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

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended June 28, 2019

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ________to ________

Commission File No. **001-31560**

SEAGATE TECHNOLOGY PUBLIC LIMITED COMPANY

(Exact name of registrant as specified in its charter)

Ireland	**98-0648577**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

38/39 Fitzwilliam Square
Dublin 2, Ireland
(Address of principal executive offices)

D02 NX53
(Zip Code)

Registrant's telephone number, including area code: **(353) (1) 234-3136**

Securities registered pursuant to Section 12 (b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Ordinary Shares, par value $0.00001 per share	**STX**	**The NASDAQ Global Select Market**

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
YES ☒ NO ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
YES ☐ NO ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).
YES ☒ NO ☐

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

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).
YES ☐ NO ☒

The aggregate market value of the voting and non-voting ordinary shares held by non-affiliates of the registrant as of December 28, 2018, the last business day of the registrant's most recently completed second fiscal quarter, was approximately $10.9 billion based upon the closing price reported for such date by the NASDAQ.

The number of outstanding ordinary shares of the registrant as of July 29, 2019 was 269,037,767.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A relating to the registrant's Annual General Meeting of Shareholders, to be held on October 29, 2019, will be incorporated by reference in this Form 10-K in response to Items 10, 11, 12, 13 and 14 of Part III. The definitive proxy statement will be filed with the SEC no later than 120 days after the registrant's fiscal year ended June 28, 2019.

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SEAGATE TECHNOLOGY PLC

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

In this Annual Report on Form 10-K (the “Form 10-K”), unless the context indicates otherwise, as used herein, the terms “we,” “us,” “Seagate,” the “Company” and “our” refer to Seagate Technology public limited company (“plc”), an Irish public limited company, and its subsidiaries. References to “$” are to United States dollars.

We have compiled the market size information in this Form 10-K using statistics and other information obtained from several third-party sources.

Various amounts and percentages used in this Form 10-K have been rounded and, accordingly, they may not total 100%.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements and assumptions included in this Annual Report on Form 10-K 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 and our cash liquidity position, our restructuring efforts, the sufficiency of our sources of cash to meet our cash needs for the next 12 months, our expectations regarding capital expenditures, the potential impact of trade barriers or regulatory actions, such as import/export duties and restrictions, tariffs and quotas imposed by the U.S. or other countries in which the Company conducts its business and changes in the regulatory regime governing the flow of data across international borders for the fiscal year ended July 3, 2020. These statements identify prospective information and may include words such as “expects,” “intends,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “projects,” “may,” “will” or negative of these words, variations of these words and comparable terminology. These forward-looking statements are based on information available to the Company as of the date of this Annual Report on Form 10-K 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:

- the uncertainty in global economic and political conditions;
- 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;
- the impact of variable demand and an adverse pricing environment for storage products;
- the Company’s ability to achieve projected cost savings in connection with its restructuring plans and consolidation of its manufacturing activities;
- the Company’s ability to effectively manage its debt obligations and comply with certain covenants in its credit facilities with respect to financial ratios and financial condition tests, and maintain a favorable cash liquidity position;
- the Company’s ability to successfully qualify, manufacture and sell its storage products, particularly new disk drive products with lower cost structures, in increasing capacities on a cost-effective basis and with acceptable quality;
- possible excess industry supply both with respect to particular storage products and competing alternative storage technology solutions;
- disruptions to the Company’s supply chain or production capabilities;
- consolidation trends in the data storage industry;

- fluctuations in interest rates;
- currency fluctuations that may impact the Company’s margins, international sales and results of operations;
- fluctuations in the value of the Company’s investments and the associated investment income;
- the impact of trade barriers such as import/export duties and restrictions, tariffs and quotas, imposed by the U.S. or other countries in which the Company conducts its business;
- the evolving legal, regulatory and administrative climate in the international markets where the Company operates, including changes in regulations relating to privacy and protection of data and environmental matters; and
- cyber-attacks or other data breaches that disrupt the Company’s operations or result in the dissemination of proprietary or confidential information and cause reputational harm, and the cybersecurity threats and vulnerabilities associated with the Company’s infrastructure updates to its information technology systems.

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 this Annual Report on Form 10-K, which we encourage you to carefully read. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date on which they were made and we undertake no obligation to update forward-looking statements to reflect new information or future events or circumstances after the date they were made.

PART I

ITEM 1. BUSINESS

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 ("SSDs"), solid state hybrid drives ("SSHDs") 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, reliability, high quality and cost effectiveness. Complementing existing data center storage architecture, solid state drives use integrated circuit assemblies as memory to store data, and most SSDs use NAND flash memory. In addition to HDDs and SSDs, SSHDs combine the features of SSDs and HDDs in the same unit, containing a high capacity hard disk drive and a smaller SSD acting as a cache to improve performance of frequently accessed data.

Our HDD products are designed for nearline and mission critical applications in enterprise servers and storage systems; edge 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; and edge compute applications, where our products are designed primarily for desktop and mobile computing. Our SSD product portfolio is mainly comprised of Serial Attached SCSI ("SAS") and Non-Volatile Memory Express ("NVMe") and is designed for applications in enterprise servers and storage systems.

Our enterprise data solutions ("EDS") portfolio includes storage subsystems for enterprises, cloud service providers, scale-out storage servers and original equipment manufacturers ("OEMs").

Industry Overview

Data Storage Industry

The data storage industry includes companies that manufacture components or subcomponents designed for data storage devices and companies that provide storage solutions, software and services for enterprise cloud, big data, computing platforms and consumer markets. The rapid growth in data generation and the intelligent application of data are driving demand for data storage. As more data is created at endpoints outside traditional data centers and requires processing at the edge, the need for data storage and management has also increased. Examples of this include autonomous vehicles, smart manufacturing systems and smart cities. We believe the proliferation and personal creation of media-rich digital content, further enabled by fifth-generation wireless ("5G"), the edge, the Internet of things ("IoT") and artificial intelligence ("AI"), will continue to create demand for higher capacity storage solutions. The new ecosystem is expected to require increasing amounts of data storage both at the edge and in enterprises that store the data.

Markets

The principal data storage markets include:

Enterprise Storage. We define enterprise storage as dedicated storage area networks and hyperscale cloud storage environments. Enterprise and cloud data centers run solutions which are designed for nearline, mission critical and enterprise SSD applications.

Nearline applications are defined as those which require high capacity and energy efficient storage solutions. We expect such applications, which include storage for cloud computing, content delivery and backup services, will continue to grow and drive exabyte demand. Additionally, with the increased requirements for storage capacity and performance driven by the creation and consumption of media-rich content, we expect that the increased exabyte demand will require further buildout of data centers by cloud service providers ("CSPs") and other enterprises that use high-capacity nearline devices.

Mission critical applications are defined as those that use high performance enterprise class HDDs and SSDs with sophisticated firmware. Enterprise storage is vital to the operation of large-scale enterprise workloads, requiring high performance and high reliability storage solutions. We expect the market for mission critical enterprise storage solutions to continue to be driven by enterprises utilizing dedicated storage area networks.

Edge Non-Compute. We define edge non-compute applications as solutions designed primarily for consumer electronic devices that require a higher capacity, low cost-per-gigabyte storage solution, including surveillance, NAS, DVRs and gaming. Consumer solutions support a variety of consumer and industrial needs with internal and external storage solutions. Disk Drives for external storage are designed for purposes such as portable external storage, and to augment storage capacity in the consumer's current desktop, notebook, tablet or mobile phone device.

Edge Compute. We define edge compute applications as solutions designed for desktop and mobile compute applications ranging from traditional laptops to convertible systems. Some edge compute applications rely less on built-in storage and instead rely on cloud storage for long-term archiving.

Enterprise Data Solutions. We define enterprise data solutions as applications that provide end-to-end solutions to businesses for the purpose of modular systems and scale-out storage. Applications can contain HDDs and SSDs and may offer file management systems, software and compute power, enabling both private and public clouds.

Participants in the data storage industry include:

Major subcomponent manufacturers. Companies that manufacture components or subcomponents used in data storage devices or solutions include companies that supply spindle motors, heads and media, and application specific integrated circuits ("ASICs").

Storage device manufacturers. Companies that transform components into storage products include disk drive manufacturers and semiconductor storage manufacturers which integrate flash memory into storage products such as SSDs.

Storage solutions manufacturers and system integrators. Companies, such as OEMs, that bundle and package storage solutions, distributors that integrate storage hardware and software into end-user applications, CSPs that provide cloud based solutions to businesses for the purpose of scale-out storage solutions and modular systems, and producers of solutions such as storage racks.

Hyperscale data centers. Large hyperscale data center companies, many of which are CSPs, are increasingly designing their own storage subsystems and having them built by contract manufacturers for use inside their own data centers. This trend is reshaping the storage system and subsystem market and driving innovation in system design and changes in the competitive landscape of large storage system vendors.

Storage services. Companies that provide and host services and solutions, which include storage, backup, archiving, recovery and discovery of data.

Demand for Data Storage

The International Data Corporation ("IDC") forecasted in its 2018 *Digitization of the World* study that the global datasphere will grow from 33 zettabytes in 2018 to 175 zettabytes by 2025. According to IDC, we are fast approaching a new era of the data age, which we expect will have a positive impact on storage demand. The digital transformation has given rise to many new applications, all of which rely on faster access to and a secure storage of an increasing amount of data.

As more applications require real-time decision making, more data processing and storage is moving near the edge of the network, which we believe will result in a buildup in private and edge cloud environments that will enable fast and secure access to data throughout the IoT ecosystem.

Factors contributing to the growth of digital content include:

- Creation, sharing and consumption of media-rich content, such as high-resolution photos, high definition videos and digital music through smart phones, tablets, digital cameras, personal video cameras, DVRs, gaming consoles or other digital devices;
- Increasing use of video surveillance and the emergence of new surveillance systems which feature higher resolution digital cameras and thus require larger data storage capacities;

- Creation and collection of data through the development and evolution of the IoT ecosystem, big data analytics, artificial intelligence and new technology trends such as self-driving cars and drones, smart manufacturing, and smart cities;
- The growing need for analysis of and action upon data created at the edge instead of processing and analyzing such data at data centers, which is particularly the case in verticals such as autonomous vehicles, property monitoring systems, smart manufacturing and others;
- Continued advancement of the cloud, including the build out of large numbers of cloud data centers by CSPs and private companies transitioning on-site data centers into the cloud; and
- Need for protection of increased digital content through redundant storage on backup devices and externally provided storage services.

As a result of these factors, we anticipate that the nature and volume of content being created will require greater storage capability, which is more efficiently and economically facilitated by higher capacity storage devices in order to store, aggregate, host, distribute, analyze, manage, protect, backup and use such content.

In addition, the economics of storage infrastructure are also evolving with the utilization of public and private hyperscale storage and open-source solutions reducing the total cost of ownership of storage while increasing the speed and efficiency with which customers can leverage massive computing and storage devices. Accordingly, we expect these trends will continue to create significant demand for data storage solutions going forward.

Demand Trends

We believe that continued growth in digital content creation requires increasingly higher storage capacity in order to store, aggregate, host, distribute, analyze, manage, protect, back up and use such content. We also believe that as architectures evolve to serve the growing commercial and consumer user base throughout the world, the storage solutions will evolve as well.

We expect increased data creation will lead to the expansion of the need for storage in the form of HDDs, EDS and SSDs. While the advance of solid state technology in many end markets is expected to increase, we believe that in the foreseeable future, cloud, traditional enterprise, edge non-compute and edge compute markets that require high-capacity storage solutions will be best served by hard disk drives due to their ability to deliver the most cost effective, reliable and energy-efficient mass storage devices. We also believe that as hard disk drive capacities continue to increase, a focus exclusively on unit demand does not reflect the increase in demand for exabytes. As demand for higher capacity drives increases, the demand profile has shifted to reflect fewer total HDD units, but with higher average capacity per drive and higher overall exabyte demand.

Industry Supply Balance

From time to time, the storage industry has experienced periods of imbalance between supply and demand. To the extent that the storage industry builds or maintains capacity based on expectations of demand that do not materialize, price erosion may become more pronounced. Conversely, during periods where demand exceeds supply, price erosion is generally muted.

Our Business

Data Storage Technologies

The design and manufacturing of HDDs depends on highly advanced technology and manufacturing techniques. Therefore, it requires high levels of research and development spending and capital equipment investments. We design, fabricate and assemble a number of the most important components in our disk drives, including read/write heads and recording media. Our design and manufacturing operations are based on technology platforms that are used to produce various disk drive products that serve multiple data storage applications and markets. Our core technology platforms, including upcoming innovations like the throughput-optimizing MACH.2 and the high-capacity enabling heated-assisted magnetic reading (“HAMR”), are focused around the areal density of media and read/write head technologies. This design and manufacturing approach allows us to deliver a portfolio of disk drive products to service a wide range of data storage applications and industries.

Disk drives that we manufacture are commonly differentiated by the following key characteristics:

- input/output operations per second (“IOPS”), commonly expressed in megabytes per second, which is the maximum number of reads and writes to a storage location;
- storage capacity, commonly expressed in terabytes (“TB”), which is the amount of data that can be stored on the disk drive;
- spindle rotation speed, commonly expressed in revolutions per minute (“RPM”), which has an effect on speed of access to data;
- interface transfer rate, commonly expressed in megabytes per second, which is the rate at which data moves between the disk drive and the computer controller;
- average seek time, commonly expressed in milliseconds, which is the time needed to position the heads over a selected track on the disk surface;
- data transfer rate, commonly expressed in megabytes per second, which is the rate at which data is transferred to and from the disk drive;
- product quality and reliability, commonly expressed in annualized return rates; and
- energy efficiency, commonly measured by the power output necessary to operate the disk drive.

Areal density is measured by storage capacity per square inch on the recording surface of a disk. The storage capacity of a disk drive is determined by the size and number of disks it contains as well as the areal density capability of these disks.

We also offer SSDs as part of our storage solutions portfolio. Our portfolio includes devices with SAS and NVMe interfaces. The SSDs differ from HDDs in that they are without mechanical parts.

SSDs store data on NAND flash memory cells, or metal-oxide semiconductor transistors using a charge on a capacitor to represent a binary digit. SSD technology offers fast access to data and robust performance. SSDs complement mission-critical enterprise applications, hyperscale applications, high-density data centers, cloud environments and web servers.

The SSHDs that we manufacture contain a technology that fuses some features of SSDs and HDDs. They include high capacity HDDs with flash memory that acts as a cache to improve performance of frequently accessed data.

Manufacturing

We design and produce our own read/write heads and recording media, which are critical technologies for disk drives. This integrated approach enables us to lower costs and to improve the functionality of components so that they work together efficiently.

We believe that because of our vertical design and manufacturing strategy, we are well suited to take advantage of the opportunities to leverage the close interdependence of components for disk drives. Our manufacturing efficiency and flexibility are critical elements of our integrated business strategy. We continuously seek to improve our manufacturing efficiency and reduce manufacturing costs by:

- employing manufacturing automation;
- employing machine learning algorithms and artificial intelligence;
- improving product quality and reliability;
- integrating our supply chain with suppliers and customers to enhance our demand visibility and reduce our working capital requirements;
- coordinating between our manufacturing group and our research and development organization to rapidly achieve volume manufacturing; and
- operating our facilities at optimal capabilities.

A vertically integrated model, however, tends to have less flexibility when demand moderates as it exposes us to higher unit costs when capacity utilization is not optimized.

Components and Raw Materials

Disk drives incorporate certain components, including a head disk assembly and a printed circuit board mounted to the head disk assembly, which are sealed inside a rigid base and top cover containing the recording components in a contamination controlled environment. We maintain a highly integrated approach to our business by designing and manufacturing a significant portion of the components we view as critical to our products, such as read/write heads and recording media.

Read/Write Heads. The function of the read/write head is to scan across the disk as it spins, magnetically recording or reading information. The tolerances of read/write heads are extremely demanding and require state-of-the-art equipment and processes. Our read/write heads are manufactured with thin-film and photolithographic processes similar to those used to produce semiconductor integrated circuits, though challenges related to magnetic film properties and topographical structures are unique to the disk drive industry. We perform all primary stages of design and manufacture of read/write heads at our facilities. We use a combination of internally manufactured and externally sourced read/write heads, the mix of which varies based on product mix, technology and our internal capacity levels.

Media. Data is written to or read from the media, or disk, as it rotates at very high speeds past the read/write head. The media is made from non-magnetic substrates, usually an aluminum alloy or glass and is coated with thin layers of magnetic materials. We use a combination of internally manufactured and externally sourced finished media and aluminum substrates, the mix of which varies based on product mix, technology and our internal capacity levels. We purchase all of our glass substrates from third parties.

Printed Circuit Board Assemblies. The printed circuit board assemblies (“PCBAs”) are comprised of standard and custom ASICs and ancillary electronic control chips. The ASICs control the movement of data to and from the read/write heads and through the internal controller and interface, which communicates with the host computer. The ASICs and control chips form electronic circuitry that delivers instructions to a head positioning mechanism called an actuator to guide the heads to the selected track of a disk where the data is recorded or retrieved. Disk drive manufacturers use one or more industry standard interfaces such as serial advanced technology architecture (“SATA”), small computer system interface (“SCSI”), or SAS to communicate to the host systems.

Head Disk Assembly. The head disk assembly consists of one or more disks attached to a spindle assembly powered by a spindle motor that rotates the disks at a high constant speed around a hub. Read/write heads, mounted on an arm assembly, similar in concept to that of a record player, fly extremely close to each disk surface and record data on and retrieve it from concentric tracks in the magnetic layers of the rotating disks. The read/write heads are mounted vertically on an E-shaped assembly (“E-block”) that is actuated by a voice-coil motor to allow the heads to move from track to track. The E-block and the recording media are mounted inside the head disk assembly. We purchase spindle motors from outside vendors and from time to time participate in the design of the motors that go into our products.

Disk Drive Assembly. Following the completion of the head disk assembly, it is mated to the PCBA, and the completed unit goes through extensive defect mapping and machine learning prior to packaging and shipment. Disk drive assembly and machine learning operations occur primarily at our facilities located in China and Thailand. We perform subassembly and component manufacturing operations at our facilities in China, Malaysia, Northern Ireland, Singapore, Thailand and the United States.

Contract Manufacturing. We outsource the manufacturing and assembly of certain components and products to third parties in various countries worldwide. This includes outsourcing the PCBAs used in our disk drives, SSDs and storage subsystems. We continue to participate in the design of our components and products and are directly involved in qualifying key suppliers and components used in our products.

Suppliers of Components and Industry Constraints. There are a limited number of independent suppliers of components, such as recording heads and media, available to disk drive manufacturers. Vertically integrated disk drive manufacturers, who manufacture their own components, are less dependent on external component suppliers than less vertically integrated disk drive manufacturers. However, our business has been adversely affected by our suppliers' capacity constraints in the past and this could occur again.

Commodity and Other Manufacturing Costs. The production of disk drives requires rare earth elements, precious metals, scarce alloys and industrial commodities, which are subject to fluctuations in price and the supply of which has at times been constrained. In addition to increased costs of components and commodities, volatility in fuel costs may also increase our costs related to commodities, manufacturing and freight. As a result, we may increase our use of alternative shipment methods to help offset any increase in freight costs, and we will continually review various forms of shipments and routes in order to minimize the exposure to higher freight costs.

Products

We offer a broad range of storage solutions for enterprise, data center, edge non-compute and edge compute applications. We offer more than one product within each product category and differentiate products on the basis of capacity, performance, product quality, reliability, price, form factor, interface, power consumption efficiency, security features and other customer integration requirements. Our industry is characterized by continuous and significant advances in technology which contribute to rapid product life cycles. Currently our product offerings include:

Enterprise Storage

Enterprise Capacity. Our enterprise capacity hard drives ship in 2.5-inch and 3.5-inch form factors and in storage capacities of up to 16TB. These products are designed for mass capacity data storage, server environments and cloud systems that require high capacity, enterprise reliability, energy efficiency and integrated security. They are available in SATA and SAS interfaces. We also offer low-cost storage options designed specifically for active archive storage environments.

Enterprise Performance HDDs and SSDs. We continue to support 10,000 and 15,000 RPM HDDs, which enable increased throughput and improve energy efficiency. Our enterprise SSDs are available in capacities up to 15TB with endurance options up to 10 drive writes per day ("DWPD") and various interfaces. Our SSDs deliver the speed and consistency needed for demanding enterprise storage and server applications.

Edge Non-Compute Applications

Surveillance. Our surveillance HDDs are built to support the high-write workload of an always-on, always-recording video surveillance system. These surveillance optimized drives are built to support the growing needs of the surveillance market with support for multiple streams and capacities up to 16TB.

NAS. Our NAS drives are built to support the performance and reliability demanded by small and medium businesses, and incorporate interface software with custom-built health management, error recovery controls, power settings and vibration tolerance. Our NAS HDD solutions are available in capacities up to 16TB.

Video. Our Video HDDs are used in video applications like DVRs and media centers. These disk drives are optimized for video streaming in always-on applications with capacities up to 4TB to support leading-edge digital entertainment.

Gaming. Gaming HDDs are specifically optimized for console gaming usage. These products are designed to enhance the gaming experience during game-load and game-play and are available in capacities up to 8TB.

Consumer Solutions. Our external storage solutions are shipped under the Seagate Backup Plus and Expansion product lines, as well as under the LaCie and Maxtor brand names. These product lines are available in capacities up to 168TB. We strive to deliver the best customer experience, by leveraging our core technologies, offering services such as Seagate Recovery Services (data recovery) and partnering with leading brands such as Xbox, Sony and Adobe.

Edge Compute Applications

Desktop HDDs. Our 3.5-inch desktop drives ship in both traditional HDD and SSHD configurations and offer up to 14TB of capacity. Desktop drives are designed for applications such as personal computers and workstations.

Mobile HDDs. Our 2.5-inch laptop drives ship in a variety of capacities (up to 5TB) and technologies (HDD and SSHD) to support mobile needs. Used in applications ranging from traditional laptops, convertible systems and external storage, our drives are built to address a range of performance needs and sizes for affordable, high capacity storage.

Customers

We sell our products to major OEMs, distributors and retailers.

OEM customers, including large hyperscale data center companies, typically enter into master purchase agreements with us. These agreements provide for pricing, volume discounts, order lead times, product support obligations and other terms and conditions including sales programs offered to promote selected products. Deliveries are scheduled only after receipt of purchase orders. In addition, with limited lead-time, customers may defer most purchase orders without significant penalty. Anticipated orders from many of our customers have in the past failed to materialize or OEM delivery schedules have been deferred or altered as a result of changes in their business needs.

Our distributors generally enter into non-exclusive agreements for the resale of our products. They typically furnish us with a non-binding indication of their near-term requirements and product deliveries are generally scheduled accordingly. The agreements and related sales programs typically provide the distributors with limited rights of return and price protection rights. In addition, we offer sales programs to distributors on a quarterly and periodic basis to promote the sale of selected products in the sales channel.

Our retail channel consists of our branded storage products sold to retailers either by us directly or by our distributors. Retail sales made by us or our distributors typically require greater marketing support, sales incentives and price protection periods.

See “Item 8. Financial Statements and Supplementary Data— *Note 13.* B *usiness Segment and Geographic Information* ” contained in this report for a description of our major customers.

Competition

We compete primarily with manufacturers of hard drives used in the enterprise, edge non-compute and edge compute applications and with other companies in the data storage industry that provide SSDs and EDS. Some of the principal factors used by customers to differentiate among data storage solutions manufacturers are storage capacity, product performance, product quality and reliability, price per unit and price per terabyte, storage/retrieval access times, data transfer rates, form factor, product warranty and support capabilities, supply continuity and flexibility, power consumption, total cost of ownership and brand. While different markets and customers place varying levels of emphasis on these factors, we believe that our products are competitive with respect to many of these factors in the markets that we currently address.

Principal Competitors. We compete with manufacturers of storage solutions and the principal manufacturers in the data storage solution industry include:

- Seagate, selling the Seagate, LaCie and Maxtor brands;
- Micron Technology, Inc.;
- Samsung Electronics;
- SK hynix, Inc.;
- Toshiba Memory Holdings Corporation;
- Toshiba Corporation; and
- Western Digital Corporation, operating the Western Digital and Hitachi Global Storage Technologies subsidiaries and SanDisk.

Price Erosion. Historically, our industry has been characterized by price declines for data storage products with comparable capacity, performance and feature sets (“like-for-like products”). Price declines for like-for-like products (“price erosion”) tend to be more pronounced during periods of:

- economic contraction in which competitors may use discounted pricing to attempt to maintain or gain market share;
- few new product introductions when competitors have comparable or alternative product offerings; and
- industry supply exceeding demand.

Data storage manufacturers typically attempt to offset price erosion with an improved mix of data storage products characterized by higher capacity, better performance and additional feature sets and product cost reductions.

We believe the data storage industry experienced modest price erosion in fiscal years 2019, 2018 and 2017.

Product Life Cycles and Changing Technology. Success in our industry has been dependent to a large extent on the ability to balance the introduction and transition of new products with time-to-volume, performance, capacity and quality metrics at a competitive price, level of service and support that our customers expect. Generally, the drive manufacturer that introduces a new product first benefits from improved product mix, favorable profit margins and less pricing pressure until comparable products are introduced. Changing technology also necessitates on-going investments in research and development, which may be difficult to recover due to rapid product life cycles and economic declines. Further, there is a continued need to successfully execute product transitions and new product introductions, as factors such as quality, reliability and manufacturing yields continue to be of significant competitive importance.

Seasonality

The disk drive industry traditionally experiences seasonal variability in demand with higher levels of demand in the second half of the calendar year. This seasonality is driven by consumer spending in the back-to-school season from late summer to fall and the traditional holiday shopping season from fall to winter. Beyond traditional seasonality, variability of sales can be related to the timing of IT spending or a reflection of cyclical demand from CSPs based on the timing of their procurement and deployment requirements and the supply and demand balance of other components such as NAND and DRAM.

Research and Development

We are committed to developing new component technologies, products and alternative storage technologies. Our research and development focus is designed to bring new products to market in high volume, with quality attributes that our customers expect, before our competitors. Part of our product development strategy is to leverage a design platform and/or subsystem within product families to serve different market needs. This platform strategy allows for more efficient resource utilization, leverages best design practices, reduces exposure to changes in demand, and allows for achievement of lower costs through purchasing economies. Our advanced technology integration effort focuses disk drive and component research on recording subsystems, including read/write heads and recording media; market-specific product technology; and technology we believe may lead to new business opportunities. The primary purpose of our advanced technology integration effort is to ensure timely availability of mature component technologies for our product development teams as well as to allow us to leverage and coordinate those technologies in the design centers across our products in order to take advantage of opportunities in the marketplace.

Patents and Licenses

As of June 28, 2019, we had approximately 6,000 U.S. patents and 1,300 patents issued in various foreign jurisdictions as well as approximately 900 U.S. and 500 foreign patent applications pending. The number of patents and patent applications will vary at any given time as part of our ongoing patent portfolio management activity. Due to the rapid technological change that characterizes the data storage industry, we believe that, in addition to patent protection, the improvement of existing products, reliance upon trade secrets, protection of unpatented proprietary know-how and development of new products are also important to our business in establishing and maintaining a competitive advantage. Accordingly, we intend to continue our efforts to broadly protect our intellectual property, including obtaining patents, where available, in connection with our research and development program.

The data storage industry is characterized by significant litigation arising from time to time relating to patent and other intellectual property rights. From time to time, we receive claims that our products infringe patents of third parties. Although we have been able to resolve some of those claims or potential claims without a material adverse effect on us, other claims have resulted in adverse decisions or settlements. In addition, other claims are pending, which if resolved unfavorably to us could have a material adverse effect on our business and results of operations. For more information on these claims, see “Item 8. Financial Statements and Supplementary Data— *Note 14. Legal, Environmental and Other Contingencies* .” The costs of engaging in intellectual property litigation in the past have been, and in the future may be, substantial, irrespective of the merits of the claim or the outcome.

Backlog

In view of industry practice, whereby customers may cancel or defer orders with little or no penalty, we believe backlog for our business is of limited indicative value in estimating future performance and results.

Environmental Matters

Our 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 our 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.

We have established environmental management systems and continually update environmental policies and standard operating procedures for our operations worldwide. We believe that our operations are in material compliance with applicable environmental laws, regulations and permits. We budget for operating and capital costs on an ongoing basis to comply with environmental laws. If additional or more stringent requirements are imposed on us in the future, we 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. We have been identified as a responsible or potentially responsible party at several sites. At each of these sites, we have 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. We have fulfilled our responsibilities at some of these sites and remain involved in only a few at this time.

While our ultimate costs in connection with these sites are difficult to predict, based on current estimates of cleanup costs and our expected allocation of these costs, we do not expect costs in connection with these sites to be material.

We may be subject to various state, federal and international laws and regulations governing environmental matters, including those restricting the presence of certain substances in electronic products. For example, the European Union (“EU”) has 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.

Employees

At June 28, 2019, we employed approximately 40,500 employees and temporary employees worldwide, of which approximately 33,500 were located in our Asia operations. We believe that our future success will depend in part on our ability to attract and retain qualified employees at all levels. We believe that our employee relations are good.

Financial Information

Financial information for our reportable business segment and about geographic areas is set forth in "Item 8. Financial Statements and Supplementary Data- *Note 13. Business Segment and Geographic Information.* "

Corporate Information

Seagate Technology public limited company is a public limited company organized under the laws of Ireland.

Available Information

Availability of Reports. We are a reporting company under the Securities Exchange Act of 1934, as amended (the "1934 Exchange Act"), and we file reports, proxy statements and other information with the U.S. Securities and Exchange Commission (the "SEC"). Because we make filings to the SEC electronically, the public may access this information at the SEC's website: www.sec.gov. This site contains reports, proxies and information statements and other information regarding issuers that file electronically with the SEC.

Website Access. Our website is www.seagate.com. We make available, free of charge at the "Investor Relations" section of our website (investors.seagate.com), our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the 1934 Exchange Act as soon as reasonably practicable after we electronically file such materials with, or furnish them to, the SEC. Reports of beneficial ownership filed pursuant to Section 16(a) of the 1934 Exchange Act are also available on our website.

Investors. Investors and others should note that we routinely use the Investor Relations section of our website to announce material information to investors and the marketplace. While not all of the information that the Company posts on its corporate website is of a material nature, some information could be deemed to be material. Accordingly, the Company encourages investors, the media and others interested in the Company to review the information that it shares on www.seagate.com. Information in, or that can be accessed through, our website is not incorporated into this Form 10-K.

Executive Officers

The following sets forth the name, age and position of each of the persons who were serving as executive officers as of August 2, 2019. There are no family relationships among any of our executive officers.

Name	Age	Positions
William D. Mosley	52	Director and Chief Executive Officer
Gianluca Romano	50	Executive Vice President and Chief Financial Officer
James J. Murphy [a]	60	Executive Vice President, Worldwide Sales and Marketing
Jeffrey D. Nygaard	55	Executive Vice President, Global Operations
Katherine E. Schuelke	56	Senior Vice President, Chief Legal Officer and Corporate Secretary

(a) Mr. Murphy is leaving the Company and will remain for an interim transition period until December 31, 2019.

William D. Mosley, 52, has served as our Chief Executive Officer ("CEO") since October 2017 and as a member of the Board since July 25, 2017. He was previously our President and Chief Operating Officer ("COO") from June 2016 to September 2017. He also served as our President of Operations and Technology from October 2013 to June 2016 and as our Executive Vice President of Operations from March 2011 until October 2013. Prior to these positions, Dr. Mosley served as Executive Vice President, Sales and Marketing from February 2009 through March 2011; Senior Vice President of Global Disk Storage Operations from 2007 to 2009; and Vice President of Research and Development, Engineering from 2002 to 2007. He joined Seagate in 1996 as a Senior Engineer with a PhD in solid state physics. From 1996 to 2002, he served at Seagate in varying roles of increasing responsibility until his promotion to Vice President.

Gianluca Romano, 50, has served as our Executive Vice President and Chief Financial Officer since January 2019. From October 2011 to December 2018, Mr. Romano served as Corporate Vice President, Business Finance and Accounting at Micron Technology, Inc. Prior to his role at Micron, Mr. Romano served as Vice President Finance, Corporate Controller at Numonyx, Inc. from 2008 to 2010. From 1994 until 2008, Mr. Romano held various finance positions at STMicroelectronics, most recently as Group Vice-President, Central & North Europe Finance Director, Shared Accounting Services Director.

James J. Murphy, 60, has served as our Executive Vice President of Worldwide Sales and Marketing since January 2017. From 2003 to 2016, Mr. Murphy was employed by Western Digital Corporation where he served in a variety of executive leadership roles including President of Western Digital Corporation, Executive Vice President of Worldwide Sales & Sales Operations, and Vice President of Asia Pacific sales. Mr. Murphy began his career with IBM in 1984 in the sales organization, where he held a number of sales roles with increasing responsibilities over a seven-year period.

Jeffrey D. Nygaard, 55, has served as our Executive Vice President, Operations, Product Development and Technology Development since November 2018. Mr. Nygaard also served as our Executive Vice President, Global Operations from October 2017 to November 2018; Senior Vice President, Global Operations and Supply Chain from March 2017 to October 2017; Senior Vice President, Recording Head Operations from May 2013 to February 2017; Vice President Slider, HGA, HSA Operations from 2011 to April 2013; Vice President and Country Manager, Thailand and Penang Operations from 2009 to 2011; Vice President and Country Manager, Thailand Operations and Asia Drive Engineering from 2006 to 2009; and Vice President, Product and Process Development from 2004 to 2006. From 1994 to 2006, Mr. Nygaard served in varying roles of increasing responsibilities in engineering at Seagate until his promotion to Vice President. Mr. Nygaard began his career with Raytheon and IBM where he held positions as a design engineer and senior engineer.

Katherine E. Schuelke, 56, has served as our Senior Vice President, Chief Legal Officer and Corporate Secretary since June 2017. From 2011 to January 2016, Ms. Schuelke was the Senior Vice President, General Counsel and Secretary at Altera Corporation (“Altera”). Prior to that, Ms. Schuelke was Vice President, General Counsel, and Secretary at Altera from 2001 to 2011. At Altera, she held other positions of increasing responsibility from 1996 through 2001. Ms. Schuelke began her career at an international law firm.

ITEM 1A. RISK FACTORS

We operate in highly competitive markets and our failure to anticipate and respond to technological changes and other market developments, including price, could harm our ability to compete .

We face intense competition in the data storage industry. Our principal sources of competition include:

- disk drive and SSD manufacturers, such as Micron Technology, Inc., Samsung Electronics, SK hynix, Inc., Toshiba Corporation, Toshiba Memory Holdings Corporation and Western Digital Corporation; and
- companies that provide storage subsystems and components to OEMs, including electronic manufacturing services ("EMS") and contract electronic manufacturing ("CEM").

The markets for our data storage products are characterized by technological change, which is driven in part by the adoption of new industry standards. These standards provide mechanisms to ensure technology component interoperability but they also hinder our ability to innovate or differentiate our products. When this occurs, our products may be deemed commodities, which could result in downward pressure on prices.

We also experience competition from other companies that produce alternative storage technologies such as flash memory, where increasing capacity, decreasing cost, energy efficiency and improvements in performance have resulted in increased competition with our lower capacity, smaller form factor disk drives. Some customers for both enterprise and edge compute applications have adopted SSDs as an alternative to hard drives in certain applications. Further adoption of alternative storage technologies may impact the competitiveness of our product portfolio and reduce our market share. Any resulting increase in competition could have a material adverse effect on our business, financial condition and results of operations.

In addition, the barriers to entry into our markets could be lowered, allowing large EMS and CEM companies that utilize general-purpose design skills to enter our markets and reduce the value of our specialized research and design skills. If our markets become more commoditized and we fail to deliver innovative, alternative products to our customers or match the price declines or cost efficiencies, we will have difficulty competing against the large EMS and CEM companies. This could result in lower profit margins or a loss of market share. Any significant decline in our market share in any of our principal markets would adversely affect our results of operations.

We must plan our investments in our products and incur costs before we have customer orders or know about the market conditions at the time the products are produced. If we fail to predict demand accurately for our products or if the markets for our products change, we may be unable to meet demand or we may have insufficient demand, which may materially adversely affect our financial condition and results of operations .

Our industry operates primarily on quarterly purchasing cycles, with most of the orders typically coming at the end of each quarter. Our manufacturing process requires us to make significant product-specific investments in inventory each quarter for production in that quarter or a specific quarter in the future. As a result, we incur inventory and manufacturing costs in advance of anticipated sales that may never materialize or that may be substantially lower than expected. If actual demand for our products is lower than the forecast, we may also experience higher inventory carrying costs, manufacturing rework costs and product obsolescence. Conversely, if we underestimate demand, we may have insufficient inventory to satisfy demand and may have to forego sales.

Other factors that may affect our ability to anticipate or meet the demand for our products and adversely affect our results of operations include:

- competitive product announcements or technological advances that result in excess supply when customers cancel purchases in anticipation of newer products;
- variable demand resulting from unanticipated upward or downward pricing pressures;
- our ability to successfully qualify, manufacture and sell our data storage products;
- changes in our product mix, which may adversely affect our gross margins;
- manufacturing delays or interruptions, particularly at our manufacturing facilities in China, Malaysia, Northern Ireland, Singapore, Thailand or the United States;

- limited access to components that we obtain from a single or a limited number of suppliers; and
- the impact of changes in foreign currency exchange rates on the cost of producing our products and the effective price of our products to foreign consumers.

In addition, we derive a portion of our revenues in each quarter from a number of relatively large orders. If one or more of our key customers decides to defer or cancel a purchase order or delay product acceptance in any given quarter, our revenues for that quarter may be significantly reduced and fall below our expectations. Conversely, if one of our key customers unexpectedly increases its orders, we may be unable to produce the additional product volumes in a timely manner or take advantage of any overall increased market demand. This could damage our customer relationships and reputation, which may adversely affect our results of operations.

Changes in demand for computer systems and storage subsystems may in the future cause a decline in demand for our products .

Our products are components in computers, data storage systems and consumer electronic devices. Historically, the demand for these products has been volatile. Unexpected slowdowns in demand for computers, storage subsystems or consumer electronic devices generally result in sharp declines in demand for our products. Declines in consumer spending on the systems and devices that incorporate our products could have a material adverse effect on demand for our products and on our financial condition and results of operations.

Sales to the edge compute market remain an important part of our business. This market, however, has been, and we expect it to continue to be, adversely affected by:

- announcements or introductions of major new operating systems or semiconductor improvements or shifts in consumer preferences and behavior, such as the shift to tablet computers, smart phones, NAND flash memory or similar devices;
- longer product life cycles; and
- changes in macroeconomic conditions that cause consumers to spend less, such as the imposition of new tariffs and increased laws and regulations.

We believe these announcements and introductions from time to time have caused consumers to defer or cancel their purchases, making certain inventory obsolete. Whenever an oversupply of products in the market causes participants in our industry to have higher than anticipated inventory levels, we experience even more intense price competition from other manufacturers than usual, which may materially adversely affect our financial results. We believe that the deterioration of demand for disk drives in the edge compute market has accelerated, and this deterioration may continue or further accelerate, which could cause our operating results to suffer.

In addition, the demand for edge non-compute products is volatile. This volatility may be exacerbated by competing alternative storage technologies, such as flash memory, which meet customers' cost and capacity metrics. Unpredictable fluctuations in demand for our products or rapid shifts in demand from our products to alternative storage technologies in new edge non-compute applications could materially adversely impact our future results of operations.

The Enterprise Storage market for disk drives has been adversely affected by the growth of the utilization of NAND flash memory in mission critical applications. This deterioration of the Enterprise Storage disk drive market could cause our operating results to suffer. An acceleration of the pace of migration of the Enterprise Storage market to NAND flash memory products may materially adversely affect our financial results.

We are dependent on our long-term investments to manufacture adequate products. Our investment decisions in adding new assembly and test capacity require significant planning and lead-time, and a failure to accurately forecast demand for our products could cause us to over-invest or under-invest, which would lead to excess capacity, under-utilization charges, impairments or loss of sales and revenue opportunities.

Our ability to increase our revenue and maintain our market share depends on our ability to successfully introduce and achieve market acceptance of new products on a timely basis .

The markets for our products are characterized by rapid technological change, frequent new product introductions and technology enhancements, uncertain product life cycles and changes in customer demand.

Historically, our results of operations have substantially depended upon our ability to be among the first-to-market with new data storage product offerings. We may face technological, operational and financial challenges in developing new products. In addition, our investments in new product development may not yield the anticipated benefits. Our market share and results of operations in the future may be adversely affected if we fail to:

- consistently maintain our time-to-market performance with our new products;
- produce these products in adequate volume;
- qualify these products with key customers on a timely basis by meeting our customers' performance and quality specifications; or
- achieve acceptable manufacturing yields, quality and costs with these products.

Accordingly, we cannot accurately determine the ultimate effect that our new products will have on our results of operations. Our failure to accurately anticipate customers' needs and accurately identify the shift in technological changes could materially adversely affect our long-term financial results.

In addition, the limited number of high-volume OEMs magnifies the potential effect of missing a product qualification opportunity. If the delivery of our products is delayed, our OEM customers may use our competitors' products to meet their production requirements.

We cannot assure you that we will be among the leaders in time-to-market with new products or that we will be able to successfully qualify new products with our customers in the future. If our new products are not successful, our future results of operations may be adversely affected.

