

BRACE PHILIP G
Form 4
July 26, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRACE PHILIP G

2. Issuer Name and Ticker or Trading Symbol
Seagate Technology plc [STX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

**SEAGATE TECHNOLOGY
PLC, 10200 S. DE ANZA
BOULEVARD**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)
CUPERTINO, CA 95014

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Ordinary Shares | 07/24/2017 | | A | | 16,250 ₍₁₎ | A | \$ 0 45,359 D |
| Ordinary Shares | 07/24/2017 | | A | | 5,689 ₍₂₎ | A | \$ 0 51,048 D |
| Ordinary Shares | 07/24/2017 | | A | | 10,807 ₍₃₎ | A | \$ 0 61,855 D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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(9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRACE PHILIP G SEAGATE TECHNOLOGY PLC 10200 S. DE ANZA BOULEVARD CUPERTINO, CA 95014 | | | President, CSSG | |

Signatures

Jordan Stuhlmuller Attorney-in-Fact for Philip G. Brace
 07/26/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On July 24, 2017, the Compensation Committee of the Board of Directors of the Issuer determined that the performance conditions were met with respect to 16,250 of the 65,000 Threshold Performance Share Units granted to Mr. Brace on October 21, 2014. The 16,250 Ordinary Shares will vest on September 2, 2017, subject to continuous service through such date.

(2) On July 24, 2017, the Compensation Committee of the Board of Directors of the Issuer determined that the performance conditions were met with respect to 5,689 of the 22,755 Threshold Performance Share Units granted to Mr. Brace on September 9, 2015. The 5,689 Ordinary Shares will vest on September 9, 2017, subject to continuous service through such date.

(3) On July 24, 2017, the Compensation Committee of the Board of Directors of the Issuer determined that the performance conditions were met with respect to 10,807 of the 43,226 Threshold Performance Share Units granted to Mr. Brace on September 9, 2016. The 10,807 Ordinary Shares will vest on September 9, 2017, subject to continuous service through such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.