

Nygaard Jeffrey D.
Form 4
September 12, 2018

FORM 4

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

OMB APPROVAL

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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 *
Nygaard Jeffrey D.

(Last) (First) (Middle)

10200 S. DE ANZA BOULEVARD

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

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

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

09/10/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares | 09/11/2018 | | M | | 2,487 | A | \$ 0 |
| Ordinary Shares | 09/11/2018 | | F | | 1,094 <u>(1)</u> | D | \$ 48.98 |
| Ordinary Shares | | | | | | | |
| | | | | | 23,612 | I | |

Jeffrey D. Nygaard Revocable Trust U/A Dated August 17, 2009

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

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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| NQ Stock Option Grant | \$ 50.29 | 09/10/2018 | | A | 66,723 | <u>(2)</u> 09/10/2025 | Ordinary Shares 66,723 |
| Restricted Share Unit | <u>(3)</u> | 09/11/2018 | | M | 2,487 | <u>(4)</u> <u>(4)</u> | Ordinary Shares 2,487 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nygaard Jeffrey D. 10200 S. DE ANZA BOULEVARD CUPERTINO, CA 95014 | | | Executive Vice President | |

Signatures

/s/ Jolene A. Mendelsohn Attorney-in-Fact for Jeffrey D. Nygaard 09/12/2018

**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) These Ordinary Shares are withheld securities to cover tax liabilities incident to the vesting of Restricted Share Units ("RSUs").
- (2) Options granted to the Reporting Person under the Seagate Technology plc 2012 Equity Incentive Plan (the "Plan") are subject to a four-year vesting schedule. Subject to the Reporting Person's continuous employment, one-quarter of the options will vest on September 10, 2019. The remaining options vest in equal monthly installments over the 36 months following September 10, 2019.
- (3) Each RSU represents a contingent right to receive one Ordinary Share of the Issuer.
- (4) The RSUs, originally granted to the Reporting Person under the Plan for 9,950 shares, of which 2,487 have been released, vest as to one-quarter of the shares on September 11, 2018 and each one-year anniversary thereafter.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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