BANK OF AMERICA CORP /DE/
Form 424B2
December 05, 2018

This pricing supplement, which is not complete and may be changed, relates to an effective Registration Statement under the Securities Act of 1933. This pricing supplement and the accompanying prospectus supplement and prospectus are not an offer to sell these notes in any country or jurisdiction where such an offer would not be permitted.

Preliminary Pricing Supplement - Subject to Completion (To Prospectus dated June 29, 2018 and Series N Prospectus Supplement dated June 29, 2018)	Filed Pursuant to Rule 424(b)(2) Registration Statement No. 333-224523

December 4, 2018

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Floating Rate Notes with Minimum and Maximum Interest Rates, due December [18], 2028

- The notes are senior unsecured debt securities issued by Bank of America Corporation (“BAC”). All payments and the return of the principal amount on the notes are subject to our credit risk.
- The notes will price on December [14], 2018. The notes will mature on December [18], 2028. At maturity, you will receive a cash payment equal to 100% of the principal amount of your notes, plus any accrued and unpaid interest.
- Interest will be paid on March [18], June [18], September [18], and December [18] of each year, beginning on March [18], 2019, and with the final interest payment occurring on the maturity date.
- The notes will bear interest at a per annum floating rate equal to 3-month U.S. dollar LIBOR plus the Spread (as defined below). However, the minimum rate of interest payable on the notes will be 0.00%, and the maximum rate of interest payable on the notes (the “Cap”) will be 6.00% per annum.
- The “Spread” will be at least 1.00% (to be determined on the pricing date).
- We will not have the option to redeem the notes prior to maturity.
- The notes are issued in minimum denominations of $1,000 and whole multiples of $1,000.
- The notes will not be listed on any securities exchange.
- The CUSIP number for the notes is 06048WYS3.
- The notes:

Are Not FDIC Insured	**Are Not Bank Guaranteed**	**May Lose Value**

	Per Note	Total
Public Offering Price	100.00%	$
Underwriting Discount	1.25%	$
Proceeds (before expenses) to BAC	98.75%	

$

The notes are unsecured and are not savings accounts, deposits, or other obligations of a bank. The notes are not guaranteed by Bank of America, N.A. or any other bank, are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, and involve investment risks. Potential purchasers of the notes should consider the information in “Risk Factors” beginning on page PS-5 of this pricing supplement, page S-5 of the attached prospectus supplement, and page 9 of the attached prospectus.

None of the Securities and Exchange Commission, any state securities commission, or any other regulatory body has approved or disapproved of these notes or passed upon the adequacy or accuracy of this pricing supplement, the accompanying prospectus supplement, or the accompanying prospectus. Any representation to the contrary is a criminal offense.

We will deliver the notes in book-entry form only through The Depository Trust Company on or about December [18], 2018 against payment in immediately available funds.

Series N MTN prospectus supplement dated June 29, 2018 and prospectus dated June 29, 2018

Merrill Lynch & Co.

SUMMARY OF TERMS

This pricing supplement supplements the terms and conditions in the prospectus, dated June 29, 2018, as supplemented by the Series N prospectus supplement, dated June 29, 2018, (as so supplemented, together with all documents incorporated by reference, the "prospectus"), and should be read with the prospectus.

• **Title of the Series:**	Floating Rate Notes with Minimum and Maximum Interest Rates, due December [18], 2028
• **Aggregate Principal Amount Initially Being Issued:**	$____________
• **Pricing Date:**	December [14], 2018
• **Issue Date:**	December [18], 2018
• **CUSIP No.:**	06048WYS3
• **Maturity Date:**	December [18], 2028
• **Minimum Denominations:**	$1,000 and multiples of $1,000 in excess of $1,000
• **Ranking:**	Senior, unsecured
• **Day Count Fraction:**	30/360
• **Interest Periods:**	Quarterly. Each interest period (other than the first interest period, which will begin on the issue date) will begin on, and will include, an interest payment date, and will extend to, but will exclude, the next succeeding interest payment date (or the maturity date, as applicable).
• **Interest Payment Dates:**	March [18], June [18], September [18], and December [18] of each year, beginning on March [18], 2019, and with the final interest payment occurring on the maturity date.
• **Interest Reset Dates:**	March [18], June [18], September [18], and December [18] of each year, beginning on March [18], 2019.
• **Interest Rates:**	The notes will bear interest at a per annum floating rate equal to 3-month U.S. dollar LIBOR plus the Spread (as defined below). However, the interest payable on the notes will not exceed the Cap. The minimum rate of interest payable on the notes will be 0%.
• **Cap:**	6.00% per annum.
• **Designated LIBOR Page:**	Reuters Page LIBOR01. If no offered rate appears on the Designated LIBOR Page on the relevant interest determination date the rate will be determined as described under "Description of Debt Securities—Floating Rate Notes—LIBOR Notes" beginning on page 30 of the attached prospectus. See also "Risk Factors—Additional

	Considerations Relating to LIBOR—Reforms to and uncertainty regarding LIBOR may adversely affect our business and/or the value of, return on and trading market for notes bearing a floating rate of interest based on LIBOR" and "—For a series of notes bearing a floating rate of interest based on LIBOR, such interest rate may be calculated using alternative methods if LIBOR is no longer quoted and may be calculated using a different base rate if LIBOR is discontinued" beginning on page S-6 of the attached prospectus supplement.
· **Interest Determination Date:**	The "interest determination date" for each quarterly interest period will be the second London Banking Day (as defined in the prospectus) prior to the applicable Interest Reset Date; however, the interest determination date for the first quarterly interest period will be the pricing date. At least 1.00% per annum.
• **Spread:**	We will determine the Spread on the date that the notes are initially priced for sale to the public (the "pricing date"). We will set forth this Spread in the final pricing supplement that will be made available in connection with sales of the notes.
• **Index Maturity:**	3 months
• **Calculation Agent:**	Merrill Lynch Capital Services, Inc.
• **Business Days:**	If any interest payment date or the maturity date occurs on a day that is not a business day in New York, New York, then the payment will be postponed until the next business day in New York, New York. No additional interest will accrue on the notes as a result of such postponement, and no adjustment will be made to the length of the relevant interest period.
• **Redemption at Our Option:**	None
• **Repayment at Option of Holder:**	None
• **Record Dates for Interest Payments:**	For book-entry only notes, one business day in New York, New York prior to the applicable interest payment date. If notes are not held in book-entry only form, the record dates will be the fifteenth calendar day preceding such interest payment date, whether or not such record date is a business day.
• **Fees Charged:**	The public offering price of the notes includes the underwriting discount of 1.25% as listed on the cover page and an additional charge of approximately \$7.50 per \$1,000 in principal amount of the notes that is more fully described on page PS-10.
• **Listing:**	None

- **ERISA Considerations:** See "ERISA Considerations" beginning on page 149 of the accompanying prospectus.

Certain capitalized terms used and not defined in this document have the meanings ascribed to them in the prospectus supplement and prospectus. Unless otherwise indicated or unless the context requires otherwise, all references in this product supplement to "we," "us," "our," or similar references are to Bank of America Corporation.

RISK FACTORS

Your investment in the notes entails significant risks, many of which differ from those of a conventional security. Your decision to purchase the notes should be made only after carefully considering the risks of an investment in the notes, including those discussed below, with your advisors in light of your particular circumstances. The notes are not an appropriate investment for you if you are not knowledgeable about significant elements of the notes or financial matters in general.

An investment in the notes may be more risky than an investment in notes with a shorter term. The notes have a term of 10 years. By purchasing notes with a relatively longer term, you are more exposed to fluctuations in interest rates than if you purchased a note with a shorter term. In particular, you may be negatively affected if interest rates begin to rise, because the interest rate on the notes may be less than the amount of interest you could earn on other investments with a similar level of risk available at that time. In addition, if you tried to sell your notes at such time, their value in any secondary market transaction would also be adversely affected.

Payments on the notes are subject to our credit risk, and actual or perceived changes in our creditworthiness are expected to affect the value of the notes. The notes are our senior unsecured debt securities. As a result, your receipt of all payments of interest and principal on the notes is dependent upon our ability to repay our obligations on the applicable payment date. No assurance can be given as to what our financial condition will be at any time during the term of the notes or on the maturity date. If we become unable to meet our financial obligations as they become due, you may not receive the amounts payable under the terms of the notes.

In addition, our credit ratings are an assessment by ratings agencies of our ability to pay our obligations. Consequently, our perceived creditworthiness and actual or anticipated decreases in our credit ratings or increases in the spread between the yield on our securities and the yield on U.S. Treasury securities (the "**credit spread**") prior to the maturity date of the notes may adversely affect the market value of the notes. However, because your return on the notes depends upon factors in addition to our ability to pay our obligations, such as the difference between the interest rates accruing on the notes and current market interest rates, an improvement in our credit ratings will not reduce the other investment risks related to the notes.

The interest rate on the notes is capped. The interest rate that will be payable on the notes in any quarterly interest period will be limited to the Cap. Accordingly, as a holder of the notes, you will not benefit from 3-month U.S. dollar LIBOR being greater than the difference between the Cap and the Spread in any quarterly interest period.

We have included in the terms of the notes the costs of developing, hedging, and distributing them, and the price, if any, at which you may sell the notes in any secondary market transaction, will likely be lower than the public offering price due to, among other things, the inclusion of these costs. In determining the economic terms of the notes, and consequently the potential return on the notes to you, a number of factors are taken into account. Among these factors are certain costs associated with developing, hedging, and offering the notes.

Assuming there is no change in market conditions or any other relevant factors, the price, if any, at which the selling agent or another purchaser might be willing to purchase the notes in a secondary market transaction is expected to be lower than the price that you paid for them. This is due to, among other things, the inclusion of these costs, and the costs of unwinding any related hedging. In addition to the underwriting discount, the public offering price is expected to include a hedging related charge, which reflects an estimated profit earned by one of our affiliates from the hedging related transactions associated with the notes. See "Supplemental Plan of Distribution–Conflicts of Interest" for more information. The terms of these hedging arrangements are determined by seeking bids from market participants, including MLPF&S and its affiliates. All of these charges related to the notes reduce the economic terms of the notes.

The quoted price of any of our affiliates for the notes could be higher or lower than the price that you paid for them.

We cannot assure you that there will be a trading market for the notes. We will not list the notes on any securities exchange. We cannot predict how the notes will trade in any secondary market, or whether that market will be liquid or illiquid.

The development of a trading market for the notes will depend on our financial performance and other factors. The number of potential buyers of the notes in any secondary market may be limited. We anticipate that our affiliate, Merrill Lynch, Pierce, Fenner & Smith Incorporated ("**MLPF&S**") will act as a market-maker for the notes, but neither MLPF&S nor any of our other affiliates is required to do so and may cease to do so. MLPF&S may discontinue its market-making activities as to the notes at any time. To the extent that MLPF&S engages in any market-making activities, it may bid for or offer the notes. Any price at which MLPF&S may bid for, offer, purchase, or sell any notes may differ from the values determined by pricing models that it may use, whether as a result of dealer discounts, mark-ups, or other transaction costs. These bids, offers, or completed transactions may affect the prices, if any, at which the notes might otherwise trade in the market.

In addition, if at any time MLPF&S were to cease acting as a market-maker for the notes, it is likely that there would be significantly less liquidity in the secondary market and there may be no secondary market at all for the notes. In such a case, the price at which the notes could be sold likely would be lower than if an active market existed and you should be prepared to hold the notes until maturity.

Many economic and other factors will impact the market value of the notes. The market for, and the market value of, the notes may be affected by a number of factors that may either offset or magnify each other, including:

- the time remaining to maturity of the notes;
- the aggregate amount outstanding of the notes;
- the level, direction, and volatility of market interest rates generally (in particular, increases in U.S. interest rates, which may cause the market value of the notes to decrease);
- general economic conditions of the capital markets in the United States;
- geopolitical conditions and other financial, political, regulatory, and judicial events that affect the capital markets generally;
- our financial condition and creditworthiness; and
- any market-making activities with respect to the notes.