If our products do not keep pace with technological changes, our results of operations will be adversely affected .

Our customers demand new generations of storage products as advances in computer hardware and software have created the need for improved storage products, with features such as increased storage capacity, enhanced security, improved performance and reliability and lower cost. We, and our competitors, have developed improved products, and we will need to continue to do so in the future. If we are unable to develop new products, identify business strategies and timely introduce competitive product offerings to meet technological shifts, our business and results of operations may be adversely affected.

When we develop new products with higher capacity and more advanced technology, our results of operations may decline because the increased difficulty and complexity associated with producing these products increases the likelihood of reliability, quality or operability problems. If our products experience increases in failure rates, are of low quality or are not reliable, customers may reduce their purchases of our products, our factory utilization may decrease and our manufacturing rework and scrap costs and our service and warranty costs may increase. In addition, a decline in the reliability of our products may make it more difficult for us to effectively compete with our competitors.

Additionally, we may be unable to produce new products that have higher capacities and more advanced technologies in the volumes and timeframes that are required to meet customer demand. We are transitioning to key areal density recording technologies that use HAMR technology to increase HDD capacities. If our transitions to more advanced technologies, including the transition to HDDs utilizing HAMR technology, require development and production cycles that are longer than anticipated or if we otherwise fail to implement new HDD technologies successfully, we may lose sales and market share, which could significantly harm our financial results.

We may not be able to generate sufficient cash flows from operations and our investments to meet our liquidity requirements, including servicing our indebtedness .

Our business may not generate sufficient cash flows to enable us to meet our liquidity requirements, including working capital, capital expenditures, product development efforts, investments, servicing our indebtedness and other general corporate requirements. If we cannot fund our liquidity requirements, we may have to reduce or delay capital expenditures, product development efforts, investments and other general corporate expenditures. We cannot assure you that any of these remedies would, if necessary, be effected on commercially reasonable terms, or at all, or that they would permit us to meet our obligations.

We are leveraged and require significant amounts of cash to service our debt. Our debt and debt service requirements could adversely affect our ability to operate our business and may limit our ability to take advantage of potential business opportunities and reduce our options for capital allocation. Our high level of debt presents the following risks:

- we are required to use a substantial portion of our cash flow from operations to pay principal and interest on our debt, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, product development efforts, strategic acquisitions, investments and alliances and other general corporate requirements;
- our substantial leverage increases our vulnerability to economic downturns and adverse competitive and industry conditions and could place us at a competitive disadvantage compared to those of our competitors that are less leveraged;
- our debt service obligations could limit our flexibility in planning for, or reacting to, changes in our business and our industry and could limit our ability to pursue other business opportunities, borrow more money for operations or capital in the future and implement our business strategies;
- our level of debt may restrict us from raising additional financing on satisfactory terms to fund working capital, capital expenditures, product development efforts, strategic acquisitions, investments and alliances and other general corporate requirements; and
- covenants in our debt instruments limit our ability to pay future dividends or make other restricted payments and investments.

In addition, in the event that we need to refinance all or a portion of our outstanding debt as it matures or incur additional debt to fund our operations, we may not be able to obtain terms as favorable as the terms of our existing debt or refinance our existing debt at all. If prevailing interest rates or other factors result in higher interest rates upon refinancing, then the interest expense relating to the refinanced debt would increase. Furthermore, if any rating agency changes our credit rating or outlook, our debt and equity securities could be negatively affected, which could adversely affect our ability to refinance existing debt or raise additional capital.

We may not be successful in our efforts to grow our EDS and SSD revenues .

We have made and continue to make investments to grow our EDS and SSD revenues. Our ability to grow EDS and SSD revenues is subject to the following risks:

- we may be unable to accurately estimate and predict data center capacity and requirements;
- we may not be able to offer compelling solutions to enterprises and consumers; and
- our cloud systems revenues generally have a longer sales cycle, and growth is likely to depend on relatively large customer orders, which may increase the variability of our results of operations and the difficulty of matching revenues with expenses.

Our results of operations and share price may be adversely affected if we are not successful in our efforts to grow our revenues as anticipated. In addition, our growth in these markets may bring us into closer competition with some of our customers or potential customers, which may decrease their willingness to do business with us.

Changes in the macroeconomic environment may in the future negatively impact our results of operations .

Changes in macroeconomic conditions may affect consumer and enterprise spending, and as a result, our customers may postpone spending in response to volatility in credit and equity markets, negative financial news and/or declines in income or asset values, all of which may have a material adverse effect on the demand for our products. Other factors that could have a material adverse effect on demand for our products and on our financial condition and results of operations include conditions in the labor market, healthcare costs, access to credit, consumer confidence and other macroeconomic factors affecting consumer spending behavior.

Macroeconomic developments such as the pending withdrawal of the United Kingdom from the European Union, slowing economies in parts of Asia and South America or increased tariffs between the U.S. and China, Mexico and other countries could negatively affect our business, operating results or financial condition which, in turn, could adversely affect the price of our ordinary shares. A general weakening of, and related declining corporate confidence in, the global economy or the curtailment in government or corporate spending could cause current or potential customers to reduce their IT budgets or be unable to fund data storage systems, which could cause customers to delay, decrease or cancel purchases of our products or cause customers not to pay us or to delay paying us for previously purchased products and services.

Our quarterly results of operations fluctuate, sometimes significantly, from period to period, and may cause our share price to decline .

Our quarterly revenue and results of operations may fluctuate, sometimes significantly, from period to period. These fluctuations, which we expect to continue, may be precipitated by a variety of factors, including:

- uncertainty in global economic and political conditions which may pose a risk to the overall economy and adversely affect our customers' purchasing behavior;
- adverse changes in the level of economic activity in the major regions in which we do business;
- competitive pressures resulting in lower selling prices by our competitors which may shift demand away from our products toward those of our competitors;
- delays or problems in our introduction of new, more cost-effective products, the inability to achieve high production yields or delays in customer qualification or initial product quality issues;
- changes in purchasing patterns of our customers;
- application of new or revised industry standards;
- disruptions in our supply chain;
- increased costs or adverse changes in availability of supplies of raw materials or components;
- the impact of corporate restructuring activities that we have and may continue to engage in;
- changes in the demand for the computer systems and data storage products that contain our products due to seasonality, economic conditions and other factors;
- shifting trends in customer demand which, when combined with overproduction of particular products, particularly when the industry is served by multiple suppliers, results in unfavorable supply and demand imbalances;
- our high proportion of fixed costs, including research and development expenses;
- any impairments in goodwill or other long-lived assets;
- announcements of new products, services or technological innovations by us or our competitors;
- changes in tax laws, regulatory requirements, including export regulations or tariffs, or accounting standards; and
- adverse changes in the performance of our products.

As a result, we believe that quarter-to-quarter and year-over-year comparisons of our revenue and results of operations may not be meaningful, and that these comparisons may not be an accurate indicator of our future performance. Our results of operations in one or more future quarters may fail to meet the expectations of investment research analysts or investors, which could cause an immediate and significant decline in our market value.

We experience seasonal declines in the sales of our products during the second half of our fiscal year which may adversely affect our results of operations .

Sales of computers, storage subsystems and consumer electronic devices tend to be seasonal, and therefore, we expect to continue to experience seasonality in our business as we respond to variations in our customers' demand for our products. In particular, we anticipate that sales of our products will continue to be lower during the second half of our fiscal year. In the edge compute and edge non-compute market applications of our data storage business, this seasonality is partially attributable to the historical trend of our customers' increased sales of desktop computers, notebook computers and consumer electronics during the back-to-school and winter holiday season. In the enterprise storage market, our sales are seasonal because of the capital budgeting and purchasing cycles of our end users. We also experience seasonal reductions in the business activities of our customers during the summer months, particularly in Europe, and the impact of international holidays like Chinese New Year, typically result in lower earnings during those periods. Since our working capital needs peak during periods in which we are increasing production in anticipation of orders that have not yet been received, our results of operations will fluctuate seasonally even if the forecasted demand for our products proves accurate. Furthermore, it is difficult for us to evaluate the degree to which this seasonality may affect our business in future periods because of the rate and unpredictability of product transitions and new product introductions, particularly in the edge non-compute market, as well as macroeconomic conditions.

We have a long and unpredictable sales cycle for enterprise data storage solutions, which impairs our ability to accurately predict our financial and operating results in any periods and may adversely affect our ability to forecast the need for investments and expenditures .

Our enterprise data storage solutions are technically complex and we typically supply them in high quantities to a small number of customers. Many of our products are also tailored to meet the specific requirements of individual customers, and are often integrated by our customers into the systems and products that they sell. Factors that affect the length of our sales cycle include:

- the time required for developing, testing and evaluating our products before they are deployed;
- the size of the deployment; and
- the complexity of system configuration necessary to deploy our products.

As a result, our sales cycle for enterprise data storage solutions is often in excess of one year and frequently unpredictable. Given the length of development and unpredictability of the sales cycle, we may be unable to accurately forecast product demand, which may result in lost sales or excess inventory and associated inventory reserves or write-downs, each of which could harm our business, financial condition and results of operations.

We may be adversely affected by the loss of, or reduced, delayed or canceled purchases by, one or more of our key customers .

Some of our key customers account for a large portion of our revenue. While we have long-standing relationships with many of our customers, if any of our key customers were to significantly reduce their purchases from us, our results of operations would be adversely affected. Although sales to key customers may vary from period to period, a key customer that permanently discontinues or significantly reduces its relationship with us could be difficult to replace. In line with industry practice, new key customers usually require that we pass a lengthy and rigorous qualification process at the customer's expense. Accordingly, it may be difficult or costly for us to attract new key customers.

Additionally, if there is consolidation among our customer base, our customers may be able to command increased leverage in negotiating prices and other terms of sale, which could adversely affect our profitability. Furthermore, if, as a result of increased leverage, customer pressures require us to reduce our pricing such that our gross margins are diminished, it might not be feasible to sell our products to a particular customer, which could result in a decrease in our revenue. Consolidation among our customer base may also lead to reduced demand for our products, replacement of our products by the combined entity with those of our competitors and cancellations of orders, each of which could adversely affect our operating results. If a significant transaction involving any of our key customers results in the loss of or reduction in purchases by these key customers, it could have a materially adverse effect on our business, results of operations and financial condition.

We are dependent on sales to distributors and retailers, which may increase price erosion and the volatility of our sales .

A substantial portion of our sales has been to distributors of disk drive products. Certain of our distributors may also market other products that compete with our products. Product qualification programs in this distribution channel are limited, which increases the number of competing products that are available to satisfy demand, particularly in times of lengthening product cycles. As a result, purchasing decisions in this channel are based largely on price, terms and product availability. Sales volumes through this channel are also less predictable and subject to greater volatility than sales to our OEM customers. In addition, deterioration in business and economic conditions could exacerbate price erosion and volatility as distributors lower prices to compensate for lower demand and higher inventory levels. Our distributors' ability to access credit for purposes of funding their operations may also affect purchases of our products by these customers. If distributors reduce their purchases of our products or prices decline significantly in this distribution channel or if distributors experience financial difficulties or terminate their relationships with us, our revenues and results of operations would be adversely affected.

In addition, retail sales of our consumer solutions traditionally experience seasonal variability in demand with higher levels of demand in the first half of our fiscal year driven by consumer spending in the back-to-school season from late summer to fall and the traditional holiday shopping season from fall to winter. Our ability to reach such consumers depends on us maintaining effective working relationships with major retailers and distributors. Failure to anticipate consumer demand for our branded solutions as well as an inability to maintain effective working relationships with retail and online distributors may adversely impact our future results of operations.

Our international sales and manufacturing operations subject us to risks that may adversely affect our business related to disruptions in foreign markets, currency exchange fluctuations, longer payment cycles, potential adverse tax consequences, increased costs, our customers' credit and access to capital, health-related risks, investment risks, tariffs, privacy and protection of data and access to personnel .

We have significant sales and manufacturing operations in foreign countries, including manufacturing facilities, sales personnel and customer support operations. We have manufacturing facilities in China, Malaysia, Northern Ireland, Singapore and Thailand, in addition to those in the United States. Additionally, the manufacturing of some of our products is concentrated in certain geographical locations. The production of certain drive subassemblies are limited to Thailand and the production of media is limited to Singapore. Disruptions in the economic, environmental, political, legal or regulatory landscape in these countries may have a material adverse impact on our manufacturing operations.

Our international operations are subject to economic risks inherent in doing business in foreign countries, including the following:

- *Disruptions in Foreign Markets.* Disruptions in financial markets and the deterioration of the underlying economic conditions in the past in some countries, including those in Asia, United Kingdom and the European Union have had an impact on our sales to customers located in, or whose end-user customers are located in, these countries.
- *Fluctuations in Currency Exchange Rates.* Prices for our products are denominated predominantly in U.S. dollars, even when sold to customers that are located outside the United States. An increase in the value of the dollar could increase the real cost to our customers of our products in those markets outside of the U.S. where we sell in dollars. This could adversely impact our sales and market share in such areas or increase pressure on us to lower our price, and adversely impact our profit margins. A weakened dollar could increase the effective cost of expenses such as payroll, utilities, tax and marketing expenses, as well as overseas capital expenditures. Any of these events could have a material adverse effect on our results of operations. We may attempt to manage the impact of foreign currency exchange rate changes by, among other things, entering into foreign currency forward exchange contracts which could be designated as cash flow hedges or not designated as hedging instruments. In addition, our hedges may be ineffective, may expire and not be renewed or may not offset any or more than a portion of the adverse financial impact resulting from currency variations. The hedging activities may not cover our full exposure, subject us to certain counterparty credit risks and may impact our results of operations. See "Item 7A. Quantitative and Qualitative Disclosures About Market Risk— *Foreign Currency Exchange Risk* " of this report for additional information about our foreign currency exchange risk.

- *Longer Payment Cycles.* Our customers outside of the United States are sometimes allowed longer time periods for payment than our U.S. customers. This increases the risk of nonpayment due to the possibility that the financial condition of particular customers may worsen during the course of the payment period.
- *Potential Adverse Tax Consequences.* Our international operations create a risk of potential adverse tax consequences, including imposition of withholding or other taxes on payments by our subsidiaries. In addition, our taxable income in any jurisdiction is dependent upon acceptance of our operational practices and intercompany transfer pricing by local tax authorities as being on an arm's length basis. Due to inconsistencies in application of the arm's length standard among taxing authorities, as well as a lack of adequate treaty-based protection, transfer pricing challenges by tax authorities could, if successful, substantially increase our income tax expense. We are subject to tax audits around the world, and are under audit in various jurisdictions, and such jurisdictions may assess additional income tax against us. Although we believe our tax positions are reasonable, the final determination of tax audits could be materially different from our recorded income tax provisions and accruals. The ultimate results of an audit could have a material adverse effect on our operating results or cash flows in the period or periods for which that determination is made and could result in increases to our overall tax expense in subsequent periods. In light of the ongoing fiscal challenges many countries are facing, various levels of government are increasingly focused on tax reform and other legislative action to increase tax revenue. In addition, the Organization for Economic Cooperation and Development's Base Erosion and Profit Shifting recommendations are reshaping international tax rules in numerous countries. These actual and potential changes in the relevant tax laws applicable to corporate multinationals along with potential changes in accounting and other laws, regulations, administrative practices, principles and interpretations could increase the risk of double taxation, cause increased tax audit activity, and could impact our effective tax rate.
- *Increased Costs.* The shipping and transportation costs associated with our international operations are typically higher than those associated with our U.S. operations, resulting in decreased operating margins in some foreign countries. Volatility in fuel costs, political instability or constrained in air transportation may lead us to develop alternative shipment methods, which could disrupt our ability to receive raw materials in, or ship finished product from and as a result our business and operating results may be harmed.
- *Credit and Access to Capital Risks.* Our international customers could have reduced access to working capital due to higher interest rates, reduced bank lending resulting from contractions in the money supply or the deterioration in the customer's or its bank's financial condition or the inability to access other financing.
- *Global Health Outbreaks.* The occurrence of a pandemic disease may adversely impact our operations and some of our key customers. Such diseases could also potentially disrupt the timeliness and reliability of the distribution network we rely on.
- *Privacy and Protection of Data* . Our business is subject to a number of laws, rules and regulations in the countries where we operate pertaining to the collection, processing, security, use, retention and transfer information about our customers, consumers and employees. For example, the General Data Protection Regulation, which is in effect in the European Union ("EU"), applies to our operations. In the U.S., numerous federal and state laws, rules and regulations apply to our data handling practices. For example, California recently enacted legislation, the California Consumer Privacy Act ("CCPA") which will, among other things, require new disclosures to California consumers and afford such consumers new abilities to opt-out of certain sales of personal information when it goes into effect on January 1, 2020. The CCPA was amended in September 2018, and it is unclear whether this legislation will be modified again or how it will be interpreted. The effects of this legislation potentially are wide-ranging and may require us to modify our data processing practices and policies and incur substantial compliance-related costs and expenses. Additionally, other states in the U.S. have proposed or enacted similar laws and regulations relating to privacy and data protection. Laws, rules and regulations relating to privacy and data protection evolve frequently and their scope may continually change, through new legislation, amendments to existing legislation and changes in enforcement, and may be inconsistent from one jurisdiction to another. Compliance with various laws, rules and regulations relating to privacy and data protection may require us to change our data practices, which could result in increased costs, require significant changes to our business and operations and otherwise have an adverse effect on our business and results of operations. Violations of privacy or data protection laws could result in adverse effects on our business and results of operations including damage to our brand and reputation, significant financial penalties and liability, governmental investigations and proceedings, and unanticipated changes to our data handling and processing practices.

- *Access to Personnel.* There is substantial competition for qualified and capable personnel in certain jurisdictions in which we operate, including the U.S., Thailand, China and Singapore, which may make it difficult for us to recruit and retain qualified employees in sufficient numbers. The reductions in workforce that result from our historical restructurings have made and may continue to make it difficult for us to recruit and retain personnel. Increased difficulty in recruiting or retaining sufficient and adequate personnel in our international operations may lead to increased manufacturing and employment compensation costs, which could adversely affect our results of operations.

Our business is subject to various laws, regulations and governmental policies that may cause us to incur significant expense .

Our business is subject to regulation under a wide variety of U.S. federal and state and non-U.S. laws, regulations and policies. There can be no assurance that laws, regulations and policies will not be changed in ways that will require us to modify our business model and objectives or affect our returns on investments by restricting existing activities and products, subjecting them to escalating costs or prohibiting them outright. In particular, legislative, regulatory or other areas of significance for our businesses that U.S. and non-U.S. governments have focused and continue to focus on include antitrust and competition law, improper payments, data privacy and sovereignty, currency exchange controls that could restrict the movement of liquidity from particular jurisdictions, trade controls or tariffs on imports and exports in the U.S. or other countries, complex economic sanctions and the enactment of U.S. tax reform and potential further changes to tax laws may have an effect on our corporate structure, operations, sales, liquidity, capital requirements, effective tax rate and performance. In China, Malaysia, Northern Ireland, Singapore and Thailand, in which we have significant operating assets, and the European Union have exercised and continue to exercise significant influence over many aspects of their domestic economies including, but not limited to, fair competition, tax practices, anti-corruption, anti-trust, price controls and international trade.

In addition, regulation or government scrutiny may impact the requirements for marketing our products and slow our ability to introduce new products, resulting in an adverse impact on our business. Although we have implemented policies and procedures designed to ensure compliance, there can be no assurance that our employees, contractors or agents will not violate these or other applicable laws, rules and regulations to which we may be subject. Violations of these laws and regulations could lead to significant penalties, restraints on our export or import privileges, monetary fines, government investigations, disruption of our operating activities, damage to our reputation and corporate brand, criminal proceedings and regulatory or other actions that could materially adversely affect our results of operations. The political and media scrutiny surrounding a governmental investigation for the violation of such laws, even if an investigation does not result in a finding of violation, could cause us significant expense and collateral consequences, including reputational harm, that could have an adverse impact on our business, operating results and financial condition.

Changes in U.S. trade policy, including the imposition of tariffs and the resulting consequences, may have a material adverse impact on our business and results of operations .

The U.S. government has adopted a new approach to trade policy including in some cases to renegotiate, or potentially terminate, certain existing bilateral or multi-lateral trade agreements. The U.S. government has also imposed tariffs on certain foreign goods, including information and communication technology products. These measures may materially increase costs for goods imported into the United States. This in turn could require us to materially increase prices to our customers which may reduce demand, or, if we are unable to increase prices to adequately address any tariffs, quotas or duties result in lowering our margin on products sold. Changes in U.S. trade policy have resulted in, and could result in more, U.S. trading partners adopting responsive trade policies, including imposition of increased tariffs, quotas or duties, making it more difficult or costly for us to export our products to those countries. The implementation of a border tax, tariff or higher customs duties on our products manufactured abroad or components that we import into the U.S., or any potential corresponding actions by other countries in which we do business, could negatively impact our financial performance.

We could suffer a loss of revenue and increased costs, exposure to significant liability including legal and regulatory consequences, reputational harm and other serious negative consequences if we encounter cyber-attacks, ransomware or other cyber security breaches that disrupt our operations or result in the dissemination of proprietary or confidential information about us or our customers or other third parties .

Our operations are dependent upon our ability to protect our computer equipment and the electronic data stored in our databases. We manage and store various proprietary information and sensitive or confidential data relating to our operations. As our operations become more automated and increasingly interdependent, our exposure to the risks posed by storage and maintenance of data will increase. The measures we have implemented to secure our computer equipment and electronic data may be vulnerable to employee error, hacking, malfeasance, system error or other irregularities and may not be sufficient for all eventualities. The insurance coverage we maintain that is intended to address certain data security risks, may be insufficient to cover all types of claims or losses that may arise. We have been, and will likely continue to be, subject to computer viruses or other malicious codes, cyber-attacks or other computer-related attempts to breach the information technology (“IT”) systems we use for these purposes. We may also be subject to IT system failures and network disruptions due to these factors. Experienced computer programmers and hackers may be able to penetrate our network security, misappropriate or compromise our confidential information or that of third-parties, create system disruptions or cause shutdowns. Computer programmers and hackers also may be able to develop and deploy viruses, worms and other malicious software programs that attack our products or otherwise exploit any security vulnerabilities of our products. Such attempts are increasing in technical sophistication, number and ability to evade detection or to obscure such activities. Although we take steps to protect against and detect such attempts, our efforts may not be sufficient for all eventualities. In addition, sophisticated hardware and operating system software and applications that we produce or procure from third-parties may contain defects in design or manufacture, including “bugs” and other problems that could unexpectedly interfere with the operation of the system.

The costs to us to eliminate or address the foregoing security problems and security vulnerabilities before or after a cyber-incident could be significant. System redundancy may be ineffective or inadequate, and our disaster recovery planning may not be sufficient for all eventualities. Our remediation efforts may not be successful and could result in interruptions, delays or cessation of service, and loss of existing or potential customers that may impede our sales, manufacturing, distribution or other critical functions. We could lose existing or potential customers for outsourcing services or other IT solutions in connection with any actual or perceived security vulnerabilities in our products. Some of our products contain encryption and other measures to protect third-party content stored on our products. Such measures may be compromised, breached or circumvented by sophisticated attackers and losses or unauthorized access to or releases of confidential information may occur. Breaches of our security measures and the unapproved dissemination of proprietary information or sensitive or confidential data about us or our customers or other third-parties, could expose us, our vendors and customers or other third-parties affected to a risk of loss or misuse of this information, result in litigation or governmental investigations and potential liability for us, damage our brand and reputation or otherwise harm our business. Failure to meet our contractual obligations to promote information security with certain customers may result in liability, including additional costs, indemnification claims, litigation and damage to our brand and reputation. In addition, we rely in certain limited capacities on third-party data management providers whose possible security problems and security vulnerabilities may have similar effects on us. Our business, brand and reputation could also be adversely affected by media or other reports of perceived security vulnerabilities in our products, network or processes, even if unsubstantiated.

We are subject to laws, rules and regulations in the U.S., U.K., EU and other countries relating to the collection, use, and security of user data. In many cases, these laws apply not only to third-party transactions, but also to transfers of information between us and our subsidiaries, and among us, our subsidiaries and other parties with which we have commercial relations. Our ability to execute transactions and to possess and use personal information and data in conducting our business subjects us to legislative and regulatory burdens that may require us to notify vendors, customers or employees of a data security breach. We have incurred, and will continue to incur, significant expenses to comply with mandatory privacy and security standards and protocols imposed by law, regulation, industry standards, or contractual obligations. These laws, protocols and standards continue to develop and may be inconsistent from jurisdiction to jurisdiction. Complying with emerging and changing international requirements may cause us to incur substantial costs or require us to change our business practices. If we fail to comply with applicable federal, state or international privacy-related or data protection laws we may be subject to proceedings by governmental entities and incur penalties, significant legal liability or reputational harm.

We must successfully maintain and upgrade our IT systems, and our failure to do so could have a material adverse effect on our business, financial condition and results of operations .

From time to time, we expand and improve our IT systems to support our business going forward. Consequently, we are in the process of implementing, and will continue to invest in and implement, modifications and upgrades to our IT systems and procedures, including making changes to legacy systems or acquiring new systems with new functionality, and building new policies, procedures, training programs and monitoring tools. These types of activities subject us to inherent costs and risks associated with changing and acquiring these systems, including capital expenditures, additional operating expenses, demands on management time and other risks and costs of delays or difficulties in transitioning to or integrating new systems into our current systems. These implementations, modifications and upgrades may not result in productivity improvements at a level that outweighs the costs of implementation, or at all. In addition, difficulties with implementing new technology systems, delays in our timeline for planned improvements, significant system failures or our inability to successfully modify our IT systems to respond to changes in our business needs may cause disruptions in our business operations and have a material adverse effect on our business, financial condition and results of operations.

If we experience shortages or delays in the receipt of, or cost increases in, critical components, equipment or raw materials necessary to manufacture our products, we may suffer lower operating margins, production delays and other material adverse effects .

The cost, quality and supply of components, subassemblies, certain equipment and raw materials used to manufacture our products and key components like recording media and heads are critical to our success. The equipment we use to manufacture our products and components is frequently custom made and comes from a few suppliers and the lead times required to obtain manufacturing equipment can be significant. Particularly important for our products are components such as read/write heads, substrates for recording media, ASICs, spindle motors, printed circuit boards, suspension assemblies and NAND flash memory.

We rely on sole suppliers or a limited number of suppliers for some or all of these components that we do not manufacture, including substrates for recording media, read/write heads, ASICs, spindle motors, printed circuit boards, suspension assemblies and NAND flash memory. Many of such component suppliers are geographically concentrated which makes our supply chain more vulnerable to regional disruptions such as severe weather, acts of terrorism and an unpredictable geopolitical climate which may have a material impact on the production and availability of many components. If our vendors for these components are unable to meet our cost, quality and supply requirements, continue to remain financially viable or fulfill their contractual commitments and obligations, we could experience a shortage in supply or an increase in production costs, which would materially adversely affect our results of operations.

Certain rare earth elements are critical in the manufacture of our products. We purchase components that contain rare earth elements from a number of countries, including China. We cannot predict whether any nation will impose regulations or trade barriers including tariffs, duties, quotas or embargoes upon the rare earth elements incorporated into our products that would restrict the worldwide supply of such metals or increase their cost. We have experienced increased costs and production delays when we were unable to obtain the necessary equipment or sufficient quantities of some components, and/or have been forced to pay higher prices or make volume purchase commitments or advance deposits for some components, equipment or raw materials that were in short supply in the industry in general. Further, if our customers experience shortages of components or materials used in their products it could result in a decrease in demand for our products and have an adverse effect on our results of operations. If any major supplier were to restrict the supply available to us or increase the cost of the rare earth elements used in our products, we could experience a shortage in supply or an increase in production costs, which would adversely affect our results of operations.

From time to time, we may be subject to litigation, government investigations or governmental proceedings, which may adversely impact our results of operations and financial condition .

From time to time, we may be involved in various legal, regulatory or administrative investigations, negotiations or proceedings arising in the normal course of business. In the event of litigation, government investigations or governmental proceedings, we are subject to the inherent risks and uncertainties that may result if outcomes differ from our expectations. In the event of adverse outcomes in any litigation, investigation or government proceeding, we could be required to pay substantial damages, fines or penalties and cease certain practices or activities, which could materially harm our business.

The costs associated with litigation and government investigations can also be unpredictable depending on the complexity and length of time devoted to such litigation or investigation. Litigation, investigations or government proceedings may also divert the efforts and attention of our key personnel, which could also harm our business.

If we do not control our fixed costs, we will not be able to compete effectively in our industry .

We continually seek to make our cost structure and business processes more efficient. We are focused on increasing workforce flexibility and scalability, and improving overall competitiveness by leveraging our global capabilities, as well as external talent and skills, worldwide. Our strategy involves, to a substantial degree, increasing revenue and exabytes volume while at the same time controlling operating expenses. If we do not control our operating expenses, our ability to compete in the marketplace may be impaired. In the past, activities to reduce operating costs have included closures and transfers of facilities, significant personnel reductions, restructuring efforts and efforts to increase automation. Our restructuring efforts may not yield the intended benefits and may be unsuccessful or disruptive to our business operations which may materially adversely affect our financial results.

Consolidation among component manufacturers has resulted and may continue to result in some component manufacturers exiting the industry or not making sufficient investments to develop new components .

If there is a shortage of, or delay in supplying us with, critical components, equipment or raw materials, then:

- it is likely that our suppliers would raise their prices and, if we could not pass these price increases to our customers, our operating margin would decline;
- we may have to reengineer some products, which would likely cause production and shipment delays, make the reengineered products more costly and provide us with a lower rate of return on these products;
- we would likely have to allocate the components we receive to certain of our products and ship less of others, which could reduce our revenues and could cause us to lose sales to customers who could purchase more of their required products from manufacturers that either did not experience these shortages or delays or that made different allocations; and
- we may be late in shipping products, causing potential customers to make purchases from our competitors, thus causing our revenue and operating margin to decline.

We cannot assure you that we will be able to obtain critical components in a timely and economic manner. Many of our suppliers' manufacturing facilities are fully utilized. If they fail to invest in capacity or in the required timeframe, such failure would have an impact on our ability to ramp new products, and may result in a loss of revenue or market share if our competitors did not utilize the same components and were not affected.

We often aim to lead the market in new technology deployments and leverage unique and customized technology from single source suppliers who are early adopters in the emerging market. Our options in supplier selection in these cases are limited and the supplier based technology may consequently be single sourced until wider adoption of the technology occurs and any necessary licenses become available. In such cases, any technical issues in the supplier's technology may cause us to delay shipments of our new technology deployments and harm our financial position.

If revenues fall or customer demand decreases significantly, we may not meet all of our purchase commitments to certain suppliers .

From time to time, we enter into long-term, non-cancelable purchase commitments or make large up-front investments with certain suppliers in order to secure certain components or technologies for the production of our products or to supplement our internal manufacturing capacity for certain components. If our actual revenues in the future are lower than our projections or if customer demand decreases significantly below our projections, we may not meet all of our purchase commitments with these suppliers. As a result, it is possible that our revenues will not be sufficient to recoup our up-front investments, in which case we will have to shift output from our internal manufacturing facilities to these suppliers or make penalty-type payments under the terms of these contracts. Additionally, because our markets are volatile, competitive and subject to rapid technology and price changes, we face inventory and other asset risks in the event we do not fully utilize firm purchase commitments.

***The loss of key executive officers and employees could negatively impact our business prospects* .**

Our future performance depends to a significant degree upon the continued service of key members of management as well as marketing, sales and product development personnel. The loss of one or more of our key personnel may have a material adverse effect on our business, results of operations and financial condition. We believe our future success will also depend in large part upon our ability to attract, retain and further motivate highly skilled management, marketing, sales and product development personnel. We have experienced intense competition for personnel, and we cannot assure you that we will be able to retain our key employees or that we will be successful in attracting, assimilating and retaining personnel in the future.

***Due to the complexity of our products, some defects may only become detectable after deployment* .**

Our products are highly complex and are designed to operate in and form part of larger complex networks and storage systems. Our products may contain a defect or be perceived as containing a defect by our customers, as a result of improper use or maintenance. Lead times required to manufacture certain components are significant, and a quality excursion may take significant time and resources to remediate. Defects in our products, third-party components or in the networks and systems of which they form a part, directly or indirectly, have resulted in and may in the future result in:

- increased costs and product delays until complex solution level interoperability issues are resolved;
- costs associated with the remediation of any problems attributable to our products;
- loss of or delays in revenues;
- loss of customers;
- failure to achieve market acceptance and loss of market share;
- increased service and warranty costs; and
- increased insurance costs.

Defects in our products could also result in legal actions by our customers for property damage, injury or death. Such legal actions, including but not limited to product liability claims could exceed the level of insurance coverage that we have obtained. Any significant uninsured claims could significantly harm our financial condition.

***We may pursue strategic alliances, acquisitions, joint ventures and investment opportunities that involve risks that could adversely affect our results of operations* .**

From time to time, we pursue strategic alliances, acquisitions, joint ventures and investments in other companies that are complementary to our business. There is substantial competition for attractive strategic alliance, acquisition, joint venture and investment candidates. Therefore, we may not be able to identify suitable strategic alliances, acquisition, joint venture, or investment candidates. Even if we can identify them, the terms on which we are able to consummate a transaction may not be commercially reasonable for us to pursue. We cannot assure you that we will be able to partner with, acquire or invest in suitable candidates, or integrate acquired technologies or operations successfully into our existing technologies and operations. Moreover, our ability to finance potential strategic alliances, acquisitions, joint ventures or investments may be limited by our leverage level, the covenants contained in the instruments that govern our outstanding indebtedness, and any agreements governing any other debt we may incur. In addition, our cash reserves could diminish significantly as a result of any acquisitions, joint ventures, strategic alliances or other investments we pursue. Even if we are successful in forming strategic alliances or acquiring, forming joint ventures with or making investments in other companies, we cannot be certain that we will realize the anticipated benefits or synergies of any strategic alliance, acquisition, joint venture or investment that we pursue.

***Political events, war, terrorism, natural disasters, public health issues and other circumstances could materially adversely affect our results of operations and financial condition* .**

War, terrorism, geopolitical uncertainties, natural disasters, public health issues and other business interruptions have caused and could cause damage or disruption to international commerce and the global economy, and thus could have a strong negative effect on our business, our suppliers, logistics providers, manufacturing vendors and customers. Our business operations are subject to interruption by natural disasters such as floods and earthquakes, fires, power or water shortages, terrorist attacks, other hostile acts, labor disputes, public health issues and other events beyond our control. Such events may decrease demand for our products, make it difficult or impossible for us to make and deliver products to our customers or to receive components from our suppliers, and create delays and inefficiencies in our supply chain. In the event of a natural disaster, losses and significant recovery time could be required to resume operations and our financial condition and operating results could be materially adversely affected. Should major public health issues, including pandemics, arise, we could be negatively affected by stringent employee travel restrictions, additional limitations in freight services, governmental actions limiting the movement of products between regions, delays in production ramps of new products and disruptions in our operations and some of our key customers.

Failure to comply with applicable environmental laws and regulations, customer requirements and regulations regarding conflicts minerals and other laws and regulations applicable to our business could have a material adverse effect on our business, results of operations and financial condition .

The sale and manufacturing of products in certain states and countries may subject us and our suppliers to state, federal and international laws and regulations governing protection of the environment, including those governing discharges of pollutants into the air and water, the management and disposal of hazardous substances and wastes, the cleanup of contaminated sites, restrictions on the presence of certain substances in electronic products and the responsibility for environmentally safe disposal or recycling. We endeavor to ensure that we and our suppliers comply with all applicable environmental laws and regulations, however, compliance may increase our operating costs and otherwise impact future financial results. If additional or more stringent requirements are imposed on us in the future, we could incur additional operating costs and capital expenditures. If we fail to comply with applicable environmental laws, regulations, initiatives, or standards of conduct, our customers may refuse to purchase our products and we could be subject to fines, penalties and possible prohibition of sales of our products into one or more states or countries, liability to our customers and damage to our reputation, which could result in a material adverse effect on our financial condition or results of operations.

SEC rules require certain disclosures regarding the use of specified minerals, or conflict minerals that are necessary to the functionality or production of products manufactured or contracted to be manufactured. These rules could affect our ability to source, directly or indirectly, certain materials used in our products at competitive prices and could impact the availability of certain minerals used in the manufacture of our products, including gold, tantalum, tin and tungsten. As there may be only a limited number of suppliers of “conflict free” minerals, we cannot be sure that we will be able to obtain necessary conflict free minerals in sufficient quantities or at competitive prices. Our customers, including our OEM customers, may require that our products be free of conflict minerals, and our revenues and margins may be harmed if we are unable to procure conflict free minerals at a reasonable price, or at all, or are unable to pass through any increased costs associated with meeting these demands. We may also face challenges with government regulators and our customers and suppliers if we are unable to sufficiently verify that the metals used in our products are conflict free. Furthermore, our customers and manufacturing stakeholders may place increased demands on our compliance framework which may in turn negatively impact our relationships with our suppliers. If we are unable to comply with requirements regarding the use of conflict and other minerals, our business, financial condition or results of operations may be materially adversely affected.

Any cost reduction initiatives that we undertake may not deliver the results we expect, and these actions may adversely affect our business .

From time to time, we engage in restructuring plans that may result in workforce reduction and consolidation of our real estate facilities and our manufacturing footprint. In addition, management will continue to evaluate our global footprint and cost structure, and additional restructuring plans are expected to be formalized. As a result of our restructuring, we may experience a loss of continuity, loss of accumulated knowledge, disruptions to our operations and inefficiency during transitional periods. Additionally, global footprint consolidation and reduction in excess capacity may result in us being unable to respond to increases in forecasted volume of customer demand and loss of revenue opportunity if our competitors have underutilized factories. Any cost-cutting measures could impact employee retention. In addition, we cannot be sure that the cost reduction and global footprint consolidation will be successful in reducing our overall expenses as we expect or that additional costs will not offset any such reductions or global footprint consolidation. If our operating costs are higher than we expect or if we do not maintain adequate control of our costs and expenses, our results of operations may be adversely affected.

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Our ability to use our net operating loss and tax credit carryforwards might be limited .

The use of a portion of our U.S. net operating loss and tax credit carryforwards is subject to annual limitations pursuant to U.S. tax law. Sections 382 and 383 of the U.S. Internal Revenue Code generally impose annual limitations on the amount of net operating loss and tax credit carryforwards that might be used to offset taxable income when a corporation has undergone significant changes in ownership. As a result, future changes in ownership could put further limitations on the availability of our net operating loss or tax credit carryforwards. See “Item 8. Financial Statements and Supplementary Data—Note 7. *Income Taxes* ” contained in this report for, among other things, a description of current net operating loss and tax credit carryforward limitations.

We are at times subject to intellectual property legal proceedings and claims which could cause us to incur significant additional costs or prevent us from selling our products, and which could adversely affect our results of operations and financial condition .

We are subject from time-to-time to legal proceedings and claims, including claims of alleged infringement of the patents, trademarks and other intellectual property rights of third parties by us, or our customers, in connection with their use of our products. Intellectual property litigation can be expensive and time-consuming, regardless of the merits of any claim, and could divert our management’s attention from operating our business. In addition, intellectual property lawsuits are subject to inherent uncertainties due to the complexity of the technical issues involved, which may cause actual results to differ materially from our expectations. Patent litigation has increased due to the current uncertainty of the law and the increasing competition and overlap of product functionality in the field. Some of the actions that we face from time-to-time seek injunctions against the sale of our products and/or substantial monetary damages, which if granted or awarded, could materially harm our business, financial condition and operating results.

We cannot be certain that our products do not and will not infringe issued patents or other intellectual property rights of others. We may not be aware of currently filed patent applications that relate to our products or technology. If patents are later issued on these applications, we may be liable for infringement. If our products were found to infringe the intellectual property rights of others, we could be required to pay substantial damages, cease the manufacture, use and sale of infringing products in one or more geographic locations, expend significant resources to develop non-infringing technology, discontinue the use of specific processes or obtain licenses to the technology infringed. We might not be able to obtain the necessary licenses on acceptable terms, or at all, or be able to reengineer our products successfully to avoid infringement. Any of the foregoing could cause us to incur significant costs and prevent us from selling our products, which could adversely affect our results of operations and financial condition. See “Item 8 Financial Statements and Supplementary Data-Note 14. *Legal, Environmental and Other Contingencies* ” contained in this report for a description of pending intellectual property proceedings.

We may be unable to protect our intellectual property rights, which could adversely affect our business, financial condition and results of operations .

We rely on a combination of patent, trademark, copyright and trade secret laws, confidentiality procedures and licensing arrangements to protect our intellectual property rights. In the past, we have been involved in significant and expensive disputes regarding our intellectual property rights and those of others, including claims that we may be infringing patents, trademarks and other intellectual property rights of third-parties. We expect that we will be involved in similar disputes in the future.

There can be no assurance that:

- any of our existing patents will continue to be held valid, if challenged;
- patents will be issued for any of our pending applications;
- any claims allowed from existing or pending patents will have sufficient scope or strength to protect us;
- our patents will be issued in the primary countries where our products are sold in order to protect our rights and potential commercial advantage;
- we will be able to protect our trade secrets and other proprietary information through confidentiality agreements with our customers, suppliers and employees and through other security measures; and
- others will not gain access to our trade secrets.

