 July 2015              |                                    |
|--------------------------|--------------------------------|------------------------------------|
|                          | Contracts Designated as Hedges | Contracts Not Designated as Hedges |
| Thai Baht                | \$ 18                          | \$ 48                              |
| Singapore Dollars        | 23                             | 42                                 |
| Chinese Renminbi         | 5                              | 16                                 |
| Euro                     |                                | 13                                 |
| British Pound Sterling   | 35                             |                                    |
| Malaysian Ringgit        | 12                             | 15                                 |
|                          | \$ 93                          | \$ 134                             |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

| (US Dollars in millions) | As of 27 June 2014             |                                    |
|--------------------------|--------------------------------|------------------------------------|
|                          | Contracts Designated as Hedges | Contracts Not Designated as Hedges |
| Thai baht                | \$                             | \$ 143                             |
| British Pound Sterling   | 25                             |                                    |
| Malaysian Ringgit        | 9                              |                                    |
|                          | \$ 34                          | \$ 143                             |

The Company is subject to equity market risks due to changes in the fair value of the notional investments selected by its employees as part of its Non-qualified Deferred Compensation Plan the Seagate Deferred Compensation Plan (the "SDCP"). In the quarter ended 27 December 2013, the Company entered into a Total Return Swap ("TRS") in order to manage the equity market risks associated with the SDCP liabilities. The Company pays a floating rate, based on LIBOR plus an interest rate spread, on the notional amount of the TRS. The TRS is designed to substantially offset changes in the SDCP liability due to changes in the value of the investment options made by employees. As of 3 July 2015, the notional investments underlying the TRS amounted to \$98 million. The contract term of the TRS is through January 2016 and is settled on a monthly basis, therefore limiting counterparty performance risk. The Company did not designate the TRS as a hedge. Rather, the Company records all changes in the fair value of the TRS to earnings to offset the market value changes of the SDCP liabilities.

The following tables show the Company's derivative instruments measured at gross fair value as reflected in the Consolidated Balance Sheets as of 3 July 2015 and 27 June 2014:

| (US Dollars in millions)                                  | As of 3 July 2015      |            |                        |            |
|---|------------------------|------------|------------------------|------------|
|   | Asset Derivatives      |            | Liability Derivatives  |            |
|   | Balance Sheet Location | Fair Value | Balance Sheet Location | Fair Value |
| <b>Derivatives designated as hedging instruments:</b>     |                        |            |                        |            |
| Foreign currency forward exchange contracts               | Other debtors          | \$ 2       | Other creditors        | \$ (1)     |
| <b>Derivatives not designated as hedging instruments:</b> |                        |            |                        |            |
| Foreign currency forward exchange contracts               | Other debtors          |            | Other creditors        | (3)        |
| Total return swap   | Other debtors          | 1          | Other creditors        |            |
| <b>Total derivatives</b>                                  |                        | \$ 3       |                        | \$ (4)     |

| (US Dollars in millions)                                  | As of 27 June 2014     |            |                        |            |
|---|------------------------|------------|------------------------|------------|
|   | Asset Derivatives      |            | Liability Derivatives  |            |
|   | Balance Sheet Location | Fair Value | Balance Sheet Location | Fair Value |
| <b>Derivatives designated as hedging instruments:</b>     |                        |            |                        |            |
| Foreign currency forward exchange contracts               | Other debtors          | \$ 3       | Other creditors        | \$         |
| <b>Derivatives not designated as hedging instruments:</b> |                        |            |                        |            |
| Foreign currency forward exchange contracts               | Other debtors          | 2          | Other creditors        |            |
| Total return swap   | Other debtors          |            | Other creditors        |            |
| <b>Total derivatives</b>                                  |                        | \$ 5       |                        | \$         |