Trading and hedging activities by us and our affiliates may create conflicts of interest with you. We or one or more of our affiliates, including MLPF&S, may engage in trading activities related to the notes that are not for your account or on your behalf. We expect to enter into arrangements to hedge the market risks associated with our obligation to pay the amounts due under the notes. We may seek competitive terms in entering into the hedging arrangements for the notes by seeking bids from market participants, but are not required to do so, and we may enter into such hedging arrangements with one of our subsidiaries or affiliates. This hedging activity is expected to result in a profit to those engaging in the hedging activity, which could be more or less than initially expected, or the hedging activity could also result in a loss. Any profit in connection with such hedging activities will be in addition to any other compensation that we and our affiliates, including MLPF&S, receive for the sale of the notes, which creates an additional incentive to sell the notes to you. These trading and hedging activities may present a conflict of interest between your interest in the notes and the interests we and our affiliates may have in our proprietary accounts, in facilitating transactions for our other customers, and in accounts under our or their management.

U.S. FEDERAL INCOME TAX SUMMARY

The following summary of the material U.S. federal income tax considerations of the acquisition, ownership, and disposition of the notes supplements, and to the extent inconsistent supersedes, the discussions under "U.S. Federal Income Tax Considerations" in the accompanying prospectus and under "U.S. Federal Income Tax Considerations" in the accompanying prospectus supplement and is not exhaustive of all possible tax considerations. This summary is based upon the Internal Revenue Code of 1986, as amended (the "Code"), regulations promulgated under the Code by the U.S. Treasury Department ("Treasury") (including proposed and temporary regulations), rulings, current administrative interpretations and official pronouncements of the IRS, and judicial decisions, all as currently in effect and all of which are subject to differing interpretations or to change, possibly with retroactive effect. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of the tax consequences described below. This summary does not include any description of the tax laws of any state or local governments, or of any foreign government, that may be applicable to a particular holder.

This summary is directed solely to U.S. Holders and Non-U.S. Holders that, except as otherwise specifically noted, will purchase the notes upon original issuance and will hold the notes as capital assets within the meaning of Section 1221 of the Code, which generally means property held for investment, and that are not excluded from the discussion under "U.S. Federal Income Tax Considerations" in the accompanying prospectus. It does not apply to holders subject to special rules including holders subject to Section 451(b) of the Code. This summary assumes that the issue price of the notes, as determined for U.S. federal income tax purposes, equals the principal amount thereof.

You should consult your own tax advisor concerning the U.S. federal income tax consequences to you of acquiring, owning, and disposing of the notes, as well as any tax consequences arising under the laws of any state, local, foreign, or other tax jurisdiction and the possible effects of changes in U.S. federal or other tax laws.

U.S. Holders

We intend to treat the notes as "variable rate debt instruments" for U.S. federal income tax purposes, and the balance of this discussion assumes that this characterization is proper and will be respected. Under this characterization, interest on a note generally will be included in the income of a U.S. Holder as ordinary income at the time it is accrued or is received in accordance with the U.S. Holder's regular method of accounting for U.S. federal income tax purposes. Please see the discussion in the prospectus under the section entitled "U.S. Federal Income Tax Considerations—Taxation of Debt Securities—Consequences to U.S. Holders—Variable Rate Debt Securities" for a discussion of these rules.

Upon the sale, exchange, retirement, or other disposition of a note, a U.S. Holder will recognize gain or loss equal to the difference between the amount realized upon the sale, exchange, retirement, or other disposition (less an amount equal to any accrued interest not previously included in income if the note is disposed of between interest payment dates, which will be included in income as interest income for U.S. federal income tax purposes) and the U.S. Holder's adjusted tax basis in the note. A U.S. Holder's adjusted tax basis in a note generally will be the cost of the note to such U.S. Holder. Any gain or loss realized on the sale, exchange, retirement, or other disposition of a note generally will be capital gain or loss and will be long-term capital gain or loss if the note has been held for more than one year. The ability of U.S. Holders to deduct capital losses is subject to limitations under the Code.

Non-U.S. Holders

Please see the discussion under “U.S. Federal Income Tax Considerations—Taxation of Debt Securities—Consequences to Non-U.S. Holders” in the accompanying prospectus for the material U.S. federal income tax consequences that will apply to Non-U.S. Holders of the notes.

Backup Withholding and Information Reporting

Please see the discussion under “U.S. Federal Income Tax Considerations—Taxation of Debt Securities—Backup Withholding and Information Reporting” in the accompanying prospectus for a description of the applicability of the backup withholding and information reporting rules to payments made on the notes.

You should consult your own tax advisor concerning the U.S. federal income tax consequences to you of acquiring, owning, and disposing of the notes, as well as any tax consequences arising under the laws of any state, local, foreign, or other tax jurisdiction and the possible effects of changes in U.S. federal or other tax laws.

SUPPLEMENTAL PLAN OF DISTRIBUTION—conflicts of interest

Our broker-dealer subsidiary, MLPF&S, will act as our selling agent in connection with the offering of the notes. The selling agent is a party to the Distribution Agreement described in the "Supplemental Plan of Distribution (Conflicts of Interest)" beginning on page S-18 of the accompanying prospectus supplement.

The selling agent will receive the compensation set forth on the cover page of this pricing supplement as to the notes sold through its efforts.

The selling agent is a member of the Financial Industry Regulatory Authority, Inc. ("FINRA"). Accordingly, the offering of the notes will conform to the requirements of FINRA Rule 5121.

In order to meet our payment obligations under the notes, at the time we issue the notes, we may choose to enter into certain hedging arrangements (which may include call options, put options or other derivatives) with MLPF&S or one of its affiliates. The terms of these hedging arrangements are determined by seeking bids from market participants, including MLPF&S and its affiliates, and take into account a number of factors, including our creditworthiness, interest rate movements, the tenor of the notes and the tenor of the hedging arrangements. The economic terms of the notes depend in part on the terms of these hedging arrangements.

MLPF&S has advised us that the hedging arrangements will include a hedging related charge of approximately $7.50 per $1,000 in principal amount of the notes, reflecting an estimated profit to be credited to MLPF&S from these transactions. Since hedging entails risk and may be influenced by unpredictable market forces, additional profits and losses from these hedging arrangements may be realized by MLPF&S or any third party hedge providers.

All charges related to the notes, including the underwriting discount and the hedging related costs and charges, reduce the economic terms of the notes. For further information regarding these charges, our trading and hedging activities and conflicts of interest, see the section above, "Risk Factors—We have included in the terms of the notes the costs of developing, hedging, and distributing them, and the price, if any, at which you may sell the notes in any secondary market transaction will likely be lower than the public offering price due to, among other things, the inclusion of these costs" and "Risk Factors—Trading and hedging activities by us and our affiliates may create conflicts of interest with you."

The selling agent is not acting as your fiduciary or advisor solely as a result of the offering of the notes, and you should not rely upon any communication from the selling agent in connection with the notes as investment advice or a recommendation to purchase the notes. You should make your own investment decision regarding the notes after consulting with your legal, tax, and other advisors.

Under the terms of our distribution agreement with MLPF&S, MLPF&S will purchase the notes from us on the issue date as principal at the purchase price indicated on the cover of this pricing supplement, less the indicated underwriting discount.

The current business of MLPF&S is being reorganized into two affiliated broker-dealers: MLPF&S and a new broker-dealer, BofAML Securities, Inc. ("BofAMLS"). BofAMLS will be the new legal entity for the institutional services that are now provided by MLPF&S. MLPF&S will be assigning its rights and obligations as selling agent for the notes under our distribution agreement to BofAMLS effective on the "Transfer Date". Accordingly, if the pricing date of the notes occurs on or after the Transfer Date, BofAMLS will be responsible for the pricing of the notes. If the settlement date of the notes occurs on or after the Transfer Date, BofAMLS will, subject to the terms and conditions of the distribution agreement, purchase the notes from us as principal on the settlement date and BofAMLS will sell the notes to other broker-dealers that will participate in the offering as discussed in the prior paragraph.

MLPF&S may sell the notes to other broker-dealers that will participate in the offering and that are not affiliated with us, at an agreed discount to the principal amount. Each of those broker-dealers may sell the notes to one or more additional broker-dealers. MLPF&S has informed us that these discounts may vary from dealer to dealer and that not all dealers will purchase or repurchase the notes at the same discount.

MLPF&S and any of our other broker-dealer affiliates may use this pricing supplement, and the accompanying prospectus supplement and prospectus for offers and sales in secondary market transactions and market-making transactions in the notes. However, they are not obligated to engage in such secondary market transactions and/or market-making transactions. Our affiliates may act as principal or agent in these transactions, and any such sales will be made at prices related to prevailing market prices at the time of the sale.

None of this pricing supplement, the accompanying prospectus supplement nor the accompanying prospectus is a prospectus for the purposes of the Prospectus Directive (as defined below). This pricing supplement, the accompanying prospectus supplement and the accompanying prospectus have been prepared on the basis that any offer of notes in any Member State of the European Economic Area (the "EEA") which has implemented the Prospectus Directive (each, a "Relevant Member State") will only be made to a legal entity which is a qualified investor under the Prospectus Directive ("Qualified Investors"). Accordingly any person making or intending to make an offer in that Relevant Member State of notes which are the subject of the offering contemplated in this pricing supplement, the accompanying prospectus supplement and the accompanying prospectus may only do so with respect to Qualified Investors. Neither BAC nor the selling agent have authorized, nor do they authorize, the making of any offer of notes other than to Qualified Investors. The expression "Prospectus Directive" means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State.

PRIIPs Regulation / Prospectus Directive / Prohibition of sales to EEA retail investors – The notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended ("MiFID II"); or (ii) a customer within the meaning of Directive 2002/92/EC (the Insurance Mediation Directive), as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Directive. Consequently no key information document required by Regulation (EU) No 1286/2014, as amended (the "PRIIPs Regulation") for offering or selling the notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

The communication of this pricing supplement, the accompanying prospectus supplement, the accompanying prospectus and any other document or materials relating to the issue of the notes offered hereby is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the United Kingdom's Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom who have professional experience in matters relating to investments and who fall within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Financial Promotion Order")), or who fall within Article 49(2)(a) to (d) of the Financial Promotion Order, or who are any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (all such persons together being referred to as "relevant persons"). In the United Kingdom, the notes offered hereby are only available to, and any investment or investment activity to which this pricing supplement, the accompanying prospectus supplement and the accompanying prospectus relates will be

engaged in only with, relevant persons. Any person in the United Kingdom that is not a relevant person should not act or rely on this pricing supplement, the accompanying prospectus supplement or the accompanying prospectus or any of their contents.

MLPF&S Reorganization

As discussed above under “Supplemental Plan of Distribution— Conflicts Of Interest”, the current business of MLPF&S is being reorganized into two affiliated broker-dealers. Effective on the Transfer Date, BofAMLS will be the new legal entity for the institutional services that are now provided by MLPF&S. As such, beginning on the Transfer Date, the institutional services currently being provided by MLPF&S, including acting as selling agent for the notes, acting as principal or agent in secondary market-making transactions for the notes, and entering into hedging arrangements with respect to the notes, are expected to be provided by BofAMLS. Accordingly, references to MLPF&S in this preliminary pricing supplement as such references relate to MLPF&S’s institutional services, such as those described above, should be read as references to BofAMLS to the extent these services are to be performed on or after the Transfer Date.

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	September 29, 2017	**September 30, 2016**
Revenue	$2,632	$2,797
Cost of revenue	1,896	1,996
Product development	263	315
Marketing and administrative	145	155
Amortization of intangibles	22	28
Restructuring and other, net	51	82

Total operating expenses	2,377	2,576
Income from operations	255	221
Interest income	7	1
Interest expense	(61)	(50)
Other, net	(13)	1

Other expense, net	(67)	(48)
Income before income taxes	188	173
Provision for income taxes	7	6
Net income	$181	$167

Net income per share:		
Basic	$0.62	$0.56
Diluted	0.62	0.55
Number of shares used in per share calculations:		
Basic	290	299
Diluted	292	301
Cash dividends declared per ordinary share	$0.63	$0.63

See Notes to Condensed Consolidated Financial Statements.