In addition, our competitors may be able to design their products around our patents and other proprietary rights. Enforcement of our rights often requires litigation. If we bring a patent infringement action and are not successful, our competitors would be able to use similar technology to compete with us. Moreover, the defendant in such an action may successfully counter sue us for infringement of their patents or assert a counterclaim that our patents are invalid or unenforceable.

Furthermore, we have significant operations and sales in foreign countries where intellectual property laws and enforcement policies are often less developed, less stringent or more difficult to enforce than in the United States. Therefore, we cannot be certain that we will be able to protect our intellectual property rights in jurisdictions outside the United States.

The price of our ordinary shares may be volatile and could decline significantly .

The market price of our ordinary shares has experienced price fluctuations and could be subject to wide fluctuations in the future. The market price of our ordinary shares may fluctuate significantly in response to several factors including:

- general uncertainty in stock market conditions occasioned by global economic conditions and negative financial news unrelated to our business or industry;
- the timing and amount of our share repurchases;
- actual or anticipated variations in our results of operations;
- announcements of innovations, new products or significant price reductions by us or our competitors, including those competitors who offer alternative storage technology solutions;
- our failure to meet our guidance or the performance estimates of investment research analysts;
- the timing of announcements by us or our competitors of significant contracts or acquisitions;
- significant announcements by or changes in financial condition of a large customer, if any;
- general stock market conditions;
- the occurrence of major catastrophic events;
- changes in financial estimates by investment research analysts;
- actual or anticipated changes in the credit ratings of our indebtedness by rating agencies; and
- the sale of our ordinary shares held by certain equity investors or members of management.

Market price fluctuations of our ordinary shares could impact the value of our equity compensation, which could affect our ability to recruit and retain employees. In addition, in the past, following periods of decline in the market price of a company’s securities, class action lawsuits have often been pursued against that company. If similar litigation were pursued against us, it could result in substantial costs and a diversion of management’s attention and resources, which could materially adversely affect our results of operations, financial condition and liquidity.

Any decision to reduce or discontinue the payment of cash dividends to our shareholders or the repurchase of our ordinary shares pursuant to our previously announced share repurchase program could cause the market price of our ordinary shares to decline significantly .

Although historically we have announced regular cash dividend payments and a share repurchase program, we are under no obligation to pay cash dividends to our shareholders in the future at historical levels or at all or to repurchase our ordinary shares at any particular price or at all. The declaration and payment of any future dividends is at the discretion of our Board of Directors and our previously announced share repurchase program may be suspended or discontinued at any time. Our payment of quarterly cash dividends and the repurchase of our ordinary shares pursuant to our share repurchase program are subject to, among other things, our financial position and results of operations, available cash and cash flow, capital and regulatory requirements, market and economic conditions, our ordinary share price and other factors. Any reduction or discontinuance by us of the payment of quarterly cash dividends or the repurchase of our ordinary shares pursuant to our share repurchase program could cause the market price of our ordinary shares to decline significantly. Moreover, in the event our payment of quarterly cash dividends or repurchases of our ordinary shares are reduced or discontinued, our failure to resume such activities at historical levels could result in a persistent lower market valuation of our ordinary shares.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our principal executive offices are located in Ireland. Our principal manufacturing facilities are located in China, Malaysia, Northern Ireland, Singapore, Thailand and the United States. Our principal product development facilities are located in California, Colorado, Minnesota and Singapore. Our leased facilities are occupied under leases that expire on various dates through 2082.

Our main material manufacturing, product development and marketing and administrative facilities at June 28, 2019 are as follows:

Location	Building(s) Owned or Leased	Approximate Square Footage	Primary Use
United States			
California	Owned/Leased	554,000	Product development, marketing and administrative and operational offices
Colorado	Owned/Leased	528,000	Product development
Minnesota	Owned/Leased	1,096,000	Manufacture of recording heads and product development
Europe			
Northern Ireland			
Springtown	Owned	479,000	Manufacture of recording heads
Asia			
China			
Wuxi	Leased	704,000	Manufacture of drives and drive subassemblies
Malaysia			
Johor	Owned (1)	631,000	Manufacture of substrates
Singapore			
Woodlands	Owned/Leased (1)	1,511,000	Manufacture of media
Ayer Rajah	Owned (1)	410,000	Product development
Thailand			
Korat	Owned/Leased	2,731,000	Manufacture of drives and drive subassemblies
Teparuk	Owned/Leased	422,000	Manufacture of drive subassemblies

(1) Land leases for these facilities expire on various dates through 2068.

As of June 28, 2019, we owned or leased a total of approximately 11.0 million square feet of space worldwide. The 11.0 million square feet of owned or leased space includes a total of 1.3 million square feet that is currently unoccupied. Substantially all of this unoccupied space relates to owned facilities that are being actively marketed for disposition. We believe that our existing properties are in good operating condition and are suitable for the operations for which they are used.

ITEM 3. LEGAL PROCEEDINGS

See “Item 8. Financial Statements and Supplementary Data—Note 14. *Legal, Environmental and Other Contingencies* .”

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

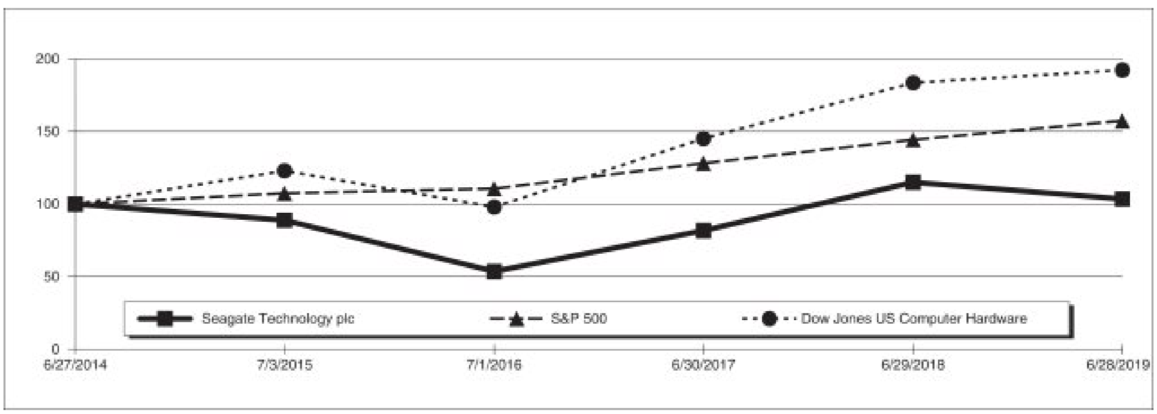
Our ordinary shares trade on the NASDAQ Global Select Market under the symbol "STX."

As of July 29, 2019, there were approximately 561 holders of record of our ordinary shares. We did not sell any of our equity securities during fiscal year 2019 that were not registered under the Securities Act of 1933, as amended.

Performance Graph

The performance graph below shows the cumulative total shareholder return on our ordinary shares for the period from June 27, 2014 to June 28, 2019. This is compared with the cumulative total return of the Dow Jones US Computer Hardware Index and the Standard & Poor's 500 Stock Index ("S&P 500") over the same period. The graph assumes that on June 27, 2014, $100 was invested in our ordinary shares and $100 was invested in each of the other two indices, with dividends reinvested on the date of payment without payment of any commissions. Dollar amounts in the graph are rounded to the nearest whole dollar. The performance shown in the graph represents past performance and should not be considered an indication of future performance.

COMPARISON OF 60 MONTH
CUMULATIVE TOTAL RETURN*
Among Seagate Technology plc, The S&P 500 Index
And The Down Jones US Computer Hardware Index



	6/27/2014	7/3/2015	7/1/2016	6/30/2017	6/29/2018	6/28/2019
Seagate Technology plc	$ 100.00	$ 88.99	$ 53.45	$ 81.70	$ 114.86	$ 103.67
S&P 500	100.00	107.36	110.67	128.04	144.43	157.30
Dow Jones US Computer Hardware	100.00	122.81	98.01	145.23	183.74	192.41

* $100 invested on 6/27/2014 in stock and in indices, including reinvestment of dividends.

Dividends

Our ability to pay dividends in the future will be subject to, among other things, general business conditions within the data storage industry, our financial results, the impact of paying dividends on our credit ratings and legal and contractual restrictions on the payment of dividends by our subsidiaries to us or by us to our ordinary shareholders, including restrictions imposed by covenants on our debt instruments.

Repurchases of Our Equity Securities

On October 29, 2018, our Board of Directors authorized the repurchase of an additional $2.3 billion of our outstanding ordinary shares and as a result, we had an aggregate authority to repurchase approximately $3.0 billion of its ordinary shares. As of June 28, 2019, $2.2 billion remained available for repurchase under the existing repurchase authorization limits. All repurchases are effected as redemptions in accordance with our Articles of Association. There is no expiration date on our repurchase authorizations.

The following table sets forth information with respect to all repurchases of our shares made during the fiscal year ended June 28, 2019, including shares withheld for statutory tax withholdings related to vesting of employee equity awards:

Period (In millions, except average price paid per share)	Total Number of Shares Purchased (1)	Average Price Paid per Share (1)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1)
1st Quarter through 3rd Quarter of Fiscal Year 2019	14	$ 45.74	14	$ 2,544
March 30, 2019 through April 26, 2019	—	—	—	2,544
April 27, 2019 through May 24, 2019	3	46.32	3	2,421
May 25, 2019 through June 28, 2019	5	44.57	5	2,190
Through 4th Quarter of Fiscal Year 2019	22		22	$ 2,190

(1) Repurchase of shares including tax withholdings.

ITEM 6. SELECTED FINANCIAL DATA

The following selected consolidated financial data set forth below is not necessarily indicative of results of future operations, and should be read in conjunction with “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the Consolidated Financial Statements and related notes thereto included in “Item 8. Financial Statements and Supplementary Data” of this Annual Report on Form 10-K, which are incorporated herein by reference, to fully understand factors that may affect the comparability of the information presented below.

The Consolidated Statements of Operations data for the fiscal years ended June 28, 2019, June 29, 2018 and June 30, 2017, and the Consolidated Balance Sheets data as of June 28, 2019 and June 29, 2018, are derived from our audited Consolidated Financial Statements appearing elsewhere in this Annual Report on Form 10-K. The Consolidated Statements of Operations data for the fiscal years ended July 1, 2016 and July 3, 2015, and the Consolidated Balance Sheets data at June 30, 2017, July 1, 2016 and July 3, 2015, are derived from our audited Consolidated Financial Statements that are not included in this Annual Report on Form 10-K.

	Fiscal Years Ended				
(Dollars in millions, except per share data)	**June 28, 2019**	**June 29, 2018**	**June 30, 2017**	**July 1, 2016**	**July 3, 2015**
Revenue	$ 10,390	$ 11,184	$ 10,771	$ 11,160	$ 13,739
Gross margin	2,932	3,364	3,174	2,615	3,809
Income from operations	1,487	1,634	1,054	445	2,058
Net income (a)	2,012	1,182	772	248	1,742
Total assets (b)	8,885	9,410	9,268	8,213	9,801
Total debt (b)	4,253	4,819	5,021	4,091	4,111
Equity	$ 2,162	$ 1,665	$ 1,364	$ 1,593	$ 3,018
Net income per share:					
Basic	$ 7.13	$ 4.10	$ 2.61	$ 0.83	$ 5.38
Diluted	7.06	4.05	2.58	0.82	5.26
Number of shares used in per share calculations:					
Basic	282	288	296	299	324
Diluted	285	292	299	302	331
Cash dividends declared per ordinary share	$ 2.52	$ 2.52	$ 2.52	$ 2.43	$ 2.05

(a) The Company recorded an income tax benefit of $640 million for fiscal year 2019. The Company's fiscal year 2019 income tax benefit included a net tax benefit of $761 million primarily associated with the release of valuation allowance on deferred tax assets driven by improvements in its profitability outlook in the U.S., including its efforts to structurally and operationally align its EDS business with the rest of the Company.

(b) The Company adopted ASU 2015-03, Interest—Imputation of interest: Simplifying the presentation of debt issuance costs, in fiscal year 2017 on a retrospective basis. The adoption of this guidance resulted in a reduction to Other assets, net and Long-term debt previously disclosed as of the fiscal years ended 2015 and 2016 by $44 million and $39 million, respectively, within the Consolidated Balance Sheets.

Supplementary Financial Data (Unaudited)

Quarterly Data

The Company operated and reported financial results based on 13-week quarters in fiscal years 2019 and 2018, which ended on the Friday closest to September 30, December 31, March 31 and June 30.

	Fiscal Year 2019 Quarters Ended			
(In millions, except per share data)	**June 28, 2019**	**March 29, 2019**	**December 28, 2018**	**September 28, 2018**
Revenue	$ 2,371	$ 2,313	$ 2,715	$ 2,991
Gross margin	624	601	794	913
Income from operations	332	236	416	503
Net income (a)	983	195	384	450
Net income per share:				
Basic	$ 3.57	$ 0.69	$ 1.35	$ 1.57
Diluted	3.54	0.69	1.34	1.54

(In millions, except per share data)	Fiscal Year 2018 Quarters Ended June 29, 2018	March 30, 2018	December 29, 2017	September 29, 2017
Revenue	$ 2,835	$ 2,803	$ 2,914	$ 2,632
Gross margin	904	847	877	736
Income from operations	505	441	433	255
Net income	461	381	159	181
Net income per share:				
Basic	$ 1.61	$ 1.33	$ 0.55	$ 0.62
Diluted	1.57	1.31	0.55	0.62

(a) The Company recorded an income tax benefit of $692 million in the quarter ended June 28, 2019. The Company's quarter ended June 28, 2019 income tax benefit included a net tax benefit of $761 million primarily associated with the release of valuation allowance on deferred tax assets driven by improvements in its profitability outlook in the U.S., including its efforts to structurally and operationally align its EDS business with the rest of the Company.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is a discussion of the Company's financial condition, changes in financial condition and results of operations for the fiscal years ended June 28, 2019, June 29, 2018 and June 30, 2017.

You should read this discussion in conjunction with "Item 6. Selected Financial Data" and "Item 8. Financial Statements and Supplementary Data" included elsewhere in this Annual Report on Form 10-K. Except as noted, references to any fiscal year mean the twelve-month period ending on the Friday closest to June 30 of that year. Accordingly, fiscal year 2019 comprised 52 weeks and ended on June 28, 2019. Fiscal year 2018 comprised 52 weeks and ended on June 29, 2018. Fiscal year 2017 comprised 52 weeks and ended on June 30, 2017. Fiscal year 2020 will be comprised of 53 weeks and will end on July 3, 2020. Fiscal year 2026 will also be comprised of 53 weeks and will end on July 3, 2026.

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

- *Fiscal Year 2019 Summary.* Overview of financial and other highlights affecting us in fiscal year 2019.
- *Results of Operations.* Analysis of our financial results comparing fiscal years 2019 and 2018 to the prior-year periods.
- *Liquidity and Capital Resources.* Analysis of changes in our balance sheets and cash flows, and discussion of our financial condition including potential sources of liquidity.
- *Contractual Obligations and Off-Balance Sheet Arrangements.* Overview of contractual obligations and contingent liabilities and commitments outstanding as of June 28, 2019 and an explanation of off-balance sheet arrangements.
- *Critical Accounting Estimates.* Accounting estimates that we believe are important to understanding the assumptions and judgments incorporated in our reported financial results.
- For an overview of our business, see "Part I—Item 1. Business— *Overview* ."

Fiscal Year 2019 Summary

During fiscal year 2019, we shipped 347 exabytes of HDD storage capacity. We generated revenue of $10.4 billion and gross margins of 28% and our operating cash flow was $1.8 billion. We received $1.3 billion from Toshiba Memory Holdings Corporation ("TMHC", formerly known as "K.K. Pangea") for the redemption of all of the outstanding shares of non-convertible preferred stock of TMHC held by us. We repurchased approximately 21 million of our ordinary shares for $963 million, paid $819 million for the repurchase of certain of our outstanding debt and paid $713 million in dividends. We entered into a new senior unsecured revolving credit facility (the "2019 Revolving Credit Facility") and have $1.5 billion available as of June 28, 2019.

Results of Operations

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

(Dollars in millions)	Fiscal Years Ended June 28, 2019	June 29, 2018	June 30, 2017
Revenue	$ 10,390	$ 11,184	$ 10,771
Cost of revenue	7,458	7,820	7,597
Gross margin	2,932	3,364	3,174
Product development	991	1,026	1,232
Marketing and administrative	453	562	606
Amortization of intangibles	23	53	104
Restructuring and other, net	(22)	89	178
Income from operations	1,487	1,634	1,054
Other expense, net	(115)	(216)	(239)
Income before income taxes	1,372	1,418	815
(Benefit) provision for income taxes	(640)	236	43
Net income	$ 2,012	$ 1,182	$ 772

	Fiscal Years Ended June 28, 2019	June 29, 2018	June 30, 2017
Revenue	100%	100%	100%
Cost of revenue	72	70	71
Gross margin	28	30	29
Product development	10	9	11
Marketing and administrative	4	5	5
Amortization of intangibles	—	—	1
Restructuring and other, net	—	1	2
Income from operations	14	15	10
Other expense, net	(1)	(2)	(2)
Income before income taxes	13	13	8
(Benefit) provision for income taxes	(6)	2	1
Net income	19%	11%	7%

The following table summarizes information regarding consolidated revenue by channel and geography, HDD price per terabyte and HDD exabytes shipped:

	Fiscal Years Ended		
	June 28, 2019	June 29, 2018	June 30, 2017
Revenue by Channel (%)			
OEMs	70%	70%	70%
Distributors	17%	17%	17%
Retailers	13%	13%	13%
Revenue by Geography (%) (1)			
Americas	32%	33%	33%
EMEA	19%	18%	20%
Asia Pacific	49%	49%	47%
HDD Price per Terabyte	$ 30	$ 33	$ 41
HDD Exabytes Shipped	347	338	263

(1) Revenue is attributed to countries based on the bill from location.

Fiscal Year 2019 Compared to Fiscal Year 2018

Revenue

	Fiscal Years Ended			
(Dollars in millions)	June 28, 2019	June 29, 2018	Change	% Change
Revenue	$ 10,390	$ 11,184	$ (794)	(7)%

Revenue in fiscal year 2019 decreased approximately 7% or $0.8 billion, from fiscal year 2018, primarily due to less favorable market conditions during the first half of the fiscal year and price erosion, partially offset by an increase in exabytes shipped.

Cost of Revenue and Gross Margin

	Fiscal Years Ended			
(Dollars in millions)	June 28, 2019	June 29, 2018	Change	% Change
Cost of revenue	$ 7,458	$ 7,820	$ (362)	(5)%
Gross margin	2,932	3,364	(432)	(13)%
Gross margin percentage	28%	30%		

For fiscal year 2019, gross margin as a percentage of revenue decreased compared to the prior fiscal year due to price erosion partially offset by improved product mix.

Operating Expenses

(Dollars in millions)	Fiscal Years Ended June 28, 2019	June 29, 2018	Change	% Change
Product development	$ 991	$ 1,026	$ (35)	(3)%
Marketing and administrative	453	562	(109)	(19)%
Amortization of intangibles	23	53	(30)	(57)%
Restructuring and other, net	(22)	89	(111)	(125)%
Operating expenses	$ 1,445	$ 1,730	$ (285)	

Product Development Expense. Product development expenses for fiscal year 2019 decreased by $35 million from fiscal year 2018 primarily due to a $38 million decrease in variable compensation expense, partially offset by a $5 million increase in other employee benefits.

Marketing and Administrative Expense. Marketing and administrative expenses for fiscal year 2019 decreased by $109 million from fiscal year 2018 primarily due to a $27 million decrease in salaries and related benefits as a result of the restructuring of our workforce in prior periods, a $44 million decrease in other general expenses due to related operational efficiencies, a $24 million decrease in variable compensation expense and a $14 million decrease in share-based compensation expense.

Amortization of Intangibles. Amortization of intangibles for fiscal year 2019 decreased by $30 million, as compared to fiscal year 2018, due to certain intangible assets reaching the end of their useful lives.

Restructuring and Other, net. Restructuring and other, net for fiscal year 2019 was comprised primarily of a $75 million net gain from the sale of a certain property partially offset by charges related to a voluntary early exit program.

Restructuring and other, net for fiscal year 2018 was comprised primarily of restructuring charges to reduce our workforce by approximately 1,100 employees. Restructuring and other, net also included a gain of $25 million from the sale of certain properties during fiscal year 2018.

Other expense, net

(Dollars in millions)	Fiscal Years Ended June 28, 2019	June 29, 2018	Change	% Change
Other expense, net	$ (115)	$ (216)	$ 101	(47)%

Other expense, net for fiscal year 2019 decreased by $101 million, as compared to fiscal year 2018 mainly due to a $56 million increase in interest income on our investment in a debt security, a $37 million net increase in gains on settlement of derivatives and a $13 million net decrease in interest expense due to the repayment of certain long-term debt.

Income Taxes

(Dollars in millions)	Fiscal Years Ended June 28, 2019	June 29, 2018	Change	% Change
(Benefit) provision for income taxes	$ (640)	$ 236	$ (876)	(371)%

We recorded an income tax benefit of $640 million for fiscal year 2019 compared to an income tax provision of $236 million for fiscal year 2018. Our fiscal year 2019 income tax benefit included a net tax benefit of $761 million primarily associated with the release of valuation allowance on deferred tax assets driven by improvements in our profitability outlook in the U.S., including our efforts to structurally and operationally align our EDS business with the rest of the Company. Our fiscal year 2018 income tax provision included approximately $204 million of tax expense associated with the revaluation of U.S. deferred tax assets as a result of the enactment of the U.S. Tax Cuts and Jobs Act (“the Tax Act”) on December 22, 2017, offset by the reversal of previously recorded unrecognized tax benefits of $7 million, and certain non-recurring items.

Our Irish tax resident parent holding company owns various U.S. and non-U.S. subsidiaries that operate in multiple non-Irish income tax jurisdictions. Our worldwide operating income is either subject to varying rates of income tax or is exempt from income tax due to tax incentive programs we operate under in Malaysia, Singapore and Thailand. These tax incentives are scheduled to expire in whole or in part at various dates through 2025. Certain tax incentives may be extended if specific conditions are met.

Our income tax benefit recorded for fiscal year 2019 differed from the provision for 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) a decrease in valuation allowance for certain deferred tax assets, primarily driven by improvements in our profitability outlook in the U.S.; and (ii) tax benefits related to non-U.S. earnings generated in jurisdictions that are subject to tax incentive programs and are considered indefinitely reinvested outside of Ireland. Our income tax provision recorded for fiscal year 2018 differed from the provision for 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 incentive programs and are considered indefinitely reinvested outside of Ireland; and (ii) a reduction in the net U.S. deferred tax assets associated with revaluation to a lower U.S. tax rate.

Based on our non-U.S. ownership structure and subject to (i) potential future increases in our valuation allowance for deferred tax assets; and (ii) a future change in our intention to indefinitely reinvest earnings from our subsidiaries outside of Ireland, we anticipate that our effective tax rate in future periods will generally be less than the Irish statutory rate.

The Tax Act significantly revised U.S. corporate income tax law by, among other things, lowering U.S. corporate income tax rates from 35% to 21%, implementing a territorial tax system, and imposing a one-time transition tax on deemed repatriated earnings of non-U.S. subsidiaries.

The U.S. tax law changes, including limitations on various business deductions such as executive compensation under Internal Revenue Code §162(m), will not materially impact our current tax expense in the short-term due to our large net operating loss and tax credit carryovers. The Tax Act’s new international rules, including Global Intangible Low-Taxed Income (“GILTI”), Foreign Derived Intangible Income (“FDII”) and Base Erosion Anti-Avoidance Tax (“BEAT”), are effective beginning in fiscal year 2019. For fiscal year 2019, we have included these effects of the Tax Act in our financial statements and concluded the impact is not material.

As of the quarter ended September 28, 2018, pursuant to SEC Staff Accounting Bulletin (“SAB”) 118 (regarding the application of Accounting Standards Codification (“ASC”) 740—Income Taxes associated with the enactment of the Tax Act), we had considered SAB 118 and concluded our accounting under ASC 740 for the provisions of the Tax Act was complete. There were no adjustments deemed necessary in fiscal year 2019.

Fiscal Year 2018 Compared to Fiscal Year 2017

Revenue

	Fiscal Years Ended			
(Dollars in millions)	**June 29, 2018**	**June 30, 2017**	**Change**	**% Change**
Revenue	$ 11,184	$ 10,771	$ 413	4%

Revenue in fiscal year 2018 increased approximately 4% or $0.4 billion, from fiscal year 2017, as a result of an increase in exabytes shipped driven primarily by higher demand for our high capacity HDD product portfolio, partially offset by price erosion.

Cost of Revenue and Gross Margin

(Dollars in millions)	Fiscal Years Ended June 29, 2018	June 30, 2017	Change	% Change
Cost of revenue	$ 7,820	$ 7,597	$ 223	3%
Gross margin	3,364	3,174	190	6%
Gross margin percentage	30%	29%		

For fiscal year 2018, gross margin as a percentage of revenue increased by 100 basis points compared to the prior fiscal year due to favorable product mix and improved factory utilization as a result of higher demand for our high capacity HDD product portfolio, partially offset by price erosion.

Operating Expenses

(Dollars in millions)	Fiscal Years Ended June 29, 2018	June 30, 2017	Change	% Change
Product development	$ 1,026	$ 1,232	$ (206)	(17)%
Marketing and administrative	562	606	(44)	(7)%
Amortization of intangibles	53	104	(51)	(49)%
Restructuring and other, net	89	178	(89)	(50)%
Operating expenses	$ 1,730	$ 2,120	$ (390)	

Product Development Expense. Product development expenses for fiscal year 2018 decreased by $206 million from fiscal year 2017 primarily due to a $97 million decrease in salaries and related benefits as a result of the restructuring of our workforce in prior periods, an $83 million decrease due to related operational efficiencies and a $26 million decrease due to impairment charges related to the closure of our Korea design center in fiscal year 2017, which did not recur in fiscal year 2018.

Marketing and Administrative Expense. Marketing and administrative expenses for fiscal year 2018 decreased by $44 million from fiscal year 2017 primarily due to a $54 million decrease in salaries and related benefits as a result of the restructuring of our workforce in prior periods, partially offset by an increase in other general expenses.

Amortization of Intangibles. Amortization of intangibles for fiscal year 2018 decreased by $51 million, as compared to fiscal year 2017, due to certain intangible assets reaching the end of their useful lives.

Restructuring and Other, net. Restructuring and other, net for fiscal year 2018 was comprised primarily of restructuring charges recorded during the fiscal quarters ended September 29, 2017 and December 29, 2017 to reduce our workforce by approximately 1,100 employees. Restructuring and other, net also included a gain of $25 million from the sale of certain properties previously classified as held for sale.

Restructuring and other, net for fiscal year 2017 was comprised of restructuring charges recorded during the fiscal quarters ended September 30, 2016 and March 31, 2017 to reduce our workforce by approximately 6,800 employees, as we continue to consolidate our global footprint across Asia, EMEA and the Americas.

Other expense, net

(Dollars in millions)	Fiscal Years Ended June 29, 2018	June 30, 2017	Change	% Change
Other expense, net	$ (216)	$ (239)	$ 23	(10)%

Other expense, net for fiscal year 2018 decreased by $23 million, as compared to fiscal year 2017 due to a $26 million increase in interest income primarily driven by higher interest rates, a $9 million net decrease in losses related to strategic investments and a $6 million net decrease in losses due to favorable changes in foreign currency exchange rates, partially offset by an $18 million net increase in interest expense due to the issuance of $1.25 billion of Senior Notes in fiscal year 2017 and reduced by the subsequent repurchase of certain debt.

Income Taxes

	Fiscal Years Ended			
(Dollars in millions)	**June 29, 2018**	**June 30, 2017**	**Change**	**% Change**
Provision for income taxes	$ 236	$ 43	$ 193	449%

We recorded an income tax provision of $236 million for fiscal year 2018 compared to an income tax provision of $43 million for fiscal year 2017. Our fiscal year 2018 income tax provision included approximately $204 million of tax expense associated with the revaluation of U.S. deferred tax assets as a result of the enactment of the Tax Act on December 22, 2017, offset by the reversal of previously recorded unrecognized tax benefits of $7 million, and certain non-recurring items. Our fiscal year 2017 income tax provision included approximately $2 million of net tax expense associated with various non-recurring items.

Our income tax provision recorded for fiscal year 2018 differed from the provision for 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 incentive programs and are considered indefinitely reinvested outside of Ireland; and (ii) a reduction in the net U.S. deferred tax assets associated with revaluation to a lower U.S. tax rate. Our income tax provision recorded for fiscal year 2017 differed from the provision for 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 incentive programs and are considered indefinitely reinvested outside of Ireland; (ii) a decrease in valuation allowance for certain deferred tax assets; and (iii) permanent differences.

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 and we do not believe the fair value of our short-term investments has significantly changed from the values reported as of June 28, 2019.

Cash and Cash Equivalents

	As of		
(Dollars in millions)	**June 28, 2019**	**June 29, 2018**	**Change**
Cash and cash equivalents	$ 2,220	$ 1,853	$ 367

Our cash and cash equivalents increased by $367 million from June 29, 2018 as a result of net cash flow of $1.8 billion provided by operating activities and $1.3 billion cash inflows from the redemption of investment in non-convertible preferred stock of TMHC, offset by payments for capital expenditures of $602 million, net cash outflows for repurchase of our ordinary shares of $963 million, dividends paid out to shareholders of $713 million and net repayment of long-term debt of $574 million. The following table summarizes results from the Consolidated Statement of Cash Flows for the periods indicated:

	Fiscal Years Ended		
(Dollars in millions)	June 28, 2019	June 29, 2018	June 30, 2017
Net cash flow provided by (used in):			
Operating activities	$ 1,761	$ 2,113	$ 1,916
Investing activities	846	(1,588)	(459)
Financing activities	(2,212)	(1,211)	(46)
Effect of foreign currency exchange rates	(1)	—	—
Net increase (decrease) in cash, cash equivalents and restricted cash	$ 394	$ (686)	$ 1,411

Cash Provided by Operating Activities

Cash provided by operating activities for fiscal year 2019 was approximately $1.8 billion and includes the effects of net income adjusted for non-cash items including depreciation, amortization, share-based compensation, a release of valuation allowance related to our U.S. deferred tax assets and:

- a decrease of $204 million in accounts receivable, primarily due to lower revenue; and
- a decrease of $80 million in inventories, primarily due to a decrease in units built; partially offset by
- a decrease of $268 million in accounts payable, primarily due to a decrease in direct material purchases; and
- a decrease of $84 million in accrued employee compensation, primarily due to a decrease in our variable compensation expense.

Cash provided by operating activities for fiscal year 2018 was approximately $2.1 billion and includes the effects of net income adjusted for non-cash items including depreciation and amortization, deferred income taxes primarily due to the remeasurement of our U.S. deferred tax assets at the lower corporate tax rate, share-based compensation and:

- an increase of $65 million in accounts payable, primarily due to timing of payments of capital expenditures; and
- a decrease of $71 million in vendor receivables, primarily due to improved collections; partially offset by
- an increase of $71 million in inventories, primarily due to an increase in units built.

Cash provided by operating activities for fiscal year 2017 was approximately $1.9 billion and includes the effects of net income adjusted for non-cash items including depreciation and amortization, share-based compensation and:

- a decrease of $122 million in accounts receivable, primarily due to a decrease in revenue and improved collections; and
- an increase of $121 million in accounts payable, primarily due to timing of payments for material purchases; partially offset by
- an increase of $114 million in inventories, primarily due to an increase in units built in connection with our manufacturing footprint consolidating activities.

Cash Provided by (Used in) Investing Activities

In fiscal year 2019, we received $0.8 billion for net cash investing activities, which was primarily due to proceeds of $1.3 billion from the redemption of an investment in non-convertible preferred stock of TMHC and the proceeds of $144 million primarily from the sale of certain properties, partially offset by the payments for the purchase of property, equipment and leasehold improvements of approximately $602 million.

In fiscal year 2018, we used $1.6 billion for net cash investing activities, which was primarily due to our investment in the TMHC debt security of $1.3 billion and the payments for the purchase of property, equipment and leasehold improvements of approximately $366 million, partially offset by the proceeds of $69 million from the sale of properties.

In fiscal year 2017, we used $459 million for net cash investing activities, which was primarily due to payments for the purchase of property, equipment and leasehold improvements of approximately $434 million.

Cash Used in Financing Activities

Net cash used in financing activities of $2.2 billion for fiscal year 2019 was primarily attributable to the following activities:

- $963 million in payments for repurchases of ordinary shares;
- $713 million in dividend payments; and
- $574 million net repayment of long-term debt.

Net cash used in financing activities of $1.2 billion for fiscal year 2018 was primarily attributable to the following activities:

- $726 million in dividend payments;
- $361 million in payments for repurchases of ordinary shares; and
- $214 million of repayments of long-term debt; offset by
- $113 million in proceeds from the issuance of ordinary shares under employee stock plans.

Net cash used in financing activities of $46 million for fiscal year 2017 was primarily attributable to the following activities:

- net proceeds of $1.2 billion received from issuance of $750 million of 4.25% Senior Notes due 2022 and $500 million of 4.875% Senior Notes due 2024;
- $86 million in proceeds from the issuance of ordinary shares under employee stock plans; offset by
- $561 million in dividend payments;
- $460 million in payments for repurchases of ordinary shares; and
- $316 million of redemption and repurchase of long-term debt.

Liquidity Sources

Our primary sources of liquidity as of June 28, 2019, consist of: (1) approximately $2.2 billion in cash and cash equivalents, (2) cash we expect to generate from operations and (3) $1.5 billion available for borrowing from our 2019 Revolving Credit Facility.

On February 20, 2019, we terminated our senior unsecured revolving credit facility scheduled to expire on January 15, 2020, under which we were able to draw up to $700 million. Upon termination, we and our subsidiary Seagate HDD Cayman entered into the 2019 Revolving Credit Facility, which provides us with a $1.3 billion senior unsecured revolving credit facility. On May 28, 2019, we increased our 2019 Revolving Credit Facility from $1.3 billion to $1.5 billion. The 2019 Revolving Credit Facility also allows us to increase the facility by up to an aggregate of $100 million provided that (i) there has been, and will be after giving effect to such increase, no default, (ii) the increase is at least $25 million and (iii) the existing commitments under the facility receive 0.50% most favored nation protection.

As of June 28, 2019, no borrowings were drawn and no letters of credit or swing line loans had been utilized under the 2019 Revolving Credit Facility.

The 2019 Revolving Credit Facility includes three financial covenants: (1) interest coverage ratio, (2) total leverage ratio and (3) a minimum liquidity amount. The 2019 Revolting Credit Facility has a final maturity of February 20, 2024.

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As of June 28, 2019, cash and cash equivalents held by non-Irish subsidiaries was $2.2 billion. This amount is potentially subject to taxation in Ireland upon repatriation by means of a dividend into our Irish parent. However, it is our intent to indefinitely reinvest earnings of non-Irish subsidiaries outside of Ireland and our current plans do not demonstrate a need to repatriate such earnings by means of a taxable Irish dividend. Should funds be needed in the Irish parent company and should we be unable to fund parent company activities through means other than a taxable Irish dividend, we would be required to accrue and pay Irish taxes on such dividend.

We believe that our sources of cash will be sufficient to fund our operations and meet our cash requirements for at least the next 12 months.

Cash Requirements and Commitments

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 and any future strategic investments. 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.

On July 30, 2019, our Board of Directors declared a quarterly cash dividend of $0.63 per share, which will be payable on October 9, 2019 to shareholders of record as of the close of business on September 25, 2019.

As of June 28, 2019, we were in compliance with all of the covenants under our debt agreements. Based on our current outlook, we expect to be in compliance with the covenants in our debt agreements over the next 12 months.

The carrying value of our debt as of June 28, 2019 and June 29, 2018 was $4.3 billion and $4.8 billion, respectively. The table below presents the principal amounts of our outstanding debt:

	As of		
(Dollars in millions)	**June 28, 2019**	**June 29, 2018**	**Change**
3.75% Senior Notes due November 2018	$ —	$ 499	$ (499)
4.25% Senior Notes due March 2022	750	750	—
4.75% Senior Notes due June 2023	941	951	(10)
4.875% Senior Notes due March 2024	500	500	—
4.75% Senior Notes due January 2025	920	975	(55)
4.875% Senior Notes due June 2027	690	697	(7)
5.75% Senior Notes due December 2034	490	490	—
	$ 4,291	$ 4,862	$ (571)

From time to time, we may repurchase any of our outstanding ordinary shares through private, open market, or broker assisted purchases, tender offers, or other means. During fiscal year 2019, we repurchased approximately 22 million of our ordinary shares including shares withheld for statutory tax withholdings related to vesting of employee equity awards. See “Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities-Repurchases of Our Equity Securities.” As of June 28, 2019, $2.2 billion remained available for repurchase under our existing repurchase authorization limit. All repurchases are effected as redemptions in accordance with our Articles of Association.

For fiscal year 2020, we expect capital expenditures to be within our long-term targeted range of 6% to 8% of revenue. We require substantial amounts of cash to fund any increased working capital requirements, future capital expenditures, scheduled payments of principal and interest on our indebtedness and payments of dividends. We will continue to evaluate and manage the retirement and replacement of existing debt and associated obligations, including evaluating the issuance of new debt securities, exchanging existing debt securities for other debt securities and retiring debt pursuant to privately negotiated transactions, open market purchases, tender offers or other means or otherwise. In addition, we may selectively pursue strategic alliances, acquisitions, joint ventures and investments, which may require additional capital.

Contractual Obligations and Commitments

Our contractual cash obligations and commitments as of June 28, 2019, are summarized in the table below:

		Fiscal Year(s)			
(Dollars in millions)	**Total**	**2020**	**2021-2022**	**2023-2024**	**Thereafter**
Contractual Cash Obligations:					
Long-term debt	$4,291	$ —	$ 750	$ 1,441	$ 2,100
Interest payments on debt	1,364	206	412	305	441
Purchase obligations (1)	1,382	1,170	35	53	124
Operating leases (2)	125	20	26	13	66
Capital expenditures	322	299	23	—	—
Other funding requirements (3)	12	11	1	—	—
Subtotal	7,496	1,706	1,247	1,812	2,731
Commitments:					
Letters of credit or bank guarantees	105	93	1	—	11
Total	$7,601	$1,799	$ 1,248	$ 1,812	$ 2,742

(1) 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.

(2) Includes total future minimum rent expense under non-cancelable leases for both occupied and vacated facilities (rent expense is shown net of sublease income).

(3) Consists of funding requirements related to strategic commitments.

As of June 28, 2019, we had a liability for unrecognized tax benefits and an accrual for the payment of related interest totaling $4 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.

Off-Balance Sheet Arrangements

As of June 28, 2019, we did not have any material off-balance sheet arrangements (as defined in Item 303(a)(4)(ii) of Regulation S-K).

Critical Accounting Policies and Estimates

The methods, estimates and judgments we use in applying our most critical accounting policies have a significant impact on the results we report in our consolidated financial statements. The SEC has defined the most critical accounting policies as the ones that are most important to the portrayal of our financial condition and operating results, and require us to make our most difficult and subjective judgments, often as a result of the need to make estimates of matters that are highly uncertain at the time of estimation. Based on this definition, our most critical accounting policies include: Revenue—Sales Program Accruals, Warranty, Income taxes and Assessing Goodwill and Other Long-lived Assets for Impairment. Below, we discuss these policies further, as well as the estimates and judgments involved. We also have other accounting policies and accounting estimates relating to uncollectible customer accounts, valuation of inventories, valuation of share-based payments and restructuring. We believe that these other accounting policies and accounting estimates either do not generally require us to make estimates and judgments that are as difficult or as subjective, or it is less likely that they would have a material impact on our reported results of operations for a given period.

Revenue—Sales Program Accruals . We record estimated variable consideration at the time of revenue recognition as a reduction to revenue. Variable consideration generally consists of sales incentive programs, such as price protection and volume incentives aimed at increasing customer demand. For OEM sales, rebates are typically established by estimating the most likely amount of consideration expected to be received based on an OEM customer’s volume of purchases from us or other agreed upon rebate programs. For the distribution and retail channel, these sales incentive programs typically involve estimating the most likely amount of rebates related to a customer's level of sales, order size, advertising or point of sale activity as well as the expected value of price protection adjustments based on historical analysis and forecasted pricing environment. In fiscal years 2019, 2018 and 2017, total sales programs were approximately 11% of gross revenue. 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 gross revenue in fiscal years 2019, 2018 and 2017.

Warranty. We estimate probable product warranty costs at the time revenue is recognized. We generally provide a warranty on our products for a period of 1 to 5 years. Our warranty provision considers estimated product failure rates and trends (including the timing of product returns during the warranty periods), and estimated repair or replacement costs related to product quality issues, if any. We also exercise judgment in estimating our ability to sell refurbished products. Our judgment is subject to a greater degree of subjectivity with respect to newly introduced products because of limited experience with those products upon which to base our warranty estimates.