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following tables show the effect of the Company's derivative instruments on the Consolidated Statements of Comprehensive Income and the Consolidated Profit and Loss Account for the fiscal year ended 3 July 2015:

| (US Dollars in millions)                    | Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion) | Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) | Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) | Location of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing) | Amount of Gain or (Loss) Recognized in   |
|---|---|--|--|---|--|
|   |   |  |  |   | Income (Ineffective Portion and Amount Excluded from Effectiveness Testing) <sup>(a)</sup> |
| Derivatives Designated as Cash Flow Hedges  |   |  |  |   |  |
| Foreign currency forward exchange contracts | \$ (11)   | Cost of revenue  | \$ (13)  | Cost of revenue   | \$ 1   |

| Derivatives Not Designated as Hedging Instruments | Location of Gain or (Loss) Recognized in Income on Derivatives | Amount of Gain or (Loss) Recognized in Income on Derivatives |
|---|--|--|
| Foreign currency forward exchange contracts       | Other income and charges, net                                  | \$ (4)   |
| Total return swap                                 | Operating expenses   | \$   |

(a) The amounts of gains or losses recognized in income related to the ineffective portion of the hedging relationships were immaterial for the fiscal year ended July 2015. The amount of gains recognized in income related to the amount excluded from the assessment of hedge effectiveness was \$1 million for the fiscal year ended 3 July 2015.

The following tables show the effect of the Company's derivative instruments on the Consolidated Statement of Comprehensive Income and the Consolidated Profit and Loss Account for the fiscal year ended 27 June 2014:

| (US Dollars in millions)                    | Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion) | Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) | Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) | Location of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing) | Amount of Gain or (Loss) Recognized in   |
|---|---|--|--|---|--|
|   |   |  |  |   | Income (Ineffective Portion and Amount Excluded from Effectiveness Testing) <sup>(a)</sup> |
| Derivatives Designated as Cash Flow Hedges  |   |  |  |   |  |
| Foreign currency forward exchange contracts | \$ (1)  | Cost of revenue  | \$   | Cost of revenue   | \$   |

| Derivatives Not Designated as Hedging Instruments | Location of Gain or (Loss) Recognized in Income on Derivatives | Amount of Gain or (Loss) Recognized in Income on Derivatives |
|---|--|--|
| Foreign currency forward exchange contracts       | Other income and charges, net                                  | \$   |
| Total return swap                                 | Operating expenses   | \$   |

- (a) The amounts of gains or losses recognized in income related to the ineffective portion of the hedging relationships and to the amount excluded from the assessment of hedge effectiveness were immaterial for the fiscal year ended 27 June 2014.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**9. Fair Value**

*Measurement of Fair Value*

Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

*Fair Value Hierarchy*

A fair value hierarchy is based on whether the market participant assumptions used in determining fair value are obtained from independent sources (observable inputs) or reflects the Company's own assumptions of market participant valuation (unobservable inputs). A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets that are unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 Quoted prices for identical assets and liabilities in markets that are inactive; quoted prices for similar assets and liabilities in active markets or financial instruments for which significant inputs are observable, either directly or indirectly; or

Level 3 Prices or valuations that require inputs that are both unobservable and significant to the fair value measurement.

The Company considers an active market to be one in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis, and views an inactive market as one in which there are few transactions for the asset or liability, the prices are not current, or price quotations vary substantially either over time or among market makers. Where appropriate the Company's or the counterparty's non-performance risk is considered in determining the fair values of liabilities and assets, respectively.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

*Items Measured at Fair Value on a Recurring Basis*

The following table presents the Company's assets and liabilities that are measured at fair value on a recurring basis, excluding accrued interest components, as of 3 July 2015:

| (US Dollars in millions)                      | Fair Value Measurements at Reporting Date Using                                       |   |  |           | Total<br>Balance |
|---|---|---|--|-----------|------------------|
|   | Quoted<br>Prices in<br>Active<br>Markets for<br>Identical<br>Instruments<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |           |                  |
| <b>Assets:</b>                                |   |   |  |           |                  |
| Money market funds                            | \$ 1,201  | \$  | \$   | \$        | \$ 1,201         |
| Certificates of deposit                       |   | 862   |  |           | 862              |
| Corporate bonds                               |   | 6   |  |           | 6                |
| <b>Total cash equivalents and investments</b> | <b>1,201</b>  | <b>868</b>  |  |           | <b>2,069</b>     |
| <b>Restricted cash and investments:</b>       |   |   |  |           |                  |
| Money market funds                            | 2   |   |  |           | 2                |
| Certificates of deposit                       |   | 5   |  |           | 5                |
| Derivative assets                             |   | 3   |  |           | 3                |
| <b>Total assets</b>                           | <b>\$ 1,203</b>   | <b>\$ 876</b>   | <b>\$</b>  | <b>\$</b> | <b>\$ 2,079</b>  |
| <b>Liabilities:</b>                           |   |   |  |           |                  |
| Derivative liabilities                        | \$  | \$ (4)  | \$   | \$        | \$ (4)           |
| <b>Total liabilities</b>                      | <b>\$</b>   | <b>\$ (4)</b>   | <b>\$</b>  | <b>\$</b> | <b>\$ (4)</b>    |

| (US Dollars in millions)        | Fair Value Measurements at Reporting Date Using                                       |   |  |           | Total<br>Balance |
|---------------------------------|---|---|--|-----------|------------------|
|                                 | Quoted<br>Prices in<br>Active<br>Markets for<br>Identical<br>Instruments<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |           |                  |
| <b>Assets:</b>                  |   |   |  |           |                  |
| Cash and cash equivalents       | \$ 1,201  | \$ 862  | \$   | \$        | \$ 2,063         |
| Investments                     |   | 6   |  |           | 6                |
| Restricted cash and investments | 2   | 5   |  |           | 7                |
| Other debtors, net              |   | 3   |  |           | 3                |
| <b>Total assets</b>             | <b>\$ 1,203</b>   | <b>\$ 876</b>   | <b>\$</b>  | <b>\$</b> | <b>\$ 2,079</b>  |

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|                   |    |    |     |    |     |
|-------------------|----|----|-----|----|-----|
| Liabilities:      |    |    |     |    |     |
| Other creditors   | \$ | \$ | (4) | \$ | (4) |
| Total liabilities | \$ | \$ | (4) | \$ | (4) |

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table presents the Company's assets and liabilities that are measured at fair value on a recurring basis, excluding accrued interest components, as of 27 June 2014:

| (US Dollars in millions)                | Fair Value Measurements at Reporting Date Using                                       |   |  |    | Total<br>Balance |
|---|---|---|--|----|------------------|
|   | Quoted<br>Prices in<br>Active<br>Markets for<br>Identical<br>Instruments<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |    |                  |
| <b>Assets:</b>                          |   |   |  |    |                  |
| Money market funds                      | \$ 793  | \$  | \$   | \$ | 793              |
| Commercial paper                        |   | 1,261   |  |    | 1,261            |
| Certificates of deposit                 |   | 269   |  |    | 269              |
| Corporate bonds                         |   | 6   |  |    | 6                |
| Total cash equivalents and investments  | 793   | 1,536   |  |    | 2,329            |
| <b>Restricted Cash and Investments:</b> |   |   |  |    |                  |
| Other debt securities                   |   | 4   |  |    | 4                |
| Derivative assets                       |   | 5   |  |    | 5                |
| Total assets                            | \$ 793  | \$ 1,545  | \$   | \$ | \$ 2,338         |
| <b>Liabilities:</b>                     |   |   |  |    |                  |
| Derivative liabilities                  | \$  | \$  | \$   | \$ | \$               |
| Total liabilities                       | \$  | \$  | \$   | \$ | \$               |

| (US Dollars in millions)        | Fair Value Measurements at Reporting Date Using                                       |   |  |    | Total<br>Balance |
|---------------------------------|---|---|--|----|------------------|
|                                 | Quoted<br>Prices in<br>Active<br>Markets for<br>Identical<br>Instruments<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |    |                  |
| <b>Assets:</b>                  |   |   |  |    |                  |
| Cash and cash equivalents       | \$ 793  | \$ 1,516  | \$   | \$ | 2,309            |
| Investments                     |   | 20  |  |    | 20               |
| Restricted cash and investments |   | 4   |  |    | 4                |
| Other debtors, net              |   | 5   |  |    | 5                |
| Total assets                    | \$ 793  | \$ 1,545  | \$   | \$ | \$ 2,338         |
| <b>Liabilities:</b>             |   |   |  |    |                  |
| Other creditors                 | \$  | \$  | \$   | \$ | \$               |



|                   |    |    |    |    |
|-------------------|----|----|----|----|
| Total liabilities | \$ | \$ | \$ | \$ |
|-------------------|----|----|----|----|

The Company classifies items in Level 1 if the financial assets consist of securities for which quoted prices are available in an active market.