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SEAGATE TECHNOLOGY PLC

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In millions)

(Unaudited)

	For the Three Months Ended September 29, 2017	September 30, 2016
Net income	$ 181	$ 167
Other comprehensive income (loss), net of tax:		
Cash flow hedges		
Change in net unrealized gain (loss) on cash flow hedges		(1)
Less: reclassification for amounts included in net income		1
Net change		
Marketable securities		
Change in net unrealized gain (loss) on marketable securities		
Less: reclassification for amounts included in net income		
Net change		
Post-retirement plans		
Change in unrealized gain (loss) on post-retirement plans		
Less: reclassification for amounts included in net income		
Net change		
Foreign currency translation adjustments	4	1
Total other comprehensive income (loss), net of tax	4	1
Comprehensive income	$ 185	$ 168

See Notes to Condensed Consolidated Financial Statements.

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SEAGATE TECHNOLOGY PLC

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

(Unaudited)

	For the Three Months Ended September 29, 2017	September 30, 2016
OPERATING ACTIVITIES		
Net income	$ 181	$ 167
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	161	200
Share-based compensation	32	40
Deferred income taxes	(3)	1
Other non-cash operating activities, net	1	(7)
Changes in operating assets and liabilities:		
Accounts receivable, net	(10)	12
Inventories	(32)	(46)
Accounts payable	(30)	101
Accrued employee compensation	(87)	32
Accrued expenses, income taxes and warranty	16	89
Other assets and liabilities	8	2
Net cash provided by operating activities	237	591
INVESTING ACTIVITIES		
Acquisition of property, equipment and leasehold improvements	(124)	(140)
Maturities of short-term investments		1
Other investing activities, net	(8)	
Net cash used in investing activities	(132)	(139)
FINANCING ACTIVITIES		
Redemption and repurchase of debt	(22)	
Taxes paid related to net share settlement of equity awards	(20)	(23)
Repurchases of ordinary shares	(166)	(101)
Dividends to shareholders	(184)	
Proceeds from issuance of ordinary shares under employee stock plans	29	35
Net cash used in financing activities	(363)	(89)

Effect of foreign currency exchange rate changes on cash, cash equivalents, and restricted cash		4		
(Decrease) increase in cash, cash equivalents, and restricted cash		(254)		363
Cash, cash equivalents, and restricted cash at the beginning of the period		2,543		1,132
Cash, cash equivalents, and restricted cash at the end of the period	$	2,289	$	1,495

See Notes to Condensed Consolidated Financial Statements.

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SEAGATE TECHNOLOGY PLC

CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY

For the Three Months Ended September 29, 2017

(In millions)

(Unaudited)

	Number of Ordinary Shares	Par Value of Shares	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
Balance at June 30, 2017	292	$	$ 6,152	$ (17)	$ (4,771)	$ 1,364
Net income					181	181
Other comprehensive income				4		4
Issuance of ordinary shares under employee stock plans	3		29			29
Repurchases of ordinary shares	(5)				(166)	(166)
Tax withholding related to vesting of restricted stock units	(1)				(20)	(20)
Dividends to shareholders					(182)	(182)
Share-based compensation			32			32
Balance at September 29, 2017	289	$	$ 6,213	$ (13)	$ (4,958)	$ 1,242

See Notes to Condensed Consolidated Financial Statements.

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Basis of Presentation and Summary of Significant Accounting Policies

Organization

Seagate Technology plc (the Company) is a leading provider of data storage technology and solutions. Its principal products are hard disk drives, commonly referred to as disk drives, hard drives or HDDs. In addition to HDDs, the Company produces a broad range of data storage products including solid state drives (SSD) and their related controllers, solid state hybrid drives (SSHD) and storage subsystems.

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 with most SSDs using NAND-based flash memory. In addition to HDDs and SSDs, 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.

The Company s products are designed for mission critical and nearline applications in enterprise servers and storage systems; edge / client compute applications, where its products are designed primarily for desktop and mobile computing; and edge / client non-compute applications, where its products are designed for a wide variety of end user devices such as portable external storage systems, surveillance systems, network-attached storage (NAS), digital video recorders (DVRs) and gaming consoles.

The Company s cloud systems and solutions extend innovation from the device into the information infrastructure, onsite and in the cloud. Its portfolio includes modular original equipment manufacturers (OEM) storage systems and scale-out storage servers.

Basis of Presentation and Consolidation

The unaudited condensed 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 requires management to make estimates and assumptions that affect the amounts reported in the Company s condensed 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 condensed consolidated financial statements. The condensed consolidated financial statements reflect, in the opinion of management, all material adjustments necessary to present fairly the condensed consolidated financial position, results of operations, comprehensive income, cash flows and shareholders equity for the periods presented. Such adjustments are of a normal and recurring nature. Certain prior period amounts in the condensed consolidated financial statements and notes to the condensed consolidated financial statements have been reclassified to conform to the current period s presentation.

The Company s Consolidated Financial Statements for the fiscal year ended June 30, 2017, are included in its Annual Report on Form 10-K as filed with the United States Securities and Exchange Commission (SEC) on August 4, 2017. The Company believes that the disclosures included in the unaudited condensed consolidated financial statements, when read in conjunction with its Consolidated Financial Statements as of June 30, 2017, and the notes thereto, are adequate to make the information presented not misleading.

The results of operations for the three months ended September 29, 2017, are not necessarily indicative of the results of operations to be expected for any subsequent interim period in the Company s fiscal year ending June 29, 2018. The Company operates and reports financial results on a fiscal year of 52 or 53 weeks ending on the Friday closest to June 30. Both the three months ended September 29, 2017 and September 30, 2016 consisted of 13 weeks. Fiscal year 2018 will be comprised of 52 weeks and will end on June 29, 2018. The fiscal quarters ended September 29, 2017, June 30, 2017, and September 30, 2016, are also referred to herein as the September 2017 quarter , the June 2017 quarter , and the September 2016 quarter , respectively.

Summary of Significant Accounting Policies

There have been no significant changes in the Company s significant accounting policies. Please refer to Note 1 of Financial Statements and Supplementary Data contained in Part II, Item 8 of the Company s Annual Report on Form 10-K for the fiscal year ended June 30, 2017, as filed with the SEC on August 4, 2017 for a discussion of the Company s other significant accounting policies.

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Recently Issued Accounting Pronouncements

In May 2014, August 2015, April 2016, May 2016 and December 2016, the Financial Accounting Standards Board (FASB) issued ASU 2014-09 (ASC Topic 606), *Revenue from Contracts with Customers,* ASU 2015-14 (ASC Topic 606) *Revenue from Contracts with Customers, Deferral of the Effective Date,* ASU 2016-10 (ASC Topic 606) *Revenue from Contracts with Customers, Identifying Performance Obligations and Licensing*, ASU 2016-12 (ASC Topic 606) *Revenue from Contracts with Customers, Narrow-Scope Improvements and Practical Expedients,* and ASU 2016-20 (ASC Topic 606) *Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers*, respectively. ASC Topic 606 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 Company is required to adopt the guidance in the first quarter of fiscal 2019. This standard may be applied retrospectively to all prior periods presented, or retrospectively with a cumulative adjustment to retained earnings in the year of adoption (modified retrospective transition approach). Based on its assessment, the Company plans to adopt the new revenue standard in the first quarter of fiscal 2019, utilizing the modified retrospective method of transition. While management has not yet completed its assessment of the impact of adopting this new standard on the Company s consolidated financial statements, the Company expects the adoption of the new standard will result in the recognition of revenues generally upon shipment (sell-in basis) for sales of products to certain direct retail customers and customers in certain indirect retail channels which are currently being recognized on a sell-through basis. Accordingly, the Company will need to estimate variable consideration (e.g. rebates) related to customer incentives on these arrangements. These changes are not expected to have a material impact on the Company s condensed consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01 (ASC Subtopic 825-10), *Financial Instruments Overall Recognition and Measurement of Financial Assets and Financial Liabilities.* The amendments in this ASU require entities to measure all investments in equity securities at fair value with changes recognized through net income. This requirement does not apply to investments that qualify for the equity method of accounting, to those that result in consolidation of the investee, or for which the entity meets a practicability exception to fair value measurement. Additionally, the amendments eliminate certain disclosure requirements related to financial instruments measured at amortized cost and add disclosures related to the measurement categories of financial assets and financial liabilities. The Company is required to adopt the guidance in the first quarter of fiscal 2019. Early adoption is permitted for only certain portions of the ASU. The Company is in the process of assessing the impact of this ASU on its condensed consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02 (ASC Topic 842), *Leases*. The ASU amends a number of aspects of lease accounting, including requiring lessees to recognize operating leases with a term greater than one year on their balance sheet as a right-of-use asset and corresponding lease liability, measured at the present value of the lease payments. The Company is required to adopt the guidance in the first quarter of fiscal 2020. Early adoption is permitted. The Company is in the process of assessing the impact of this ASU on its condensed consolidated financial statements.

In January 2017, the FASB issued ASU 2017-01 (ASC Topic 805), *Business Combination: Clarifying the Definition of a Business*. The amendments in this ASU change the definition of a business to assist with evaluating when a set of transferred assets and activities is a business. The Company is required to adopt the guidance in the first quarter of fiscal 2019. Early adoption is permitted. The Company is in the process of assessing the impact of this ASU on its condensed consolidated financial statements.

In May 2017, the FASB issued ASU 2017-09 (ASC Topic 718), *Stock Compensation: Scope of Modification Accounting*. The amendments in this ASU provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. The Company is required to adopt the guidance in the first quarter of fiscal 2019. Early adoption is permitted. The Company is in the process of assessing the impact of this ASU on its condensed consolidated financial statements.

Recently Adopted Accounting Pronouncements

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. This ASU became effective and was adopted by the Company in the September 2017 quarter on a prospective basis. The adoption of this guidance had no material impact on the Company s condensed consolidated financial statements and disclosures.

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In March 2016, the FASB issued ASU 2016-09 (ASC Topic 718*), Stock Compensation Improvements to Employee Share-Based Payment Accounting.* The amendments in this ASU are intended to simplify several areas of accounting for share-based compensation arrangements, including the income tax consequences, classification on the consolidated statement of cash flows and treatment of forfeitures. This ASU became effective and was adopted by the Company in the September 2017 quarter. Upon adoption, excess tax benefits or deficiencies from share-based award activity are reflected in the condensed consolidated statements of operations as a component of the provision for income taxes, whereas they previously were recognized in the Shareholder s equity in the condensed consolidated balance sheets. The Company also elected to continue to account for share-based compensation expense net of estimated forfeitures. The adoption of this ASU resulted in an increase in deferred tax assets relating to net operating losses of approximately $0.6 billion, offset by an equivalent increase in the valuation allowance with no impact to retained earnings. The adoption of this guidance had no material impact on the Company s condensed consolidated financial statements and disclosures.

In October 2016, the FASB issued ASU 2016-16 (ASC Topic 740), *Income Taxes: Intra-Entity Transfers of Assets Other Than Inventory*. The amendments in this ASU require the recognition of the income tax consequences for intra-entity transfers of assets other than inventory when the transfer occurs. The Company elected to adopt this ASU in the September 2017 quarter on a modified retrospective basis with no material impact on the Company s condensed consolidated financial statements and disclosures.

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 September 29, 2017:

(Dollars in millions)	Amortized Cost	Unrealized Gain/(Loss)	Fair Value
Available-for-sale securities:			
Money market funds	$ 623	$	$ 623
Time deposits and certificates of deposit	207		207
Total	$ 830	$	$ 830
Included in Cash and cash equivalents			$ 826
Included in Other current assets			4
Total			$ 830

As of September 29, 2017, the Company s Other current assets included $4 million in restricted cash and investments held as collateral at banks for various performance obligations.

As of September 29, 2017, 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 that no available-for-sale securities were other-than-temporarily impaired as of September 29, 2017.