Income Taxes. We make certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments occur in the calculation of tax credits, recognition of income and deductions and calculation of specific tax assets and liabilities, which arise from differences in the timing of recognition of revenue and expense for income tax and financial statement purposes, as well as tax liabilities associated with uncertain tax positions. The calculation of tax liabilities involves uncertainties in the application of complex tax rules and the potential for future adjustment of our uncertain tax positions by the Internal Revenue Service or other tax jurisdictions. If estimates of these tax liabilities are greater or less than actual results, an additional tax provision or benefit will result. The deferred tax assets we record each period depend primarily on our ability to generate future taxable income in the United States and certain non-U.S. jurisdictions. Each period, we evaluate the need for a valuation allowance for our deferred tax assets and, if necessary, adjust the valuation allowance so that net deferred tax assets are recorded only to the extent we conclude it is more likely than not that these deferred tax assets will be realized. If our outlook for future taxable income changes significantly, our assessment of the need for, and the amount of, a valuation allowance may also change.

Assessing Goodwill and Other Long-lived Assets for Impairment. We perform a qualitative assessment in the fourth quarter of each fiscal year, or more frequently if indicators of potential impairment exist, to determine if any events or circumstances exist, such as an adverse change in business climate or a decline in the overall industry that would indicate that it would more likely than not reduce the fair value of a reporting unit below its carrying amount. Based on the qualitative assessment, if it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then the Company is not required to perform the quantitative goodwill impairment test. If it is determined in the qualitative assessment that the fair value of a reporting unit is more likely than not below its carrying amount, including goodwill, then we perform a quantitative impairment test. The quantitative goodwill impairment test is performed by comparing the fair value of a reporting unit with its carrying amount. Any excess in the carrying value of a reporting unit's goodwill over its fair value is recognized as an impairment loss, limited to the total amount of goodwill allocated to that reporting unit.

We evaluate other long-lived assets, including property, equipment and leasehold improvements and other intangible assets subject to amortization, for recoverability whenever events or changes in circumstances indicate that the carrying values of those assets may not be recoverable. We assess the recoverability of an asset group by determining if the carrying value of the asset group exceeds the sum of the projected undiscounted cash flows expected to result from the use and eventual disposition of the assets over the remaining economic life of the primary asset in the asset group. If the recoverability assessment indicates that the carrying value of the asset group is not recoverable, we will estimate the fair value of the asset group and compare it to its carrying value. The excess of the carrying value over the fair value is allocated pro rata to derive the adjusted carrying value of each asset in the asset group. The adjusted carrying value of each asset in the asset group is not reduced below its fair value.

Recent Accounting Pronouncements

See "Item 8. Financial Statements and Supplementary Data—Note 1. *Basis of Presentation and Summary of Significant Accounting Policies* " for information regarding the effect of new accounting pronouncements on our financial statements.

ITEM 7A. 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 and 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 cash investment portfolio. As of June 28, 2019, we had no available-for-sale debt securities that had been in a continuous unrealized loss position for a period greater than 12 months. We determined no available-for-sale debt securities were other-than-temporarily impaired as of June 28, 2019.

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

The table below presents principal amounts and related fixed or weighted-average interest rates by year of maturity for our investment portfolio and debt obligations as of June 28, 2019.

	Fiscal Years Ended							
(Dollars in millions, except percentages)	**2020**	**2021**	**2022**	**2023**	**2024**	**Thereafter**	**Total**	**Fair Value at June 28, 2019**
Assets								
Cash equivalents:								
Floating rate	$ 580	$ —	$ —	$ —	$ —	$ —	$ 580	$ 580
Average interest rate	2.42%						2.42%	
Other debt securities								
Fixed rate	$ —	$ 3	$ —	$ —	$ —	$ 4	$ 7	$ 7
Average interest rate		5.00%					5.00%	
Debt								
Fixed rate	$ —	$ —	$ 750	$ 941	$ 500	$ 2,100	$4,291	$ 4,349
Average interest rate			4.25%	4.75%	4.88%	5.02%	4.81%	

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 potential changes related to 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 change in fair value of these contracts is recognized in earnings in the same period as the gains and losses from the remeasurement of the assets and liabilities. All these foreign currency forward exchange contracts mature within 12 months.

We did not have any material net gains (losses) recognized in Cost of revenue, or Other, net for cash flow hedges due to hedge ineffectiveness or discontinued cash flow hedges during the fiscal years 2019 and 2018.

The table below provides information as of June 28, 2019 about our foreign currency forward exchange contracts. The table is provided in U.S. dollar equivalent amounts and presents the notional amounts (at the contract exchange rates) and the weighted-average contractual foreign currency exchange rates.

(Dollars in millions, except average contract rate)	Notional Amount	Average Contract Rate	Estimated Fair Value (1)
Foreign currency forward exchange contracts:			
Singapore Dollar	$ 100	$ 1.36	$ 1
Chinese Renminbi	99	$ 6.84	(1)
British Pound Sterling	18	$ 0.80	—
Total	$ 217		$ —

(1) Equivalent to the unrealized net gain (loss) on existing contracts.

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 near term financial results, but downgrades may negatively impact our future ability to raise capital, increase the cost of such capital 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 Non-qualified Deferred Compensation Plans—the Seagate Deferred Compensation Plans (the “SDCPs”). We entered into a Total Return Swap (“TRS”) in order to manage the equity market risks associated with the SDCPs liabilities. We pay a floating rate, based on the London Inter-Bank Offered Rate (“LIBOR”) plus an interest rate spread, on the notional amount of the TRS. The TRS is designed to substantially offset changes in the SDCPs liabilities due to changes in the value of the investment options made by employees. See “Item 8. Financial Statements and Supplementary Data—Note 8. *Derivative Financial Instruments* ” of this Report on Form 10-K.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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SEAGATE TECHNOLOGY PLC
CONSOLIDATED BALANCE SHEETS
(In millions, except share and per share data)

	June 28, 2019	June 29, 2018
ASSETS		
Current assets:		
Cash and cash equivalents	$ 2,220	$ 1,853
Accounts receivable, net	989	1,184
Inventories	970	1,053
Other current assets	184	220
Total current assets	4,363	4,310
Property, equipment and leasehold improvements, net	1,869	1,792
Investment in debt security	—	1,275
Goodwill	1,237	1,237
Other intangible assets, net	111	188
Deferred income taxes	1,114	417
Other assets, net	191	191
Total Assets	$ 8,885	$ 9,410
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 1,420	$ 1,728
Accrued employee compensation	169	253
Accrued warranty	91	112
Current portion of long-term debt	—	499
Accrued expenses	552	598
Total current liabilities	2,232	3,190
Long-term accrued warranty	104	125
Long-term accrued income taxes	4	10
Other non-current liabilities	130	100
Long-term debt, less current portion	4,253	4,320
Total Liabilities	6,723	7,745
Commitments and contingencies (See Notes 14 and 15)		
Shareholders' Equity:		
Preferred shares, $0.00001 par value per share—100,000,000 authorized; no shares issued or outstanding	—	—
Ordinary shares, $0.00001 par value per share—1,250,000,000 authorized; 269,097,971 issued and outstanding at June 28, 2019 and 287,170,363 issued and outstanding at June 29, 2018	—	—
Additional paid-in capital	6,545	6,377
Accumulated other comprehensive loss	(34)	(16)
Accumulated deficit	(4,349)	(4,696)
Total Shareholders' Equity	2,162	1,665
Total Liabilities and Shareholders' Equity	$ 8,885	$ 9,410

See notes to consolidated financial statements.

SEAGATE TECHNOLOGY PLC
CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except per share data)

	Fiscal Years Ended		
	June 28, 2019	June 29, 2018	June 30, 2017
Revenue	$10,390	$11,184	$10,771
Cost of revenue	7,458	7,820	7,597
Product development	991	1,026	1,232
Marketing and administrative	453	562	606
Amortization of intangibles	23	53	104
Restructuring and other, net	(22)	89	178
Total operating expenses	8,903	9,550	9,717
Income from operations	1,487	1,634	1,054
Interest income	84	38	12
Interest expense	(224)	(236)	(222)
Other, net	25	(18)	(29)
Other expense, net	(115)	(216)	(239)
Income before income taxes	1,372	1,418	815
(Benefit) provision for income taxes	(640)	236	43
Net income	$ 2,012	$ 1,182	$ 772
Net income per share:			
Basic	$ 7.13	$ 4.10	$ 2.61
Diluted	7.06	4.05	2.58
Number of shares used in per share calculations:			
Basic	282	288	296
Diluted	285	292	299
Cash dividends declared per ordinary share	$ 2.52	$ 2.52	$ 2.52

See notes to consolidated financial statements.

SEAGATE TECHNOLOGY PLC
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

	Fiscal Years Ended		
	June 28, 2019	June 29, 2018	June 30, 2017
Net income	$ 2,012	$ 1,182	$ 772
Other comprehensive income (loss), net of tax:			
Cash flow hedges			
Change in net unrealized (loss) gain on cash flow hedges	—	—	(3)
Less: reclassification for amounts included in net income	—	—	4
Net change	—	—	1
Marketable securities			
Change in net unrealized gain (loss) on available-for-sale debt securities	—	—	—
Less: reclassification for amounts included in net income	—	—	—
Net change	—	—	—
Post-retirement plans			
Change in unrealized gain (loss) on post-retirement plans	(16)	1	—
Less: reclassification for amounts included in net income	—	—	2
Net change	(16)	1	2
Foreign currency translation adjustments	(2)	—	5
Total other comprehensive income (loss), net of tax	(18)	1	8
Comprehensive income	$ 1,994	$ 1,183	$ 780

See notes to consolidated financial statements.

SEAGATE TECHNOLOGY PLC
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	Fiscal Years Ended		
	June 28, 2019	June 29, 2018	June 30, 2017
OPERATING ACTIVITIES			
Net income	$ 2,012	$ 1,182	$ 772
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	541	598	749
Share-based compensation	99	112	137
Impairment of assets	3	—	42
Deferred income taxes	(690)	193	3
Other non-cash operating activities, net	(97)	(11)	27
Changes in operating assets and liabilities:			
Accounts receivable, net	204	16	122
Inventories	80	(71)	(114)
Accounts payable	(268)	65	121
Accrued employee compensation	(84)	16	53
Accrued expenses, income taxes and warranty	(81)	(46)	47
Other assets and liabilities	42	59	(43)
Net cash provided by operating activities	1,761	2,113	1,916
INVESTING ACTIVITIES			
Acquisition of property, equipment and leasehold improvements	(602)	(366)	(434)
Proceeds from the sale of assets	144	71	—
Proceeds from settlement of foreign currency forward exchange contracts	29	—	—
Purchase of debt security	—	(1,279)	—
Proceeds from redemption of debt security	1,283	—	—
Purchases of strategic investments	(18)	—	(37)
Proceeds from sale of strategic investments	10	—	—
Maturities of short-term investments	—	—	6
Other investing activities, net	—	(14)	6
Net cash provided by (used in) investing activities	846	(1,588)	(459)
FINANCING ACTIVITIES			
Redemption and repurchase of debt	(819)	(214)	(316)
Dividends to shareholders	(713)	(726)	(561)
Repurchases of ordinary shares	(963)	(361)	(460)
Taxes paid related to net share settlement of equity awards	(31)	(23)	(27)
Net proceeds from issuance of long-term debt	245	—	1,232
Proceeds from issuance of ordinary shares under employee stock plans	69	113	86
Net cash used in financing activities	(2,212)	(1,211)	(46)
Effect of foreign currency exchange rate changes on cash, cash equivalents and restricted cash	(1)	—	—
Increase (decrease) in cash, cash equivalents and restricted cash	394	(686)	1,411
Cash, cash equivalents and restricted cash at the beginning of the year	1,857	2,543	1,132
Cash, cash equivalents and restricted cash at the end of the year	$ 2,251	$ 1,857	$ 2,543
Supplemental Disclosure of Cash Flow Information			
Cash paid for interest	$ 223	$ 237	$ 172
Cash paid for income taxes, net of refunds	$ 39	$ 43	$ 33

See notes to consolidated financial statements.

SEAGATE TECHNOLOGY PLC
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
For Fiscal Years Ended June 28, 2019, June 29, 2018 and June 30, 2017
(In millions)

	Number of Ordinary Shares	Par Value of Shares	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
Balance at, July 1, 2016	299	$ —	$ 5,929	$ (25)	$ (4,311)	$1,593
Net income					772	772
Other comprehensive income				8		8
Issuance of ordinary shares under employee stock plans	6		86			86
Repurchases of ordinary shares	(12)				(460)	(460)
Tax withholding related to vesting of restricted stock units	(1)				(27)	(27)
Dividends to shareholders					(745)	(745)
Share-based compensation			137			137
Balance at, June 30, 2017	292	—	6,152	(17)	(4,771)	1,364
Net income					1,182	1,182
Other comprehensive income				1		1
Issuance of ordinary shares under employee stock plans	6		113			113
Repurchases of ordinary shares	(10)				(361)	(361)
Tax withholding related to vesting of restricted stock units	(1)				(23)	(23)
Dividends to shareholders					(723)	(723)
Share-based compensation			112			112
Balance at, June 29, 2018	287	—	6,377	(16)	(4,696)	1,665
Cumulative effect of adoption of new revenue standard (Note 1)					34	34
Net income					2,012	2,012
Other comprehensive loss				(18)		(18)
Issuance of ordinary shares under employee stock plans	4		69			69
Repurchases of ordinary shares	(21)				(966)	(966)
Tax withholding related to vesting of restricted stock units	(1)				(31)	(31)
Dividends to shareholders					(702)	(702)
Share-based compensation			99			99
Balance at, June 28, 2019	269	$ —	$ 6,545	$ (34)	$ (4,349)	$2,162

See notes to consolidated financial statements.

SEAGATE TECHNOLOGY PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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 ("SSDs"), solid state hybrid drives ("SSHDs") and storage subsystems.

Basis of Presentation and Consolidation

The 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 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 consolidated financial statements.

Fiscal Year

The Company operates and reports financial results on a fiscal year of 52 or 53 weeks ending on the Friday closest to June 30. Accordingly, fiscal years 2019, 2018 and 2017 were comprised of 52 weeks ended on June 28, 2019, June 29, 2018 and June 30, 2017, respectively. All references to years in these Notes to Consolidated Financial Statements represent fiscal years unless otherwise noted. Fiscal year 2020 will be comprised of 53 weeks and will end on July 3, 2020. Fiscal year 2026 will also be comprised of 53 weeks and will end on July 3, 2026.

Summary of Significant Accounting Policies

Cash and Cash Equivalents. The Company considers all highly liquid investments with a remaining maturity of 90 days or less at the time of purchase to be cash equivalents. Cash equivalents are carried at cost, which approximates fair value.

Restricted Cash and Cash Equivalents. Restricted cash and cash equivalents represent cash and cash equivalents that are restricted as to withdrawal or use for other than current operations.

Short-Term Investments. The Company has short-term investments that are primarily comprised of money market funds, time deposits and certificates of deposits. The Company has classified its marketable securities as available-for-sale and they are stated at fair value with unrealized gains and losses included in Accumulated other comprehensive loss, which is a component of Shareholders' Equity. The Company evaluates the available-for sale securities in an unrealized loss position for other-than-temporary impairment. Realized gains and losses are included in Other, net on the Company's Consolidated Statements of Operations. The cost of securities sold is based on the specific identification method.

Allowances for Doubtful Accounts. The Company maintains allowances for uncollectible accounts receivable based upon expected collectability. This reserve is established based upon historical trends, global macroeconomic conditions and an analysis of specific exposures. The provision for doubtful accounts is recorded as a charge to Marketing and administrative expense on the Company's Consolidated Statements of Operations.

Inventories. Inventories are valued at the lower of cost (using the first-in, first-out method) and net realizable value. Net realizable value is based upon the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. Adjustments to reduce cost of inventories to its net realizable value are made, if required, for estimated excess or obsolescence determined primarily by future demand forecasts.

Property, Equipment and Leasehold Improvements. Property, equipment and leasehold improvements are stated at cost. Equipment and buildings are depreciated using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized using the straight-line method over the shorter of the estimated life of the asset or the remaining term of the lease. The costs of additions and substantial improvements to property, equipment and leasehold improvements, which extend the economic life of the underlying assets, are capitalized. The cost of maintenance and repairs to property, equipment and leasehold improvements is expensed as incurred.

Goodwill. The Company performs a qualitative assessment in the fourth quarter of each year, or more frequently if indicators of potential impairment exist, to determine if any events or circumstances exist, such as an adverse change in business climate or a decline in the overall industry that would indicate that it would more likely than not reduce the fair value of a reporting unit below its carrying amount, including goodwill. If it is determined in the qualitative assessment that the fair value of a reporting unit is more likely than not below its carrying amount, including goodwill, then the Company will perform a quantitative impairment test. The quantitative goodwill impairment test is performed by comparing the fair value of a reporting unit with its carrying amount. Any excess in the carrying value of a reporting unit's goodwill over its fair value is recognized as an impairment loss, limited to the total amount of goodwill allocated to that reporting unit.

Other Long-lived Assets. The Company tests other long-lived assets, including property, equipment and leasehold improvements and other intangible assets subject to amortization, for recoverability whenever events or changes in circumstances indicate that the carrying value of those assets may not be recoverable. The Company performs a recoverability test to assess the recoverability of an asset group. If the recoverability test indicates that the carrying value of the asset group is not recoverable, the Company will estimate the fair value of the asset group and the excess of the carrying value over the fair value is allocated pro rata to derive the adjusted carrying value of assets in the asset group. The adjusted carrying value of each asset in the asset group is not reduced below its fair value.

The Company tests other intangible assets not subject to amortization whenever events occur or circumstances change, such as declining financial performance, deterioration in the environment in which the entity operates or deteriorating macroeconomic conditions that have a negative effect on future expected earnings and cash flows that could affect significant inputs used to determine the fair value of the indefinite-lived intangible asset.

Assets Held for Sale. The Company classifies its long-lived assets to be sold as held for sale in the period (i) it has approved and committed to a plan to sell the asset, (ii) the asset is available for immediate sale in its present condition, (iii) an active program to locate a buyer and other actions required to sell the asset have been initiated, (iv) the sale of the asset is probable, (v) the asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value and (vi) it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. The Company initially measures a long-lived asset that is classified as held for sale at the lower of its carrying value or fair value less any costs to sell. Any loss resulting from this measurement is recognized in the period in which the held for sale criteria are met. Conversely, gains are not recognized on the sale of a long-lived asset until the date of sale. Upon designation as an asset held for sale, the Company stops recording depreciation expense on the asset. The Company assesses the fair value of a long-lived asset less any costs to sell at each reporting period and until the asset is no longer classified as held for sale.

Investment in Debt Security and Payment-in-Kind ("PIK") Income. The Company had a debt investment in non-convertible preferred stock of Toshiba Memory Holdings Corporation ("TMHC", formerly known as "K.K. Pangea") that was fully redeemed by TMHC in June 2019. The Company classified the investment as held-to-maturity as it had the positive intent and ability to hold the security until maturity. This held-to-maturity investment was carried at amortized cost and recorded as Investment in debt security on the Consolidated Balance Sheets.

Transaction costs incurred by the Company to acquire this investment were capitalized and amortized as a reduction of interest income on the Consolidated Statements of Operations over the respective term of the investment. The investment contained a PIK income provision, which represented contractual interest that was due upon redemption, and was accrued and recorded as Interest income each reporting period and added to the carrying value of the Investment in debt security.

Derivative Financial Instruments. The Company records all derivatives on the balance sheet at fair value and establishes criteria for designation and effectiveness of hedging relationships. The Company continues to exclude the change in forward points from the assessment of hedge effectiveness and recognizes the excluded component in Other, net in the Consolidated

Statements of Operations. Foreign currency forward exchange contracts not designated as hedge instruments are used to economically hedge the foreign currency exposure in the value of an investment denominated in currency other than U.S. dollar. The Company recognizes the unrealized gains and losses due to the changes in the fair value of these contracts in Other, net in the Consolidated Statements of Operations along with the foreign currency gains and losses on remeasurement of such investment.

Warranty. The Company estimates probable product warranty costs at the time revenue is recognized. The Company generally provides warranty on its products for a period of 1 to 5 years. The Company's warranty provision considers estimated product failure rates and trends (including the timing of product returns during the warranty periods), and estimated repair or replacement costs related to product quality issues, if any. The Company also exercises judgment in estimating its ability to sell refurbished products. The Company's judgment is subject to a greater degree of subjectivity with respect to newly introduced products because of limited experience with those products upon which to base our warranty estimates.

Revenue Recognition, Sales Returns and Allowances, and Sales Incentive Programs. Effective June 30, 2018, the Company adopted a new revenue recognition policy in accordance with Accounting Standard Codification ("ASC") 606, *Revenue from Contracts with Customers* , using the modified retrospective transition approach as discussed in the section titled *Recently Adopted Accounting Pronouncements* in this Note 1. Prior to fiscal year 2019, the revenue recognition policy was in accordance with ASC 605, *Revenue Recognition* . Under ASC 606, the Company determines revenue recognition through the following steps: (1) identification of the contract with a customer; (2) identification of the performance obligations in the contract; (3) determination of the transaction price; (4) allocation of the transaction price to the performance obligations in the contract; and (5) recognition of revenue when, or as, the Company satisfies a performance obligation.

Revenue from sales of products is generally recognized upon transfer of control to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products, net of sales taxes. This typically occurs upon shipment from the Company. When applicable, the Company includes shipping charges billed to customers in Revenue and includes the related shipping costs in Cost of revenue on the Company's Consolidated Statements of Operations.

The Company records estimated variable consideration at the time of revenue recognition as a reduction to revenue. Variable consideration generally consists of sales incentive programs, such as price protection and volume incentives aimed at increasing customer demand. For OEM sales, rebates are typically established by estimating the most likely amount of consideration expected to be received based on an OEM customer's volume of purchases from Seagate or other agreed upon rebate programs. For the distribution and retail channel, these programs typically involve estimating the most likely amount of rebates related to a customer's level of sales, order size, advertising or point of sale activity as well as the expected value of price protection adjustments based on historical analysis and forecasted pricing environment. Marketing development program costs are accrued and recorded as a reduction to revenue at the same time that the related revenue is recognized.

The Company elected a practical expedient to expense sales commissions as incurred because the amortization period would have been one year or less. These costs are recorded as Marketing and administrative on the Company's Consolidated Statements of Operations.

Restructuring Costs. The timing of recognition for severance costs depends on whether employees are required to render service until they are terminated in order to receive the termination benefits. If employees are required to render service until they are terminated in order to receive the termination benefits, a liability is recognized ratably over the future service period. Otherwise, a liability is recognized when management has committed to a restructuring plan and has communicated those actions to employees. Employee termination benefit costs covered by existing benefit arrangements are recognized when management has committed to a restructuring plan and the severance costs are probable and estimable.

Advertising Expense. The cost of advertising is expensed as incurred. Advertising costs were approximately $22 million, $28 million and $16 million in fiscal years 2019, 2018 and 2017, respectively.

Share-Based Compensation. The Company has elected to apply the with-and-without method to assess the realization of related excess tax benefits. The Company also elected to continue to account for share-based compensation expense net of estimated forfeitures.

Accounting for Income Taxes . The Company makes certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments occur in the calculation of tax credits, recognition of income and deductions and calculation of specific tax assets and liabilities, which arise from differences in the timing of recognition of revenue and expense for income tax and financial statement purposes, as well as tax liabilities associated with uncertain tax positions. The calculation of tax liabilities involves uncertainties in the application of complex tax rules and the potential for future adjustment of the Company's uncertain tax positions by the Internal Revenue Service or other tax jurisdictions. If estimates of these tax liabilities are greater or less than actual results, an additional tax provision or benefit will result. The deferred tax assets the Company records each period depend primarily on the Company's ability to generate future taxable income in the United States and certain non-U.S. jurisdictions. Each period, the Company evaluates the need for a valuation allowance for its deferred tax assets and, if necessary, adjusts the valuation allowance so that net deferred tax assets are recorded only to the extent the Company concludes it is more likely than not that these deferred tax assets will be realized. If the Company's outlook for future taxable income changes significantly, the Company's assessment of the need for, and the amount of, a valuation allowance may also change.

Financial Instruments Remeasurement. Effective June 30, 2018, the Company adopted ASU 2016-01, *Financial Instruments,* which changed the way the Company accounts for equity investments that do not qualify for the equity method of accounting . Prior to fiscal year 2019, the Company's investments in privately-held companies without readily determinable fair value were accounted for under the cost method and were recorded at historical cost at the time of investment, with adjustments to the balance only when impairment occur. Upon adoption of ASU 2016-01, the Company's equity investment in privately-held companies without readily determinable fair values are now measured using the measurement alternative method as cost, less impairments, and adjusted up or down based on observable price changes in orderly transactions for identical or similar investments of the same issuer. Any adjustments resulting from impairments and/or observable price changes are recorded as Other, net in the Company's Consolidated Statements of Operations.

Comprehensive Income. The Company presents comprehensive income in a separate statement. Comprehensive income is comprised of net income and other gains and losses affecting equity that are excluded from net income.

Foreign Currency Remeasurement and Translation. The U.S. dollar is the functional currency for the majority of the Company's foreign operations. Monetary assets and liabilities denominated in foreign currencies are remeasured into the functional currency of the subsidiary at the balance sheet date. The gains and losses from the remeasurement of foreign currency denominated balances into the functional currency of the subsidiary are included in Other, net on the Company's Consolidated Statements of Operations. The Company's subsidiaries that use the U.S. dollar as their functional currency remeasure monetary assets and liabilities at exchange rates in effect at the end of each period, and nonmonetary assets and liabilities at historical rates.

The Company translates the assets and liabilities of its non-U.S. dollar functional currency subsidiaries into U.S. dollars using exchange rates in effect at the end of each period. Revenue and expenses for these subsidiaries are translated using rates that approximate those in effect during the period. Gains and losses from these translations are recognized in foreign currency translation included in Accumulated other comprehensive loss, which is a component of Shareholders' Equity.

Concentrations

Concentration of Credit Risk. The Company's customer base for disk drive products is concentrated with a small number of customers. The Company does not generally require collateral or other security to support accounts receivable. To reduce credit risk, the Company performs ongoing credit evaluations on its customers' financial condition. The Company establishes allowances for doubtful accounts based upon factors surrounding the credit risk of customers, historical trends and other information. Dell Inc. accounted for more than 10% of the Company's accounts receivable as of June 28, 2019 and June 29, 2018.

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash equivalents, investments and foreign currency forward exchange contracts. The Company mitigates concentrations of credit risk in its investments through diversifications, by investing in highly-rated securities and/or major multinational companies.

In entering into foreign currency forward exchange contracts, the Company assumes the risk that might arise from the possible inability of counterparties to meet the terms of their contracts. The counterparties to these contracts are major multinational commercial and investment banks, and the Company has not incurred and does not expect any losses as a result of counterparty defaults.

Supplier Concentration. Certain of the raw materials, components and equipment used by the Company in the manufacture of its products are available from single-sourced vendors. Shortages could occur in these essential materials and components due to an interruption of supply or increased demand in the industry. If the Company were unable to procure certain materials, components or equipment at acceptable prices, it would be required to reduce its manufacturing operations, which could have a material adverse effect on its results of operations. In addition, the Company may make prepayments to certain suppliers or enter into minimum volume commitment agreements. Should these suppliers be unable to deliver on their obligations or experience financial difficulty, the Company may not be able to recover these prepayments.

Recently Issued Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Update (“ASU”) 2016-02 (ASC Topic 842), *Leases* and subsequently issued certain interpretive clarifications on this new guidance which amends a number of aspects of lease accounting, including requiring lessee to recognize a right-of-use (“ROU”) asset and corresponding lease liability for operating leases and enhanced disclosures. The lease liability is measured at the present value of the remaining lease payments and the ROU asset will be based on the lease liability and is adjusted for lease prepayments, lease incentives received and the lessee’s initial direct costs.

The Company will adopt this ASU effective June 29, 2019 using the modified retrospective method. The Company will elect the practical expedients which allows for not reassessing whether existing contracts contain leases, the classifications of existing leases and whether the existing initial direct costs meet the new definition. In addition, the Company will elect to combine lease and non-lease components for facility leases and to keep leases with an initial term of 12 months or less off the balance sheet.

While the Company will continue to evaluate the effect of adopting this guidance on its consolidated financial statements and related disclosures, the Company expects to recognize ROU assets and corresponding lease liabilities of approximately $114 million and $74 million, respectively, on the Consolidated Balance Sheet, primarily relating to real estate operating leases. The Company does not expect the adoption of this ASU to have a material impact on its other consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13 (ASC Topic 326), *Financial Instruments—Credit Losses: Measurement of Credit Losses on Financial Instruments* . This ASU amends the requirement on the measurement and recognition of expected credit losses for financial assets held. The Company is required to adopt this guidance in the first quarter of fiscal year 2021. Early adoption in the first quarter of fiscal year 2020 is permitted. The Company is in the process of assessing the impact of this ASU on its consolidated financial statements.

In February 2018, the FASB issued ASU 2018-02 (ASC Topic 220), *Income Statement—Reporting Comprehensive Income: Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income* . This ASU was issued following the enactment of the U.S. Tax Cuts and Jobs Act of 2017 (“the Tax Act”) and permits entities to elect a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Act. The Company is required to adopt the guidance in the first quarter of fiscal 2020. The adoption of ASU 2018-02 is not expected to have a material effect on its consolidated financial statements.

In August 2018, the FASB issued ASU 2018-15 (ASC Subtopic 350-40), *Intangibles—Goodwill and Other—Internal-Use Software—Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract* . This ASU aligns the accounting for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the accounting for implementation costs incurred to develop or obtain internal-use software. The Company is required to adopt the guidance in the first quarter of fiscal year 2021. Early adoption is permitted. The Company is in the process of assessing the impact of this ASU on its consolidated financial statements.

Recently Adopted Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09 (ASC Topic 606), *Revenue from Contracts with Customers* , and FASB also issued certain interpretive clarifications on this new guidance which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes the revenue recognition guidance under ASC 605. 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. This ASU became effective and was adopted by the Company in the quarter ended September 28, 2018 under the modified retrospective approach with a cumulative adjustment to accumulated deficit at the date of adoption. The Company has completed the adoption and implemented policies, processes and controls to support the new standard's measurement and disclosure requirements.

The Company applied ASC 606 using a modified retrospective transition approach to all contracts that were not completed as of June 29, 2018. Results for reporting periods beginning June 30, 2018 are presented under ASC 606, while prior period amounts were not adjusted and continue to be reported under the historical accounting standard. As a result of the adoption, the Company identified a change in revenue recognition timing on its product sales made to certain retail customers and started to recognize revenue when the Company transfers control to the applicable customers rather than deferring recognition until those customers sell the products. In addition, the Company established accruals for the variable consideration related to customer incentives on these arrangements. On the date of initial adoption, the Company removed the related deferred income on the product sales made to these customers and recorded estimates of the accrual for variable consideration through a cumulative adjustment to accumulated deficit. The cumulative effect of the change to the Company's Consolidated Balance Sheet from the adoption of ASC 606 was as follows:

(Dollars in millions)	**As of June 29, 2018**	**Effect of adoption of ASC 606**	**As of June 30, 2018**
Accounts receivable, net	$ 1,184	$ 9	$ 1,193
Inventories	$ 1,053	$ (9)	$ 1,044
Accrued expenses	$ 598	$ (34)	$ 564
Accumulated deficit	$ (4,696)	$ 34	$ (4,662)

The impact of applying the new accounting standard on the Company's consolidated financial statements for the year ended June 28, 2019 was not material.

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,* as amended by ASU 2018-03, *Financial Instruments—Overall: Technical Correction and Improvements,* issued in February 2018 . The amendments in these ASUs require entities to measure all equity investments at fair value with changes recognized through net income. 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. These ASUs became effective and were adopted by the Company in the quarter ended September 28, 2018. For equity investments without readily determinable fair value, the Company elected the measurement method as cost, less impairments, and adjusted up or down based on observable price changes in orderly transactions for an identical or similar investment in the same issuer. The adoption of this guidance had no impact on the Company's consolidated financial statements and disclosures.

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 adopted the guidance in the quarter ended September 28, 2018. The adoption of this guidance had no impact on the Company's consolidated financial statements and disclosures.

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 adopted the guidance in the quarter ended September 28, 2018. The adoption of this guidance had no impact on its consolidated financial statements and disclosures.

2. Balance Sheet Information

Available-for-sale Debt Securities

The following table summarizes, by major type, the fair value and amortized cost of the Company's investments as of June 28, 2019:

(Dollars in millions)	Amortized Cost	Unrealized Gain/(Loss)	Fair Value
Available-for-sale debt securities:			
Money market funds	$ 417	$ —	$ 417
Time deposits and certificates of deposit	133	—	133
Other debt securities	7	—	7
Total	$ 557	$ —	$ 557
Included in Cash and cash equivalents			$ 548
Included in Other current assets			2
Included in Other assets, net			7
Total			$ 557

As of June 28, 2019, the Company's Other current assets included $2 million in restricted cash equivalents held as collateral at banks for various performance obligations.

As of June 28, 2019, the Company had no material available-for-sale debt securities that had been in a continuous unrealized loss position for a period greater than 12 months. The Company determined no available-for-sale debt securities were other-than-temporarily impaired as of June 28, 2019.

The fair value and amortized cost of the Company's investments classified as available-for-sale at June 28, 2019 by remaining contractual maturity were as follows:

(Dollars in millions)	Amortized Cost	Fair Value
Due in less than 1 year	$ 550	$ 550
Due in 1 to 5 years	3	3
Due in 6 to 10 years	—	—
Thereafter	4	4
Total	$ 557	$ 557

The following table summarizes, by major type, the fair value and amortized cost of the Company's investments as of June 29, 2018:

(Dollars in millions)	Amortized Cost	Unrealized Gain/ (Loss)	Fair Value
Available-for-sale securities:			
Money market funds	$ 621	$ —	$ 621
Time deposits and certificates of deposits	395	—	395
Total	$ 1,016	$ —	$1,016
Included in Cash and cash equivalents			$1,012
Included in Other current assets			4
Total			$1,016

As of June 29, 2018, 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 29, 2018, the Company 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 June 29, 2018.

Cash, Cash Equivalents and Restricted Cash

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

(Dollars in millions)	June 28, 2019	June 29, 2018	June 30, 2017	July 1, 2016
Cash and cash equivalents	$ 2,220	$ 1,853	$ 2,539	$1,125
Restricted cash included in Other current assets	31	4	4	7
Total cash, cash equivalents and restricted cash shown in the Statements of Cash Flows	$ 2,251	$ 1,857	$ 2,543	$1,132

As of June 28, 2019, the Company's Other current assets included $31 million in restricted cash and cash equivalents in an escrow account for the sale of certain properties and cash equivalents held as collateral at banks for various performance obligations.

Accounts Receivable, net

The following table provides details of the accounts receivable, net balance sheet item:

(Dollars in millions)	June 28, 2019	June 29, 2018
Accounts receivable	$ 993	$ 1,188
Allowances for doubtful accounts	(4)	(4)
Account receivable, net	$ 989	$ 1,184

Activity in the allowances for doubtful accounts is as follows:

(Dollars in millions)	Balance at Beginning of Period	Charges (Credit) to Operations	Deductions (a)	Balance at End of Period
Fiscal year ended June 30, 2017	$ 9	(4)	—	$ 5
Fiscal year ended June 29, 2018	$ 5	—	(1)	$ 4
Fiscal year ended June 28, 2019	$ 4	—	—	$ 4

(a) Uncollectible accounts written off, net of recoveries.

Inventories

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

(Dollars in millions)	June 28, 2019	June 29, 2018
Raw materials and components	$ 336	$ 329
Work-in-process	217	347
Finished goods	417	377
Total inventories	$ 970	$ 1,053

Property, Equipment and Leasehold Improvements, net

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

(Dollars in millions)	Useful Life in Years	June 28, 2019	June 29, 2018
Land and land improvements		$ 48	$ 55
Equipment	3 – 5	7,726	7,472
Buildings and leasehold improvements	Up to 30	1,795	1,805
Construction in progress		266	193
		9,835	9,525
Less: accumulated depreciation and amortization		(7,966)	(7,733)
Property, equipment and leasehold improvements, net		$ 1,869	$ 1,792

Depreciation expense, which includes amortization of leasehold improvements, was $464 million, $487 million and $581 million for fiscal years 2019, 2018 and 2017, respectively. Interest on borrowings related to eligible capital expenditures is capitalized as part of the cost of the qualified assets and amortized over the estimated useful lives of the assets. During fiscal years 2019, 2018 and 2017, the Company capitalized interest of $3 million, $1 million and $4 million, respectively.

In fiscal year 2019, the Company did not have any material write-offs or accelerated depreciation of fixed assets. In fiscal year 2018, the Company recognized a charge of $7 million from the write-off and accelerated depreciation of certain fixed assets, of which $1 million, $4 million and $2 million was recorded to Cost of revenue, Product development and Marketing and administrative, respectively, in the Consolidated Statement of Operations. In fiscal year 2017, the Company determined it would discontinue the use of certain manufacturing property and equipment in the short-term, and that certain other buildings, land and manufacturing property and equipment were permanently impaired. As a result, the Company recognized charges of $72 million in fiscal year 2017 from the write-off and accelerated depreciation of these fixed assets, including $35 million impairment on land and buildings classified as held for sale under Other current assets in the Consolidated Balance Sheet. Please refer to Note 9. *Fair Value* for more details.

Investment in Debt Security

On May 31, 2018, the Company invested approximately $1.3 billion in non-convertible preferred stock of Toshiba Memory Corporation ("TMC", formerly known as "K.K. Pangea"), a subsidiary of Toshiba Memory Holdings Corporation ("TMHC"), with a consortium of investors led by Bain Capital Private Equity. The Company's investment in TMC was subsequently transferred to TMHC. On June 17, 2019, the Company received approximately $1.3 billion in cash from TMHC for the redemption of all the outstanding shares of non-convertible preferred stock of TMHC held by the Company. The proceeds from the redemption include the original principal and accrued PIK income. As of June 29, 2018, no impairment was identified and the fair value of the investment was determined to approximate its carrying value at amortized cost. In fiscal years 2019 and 2018, the PIK income earned was $61 million and $5 million, respectively.

Accrued Expenses

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

(Dollars in millions)	June 28, 2019	June 29, 2018
Dividends payable	$ 170	$ 181
Other accrued expenses	382	417
Total	$ 552	$ 598

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 Available-for-Sale Debt 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	—	—	1	—	1
Amounts reclassified from AOCI	—	—	—	—	—
Other comprehensive income (loss)	—	—	1	—	1
Balance at June 29, 2018	—	—	(4)	(12)	(16)
Other comprehensive income (loss) before reclassifications	—	—	(16)	(2)	(18)
Amounts reclassified from AOCI	—	—	—	—	—
Other comprehensive income (loss)	—	—	(16)	(2)	(18)
Balance at June 28, 2019	$ —	$ —	$ (20)	$ (14)	$ (34)

3. Revenue

The following table provides information about disaggregated revenue by sales channel and geographical region for the Company's single reportable segment:

(Dollars in million)	Fiscal Years Ended June 28, 2019	June 29, 2018	June 30, 2017
Revenues by Channel			
OEMs	$ 7,261	$ 7,863	$ 7,478
Distributors	1,780	1,906	1,866
Retailers	1,349	1,415	1,427
Total	$ 10,390	$ 11,184	$ 10,771
Revenues by Geography (1)			
Americas	$ 3,310	$ 3,719	$ 3,531
EMEA	1,965	1,983	2,119
Asia Pacific	5,115	5,482	5,121
Total	$ 10,390	$ 11,184	$ 10,771

(1) Revenue is attributed to countries based on bill from locations.

4. Goodwill and Other Intangible Assets

Goodwill

The changes in the carrying amount of goodwill are as follows:

(Dollars in millions)	Amount
As of June 30, 2017	$ 1,238
Goodwill acquired	—
Goodwill disposed	(1)
Foreign currency translation effect	—
As of June 29, 2018	$ 1,237
Goodwill acquired	—
Goodwill disposed	—
Foreign currency translation effect	—
As of June 28, 2019	$ 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 Consolidated Statements of Operations.

In fiscal years 2019, 2018 and 2017, amortization expense for other intangible assets was $77 million, $111 million and $168 million, respectively.

The carrying value of other intangible assets subject to amortization, excluding fully amortized intangible assets, as of June 28, 2019, 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	$ 201	$ (143)	$ 58	1.9 years
Customer relationships	71	(38)	33	3.3 years
Trade name	3	(2)	1	1.2 years
Other intangible assets	41	(22)	19	2.9 years
Total amortizable other intangible assets	$ 316	$ (205)	$ 111	2.5 years

The carrying value of other intangible assets subject to amortization, excluding fully amortized intangible assets, as of June 29, 2018 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	$ 256	$ (145)	$ 111	2.5 years
Customer relationships	89	(42)	47	4.0 years
Trade name	17	(13)	4	1.3 years
Other intangible assets	45	(19)	26	3.0 years
Total amortizable other intangible assets	$ 407	$ (219)	$ 188	2.9 years

As of June 28, 2019, expected amortization expense for other intangible assets for each of the next five years and thereafter is as follows:

(Dollars in millions)	Amount
2020	$ 54
2021	29
2022	20
2023	8
2024	—
Thereafter	—
Total	$ 111

5. Restructuring and Exit Costs

During fiscal year 2019, the Company recorded a net gain of $22 million comprised primarily of a gain from sales of a property. During fiscal years 2018 and 2017 the Company recorded restructuring charges of $89 million and $178 million, respectively, comprised primarily of charges related to workforce reduction costs and facilities and other exit costs associated with the restructuring of its workforce. The Company's significant restructuring plans are described below. All restructuring charges are reported in Restructuring and other, net on the Consolidated Statements of Operations.

