

ORBIS INVESTMENT MANAGEMENT LTD  
Form SC 13G/A  
September 22, 2009

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment No. 3 \*)

SanDisk Corp  
(Name of Issuer)

Common stock, par value \$0.001  
(Title of Class of Securities)

80004C101  
(CUSIP Number)

12 August 2009  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 80004C101

- 1 NAME OF REPORTING PERSON:  
Orbis Investment Management Limited (“OIML”), Orbis Asset Management Limited (“OAML”)
- TAX ID:
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)  (b)
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION ORGANIZED UNDER THE LAWS OF BERMUDA
- |  |   |                                      |
|--|---|--------------------------------------|
| NUMBER OF SHARES<br>BENEFICIALLY OWNED BY<br>EACH REPORTING PERSON<br>WITH | 5 | SOLE VOTING POWER<br>12,700,319      |
|  | 6 | SHARED VOTING POWER<br>175,219       |
|  | 7 | SOLE DISPOSITIVE POWER<br>12,875,538 |
|  | 8 | SHARED DISPOSITIVE POWER<br>0        |
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
OIML 12,835,578, OAML 39,960
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS)
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.7%
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
FI (OIML), OO (OAML)

Item 1.

- (a) Name of Issuer  
SanDisk Corp
- (b) Address of Issuer's Principal Executive Offices  
601 McCarthy Blvd, Milpitas CA 95035

Item 2.

- (a) Name of Person Filing  
Orbis Investment Management Limited (“OIML”), Orbis Asset Management Limited (“OAML”)

(b) Address of Principal Business Office or, if none, Residence  
34 Bermudiana Road, Hamilton HM 11, Bermuda

(c) Citizenship  
Companies organized under the laws of Bermuda.

(d) Title of Class of Securities  
Common stock, par value \$0.001

(e) CUSIP Number  
80004C101

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Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c)
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act(12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);.
- (k)  Group, in accordance with 240.13d-1(b)(1)(ii)(K).If filing as a non-U.S. institution in accordance with 240.13d-1(b)(ii)(J), please specify the type of institution: equiv to IA

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: OIML 12,835,578, OAML 39,960

Number of shares as to which the person has:

Sole power to vote or to direct the vote 12,700,319

Shared power to vote or to direct the vote 175,219

Sole power to dispose or to direct the disposition of 12,875,538

Shared power to dispose or to direct the disposition of 0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.o.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Other persons have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of the 12,835,578 shares of common stock of SanDisk Corp beneficially owned by Orbis Investment Management Limited. Another person has the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, the 39,960 shares common stock of SanDisk Corp beneficially owned by Orbis Asset Management Limited.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Item 8. Identification and Classification of Members of the Group

Orbis Investment Management Limited ("OIML") and Orbis Asset Management Limited ("OAML") are together making this filing because they may be deemed to constitute a "group" for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. Information with respect to each of OIML and OAML (collectively, the "Reporting Persons") is given solely by each such Reporting Person and no Reporting Person has responsibility for the accuracy or completeness of information supplied by the other Reporting Person. OIML is the beneficial owner of 12,835,578 shares of common stock or 5.7% of the 227,058,773 shares of common stock of SanDisk Corp believed to be outstanding. OAML is the beneficial owner of 39,960 shares of common stock or 0.0 % of the 227,058,773 shares of common stock of SanDisk Corp believed to be outstanding.

(\* The disclosure in item 9 under the Schedule 13G Amendment #2 submitted 9 September 2009 should have been included under item 8. This amendment rectifies this oversight.)

Item 9. Notice of Dissolution of Group

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to Orbis Investment Management Limited is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

9 September 2009

Date

Orbis Investment Management Limited,  
Orbis Asset Management Limited

Signature  
James Dorr, General Counsel

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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