The fair value and amortized cost of the Company s investments classified as available-for-sale as of September 29, 2017, by remaining contractual maturity were as follows:

(Dollars in millions)	**Amortized Cost**	**Fair Value**
Due in less than 1 year	$ 830	$ 830
Due in 1 to 5 years		
Due in 6 to 10 years		
Thereafter		
Total	$ 830	$ 830

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The following table summarizes, by major type, the fair value and amortized cost of the Company s investments as of June 30, 2017:

(Dollars in millions)	Amortized Cost	Unrealized Gain/(Loss)	Fair Value
Available-for-sale securities:			
Money market funds	$ 594	$	$ 594
Time deposits and certificates of deposit	584		584
Total	$ 1,178	$	$ 1,178
Included in Cash and cash equivalents			$ 1,174
Included in Other current assets			4
Total			$ 1,178

As of June 30, 2017, the Company s Other current assets included $4 million in restricted cash and investments held as collateral at banks for various performance obligations.

As of June 30, 2017, 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 June 30, 2017.

Cash, Cash Equivalents, and Restricted Cash

The following table provides a summary of cash, cash equivalents, and restricted cash reported within the Condensed Consolidated Balance Sheets that reconciles to the corresponding amount in the Condensed Consolidated Statements of Cash Flows:

(Dollars in millions)	September 29, 2017	June 30, 2017	September 30, 2016	July 1, 2016
Cash and cash equivalents	$ 2,285	$ 2,539	$ 1,489	$ 1,125
Restricted cash included in Other current assets	4	4	6	7
Total cash, cash equivalents, and restricted cash shown in the Statements of Cash Flows	$ 2,289	$ 2,543	$ 1,495	$ 1,132

Inventories

The following table provides details of the inventory balance sheet item:

(Dollars in millions)	September 29, 2017	June 30, 2017
Raw materials and components	$ 327	$ 350
Work-in-process	275	257
Finished goods	412	375
	$ 1,014	$ 982

Property, Equipment and Leasehold Improvements, net

The components of property, equipment and leasehold improvements, net, were as follows:

(Dollars in millions)	September 29, 2017	June 30, 2017
Property, equipment and leasehold improvements	$ 9,529	$ 9,633
Accumulated depreciation and amortization	(7,712)	(7,758)
	$ 1,817	$ 1,875

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Accrued Expenses

The following table provides details of the accrued expenses balance sheet item:

(Dollars in millions)	September 29, 2017	June 30, 2017
Dividends payable	$ 182	$ 184
Other accrued expenses	476	466
Total	$ 658	$ 650

Accumulated Other Comprehensive Income (Loss) (AOCI)

The components of AOCI, net of tax, were as follows:

(Dollars in millions)	Unrealized Gains (Losses) on Cash Flow Hedges	Unrealized Gains (Losses) on Marketable Securities	Unrealized Gains (Losses) on Post-Retirement Plans	Foreign Currency Translation Adjustments	Total
Balance at June 30, 2017	$	$	$ (5)	$ (12)	$ (17)
Other comprehensive income (loss) before reclassifications				4	4
Amounts reclassified from AOCI					
Other comprehensive income (loss)				4	4
Balance at September 29, 2017	$	$	$ (5)	$ (8)	$ (13)
Balance at July 1, 2016	$ (1)	$	$ (7)	$ (17)	$ (25)
Other comprehensive income (loss) before reclassifications	(1)			1	
Amounts reclassified from AOCI	1				1

Other comprehensive income (loss)				1	1
Balance at September 30, 2016	$ (1)	$	$ (7)	$ (16)	$ (24)

3. Debt

Short-Term Borrowings

The credit agreement entered into by the Company and its subsidiary Seagate HDD Cayman on January 18, 2011 and subsequently amended (the Revolving Credit Facility) provides the Company with a $700 million senior secured revolving credit facility. The term of the Revolving Credit Facility is through January 15, 2020, provided that if the Company does not have Investment Grade Ratings (as defined in the Revolving Credit Facility) on August 15, 2018, then the maturity date will be August 16, 2018 unless certain extension conditions have been satisfied. The loans made under the Revolving Credit Facility 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, subject to compliance with certain covenants and other customary conditions to borrowing, and for the issuance of letters of credit up to a sub-limit of $75 million.

The Revolving Credit Facility, as amended, includes three financial covenants: (1) minimum cash, cash equivalents and marketable securities; (2) a fixed charge coverage ratio; and (3) a net leverage ratio. On April 27, 2016, the Revolving Credit Agreement was amended in order to increase the allowable net leverage ratio to allow for higher net leverage levels. The Company was in compliance with the modified covenants as of September 29, 2017 and expects to be in compliance for the next 12 months.

As of September 29, 2017, no borrowings had been drawn or letters of credit utilized under the Revolving Credit Facility.

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Long-Term Debt

$800 million Aggregate Principal Amount of 3.75% Senior Notes due November 2018 (the 2018 Notes). The interest on the 2018 Notes is payable semi-annually on May 15 and November 15 of each year. The issuer under the 2018 Notes is Seagate HDD Cayman, and the obligations under the 2018 Notes are fully and unconditionally guaranteed, on a senior unsecured basis, by the Company. During the September 2017 quarter, the Company repurchased $22 million aggregate principal amount of the 2018 Notes for cash at a premium to their principal amount, plus accrued and unpaid interest. The Company recorded an immaterial loss on the repurchase during the three months ended September 29, 2017, which is included in Other, net on the Condensed Consolidated Statements of Operations.

$750 million Aggregate Principal Amount of 4.25% Senior Notes due March 2022 (the 2022 Notes). The interest on the 2022 Notes is payable semi-annually on March 1 and September 1 of each year. The issuer under the 2022 Notes is Seagate HDD Cayman, and the obligations under the 2022 Notes are fully and unconditionally guaranteed, on a senior unsecured basis, by the Company.

$1 billion Aggregate Principal Amount of 4.75% Senior Notes due June 2023 (the 2023 Notes). The interest on the 2023 Notes is payable semi-annually on June 1 and December 1 of each year. The issuer under the 2023 Notes is Seagate HDD Cayman, and the obligations under the 2023 Notes are fully and unconditionally guaranteed, on a senior unsecured basis, by the Company.

$500 million Aggregate Principal Amount of 4.875% Senior Notes due March 2024 (the 2024 Notes). The interest on the 2024 Notes is payable semi-annually on March 1 and September 1 of each year. The issuer under the 2024 Notes is Seagate HDD Cayman, and the obligations under the 2024 Notes are fully and unconditionally guaranteed, on a senior unsecured basis, by the Company.

$1 billion Aggregate Principal Amount of 4.75% Senior Notes due January 2025 (the 2025 Notes). The interest on the 2025 Notes is payable semi-annually on January 1 and July 1 of each year. The issuer under the 2025 Notes is Seagate HDD Cayman, and the obligations under the 2025 Notes are fully and unconditionally guaranteed, on a senior unsecured basis, by the Company.

$700 million Aggregate Principal Amount of 4.875% Senior Notes due June 2027 (the 2027 Notes). The interest on the Notes is payable semi-annually on June 1 and December 1 of each year. 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.

$500 million Aggregate Principal Amount of 5.75% Senior Notes due December 2034 (the 2034 Notes). The interest on the 2034 Notes is payable semi-annually on June 1 and December 1 of each year. 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.

At September 29, 2017, future principal payments on long-term debt were as follows (in millions):

Fiscal Year	Amount
Remainder of 2018	$
2019	688

2020		
2021		
2022		750
Thereafter		3,613
Total	$	5,051

4. Income Taxes

The Company s income tax provision of $7 million in the three months ended September 29, 2017 included approximately $1 million of net discrete tax expense.

The Company s income tax provision recorded for the three months ended September 29, 2017 differed from the provision from income taxes 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.

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During the three months ended September 29, 2017, the Company s unrecognized tax benefits excluding interest and penalties decreased by approximately $1 million to $73 million. The unrecognized tax benefits that, if recognized, would impact the effective tax rate were $73 million as of September 29, 2017, subject to certain future valuation allowance reversals. During the 12 months beginning September 30, 2017, the Company expects that its unrecognized tax benefits could be reduced by approximately $4 million, primarily as a result of the expiration of certain statutes of limitation.

The Company s income tax provision of $6 million in the three months ended September 30, 2016 included approximately $5 million of net discrete tax benefits, primarily associated with the release of tax reserves associated with the expiration of certain statutes of limitation.

The Company s income tax provision recorded for the three months ended September 30, 2016 differed from the provision from income taxes 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.

5. Acquisitions

Dot Hill Systems Corp.

On October 6, 2015, the Company acquired all of the outstanding shares of Dot Hill Systems Corp. (Dot Hill), a supplier of software and hardware storage systems. The Company paid $9.75 per share, or $674 million, in cash for the acquisition. The acquisition of Dot Hill further expands the Company s OEM-focused cloud storage systems business and advances the Company s strategic efforts.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date:

(Dollars in millions)		Amount
Cash and cash equivalents	$	40
Accounts receivable, net		48
Inventories		21
Other current and non-current assets		7
Property, plant and equipment		10
Intangible assets		252
Goodwill		364
Total assets		742
Accounts payable, accrued expenses and other		(68)
Total liabilities		(68)

Total	$	674

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:

(Dollars in millions)		**Fair Value**	**Weighted-Average Amortization Period**
Existing technology	$	164	5.0 years
Customer relationships		71	7.0 years
Trade names		3	5.0 years
Total amortizable intangible assets acquired		238	5.5 years
In-process research and development		14	
Total acquired identifiable intangible assets	$	252	

The recognized goodwill, which is not deductible for income tax purposes, is primarily attributable to cost synergies expected to arise after the acquisition and the benefits the Company expects to derive from enhanced market opportunities.

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6. Goodwill and Other Intangible Assets

Goodwill

The changes in the carrying amount of goodwill for the three months ended September 29, 2017, are as follows:

(Dollars in millions)	Amount
Balance at June 30, 2017	$ 1,238
Goodwill acquired	
Goodwill disposed	(1)
Foreign currency translation effect	
Balance at September 29, 2017	$ 1,237

Other Intangible Assets

Other intangible assets consist primarily of existing technology, customer relationships and trade names acquired in business combinations. Intangibles are amortized on a straight-line basis over the respective estimated useful lives of the assets. Amortization is charged to Operating expenses in the Condensed Consolidated Statements of Operations.

The carrying value of other intangible assets subject to amortization, excluding fully amortized intangible assets, as of September 29, 2017, is set forth in the following table:

(Dollars in millions)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Remaining Useful Life
Existing technology	$ 279	$ (124)	$ 155	3.4 years
Customer relationships	457	(385)	72	3.7 years
Trade name	17	(10)	7	2.0 years
Other intangible assets	35	(14)	21	2.4 years
Total amortizable other intangible assets	$ 788	$ (533)	$ 255	3.4 years

The carrying value of other intangible assets subject to amortization as of June 30, 2017 is set forth in the following table:

(Dollars in millions)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Remaining Useful Life
Existing technology	$ 280	$ (112)	$ 168	3.6 years
Customer relationships	487	(395)	92	3.4 years

Trade name		27		(19)		8	2.1 years
Other intangible assets		29		(16)		13	2.6 years
Total amortizable other intangible assets	$	823	$	(542)	$	281	3.4 years

For the three months ended September 29, 2017 and September 30, 2016, the amortization expense of other intangible assets were $36 million and $42 million, respectively. As of September 29, 2017, expected amortization expense for other intangible assets for each of the next five fiscal years and thereafter is as follows:

(Dollars in millions)		**Amount**
Remainder of 2018	$	73
2019		71
2020		53
2021		25
2022		17
Thereafter		16
Total	$	255

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7. Restructuring and Exit Costs

For the three months ended September 29, 2017, the Company recorded restructuring charges of approximately $51 million, comprised primarily of charges related to workforce reduction costs and facility exit costs associated with the restructuring of its workforce during the fiscal year. The Company s significant restructuring plans are described below. All restructuring charges are reported in Restructuring and other, net on the Condensed Consolidated Statements of Operations.

July 2017 Plan - On July 25, 2017, the Company committed to a restructuring plan (the July 2017 Plan) to reduce its cost structure. The July 2017 Plan included reducing the Company s global headcount by approximately 600 employees. The July 2017 Plan was largely completed by the end of the September 2017 quarter.

March 2017 Plan - On March 9, 2017, the Company committed to a restructuring plan (the March 2017 Plan) in connection with the continued consolidation of its global footprint. The Company closed its design center in Korea, resulting in the reduction of the Company s headcount by approximately 300 employees. The March 2017 Plan was largely completed by the end of fiscal year 2017.