December 2017 Plan — On December 8, 2017, the Company committed to a restructuring plan (the "December 2017 Plan") to reduce its cost structure. The December 2017 Plan included reducing the Company's global headcount by approximately 500 employees. The December 2017 Plan was substantially completed by the end of fiscal year 2018.

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 substantially completed during fiscal year 2018.

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 substantially 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 substantially completed during fiscal year 2018.

The following table summarizes the Company’s restructuring activities under all of the Company’s active restructuring plans for fiscal years 2019, 2018 and 2017:

	December 2017 Plan		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**	**Workforce Reduction Costs**	**Facilities and Other Exit Costs**	**Total**
Accrual balances at July 1, 2016	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ 50	$ 13	$ 63
Restructuring charges	—	—	—	—	28	3	72	20	31	13	167
Cash payments	—	—	—	—	(29)	(3)	(57)	(18)	(74)	(17)	(198)
Adjustments	—	—	—	—	1	—	7	—	(1)	4	11
Accrual balances at June 30, 2017	—	—	—	—	—	—	22	2	6	13	43
Restructuring charges	28	6	38	4	—	—	1	15	13	—	105
Cash payments	(21)	(2)	(37)	(3)	(1)	—	(23)	(16)	(9)	(3)	(115)
Adjustments	(2)	—	(1)	—	2	—	2	(1)	1	8	9
Accrual balances at June 29, 2018	5	4	—	1	1	—	2	—	11	18	42
Restructuring charges	—	3	—	—	—	—	—	6	41	4	54
Cash payments	(5)	(5)	—	—	(1)	—	(1)	(6)	(41)	(6)	(65)
Adjustments	—	(1)	—	(1)	—	—	(1)	—	2	—	(1)
Accrual balances at June 28, 2019	—	1	—	—	—	—	—	—	13	16	30
Total costs incurred to date as of June 28, 2019	$ 26	$ 8	$ 37	$ 3	$ 31	$ 3	$ 81	$ 40	$ 283	$ 63	$ 575
Total expected costs to be incurred as of June 28, 2019	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ 1	$ —	$ 1

Of the accrued restructuring balance of $30 million at June 28, 2019, $16 million is included in Accrued expenses and $14 million is included in Other non-current liabilities in the Company’s Consolidated Balance Sheet. Of the accrued restructuring balance of $42 million at June 29, 2018, $26 million is included in Accrued expenses and $16 million is included in Other non-current liabilities in the Company’s Consolidated Balance Sheet.

During fiscal years 2019 and 2018, the Company sold certain properties, which were previously classified as assets held for sale and recognized a gain of approximately $78 million and $25 million, respectively. The Company also recorded an impairment charge of $3 million on its held for sale land and building during fiscal year 2019. The gain and impairment charge were included in Restructuring and other, net in the Company’s Consolidated Statements of Operations. Please refer to Note 9. —*Fair Value* for more details.

6. Debt

Revolving Credit Facility

On February 20, 2019, the Company terminated its senior unsecured revolving credit facility scheduled to expire on January 15, 2020, under which the Company was able to draw up to $700 million. Upon termination, the Company and its subsidiary Seagate HDD Cayman entered into a new credit agreement (the “2019 Revolving Credit Facility”) which provides the

Company with a $1.3 billion senior unsecured revolving credit facility. The 2019 Revolving Credit Facility has a final maturity of February 20, 2024. The loans made under the 2019 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 other material subsidiaries of the Company fully and unconditionally guarantee the revolving credit facility. On May 28, 2019, the Company increased the 2019 Revolving Credit Facility from $1.3 billion to $1.5 billion primarily through the addition of two lenders under the facility. The 2019 Revolving Credit Facility also allows the Company to increase the facility by an additional $100 million, provided that (i) there has been, and will be after giving effect to such increase, no default, (ii) the increase is at least $25 million and (iii) the existing commitments under the facility receive 0.50% most favored nation protection. An aggregate amount of up to $75 million of the facility is available for the issuance of letters of credit, and an aggregate amount of up to $50 million of the facility is also available for swing line loans.

The 2019 Revolving Credit Facility includes three financial covenants: (1) interest coverage ratio, (2) total leverage ratio and (3) a minimum liquidity amount. The Company was in compliance with the covenants as of June 28, 2019 and expects to be in compliance for the next 12 months.

As of June 28, 2019, no borrowings were drawn and no letters of credit or swing line loans have been utilized under the 2019 Revolving Credit Facility.

Long-Term Debt

$800 million Aggregate Principal Amount of 3.75% Senior Notes due November 2018 (the "2018 Notes"). On November 5, 2013, Seagate HDD Cayman, issued $800 million in aggregate principal amount of 3.75% Senior Notes. The Notes were fully and unconditionally guaranteed by the Company on a senior unsecured basis. The interest on the Notes was payable semi-annually on May 15 and November 15 of each year. During fiscal years 2018 and 2017, the Company repurchased $211 million and $90 million, respectively, aggregate principal amount of the 2018 Notes for cash at a premium to their principal amount, plus accrued and unpaid interest. For fiscal years 2018 and 2017 the Company recorded a loss on the repurchase of approximately $4 million and $3 million, respectively, which is included in Other, net in the Company's Consolidated Statements of Operations. On November 15, 2018, the 2018 Notes matured and the Company repaid the entire outstanding principal amount of $499 million, plus accrued and unpaid interest.

$600 million Aggregate Principal Amount of 7.00% Senior Notes due November 2021 (the "2021 Notes") . On May 18, 2011, the Company's subsidiary, Seagate HDD Cayman, completed the sale of $600 million aggregate principal amount of the 2021 Notes, in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended. The obligations under the 2021 Notes were fully and unconditionally guaranteed, on a senior unsecured basis, by the Company. The interest on the 2021 Notes was payable semi-annually on January 1 and July 1 of each year. During fiscal year 2017, the 2021 Notes were fully extinguished through redemption for cash at a premium to their principal amount of $158 million, plus accrued and unpaid interest. For fiscal year 2017, the Company recorded a loss on the redemption of approximately $5 million, which was included in Other, net in the Company's Consolidated Statement of Operations.

$750 million Aggregate Principal Amount of 4.25% *Senior Notes due March 2022 (the "2022 Notes").* On February 3, 2017, Seagate HDD Cayman issued, in a private placement, $750 million in aggregate principal amount of 4.25% Senior Notes which will mature on March 1, 2022. The interest on the 2022 Notes is payable semi-annually on March 1 and September 1 of each year, commencing on September 1, 2017. At any time before February 1, 2022, Seagate HDD Cayman may redeem some or all of the 2022 Notes at a "make whole" redemption price, plus accrued and unpaid interest, if any. The ''make-whole'' redemption price will be equal to (1) 100% of the principal amount of the 2022 Notes redeemed, plus (2) the excess, if any, of (a) the sum of the present values of the remaining scheduled payments of principal and interest on the 2022 Notes being redeemed, discounted to the redemption date on a semi-annual basis at a rate equal to the sum of the Treasury Rate (as defined in the relevant indenture) plus 40 basis points, minus accrued and unpaid interest, if any, on the 2022 Notes being redeemed to, but excluding, the redemption date over (b) the principal amount of the 2022 Notes being redeemed, plus (3) accrued and unpaid interest, if any, on the 2022 Notes being redeemed to, but excluding, the redemption date. 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"). On May 22, 2013, Seagate HDD Cayman, issued $1 billion in aggregate principal amount of 4.75% Senior Notes, which will mature on June 1,

2023, in a private placement. The obligations under the 2023 Notes are fully and unconditionally guaranteed, on a senior unsecured basis, by the Company. The interest on the 2023 Notes is payable semi-annually on June 1 and December 1 of each year. The 2023 Notes are redeemable at the option of the Company in whole or in part, on not less than 30, nor more than 60 days' notice, at a "make-whole" premium redemption price. The "make-whole" redemption price will be equal to the greater of (1) 100% of the principal amount of the notes being redeemed, or (2) the sum of the present values of the remaining scheduled payments of principal and interest on the 2023 Notes being redeemed, discounted at the redemption date on a semi-annual basis at a rate equal to the sum of the applicable Treasury Rate plus 50 basis points. Accrued and unpaid interest, if any, will be paid to, but excluding, the redemption date. During fiscal years 2019 and 2017, the Company repurchased $10 million and $39 million, respectively, aggregate principal amount of its 2023 Notes for cash at a premium to their principal amount, plus accrued and unpaid interest. The loss recorded on the repurchases in fiscal years 2019 and 2017 were immaterial, which is included in Other, net in the Company's Consolidated Statement of Operations.

$500 million Aggregate Principal Amount of 4.875% Senior Notes due March 2024 (the "2024 Notes"). On February 3, 2017, Seagate HDD Cayman issued, in a private placement, $500 million in aggregate principal amount of 4.875% Senior Notes which will mature on March 1, 2024. The interest on the 2024 Notes is payable semi-annually on March 1 and September 1 of each year, commencing on September 1, 2017. At any time before January 1, 2024, Seagate HDD Cayman may redeem some or all of the 2024 Notes at a "make whole" redemption price, plus accrued and unpaid interest, if any. The ''make-whole'' redemption price will be equal to (1) 100% of the principal amount of the 2024 Notes redeemed, plus (2) the excess, if any, of (a) the sum of the present values of the remaining scheduled payments of principal and interest on the 2024 Notes being redeemed, discounted to the redemption date on a semi-annual basis at a rate equal to the sum of the Treasury Rate plus 45 basis points, minus accrued and unpaid interest, if any, on the 2024 Notes being redeemed to, but excluding, the redemption date over (b) the principal amount of the 2024 Notes being redeemed, plus (3) accrued and unpaid interest, if any, on the 2024 Notes being redeemed to, but excluding, the redemption date. 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") . On May 28, 2014, Seagate HDD Cayman issued, in a private placement, $1 billion in aggregate principal amount of 4.75% Senior Notes due 2025, which will mature on January 1, 2025. The interest on the Notes will be payable in cash semiannually on January 1 and July 1 of each year, commencing on January 1, 2015. At any time, upon not less than 30 nor more than 60 days' notice, Seagate HDD may redeem some or all of the Notes at a ''make-whole'' redemption price. The ''make-whole'' redemption price will be equal to the greater of (1) 100% of the principal amount of the Notes redeemed, and (2) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes being redeemed, discounted to the redemption date on a semi-annual basis at a rate equal to the sum of the Treasury Rate plus 50 basis points. Accrued and unpaid interest, if any, will be paid to, but excluding, the redemption date. The Notes are fully and unconditionally guaranteed by the Company on a senior unsecured basis. During fiscal years 2019 and 2017, the Company repurchased $55 million and $20 million, respectively, aggregate principal amount of the 2025 Notes for cash at a discount to their principal amount, plus accrued and unpaid interest. For fiscal years 2019 and 2017 the Company recorded a gain on the repurchase of approximately $1 million and $1 million, respectively, which is included in Other, net in the Company's Consolidated Statements of Operations.

$700 million Aggregate Principal Amount of 4.875% Senior Notes due June, 2027 (the "2027 Notes") . On May 14, 2015, Seagate HDD Cayman issued, in a private placement, $700 million in aggregate principal amount of 4.875% Senior Notes, which will mature on June 1, 2027. The interest on the Notes is payable semi-annually on June 1 and December 1 of each year, commencing on December 1, 2015. At any time before March 1, 2027, Seagate HDD Cayman may redeem some or all of the Notes at a "make-whole" redemption price. The ''make-whole'' redemption price will be equal to (1) 100% of the principal amount of the Notes redeemed, plus (2) the excess, if any of (x) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes being redeemed, discounted to the redemption date on a semi-annual basis at a rate equal to the sum of the Treasury Rate plus 40 basis points, minus accrued and unpaid interest, if any, on the Notes being redeemed to, but excluding, the redemption date over (y) the principal amount of the Notes being redeemed, plus (3) accrued and unpaid interest, if any, on the Notes being redeemed to, but excluding, the redemption date. At any time on or after March 1, 2027, the Company may redeem some or all of the Notes at a redemption price equal to 100% of the principal amount of the Notes redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. 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. During fiscal year 2017, the Company repurchased $4 million aggregate principal amount of the 2027 Notes for cash at a discount to their principal amount, plus accrued and unpaid interest. The Company recorded an immaterial gain on the repurchase, which is included in Other, net in the Company's Consolidated Statements of Operations. During fiscal year 2019, the Company repurchased $6 million aggregate principal amount of the 2027 Notes for cash at a discount to their principal amount, plus accrued and unpaid interest. The Company recorded an immaterial gain on the repurchase, which is included in Other, net in the Company's Consolidated Statements of Operations.

$500 million Aggregate Principal Amount of 5.75% Senior Notes due December, 2034 (the "2034 Notes") . On December 2, 2014, Seagate HDD Cayman issued, in a private placement, $500 million in aggregate principal amount of 5.75% Senior Notes, which will mature on December 1, 2034. The interest on the Notes is payable semi-annually on June 1 and December 1 of each year, commencing on June 1, 2015. At any time before June 1, 2034, Seagate HDD Cayman may redeem some or all of the Notes at a "make-whole" redemption price. The ''make-whole'' redemption price will be equal to (1) 100% of the principal amount of the Notes redeemed, plus (2) the excess, if any of (x) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes being redeemed, discounted to the redemption date on a semi-annual basis at a rate equal to the sum of the Treasury Rate plus 50 basis points, minus accrued and unpaid interest, if any, on the Notes being redeemed to, but excluding, the redemption date over (y) the principal amount of the Notes being redeemed, plus (3) accrued and unpaid interest, if any, on the Notes being redeemed to, but excluding, the redemption date. At any time on or after June 1, 2034, the Company may redeem some or all of the Notes at a redemption price equal to 100% of the principal amount of the Notes redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. 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. During fiscal year 2016, the Company repurchased $10 million aggregate principal amount of its 2034 Notes for cash at a discount to their principal amount, plus accrued and unpaid interest. The Company recorded a gain on the repurchase of approximately $3 million, which was included in Other, net in the Company's Consolidated Statement of Operations.

At June 28, 2019, future Principal payments on long-term debt were as follows (in millions):

Fiscal Year	Amount
2020	$ —
2021	—
2022	750
2023	941
2024	500
Thereafter	2,100
Total	$ 4,291

7. Income Taxes

Income (loss) before income taxes consisted of the following:

	Fiscal Years Ended		
(Dollars in millions)	June 28, 2019	June 29, 2018	June 30, 2017
U.S.	$ 275	$ (29)	$ (22)
Non-U.S.	1,097	1,447	837
	$ 1,372	$ 1,418	$ 815

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The (benefit) provision for income taxes consisted of the following:

(Dollars in millions)	Fiscal Years Ended June 28, 2019	June 29, 2018	June 30, 2017
Current income tax expense:			
U.S. Federal	$ —	$ —	$ —
U.S. State	—	5	1
Non-U.S.	45	38	39
Total Current	45	43	40
Deferred income tax (benefit) expense:			
U.S. Federal	(690)	201	(5)
U.S. State	12	—	—
Non-U.S.	(7)	(8)	8
Total Deferred	(685)	193	3
(Benefit) provision for income taxes	$ (640)	$ 236	$ 43

On December 22, 2017, the Tax Act was enacted into law in the United States. The Tax Act significantly revised U.S. corporate income tax law by, among other things, lowering U.S. corporate income tax rates from 35% to 21%, implementing a territorial tax system and imposing a one-time transition tax on deemed repatriated earnings of non-U.S. subsidiaries.

The U.S. tax law changes, including limitations on various business deductions such as executive compensation under Internal Revenue Code §162(m), will not materially impact the Company's current tax expense in the short-term due to the Company's large net operating loss and tax credit carryovers. The Tax Act's new international rules, including Global Intangible Low-Taxed Income ("GILTI"), Foreign Derived Intangible Income ("FDII") and Base Erosion Anti-Avoidance Tax ("BEAT"), are effective beginning in fiscal year 2019. For fiscal year 2019, the Company has included the effects of the Tax Act in its financial statements and has concluded the impact is not material.

As of the fiscal quarter ended September 28, 2018, pursuant to SEC Staff Accounting Bulletin ("SAB") 118 (regarding the application of ASC 740 associated with the enactment of the Tax Act), the Company had considered SAB 118 and concluded its accounting under ASC 740 for the provisions of the Tax Act was complete. There were no adjustments deemed necessary in fiscal year 2019.

The significant components of the Company's deferred tax assets and liabilities were as follows (in millions):

(Dollars in millions)	Fiscal Years Ended June 28, 2019	Fiscal Years Ended June 29, 2018
Deferred tax assets		
Accrued warranty	$ 46	$ 55
Inventory carrying value adjustments	34	30
Receivable allowances	10	13
Accrued compensation and benefits	53	64
Depreciation	89	96
Restructuring accruals	4	5
Other accruals and deferred items	15	34
Net operating losses	743	812
Tax credit carryforwards	582	549
Other assets	7	10
Gross: Deferred tax assets	1,583	1,668
Less: Valuation allowance	(460)	(1,221)
Net: Deferred tax assets	1,123	447
Deferred tax liabilities		
Unremitted earnings of certain non-U.S. entities	(16)	(7)
Acquisition-related items	(13)	(30)
Net: Deferred tax liabilities	(29)	(37)
Total net deferred tax assets	$ 1,094	$ 410

At June 28, 2019, the Company recorded $1.1 billion of net deferred tax assets. The realization of most of these deferred tax assets is primarily dependent on the Company's ability to generate sufficient U.S. and certain non-U.S. taxable income in future periods. Although realization is not assured, the Company's management believes it is more likely than not that these deferred tax assets will be realized. The amount of deferred tax assets considered realizable, however, may increase or decrease in subsequent periods when the Company re-evaluates the underlying basis for its estimates of future U.S. and certain non-U.S. taxable income.

The deferred tax asset valuation allowance decreased by $761 million in fiscal year 2019. The decrease in valuation allowance during fiscal year 2019 was primarily related to a valuation allowance release driven by improvements in the Company's profitability outlook in the U.S., including its efforts to structurally and operationally align its EDS business with the rest of the Company. The Company continues to maintain a valuation allowance related to specific net deferred tax assets where it is not more likely than not that the deferred tax assets will be realized. This includes certain U.S. federal, U.S. state and non-U.S. tax attributes that have limited lives, or, indefinite lived deferred tax assets that the Company does not expect to utilize in the foreseeable future.

At June 28, 2019, the Company had U.S. federal, U.S. state and non-U.S. tax net operating loss carryforwards of approximately $3.1 billion, $1.8 billion and $43.5 million, respectively, which will expire at various dates beginning in fiscal year 2020, if not utilized. Net operating loss carryforwards of approximately $42 million are scheduled to expire in fiscal year 2020. At June 28, 2019, the Company had U.S. federal and state tax credit carryforwards of $533 million and $143 million, respectively, which will expire at various dates beginning in fiscal year 2020 if not utilized.

As of June 28, 2019, approximately $373 million and $98 million of the Company’s total U.S. net operating loss and tax credit carryforwards, respectively, are subject to annual limitations ranging from $1 million to $45 million pursuant to U.S. tax law.

For purposes of the reconciliation between the (benefit) provision for income taxes at the statutory rate and the effective tax rate, the Irish statutory rate of 25% was applied as follows:

	Fiscal Years Ended		
(Dollars in millions)	**June 28, 2019**	**June 29, 2018**	**June 30, 2017**
Provision at statutory rate	$ 343	$ 355	$ 204
Permanent differences	3	(2)	19
Effect of U.S. corporate tax rate change	—	524	—
Valuation allowance	(742)	(297)	2
Non-U.S. losses with no tax benefits	—	—	17
Earnings taxed at other than statutory rate	(234)	(317)	(185)
Research credit	(38)	(25)	(14)
Tax expense (benefit) related to intercompany transactions	23	—	(2)
Other individually immaterial items	5	(2)	2
(Benefit) provision for income taxes	$ (640)	$ 236	$ 43

A substantial portion of the Company’s operations in Malaysia, Singapore and Thailand operate under various tax incentive programs, which expire in whole or in part at various dates through 2025. Certain tax incentives may be extended if specific conditions are met. The net impact of these tax incentive programs was to increase the Company’s net income by approximately $194 million in fiscal year 2019 ($0.68 per share, diluted), to increase the Company’s net income by approximately $269 million in fiscal year 2018 ($0.92 per share, diluted) and to increase the Company’s net income by approximately $163 million in fiscal year 2017 ($0.54 per share, diluted).

The Company consists of an Irish tax resident parent holding company with various U.S. and non-U.S. subsidiaries that operate in multiple non-Irish taxing jurisdictions. The amount of temporary differences (including undistributed earnings) related to outside basis differences in the stock of non-Irish resident subsidiaries considered indefinitely reinvested outside of Ireland for which Irish income taxes have not been provided as of June 28, 2019, was approximately $2.3 billion. If such amounts were remitted to Ireland as a dividend, it is likely that tax at 25%, or approximately $575 million would result.

As of June 28, 2019 and June 29, 2018, the Company had approximately $83 million and $60 million, respectively, of unrecognized tax benefits excluding interest and penalties. These amounts, if recognized, would impact the effective tax rate subject to certain future valuation allowance offsets.

The following table summarizes the activity related to the Company's gross unrecognized tax benefits:

(Dollars in millions)	Fiscal Years Ended June 28, 2019	June 29, 2018	June 30, 2017
Balance of unrecognized tax benefits at the beginning of the year	$ 60	$ 74	$ 76
Gross increase for tax positions of prior years	22	2	2
Gross decrease for tax positions of prior years	(9)	(3)	(7)
Gross increase for tax positions of current year	16	7	16
Gross decrease for tax positions of current year	—	—	—
Settlements	—	—	—
Lapse of statutes of limitation	(6)	(20)	(13)
Non-U.S. exchange gain	—	—	—
Balance of unrecognized tax benefits at the end of the year	$ 83	$ 60	$ 74

It is the Company's policy to include interest and penalties related to unrecognized tax benefits in the provision for income taxes on the Consolidated Statements of Operations. During fiscal years 2019 and 2018, the Company recognized net income tax benefit for interest and penalties of $2 million, as compared to net tax benefit of $1 million during fiscal year 2017. As of June 28, 2019, the Company had $1 million of accrued interest and penalties related to unrecognized tax benefits compared to $2 million in fiscal year 2018.

During the 12 months beginning June 29, 2019, the Company expects that its unrecognized tax benefits could be reduced by less than $1 million as a result of the expiration of certain statutes of limitation.

The Company is required to file U.S. federal, U.S. state and non-U.S. income tax returns. The Company is no longer subject to examination of its U.S. federal income tax returns for years prior to fiscal year 2016. With respect to U.S. state and non-U.S. income tax returns, the Company is generally no longer subject to tax examination for years ending prior to fiscal year 2008.

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. From time to time, the Company enters into cash flow hedges in the form of foreign currency forward exchange contracts in order to manage the foreign currency exchange rate risk on forecasted expenses and investments 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 Consolidated Balance Sheets at fair value. The changes in the fair value of highly effective 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 or are not assessed to be highly effective are adjusted to fair value through earnings. The amount of net unrealized gain and loss on cash flow hedges was not material as of June 28, 2019 and the amount of net unrealized gain on cash flow hedges was less than $1 million as of June 29, 2018.

The Company de-designates its cash flow hedges when the forecasted hedged transactions affects earnings 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 material amounts related to the loss of hedge designation on discontinued cash flow hedges during fiscal years 2019, 2018 and 2017.

Other derivatives not designated as hedging instruments consist of foreign currency forward exchange contracts that the Company uses to hedge the foreign currency exposure on the investment in debt security and forecasted expenditures denominated in currency other than the U.S. dollar. The Company recognizes gains and losses on these contracts, as well as the related costs in Other, net on its Consolidated Statement of Operations along with foreign currency gains and losses on investment in debt security, deferred gains of derivatives in Other current assets and deferred losses of derivatives in Accrued expenses on its Consolidated Balance Sheet.

The following table shows the total notional value of the Company's outstanding foreign currency forward exchange contracts as of June 28, 2019. All these foreign currency forward contracts mature within 12 months.

	As of June 28, 2019	
(Dollars in millions)	Contracts Designated as Hedges	Contracts Not Designated as Hedges
Singapore Dollar	$ 60	$ 40
Chinese Renminbi	79	20
British Pound Sterling	6	12
	$ 145	$ 72

The following table shows the total notional value of the Company's outstanding foreign currency forward exchange contracts as of June 29, 2018.

	As of June 29, 2018	
(Dollars in millions)	Contracts Designated as Hedges	Contracts Not Designated as Hedges
Japanese Yen (a)	$ 66	$ 1,310

(a) Pertains to our investment in TMHC.

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 Plans—the Seagate Deferred Compensation Plans (the "SDCPs"). The Company entered into a Total Return Swap ("TRS") in order to manage the equity market risks associated with the SDCPs 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 SDCPs liabilities due to changes in the value of the investment options made by employees. As of June 28, 2019, the notional investments underlying the TRS amounted to $117 million. The contract term of the TRS is through January 2020 and is settled on a monthly basis, therefore limiting counterparty performance risk. The Company does 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 SDCPs liabilities.

The following table shows the Company's derivative instruments measured at gross fair value as reflected in the Consolidated Balance Sheet as of June 28, 2019:

	As of June 28, 2019			
	Derivative Assets		Derivative Liabilities	
(Dollars in millions)	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:				
Foreign currency forward exchange contracts	Other current assets	$ —	Accrued expenses	$ —
Derivatives not designated as hedging instruments:				
Foreign currency forward exchange contracts	Other current assets	1	Accrued expenses	(1)
Total return swap	Other current assets	—	Accrued expenses	—
Total derivatives		$ 1		$ (1)

The following table shows the Company's derivative instruments measured at gross fair value as reflected in the Consolidated Balance Sheet as of as of June 29, 2018:

	As of June 29, 2018			
	Derivative Assets		Derivative Liabilities	
(Dollars in millions)	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:				
Foreign currency forward exchange contracts	Other current assets	$ —	Accrued expenses	$ —
Derivatives not designated as hedging instruments:				
Foreign currency forward exchange contracts	Other current assets	10	Accrued expenses	—
Total return swap	Other current assets	—	Accrued expenses	—
Total derivatives		$ 10		$ —

The amount of gain or loss recognized in the Consolidated Statement of Comprehensive Income on derivatives designated as cash flow hedges was not material for fiscal years 2019 and 2018. The amount of gain or loss recognized in income related to the ineffective portion of the hedging relationships and to the amount excluded from the assessment of hedge ineffectiveness was not material for the fiscal years 2019 and 2018.

The following table shows the effect of the Company's derivative instruments on the Consolidated Statements of Comprehensive Income and Consolidated Statement of Operations for the fiscal year ended June 28, 2019:

Derivatives Not Designated as Hedging Instruments	Location of Gain/ (Loss) Recognized in Income on Derivatives	Amount of Gain/ (Loss) Recognized in Income on Derivatives
Foreign currency forward exchange contracts	Other, net	$ 20
Total return swap	Operating expenses	$ 3

The following tables show the effect of the Company's derivative instruments on the Consolidated Statement of Operations for the fiscal year ended June 29, 2018:

Derivatives Not Designated as Hedging Instruments	Location of Gain/ (Loss) Recognized in Income on Derivatives	Amount of Gain/ (Loss) Recognized in Income on Derivatives
Foreign currency forward exchange contracts	Other, net	$ 10
Total return swap	Operating expenses	$ 6

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 table presents the Company's assets and liabilities that are measured at fair value on a recurring basis, excluding accrued interest components, as of June 28, 2019:

	Fair Value Measurements at Reporting Date Using			
(Dollars in millions)	**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	$ 416	$ —	$ —	$ 416
Time deposits and certificates of deposit	—	132	—	132
Total cash equivalents	416	132	—	548
Restricted cash and investments:				
Money market funds	1	—	—	1
Time deposits and certificates of deposit	—	1	—	1
Other debt securities	—	—	7	7
Derivative assets	—	1	—	1
Total assets	$ 417	$ 134	$ 7	$ 558
Liabilities:				
Derivative liabilities	$ —	$ 1	$ —	$ 1
Total liabilities	$ —	$ 1	$ —	$ 1

	Fair Value Measurements at Reporting Date Using			
(Dollars in millions)	**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	$ 416	$ 132	$ —	$ 548
Other current assets	1	2	—	3
Other assets, net	—	—	7	7
Total assets	$ 417	$ 134	$ 7	$ 558
Liabilities:				
Accrued expenses	$ —	$ 1	$ —	$ 1
Total liabilities	$ —	$ 1	$ —	$ 1

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 29, 2018:

	Fair Value Measurements at Reporting Date Using			
(Dollars in millions)	**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	$ 620	$ —	$ —	$ 620
Time deposits and certificates of deposit	—	392	—	392
Total cash equivalents	620	392	—	1,012
Restricted cash and investments:				
Money market funds	1	—	—	1
Time deposits and certificates of deposit	—	3	—	3
Derivative assets	—	10	—	10
Total assets	$ 621	$ 405	$ —	$ 1,026

	Fair Value Measurements at Reporting Date Using			
(Dollars in millions)	**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	$ 620	$ 392	$ —	$ 1,012
Other current assets	1	13	—	14
Total assets	$ 621	$ 405	$ —	$ 1,026

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 and short-term investments. 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 June 28, 2019, 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.

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 have the ability to exercise significant influence but does not have control. These investments are included in Other assets, net in the Company's Consolidated Balance Sheets and are periodically analyzed to determine whether or not there are indicators of impairment.

As of June 28, 2019 and June 29, 2018, the carrying value of the Company's strategic investments were $114 million and $118 million, respectively. During fiscal years 2018 and 2017, the Company determined that certain of its equity investments accounted for under the cost method were other-than-temporarily impaired, and recognized charges of $11 million and $25 million, respectively, in order to write down the carrying amount of the investments to its estimated fair value. For fiscal year 2019, there were no upward or downward adjustments on equity investments as a result of adoption of the measurement alternative.

As of June 28, 2019 and June 29, 2018, the Company had $23 million and $26 million, respectively, of held for sale land and building (collectively, the "properties") included in Other current assets on its Consolidated Balance Sheets. During fiscal year 2019, the Company completed the sale of certain property in the Americas and recorded a gain of approximately $78 million. Additionally, the Company accepted an offer to sell certain property in Asia and thereafter, recorded an impairment charge of approximately $3 million. The gain and the impairment charge were recorded in Restructuring and other, net in the Company's Consolidated Statement of Operations. The sale of the property was subsequently completed in the beginning of fiscal year 2020. Please refer to Note 17. *Subsequent Events* for more details. During fiscal year 2018, the Company completed the sale of certain properties and recorded a gain of approximately $25 million, which was included in Restructuring and other, net in the Consolidated Statements of Operations. No impairment was identified during fiscal year 2018. During fiscal year 2017, the Company recorded impairment charges of $35 million in order to write down the carrying amount of certain properties to their estimated fair values less costs to sell. The impairment charges were recorded in Operating expenses in the Consolidated Statements of Operations.

Other Fair Value Disclosures

On June 17, 2019, the Company received approximately $1.3 billion in cash from TMHC for the redemption of all of the outstanding shares of non-convertible preferred stock of TMHC held by the Company. The debt security was recorded at amortized cost and its fair value approximates the carrying value at June 29, 2018. The fair value was determined utilizing Level 2 inputs such as discount rates and yield terms of similar types of securities issued by comparable companies. Please refer to Note 2. *Balance Sheet Information* for more details.

The Company's debt is carried at amortized cost. The fair value of the Company's debt is derived using the closing price of the same debt instruments 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:

	June 28, 2019		June 29, 2018	
(Dollars in millions)	**Carrying Amount**	**Estimated Fair Value**	**Carrying Amount**	**Estimated Fair Value**
3.75% Senior Notes due November 2018	$ —	$ —	$ 499	$ 501
4.250% Senior Notes due March 2022	749	763	749	743
4.75% Senior Notes due June 2023	941	973	951	942
4.875% Senior Notes due March 2024	498	514	497	489
4.75% Senior Notes due January 2025	920	929	975	936
4.875% Senior Notes due June 2027	689	688	695	650
5.75% Senior Notes due December 2034	489	482	489	441
	$ 4,286	$ 4,349	$ 4,855	$ 4,702
Less: debt issuance costs	(33)	—	(36)	—
Long-term debt, net of debt issuance costs	$ 4,253	$ 4,349	$ 4,819	$ 4,702
Less: current portion of long-term debt, net of debt issuance costs	—	—	(499)	(501)
Long-term debt, less current portion	$ 4,253	$ 4,349	$ 4,320	$ 4,201

10. Shareholders' 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 269,097,971 shares were outstanding as of June 28, 2019, and 100,000,000 preferred shares, par value $0.00001, of which none were issued or outstanding as of June 28, 2019.

Ordinary shares - Holders of ordinary shares are entitled to receive dividends when and as 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

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

On October 29, 2018, the Company's Board of Directors authorized the repurchase of an additional $2.3 billion of its outstanding ordinary shares and as a result, the Company had an aggregate authority to repurchase approximately $3.0 billion of its ordinary shares. As of June 28, 2019, $2.2 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 ordinary shares during fiscal years 2019, 2018 and 2017:

(In millions)	Number of Shares Repurchased	Dollar Value of Shares Repurchased
Cumulative repurchased through July 1, 2016	328	$ 9,631
Repurchased in fiscal year 2017 (a)	13	487
Cumulative repurchased through June 30, 2017	341	10,118
Repurchased in fiscal year 2018 (a)	11	384
Cumulative repurchased through June 29, 2018	352	10,502
Repurchased in fiscal year 2019 (a)	22	997
Cumulative repurchased through June 28, 2019	374	$ 11,499

(a) For fiscal years 2019, 2018 and 2017, includes net share settlements of $31 million, $23 million, and $27 million for 1 million, 1 million and 1 million shares in connection with tax withholding related to vesting of restricted stock units, respectively.

11. Share-Based Compensation

Share-Based Compensation Plans

The Company's share-based compensation plans have been established to promote the Company's long-term growth and financial success by providing incentives to its employees, directors and consultants through grants of share-based awards. The provisions of the Company's share-based benefit plans, which allow for the grant of various types of equity-based awards, are also intended to provide greater flexibility to maintain the Company's competitive ability to attract, retain and motivate participants for the benefit of the Company and its shareholders.

Seagate Technology plc 2012 Equity Incentive Plan (the "EIP"). On October 26, 2011, the shareholders approved the EIP and authorized the issuance of up to a total of approximately 27.0 million ordinary shares, par value $0.00001 per share, plus any shares remaining available for grant under the Seagate Technology plc 2004 Share Compensation Plan (the "SCP") as of the effective date of the EIP (which was equal to approximately 11.0 million ordinary shares as of the effective date of the EIP and which will increase by such additional number of shares as will be returned to the share reserve in respect of awards previously granted under the SCP) (together, the "Share Reserve"). On October 22, 2014, the shareholders authorized the issuance from the EIP of an additional 25 million ordinary shares, par value $0.00001 per share. Any shares that are subject to options or share appreciation rights granted under the EIP will be counted against the Share Reserve as one share for every one share granted, and any shares that are subject to restricted share bonus awards, restricted share units, performance share bonus awards or performance share awards (collectively, "Full-Value Share Awards") will generally be counted against the Share Reserve as 2.5 shares for every one share granted. On October 19, 2016, the shareholders authorized the issuance from the EIP of an additional 7.5 million ordinary shares, par value $0.00001 per share. As of June 28, 2019, there were approximately 19.7 million ordinary shares available for issuance of Full-Value Share Awards under the EIP.

Dot Hill Systems 2009 Equity Incentive Plan (the "DHEIP") . Seagate Technology plc acquired the Dot Hill Systems 2009 Equity Incentive Plan effective October 6, 2015. The Company assumed the remaining authorized but unused share reserve of approximately 2 million shares, based on the conversion ratio, from the DHEIP on the acquisition date. Effective April 24, 2019, the Company terminated the DHEIP and thus, no further grants will be made under the DHEIP. Outstanding awards granted under the DHEIP will remain subject to the terms of the DHEIP.

Seagate Technology plc Employee Stock Purchase Plan (the "ESPP"). There are 60.0 million ordinary shares authorized to be issued under the ESPP. The ESPP consists of a six-month offering period with a maximum issuance of 1.5 million ordinary shares per offering period. The ESPP permits eligible employees to purchase ordinary shares through payroll deductions generally at 85% of the fair market value of the ordinary shares. As of June 28, 2019, there were approximately 11.4 million ordinary shares available for issuance under the ESPP.

Equity Awards

Full-Value Share Awards (e.g. restricted share units, "RSU") generally vest over a period of three to four years, with cliff vesting of a portion of each award occurring annually, subject to continuous employment with the Company through the vesting date. Options generally vest as follows: 25% of the options will vest on the first anniversary of the vesting commencement date and the remaining 75% will vest ratably each month thereafter over the next 36 months. Options granted under the EIP and SCP have an exercise price equal to the fair market value of the Company's ordinary shares on the grant date. Fair market value is defined as the closing price of the Company's ordinary shares on NASDAQ on the grant date.

The Company granted awards of performance-based share units ("PSU") to its senior executive officers under the SCP and the EIP where vesting is subject to both the continued employment of the participant by the Company and the achievement of certain performance goals established by the Compensation Committee of the Company's Board of Directors, including market-based performance goals. A single PSU represents the right to receive a single ordinary share of the Company. During fiscal years 2019, 2018 and 2017, the Company granted 0.4 million, 0.4 million and 0.6 million PSUs, respectively, where performance is measured based on a three-year average return on invested capital ("ROIC") goal and a relative total shareholder return ("TSR") goal, which is based on the Company's ordinary shares measured against a benchmark TSR of a peer group over the same three-year period (the "TSR/ROIC" awards). These awards vest after the end of the performance period of three years from the grant date. A percentage of these units may vest only if at least the minimum ROIC goal is met regardless of whether the TSR goal is met. The number of share units to vest will range from 0% to 200% of the targeted units. In evaluating the fair value of these units, the Company used a Monte Carlo simulation on the grant date, taking the market-based TSR goal into consideration. Compensation expense related to these units is only recorded in a period if it is probable that the ROIC goal will be met, and it is to be recorded at the expected level of achievement.

The Company also granted 0.1 million, 0.2 million and 0.2 million PSUs during fiscal years 2019, 2018 and 2017, respectively, to its senior executive officers which are subject to a performance goal related to the Company's adjusted earnings per share (the "AEPS" awards). These awards have a maximum seven-year vesting period, with 25% annual vesting starting on the first anniversary of the grant date. If the performance goal is not achieved, vesting is delayed to a following year in which the AEPS goal is achieved. Any unvested awards from prior years may vest cumulatively in a future year within the seven-year vesting period if the annual AEPS goal is achieved during a subsequent year. If the AEPS goal has not been met by the end of the seven year period, any unvested shares will be forfeited.

Determining Fair Value of Seagate Technology Stock Plans

Valuation and amortization method – The Company estimates the fair value of stock options, RSU and performance awards subject to an AEPS condition granted using the Black-Scholes-Merton valuation model and a single share award approach. This fair value is then amortized on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period or the remaining service (vesting) period.

Expected Term – Expected term represents the period that the Company's share-based awards are expected to be outstanding and was determined based on historical experience of similar awards, giving consideration to the contractual terms of the share-based awards, vesting schedules and expectations of future employee behavior as influenced by changes to the terms of its share-based awards.

Expected Volatility – The Company uses a combination of the implied volatility of its traded options and historical volatility of its share price.

Expected Dividend – The Black-Scholes-Merton valuation model calls for a single expected dividend yield as an input. The dividend yield is determined by dividing the expected per share dividend during the coming year by the grant date share price. The expected dividend assumption is based on the Company's current expectations about its anticipated dividend policy. Also, because the expected dividend yield should reflect marketplace participants' expectations, the Company does not incorporate changes in dividends anticipated by management unless those changes have been communicated to or otherwise are anticipated by marketplace participants.

Risk-Free Interest Rate – The Company bases the risk-free interest rate used in the Black-Scholes-Merton valuation model on the implied yield currently available on U.S. Treasury zero-coupon issues with an equivalent remaining term. Where the expected term of the Company's share-based awards do not correspond with the terms for which interest rates are quoted, the Company performed a straight-line interpolation to determine the rate from the available term maturities.