The Company classifies items in Level 2 if the financial asset or liability is valued using observable inputs. The Company uses observable inputs including quoted prices in active markets for similar assets or liabilities. Level 2 assets include: agency bonds, corporate bonds, commercial paper, municipal bonds, U.S. Treasuries and certificates of deposits. These debt investments are priced using observable

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

inputs and valuation models which vary by asset class. The Company uses a pricing service to assist in determining the fair values of all of its cash equivalents and investments. For the cash equivalents and investments in the Company's portfolio, multiple pricing sources are generally available. The pricing service uses inputs from multiple industry standard data providers or other third party sources and various methodologies, such as weighting and models, to determine the appropriate price at the measurement date. The Company corroborates the prices obtained from the pricing service against other independent sources and, as of 3 July 2015, has not found it necessary to make any adjustments to the prices obtained. The Company's derivative financial instruments are also classified within Level 2. The Company's derivative financial instruments consist of foreign currency forward exchange contracts and the TRS. The Company recognizes derivative financial instruments in its consolidated financial statements at fair value. The Company determines the fair value of these instruments by considering the estimated amount it would pay or receive to terminate these agreements at the reporting date.

As of 3 July 2015 and 27 June 2014, we had no Level 3 assets.

*Items Measured at Fair Value on a Non-Recurring Basis*

The Company enters into certain strategic investments for the promotion of business and strategic objectives. Strategic investments in equity securities where the Company does not have the ability to exercise significant influence over the investees, included in Financial assets, net in the Consolidated Balance Sheets, are recorded at cost and are periodically analyzed to determine whether or not there are indicators of impairment. The carrying value of the Company's strategic investments at 3 July 2015 and 27 June 2014 totaled \$120 million and \$46 million, respectively, and consisted primarily of privately held equity securities without a readily determinable fair value.

During the fiscal years 2015 and 2014, the Company determined that certain of its equity investments accounted for under the cost method were other-than-temporarily impaired, and recognized charges of \$7 million and \$2 million, respectively, in order to write down the carrying amount of the investment to its estimated fair value. These amounts were recorded in Other income and charges, net in the Consolidated Profit and Loss Account. Since there was no active market for the equity securities of the investee, the Company estimated fair value of the investee by analyzing the underlying cash flows and future prospects of the investee.

The following table shows the activity in the Financial assets for fiscal year 2015 and 2014, respectively:

| (US Dollars in millions) | Fair Value Measurements Using |                       |        |
|--------------------------|-------------------------------|-----------------------|--------|
|                          | Auction Rate Securities       | Strategic Investments | Total  |
| Balance at 28 July 2013  | \$ 15                         | \$ 66                 | \$ 81  |
| Additional investments   |                               | 22                    | 22     |
| Sales and settlements    | (15)                          | (40)                  | (55)   |
| Impairments              |                               | (2)                   | (2)    |
| Balance at 27 June 2014  | \$                            | \$ 46                 | \$ 46  |
| Additional investments   |                               | 85                    | 85     |
| Sales and settlements    |                               | (4)                   | (4)    |
| Impairments              |                               | (7)                   | (7)    |
| Balance at 3 July 2015   | \$                            | \$ 120                | \$ 120 |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