July 2016 Plan - On July 11, 2016, the Company committed to a restructuring plan (the July 2016 Plan) for continued consolidation of its global footprint across Asia, EMEA and the Americas. The July 2016 Plan included reducing worldwide headcount by approximately 6,500 employees. The July 2016 Plan was largely completed by the end of fiscal year 2017.

In addition, during fiscal year 2017, the Company committed to sell certain land and buildings primarily in Asia as part of the March 2017 and July 2016 plans which accordingly met the criteria to be classified as assets held for sale and were reclassified to Other current assets at that time. These assets remained included in Other current assets on the Condensed Consolidated Balance Sheet as of September 29, 2017.

	July 2017 Plan		**March 2017 Plan**		**July 2016 Plan**		**Other Plans**		
(Dollars in millions)	**Workforce Reduction Costs**	**Facilities and Other Exit Costs**	**Workforce Reduction Costs**	**Facilities and Other Exit Costs**	**Workforce Reduction Costs**	**Facilities and Other Exit Costs**	**Workforce Reduction Costs**	**Facilities and Other Exit Costs**	**Total**
Accrual balances at June 30, 2017	$	$	$	$	$ 22	$ 2	$ 6	$ 13	$ 43
Restructuring charges	38	4				6	2		50
Cash payments	(14)	(3)			(16)	(7)	(4)	(2)	(46)
Adjustments			1		1		(1)		1
Accrual balances at September 29, 2017	$ 24	$ 1	$ 1	$	$ 7	$ 1	$ 3	$ 11	$ 48
Total costs incurred to date as of September 29, 2017	$ 38	$ 4	$ 30	$ 3	$ 80	$ 26	$ 227	$ 50	$ 458
Total expected costs to be incurred as of September 29, 2017	$	$ 3	$ 1	$	$ 2	$ 6	$	$ 3	$ 15

8. Derivative Financial Instruments

The Company is exposed to foreign currency exchange rate, interest rate, and to a lesser extent, equity market 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. 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 Condensed 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 Company has no outstanding cash flow hedges as of September 29, 2017 and June 30, 2017.

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 net gains or losses related to the loss of hedge designation on discontinued cash flow hedges during the three months ended September 29, 2017.

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As of September 29, 2017 and June 30, 2017, the Company does not have outstanding foreign currency forward exchange contracts.

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 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. As of September 29, 2017, the notional investments underlying the TRS amounted to $114 million. The contract term of the TRS is through January 2018 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.

As of September 29, 2017 and June 30, 2017, the Company has no outstanding foreign currency forward exchange contracts and the gross fair value of the TRS reflected in the Condensed Consolidated Balance Sheets, respectively, is immaterial.

The following tables show the effect of the Company s derivative instruments on the Condensed Consolidated Statement of Comprehensive Income and the Condensed Consolidated Statement of Operations for the three months ended September 29, 2017.

(Dollars in millions) 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, net	$
Total return swap	Operating expenses	3

The following tables show the effect of the Company s derivative instruments on the Condensed Consolidated Statement of Comprehensive Income and the Condensed Consolidated Statement of Operations for the three months ended September 30, 2016:

s in millions) tives Designated as Hedging Instruments	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)	Amour Gai or (Lo Recogn in Incon (Ineffec Portion Amou Excluc fron

						Effectiv **Testing**
currency forward exchange contracts	$	(1)	Cost of revenue	$ (1)	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, net	$ (1)
Total return swap	Operating expenses	3

(a) The amount of gain or (loss) recognized in income related to the ineffective portion of the hedging relationships and the amount excluded from the assessment of hedge effectiveness were less than $1 million for the three months ended September 30, 2016.

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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 are:

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.

Items Measured at Fair Value on a Recurring Basis

The following tables present the Company s assets and liabilities, by financial instrument type and balance sheet line item that are measured at fair value on a recurring basis, excluding accrued interest components, as of September 29, 2017:

	Fair Value Measurements at Reporting Date Using			
(Dollars in millions)	**Quoted Prices in Active Markets for Identical Instruments**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total Balance**

	(Level 1)			
Assets:				
Money market funds	$ 622	$	$	$ 622
Time deposits		204		204
Total cash equivalents	622	204		826
Restricted cash and investments:				
Money market funds	1			1
Time deposits and certificates of deposit		3		3
Total assets	$ 623	$ 207	$	$ 830

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(Dollars in millions)	Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Balance
Assets:				
Cash and cash equivalents	$ 622	$ 204	$	$ 826
Other current assets	1	3		4
Total assets	$ 623	$ 207	$	$ 830

The following tables present the Company s assets and liabilities, by financial instrument type and balance sheet line item that are measured at fair value on a recurring basis, excluding accrued interest components, as of June 30, 2017:

(Dollars in millions)	Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Balance
Assets:				
Money market funds	$ 593	$	$	$ 593
Time deposits		581		581
Total cash equivalents	593	581		1,174
Restricted cash and investments:				
Money market funds	1			1
Time deposits and certificates of deposit		3		3
Total assets	$ 594	$ 584	$	$ 1,178

(Dollars in millions)	Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for Identical Instruments	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Balance

	(Level 1)			
Assets:				
Cash and cash equivalents	$ 593	$ 581	$	$ 1,174
Other current assets	1	3		4
Total assets	$ 594	$ 584	$	$ 1,178

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, time deposits and certificates of deposit. These debt investments are priced using observable 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. For the cash equivalents and short-term 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 September 29, 2017, 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.

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As of September 29, 2017 and June 30, 2017, the Company had no Level 3 assets or liabilities measured at fair value on a recurring basis.

Items Measured at Fair Value on a Non-Recurring Basis

From time to time, the Company enters into certain strategic investments for the promotion of business and strategic objectives. These strategic investments primarily include cost basis investments representing those where the Company does not have the ability to exercise significant influence as well as equity method investments representing those where the Company does have the ability to exercise significant influence but does not have control. These investments are included in Other assets, net in the Condensed Consolidated Balance Sheets, and are periodically analyzed to determine whether or not there are indicators of impairment. The carrying value of the Company s strategic investments at September 29, 2017 and June 30, 2017 totaled $125 million at both dates, and consisted primarily of privately held equity securities without a readily determinable fair value.

For the three months ended September 29, 2017 and September 30, 2016, the Company did not have any equity investments accounted for under the cost method that were other-than-temporarily impaired and did not record any impairment charges.

As of September 29, 2017 and June 30, 2017, the Company has $77 million held for sale assets included in Other current assets on the Condensed Consolidated Balance Sheets, which primarily consisted of $37 million of land and building in Korea and $26 million of land and building in China, with the remainder of the balance comprised of property at other locations (collectively, the properties). The respective properties to be sold met the criteria to be classified as held for sale during the quarters ended March 31, 2017 and June 30, 2017. Depreciation related to the properties ceased as of the date these were determined to be held for sale. During fiscal year 2017, the Company recorded impairment charges of $35 million to write down the carrying amount of such properties to their estimated fair values less costs to sell. The impairment charges were recorded in Operating expenses in the Consolidated Statement of Operations. No additional impairment charges related to these properties were recorded during the September 2017 quarter. The fair values were measured with the assistance of third-party valuation models which used inputs such as comparable market data for similar land sale transactions adjusted for differences in comparable properties to derive the estimated fair value of the subject properties and the cost approach valuation techniques for buildings as part of the analysis. The fair value measurement was categorized as Level 3 as significant unobservable inputs were used in the valuation analysis.

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 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:

	September 29, 2017		June 30, 2017	
(Dollars in millions)	**Carrying Amount**	**Estimated Fair Value**	**Carrying Amount**	**Estimated Fair Value**
3.75% Senior Notes due November 2018	$ 688	$ 701	$ 710	$ 726

4.25% Senior Notes due March 2022		748		746		748		765
4.75% Senior Notes due June 2023		951		963		951		987
4.875% Senior Notes due March 2024		497		493		497		511
4.75% Senior Notes due January 2025		975		949		975		984
4.875% Senior Notes due June 2027		695		659		695		698
5.75% Senior Notes due December 2034		489		459		489		488
	$	5,043	$	4,970	$	5,065	$	5,159
Less: debt issuance costs		(41)				(44)		
Long-term debt, net of debt issuance costs	$	5,002	$	4,970	$	5,021	$	5,159

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10. Equity

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 289,261,062 shares were outstanding as of September 29, 2017, and 100,000,000 preferred shares, par value $0.00001, of which none were issued or outstanding as of September 29, 2017.

Ordinary shares Holders of ordinary shares are entitled to receive dividends as and when 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 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 April 22, 2015, the Board of Directors authorized the Company to repurchase $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 September 29, 2017, $1.1 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 shares during the three months ended September 29, 2017:

(In millions)	**Number of Shares Repurchased**	**Dollar Value of Shares Repurchased**
Repurchases of ordinary shares	5	$ 166
Tax withholding related to vesting of equity awards	1	20

Total	6	$ 186

11. Share-based Compensation

The Company recorded approximately $32 million and $40 million of share-based compensation expense during the three months ended September 29, 2017 and September 30, 2016, respectively.

12. Guarantees

Indemnifications to Officers and Directors

On May 4, 2009, Seagate Technology, an exempted company incorporated with limited liability under the laws of the Cayman Islands (Seagate-Cayman), then the parent company, entered into a new form of indemnification agreement (the Revised Indemnification Agreement) with its officers and directors of Seagate-Cayman and its subsidiaries (each, an Indemnitee). The Revised Indemnification Agreement provides indemnification in addition to any of Indemnitee s indemnification rights under Seagate-Cayman s Articles of Association, applicable law or otherwise, and indemnifies an Indemnitee for certain expenses (including attorneys fees), judgments, fines and settlement amounts actually and reasonably incurred by him or her in any action or proceeding, including any action by or in the right of Seagate-Cayman or any of its subsidiaries, arising out of his or her service as a director, officer, employee or agent of Seagate-Cayman or any of its subsidiaries or of any other entity to which he or she provides services at Seagate-Cayman s request. However, an Indemnitee shall not be indemnified under the Revised Indemnification Agreement for (i) any fraud or dishonesty in the performance of Indemnitee s duty to Seagate-Cayman or the applicable subsidiary of Seagate-Cayman or (ii) Indemnitee s conscious, intentional or willful failure to act honestly, lawfully and in good faith with a

view to the best interests of Seagate-Cayman or the applicable subsidiary of Seagate-Cayman. In addition, the Revised Indemnification Agreement provides that Seagate-Cayman will advance expenses incurred by an Indemnitee in connection with enforcement of the Revised Indemnification Agreement or with the investigation, settlement or appeal of any action or proceeding against him or her as to which he or she could be indemnified.

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On July 3, 2010, pursuant to a corporate reorganization, the common shareholders of Seagate-Cayman became ordinary shareholders of Seagate Technology plc (the Company) and Seagate-Cayman became a wholly owned subsidiary of the Company, as described more fully in the Current Report on Form 8-K filed by the Company on July 6, 2010 (the Redomestication). On July 27, 2010, in connection with the Redomestication, the Company, as sole shareholder of Seagate-Cayman, approved a form of deed of indemnity (the Deed of Indemnity), which provides for the indemnification by Seagate-Cayman of any director, officer, employee or agent of the Company, Seagate-Cayman or any subsidiary of the Company (each, a Deed Indemnitee), in addition to any of a Deed Indemnitee s indemnification rights under the Company s Articles of Association, applicable law or otherwise, with a similar scope to the Revised Indemnification Agreement. Seagate-Cayman entered into the Deed of Indemnity with certain Deed Indemnitees effective as of July 3, 2010 and continues to enter into the Deed of Indemnity with additional Deed Indemnitees from time to time.

The nature of these indemnification obligations prevents the Company from making a reasonable estimate of the maximum potential amount it could be required to pay on behalf of its officers and directors. Historically, the Company has not made any significant indemnification payments under such agreements and no amount has been accrued in the accompanying condensed consolidated financial statements with respect to these indemnification obligations.