The fair value of the Company's shares related to options and RSU granted to employees, shares issued from the ESPP and PSUs subject to TSR/ROIC or AEPS conditions for fiscal years 2019, 2018 and 2017 were estimated using the following assumptions:

	Fiscal Years		
	2019	2018	2017
Options			
Expected term (in years)	4.2	4.2	4.2
Volatility	39 - 40%	38 - 42%	38 - 42%
Weighted-average volatility	39%	40%	39%
Expected dividend rate	4.6 - 5.0%	3.8 - 7.4%	4.9 - 6.4%
Weighted-average expected dividend rate	4.7%	6.8%	6.3%
Risk-free interest rate	2.5 - 2.8%	1.5 - 2.7%	1.1 - 1.8%
Weighted-average fair value	$ 11.49	$ 6.56	$ 6.83
RSU			
Expected term (in years)	4.2	4.2	4.2
Expected dividend rate	4.1 - 6.4%	3.5 - 7.4%	4.6 - 7.7%
Weighted-average expected dividend rate	4.68%	7.11%	6.4%
Weighted-average fair value	$ 44.37	$ 26.69	$ 30.85
ESPP			
Expected term (in years)	0.5	0.5	0.5
Volatility	34 - 42%	37 - 38%	36 - 49%
Weighted-average volatility	38%	37%	43%
Expected dividend rate	4.8 - 5.6%	4.6 - 7.6%	5.6 - 7.8%
Weighted-average expected dividend rate	5.2%	6.5%	6.8%
Risk-free interest rate	2.2 - 2.4%	1.1 - 1.6%	0.4 - 0.6%
Weighted-average fair value	$ 12.18	$ 10.10	$ 9.78
PSUs subject to market condition			
Expected term (in years)	3.0	3.0	3.0
Volatility	46%	45%	41 - 42%
Weighted-average volatility	46%	45%	41%
Expected dividend rate	5.0%	8.1%	6.3 - 7.0%
Weighted-average expected dividend rate	5.0%	8.1%	7.0%
Risk-free interest rate	2.8%	1.4%	0.9 - 1.3%
Weighted-average fair value	$ 46.38	$ 25.90	$ 32.41
PSUs subject to an AEPS condition			
Expected term (in years)	4.2	4.2	4.2
Expected dividend rate	4.6 - 5.0%	5.8 - 7.2%	5.9 - 6.4%
Weighted-average expected dividend rate	4.7%	7.0%	6.2%
Weighted-average fair value	$ 43.92	$ 27.10	$ 31.61

Share-Based Compensation Expense

The Company recorded $99 million, $112 million and $137 million of share-based compensation during fiscal years 2019, 2018 and 2017, respectively. Management has made an estimate of expected forfeitures and is recognizing compensation costs only for those equity awards expected to vest. When estimating forfeitures, the Company considers voluntary termination behavior as well as the historical analysis of actual forfeited awards.

Stock Option Activity

The Company issues new ordinary shares upon exercise of stock options. The following is a summary of option activities:

Options	Number of Shares (In millions)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (In years)	Aggregate Intrinsic Value (Dollars in millions)
Outstanding at June 29, 2018	4.0	$ 39.00	5.0	$ 72
Granted	0.4	$ 48.99		
Exercised	(0.4)	$ 33.55		
Forfeitures	(0.5)	$ 35.71		
Expirations	—	$ —		
Outstanding at June 28, 2019	3.5	$ 41.04	4.2	$ 29
Vested and expected to vest at June 28, 2019	3.4	$ 41.06	4.2	$ 29
Exercisable at June 28, 2019	2.1	$ 42.11	3.6	$ 16

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the quoted price of the Company's ordinary shares for the options that were in-the-money at June 28, 2019. During fiscal years 2019, 2018 and 2017, the aggregate intrinsic value of options exercised under the Company's stock option plans was $5 million, $34 million and $29 million, respectively, determined as of the date of option exercise. The aggregate fair value of options vested during fiscal years 2019, 2018 and 2017 were approximately $9 million, $12 million and $15 million, respectively.

At June 28, 2019, the total compensation cost related to options granted to employees but not yet recognized was approximately $10 million, net of estimated forfeitures of approximately $2 million. This cost is being amortized on a straight-line basis over a weighted-average remaining term of approximately 2.2 years and will be adjusted for subsequent changes in estimated forfeitures.

Nonvested Awards Activity

The following is a summary of nonvested award activities which do not contain a performance condition:

Nonvested Awards	Number of Shares (In millions)	Weighted-Average Grant-Date Fair Value
Nonvested at June 29, 2018	5.2	$ 30.74
Granted	2.5	$ 44.37
Forfeitures	(0.6)	$ 33.45
Vested	(1.7)	$ 32.72
Nonvested at June 28, 2019	5.4	$ 36.01

At June 28, 2019, the total compensation cost related to nonvested awards granted to employees but not yet recognized was approximately $129 million, net of estimated forfeitures of approximately $12 million. This cost is being amortized on a straight-line basis over a weighted-average remaining term of 2.3 years and will be adjusted for subsequent changes in estimated forfeitures. The aggregate fair value of nonvested awards vested during fiscal years 2019, 2018 and 2017 were approximately $57 million, $76 million and $73 million, respectively.

Performance Awards

The following is a summary of nonvested award activities which contain a performance condition:

Performance Awards	Number of Shares (In millions)	Weighted-Average Grant-Date Fair Value
Performance units at June 29, 2018	1.2	$ 33.34
Granted	0.5	$ 45.74
Forfeitures	(0.4)	$ 27.11
Vested	(0.3)	$ 43.85
Performance units at June 28, 2019	1.0	$ 43.81

At June 28, 2019, the total compensation cost related to performance awards granted to employees but not yet recognized was approximately $18 million, net of estimated forfeitures of approximately $1 million. This cost is being amortized on a straight-line basis over a weighted-average remaining term of 1.6 years. The aggregate fair value of performance awards vested during fiscal years 2019, 2018 and 2017 were approximately $12 million, $11 million and $17 million, respectively.

ESPP

During fiscal years 2019, 2018 and 2017, the aggregate intrinsic value of shares purchased under the Company's ESPP was approximately $10 million, $31 million and $24 million, respectively. At June 28, 2019, the total compensation cost related to options to purchase the Company's ordinary shares under the ESPP but not yet recognized was approximately $1.6 million. This cost will be amortized on a straight-line basis over a weighted-average period of approximately one month. During fiscal year 2019, the Company issued 1.4 million ordinary shares with a weighted-average exercise price of $40.85 per share.

Tax-Deferred Savings Plan

The Company has a tax-deferred savings plan, the Seagate 401(k) Plan (the "401(k) plan"), for the benefit of qualified employees. The 401(k) plan is designed to provide employees with an accumulation of funds at retirement. Qualified employees may elect to make contributions to the 401(k) plan on a bi-weekly basis. Pursuant to the 401(k) plan, the Company matches 50% of employee contributions, up to 6% of compensation, subject to maximum annual contributions of $6,000 per participating employee. During fiscal years 2019, 2018 and 2017, the Company made matching contributions of $16 million, $16 million and $18 million, respectively.

Deferred Compensation Plans

The Company has adopted the SDCPs for the benefit of eligible employees. These plans are designed to permit certain discretionary employer contributions, in excess of the tax limits applicable to the 401(k) plan and to permit employee deferrals in excess of certain tax limits. During fiscal year 2014, the Company entered into a TRS in order to manage the equity market risks associated with the SDCPs liabilities. See Note 8. *Derivative Financial Instruments* contained in this report for additional information about the TRS.

12. 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 performance-based share units and shares to be purchased under the 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:

	Fiscal Years Ended		
(In millions, except per share data)	**June 28, 2019**	**June 29, 2018**	**June 30, 2017**
Numerator:			
Net income	$ 2,012	$ 1,182	$ 772
Number of shares used in per share calculations:			
Total shares for purposes of calculating basic net income per share	282	288	296
Weighted-average effect of dilutive securities:			
Employee equity award plans	3	4	3
Total shares for purposes of calculating diluted net income per share	285	292	299
Net income per share			
Basic	$ 7.13	$ 4.10	$ 2.61
Diluted	$ 7.06	$ 4.05	$ 2.58

The following potential shares were excluded from the computation of diluted net income per share as their effect would have been anti-dilutive:

	Fiscal Years Ended		
(In millions)	**June 28, 2019**	**June 29, 2018**	**June 30, 2017**
Employee equity award plans	—	1	1

13. Business Segment and Geographic Information

The Company's manufacturing operations are based on technology platforms that are used to produce various data storage and systems solutions that serve multiple applications and markets. The Company has determined that its Chief Operating Decision Maker ("CODM"), the Chief Executive Officer, evaluates performance of the Company and makes decisions regarding investments in the Company's technology platforms and manufacturing infrastructure based on the Company's consolidated results. As a result, the Company has concluded that its manufacture and distribution of storage solutions constitutes one reporting segment.

In fiscal years 2019 and 2018, no customer accounted for more than 10% of consolidated revenue. In fiscal year 2017, only Dell Inc. accounted for approximately 10% of consolidated revenue.

The following table summarizes the Company's operations by geographic area:

	Fiscal Years Ended		
(Dollars in millions)	June 28, 2019	June 29, 2018	June 30, 2017
Revenue from external customers (a) :			
Singapore	$ 5,085	$ 5,445	$ 5,070
United States	3,310	3,719	3,535
The Netherlands	1,630	1,598	1,501
Other	365	422	665
Consolidated	$ 10,390	$ 11,184	$ 10,771
Long-lived assets:			
Thailand	$ 558	$ 426	$ 414
Singapore	556	600	570
United States	523	565	643
China	62	45	58
Other	224	212	248
Consolidated	$ 1,923	$ 1,848	$ 1,933

(a) Revenue is attributed to countries based on the bill from location.

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 were infringing 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.

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. On June 25, 2019, the court stayed and administratively closed the case for a period of 60 days, ending on August 26, 2019, for the purpose of facilitating settlement of the case at mediation. The court indicated that if the action has not settled as of August 27, 2019, the court will issue an order scheduling trial and setting pretrial deadlines. While the possible range of loss for this matter remains uncertain, the Company estimates the amount of loss to be immaterial to the financial statements.

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 responsible or 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.

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 (2011/65/EU), 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 and investigations 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

Unconditional Long-Term Purchase Obligations. As of June 28, 2019, the Company had unconditional long-term purchase obligations of approximately $212 million, primarily related to purchase minimum quarterly amounts of inventory components at fixed contractual prices. The Company expects the commitment to total $22 million, $13 million, $2 million, $51 million, $48 million and $76 million for fiscal years 2021, 2022, 2023, 2024, 2025 and thereafter, respectively.

Leases . The Company leases certain property, facilities and equipment under non-cancelable lease agreements. Land and facility leases expire at various dates through 2082 and contain various provisions for rental adjustments including, in certain cases, a provision based on increases in the Consumer Price Index. In addition, certain leases provide for renewal of the lease at the Company's option at expiration of the lease. The lease term begins on the date of initial possession of the leased property for purposes of recognizing lease expense on a straight-line basis over the term of the lease. The Company does not assume renewals in its determination of the lease term unless the renewals are deemed to be reasonably assured at lease inception. All of the leases require the Company to pay property taxes, insurance and normal maintenance costs, which are expensed as incurred.

Future minimum lease payments for operating leases (including accrued lease payments relating to restructuring plans) with initial or remaining terms of one year or more were as follows at June 28, 2019 (lease payments are shown net of sublease income):

Fiscal Years Ending	**Operating Leases (Dollars in millions)**
2020	$ 20
2021	17
2022	9
2023	8
2024	5
Thereafter	66
Total	$ 125

Total rent expense for all land, facility and equipment operating leases, net of sublease income, was $18 million, $22 million and $29 million for fiscal years 2019, 2018 and 2017, respectively.

Unconditional Long-term Capital Expenditures . As of June 28, 2019, the Company had $23 million unconditional long-term commitment primarily related to purchases of equipment.

16. Guarantees

Indemnifications of 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.

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 indemnification rights of a Deed Indemnitee under the Company's Articles of Association, applicable law or otherwise, with a similar scope to the Revised Indemnification Agreement. Seagate-Cayman entered into Deeds of Indemnity with certain Deed Indemnitees effective as of July 3, 2010 and continues to enter into Deeds 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 Company's 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 Company's 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 provides warranty on its products for a period of 1 to 5 years. The Company's warranty provision considers estimated product failure rate and trends, estimated repair and replacement cost, and uses statistical modeling to estimate product return rates in order to determine its warranty obligation. As of June 28, 2019, the Company's reserve for product warranty was $195 million as compared to $237 million as of June 29, 2018. This decrease of $42 million was primarily driven by a continued decline in cost to repair and a decrease in the Company's warranty return rate as compared to prior year.

Changes in the Company's product warranty liability during the fiscal years ended June 28, 2019, June 29, 2018 and June 30, 2017 were as follows:

	Fiscal Years Ended		
(Dollars in millions)	June 28, 2019	June 29, 2018	June 30, 2017
Balance, beginning of period	$ 237	$ 233	$ 206
Warranties issued	112	147	131
Repairs and replacements	(99)	(106)	(114)
Changes in liability for pre-existing warranties, including expirations	(55)	(37)	10
Balance, end of period	$ 195	$ 237	$ 233

17. Subsequent Events

Dividend Declared

On July 30, 2019, the Company's Board of Directors declared a quarterly cash dividend of $0.63 per share, which will be payable on October 9, 2019 to shareholders of record as of the close of business on September 25, 2019.

Sale of Certain Property

In July 2019, the Company sold certain property in Asia previously classified as held for sale land and building of $23 million at June 28, 2019. No additional impairment loss or gain was incurred in the first quarter of fiscal year 2020.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Seagate Technology public limited company

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Seagate Technology public limited company (plc) (the Company) as of June 28, 2019 and June 29, 2018, the related consolidated statements of operations, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended June 28, 2019, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at June 28, 2019 and June 29, 2018, and the results of its operations and its cash flows for each of the three years in the period ended June 28, 2019, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of June 28, 2019, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated August 2, 2019 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1980.
San Jose, California
August 2, 2019

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Seagate Technology public limited company

Opinion on Internal Control Over Financial Reporting

We have audited Seagate Technology public limited company (plc)'s internal control over financial reporting as of June 28, 2019, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Seagate Technology public limited company (plc) (the Company) maintained, in all material respects, effective internal control over financial reporting as of June 28, 2019, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of June 28, 2019 and June 29, 2018, and the related consolidated statements of operations, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended June 28, 2019 and the related notes and our report dated August 2, 2019 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

San Jose, California
August 2, 2019

SUPPLEMENTARY FINANCIAL DATA (UNAUDITED)

For quarterly financial data see "Part II, Item 6. Selected Financial Data."

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Conclusions Regarding Disclosure Controls and Procedures

Our chief executive officer and our chief financial officer have concluded, based on the evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) by our management, with the participation of our chief executive officer and our chief financial officer, that our disclosure controls and procedures were effective as of June 28, 2019.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended). Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO.

Based on our evaluation under the 2013 framework in *Internal Control—Integrated Framework* , our management has concluded that our internal control over financial reporting was effective as of June 28, 2019. The effectiveness of our internal control over financial reporting as of June 28, 2019 has been audited by Ernst & Young LLP, the independent registered public accounting firm that audited our financial statements included in this Annual Report on Form 10-K, as stated in their report that is included herein.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during our fourth fiscal quarter that have materially affected, or were reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls

Our management, including our chief executive officer and chief financial officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Our disclosure controls and procedures and our internal controls have been designed to provide reasonable assurance of achieving their objectives. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Seagate have been detected. 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 June 28, 2019. Based on that evaluation, our management, including our chief executive officer and chief financial officer, concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

ITEM 9B. OTHER INFORMATION

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information regarding our directors and compliance with Section 16(a) of the Securities Exchange Act of 1934, as amended, set forth in the sections entitled “Proposal 1—Election of Directors,” “Corporate Governance” and “Section 16(A) Beneficial Ownership Reporting Compliance,” in our Proxy Statement to be filed with the SEC within 120 days of the end of our fiscal year pursuant to General Instruction G(3) to Form 10-K are hereby incorporated by reference in this section. In addition, the information set forth in Part I of this report under “Item 1. Business—Executive Officers” is also incorporated by reference in this section.

We have adopted a Code of Ethics that applies to the Chief Executive officer, the Chief Financial Officer, and the principal accounting officer or controller or persons performing similar functions. This Code of Ethics is available on our Website and may be found at *www.seagate.com/investors/governance/code-of-ethics/.*

We intend to satisfy any disclosure requirements under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of this Code of Ethics by posting such information on our Website in the location specified above for the Code of Ethics.

ITEM 11. EXECUTIVE COMPENSATION

The information regarding executive compensation required by this Item 11 set forth in the section entitled “Compensation of Named Executive Officers” in our Proxy Statement to be filed with the SEC within 120 days of the end of our fiscal year pursuant to General Instruction G(3) to Form 10-K is hereby incorporated by reference in this section.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information regarding security ownership beneficial owners and management and related shareholders and equity compensation plans required by this Item 12 set forth in the sections entitled “Security Ownership of Certain Beneficial Owners and Management” and “Equity Compensation Plan Information,” respectively, in our Proxy Statement to be filed with the SEC within 120 days of the end of our fiscal year pursuant to General Instruction G(3) to Form 10-K is hereby incorporated by reference in this section.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information regarding certain relationships, related transactions and director independence required by this Item 13 set forth in the section entitled “Certain Relationships and Related Transactions” in our Proxy Statement to be filed with the SEC within 120 days of the end of our fiscal year pursuant to General Instruction G(3) to Form 10-K is hereby incorporated by reference in this section.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information regarding principal accountant fees and services required by this Item 14 set forth in the section entitled “Fees of the Independent Auditors” in our Proxy Statement to be filed with the SEC within 120 days of the end of our fiscal year pursuant to General Instruction G(3) to Form 10-K is hereby incorporated by reference in this section.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Report:

1. Financial Statements . The following Consolidated Financial Statements of Seagate Technology plc and Report of Independent Registered Public Accounting Firm are included in Item 8:

2. Financial Statement Schedules . All schedules are omitted because they are not applicable or the required information is included in the Financial Statements or in the notes thereto.

(b) *Exhibits.* The following exhibits, as required by Item 601 of Regulation S-K are attached or incorporated by reference as stated below.

Table of Contents

EXHIBIT INDEX

		Incorporated by Reference				
Exhibit No.	Exhibit Description	Form	File No.	Exhibit	Filing Date	Filed Herewith
2.1	Scheme of Arrangement among Seagate Technology, Seagate Technology plc and the Scheme Shareholders (incorporated by reference to Annex A to Seagate Technology's Definitive Proxy Statement on Schedule 14A filed on March 5, 2010)	DEF 14A	001-31560	Annex A	3/5/2010	
3.1	Constitution of Seagate Technology public limited company as amended and restated by Special Resolution dated October 19, 2016	8-K	001-31560	3.1	10/24/2016	
3.2	Certificate of Incorporation of Seagate Technology plc	10-K	001-31560	3.2	8/20/2010	
4.1	Description of Securities					X
4.2	Specimen Ordinary Share Certificate	10-K	001-31560	4.1	8/20/2010	
4.3	First Supplemental Indenture, dated as of March 1, 2010, among Seagate Technology International, Seagate HDD Cayman and U.S. Bank National Association, as trustee, amending and supplementing the Indenture, dated as of September 20, 2006, among Seagate Technology HDD Holdings, Seagate Technology and U.S. Bank National Association, as trustee	8-K	001-31560	10.2	3/3/2010	
4.4	Indenture dated as of May 13, 2010, among Seagate HDD Cayman, as Issuer, Seagate Technology, as Guarantor, and Wells Fargo Bank, National Association, as trustee	8-K	001-31560	4.1	5/14/2010	
4.5	Form of 6.875% Senior Notes due 2020 of Seagate HDD Cayman	8-K	001-31560	4.1	5/14/2010	
4.6	Registration Rights Agreement dated as of May 13, 2010, among Seagate HDD Cayman, Seagate Technology and Morgan Stanley & Co. Incorporated and Bank of America Securities LLC	8-K	001-31560	4.3	5/14/2010	
4.7	Supplemental Indenture, dated as of July 3, 2010, among Seagate HDD Cayman, as issuer, Seagate Technology, as original guarantor, Seagate Technology plc, as successor guarantor, and Wells Fargo Bank, National Association, as trustee, amending and supplementing the Indenture, dated as of May 13, 2010, among Seagate HDD Cayman, as issuer, Seagate Technology, as guarantor, and Wells Fargo Bank, National Association, as trustee	8-K	001-31560	10.1	7/6/2010	

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Exhibit No.	Exhibit Description	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed Herewith
4.8	Indenture dated as of May 18, 2011, among Seagate HDD Cayman, as Issuer, Seagate Technology plc, as Guarantor, and Wells Fargo Bank, National Association, as trustee	8-K	001-31560	4.1	5/18/2011	
4.9	Form of 7.000% Senior Note due 2021	8-K	001-31560	4.1	5/18/2011	
4.10	Registration Rights Agreement dated as of May 18, 2011, among Seagate HDD Cayman, Seagate Technology plc and Morgan Stanley & Co. Incorporated	8-K	001-31560	4.3	5/18/2011	
4.11	Indenture dated as of May 22, 2013, among Seagate HDD Cayman, as Issuer, Seagate Technology plc, as Guarantor, and U.S. Bank National Association, as trustee	8-K	001-31560	4.1	5/22/2013	
4.12	Form of 4.75% Senior Note due 2023	8-K	001-31560	4.1	5/22/2013	
4.13	Registration Rights Agreement dated as of May 22, 2013, among Seagate HDD Cayman, Seagate Technology plc and Morgan Stanley & Co. LLC	8-K	001-31560	4.3	5/22/2013	
4.14	Indenture dated as of November 5, 2013, among Seagate HDD Cayman, as Issuer, Seagate Technology plc, as Guarantor, and U.S. Bank National Association, as trustee	8-K	001-31560	4.1	11/5/2013	
4.15	Form of 3.75% Senior Note due 2018	8-K	001-31560	4.1	11/5/2013	
4.16	Registration Rights Agreement dated as of November 5, 2013, among Seagate HDD Cayman, Seagate Technology plc and Morgan Stanley & Co. LLC	8-K	001-31560	4.3	11/5/2013	
4.17	Indenture dated as of May 28, 2014, among Seagate HDD Cayman, as Issuer, Seagate Technology plc, as Guarantor and U.S. Bank National Association, as trustee	8-K	001-31560	4.1	5/28/2014	
4.18	Form of 4.75% Senior Note due 2025	8-K	001-31560	4.1	5/28/2014	
4.19	Registration Rights Agreement dated as of May 28, 2014, among Seagate HDD Cayman, Seagate Technology plc and Morgan Stanley & Co. LLC	8-K	001-31560	4.3	5/28/2014	
4.20	Indenture dated as of December 2, 2014, among Seagate HDD Cayman, as issuer, Seagate Technology plc, as guarantor and U.S. Bank National Association, as trustee.	8-K	001-31560	4.1	12/2/2014	
4.21	Form of 5.75% Senior Note due 2034	8-K	001-31560	4.1	12/2/2014	
4.22	Registration Rights Agreement dated as of December 2, 2014, among Seagate HDD Cayman, Seagate Technology plc and Morgan Stanley & Co. LLC	8-K	001-31560	4.3	12/2/2014	

Exhibit No.	Exhibit Description	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed Herewith
4.23	Indenture for the 2022 Notes, dated as of February 3, 2017, among Seagate HDD Cayman, as Issuer, Seagate Technology plc, as Guarantor, and Wells Fargo Bank, National Association, as trustee	8-K	001-31560	4.1	2/3/2017	
4.24	Form of 4.250% Senior Note due 2022	8-K	001-31560	4.1	2/3/2017	
4.25	Indenture for the 2024 Notes, dated as of February 3, 2017, among Seagate HDD Cayman, as Issuer, Seagate Technology plc, as Guarantor, and Wells Fargo Bank, National Association, as trustee	8-K	001-31560	4.3	2/3/2017	
4.26	Form of 4.875% Senior Note due 2024	8-K	001-31560	4.3	2/3/2017	
4.27	Registration Rights Agreement for the 2022 Notes, dated as of February 3, 2017, among Seagate HDD Cayman, Seagate Technology plc and Morgan Stanley & Co. LLC	8-K	001-31560	4.5	2/3/2017	
4.28	Registration Rights Agreement for the 2024 Notes, dated as of February 3, 2017, among Seagate HDD Cayman, Seagate Technology plc and Morgan Stanley & Co. LLC	8-K	001-31560	4.6	2/3/2017	
4.29	Indenture dated as of May 14, 2015, among Seagate HDD Cayman, as Issuer, Seagate Technology plc, as Guarantor, and Wells Fargo Bank, National Association, as trustee	8-K	001-31560	4.1	5/14/2015	
4.30	Form of 4.875% Senior Note due 2027	8-K	001-31560	4.1	5/14/2015	
4.31	Registration Rights Agreement dated as of May 14, 2015 among Seagate HDD Cayman, Seagate Technology plc and Morgan Stanley & Co. LLC	8-K	001-31560	4.3	5/14/2015	
10.1+	Amended Seagate Technology plc 2001 Share Option Plan	10-K	001-31560	10.2	8/20/2010	
10.2+	Seagate Technology plc 2001 Share Option Plan Form of Notice of Stock Option Grant and Option Agreement (includes Compensation Recovery Policy)	10-K	001-31560	10.3	8/20/2010	
10.3+	Amended Seagate Technology plc 2004 Share Compensation Plan	10-K	001-31560	10.6	8/20/2010	
10.4+	Seagate Technology 2004 Stock Compensation Plan Form of Option Agreement (For Outside Directors)	10-Q	001-31560	10.7	11/4/2009	
10.5+	Seagate Technology plc 2004 Share Compensation Plan Form of Notice of Stock Option Grant and Option Agreement (includes Compensation Recovery Policy)	10-K	001-31560	10.13	8/20/2010	

Exhibit No.	Exhibit Description	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed Herewith
10.6+	Seagate Technology plc 2004 Share Compensation Plan Form of Notice of Performance Share Bonus Grant and Agreement (includes Compensation Recovery Policy)	10-K	001-31560	10.16	8/20/2010	
10.7+	Seagate Technology plc 2004 Share Compensation Plan Form of Restricted Share Unit Agreement (includes Compensation Recovery Policy)	10-Q	001-31560	10.19	11/3/2010	
10.8+	Seagate Technology plc 2004 Share Compensation Plan Form of Executive Performance Unit Agreement	10-Q	001-31560	10.56	10/27/2011	
10.9+	Amended and Restated Seagate Technology plc 2012 Equity Incentive Plan as amended and restated on October 19, 2016	10-Q	001-31560	10.4	10/27/2017	
10.10+	Form of Outside Directors Restricted Share Unit Agreement for Seagate Technology public limited company pursuant to the 2012 Equity Incentive Plan	10-Q	001-31560	10.4	1/26/2017	
10.11+	Form of Executive Performance Unit Agreement for Seagate Technology public limited company pursuant to the 2012 Equity Incentive Plan	10-Q	001-31560	10.3	1/26/2017	
10.12+	Form of Employee Restricted Share Unit Agreement for Seagate Technology public limited company pursuant to the 2012 Equity Incentive Plan	10-Q	001-31560	10.2	1/26/2017	
10.13+	Form of Employee Stock Option Agreement for Seagate Technology public limited company pursuant to the 2012 Equity Incentive Plan	10-Q	001-31560	10.1	1/26/2017	
10.14+	Seagate Technology plc Amended and Restated Employee Stock Purchase Plan	8-K	001-31560	10.1	10/18/2017	
10.15+	Dot Hill Systems Corp. 2009 Equity Incentive Plan, as amended, as assumed by Seagate Technology public limited company	10-Q	001-31560	10.1	1/29/2016	
10.16+	2015 Seagate Deferred Compensation Plan	10-Q	001-31560	10.3	1/30/2015	
10.16(a)+	First Amendment to the 2015 Seagate Deferred Compensation Plan	10-Q	001-31560	10.1	10/30/2015	
10.16(b)+	Second Amendment to the 2015 Seagate Deferred Compensation Plan					X
10.16(c)+	Third Amendment to the 2015 Seagate Deferred Compensation Plan	10-Q	001-31560	10.6	2/4/2019	
10.17+	Seagate 2009 Deferred Compensation Plan					X
10.17(a)+	First Amendment to 2009 Seagate Deferred Compensation Plan	10-Q	001-31560	10.26	5/5/2010	

Exhibit No.	Exhibit Description	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed Herewith
10.17(b)+	Second Amendment to 2009 Seagate Deferred Compensation Plan	10-Q	001-31560	10.21	5/3/2011	
10.17(c)+	Third Amendment to 2009 Seagate Deferred Compensation Plan	10-Q/A	001-31560	10.56	1/31/2013	
10.17(d)+	Fourth Amendment to 2009 Seagate Deferred Compensation Plan	10-Q	001-31560	10.4	1/30/2015	
10.17(e)+	Fifth Amendment to 2009 Seagate Deferred Compensation Plan	10-Q	001-31560	10.7	2/4/2019	
10.18+	2010 Restated Seagate Deferred Compensation Plan	10-Q	001-31560	10.27	5/5/2010	
10.18(a)+	First Amendment to the 2010 Restated Seagate Deferred Compensation Plan	10-Q	001-31560	10.4	2/4/2019	
10.19+	Seagate Deferred Compensation Sub-Plan	10-Q	001-31560	10.28	5/5/2010	
10.19(a)+	First Amendment to the Seagate Deferred Compensation Sub-Plan	10-Q	001-31560	10.5	2/4/2019	
10.20+	Seagate Technology plc Amended and Restated Executive Officer Performance Bonus Plan	8-K	001-31560	10.1	11/4/2013	
10.21+	Fifth Amended and Restated Seagate Technology Executive Severance and Change in Control Plan	10-K	001-31560	10.1	8/8/2014	
10.22+	Summary description of Seagate Technology plc's Compensation Policy for Non-Management Members of the Board of Directors with an Effective date of October 30, 2013	10-K	001-31560	10.46	8/8/2013	
10.23+	Offer Letter, dated as of January 29, 2009, by and between Seagate Technology and Stephen J. Luczo	10-Q	001-31560	10.20	2/10/2009	
10.24+	Offer letter, dated as of July 30, 2014, by and between Seagate US LLC and Philip Brace	8-K	001-31560	10.1	7/22/2015	
10.25+	Memo Agreement with Albert A. "Rocky" Pimentel dated January 27, 2016	10-Q	001-31560	10.2	1/29/2016	
10.26+	James J. Murphy Employee Relocation Assistance Lump Sum Repayment Agreement	10-Q	001-31560	10.1	10/27/2017	
10.27	Form of Revised Indemnification Agreement between Seagate Technology and the director or officer named therein	10-Q	001-31560	10.4(b)	5/6/2009	
10.28	Second Priority Mortgage of Shares in Seagate Technology, dated March 1, 2010, between Seagate Technology plc, as mortgagor, and Wells Fargo Bank, National Association, as mortgagee	8-K	001-31560	10.23	3/3/2010	

Exhibit No.	Exhibit Description	Form	File No.	Exhibit	Filing Date	Filed Herewith
		Incorporated by Reference				
10.29	Deed Poll of Assumption by Seagate Technology plc, dated July 2, 2010	8-K	001-31560	10.2	7/6/2010	
10.30	Credit Agreement, dated as of January 18, 2011, among Seagate Technology public limited company, Seagate HDD Cayman, as Borrower, the lending institutions thereto, the Bank of Nova Scotia, as administrative agent, Morgan Stanley Senior Funding, Inc., Merrill Lynch Pierce Fenner and Smith Incorporated and BNP Paribas as Syndication Agents, and Wells Fargo Bank, National Association, as Documentation Agent	10-Q	001-31560	10.47	2/3/2011	
10.30(a)	First Amendment, dated August 31, 2011, to the Credit Agreement, dated as of January 18, 2011	10-Q	001-31560	10.1	5/1/2018	
10.30(b)	Second Amendment, dated April 30, 2013, to the Credit Agreement, dated as of January 18, 2011	10-Q	001-31560	10.1	5/2/2013	
10.30(c)	Third Amendment, dated January 15, 2015, to the Credit Agreement, dated as of January 18, 2011	8-K	001-31560	10.1	1/16/2015	
10.30(d)	Fourth Amendment, dated as of April 28, 2016, to the Credit Agreement, dated as of January 18, 2011	10-Q	001-31560	10.1	4/29/2016	
10.31	U.S. Guarantee Agreement, dated as of January 18, 2011, among Seagate Technology public limited company, Seagate HDD Cayman, as Borrower, the Guarantors party thereto and The Bank of Nova Scotia, as Administrative Agent	10-Q	001-31560	10.48	2/3/2011	
10.31(a)	First Amendment, dated as of April 30, 2013, to the U.S. Guarantee Agreement, dated as of January 18, 2011	10-Q	001-31560	10.2	5/2/2013	
10.32	Supplement no. 1 dated February 7, 2012, to the U.S. Guarantee Agreement, dated as of January 18, 2011, among Seagate Technology public limited company, Seagate HDD Cayman, as Borrower, the Guarantors party thereto and The Bank of Nova Scotia, as Administrative Agent	10-K	001-31560	10.45	8/9/2012	
10.33	Supplement no. 2 dated February 22, 2012, to the U.S. Guarantee Agreement, dated as of January 18, 2011, among Seagate Technology public limited company, Seagate HDD Cayman, as Borrower, the Guarantors party thereto, and The Bank of Nova Scotia, as Administrative Agent	10-K	001-31560	10.48	8/9/2012	

		Incorporated by Reference				
Exhibit No.	Exhibit Description	Form	File No.	Exhibit	Filing Date	Filed Herewith
10.34	Supplement no. 3 dated March 19, 2012, to the U.S. Guarantee Agreement, dated as of January 18, 2011, among Seagate Technology public limited company, Seagate HDD Cayman, as Borrower, the Guarantors party thereto and The Bank of Nova Scotia, as Administrative Agent	10-K	001-31560	10.50	8/9/2012	
10.35	U.S. Security Agreement, dated as of January 18, 2011, among Seagate Technology public limited company, Seagate HDD Cayman, as Borrower, the Grantor parties thereto and The Bank of Nova Scotia, as Administrative Agent	10-Q	001-31560	10.49	2/3/2011	
10.36	U.S. Pledge Agreement, dated as of January 18, 2011, among Seagate Technology public limited company, Seagate HDD Cayman, as Borrower, the Pledgor parties thereto and The Bank of Nova Scotia, as Administrative Agent	10-Q	001-31560	10.50	2/3/2011	
10.37	Indemnity, Subrogation and Contribution Agreement, dated as of January 18, 2011, among Seagate Technology public limited company, Seagate HDD Cayman, as Borrower, the Guarantors party thereto and The Bank of Nova Scotia, as Administrative Agent	10-Q	001-31560	10.52	2/3/2011	
10.38	Supplement No. 1, dated February 7, 2012, to the Indemnity, Subrogation and Contribution Agreement, dated as of January 18, 2011, among Seagate Technology public limited company, Seagate HDD Cayman, as Borrower, the Guarantors party thereto and The Bank of Nova Scotia, as Administrative Agent	10-K	001-31560	10.46	8/9/2012	
10.39	Supplement No. 2, dated February 22, 2012, to the Indemnity, Subrogation and Contribution Agreement, dated as of January 18, 2011, among Seagate Technology public limited company, Seagate HDD Cayman, as Borrower, the Guarantors party thereto and The Bank of Nova Scotia, as Administrative Agent	10-K	001-31560	10.49	8/9/2012	
10.40	Supplement No. 3, dated March 19, 2012, to the Indemnity, Subrogation and Contribution Agreement, dated as of January 18, 2011, among Seagate Technology public limited company, Seagate HDD Cayman, as Borrower, the Guarantors party thereto and The Bank of Nova Scotia, as Administrative Agent	10-K	001-31560	10.51	8/9/2012	

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Exhibit No.	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
10.41	September 26, 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-Q	001-31560	10.3	10/27/2017	
10.42+	Offer letter, dated July 25, 2017, by and between Seagate Technology and Steven J. Luczo	10-K	001-31560	10.52	8/3/2018	
10.43+	Letter Agreement, dated November 1, 2018 by and between Seagate Technology plc and Steven Luczo	10-Q	001-31560	10.1	11/2/2018	
10.44+	Offer Letter, dated August 22, 2018 by and between Seagate US LLC and Geraldine Hottier-Fayon	10-Q	001-31560	10.1	2/4/2019	
10.45+	Offer Letter, dated September 6, 2018 by and between Seagate US LLC and Katherine R. Scolnick	10-Q	001-31560	10.2	2/4/2019	
10.46+	Offer Letter, dated December 3, 2018 by and between Seagate US LLC and Gianluca Romano	10-Q	001-31560	10.3	2/4/2019	
10.47	Credit Agreement, dated as of February 20, 2019, by and among Seagate Technology public limited company, Seagate HDD Cayman, as the Borrower, the Lenders party thereto, The Bank of Nova Scotia, as Administrative Agent, Bank of America, N.A., BNP Paribas Securities Corp. and Morgan Stanley Senior Funding, Inc., as Syndication Agents, and MUFG Bank, Ltd. and Wells Fargo Bank, National Association, as Documentation Agents	10-Q	001-35160	10.1	4/30/2019	
10.48	U.S. Guarantee Agreement, dated as of February 20, 2019, among Seagate Technology public limited company and the subsidiaries party thereto, as Guarantors, and The Bank of Nova Scotia, as Administrative Agent	10-Q	001-31560	10.2	4/30/2019	
10.49	Indemnity, Subrogation and Contribution Agreement, dated as of February 20, 2019, among Seagate Technology public limited company, Seagate HDD Cayman, as the Borrower, the subsidiaries party thereto, as Guarantors, and The Bank of Nova Scotia, as Administrative Agent	10-Q	001-31560	10.3	4/30/2019	
21.1	List of Subsidiaries					X
23.1	Consent of Independent Registered Public Accounting Firm					X

Exhibit No.	Exhibit Description	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed Herewith
24.1	Power of Attorney (see signature page to this annual report)					X
31.1	Certification of the Chief Executive Officer pursuant to rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
31.2	Certification of the Chief Financial Officer pursuant to rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
32.1†	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
101.INS	XBRL Instance Document.					X
101.SCH	XBRL Taxonomy Extension Schema Document.					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.					X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.					X

\+ Management contract or compensatory plan or arrangement.

† The certifications attached as Exhibit 32.1 that accompany this Annual Report on Form 10-K, 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-K, irrespective of any general incorporation language contained in such filing.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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

	/s/ WILLIAM D. MOSLEY
Date: August 2, 2019	(William D. Mosley, Chief Executive Officer and Director)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints William D. Mosley, Gianluca Romano, and Katherine E. Schuelke, and each of them, as his/her true and lawful attorneys-in-fact and agents, with power to act with or without the others and with full power of substitution and resubstitution, to do any and all acts and things and to execute any and all instruments which said attorneys and agents and each of them may deem necessary or desirable to enable the registrant to comply with the U.S. Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the U.S. Securities and Exchange Commission thereunder in connection with the registrant's Annual Report on Form 10-K for the fiscal year ended June 28, 2019 (the "Annual Report"), including specifically, but without limiting the generality of the foregoing, power and authority to sign the name of the registrant and the name of the undersigned, individually and in his/her capacity as a director or officer of the registrant, to the Annual Report as filed with the U.S. Securities and Exchange Commission, to any and all amendments thereto, and to any and all instruments or documents filed as part thereof or in connection therewith; and each of the undersigned hereby ratifies and confirms all that said attorneys and agents and each of them shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ WILLIAM D. MOSLEY (William D. Mosley)	Chief Executive Officer and Director (Principle Executive Officer)	August 2, 2019
/s/ GIANLUCA ROMANO (Gianluca Romano)	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	August 2, 2019
/s/ STEPHEN J. LUCZO (Stephen J. Luczo)	Chairman of the Board	August 2, 2019
/s/ MARK W. ADAMS (Mark W. Adams)	Director	August 2, 2019
/s/ JUDY BRUNER (Judy Bruner)	Director	August 2, 2019
/s/ MICHAEL R. CANNON (Michael R. Cannon)	Director	August 2, 2019
/s/ WILLIAM T. COLEMAN III (William T. Coleman III)	Director	August 2, 2019

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Signature	Title	Date
/s/ JAY L. GELDMACHER (Jay L. Geldmacher)	Director	August 2, 2019
/s/ DYLAN HAGGART (Dylan Haggart)	Director	August 2, 2019
/s/ STEPHANIE TILENIUS (Stephanie Tilenius)	Director	August 2, 2019
/s/ EDWARD J. ZANDER (Edward J. Zander)	Director	August 2, 2019

DESCRIPTION OF SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

The following description of the ordinary shares of Seagate Technology plc ("us", "our", "we", or the "Company") is a summary. This summary is not complete and is subject to and qualified in its entirety by reference to the complete text of our Constitution previously filed with the Commission and incorporated by reference as an exhibit to this Annual Report on Form 10-K of which this Exhibit 4.1 is a part, as well as to the Companies Act 2014 of Ireland (the "Irish Companies Act"). We encourage you to read our Constitution (which is comprised of our memorandum of association and articles of association) and the applicable provisions of the Irish Companies Act carefully.

Capital Structure

The authorized share capital of the Company is €40,000 and US$13,500 and consists of (a) 40,000 deferred shares of €1.00 each, (b) 1,250,000,000 ordinary shares of US$0.00001 each and (c) 100,000,000 undesignated preferred shares of US $0.00001 each. The authorized share capital includes 40,000 deferred shares with a nominal value of €1 per share in order to satisfy statutory requirements for all Irish public limited companies commencing operations.

The Company may issue shares subject to the maximum prescribed by its authorized share capital contained in its memorandum of association.