*Other Fair Value Disclosures*

The Company's debt is carried at amortized cost. The fair value of the Company's debt is derived using the closing price of the same debt instruments as of the date of valuation, which takes into account the yield curve, interest rates, and other observable inputs. Accordingly, these fair value measurements are categorized as Level 2. The following table presents the fair value and amortized cost of the Company's debt in order of maturity:

| (US Dollars in millions)   | 3 July 2015     |                      | 27 June 2014    |                      |
|--|-----------------|----------------------|-----------------|----------------------|
|  | Carrying Amount | Estimated Fair Value | Carrying Amount | Estimated Fair Value |
| 6.8% Senior Notes due October 2016                               | \$              | \$                   | \$ 335          | \$ 374               |
| 3.75% Senior Notes due November 2018                             | 800             | 828                  | 800             | 820                  |
| 6.875% Senior Notes due May 2020                                 |                 |                      | 534             | 578                  |
| 7.00% Senior Notes due November 2021                             | 158             | 170                  | 251             | 284                  |
| 4.75% Senior Notes due June 2023                                 | 1,000           | 1,016                | 1,000           | 1,009                |
| 4.75% Senior Notes due January 2025                              | 1,000           | 995                  | 1,000           | 995                  |
| 4.875% Senior Notes due June 2027                                | 698             | 675                  |                 |                      |
| 5.75% Senior Notes due December 2034                             | 499             | 491                  |                 |                      |
|  | 4,155           | 4,175                | 3,920           | 4,060                |
| Less short-term borrowings and current portion of long-term debt |                 |                      |                 |                      |
| Long-term debt, less current portion                             | \$ 4,155        | \$ 4,175             | \$ 3,920        | \$ 4,060             |

**10. Capital and Reserves***Share Capital*

The Company's authorized share capital is \$13,500 and consists of 1,250,000,000 ordinary shares, par value \$0.00001, of which 315,445,536 shares were outstanding as of 3 July 2015, and 100,000,000 preferred shares, par value \$0.00001, of which none were issued or outstanding as of 3 July 2015 and 40,000 deferred shares of par value €1 of which 40,000 shares were outstanding as of 3 July 2015.

*Ordinary shares* Holders of ordinary shares are entitled to receive dividends when and as declared by the Company's board of directors (the "Board of Directors"). Upon any liquidation, dissolution, or winding up of the Company, after required payments are made to holders of preferred shares, any remaining assets of the Company will be distributed ratably to holders of the preferred and ordinary shares. Holders of shares are entitled to one vote per share on all matters upon which the ordinary shares are entitled to vote, including the election of directors.

*Preferred shares* The Company may issue preferred shares in one or more series, up to the authorized amount, without shareholder approval. The Board of Directors is authorized to establish from time to time the number of shares to be included in each series, and to fix the rights, preferences and privileges of the shares of each wholly unissued series and any of its qualifications, limitations or restrictions. The Board of Directors can also increase or decrease the number of shares of a series, but not below the number of shares of that series then outstanding, without any further vote or action by the shareholders.

The Board of Directors may authorize the issuance of preferred shares with voting or conversion rights that could harm the voting power or other rights of the holders of the ordinary shares. The issuance of preferred shares, while providing flexibility in connection with possible acquisitions and

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

other corporate purposes, could, among other things, have the effect of delaying, deferring or preventing a change in control of the Company and might harm the market price of its ordinary shares and the voting and other rights of the holders of ordinary shares.

*Repurchases of Equity Securities*

On 24 July 2013, the Board of Directors authorized the Company to repurchase an additional \$2.5 billion of its outstanding ordinary shares.

On 22 April 2015, the Board of Directors authorized the Company to repurchase an additional \$2.5 billion of its outstanding ordinary shares.

All repurchases are effected as redemptions in accordance with the Company's Articles of Association.

As of 3 July 2015, \$2.9 billion remained available for repurchase under the existing repurchase authorization limit.

The following table sets forth information with respect to repurchases of the Company's ordinary shares during fiscal years 2015 and 2014:

| <b>(US Dollars in millions)</b>             | <b>Number of<br/>Shares<br/>Repurchased</b> | <b>Dollar Value<br/>of Shares<br/>Repurchased</b> |
|---|---|---|
| Cumulative repurchased through 28 June 2013 | 244   | \$ 5,486  |
| Repurchased in fiscal year 2014             | 41  |   |