Intellectual Property Indemnification Obligations

The Company has entered into agreements with customers and suppliers that include limited intellectual property indemnification obligations that are customary in the industry. These guarantees generally require the Company to compensate the other party for certain damages and costs incurred as a result of third party intellectual property claims arising from these transactions. The nature of the intellectual property indemnification obligations prevents the Company from making a reasonable estimate of the maximum potential amount it could be required to pay to its customers and suppliers. Historically, the Company has not made any significant indemnification payments under such agreements and no amount has been accrued in the accompanying condensed consolidated financial statements with respect to these indemnification obligations.

Product Warranty

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 uses estimated repair or replacement costs and uses statistical modeling to estimate product return rates in order to determine its warranty obligation. Changes in the Company s product warranty liability during the three months ended September 29, 2017 and September 30, 2016 were as follows:

(Dollars in millions)	**For the Three Months Ended September 29, 2017**	**September 30, 2016**
Balance, beginning of period	$ 233	$ 206
Warranties issued	35	31
Repairs and replacements	(27)	(30)
Changes in liability for pre-existing warranties, including expirations	(11)	9

Balance, end of period	$	230	$	216

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13. Earnings Per Share

Basic earnings per share is computed by dividing income available to shareholders by the weighted-average number of shares outstanding during the period. Diluted earnings per share is computed by dividing income available to shareholders by the weighted-average number of shares outstanding during the period and the number of additional shares that would have been outstanding if the potentially dilutive securities had been issued. Potentially dilutive securities include outstanding options, unvested restricted stock units and shares to be purchased under the Employee Stock Purchase Plan (ESPP). The dilutive effect of potentially dilutive securities is reflected in diluted earnings per share by application of the treasury stock method. Under the treasury stock method, an increase in fair market value of the Company s share price can result in a greater dilutive effect from potentially dilutive securities. The following table sets forth the computation of basic and diluted net income per share attributable to the shareholders of the Company:

(In millions, except per share data)	For the Three Months Ended September 29, 2017		September 30, 2016	
Numerator:				
Net income	$	181	$	167
Number of shares used in per share calculations:				
Total shares for purposes of calculating basic net income per share		290		299
Weighted-average effect of dilutive securities:				
Employee equity award plans		2		2
Total shares for purpose of calculating diluted net income per share		292		301
Net income per share:				
Basic	$	0.62	$	0.56
Diluted	$	0.62	$	0.55

The anti-dilutive shares related to employee equity award plans that were excluded from the computation of diluted net income per share were 2 million and 3 million for the three months ended September 29, 2017 and September 30, 2016, respectively.

14. Legal, Environmental and Other Contingencies

The Company assesses the probability of an unfavorable outcome of all its material litigation, claims, or assessments to determine whether a liability had been incurred and whether it is probable that one or more future events will occur confirming the fact of the loss. In the event that an unfavorable outcome is determined to be probable and the amount of the loss can be reasonably estimated, the Company establishes an accrual for the litigation, claim or assessment. In addition, in the event an unfavorable outcome is determined to be less than probable, but reasonably possible, the Company will disclose an estimate of the possible loss or range of such loss; however, when a reasonable estimate cannot be made, the Company will provide disclosure to that effect. Litigation is inherently uncertain and may result in adverse rulings or decisions. Additionally, the Company may enter into settlements or be subject to judgments that may, individually or in the aggregate, have a material adverse effect on its results of operations. Accordingly, actual results could differ materially.

Intellectual Property Litigation

Convolve, Inc. (Convolve) and Massachusetts Institute of Technology (MIT) v. Seagate Technology LLC, et al. On July 13, 2000, Convolve and MIT filed suit against Compaq Computer Corporation and Seagate Technology LLC in the U.S. District Court for the Southern District of New York, alleging infringement of U.S. Patent No. 4,916,635 (the 635 patent) and U.S. Patent No. 5,638,267 (the 267 patent), misappropriation of trade secrets, breach of contract, and other claims. On January 16, 2002, Convolve filed an amended complaint, alleging defendants infringe U.S. Patent No. 6,314,473 (the 473 patent). The district court ruled in 2010 that the 267 patent was out of the case.

On August 16, 2011, the district court granted in part and denied in part the Company s motion for summary judgment. On July 1, 2013, the U.S. Court of Appeals for the Federal Circuit: 1) affirmed the district court s summary judgment rulings that Seagate did not misappropriate any of the alleged trade secrets and that the asserted claims of the 635 patent are invalid; 2) reversed and vacated the district court s summary judgment of non-infringement with respect to the 473 patent; and 3) remanded the case for further proceedings on the 473 patent. On July 11, 2014, the district court granted the Company s further summary judgment motion regarding the 473 patent. On February 10, 2016, the U.S. Court of Appeals for the Federal Circuit: 1) affirmed the district court s summary judgment of no direct infringement by Seagate because Seagate s ATA/SCSI disk drives do not meet the user interface limitation of the asserted claims of the 473 patent; 2) affirmed the district court s summary judgment of non-infringement by Compaq s products as to claims 1, 3, and 5 of the 473 patent because Compaq s F10 BIOS interface does not meet the commands limitation of those claims; 3) vacated the district court s summary judgment of non-infringement by Compaq s accused products as to claims 7-15 of the 473 patent; 4) reversed the district court s summary judgment of non-infringement based on intervening rights; and 5) remanded the case to the district court for further proceedings on the 473 patent. In view of the rulings made by the district court and the Court of Appeals and the uncertainty regarding the amount of damages, if any, that could be awarded Convolve in this matter, the Company does not believe that it is currently possible to determine a reasonable estimate of the possible range of loss related to this matter.

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Enova Technology Corporation v. Seagate Technology (US) Holdings, Inc., et al. On June 5, 2013, Enova Technology Corporation (Enova) filed a complaint against Seagate Technology (US) Holdings, Inc. and Seagate Technology LLC in the U.S. District Court for the District of Delaware alleging infringement of U.S. Patent No. 7,136,995 (the 995 patent), Cryptographic Device, and U.S. Patent No. 7,900,057 (the 057 patent), Cryptographic Serial ATA Apparat and Method. The Company believes the claims are without merit and intends to vigorously defend this case. On April 27, 2015, the district court ordered a stay of the case, in view of proceedings regarding the 995 and 057 patents before the Patent Trial and Appeal Board (PTAB) of the U.S. Patent and Trademark Office. On September 2, 2015, PTAB issued its final written decision that claims 1-15 of the 995 patent are held unpatentable. On December 18, 2015, PTAB issued its final written decisions that claims 1-32 and 40-53 of the 057 patent are held unpatentable. On February 4, 2016, PTAB issued its final written decision that claims 33-39 of the 057 patent are held unpatentable. Enova appealed PTAB s decisions on the 995 patent and the 057 patent to the U.S. Court of Appeals for the Federal Circuit. On March 20, 2017, the court of appeals issued its judgment affirming PTAB s decision on the 995 patent. On September 6, 2017, the court of appeals issued its judgment affirming PTAB s decision on the 057 patent. In view of the uncertainty regarding the amount of damages, if any, that could be awarded in this matter, the Company does not believe that it is currently possible to determine a reasonable estimate of the possible range of loss related to this matter.

Lambeth Magnetic Structures LLC v. Seagate Technology (US) Holdings, Inc., et al. On April 29, 2016, Lambeth Magnetic Structures LLC filed a complaint against Seagate Technology (US) Holdings, Inc. and Seagate Technology LLC in the U.S. District Court for the Western District of Pennsylvania, alleging infringement of U.S. Patent No. 7,128,988, Magnetic Material Structures, Devices and Methods. The Company believes the claims asserted in the complaint are without merit and intends to vigorously defend this case. The court issued its claim construction ruling on October 18, 2017. No trial date has been set. In view of the uncertainty regarding the amount of damages, if any, that could be awarded in this matter, the Company does not believe that it is currently possible to determine a reasonable estimate of the possible range of loss related to this matter.

Environmental Matters

The Company s 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 the Company s 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.

The Company has established environmental management systems and continually updates its environmental policies and standard operating procedures for its operations worldwide. The Company believes that its operations are in material compliance with applicable environmental laws, regulations and permits. The Company budgets for operating and capital costs on an ongoing basis to comply with environmental laws. If additional or more stringent requirements are imposed on the Company in the future, it 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. The Company has been identified as a potentially responsible party at several sites. At each of these sites, the Company has 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. The Company has fulfilled its responsibilities at some of these sites and remains involved in only a few at this time.

While the Company s ultimate costs in connection with these sites is difficult to predict with complete accuracy, based on its current estimates of cleanup costs and its expected allocation of these costs, the Company does not expect costs in connection with these sites to be material.

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The Company 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 and server storage products, 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. If the Company or its suppliers fails to comply with the substance restrictions, recycle requirements or other environmental requirements as they are enacted worldwide, it could have a materially adverse effect on the Company s business.

Other Matters

The Company is involved in a number of other judicial, regulatory or administrative proceedings and investigations incidental to its business, and the Company may be involved in such proceedings arising in the normal course of its business in the future. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters will not have a material adverse effect on its financial position or results of operations.

15. Commitments

Investment commitment to acquire preferred equity securities

On September 28, 2017, the Company entered into an Equity Commitment Letter (ECL) with a consortium of investors led by Bain Capital Private Equity for the acquisition of Toshiba Memory Corporation (TMC). The ECL contemplates that, upon the closing of the acquisition, the Company or one of its subsidiaries would purchase up to JPY 139.5 billion (approximately USD 1.25 billion based on current exchange rates), of a newly issued non-convertible preferred equity security of a newly formed company, K. K. Pangea, for the purpose of acquiring TMC. The closing of the acquisition is subject to regulatory approvals and other closing conditions.

16. Subsequent Events

Dividend Declared

On October 23, 2017, the Company s Board of Directors approved and declared a quarterly cash dividend of $0.63 per share, which will be payable on January 3, 2018 to shareholders of record as of the close of business on December 20, 2017.

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is a discussion of the financial condition, changes in financial condition, and results of operations for our fiscal quarters ended September 29, 2017, June 30, 2017 and September 30, 2016, referred to herein as the September 2017 quarter, the June 2017 quarter, and the September 2016 quarter, respectively. We operate and report financial results on a fiscal year of 52 or 53 weeks ending on the Friday closest to June 30. The September 2017, June 2017 and September 2016 quarters were all 13 weeks.

You should read this discussion in conjunction with financial information and related notes included elsewhere in this report. Unless the context indicates otherwise, as used herein, the terms we, us, Seagate, the Company and our r Seagate Technology plc, an Irish public limited company, and its subsidiaries. References to $ are to United States dollars.

Some of the statements and assumptions included in this Quarterly Report on Form 10-Q are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 or Section 21E of the Securities Exchange Act of 1934, each as amended, including, in particular, statements about our plans, strategies and prospects, demand for our products, shifts in technology, estimates of industry growth, our ability to effectively manage our debt obligations, our restructuring efforts, our efforts to secure continuity of long-term NAND supply, the consummation of Bain Capital Private Equity s acquisition of Toshiba Memory Corporation, K.K. Pangea s ability to repay the preferred stock when due, the accretive impact on our earnings and the projected costs savings for the fiscal quarter ending December 29, 2017 and the fiscal year ending June 29, 2018 and beyond. These statements identify prospective information and may include words such as expects, intends, plans, anticipates, believes, es predicts, projects, may, will, or negatives of these words, variations of these words and comparable terminolo These forward-looking statements are based on information available to the Company as of the date of this Quarterly Report on Form 10-Q and are based on management s current views and assumptions. These forward-looking statements are conditioned upon and also involve a number of known and unknown risks, uncertainties and other factors that could cause actual results, performance or events to differ materially from those anticipated by these forward-looking statements. Such risks, uncertainties and other factors may be beyond our control and may pose a risk to our operating and financial condition. Such risks and uncertainties include, but are not limited to: uncertainty in global economic conditions, the impact of the variable demand and adverse pricing environment for disk drives, any regulatory, legal, logistical or other impediments to our ability to execute on our restructuring efforts, our ability to achieve projected cost savings in connection with our restructuring plans and consolidation of our manufacturing activities; our ability to successfully qualify, manufacture and sell our disk drive products in increasing volumes on a cost-effective basis and with acceptable quality, particularly the new disk drive products with lower cost structures; the impact of competitive product announcements; possible excess industry supply with respect to particular disk drive products; disruptions to our supply chain or production capabilities; the development and introduction of products based on new technologies and expansion into new data storage markets; the impact of competitive product announcements and unexpected advances in competing technologies or changes in market trends; consolidation trends in the data storage industry; currency fluctuations that may impact the Company s margins and international sales; cyber-attacks or other data breaches that disrupt its operations or results in the dissemination of proprietary or confidential information and cause reputational harm; our ability to comply with certain covenants in our credit facilities with respect to financial ratios and financial condition tests; the risk of non-compliance with the legal, regulatory, administrative and environmental regimes in the markets where we operate; and fluctuations in interest rates. Information concerning risks, uncertainties and other factors that could cause results to differ materially from those projected in such forward-looking statements is also set forth in Item 1A. Risk Factors of the Annual Report on Form 10-K for the fiscal year ended June 30, 2017, which we encourage you to carefully read. These forward-looking statements should not be relied upon as representing our views as of any subsequent date and we undertake no obligation to update forward-looking statements to reflect events or circumstances after the date they were made.