As a matter of Irish company law, the directors of a company may issue new ordinary or preferred shares without shareholder approval once authorized to do so by the articles of association of the company or by an ordinary resolution adopted by the shareholders at a general meeting. An ordinary resolution requires over 50% of the votes of a company's shareholders cast at a general meeting. The authority conferred can be granted for a maximum period of five years, at which point it must be renewed by the shareholders of the company by an ordinary resolution The authority contained in our initial articles of association has expired. At our most recent general meeting, the shareholders of the Company resolved that the directors be generally and unconditionally authorized with effect from April 18, 2019 and until October 18, 2020 to exercise all powers of the Company to allot and issue shares in the Company up to an aggregate nominal amount of $950.05 (being equivalent to approximately 33% of the aggregate nominal value of the issued ordinary share capital of the Company as of August 26, 2018) and, pursuant to a fully pre-emptive rights issue, up to an aggregate of $1,900.10 (being equivalent to approximately 66% of the aggregate nominal value of the issued ordinary share capital of the Company as of August 26, 2018).

Our authorized share capital may be increased or reduced by way of an ordinary resolution of the Company's shareholders. The shares comprising the authorized share capital of the Company may be divided into shares of such par value as the resolution shall prescribe.

The rights and restrictions to which our ordinary shares are subject are prescribed in the Company's articles of association. Our articles of association allow the board of directors, without shareholder approval, to determine the terms of any preferred shares issued by the Company. Our board of directors is authorized, without obtaining any vote or consent of the holders of any class or series of shares unless expressly provided by the terms of that class or series or shares, to provide from time to time for the issuance of other classes or series of preferred shares and to establish the characteristics of each class or series of preferred shares, including the number of shares, designations, relative voting rights, dividend rights, liquidation and other rights, redemption, repurchase or exchange rights and any other preferences and relative, participating, optional or other rights and limitations not inconsistent with applicable law.

Irish law does not recognize fractional shares held of record; accordingly, our Constitution does not provide for the issuance of fractional shares of the Company, and our official Irish register does not reflect any fractional shares.

Pre-emption Rights, Share Warrants and Share Options

Generally, under Irish law, certain statutory pre-emption rights apply automatically in favor of the Company's shareholders where shares in the Company are to be issued for cash. However, we opted out of these pre-emption rights in our initial articles of association for the maximum period of five years as permitted by Irish law. This opt-out has expired and, at our most recent annual general meeting, our shareholders resolved by special resolution (which required not less than 75% of the votes of our shareholders cast at a general meeting) that the directors be empowered to allot shares for cash subject to an opt-out for a period from April 18, 2019 until October 18, 2020 up to an aggregate nominal value of US$287.89 (being equivalent to approximately 10% of the aggregate nominal value of the issued ordinary share capital of the Company as of August 26, 2018), provided that any such issuance above 5% of the aggregate nominal value of our issued share capital as of August 26, 2018 is to be used for purposes of an acquisition or a specified capital investment. If this opt-out is not renewed, shares issued for cash must be offered to pre-existing shareholders of the Company pro rata to their existing shareholding before the shares can be issued to any new shareholders. The statutory pre-emption rights do not apply where shares are issued for non-cash consideration and do not apply to the issue of non-equity shares (that is, shares that have the right to participate only up to a specified amount in any income or capital distribution).

The articles of association of the Company provide that, subject to any shareholder approval requirement under any laws, regulations or the rules of any stock exchange to which the Company is subject, the board is authorized, from time to time, in its discretion, to grant such persons, for such periods and upon such terms as the board deems advisable, options to purchase such number of shares of any class or classes or of any series of any class as the board may deem advisable, and to cause warrants or other appropriate instruments evidencing such options to be issued. The Irish Companies Act provides that directors may issue share warrants or options without shareholder approval once authorized to do so by the articles of association or an ordinary resolution of shareholders. The board may issue shares upon exercise of warrants or options without shareholder approval or authorization.

The Company is subject to the rules of NASDAQ that require shareholder approval of certain share issuances.

Dividends

Under Irish law, dividends and distributions may only be made from distributable reserves. Distributable reserves, broadly, means the accumulated realized profits of the Company less accumulated realized losses of the Company and includes reserves created by way of capital reduction. In addition, no distribution or dividend may be made unless our net assets are equal to, or in excess of, the aggregate of our called up share capital plus undistributable reserves and the distribution does not reduce our net assets below such aggregate. Undistributable reserves includes undenominated capital and the amount by which the Company's accumulated unrealized profits, so far as not previously utilized by any capitalization, exceed the Company's accumulated unrealized losses, so far as not previously written off in a reduction or reorganization of capital.

The determination as to whether or not the Company has sufficient distributable reserves to fund a dividend must be made by reference to "relevant financial statements" of the Company. The "relevant financial statements" will be either the last set of unconsolidated annual audited financial statements or other qualifying financial statements properly prepared in accordance with the Irish Companies Act, which give a "true and fair view" of the Company's unconsolidated financial position, and accord with accepted accounting practice. The relevant financial statements must be filed in the Irish Companies Registration Office (the official public registry for companies in Ireland).

The mechanism as to who declares a dividend and when a dividend shall become payable is governed by the articles of association of the Company. The Company's articles of association authorize the directors to declare such dividends as appear justified from the profits of the Company without the approval of the shareholders at a general meeting. The board of directors may also recommend a dividend to be approved and declared by the shareholders at a general meeting. Although the shareholders may direct that the payment be made by distribution of assets, shares or cash, no dividend issued may exceed the amount recommended by the directors. The dividends can be declared and paid in the form of cash or non-cash assets.

The directors of the Company may deduct from any dividend payable to any member all sums of money (if any) payable by such member to the Company in relation to the shares of the Company.

The directors of the Company are also entitled to issue shares with preferred rights to participate in dividends declared by the Company. The holders of such preferred shares may, depending on their terms, be entitled to claim arrears of a declared dividend out of subsequently declared dividends in priority to ordinary shareholders.

Share Repurchases, Redemptions and Conversions

Overview

Article 10 of the Company's articles of association provides that, unless the board of directors specifically elects to treat such acquisition as a purchase for the purposes of the Irish Companies Act, any ordinary share which the Company has acquired or agreed to acquire shall be deemed to be a redeemable share on, and from the time of, the existence or creation of an agreement, transaction or trade between the Company and any third party pursuant to which the Company acquires or will acquire ordinary shares, or an interest in ordinary shares, from the relevant third party. Accordingly, for Irish company law purposes, the repurchase of ordinary shares by the Company will technically be effected as a redemption of those shares as described below under "—Repurchases and Redemptions by the Company." If the articles of association of the Company did not contain Article 10, repurchases by the Company would be subject to many of the same rules that apply to purchases of the Company shares by subsidiaries described below under "—Purchases by Subsidiaries of the Company," including the shareholder approval requirements described below and the requirement that any on-market purchases be effected on a "recognized stock exchange." Except where otherwise noted, when we refer elsewhere in this exhibit to repurchasing or buying back ordinary shares of the Company, we are referring to the redemption of ordinary shares by the Company pursuant to Article 10 of our articles of association or the purchase of ordinary shares of the Company by a subsidiary of the Company, in each case in accordance with the Company's articles of association and Irish company law as described below.

Repurchases and Redemptions by the Company

Under Irish law, a company can issue redeemable shares and redeem them out of distributable reserves (which are described above under "—Dividends") or the proceeds of a new issue of shares for that purpose. The Company currently has distributable reserves which are calculated by reference to the relevant financial statements of the Company. The issue of redeemable shares may only be made by the Company where the nominal value of the issued share capital that is not redeemable is not less than 10% of the nominal value of the total issued share capital of the Company. All redeemable shares must also be fully paid and the terms of redemption of the shares must provide for payment on redemption. Redeemable shares may, upon redemption, be cancelled or held in treasury. Based on Article 10 of the Company's articles of association, shareholder approval will not be required to redeem the Company shares.

The board of directors of the Company will also be entitled to issue preferred shares which may be redeemed at the option of either the Company or the shareholder, depending on the terms of such preferred shares. Please see "—Capital Structure—Authorized Share Capital" above for additional information on redeemable shares.

Repurchased and redeemed shares may be cancelled or held as treasury shares. The nominal value of treasury shares held by the Company at any time must not exceed 10% of the nominal value of the issued share capital of the Company. The Company cannot exercise any voting rights in respect of any shares held as treasury shares. Treasury shares may be cancelled by the Company or re-issued subject to certain conditions.

Purchases by Subsidiaries of the Company

Under Irish law, it may be permissible for an Irish or non-Irish subsidiary to purchase shares of the Company either on-market or off-market. A general authority of the shareholders of the Company is required to allow a subsidiary of the Company to make on-market purchases of the Company shares; however, as long as this general authority has been granted, no specific shareholder authority for a particular on-market purchase by a subsidiary of the Company shares is required. The Company did not seek a renewal of such general authority at its most recent annual general meeting but may seek such general authority from shareholders in the future. In order for a subsidiary of the Company to make an on-market purchase of the Company's shares, such shares must be purchased on a "recognised stock exchange." NASDAQ, on which the shares of the Company are listed, became a "recognised stock exchange" for this purpose on March 12, 2010, as a result of the coming into effect of the Irish Companies (Recognised Stock Exchanges) Regulations 2010. For an off-market purchase by a subsidiary of the Company, the proposed purchase contract must be authorized by special resolution of the shareholders of the Company before the contract is entered into. The person whose shares are to be bought back cannot vote in favor of the special resolution and, for at least 21 days prior to the special resolution, the purchase contract must be on display or must be available for inspection by shareholders at the registered office of the Company.

The number of shares held by the subsidiaries of the Company at any time will count as treasury shares and will be included in any calculation of the permitted treasury share threshold of 10% of the nominal value of the issued share capital of the Company. While a subsidiary holds shares of the Company, it cannot exercise any voting rights in respect of those shares. The acquisition of the shares of the Company by a subsidiary must be funded out of distributable reserves of the subsidiary.

Existing Share Repurchase Program

As of June 28, 2019, the Company had approximately $2.2 billion of availability remaining under our share repurchase authorization, which was most recently increased on October 29, 2018 by the board. All other authorized plans have been utilized. Based on market conditions, share repurchases will be made from time to time in the open market and in privately negotiated transactions at the discretion of management. The repurchase programs do not have a prescribed expiration date.

As noted above, because repurchases of the Company shares by the Company will technically be effected as a redemption of those shares pursuant to Article 10 of the articles of association, shareholder approval for such repurchases will not be required.

Bonus Shares

Under the Company's articles of association, the board may resolve to capitalize any amount credited to any reserve or fund available for distribution or the share premium account of the Company for issuance and distribution to shareholders as fully paid up bonus shares on the same basis of entitlement as would apply in respect of a dividend distribution.

Consolidation and Division; Subdivision

Under its articles of association, the Company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger par value than its existing shares or subdivide its shares into smaller amounts than is fixed by its articles of association.

Reduction of Share Capital

The Company may, by ordinary resolution, reduce its authorized share capital in any way. The Company also may, by special resolution and subject to confirmation by the Irish High Court, reduce or cancel its issued share capital in any way.

General Meetings of Shareholders

The Company is required to hold annual general meetings at intervals of no more than fifteen months, provided that an annual general meeting is held in each calendar year and no more than nine months after our fiscal year-end. Any general meeting may be held outside Ireland if a resolution so authorizing is passed by the board of the Company, provided that technical means are provided to enable shareholders to participate in the meeting without leaving Ireland.

The Company's articles of association include a provision reflecting this requirement of Irish law. At any annual general meeting, only such business shall be conducted as shall have been brought before the meeting (a) by or at the direction of the board or (b) by any member entitled to vote at such meeting who complies with the procedures set forth in the articles of association.

Extraordinary general meetings of the Company may be convened by (i) the board of directors, (ii) on requisition of the shareholders holding not less than 10% of the paid up share capital of the Company carrying voting rights or (iii) on requisition of our auditors. Extraordinary general meetings are generally held for the purposes of approving shareholder resolutions of the Company as may be required from time to time. At any extraordinary general meeting only such business shall be conducted as is set forth in the notice thereof.

Notice of a general meeting must be given to all shareholders of the Company entitled to such notice and to the auditors of the Company. Our articles of association provide that the maximum notice period is 60 days. The minimum notice periods are 21 days' notice in writing for an annual general meeting or an extraordinary general meeting to approve a special resolution and 14 days' notice in writing for any other extraordinary general meeting. Because of the 21-day and 14-day requirements described in this paragraph, our articles of association include provisions reflecting these requirements of Irish law.

In the case of an extraordinary general meeting convened by shareholders of the Company, the proposed purpose of the meeting must be set out in the requisition notice. The requisition notice can contain any resolution. Upon receipt of this requisition notice, the board of directors has 21 days to convene a meeting of the Company's shareholders to vote on the matters set out in the requisition notice. This meeting must be held within two months of the receipt of the requisition notice. If the board of directors does not convene the meeting within such 21-day period, the requisitioning shareholders, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, which meeting must be held within three months of the receipt of the requisition notice.

The board of directors may postpone any general meeting of the Company (to the extent permitted by law) after it has been convened where the board in its absolute discretion considers that the reasons for convening the meeting no longer exist or it is, for any reason, not in the Company's interests to hold the meeting. Such postponement may be for a particular period of time or indefinitely.

The only matters which must, as a matter of Irish company law, be transacted at an annual general meeting are the consideration of the Irish statutory financial statements and the report of the directors and the report of the statutory auditors on those statements and that report; the review by the members of the company's affairs; the declaration of a dividend (if any) of an amount not exceeding the amount recommended by the directors (save where the constitution provides otherwise); the authorization of the directors to approve the statutory auditor's remuneration, where the constitution of the company so provides; the election and re-election of directors; the appointment or re-appointment of statutory auditors; and, where the constitution of the company so provides, the remuneration of the directors. If no resolution is made in respect of the reappointment of an existing auditor at an annual general meeting, the existing auditor will be deemed to have continued in office.

Directors are elected by ordinary resolution at general meetings, provided that, if there is a contested election (as provided for in the Company's articles of association), each of the nominees shall be voted upon as a separate resolution and the directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at any such meeting and entitled to vote on the election of directors. "Elected by a plurality" means the election of those director nominees equal in number to the number of positions to be filled at the relevant general meeting that received the highest number of votes in the contested election. Directors serve until the next annual general meeting when they retire and can be re-elected. Because Irish law requires a minimum of two directors at all times, in the event that an election results in no director being elected, each of the two nominees receiving the greatest number of votes in favor of his or her election shall hold office until his or her successor shall be elected. In the event that an election results in only one director being elected, that director shall be elected and shall serve until the next annual general meeting, and the nominee receiving the greatest number of votes in favor of their election shall hold office until his or her successor shall be elected.

If the board of directors become aware that the net assets of the Company are half or less of the amount of the Company's called-up share capital, the board of directors of the Company must convene an extraordinary general meeting of the Company's shareholders not later than 28 days from the date that they learn of this fact. This meeting must be convened for the purposes of considering whether any, and if so what, measures should be taken to address the situation.

Voting

Where a poll is demanded at a general meeting, every shareholder shall have one vote for each ordinary share that he or she holds as of the record date for the meeting. Voting rights on a poll may be exercised by shareholders registered in the Company's share register as of the record date for the meeting or by a duly appointed proxy (or proxies) of such a registered shareholder, which proxy need not be a shareholder. Where interests in shares are held by a nominee trust company, this company may exercise the rights of the beneficial holders on their behalf as their proxy. All proxies must be appointed in the manner prescribed by the Company's articles of association. Our articles of association permit the appointment of proxies by the shareholders to be notified to the Company electronically.

Our articles of association provide that all resolutions shall be decided by a show of hands unless a poll is demanded by the Chair, by at least three shareholders present in person or by proxy, by any shareholder or shareholders holding not less than 10% of the total voting rights of the Company as of the record date for the meeting, or by any shareholder or shareholders holding shares in the Company conferring the right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all shares. Each ordinary shareholder of record as of the record date for the meeting has one vote at a general meeting on a show of hands.

In accordance with our articles of association, our board of directors may from time to time cause the Company to issue preferred shares. These preferred shares may have such voting rights as may be specified in the terms of such preferred shares (e.g., they may carry more votes per share than ordinary shares or may entitle their holders to a class vote on such matters as may be specified in the terms of the preferred shares).

Treasury shares will not be entitled to vote at general meetings of shareholders.

Irish company law requires "special resolutions" of the shareholders at a general meeting to approve certain matters. A special resolution requires not less than 75% of the votes cast of the Company's shareholders at a general meeting. This may be contrasted with "ordinary resolutions," which require a simple majority of the votes of the Company's shareholders cast at a general meeting. Examples of matters requiring special resolutions include:

- Amending the objects or memorandum of association of the Company;
- Amending the articles of association of the Company;
- Approving a change of name of the Company;
- Authorizing the entering into of a guarantee or provision of security in connection with a loan, quasi-loan or credit transaction to a director or connected person;
- Opting out of pre-emption rights on the issuance of new shares;
- Re-registration of the Company from a public limited company to a private company;
- Variation of class rights attaching to classes of shares;
- Purchase of own shares off-market;
- A reduction of issued share capital;
- Sanctioning a compromise/scheme of arrangement;
- Resolving that the Company be wound up by the Irish courts;
- Resolving in favor of a shareholders' voluntary winding-up;
- Re-designation of shares into different share classes; and
- Setting the re-issue price of treasury shares.

A scheme of arrangement with shareholders requires a court order from the Irish High Court and the approval of: (1) 75% of the voting shareholders by value; and (2) 50% in number of the voting shareholders, at a meeting called to approve the scheme.

Variation of Rights Attaching to a Class or Series of Shares

Variation of all or any special rights attached to any class or series of shares of the Company is addressed in the articles of association of the Company as well as the Irish Companies Act. Any variation of class rights attaching to the issued shares of the Company must be approved by a special resolution of the shareholders of the class or series affected.

Quorum for General Meetings

The presence, in person or by proxy, of the holders of a majority of the Company's ordinary shares outstanding constitutes a quorum for the conduct of business. No business may take place at a general meeting of the Company if a quorum is not present in person or by proxy. The board of directors has no authority to waive quorum requirements stipulated in the articles of association of the Company. Abstentions and broker non-votes will be counted as present for purposes of determining whether there is a quorum in respect of the proposals.

Inspection of Books and Records

Under Irish law, shareholders have the right to: (i) receive a copy of the memorandum and articles of association of the Company and any act of the Irish government which alters the memorandum of association of the Company; (ii) inspect and obtain copies of the minutes of general meetings and resolutions of the Company; (iii) inspect and receive a copy of the register of shareholders, register of directors and secretaries, register of directors' interests and other statutory registers maintained by the Company; (iv) receive copies of statutory financial statements (or summary financial statements, where applicable) and directors' and auditors' reports which have previously been sent to shareholders prior to an annual general meeting; and (v) receive financial statements of a subsidiary company of the Company which have previously been sent to shareholders prior to an annual general meeting for the preceding ten years. The auditors of the Company will also have the right to inspect all books, records and vouchers of the Company. The auditors' report must be circulated to the shareholders with audited consolidated annual financial statements of the Company prepared in accordance with International Financial Reporting Standards 21 days before the annual general meeting and must be read to the shareholders at the Company's annual general meeting.

Appraisal Rights

Generally, under Irish law, shareholders of an Irish company do not have appraisal rights. Under the EC (Cross-Border Mergers) Regulations 2008 (as amended) governing the merger of an Irish public limited company and a company incorporated in the European Economic Area (the EEA includes all member states of the EU, Norway, Iceland and Liechtenstein), a shareholder (a) who voted against the special resolution approving the merger or (b) of a company in which 90% of the shares is held by the other company the party to the merger of the transferor company has the right to request that the company acquire its shares for cash.

Disclosure of Interests in Shares

Under the Irish Companies Act, there is a notification requirement for shareholders who acquire or cease to be interested in 3% of the shares of an Irish public limited company. A shareholder of the Company must therefore make such a notification to the Company if as a result of a transaction the shareholder will be interested in 3% or more of the shares of the Company; or if as a result of a transaction a shareholder who was interested in more than 3% of the shares of the Company ceases to be so interested. Where a shareholder is interested in more than 3% of the shares of the Company, any alteration of his or her interest that brings his or her total holding through the nearest whole percentage number, whether an increase or a reduction, must be notified to the Company. The relevant percentage figure is calculated by reference to the aggregate par value of the shares in which the shareholder is interested as a proportion of the entire par value of the Company's share capital. Where the percentage level of the shareholder's interest does not amount to a whole percentage this figure may be rounded down to the next whole number. All such disclosures should be notified to the Company within 5 business days of the transaction or alteration of the shareholder's interests that gave rise to the requirement to notify. Where a person fails to comply with the notification requirements described above no right or interest of any kind whatsoever in respect of any shares in the Company held by such person shall be enforceable by such person, whether directly or indirectly, by action or legal proceeding. However, such person may apply to the court to have the rights attaching to the shares concerned reinstated.

In addition to the above disclosure requirement, the Company, under the Irish Companies Act, may by notice in writing require a person whom the Company knows or has reasonable cause to believe to be, or at any time during the three years immediately preceding the date on which such notice is issued, to have been interested in shares comprised in the Company's relevant share capital to: (a) indicate whether or not it is the case, and (b) where such person holds or has during that time held an interest in the shares of the Company, to give such further information as may be required by the Company including particulars of such person's own past or present interests in shares of the Company. Any information given in response to the notice is required to be given in writing within such reasonable time as may be specified in the notice.

Where such a notice is served by the Company on a person who is or was interested in shares of the Company and that person fails to give the Company any information required within the reasonable time specified, the Company may apply to court for an order directing that the affected shares be subject to certain restrictions. Under the Irish Companies Act, the restrictions that may be placed on the shares by the court are as follows:

(a) any transfer of those shares, or in the case of unissued shares any transfer of the right to be issued with shares and any issue of shares, shall be void;

(b) no voting rights shall be exercisable in respect of those shares;

(c) no further shares shall be issued in right of those shares or in pursuance of any offer made to the holder of those shares; and

(d) no payment shall be made of any sums due from the Company on those shares, whether in respect of capital or otherwise.

Where the shares in the Company are subject to these restrictions, the court may order the shares to be sold and may also direct that the shares shall cease to be subject to these restrictions.

In the event the Company is in an offer period pursuant to the Irish Takeover Rules (as defined below), accelerated disclosure provisions apply for persons holding an interest in the Company's securities of 1% or more.

Individuals who directly or indirectly own or control greater than 25% of the shares in the Company are required to provide information for disclosure in registers to be kept by the Company and the Companies Registration Office in Ireland.

Anti-Takeover Provisions

Irish Takeover Rules and Substantial Acquisition Rules

A transaction by virtue of which a third party is seeking to acquire 30% or more of the voting rights of the Company will be governed by the Irish Takeover Panel Act 1997 and the Irish Takeover Rules made thereunder (collectively, the "Irish Takeover Rules") and will be regulated by the Irish Takeover Panel. The "General Principles" of the Irish Takeover Rules and certain important aspects of the Irish Takeover Rules are described below.

General Principles

The Irish Takeover Rules are built on the following General Principles which will apply to any transaction regulated by the Irish Takeover Panel:

- in the event of an offer, all holders of securities of the target company should be afforded equivalent treatment and, if a person acquires control of a company, the other holders of securities must be protected;

- the holders of the securities in the target company must have sufficient time and information to enable them to reach a properly informed decision on the offer; where it advises the holders of securities, the board of the target company must give its views on the effects of implementation of the offer on employment, conditions of employment and the locations of the target company's places of business;
- the board of the target company must act in the interests of the company as a whole and must not deny the holders of securities the opportunity to decide on the merits of the offer;
- false markets must not be created in the securities of the target company, of the bidder, or of any other company concerned by the offer in such a way that the rise or fall of the prices of the securities becomes artificial and the normal functioning of the markets is distorted;
- a bidder must announce an offer only after ensuring that it can fulfill in full, any cash consideration, if such is offered, and after taking all reasonable measures to secure the implementation of any other type of consideration;
- a target company must not be hindered in the conduct of its affairs for longer than is reasonable by an offer for its securities; and
- a "substantial acquisition" of securities (whether such acquisition is to be effected by one transaction or a series of transactions) shall take place only at an acceptable speed and shall be subject to adequate and timely disclosure.

Mandatory Bid

If an acquisition of shares were to increase the aggregate holding of an acquirer and its concert parties to shares carrying 30% or more of the voting rights in the Company, the acquirer and, depending on the circumstances, its concert parties would be required (except with the consent of the Irish Takeover Panel) to make a cash offer for the outstanding shares at a price not less than the highest price paid for the shares by the acquirer or its concert parties during the previous 12 months. This requirement would also be triggered by an acquisition of shares by a person holding (together with its concert parties) shares carrying between 30% and 50% of the voting rights in the Company if the effect of such acquisition were to increase the percentage of the voting rights held by that person (together with its concert parties) by 0.05% within a twelve-month period. A single holder (that is, a holder excluding any parties acting in concert with the holder) holding more than 50% of the voting rights of a company is not subject to this rule.

Voluntary Bid; Requirements to Make a Cash Offer and Minimum Price Requirements

A voluntary offer is an offer that is not a mandatory offer. If a bidder or any of its concert parties acquire ordinary shares of the Company within the period of three months prior to the commencement of the offer period, the offer price must be not less than the highest price paid for the Company ordinary shares by the bidder or its concert parties during that period. The Irish Takeover Panel has the power to extend the "look back" period to 12 months if the Irish Takeover Panel, having regard to the General Principles, believes it is appropriate to do so.

If the bidder or any of its concert parties has acquired ordinary shares of the Company (i) that represent more than 10% of the total ordinary shares of the Company during the period of 12 months prior to the commencement of the offer period or (ii) at any time after the commencement of the offer period, then the offer shall be in cash (or accompanied by a full cash alternative), and the price per ordinary share shall be not less than the highest price paid by the bidder or its concert parties during, in the case of (i), the period of 12 months prior to the commencement of the offer period and, in the case of (ii), the offer period. The Irish Takeover Panel may apply this rule to a bidder who, together with its concert parties, has acquired less than 10% of the total ordinary shares of the Company in the 12 month period prior to the commencement of the offer period if the Panel, having regard to the General Principles, considers it just and proper to do so.

An offer period will generally commence from the date of the first announcement of the offer or proposed offer.

Substantial Acquisition Rules

The Irish Takeover Rules also contain rules governing substantial acquisitions of shares that restrict the speed at which a person may increase his or her holding of shares and rights over shares to an aggregate of between 15% and 30% of the voting rights of the Company. Except in certain circumstances, an acquisition or series of acquisitions of shares or rights over shares representing 10% or more of the voting rights of the Company is prohibited if such acquisition(s), when aggregated with shares or rights already held, would result in the acquirer holding 15% or more but less than 30% of the voting rights of the Company and such acquisitions are made within a period of seven days. These rules also require accelerated disclosure of acquisitions of shares or rights over shares relating to such holdings.

Frustrating Action

Under the Irish Takeover Rules, our board of directors is not permitted to take any action which might frustrate an offer for the shares of the Company once the board of directors has received an approach which may lead to an offer or has reason to believe an offer is imminent, subject to certain exceptions. Potentially frustrating actions such as (i) the issue of shares, options or convertible securities, (ii) material acquisitions or disposals, (iii) entering into contracts other than in the ordinary course of business or (iv) any action, other than seeking alternative offers, which may result in frustration of an offer, are prohibited during the course of an offer or at any time during which the board has reason to believe an offer is imminent. Exceptions to this prohibition are available where:

(a) the action is approved by the Company's shareholders at a general meeting; or

(b) with the consent of the Irish Takeover Panel where:

(i) the Irish Takeover Panel is satisfied the action would not constitute a frustrating action;

(ii) the holders of 50% of the voting rights state in writing that they approve the proposed action and would vote in favor of it at a general meeting;

(iii) in accordance with a contract entered into prior to the announcement of the offer; or

(iv) the decision to take such action was made before the announcement of the offer and either has been at least partially implemented or is in the ordinary course of business.

For other provisions that could be considered to have an anti-takeover effect, please see above at "—Pre-emption Rights, Share Warrants and Share Options" and "—Disclosure of Interests in Shares," in addition to "—Corporate Governance" below.

Corporate Governance

The articles of association of the Company allocate authority over the management of the Company to the board of directors. The board of directors may then delegate management of the Company to committees of the board, executives, or to a management team, but regardless, the directors will remain responsible, as a matter of Irish law, for the proper management of the affairs of the Company. The Company currently has an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. The Company has also adopted Corporate Governance Guidelines and a Code of Ethics that provide the corporate governance framework for the Company.

Duration; Dissolution; Rights upon Liquidation

The Company's duration will be unlimited. The Company may be dissolved at any time by way of either a shareholders' voluntary winding up or a creditors' winding up. In the case of a shareholders' voluntary winding up, the consent of not less than 75% of the shareholders of the Company is required. The Company may also be dissolved by way of court order on the application of a creditor, or by the Companies Registration Office as an enforcement measure where the Company has failed to file certain returns.

The rights of the shareholders to a return of the Company's assets on dissolution or winding up, following the settlement of all claims of creditors, may be prescribed in the Company's articles of association or the terms of any preferred shares issued by the board of directors of the Company from time to time. The holders of preferred shares, if any, in particular may have the right to priority in a dissolution or winding up of the Company. If the articles of association contain no specific provisions in respect of a dissolution or winding up then, subject to the priorities of any creditors, the assets will be distributed to shareholders in proportion to the paid-up par value of the shares held. The Company's articles of association provide that the ordinary shareholders of the Company are entitled to participate pro rata in a winding up, but their right to do so may be subject to the rights of any preferred shareholders to participate under the terms of any series or class of preferred shares.

Uncertificated Shares

Holders of ordinary shares of the Company will not have the right to require us to issue certificates for their shares (unless required by the Irish Companies Act, any stock exchange, depository or any operator of any clearance or settlement system). The Company will only issue uncertificated ordinary shares.

Stock Exchange Listing

The Company's ordinary shares are listed on the NASDAQ Global Select Market under the trading symbol "STX."

No Sinking Fund

The Company's ordinary shares have no sinking fund provisions.

No Liability for Further Calls or Assessments

The Company's ordinary shares are not liable to further calls and assessments beyond any consideration required in connection with their initial issuance or vesting.

Transfer and Registration of Shares

The Company's share register will be maintained by its transfer agent. Registration in this share register will be determinative of membership in the Company. A shareholder of the Company who only holds shares beneficially will not be the holder of record of such shares. Instead, the depository (for example, Cede & Co., as nominee for the Depositary Trust Company) or other nominee will be the holder of record of such shares. Accordingly, a transfer of shares from a person who holds such shares beneficially to a person who also holds such shares beneficially through a depository or other nominee will not be registered in the Company's official share register, as the depository or other nominee will remain the record holder of such shares.

A written instrument of transfer is required under Irish law in order to register on the Company's official share register any transfer of shares (i) from a person who holds such shares directly to any other person, (ii) from a person who holds such shares beneficially to a person who holds such shares directly, or (iii) from a person who holds such shares beneficially to another person who holds such shares beneficially where the transfer involves a change in the depository or other nominee that is the record owner of the transferred shares. An instrument of transfer also is required for a shareholder who directly holds shares to transfer those shares into his or her own broker account (or vice versa). Such instruments of transfer may give rise to Irish stamp duty, which must be paid prior to registration of the transfer on the Company's official Irish share register.

We currently intend to cause one of our affiliates to pay stamp duty in connection with share transfers made in the ordinary course of trading by a seller who holds shares directly to a buyer who holds the acquired shares beneficially. In other cases the Company may, in our absolute discretion, cause one of our affiliates to pay any stamp duty. The Company's articles of association provide that, in the event of any such payment, the Company (i) may seek reimbursement from the transferor or transferee (at our discretion), (ii) may set-off the amount of the stamp duty against future dividends payable to the transferor or transferee (at our discretion), and (iii) will have a lien against the Company's shares on which we have paid stamp duty. Parties to a share transfer may assume that any stamp duty arising in respect of a transaction in the Company's shares has been paid unless one or both of such parties is otherwise notified by us.

The Company's articles of association delegate to our secretary (or assistant secretary or anyone nominated by either of them) the authority to execute an instrument of transfer on behalf of a transferring party. In order to help ensure that the official share register is regularly updated to reflect trading of our ordinary shares occurring through normal electronic systems, we intend to regularly produce any required instruments of transfer in connection with any transactions for which we pay stamp duty (subject to the reimbursement and set-off rights described above). In the event that we notify one or both of the parties to a share transfer that we believe stamp duty is required to be paid in connection with such transfer and that we will not pay such stamp duty, such parties may either themselves arrange for the execution of the required instrument of transfer (and may request a form of instrument of transfer from the Company for this purpose) or request that the Company execute an instrument of transfer on behalf of the transferring party in a form determined by the Company. In either event, if the parties to the share transfer have the instrument of transfer duly stamped (to the extent required) and then provide it to our transfer agent, the transferee will be registered as the legal owner of the relevant shares on our official Irish share register (subject to the matters described below).

Our board of directors have general discretion to decline to register an instrument of transfer unless:

- the instrument of transfer is duly stamped (if required by law) and lodged with the Company accompanied by the certificate for the shares (if any) to which it relates and such other evidence as the board may reasonably require to show the right of the transferor to make the transfer;
- the instrument of transfer is in respect of only one class of shares;
- in the case of a transfer to joint holders, the number of joint holders to which the share is to be transferred does not exceed four; and
- it is satisfied that all applicable consents, authorisations, permissions, or approvals required to be obtained pursuant to any applicable law or agreement prior to such transfer have been obtained or that no such consents, authorisations, permissions or approvals are required.

The board may also, in its absolute discretion, and without assigning any reason, refuse to register a transfer of any share which is not fully paid.

The registration of transfers may be suspended by the board of directors at such times and for such period, not exceeding in the whole 30 days in each year, as the directors may from time to time determine.

Exhibit 10.16(b)

SECOND AMENDMENT
TO THE
2015 SEAGATE DEFERRED COMPENSATION PLAN

The 2015 Seagate Deferred Compensation Plan, as established January 1, 2015 (the "Plan"), is hereby amended as follows:

1. Effective January 1, 2016, Exhibit A is hereby amended in its entirety to read as follows:

"EXHIBIT A

PARTICIPATING COMPANIES

Dot Hill Systems Corp.

EVault, A Seagate Company

LaCie Ltd.

Lyve Minds, Inc.

Seagate Federal, Inc.

Seagate Technology LLC

Seagate Technology (US) Holdings, Inc.

Xyratex International Inc."

2. In all respects not amended, the Plan is hereby ratified and confirmed.

IN WITNESS WHEREOF, the Seagate Benefits Administrative Committee, by its duly authorized officer, has executed this Second Amendment to the Plan on Oct 29 th, 2015.

SEAGATE BENEFITS ADMINISTRATIVE COMMITTEE

By: /s/ John Cleveland
John Cleveland

Title: Vice President, Global Compensation, Benefits, Mobility & Compliance

Exhibit 10.17

SEAGATE DEFERRED COMPENSATION PLAN

Amended and Restated as of January 1, 2009

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SEAGATE DEFERRED COMPENSATION PLAN

This Seagate Deferred Compensation Plan (the "Plan"), is hereby amended and restated effective as of January 1, 2009 (the "Effective Date"), except as expressly provided herein, by Seagate US LLC, (the "Company") and the Participating Companies (see Sections 1.10 and 1.24) for the purpose of providing supplemental retirement benefits.

RECITALS

1. The Company wishes to establish a supplemental retirement plan for the benefit of the members of the Board of Directors of the Company, and for a select group of management or highly compensated employees of the Company and Participating Companies.

2. The Company wishes to provide that the supplemental retirement plan to be established shall be designated as the Seagate Deferred Compensation Plan (the "Plan").

3. The Company and each Participating Company wish to provide under the Plan for the payment of accrued vested benefits to Plan participants and their beneficiaries.

4. Under the Plan, the Company and each Participating Company is obligated to pay vested accrued benefits to the Plan participants and their beneficiaries, to the extent applicable, from the general assets of the Company and each Participating Company.

5. The Company has entered into an agreement (the "Trust Agreement") with Wells Fargo Bank, N.A., pursuant to which such entity shall serve as trustee (the "Trustee") under an irrevocable trust (the "Trust") used in connection with the Plan.

6. The Company and each Participating Company intend to make contributions to the Trust so that such contributions will be held by the Trustee and invested, reinvested and distributed, all in accordance with the provisions of this Plan and the Trust Agreement.

7. The Company and each Participating Company intend that amounts contributed to the Trust (and the earnings thereon) shall be used by the Trustee to satisfy the respective liabilities of the Company and each Participating Company under the Plan with respect to each Plan participant for whom an Account has been established and such utilization shall be in accordance with the procedures set forth herein.

8. The Company intends that the Trust be a "grantor trust" with the principal and income of the Trust treated as assets and income of the Company and each Participating Company, as applicable, for federal and state income tax purposes.

9. The Company and each Participating Company intend that their respective share of the assets of the Trust shall at all times be subject to the claims of the general creditors of the Company and each Participating Company, as applicable, as provided in the Trust Agreement.

10. The Company and each Participating Company intend that the existence of the Trust shall not alter the characterization of the Plan as "unfunded" for purposes of the Employee

Retirement Income Security Act of 1974, as amended ("ERISA"), and shall not be construed to provide income to Plan participants under the Plan prior to actual payment of the vested accrued benefits thereunder.

11. The general purpose of this amendment and restatement is to comply with the provisions of Section 409A of the Code, and this amended and restated Plan will be interpreted accordingly. The Company intends to amend and restate the Plan, effective as of January 1, 2009 as applied to amounts deferred under the Plan that were earned or vested on or after January 1, 2005, and any earnings attributable thereto. Amounts deferred under the Plan that were both earned and vested on or prior to December 31, 2004, and any earnings attributable thereto, shall continue to be governed by the terms of the Seagate Deferred Compensation Plan, Amended and Restated as in effect on December 31, 2004. No such amounts are subject to Section 409A of the Code. For periods prior to January 1, 2009, the Plan was operated in reasonable, good faith compliance with the requirements of Section 409A of the Code..

NOW THEREFORE, the Company hereby establishes the Plan as follows:

ARTICLE I

DEFINITIONS

Whenever the following words and phrases are used in this Plan, with the first letter capitalized, they shall have the meanings specified below:

1.1. Account . "Account" means, for each Participant, the bookkeeping account maintained by the Committee that is credited with amounts equal to (a) the portion of the Participant's Compensation that he or she elects to defer, (b) Company Contributions, if any, made to the Plan for the Participant's benefit, and (c) adjustments to reflect deemed earnings pursuant to Subsection 4.1(c).

1.2. Base Salary . "Base Salary" means the Employee's base salary for the Plan Year. Base Salary excludes any other form of compensation such as Bonuses, Commissions, restricted stock, proceeds from stock options or stock appreciation rights, expatriate premiums, hypothetical tax payments for expatriates, severance payments, moving expenses, car or other special allowance, non-monetary awards, after-tax withholdings for accident, death and disability, life insurance premiums, amounts that would be cash compensation for services to the Employer includible in the Employee's gross income for the calendar year but for a compensation reduction election under Code Sections 125, including deductions for medical and dental premiums and health and dependent care flexible spending accounts, and other special compensation, and reduced by the Social Security and Medicare withholding obligations imposed on the Employer and any other withholding requirements imposed by law with respect to such amounts, or any other amounts included in an Eligible Employee's taxable income that is not compensation for services.

1.3. Beneficiary . "Beneficiary" or "Beneficiaries" means the beneficiary or beneficiaries last designated in writing by a Participant in accordance with procedures established by the Committee from time to time to receive the benefits specified hereunder in the event of the Participant's death. No Beneficiary designation shall become effective unless and until it is filed with the Committee during the Participant's lifetime.

1.4. Board of Directors . “Board of Directors” or “Board” means the Board of Directors of the Company. To the extent the compensation committee charter authorizes it, the Seagate compensation committee with act on behalf of the Board.

1.5. Bonus . Bonus means the cash consideration awarded to a Participant based on satisfaction of such performance criteria as the Company’s compensation committee periodically determines.

1.6. Change in Control means a “change in the ownership” of the Company, a “change in effective control” of the Company or a “change in the ownership of a substantial portion of the assets” of the Company, in each case, as defined under Code Section 409A.

1.7. Code . “Code” means the Internal Revenue Code of 1986, as amended. Reference to a section of the Code includes such section and any comparable section or sections of any future legislation that amends, supplements or supersedes such section.

1.8. Commissions. “Commissions” means any fee, sum or percentage paid to an Employee for transacting a piece of business or performing a service for the Company.

1.9. Committee . “Committee” means the Seagate Benefits Administrative Committee appointed by the Board to administer the Plan in accordance with Article VIII.

1.10. Company . “Company” means Seagate US LLC, and any successor thereto.

1.11. Company Contributions . “Company Contributions” is defined in Section 3.2.

1.12. Compensation. “Compensation” means the Base Salary, Commissions, Bonuses and/or Directors Fees that the Participant earns for services rendered to the Company or a Participating Company.

1.13. Director . “Director” means a member of the Board.

1.14. Directors Fees . “Directors Fees” means the cash fees paid by the Company, including any retainer fees, committee fees and meeting fees, to Directors as compensation for serving on the Board.

1.15. Disability “Disability” means a condition under which a Participant either (i) is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, or (ii) is, by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three (3) months under an accident and health plan covering employees of the Company.

1.16. Distributable Amount. "Distributable Amount" means the vested amount credited to a Participant's Account less any amounts previously distributed to (or deemed distributed to or forfeited by) that Participant. Such amount shall be valued as of the date determined by the Committee or its delegate in its sole discretion.

