

MORTON DAVID H JR
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 *
MORTON DAVID H JR

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)
SEAGATE TECHNOLOGY
PLC, 10200 S. DE ANZA
BOULEVARD

3. Date of Earliest Transaction
(Month/Day/Year)
07/24/2017

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

(Street)
CUPERTINO, CA 95014

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Ordinary Shares | 07/24/2017 | | A | (A) 20,000 (1) | \$ 0 29,539 (2) | D | |
| Ordinary Shares | 07/24/2017 | | A | (A) 9,943 (3) | \$ 0 39,482 | D | |

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) | 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 |
| MORTON DAVID H JR SEAGATE TECHNOLOGY PLC 10200 S. DE ANZA BOULEVARD CUPERTINO, CA 95014 | | | EVP & CFO | |

Signatures

Suhani Akhare Attorney-in-Fact for David H. Morton, Jr. 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 20,000 of the 30,000 Threshold Performance Share Units granted to Mr. Morton on February 20, 2015. The 20,000 Ordinary Shares will vest on February 20, 2018, subject to continuous service through such date.
- (2) Includes 476 Ordinary Shares purchased by the Reporting Person on January 31, 2017 under the Issuer's Employee Stock Purchase Plan. Such acquisition is exempt from reporting pursuant to Rule 16b-3 under the Securities Exchange Act of 1934.
- (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 9,943 of the 39,772 Threshold Performance Share Units granted to Mr. Morton on September 9, 2016. The 9,943 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.