

SANDISK CORP  
Form S-8 POS  
May 12, 2016

As filed with the Securities and Exchange Commission on May 12, 2016

Registration Nos. 033-99214; 333-32039; 333-83193; 333-63076; 333-85320; 333-109186; 333-112139;  
333-126157; 333-131097; 333-136491; 333-138978; 333-159710; 333-174633; 333-176217; 333-179644;  
333-189613; 333-191804; 333-197581

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**Form S-8 Registration Statement (No. 033-99214)**

**Form S-8 Registration Statement (No. 333-32039)**

**Form S-8 Registration Statement (No. 333-83193)**

**Form S-8 Registration Statement (No. 333-63076)**

**Form S-8 Registration Statement (No. 333-85320)**

**Form S-8 Registration Statement (No. 333-109186)**

**Form S-8 Registration Statement (No. 333-112139)**

**Form S-8 Registration Statement (No. 333-126157)**

**Form S-8 Registration Statement (No. 333-131097)**

**Form S-8 Registration Statement (No. 333-136491)**

**Form S-8 Registration Statement (No. 333-138978)**

**Form S-8 Registration Statement (No. 333-159710)**

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**Form S-8 Registration Statement (No. 333-174633)**  
**Form S-8 Registration Statement (No. 333-176217)**  
**Form S-8 Registration Statement (No. 333-179644)**  
**Form S-8 Registration Statement (No. 333-189613)**  
**Form S-8 Registration Statement (No. 333-191804)**  
**Form S-8 Registration Statement (No. 333-197581)**

*UNDER THE SECURITIES ACT OF 1933*

**SANDISK CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware** **77-0191793**  
**(State or other jurisdiction of incorporation)** **(I.R.S. Employer Identification No.)**  
**951 SanDisk Drive**

**Milpitas, California 95035**

**(408) 801-1000**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

SanDisk Corporation 1995 Stock Option Plan

SanDisk Corporation 1995 Non-Employee Directors Stock Option Plan

SanDisk Corporation Employee Stock Purchase Plan

SanDisk Corporation International Employee Stock Purchase Plan

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SanDisk Corporation Special Stock Option Plan, As Amended and Restated February 23, 2000

SanDisk Corporation 1995 Stock Option Plan, As Amended and Restated January 2, 2002

SanDisk Corporation Employee Stock Purchase Plan, As Amended and Restated January 2, 2002

SanDisk Corporation International Employee Stock Purchase Plan, As Amended and Restated January 2, 2002

SanDisk Corporation 1995 Non-Employee Directors Stock Option Plan, As Amended and Restated January 2, 2002

SanDisk Corporation 1995 Non-Employee Directors Stock Option Plan, As Amended and Restated January 2, 2004

SanDisk Corporation 2005 Stock Incentive Plan

SanDisk Corporation 2005 Employee Stock Purchase Plan

SanDisk Corporation 2005 International Employee Stock Purchase Plan

Rhombus, Inc. 1998 Long Term Equity Incentive Plan

Matrix Semiconductor, Inc. 1999 Stock Plan

Matrix Semiconductor, Inc. 2005 Stock Incentive

msystems Ltd. 2003 Stock Option and Restricted Stock Incentive Plan

msystems Ltd. Section 102 Stock Option/Stock Purchase and Stock Option Plans

Pliant Technology, Inc. 2007 Stock Plan

SanDisk Corporation Amended and Restated 2005 Incentive Plan

SanDisk Corporation Amended and Restated 2005 Employee Stock Purchase Plan

SanDisk Corporation Amended and Restated 2005 International Employee Stock Option Plan

FlashSoft Corporation Amended and Restated 2011 Equity Plan

SanDisk Corporation 2013 Incentive Plan

SMART Storage Systems (Global Holdings), Inc. 2011 Share Incentive Plan

Fusion-io, Inc. 2008 Stock Incentive Plan

Fusion-io, Inc. 2010 Executive Stock Incentive Plan

Fusion-io, Inc. 2011 Equity Incentive Plan

Fusion-io, Inc. Non-Plan Stock Option Agreements

IO Turbine, Inc. 2009 Equity Incentive Plan

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NexGen Storage, Inc. 2010 Equity Incentive Plan