Our Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is provided in addition to the accompanying condensed consolidated financial statements and notes to assist readers in understanding our results of operations, financial condition, and cash flows. MD&A is organized as follows:

Our Company. Overview of our business.

Overview of the September 2017 Quarter. Highlights of events in the September 2017 quarter that impacted our financial position.

Results of Operations. An analysis of our financial results comparing the September 2017 quarter to the June 2017 quarter and the September 2016 quarter.

Liquidity and Capital Resources. An analysis of changes in our balance sheet and cash flows, and discussion of our financial condition including the credit quality of our investment portfolio and potential sources of liquidity.

Contractual Obligations and Commitments. Overview of contractual obligations and contingent liabilities and commitments outstanding as of September 29, 2017.

Critical Accounting Policies. Accounting policies and estimates that we believe are important to understanding the assumptions and judgments incorporated in our reported financial results.

Our Company

We are a leading provider of 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 data storage products including solid state drives (SSD) and their related controllers, solid state hybrid drives (SSHD) and storage subsystems.

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 with most SSDs using NAND-based flash memory. In addition to HDDs and SSDs, 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 mission critical and nearline applications in enterprise servers and storage systems; edge / client compute applications, where our products are designed primarily for desktop and mobile computing; and edge / client non-compute applications, where our products are designed for a wide variety of end user devices such as portable external storage systems, surveillance systems, network-attached storage (NAS), digital video recorders (DVRs) and gaming consoles.

Our cloud systems and solutions extend innovation from the device into the information infrastructure, onsite and in the cloud. Our portfolio includes modular original equipment manufacturer (OEM) storage systems and scale-out storage servers.

Overview of the September 2017 Quarter

During the September 2017 quarter, we shipped 70 exabytes of HDD storage capacity, generating revenue of approximately $2.6 billion and gross margin of 28%. Our operating cash flow was $237 million. We repurchased 5 million ordinary shares for $166 million and paid dividends of $184 million.

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Results of Operations

We list in the tables below summarized information from our Condensed Consolidated Statements of Operations by dollars and as a percentage of revenue:

(Dollars in millions)	For the Three Months Ended September 29, 2017	June 30, 2017	September 30, 2016
Revenue	$ 2,632	$ 2,406	$ 2,797
Cost of revenue	1,896	1,740	1,996
Gross margin	736	666	801
Product development	263	288	315
Marketing and administrative	145	149	155
Amortization of intangibles	22	19	28
Restructuring and other, net	51	14	82
Income from operations	255	196	221
Other expense, net	(67)	(76)	(48)
Income before income taxes	188	120	173
Provision for income taxes	7	6	6
Net income	$ 181	$ 114	$ 167

	For the Three Months Ended September 29, 2017	June 30, 2017	September 30, 2016
Revenue	100%	100%	100%
Cost of revenue	72	72	71
Gross margin	28	28	29
Product development	10	12	11
Marketing and administrative	5	6	6
Amortization of intangibles	1	1	1
Restructuring and other, net	2	1	3
Income from operations	10	8	8
Other expense, net	(3)	(3)	(2)
Income before income taxes	7	5	6
Provision for income taxes			

Net income	7%	5%	6%

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Revenue

The following table summarizes HDD information regarding average drive selling prices (ASPs), exabytes shipped, and revenues by channel and geography:

	For the Three Months Ended		
	September 29, 2017	June 30, 2017	September 30, 2016
ASPs (per unit)	$ 64	$ 64	$ 67
Exabytes Shipped	70	62	67
Revenues by Channel (%)			
OEMs	67%	67%	70%
Distributors	17%	18%	18%
Retailers	16%	15%	12%
Revenues by Geography (%)			
Americas	26%	28%	33%
EMEA	18%	18%	15%
Asia Pacific	56%	54%	52%

Revenue in the September 2017 quarter increased by $226 million from the June 2017 quarter as a result of an increase in exabytes shipped, partially offset by price erosion.

Revenue in the September 2017 quarter decreased by $165 million from the September 2016 quarter primarily as a result of price erosion partially offset by an increase in exabytes shipped.

We maintain various sales programs such as channel rebates and price masking. Sales programs were approximately 11%, 12% and 10% of gross drive revenue for the September 2017 quarter, June 2017 quarter and September 2016 quarter, respectively. Adjustments to revenues due to under or over accruals for sales programs related to revenues reported in prior quarterly periods were less than 1% of quarterly gross revenue in all periods presented.

Cost of Revenue and Gross Margin

	For the Three Months Ended		
(Dollars in millions)	September 29, 2017	June 30, 2017	September 30, 2016
Cost of revenue	$ 1,896	$ 1,740	$ 1,996
Gross margin	736	666	801
Gross margin percentage	28%	28%	29%

Gross margin as a percentage of revenue for the September 2017 quarter remained flat from the June 2017 quarter due to improved product mix offset by price erosion. Compared to the September 2016 quarter, gross margin as a percentage of revenue decreased by 100 basis points driven by price erosion, partially offset by favorable product mix and improved factory utilization resulting from cost savings due to our workforce reductions and manufacturing consolidation activities.

In the September 2017 quarter, total warranty cost was below the historical range of 1% to 1.5% of revenue and included a favorable change in estimates of prior warranty accruals of less than 0.5% of revenue. Warranty cost related to new shipments was 1.3%, 1.4%, and 1.1% of revenue for each of the September 2017, June 2017 and September 2016 quarters, respectively.

Operating Expenses

	For the Three Months Ended		
(Dollars in millions)	**September 29, 2017**	**June 30, 2017**	**September 30, 2016**
Product development	$ 263	$ 288	$ 315
Marketing and administrative	145	149	155
Amortization of intangibles	22	19	28
Restructuring and other, net	51	14	82
Operating expenses	$ 481	$ 470	$ 580

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Product development expense. Product development expense for the September 2017 quarter decreased by $25 million from the June 2017 quarter due to a $10 million decrease in salaries and employee benefits as a result of the restructuring of our workforce in prior periods and a $20 million decrease due to related operational efficiencies, offset by a $6 million increase in variable compensation and share-based compensation expenses.

Compared to the September 2016 quarter, product development expense decreased by $52 million due to a $20 million decrease in salaries and employee benefits as a result of the restructuring of our workforce in prior periods, a $21 million decrease due to related operational efficiencies and an $11 million decrease in variable compensation and share-based compensation expenses.

Marketing and administrative expense. Marketing and administrative expense for the September 2017 quarter decreased by $4 million from the June 2017 quarter primarily due to a decrease in salaries and related benefits as a result of the restructuring of our workforce in prior periods offset by an increase in variable compensation and share-based compensation expenses.

Compared to the September 2016 quarter, marketing and administrative expense decreased by $10 million primarily due to a decrease in salaries and related benefits as a result of the restructuring of our workforce in prior periods and a decrease in variable compensation and share-based compensation expenses.

Amortization of intangibles. Amortization of intangibles for the September 2017 quarter stayed flat from the June 2017 quarter. Amortization of intangibles for the September 2017 quarter decreased by $6 million from the September 2016 quarter due to certain intangible assets reaching the end of their useful life.

Restructuring and other, net. Restructuring and other, net for the September 2017 quarter was comprised of restructuring charges to reduce our global workforce by 600 employees. Restructuring and other, net for the June 2017 quarter was comprised of restructuring charges announced in prior periods. Restructuring and other, net for the September 2016 quarter was comprised of restructuring charges to reduce our global workforce by 6,500 employees. Each of these restructuring activities have reduced our workforce as we continue to consolidate our global footprint across Asia, EMEA and the Americas. See Part I, Item 1. Financial Statements Note 7. Restructuring and Exit Costs for more details.

Other Expense, Net

	For the Three Months Ended		
(Dollars in millions)	**September 29, 2017**	**June 30, 2017**	**September 30, 2016**
Other expense, net	$ (67)	$ (76)	$ (48)

Other expense, net decreased by $9 million from the June 2017 quarter primarily due to a $7 million loss on redemption and repurchase of debt in the June 2017 quarter which did not recur in the September 2017 quarter.

Compared to the September 2016 quarter, Other expense, net increased by $19 million primarily due to a $15 million increase in interest expense on the issuance of $750 million of 4.25% Senior Notes due 2022 and $500 million of 4.875% Senior Notes due 2024 in the quarter ended March 31, 2017.

Income Taxes

	For the Three Months Ended		
(Dollars in millions)	**September 29, 2017**	**June 30, 2017**	**September 30, 2016**
Provision for income taxes	$ 7	$ 6	$ 6

Our income tax provision of $7 million for the September 2017 quarter included approximately $1 million of net discrete tax expense.

Our income tax provision recorded for the September 2017 quarter differed from the provision from income taxes 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.

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In the September 2017 quarter, we adopted two accounting pronouncements with tax implications ASU 2016-09 (related to employee share-based payment accounting) and ASU 2016-16 (related to intra-entity transfers of assets). There was no material impact to our financial statements as a result of the adoptions. However, the adoption of ASU 2016-09, resulted in an increase in gross deferred tax assets relating to net operating losses of approximately $0.6 billion offset by an equivalent increase in valuation allowance. For additional detail about both ASU s, please refer to Part I, Item 1. Financial Statements Note 1. Basis of Presentation and Summary of Significant Accounting Policies .

During the three months ended September 29, 2017, our unrecognized tax benefits excluding interest and penalties decreased by approximately $1 million to $73 million. The unrecognized tax benefits that, if recognized, would impact the effective tax rate were $73 million as of September 29, 2017, subject to certain future valuation allowance reversals. During the 12 months beginning September 30, 2017, we expect that our unrecognized tax benefits could be reduced by approximately $4 million, primarily as a result of the expiration of certain statutes of limitation.

Our income tax provision recorded for the September 2016 quarter included approximately $6 million of net discrete tax benefits, primarily associated with the release of tax reserves associated with the expiration of certain statutes of limitation.

Our income tax provision recorded for the September 2016 quarter differed from the provision from income taxes 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.

Liquidity and Capital Resources

The following sections discuss our principal liquidity requirements, as well as our sources and uses of cash and our liquidity and capital resources. Our cash and cash equivalents are maintained in investments with remaining maturities of 90 days or less at the time of purchase. Our short-term investments consist primarily of money market funds, time deposits and certificates of deposit. The principal objectives of our investment policy are the preservation of principal and maintenance of liquidity. We believe our cash equivalents and short-term investments are liquid and accessible. We operate in some countries that have restrictive regulations over the movement of cash and/or foreign exchange across their borders. However, we believe our sources of cash have been and will continue to be sufficient to meet our cash needs for the next 12 months. We are not aware of any downgrades, losses or other significant deterioration in the fair value of our cash equivalents or short-term investments.

Cash and Cash Equivalents and Short-term Investments

(Dollars in millions)	**September 29, 2017**	**June 30, 2017**	**Change**
Cash and cash equivalents	$ 2,285	$ 2,539	$ (254)

Our cash and cash equivalents decreased from June 30, 2017 as a result of net cash outflows for dividends paid to our shareholders, repurchase of our ordinary shares, capital expenditures, and repayments of long-term debt. These cash outflows were partially offset by our net cash provided by operating activities.