1.17. Distribution Event. "Distribution Event" means, with respect to each Participant, (i) (A) with respect to the portion of the Participant's Distributable Amount attributable to the Participant's service as an employee, the Participant's "separation from service" (as such term is defined under Code Section 409A) as an employee from the Company, all Participating Companies and all Related Companies, and (B) with respect to the portion of the Participant's Distributable Amount attributable to the Participant's service as a Director, the Participant's "separation from service" (as such term is defined under Code Section 409A) as a non-employee service provider to the Company, all Participating Companies and all Related Companies, (ii) death, (iii) Disability, (iv) an unforeseeable emergency as described in Section 7.4 of the Plan, or (v) a Scheduled In-Service Withdrawal, if specified by the Participant pursuant to Article VII. A Participant's Distribution Event election shall be made in writing at such time, on such form and subject to such procedures as the Committee may, in its sole and absolute discretion, specify from time to time. Notwithstanding the foregoing, a Distribution Event will not be deemed to have occurred if a Participant transfers employment or other service from one Participating Company to become employed by another Participating Company or any Related Company without any intervening employment. Notwithstanding any other provision of the Plan, if a Participant is a Specified Employee, and a separation from service (other than death or Disability) is the Distribution Event, then, notwithstanding any other provision of the Plan, the portion of the Distributable Amount attributable to service as an employee shall not be distributed until at least six months following his or her separation from service (or, if earlier, his or her death).

1.18. Election Period. "Election Period" means the sixty (60) day period after an Eligible Employee is notified by the Committee of his or her eligibility; provided however, such deferral elections must be delivered to the Company before the beginning of the Plan Year with respect to which the Compensation to be deferred would otherwise become payable to Employee. Notwithstanding the foregoing, for an Employee who is hired or promoted to a position of eligibility for participation in the Plan during a Plan Year, if the Committee permits Employees to become Participants other than effective as of the beginning of a Plan Year and subject to the Committee's approval, the Election Period shall mean the thirty (30) day period from the date of eligibility for participation in the Plan (or any other plan aggregated with the Plan under Code Section 409A).

1.19. Eligible Employee. "Eligible Employee" means an Employee who is in a select group of management or highly compensated Employees including, without limitation, (i) all vice presidents or equivalent positions (or other high-level technical positions) and above, and (ii) all Employees whose annual rate of Base Salary is $125,000 or more at the commencement of the relevant Election Period, as selected for participation by the Committee, in its sole and absolute discretion.

1.20. Employee. "Employee" means a common-law employee of the Company or a Participating Company regularly performing services in the United States and subject to United States federal income tax.

1.21. Fund . "Fund" or "Funds" means one or more of the investment funds selected by the Committee pursuant to Section 3.3.

1.22. Investment Return . "Investment Return" means, for each Fund, an amount equal to the pre-tax rate of gain or loss on the assets of such Fund (net of applicable fund and investment charges) during each valuation period, but not less frequently than monthly.

1.23. Participant . "Participant" means any Eligible Employee or Director who elects to defer Compensation in accordance with Section 3.1, and any other individual with respect to whom an Account is maintained under this Plan.

1.24. Participating Company . "Participating Company" means each unrelated employer that the Committee and such employer agree shall be a participating employer in the Plan. Each Participating Company is set forth in Exhibit A.

1.25. Payment Commencement Date . "Payment Commencement Date" means as follows: (i) with respect to payments due to Disability or death, as soon as administratively possible after the first day of the month following the end of the calendar quarter in which the Participant dies or suffers condition that constitutes a Disability; (ii) with respect to payments due to separation from service, the month following the end of the calendar quarter in which the Participant separates from service, or, if elected by the Participant, no later than the end of the applicable election for the next calendar year; and (iii) with respect to Scheduled In-Service Withdrawals, as set forth in Section 7.3(d).

A Participant's Payment Commencement Date under this Section 1.25 with respect to any amounts distributed to such Participant under this Plan shall be the date referred to above, based on the Participant's initial distribution election under Section 7.1 with respect to such amounts, or as subsequently changed by the Participant as permitted under the Plan; provided however, with respect to any Distribution Event, the Payment Commencement Date will in no event be later than (i) two and one-half months following the date of such Distribution Event, or (ii) the last day of the Participant's taxable year in which such Distribution Event occurs.

If a Participant has not elected a Payment Commencement Date under this Section 1.25, the Payment Commencement Date shall be the first day of the month following the end of the calendar quarter in which the Participant has a Distribution Event.

1.26. Plan . "Plan" means the Seagate Deferred Compensation Plan, as set forth herein, now in effect, or as amended from time to time. To the extent that Code Section 409A requires any other plan to be aggregated with this Plan, such plan shall be treated as part of this Plan.

1.27. Plan Year . "Plan Year" means the calendar year beginning each January 1 and ending December 31.

1.28 Related Company. "Related Company" means all entities that would be considered a single employer under Treas. Reg.§ 1.409A-l(h)(3).

1.29 Scheduled In-Service Withdrawal. "Scheduled In-Service Withdrawal" has the meaning specified in Section 7.3.

1.30 Specified Employee. "Specified Employee" shall mean any Participant who, as of the date such Participant's "separation from service" (as such term is defined under Section 409A of the Code), is a key employee of the Company or a Related Company.

ARTICLE II

PARTICIPATION

2.1. Participation. An Eligible Employee or Director shall become a Participant in the Plan by electing to defer a portion of his or her Compensation in accordance with Section 3.1.

ARTICLE III

DEFERRAL ELECTIONS

3.1. Elections to Defer Compensation.

(a) Election Period. Each Eligible Employee or Director may elect to defer Compensation by filing an election with the Committee that conforms to the requirements of this Section, on a form approved by the Committee, including, but not limited to, an electronic form, no later than the last day of his or her Election Period.

(b) General Rule. The amount of Compensation that an Eligible Employee or Director may elect to defer is as follows:

(1) Any whole percentage of Base Salary up to seventy percent (70%);

(2) Any whole percentage of Bonuses up to one hundred percent (100%);

(3) Any whole percentage of Commissions up to seventy percent (70%); and/or

(4) Any whole percentage of Directors Fees up to one hundred percent (100%);

provided, however, that no election shall be effective to reduce the Compensation paid to an Eligible Employee for a calendar year to an amount that is less than the amount necessary to pay (i) applicable employment taxes *(e.g.,* FICA, hospital insurance) payable with respect to amounts deferred hereunder, (ii) amounts necessary to satisfy any other benefit plan withholding obligations, (iii) any resulting income taxes payable with respect to Compensation that cannot be so deferred, and (iv) any amounts necessary to satisfy any wage garnishment or similar obligations.

(c) Minimum Deferrals. For each Plan Year during which the Eligible Employee or Director is a Participant, the minimum Compensation that may be deferred shall be Five Thousand Dollars ($5,000).

(d) Effect of Initial Election to Defer Base Salary, Bonuses, Commissions and/or Directors Fees. An election to defer Base Salary, Bonuses, Commissions and/or Directors Fees made during an initial Election Period shall be effective as to Base Salary, Bonuses, Commissions and/or Directors Fees paid the first pay period commencing on or after the beginning of the following calendar year, or if approved by the Committee pursuant to Section 1.18, beginning with the first pay period that begins after such initial election is made, and for each subsequent Election Period, the first pay period commencing on or after the beginning of the following calendar year.

(e) Duration of Base Salary and/or Directors Fees Deferral Election. An election to defer Base Salary and/or Directors Fees made under Subsection 3.1(a) or 3.l(g) shall remain in effect for the entire Plan Year for which the election is effective, notwithstanding any change in the Participant’s Base Salary or Directors Fees, until modified or terminated as provided in this Subsection 3.l(e). Subject to the minimum deferral requirement of Subsection 3.1(c), the percentage of Base Salary and/or Directors Fees designated by the Participant for deferral may only be changed by filing a new election, in accordance with the terms of this Article III, with the Committee during the Participant’s Election Period. For avoidance of doubt, if a Participant who was an Eligible Employee at the beginning of a Plan Year (or at such later time as such Participant commenced participation in the Plan during such Plan Year) and subsequently ceases to be an Eligible Employee during the course of that Plan Year but remains an employee of the Company or a Related Company, any deferral elections previously made by such Participant with respect to his or her Base Salary, Bonus and/or Commissions shall continue until the end of the Plan Year, but shall immediately terminate thereafter.

(f) Duration of Bonuses and/or Commissions Deferral Election. An election to defer Bonuses and/or Commissions made under Subsection 3.1(a) or 3.1(g) shall remain in effect for the entire Plan Year for which that election is made, notwithstanding any change in the Participant’s Bonuses or Commissions, until modified or terminated as provided in this Subsection 3.l(f). Subject to the minimum deferral requirement of Subsection 3.1(c), the percentage of Bonuses and/or Commissions designated by the Participant for deferral may only be changed by filing a new election, in accordance with the terms of this Article III, with the Committee during the Participant’s Election Period. For the avoidance of doubt, an election to defer Bonuses shall apply only with respect to Bonuses attributable solely to periods after the applicable deferral election is made.

(g) Elections Other than Elections During the Initial Election Period . Any Eligible Employee or Director who fails to elect to defer Compensation during an Election Period may subsequently become a Participant, and may elect to defer Compensation, by filing an election, on a form and in a manner approved by the Committee, to defer Compensation as described in Subsection 3.1(b) above during the Election Period. An election to defer Compensation will be effective for Base Salary, Bonuses, Commissions and/or Directors Fees paid beginning with the first pay period beginning on and after the next succeeding Plan Year.

3.2. Company Contributions . The Company and each Participating Company may make discretionary contributions to the Accounts of one or more Participants at such times and in such amounts, and subject to such vesting and other conditions, as the Company and each such Participating Company may determine.

3.3. Investment Elections . The Committee may, in its sole and absolute discretion, provide each Participant with a list of investment funds available for hypothetical investment, and the Participant may designate, in a manner specified by the Committee, one or more Funds that his or her Account will be deemed to be invested in for purposes of determining the amount of earnings to be credited to that Account. The Committee may, from time to time, in its sole and absolute discretion, change the investment funds. The Investment Return of each such commercially available fund shall be used to determine the amount of earnings to be credited to Participants' Accounts under Subsection 4.1(c). In making the designation pursuant to this Section, the Participant may specify that all or any one percent (1%) multiple of his or her Account be deemed to be invested in one or more of the Funds offered by the Committee. Subject to such limitations and conditions as the Committee may specify, a Participant may change the designation made under this Section each business day, in such manner and at such time or times as the Committee shall specify from time to time. If a Participant fails to elect a Fund under this Section or if the Committee does not provide such Participant with a list of Funds pursuant to this Section, then the Participant shall be deemed to have elected a money market or similar fund. The Company may, but need not, acquire investments corresponding to those designated by the Participants hereunder, and it is not under any obligation to maintain any investment it may make. Any such investments, if made, shall be Company (or if applicable, each Participating Company) property in which no Participant shall have any interest.

ARTICLE IV

ACCOUNTS

4.1. Participant Accounts . The Committee shall establish and maintain an Account for each Participant under the Plan. Each Participant's Account may be further divided into separate subaccounts ("investment fund subaccounts"), corresponding to investment Funds elected by the Participant pursuant to Section 3.3 or as otherwise determined by the Committee to be necessary or appropriate for proper Plan administration. A Participant's Account shall be credited as follows:

(a) As of the date on which a payroll withholding is made for a Participant, or as soon as administratively practicable thereafter, the Committee shall credit the investment fund subaccounts of that Participant's Account with an amount equal to Base Salary and/or Directors Fees deferred by the Participant during each such pay period in accordance with the Participant's election; that is, the portion of the Participant's deferred Base Salary and/or Directors Fees that the Participant has elected to be deemed to be invested in a certain type of investment Fund shall be credited to the investment fund subaccount corresponding to that investment Fund.

(b) As of the date on which each Bonus and/or Commission would have been paid, or as soon as administratively practicable thereafter, the Committee shall credit the investment fund subaccounts of the Participant's Account with an amount equal to the portion of the Bonus and/or Commission deferred by the Participant's election; that is, the portion of the Participant's deferred Bonus and/or Commission that the Participant has elected to be deemed to be invested in a certain type of investment Fund shall be credited to the investment fund subaccount corresponding to that investment Fund.

(c) As soon as administratively practicable after the last day of the Plan Year or such earlier time or times as the Committee may determine, the Committee shall credit the investment fund subaccounts of the Participant's Account with an amount equal to the portion, if any, of any Company Contribution made to or for the Participant's benefit in accordance with Section 3.3; that is, the portion of the Participant's Company Contribution, if any, that the Participant has elected to be deemed to be invested in a certain type of investment Fund shall be credited to the investment fund subaccount corresponding to that investment Fund.

(d) At such time or times as the Committee may determine, but not less frequently than monthly, each investment fund subaccount of a Participant's Account shall be credited with earnings in an amount equal to that determined by multiplying the balance credited to such investment fund subaccount as of the last day of the preceding valuation period by the Investment Return for the corresponding Fund selected by the Committee.

ARTICLE V

VESTING

5.1. Account .

(a) Compensation Deferrals . A Participant's Account attributable to Compensation deferred by a Participant pursuant to the terms of this Plan, together with any amounts credited to the Participant's Account under Section 4.1 with respect to such deferrals, shall be one hundred percent (100%) vested at all times.

(b) Company Contributions . The value of a Participant's Account attributable to any Company Contributions pursuant to Section 3.2 shall vest at such time or times as the Company (or each Participating Company with the approval of the Company), shall specify in connection with any such contributions. Unless otherwise specified, Participants shall be one hundred percent (100%) vested in such amounts together with any amounts credited to the Participants.

ARTICLE VI

GENERAL DUTIES

6.1. Trustee Duties. The Trustee shall manage, invest and reinvest the Trust Fund as provided in the Trust Agreement. The Trustee shall collect the income on the Trust Fund, and make distributions therefrom, all as provided in this Plan and in the Trust Agreement.

6.2. Remittance of Contributions. While the Plan remains in effect, the Company and each Participating Company shall make contributions to the Trust Fund at least once each quarter. As soon as administratively practicable after the close of each Plan quarter, the Company and each Participating Company shall make an additional contribution constituting their respective share to the Trust Fund to the extent that previous contributions to the Trust Fund for the current Plan quarter are less than the total of the Compensation deferrals made by each Participant plus Company Contributions, if any, accrued as of the close of the current Plan quarter.

6.3. Department of Labor Determination. In the event that any Participants are found to be ineligible, that is, not members of a select group of management or highly compensated employees, according to a determination made by the Department of Labor, the Committee may take whatever steps it deems necessary, in its sole and absolute discretion, to equitably protect the interests of the affected Participants.

ARTICLE VII

DISTRIBUTIONS

7.1. Distribution Options. Each Participant may elect to receive his or her deferrals (and earnings thereon) either at separation from service, Disability, or as a Scheduled In-Service Withdrawal, subject to the provisions of this Article VII. The Participant may make distribution elections, pursuant to the election form prescribed by the Committee from time to time, for each Plan Year's deferrals (and earnings thereon). The election to receive payment of a Plan Year's deferrals (and earnings thereon) at separation from service is irrevocable. Participants may also elect to receive payments upon death or in the event of an unforeseeable emergency, as provided below.

7.2. Distribution due to Separation from Service, Disability or Death.

(a) Normal Form of Distribution. Subject to Subsection 7.2(b) below, in the event that a Participant separates from service for any reason or the Participant has a Disability, then the Participant's entire Distributable Amount shall be paid to the Participant (and after the Participant's death to his or her Beneficiary or Beneficiaries) in a cash lump sum payment payable on his or her Payment Commencement Date.

(b) Optional Forms of Distribution . A Participant may, in lieu of a lump sum distribution specified in Subsection 7.2(a) above, elect any of the following optional forms of distribution (subject to Subsection 7.2(c) below):

Form(s) of Distribution

Quarterly installments over 3 years

Quarterly installments over 5 years

Quarterly installments over 10 years

Quarterly installments over 15 years

If a Participant is eligible for and elects installment payments, then the substantially equal quarterly installments shall begin on the Participant's Payment Commencement Date. Notwithstanding the foregoing, if the Participant's entire or remaining Distributable Amount becomes Fifty Thousand Dollars ($50,000) or less as of a date on which a distribution is scheduled, such Distributable Amount shall automatically be distributed in the form of a cash lump sum as soon as reasonably practicable.

(c) Distribution Elections .

(1) A Participant may make a distribution election by completing a form approved by and filed with the Committee by the applicable Election Date (or such other period as the Committee may establish from time to time, provided it is made at latest (i) before the end of the calendar year prior to the year in which services related to the compensation in question will be performed, or (ii) in the case of new Participants' initial election, if the Committee so approves, within 30 days after becoming eligible to participate in the Plan) of the date the Eligible Employee first becomes a Participant. A Participant may change the timing or form of distribution under this Section provided that he or she files the change with the Committee at least one (1) year prior to his or her Payment Commencement Date; provided, however, such distribution election change shall be effective only if (i) the Participant makes such election at least one year prior to the date the previously elected payment or payments were to commence, (ii) the change does not take effect until at least one year after the Participant submits the revised election form; and (iii) to the extent required by Section 409A of the Code, the change provides for the deferral of the date of the payment for a minimum of five additional years. For purposes of the 5-year re-deferral limitation set forth in clause (iii) of the preceding sentence, distributions payable in installments (as opposed to a lump sum) shall be treated as a single payment payable on the date the installments are due to commence. A Participant may not make a new election once distributions from the Plan have commenced or which would first become effective at a time when distributions from the Plan have commenced. Any changes to an Employee's distribution election pursuant to this Section 7.2(c) must be submitted on a separate form.

(2) If the Participant's Distributable Amount is paid in installments, then the Participant's Account shall continue to be credited with earnings pursuant to

Subsection 4.1(c) and the installment amount shall be adjusted, as the Committee determines, to reflect gains and losses until all amounts credited to his or her Account under the Plan have been distributed.

(3) Amounts payable pursuant to this Section shall be subject to the limitation on payout under Section 7.5.

(4) Notwithstanding the foregoing, pursuant to IRS Notices 2006-79 and 2007-86, a Participant may change the timing and/or form of distribution with the Company on or before December 31, 2008 that changes the time and/or form of the distribution of payments made pursuant to a previously filed initial or subsequent election without regard to the subsequent payment timing rules referred to in this Section 7.2(c)(1), described immediately above (the "Transition Payment Election"); provided, however, that with respect to a Transition Payment Election made on or after January 1, 2007 and on or before December 31, 2007, (i) the new election must apply only to payments that would not otherwise be payable in 2007, and (ii) the payment election must not cause an amount to be paid in 2007 that would not otherwise be payable in 2007; and provided further, with respect to a Transition Payment Election made on or after January 1, 2008 and on or before December 31, 2008, (iii) the new election must apply only to payments that would not otherwise be payable in 2008, and (iv) the election may not cause an amount to be paid in 2008 that would not otherwise be payable in 2008.

(d) Death Prior to or While Receiving Benefits. Notwithstanding any other provision of the Plan, if the Participant dies prior to receiving or while receiving any or all of his or her Account, such Participant's Distributable Amount shall be paid to his or her Beneficiary or Beneficiaries in a cash lump sum payment including all vested and unvested Company Contributions no later than the later of (i) the calendar year in which the Participant dies, or (ii) two and one-half months after the Participant dies.

(e) Rehired Employees. If a Participant separates from service and begins receiving any or all of his or her Account (in "Pay Status"), and such Participant is subsequently rehired and again becomes eligible under the Plan, then such Participant's prior Account must remain in Pay Status until fully paid pursuant to the terms of his or her initial distribution election. A Participant may not redefer his or her prior Account upon rehire.

7.3. Scheduled In-Service Withdrawals. A Participant may, in connection with his or her Compensation deferral election for a Plan Year, specify a withdrawal (a "Scheduled In-Service Withdrawal") of all of his or her Account attributable to Compensation deferred for such Plan Year, including any amounts credited with respect to such deferrals pursuant to Subsection 4.1(d), subject to the following restrictions:

(a) A Participant's Scheduled In-Service Withdrawal election must specify a Scheduled In-Service Withdrawal date that is at least two (2) years beyond the end of the Plan Year to which such withdrawal election applies. A Participant may amend or postpone to a later future year his or her Scheduled In-Service Withdrawal election (including, without limitation, the form and/or timing of the distribution); provided, however, such amendment or postponement (i) occurs with at least one (1) year's advance notice thereof, (ii) the change does not take effect until at least one year after the Participant submits the amendment or postponement; and (iii) the change provides for the deferral of the date of the payment for a minimum of five additional years.

(b) The election to take a Scheduled In-Service Withdrawal shall be made by completing a form approved by and filed with the Committee no later than the applicable Election Date.

(c) The amount payable to a Participant in connection with a Scheduled In Service Withdrawal shall be, as elected by the Participant, all or a portion of the Compensation deferred for the Plan Year with respect to which the election applies, determined as the Committee or its delegate determines in its sole discretion, together with any earnings credited to such amount pursuant to Subsection 4.1(c), determined as of the date the Committee or its delegate determines in its sole discretion.

(d) Subject to Section 7.5, payment of a Scheduled In-Service Withdrawal shall be made in either a single lump sum or in annual installments over a two (2), three (3), four (4) or five (5)-year period (as elected by the Participant); provided, however, that if a Participant's total distribution for a Scheduled In-Service Withdrawal is Twenty -Five Thousand Dollars ($25,000) or less, payment will be in the form of a single lump Sum. Lump sum distributions shall be paid in the year specified on the election form. Annual installment distributions shall commence in the year specified on the election form, and shall continue to be paid as soon as administratively practicable following the end of the calendar year for the duration elected on the election form.

(e) A Participant's Scheduled In-Service Withdrawal election shall become void and of no effect, regardless of whether the Participant is currently receiving In-Service distributions, upon the Participant's separation from service from the Company and all Related Companies for any reason. In such event, the distribution provisions of Section 7.2 shall apply. A Participant shall not be deemed to have separated from service with the Company if the Participant transfers employment from one Participating Company and becomes employed by another Related Company without any intervening employment.

7.4. Unforeseeable Emergency .

(a) Triggering an Unforeseeable Emergency . The Committee may, in its sole and absolute discretion, accelerate the date of distribution of a Participant's Account due to an unforeseeable emergency at any time without penalty. An unforeseeable emergency withdrawal may be granted only for an unforeseeable, severe financial condition resulting from (i) the need to pay funeral expenses or medical expenses for the Participant, the Participant's Spouse, the Participant's Beneficiary or his or her dependent (as defined in Code Section 152(a), without regard to Section 152(b)(1), (b)(2), and (d)(1)(B)) resulting from a sudden and unexpected illness or accident; (ii) loss of the Participant's property due to casualty (including the need to rebuild a home following damage to a home not otherwise covered by insurance, for example, not as a result of a natural disaster); or (iii) other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant, but which may not be relieved through other available resources of the Participant, as determined by the Committee, in its sole and absolute discretion. A distribution as provided hereunder shall not exceed the amount required to relieve the financial need of the Participant, nor shall such a distribution be made if the need may be satisfied from other resources reasonably available to the Participant. If a Participant receives a distribution pursuant to this Section, the Participant shall be ineligible to participate in the Plan for the balance of the Plan Year in which the distribution occurs and all of the following Plan Year.

(b) Distribution Attributable to an Unforeseeable Emergency . Unless the Committee, in its sole and absolute discretion, determines otherwise, distribution pursuant to this Section of less than the Participant's entire interest in the Plan shall be made pro rata from his or her assumed investments according to the balances in such investments. Subject to the foregoing, payment of any amount with respect to which a Participant has filed a request under this Section shall be made in a single cash lump sum as soon as administratively practicable after the Committee approves the Participant's request.

7.5. Section 162(m) Limitation . Notwithstanding any other provision herein to the contrary, a distribution hereunder shall be delayed to the extent that the Company reasonably anticipates that if the distribution were made as scheduled, the Company or a Participating Company's deduction with respect to such payment would not be permitted due to the application of Section 162(m) of the Code. In such event, the distribution shall be made either during the Participant's first taxable year in which the Company reasonably anticipates, or should reasonably anticipate, that if the payment is made during such year, the deduction of such payment will not be barred by application of Section 162(m) of the Code or during the period beginning with the date of the Participant's separation from service and ending on the later of the last day of the taxable year of the Participant in which the Participant separates from service or the 15th day of the third month following the Participant's separation from service, and provided further that any scheduled payment to a Participant shall be delayed in accordance with this Section 7.5 only if all scheduled payments to the Participant that could be delayed in accordance with this Section are also delayed. Adjustment for earning shall continue to be applied under Subsection 4.1(d) during the period of deferral under this Section

7.6. Inability to Locate Participant . In the event that the Committee is unable to locate a Participant or Beneficiary within two (2) years following the Participant's Distribution Event, the amount allocated to the Participant's Deferral Account shall be forfeited. If, after such forfeiture, the Participant or Beneficiary later claims such benefit, such benefit (calculated immediately prior to the forfeiture) shall be reinstated without interest or earnings.

7.7. Payment Upon Change in Control . Notwithstanding any other provisions of this Plan, unless otherwise determined by the Committee prior to a Change in Control, the Plan shall be terminated upon a Change in Control and the aggregate balance credited to and held in the Participants' Accounts shall be distributed to them in a lump sum not later than the thirtieth day, or as soon as administratively possible thereafter, following a Change in Control.

ARTICLE VIII

ADMINISTRATION

8.1. Committee. A Committee shall be appointed by, and serve at the pleasure of, the Board. The number of members comprising the Committee shall be determined by the Board, which may from time to time vary the number of members. A member of the Committee may resign by delivering a written notice of resignation to the Board. The Board may remove any member by delivering a certified copy of its resolution of removal to such member. Vacancies in the membership of the Committee shall be filled promptly by the Board.

8.2. Committee Action. The Committee shall act at meetings by affirmative vote of a majority of the members of the Committee. Any action permitted to be taken at a meeting may be taken without a meeting if a written consent to the action is signed by all members of the Committee and such written consent is filed with the minutes of the proceedings of the Committee. A member of the Committee shall not vote or act upon any matter that relates solely to himself or herself as a Participant. The chairman or any other member or members of the Committee designated by the chairman may execute any certificate or other written direction on behalf of the Committee.

8.3. Powers and Duties of the Committee.

(a) The Committee, on behalf of the Participants and their Beneficiaries, shall enforce the Plan in accordance with its terms, shall be charged with the general administration of the Plan and shall have all powers necessary to accomplish its purposes, including, but not by way of limitation, the following:

(1) To select the funds to be the Funds in accordance with Section 3.3 hereof;

(2) To construe and interpret the terms and provisions of this Plan, including, but not limited to, eligibility under the Plan;

(3) To amend, modify, suspend or terminate the Plan in accordance with Section 9.4;

(4) To compute and certify the amount and kind of benefits payable to Participants and their Beneficiaries and to direct the Trustee as to the distribution of Plan assets;

(5) To maintain or cause to be maintained all records that may be necessary for the administration of the Plan;

(6) To provide for the disclosure of all information, and the filing or provision of all reports and statements to Participants, Beneficiaries or governmental agencies as shall be required by law;

(7) To make and publish such rules for the regulation of the Plan and procedures for the administration of the Plan as are not inconsistent with the terms hereof;

(8) To appoint a plan administrator or any other agent, and to delegate to them such powers and duties in connection with the administration of the Plan as the Committee may from time to time prescribe;

(9) To designate the Participating Companies that will participate in the Plan;

(10) To amend, modify or suspend the Trust, subject to the terms and conditions of the Trust Agreement;

(11) To establish and revise, from time to time, the Charter governing the operation of the Committee, subject to the same restrictions under Section 9.4 applicable to the Committee's authority to amend the Plan;

(12) To elect successor members to the Committee, when any other individual ceases to be a member of the Committee; and

(13) To perform all other acts deemed by the members of the Committee to be necessary or appropriate for the execution of their duties as members of the Committee.

8.4. Construction and Interpretation . The Committee shall have full discretion to construe and interpret the terms and provisions of this Plan, which interpretation or construction shall be final and binding on all parties, unless such interpretation or construction is found to be arbitrary or capricious, including but not limited to the Company, any Participating Company, and any Participant or Beneficiary.

8.5. Information . To enable the Committee to perform its functions, the Company and each Participating Company, as applicable, shall supply full and timely information to the Committee on all matters relating to the Compensation of all Participants, their death or other cause of separation from service, and such other pertinent facts as the Committee may reasonably require.

8.6. Compensation, Expenses and Indemnity .

(a) The members of the Committee shall serve without compensation for their services hereunder.

(b) The Committee is authorized at the expense of the Company to employ such legal counsel as it may deem advisable to assist in the performance of its duties hereunder. Expenses and fees in connection with the administration of the Plan may be paid by the Company. The Company may allocate costs among itself and Participating Companies as it determines is equitable.

(c) To the extent not prohibited by applicable law, the Company and each Participating Company shall indemnify and save harmless the Committee and each member thereof, the Board and any delegate of the Committee against any and all expenses, liabilities and claims, including legal fees to defend against such liabilities and claims arising out of their discharge in good faith of responsibilities under or incident to their administration and direction of the Plan, other than expenses and liabilities arising out of their willful misconduct or gross negligence. This indemnity shall not preclude such further indemnities as may be available under insurance purchased by the Company or a Participating Company or provided by the Company or a Participating Company under any bylaw, agreement or otherwise, to the extent such indemnities are not prohibited under applicable law.

8.7. Quarterly Statements . Under procedures established by the Committee, a Participant shall receive a statement with respect to such Participant's Account at least quarterly.

ARTICLE IX

MISCELLANEOUS

9.1. Unsecured General Creditor . Participants and their Beneficiaries, heirs, successors, and assigns shall have no legal or equitable rights, claims, or interests in any specific property or assets of the Company or a Participating Company, including, but not limited to, assets held by the Trust. No assets of the Company or a Participating Company shall be held in any way as collateral security for the fulfilling of the obligations of the Company or a Participating Company under this Plan. Any and all of the assets of the Company and the Participating Companies shall be, and remain, the general unpledged, unrestricted assets of the Company and the Participating Companies. The obligation of the Company and each Participating Company under the Plan shall be merely that of an unfunded and unsecured promise to pay money in the future, and the rights of the Participants and Beneficiaries shall be no greater than those of unsecured general creditors.

9.2. Restriction Against Assignment . The Company and each Participating Company shall pay all amounts payable hereunder only to the person or persons designated by the Plan and not to any other person or corporation. No part of a Participant's Account shall be liable for the debts, contracts, or engagements of any Participant, his or her Beneficiary, or successors in interest, nor shall a Participant's Account be subject to execution by levy, attachment, or garnishment or by any other legal or equitable proceeding, nor shall any such person have any right to alienate, anticipate, commute, pledge, encumber, or assign any benefits or payments hereunder in any manner whatsoever. If any Participant, Beneficiary or successor in interest is adjudicated bankrupt or purports to anticipate, alienate, sell, transfer, assign, pledge, encumber or charge any distribution or payment from the Plan, voluntarily or involuntarily, the Committee, in its sole and absolute discretion, may cancel such distribution or payment (or any part thereof) to or for the benefit of such Participant, Beneficiary or successor in interest in such manner as the Committee shall direct.

9.3. Withholding . There shall be deducted from each payment made under the Plan, all taxes that are required to be withheld by the Company or each Participating Company, as applicable, in respect to such payment. The Company or each Participating Company, as applicable, shall have the right to reduce any payment by the amount of cash sufficient to provide the amount of said taxes.

9.4. Amendment, Modification, Suspension or Termination . The Board hereby delegates to the Committee the authority to adopt and execute any amendment to the Plan under the provisions of this Section 9.4; provided that any such amendment does not significantly increase the benefits payable to members of the Committee, except in their capacity as members of a broad class of employees for whom benefits are being increased. Any such amendment shall be stated in an instrument in writing, executed in the same manner as the Plan.

The Committee may amend, modify, suspend or terminate the Plan in whole or in part, except that no amendment, modification, suspension or termination shall have any retroactive effect to reduce any amounts allocated to a Participant's Account, provided, however, that a termination or suspension of the Plan or any Plan amendment or modification that will significantly increase costs to the Company shall be subject to approval by the Board. In the event that this Plan is terminated, the timing of the disposition of the amounts credited to a Participant's Account shall occur in accordance with Section 7.2, subject to earlier distribution at the discretion of the Committee; provided however, that upon any termination of this Plan, to the extent permissible under Section 409A of the Code without the imposition of any additional or accelerated taxes under Section 409A of the Code, the Company may in its sole discretion, accelerate the payment of all such amounts credited as of the date of termination of this Plan; provided that all such distributions (i) commence no earlier than the date that is twelve (12) months following the date of such termination (or such earlier date permitted under Section 409A of the Code without the imposition of any additional or accelerated taxes under Section 409A of the Code), and (ii) are completed by the date that is twenty-four (24) months following the date of such termination (or such later date permitted under Section 409A of the Code without the imposition of any additional or accelerated taxes under Section 409A of the Code). In addition, payments may be accelerated upon Plan termination as provided above only if, to the extent required under Code Section 409A, (i) all other nonqualified deferred compensation "account balance plans" (as such term is defined under Code Section 409A), in which any Participant hereunder participates are terminated along with this Plan, and (ii) the Company does not adopt any new nonqualified deferred compensation "account balance plan" (as such term is defined under Code Section 409A), for five years following the date of such Plan termination.

9.5. Governing Law . This Plan shall be construed, governed and administered in accordance with the internal substantive laws of the State of California (other than the choice of law principles) to the extent not pre-empted by applicable federal law (such as the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA")).

9.6. Receipt or Release . Any payment to a Participant or the Participant's Beneficiary in accordance with the provisions of the Plan shall, to the extent thereof, be in full satisfaction of all claims against the Committee, the Company and each Participating Company. The Committee may require such Participant or Beneficiary, as a condition precedent to such payment, to execute a receipt and release to such effect.

9.7. Payments on Behalf of Persons under Incapacity . In the event that any amount becomes payable under the Plan to a person who, in the sole judgment of the Committee, is considered by reason of physical or mental condition to be unable to give a valid receipt therefor, the Committee may direct that such payment be made to any person found by the Committee, in its sole judgment, to have assumed the care of such person. Any payment made pursuant to such determination shall constitute a full release and discharge of the Committee, the Company and each Participating Company.

9.8. No Employment Rights . Participation in this Plan shall not confer upon any person any right to be employed by or serve as a director of the Company or any Participating Company or any other right not expressly provided hereunder.

9.9. Headings, etc. Not Part of Agreement . Headings and subheadings in this Plan are inserted for convenience of reference only and are not to be considered in the construction of the provisions hereof.

9.10. Liability Between Company and Participating Companies . The Company and each Participating Company shall each be solely liable for liabilities relating to, resulting from and arising out of its own Employees' or Directors' participation in the Plan.

IN WITNESS WHEREOF, the Seagate Benefits Administrative Committee, by its duly authorized officer, has executed this restated Plan as of 12/19/2008, but to be effective as stated above.

SEAGATE BENEFITS ADMINISTRATIVE COMMITTEE

By: /s/ Joy Nyberg

Title: VP Compensation & Benefits

EXHIBIT “A”

PARTICIPATING COMPANIES

Seagate Technology (US) Holdings, Inc:

Seagate Technology LLC

Exhibit 21.1

SEAGATE TECHNOLOGY PUBLIC LIMITED COMPANY SUBSIDIARIES AS OF JUNE 28, 2019

Seagate Technology public limited company	Ireland
Seagate Technology	Cayman
Seagate Technology (Dublin Branch)	Ireland
Seagate Global Technology	Cayman
Seagate Data Storage Technology	Cayman
Seagate HDD Cayman	Cayman
Seagate Technology (US) Holdings, Inc.	Delaware
EVault, Inc.	Delaware
EVault (EMEA) B.V.	Netherlands
EVault UK Limited	United Kingdom
EVault GmbH i. L.	Germany
Seagate Cloud Systems, Inc.	Delaware
Seagate Cloud Systems Japan Ltd.	Japan
Dot Hill Singapore Pte. Ltd.	Singapore
Dot Hill Systems Deutschland GmbH	Germany
Dot Hill Systems Europe Ltd.	United Kingdom
Dot Hill System Services (Foshan) Limited	China
Dot Hill Systems Tianjin Ltd.	China
Dot Hill Systems Israel Ltd.	Israel
Cloverleaf Communications, Inc.	Delaware
Dot Hill Israel Ltd.	Israel
Seagate Technology AB	Sweden
Seagate Technology Australia Pty. Limited	Australia
Seagate Technology GmbH	Germany
Seagate Technology SAS	France
Seagate Technology Taiwan Ltd.	Taiwan
Seagate US LLC	Delaware
Quinta Corporation	California
Seagate Technology LLC	Delaware
Seagate Technology Canada Inc.	Canada
Seagate Federal, Inc.	Delaware
LaCie, Ltd.	Oregon
Seagate Systems (US) Holdings Inc.	Delaware
Seagate Systems (US) Inc.	California
Seagate Technology International	Cayman
Seagate Technology International (Singapore Branch)	Singapore
Maxtor Global Ltd.	Bermuda
Seagate International (Johor) Sdn. Bhd.	Malaysia
Seagate Technology China Holding Company	Cayman
Seagate Technology Manufacturing (Hong Kong) Limited	Hong Kong
Seagate Technology (Suzhou) Co., Ltd.	China
Penang Seagate Industries (M) Sdn. Bhd.	Malaysia
Seagate Global Business Services (Malaysia) Sdn. Bhd.	Malaysia
Seagate Technology (Thailand) Limited	Thailand
Seagate Technology HDD (India) Private Limited	India
Seagate Technology HDD (India) Private Limited (New Delhi Office)	India
Seagate Technology (Ireland)	Cayman
Seagate Technology (Ireland) (Springtown Branch)	United Kingdom
Seagate Brasil Comércio e Representação de Produtos de Informática Ltda.	Brazil
Seagate Brasil Comércio e Representação de Produtos de Informática Ltda. (Sao Paulo Branch)	Brazil
Seagate Technology UK Ltd.	United Kingdom
Seagate Technology UK Ltd. (Moscow Branch)	Russia
Seagate Technology MEA DMCC	Dubai
Seagate Systems (Bermuda) Limited	Bermuda
Seagate Systems (Malaysia) Sdn. Bhd.	Malaysia
Seagate Systems (UK) Limited	United Kingdom
Seagate Systems (Havant) Limited	United Kingdom
Seagate Systems (Philippines), Inc.	Philippines
Seagate Systems (México) S.A. de C.V.	Mexico
Seagate Systems (Canada) Limited	Canada
Seagate Systems (Singapore) Pte. Limited	Singapore
Seagate Business Centre (UK) Ltd.	United Kingdom
Seagate Business Centre GmbH	Germany
Seagate Singapore International Headquarters Pte. Ltd.	Singapore
Seagate Technology Israel Ltd.	Israel
Seagate (Hangzhou) Data Recovery Services Co. Ltd.	China
Seagate Technology International (Wuxi) Company Limited	China
Seagate Technology (Netherlands) B.V.	Netherlands
Nippon Seagate Inc.	Japan
Seagate Technology Services (Shanghai) Co., Ltd.	China

Seagate Technology Services (Shanghai) Co., Ltd. (Beijing Branch)	China
Seagate Technology Services (Shanghai) Co., Ltd. (Shenzhen Branch)	China
Seagate Technology Services (Shanghai) Co., Ltd. (Chengdu Branch)	China
Seagate Technology Services (Shanghai) Co., Ltd. (Hangzhou Branch)	China
LaCie Group S.A.S.	France
LaCie SAS	France
LaCie Ltd	United Kingdom
LaCie Electronique D2, S.A.	Spain
LaCie SPRL	Belgium
LaCie S.r.l. in Liquidazione	Italy
LaCie AB	Sweden
LaCie GmbH	Germany
LaCie AG	Switzerland

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements (Form S-3 No. 333-186364 and Form S-8 Nos. 333-221831, 333-216350, 333-207313, 333-199781, 333-184704, 333-177609, 333-162958, 333-139433, 333-139434, 333-132420, 333-128654, 333-101848, and 333-101789) of Seagate Technology public limited company (plc) and in the related Prospectuses, as applicable, of our reports dated August 2, 2019, with respect to the consolidated financial statements of Seagate Technology plc, and the effectiveness of internal control over financial reporting of Seagate Technology plc, included in this Annual Report (Form 10-K) for the year ended June 28, 2019.

/s/ Ernst & Young LLP

San Jose, California
August 2, 2019

Exhibit 31.1

CERTIFICATION

I, William D. Mosley, certify that:

1. I have reviewed this annual report on Form 10-K of Seagate Technology plc;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

August 2, 2019

/s/ William D. Mosley

Name: William D. Mosley
Title: Chief Executive Officer and Director

Exhibit 31.2

CERTIFICATION

I, Gianluca Romano, certify that:

1. I have reviewed this annual report on Form 10-K of Seagate Technology plc;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 2, 2019

/s/ Gianluca Romano

Name:	Gianluca Romano
Title:	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

This certification is not to be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and does not constitute a part of the Quarterly Report of Seagate Technology plc (the “Company”) on Form 10-K for the fiscal year ended June 28, 2019, as filed with the Securities and Exchange Commission on the date hereof (the “Report”).

In connection with the Report, we, William D. Mosley, Chief Executive Officer of the Company, and Gianluca Romano, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 2, 2019

/s/ William D. Mosley

Name: William D. Mosley
Title: Chief Executive Officer and Director

Date: August 2, 2019

/s/ Gianluca Romano

Name: Gianluca Romano
Title: Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)