**(Full titles of the plans)**

**Michael C. Ray**

**President and Secretary**

**SanDisk Corporation**

**951 SanDisk Drive**

**Milpitas, California 95035**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

**Neil Whoriskey**

**Matthew P. Salerno**

**Cleary Gottlieb Steen & Hamilton LLP**

**One Liberty Plaza**

**New York, NY 10006**

**Michael Ray**

**Western Digital Corporation**

**3355 Michelson Drive, Suite 100**

**Irvine, CA 92612**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large Accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-Accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

**EXPLANATORY NOTE / DEREGISTRATION OF UNSOLD SECURITIES**

On May 12, 2016, Western Digital Technologies, Inc. (Western Digital Technologies), a wholly-owned subsidiary of Western Digital Corporation (Parent), completed its acquisition of SanDisk Corporation (the Registrant). Pursuant to the Agreement and Plan of Merger, dated as of October 21, 2015, and as further amended, modified, supplemented or restated from time to time (the Merger Agreement), by and among the Registrant, Parent and Schrader Acquisition Corporation (Merger Sub), Merger Sub merged with and into the Registrant (the Merger), with the Registrant surviving the Merger as the surviving corporation and as a wholly-owned indirect subsidiary of Parent.

The Registrant previously registered shares of the Registrant's common stock, \$0.001 par value per share, under the below referenced Registration Statements on Form S-8 (the Registration Statements) concerning shares issuable or issued under certain employee benefit and equity plans and agreements. As a result of the consummation of the transactions contemplated by the Merger Agreement, the Registrant has terminated all offerings of its securities pursuant to the below referenced Registration Statements. In accordance with an undertaking made by the Registrant in each of the Registration Statements to remove from registration by means of a post-effective amendment any securities which remain unsold at the termination of the offering, the Registrant hereby removes and withdraws from registration all securities of the Registrant registered pursuant to the Registration Statements that remain unsold as of the date hereof.

<b>Registration No.</b>	<b>Date Filed With the SEC</b>	<b>Name of Equity Plan</b>	<b>Number of Shares Originally Registered</b>
033-99214	11/13/1995	SanDisk Corporation 1995 Stock Option Plan	3,498,711
		SanDisk Corporation 1995 Non-Employee Directors Stock Option Plan	150,000
		SanDisk Corporation Employee Stock Purchase Plan	433,333
		SanDisk Corporation International Employee Stock Purchase Plan	
333-32039	7/25/1997	SanDisk Corporation 1995 Stock Option Plan	2,500,000
		SanDisk Corporation 1995 Non-Employee Directors Stock Option Plan	50,000
		SanDisk Corporation Employee Stock Purchase Plan	450,000
333-83193	7/19/1999	SanDisk Corporation 1995 Stock Option Plan	3,500,000
		SanDisk Corporation 1995 Non-Employee Directors Stock Option Plan	200,000
		SanDisk Corporation Employee Stock Purchase Plan	300,000
333-63076	6/15/2001	SanDisk Corporation Special Stock Option Plan, As Amended and Restated February 23, 2000	2,000,000
333-85320	4/1/2002	SanDisk Corporation 1995 Stock Option Plan, As Amended and Restated January 2, 2002	2,985,040
		SanDisk Corporation Employee Stock Purchase Plan, As Amended and Restated January 2, 2002	244,396
		SanDisk Corporation International Employee Stock Purchase Plan, As Amended and Restated January 2, 2002	50,000
			136,928

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SanDisk Corporation 1995 Non-Employee Directors Stock  
Option Plan, As Amended and Restated January 2, 2002