Cash Provided by Operating Activities

Cash provided by operating activities for the three months ended September 29, 2017 of $237 million includes the effects of net income adjusted for non-cash items including depreciation, amortization, share-based compensation, and:

- a decrease of $87 million in accrued employee compensation, primarily due to cash paid to our employees as part of our variable compensation plans in the September 2017 quarter;
- an increase of $32 million in inventory, primarily due to an increase in units built; and
- a decrease of $30 million in accounts payable, primarily due to timing of payments for material purchases.

Cash Used in Investing Activities

Cash used for investing activities for the three months ended September 29, 2017 was $132 million, which was primarily attributable to the payments for the purchase of property, equipment and leasehold improvements of $124 million.

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Cash Used in Financing Activities

Cash used in financing activities of $363 million for the three months ended September 29, 2017 was primarily attributable to the following activities:

- $184 million in dividend payments;
- $166 million paid to repurchase ordinary shares;
- $22 million of redemption and repayments of long-term debt;
- $20 million paid for taxes related to net share settlement of equity awards, partially offset by;
- $29 million in proceeds from the issuance of ordinary shares under employee stock plans.

Liquidity Sources, Cash Requirements and Commitments

Our primary sources of liquidity as of September 29, 2017 consisted of: (1) approximately $2.3 billion in cash and cash equivalents, (2) cash we expect to generate from operations and (3) a $700 million senior revolving credit facility.

As of September 29, 2017, no borrowings had 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, includes three financial covenants: (1) minimum cash, cash equivalents and marketable securities; (2) a fixed charge coverage ratio; and (3) a net leverage ratio. On April 28, 2016, the Revolving Credit Agreement was amended in order to increase the allowable net leverage ratio to adjust for our current financial liquidity position. The term of the revolving credit facility is through January 15, 2020 provided that if we do not have Investment Grade Ratings (as defined in the revolving credit facility) on August 15, 2018, then the maturity date will be August 16, 2018 unless certain extension conditions have been satisfied. We were in compliance with the modified covenants as of September 29, 2017 and expect to be in compliance for the next 12 months.

Our liquidity requirements are primarily to meet our working capital, product development and capital expenditure needs, to fund scheduled payments of principal and interest on our indebtedness, and to fund our quarterly 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.

For fiscal year 2018, we expect capital expenditures to be less than 5% of revenue.

From time to time we may repurchase any of our outstanding notes in open market or privately negotiated purchases or otherwise, or may repurchase outstanding notes pursuant to the terms of the applicable indenture.

Dividends declared in the September 2017 quarter of $182 million were subsequently paid on October 4, 2017. The Company s Board of Directors declared a quarterly cash dividend of $0.63 per share on October 23, 2017, which is payable on January 3, 2018 to shareholders of record at the close of business on December 20, 2017.

From time to time we may repurchase any of our outstanding ordinary shares through private, open market, or broker assisted purchases. As of September 29, 2017, $1.1 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.

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Contractual Obligations and Commitments

Our contractual cash obligations and commitments as of September 29, 2017, have been summarized in the table below:

(Dollars in millions)	Total	Remainder of 2018	Fiscal Year(s) 2019-2020	2021-2022	Thereafter
Contractual Cash Obligations:					
Long-term debt	$ 5,051	$	$ 688	$ 750	$ 3,613
Interest payments on debt	1,792	184	433	420	755
Purchase obligations (2)	857	857			
Operating leases (1)	132	15	28	15	74
Capital expenditures	95	94	1		
Other funding requirements (3)	26	12	14		
Subtotal	7,953	1,162	1,164	1,185	4,442
Commitments:					
Letters of credit or bank guarantees	104	100	4		
Total	$ 8,057	$ 1,262	$ 1,168	$ 1,185	$ 4,442

(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.

On September 28, 2017, we entered into an Equity Commitment Letter (ECL) with a consortium of investors led by Bain Capital Private Equity for the acquisition of Toshiba Memory Corporation (TMC). The ECL contemplates that, upon the closing of the acquisition, we would purchase up to JPY 139.5 billion (approximately USD 1.25 billion based on current exchange rates), of a newly issued non-convertible preferred equity security of a newly formed company, K. K. Pangea, for the purpose of acquiring TMC. The closing of the acquisition is subject to regulatory approvals and other closing conditions.

As of September 29, 2017, we had a liability for unrecognized tax benefits and an accrual for the payment of related interest totaling $14 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.

Critical Accounting Policies

Our discussion and analysis of financial condition and results of operations are based upon our Condensed Consolidated Financial Statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of such statements requires us to make estimates and assumptions that affect the reported amounts of revenues and expenses during the reporting period and the reported amounts of assets and liabilities as of the date of the financial statements. Our estimates are based on historical experience and other assumptions that we consider to be appropriate in the circumstances. However, actual future results may vary from our estimates.

Since our fiscal year ended June 30, 2017, there have been no material changes in our critical accounting policies and estimates. Refer to Management s Discussion and Analysis of Financial Condition and Results of Operations contained in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended June 30, 2017, as filed with the SEC on August 4, 2017, for a discussion of our critical accounting policies and estimates.

Recent Accounting Pronouncements

See Part I, Item 1. Financial Statements Note 1. Basis of Presentation and Summary of Significant Accounting Policies for information regarding the effect of new accounting pronouncements on our financial statements.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have exposure to market risks due to the volatility of interest rates, foreign currency exchange rates, credit rating changes, equity and bond markets. A portion of these risks may be hedged, but fluctuations could impact our results of operations, financial position and cash flows.

Interest Rate Risk. Our exposure to market risk for changes in interest rates relates primarily to our investment portfolio. As of September 29, 2017, we 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 September 29, 2017. We currently do not use derivative financial instruments in our investment portfolio.

We have fixed rate debt obligations. We enter into these debt obligations to support general corporate purposes including capital expenditures and working capital needs.

The table below presents principal amounts and related weighted-average interest rates by year of maturity for our investment portfolio and debt obligations as of September 29, 2017.

	Fiscal Years Ended							
(Dollars in millions, except percentages)	**2018**	**2019**	**2020**	**2021**	**2022**	**Thereafter**	**Total**	**Fair Value at September 29, 2017**
Assets								
Cash equivalents:								
Fixed rate	$ 830	$	$	$	$	$	$ 830	$ 830
Average interest rate	1.19%						1.19%	
Total fixed income	$ 830	$	$	$	$	$	$ 830	$ 830
Average interest rate	1.19%						1.19%	
Debt								
Fixed rate	$	$ 688	$	$	$ 750	$ 3,613	$ 5,051	$ 4,970
Average interest rate		3.75%			4.25%	4.93%	4.67%	

Foreign Currency Exchange Risk. From time to time, we may enter into foreign currency forward exchange contracts to manage exposure related to certain foreign currency commitments and anticipated foreign currency denominated expenditures. Our policy prohibits us from entering into derivative financial instruments for speculative or trading purposes. At this time, we have not identified any material exposure associated with the changes as a result of the British vote to exit the European Union.

We hedge portions 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*. The Company has no outstanding foreign currency forward exchange contracts as of September 29, 2017.

We evaluate hedging effectiveness prospectively and retrospectively and record any ineffective portion of the hedging instruments in Cost of revenue on the Condensed Consolidated Statements of Operations. 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 three months ended September 29, 2017.

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. 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, we entered into a Total Return Swap (TRS) in order to manage the equity market risks associated with the SDCP liabilities. We pay 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. See Part I, Item 1. Financial Statements Note 8. Derivative Financial Instruments of this Quarterly Report on Form 10-Q.

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ITEM 4. CONTROLS AND PROCEDURES

An evaluation was performed under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report. Based on the evaluation, our management, including our chief executive officer and chief financial officer, concluded that our disclosure controls and procedures were effective as of September 29, 2017. During the quarter ended September 29, 2017, there were no changes in our internal control over financial reporting that materially affected, or were reasonably likely to materially affect our internal control over financial reporting.

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PART II

OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

For a discussion of legal proceedings, see Part I, Item 1. Financial Statements Note 14. Legal, Environmental and Other Contingencies of this Quarterly Report on Form 10-Q.

ITEM 1A. RISK FACTORS

There have been no material changes to the description of the risk factors associated with our business previously disclosed in Part I, Item 1A, Risk Factors in our Annual Report on Form 10-K for the year ended June 30, 2017. In addition to the other information set forth in this report, you should carefully consider the risk factors discussed in our Annual Report on Form 10-K as they could materially affect our business, financial condition and future results.

The Risk Factors are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially and adversely affect our business, financial condition or operating results.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Repurchase of Equity Securities

All repurchases are effected as redemptions in accordance with the Company s Articles of Association.

On April 22, 2015, the Board of Directors authorized the Company to repurchase $2.5 billion of its outstanding ordinary shares.

As of September 29, 2017, $1.1 billion remained available for repurchase under the existing repurchase authorization limit. There is no expiration date on this authorization.

The following table sets forth information with respect to all repurchases of our shares made during fiscal quarter ended September 29, 2017, including statutory tax withholdings related to vesting of employee equity awards:

(In millions, except average price paid per share)	Total Number of Shares Repurchased	Average Price Paid per Share	Total Number of Shares Repurchased as Part of Publicly Announced Plans or	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or

				Programs		Programs
July 1, 2017 through July 28, 2017	1.0	$	32.53	1.0	$	1,254
July 29, 2017 through August 25, 2017	4.0		33.31	4.0		1,104
August 26, 2017 through September 29, 2017	1.0		32.05	1.0		1,084
Total	6.0	$	33.11	6.0	$	1,084

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

N/A

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ITEM 6. EXHIBITS

See Exhibit Index on the page to this Quarterly Report for a list of exhibits to this Quarterly Report, which Exhibit Index is incorporated herein by reference.

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EXHIBIT INDEX

Exhibit Number	Description of Exhibit
3.1	Constitution of Seagate Technology Public Limited Company, as amended and restated by Special Resolution dated October 19, 2016, filed as Exhibit 3.1 to the Company s current report on Form 8-K filed on October 24, 2016 and incorporated herein by reference.
3.2	Certificate of Incorporation of the Company, filed as Exhibit 3.2 to the Company s annual report on Form 10-K filed on August 20, 2010 and incorporated herein by reference.
10.1*+	James J. Murphy Employee Relocation Assistance Lump Sum Repayment Agreement.
10.2*	Seagate Technology Public Limited Company Second Amended and Restated Employee Stock Purchase Plan filed as Exhibit 10.1 to the Company s Current Report on Form 8-K filed on October 18, 2017 and incorporated herein by reference.
10.3+	September 28, 2017 Equity Commitment Letter entered into by Seagate Technology plc and a consortium of investors led by Bain Capital Private Equity for the acquisition of Toshiba Memory Corporation.
10.4*+	Amended and Restated Seagate Technology Public Limited Company 2012 Equity Incentive Plan as amended and restated on October 19, 2016.
31.1+	Certification of William D. Mosley, Chief Executive Officer and Director of the Company, as required by Section 302 of the Sarbanes-Oxley Act of 2002.
31.2+	Certification of David H. Morton, Jr., Executive Vice President, Finance and Chief Financial Officer of the Company, as required by Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of William D. Mosley, Chief Executive Officer and Director of the Company and David H. Morton, Jr., Executive Vice President, Finance and Chief Financial Officer of the Company, as required by Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS+	XBRL Instance Document.
101.SCH+	XBRL Taxonomy Extension Schema Document.
101.CAL+	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF+	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB+	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE+	XBRL Taxonomy Extension Presentation Linkbase Document.

+ Filed herewith.

 The certifications attached as Exhibit 32.1 that accompany this Form 10-Q are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Seagate Technology plc under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Form 10-Q, irrespective of any general incorporation language contained in such filing.

* Management contract or compensatory plan or arrangement.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	SEAGATE TECHNOLOGY PUBLIC LIMITED COMPANY
DATE: October 27, 2017	BY: /s/ WILLIAM D. MOSLEY William D. Mosley Chief Executive Officer and Director (Principal Executive Officer)
	SEAGATE TECHNOLOGY PUBLIC LIMITED COMPANY
DATE: October 27, 2017	BY: /s/ DAVID H. MORTON, JR. David H. Morton, Jr. Executive Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)

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