333-109186	9/26/2003	SanDisk Corporation 1995 Stock Option Plan, As Amended and Restated January 2, 2002	3,015,194
		SanDisk Corporation Employee Stock Purchase Plan, As Amended and Restated January 2, 2002	267,370
		SanDisk Corporation International Employee Stock Purchase Plan, As Amended and Restated January 2, 2002	30,000
		SanDisk Corporation 1995 Non-Employee Directors Stock Option Plan, As Amended and Restated January 2, 2002	138,311
333-112139	1/23/2004	SanDisk Corporation 1995 Stock Option Plan, As Amended and Restated January 2, 2002	3,507,698

<b>Registration No.</b>	<b>Date Filed With the SEC</b>	<b>Name of Equity Plan</b>	<b>Number of Shares Originally Registered</b>
		SanDisk Corporation Employee Stock Purchase Plan, As Amended and Restated January 2, 2002	220,942
		SanDisk Corporation International Employee Stock Purchase Plan, As Amended and Restated January 2, 2002	125,000
		SanDisk Corporation 1995 Non-Employee Directors Stock Option Plan, As Amended and Restated January 2, 2004	160,903
333-126157	6/27/2005	SanDisk Corporation 2005 Stock Incentive Plan	5,700,000
		SanDisk Corporation 2005 Employee Stock Purchase Plan	5,000,000 in the aggregate
		SanDisk Corporation 2005 International Employee Stock Purchase Plan	
333-131097	1/18/2006	Rhombus, Inc. 1998 Long Term Equity Incentive Plan	567,379
		Matrix Semiconductor, Inc. 1999 Stock Plan	
		Matrix Semiconductor, Inc. 2005 Stock Incentive	
333-136491	8/10/2006	SanDisk Corporation 2005 Incentive Plan	15,000,000
333-138978	11/28/2006	mSystems Ltd. 2003 Stock Option and Restricted Stock Incentive Plan	5,388,283
		mSystems Ltd. Section 102 Stock Option/Stock Purchase and Stock Option Plans	
333-159710	6/3/2009	SanDisk Corporation 2005 Incentive Plan	6,903,913
333-174633	6/1/2011	Pliant Technology, Inc. 2007 Stock Plan	208,913
333-176217	8/10/2011	SanDisk Corporation Amended and Restated 2005 Incentive Plan	9,441,523
		SanDisk Corporation Amended and Restated 2005 Employee Stock Purchase Plan	5,000,000 in the aggregate
		SanDisk Corporation Amended and Restated 2005 International Employee Stock Purchase Plan	
		Pliant Technology, Inc. 2007 Stock Plan	208,913
333-179644	2/23/2012	FlashSoft Corporation Amended and Restated 2011 Equity Plan	120,677
333-189613	6/26/2013	SanDisk Corporation 2013 Incentive Plan	20,018,299
333-191804	10/18/2013	SMART Storage Systems (Global Holdings), Inc. 2011 Share Incentive Plan	183,069
333-197581	7/23/2014	Fusion-io, Inc. 2008 Stock Incentive Plan	872,465
		Fusion-io, Inc. 2010 Executive Stock Incentive Plan	
		Fusion-io, Inc. 2011 Equity Incentive Plan	



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Fusion-io, Inc. Non-Plan Stock Option Agreements

IO Turbine, Inc. 2009 Equity Incentive Plan

NexGen Storage, Inc. 2010 Equity Incentive Plan

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milpitas, State of California, on this 12<sup>th</sup> day of May, 2016.

**SANDISK CORPORATION**

By: /s/ Michael C. Ray  
Michael C. Ray

*President and Secretary*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on May 12, 2016.

<b>Signature</b>	<b>Title</b>
/s/ Michael C. Ray	President and Secretary
Michael C. Ray	(Principal Executive Officer)
/s/ Hector Fernandez	Chief Financial Officer (Principal Financial and
Hector Fernandez	Accounting Officer)
/s/ Stephen D. Milligan	Director
Stephen D. Milligan	