Seagate Technology plc
Form 10-Q
February 03, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2010

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

For the transition period from: to

Commission File Number 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)

Arthur Cox Building, Earlsfort Terrace

Dublin 2, Ireland

(Address of Principal Executive Offices)

Telephone: (353) (1) 618-0517

(Registrant s Telephone Number, Including Area Code)

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 x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes x No o

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

Large accelerated filer: x	Accelerated filer: o
Non-accelerated filer: o (Do not check if a smaller reporting company)	Smaller reporting company: o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

As of January 26, 2011, 452,967,750 shares of the registrant s ordinary shares, par value $0.00001 per share, were issued and outstanding.

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SEAGATE TECHNOLOGY PLC

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PART I

FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SEAGATE TECHNOLOGY PLC

CONDENSED CONSOLIDATED BALANCE SHEETS

(In millions)

(Unaudited)

	December 31, 2010	July 2, 2010(a)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 2,528	$ 2,263
Short-term investments	286	252
Restricted cash and investments	97	114
Accounts receivable, net	1,392	1,400
Inventories	808	757
Deferred income taxes	112	118
Other current assets	603	514
Total current assets	5,826	5,418
Property, equipment and leasehold improvements, net	2,262	2,263
Deferred income taxes	376	395
Other assets, net	194	171
Total assets	$ 8,658	$ 8,247
LIABILITIES AND SHAREHOLDERS EQUITY		
Current liabilities:		
Accounts payable	$ 1,832	$ 1,780
Accrued employee compensation	129	263
Accrued warranty	194	189
Accrued expenses	453	422
Accrued income taxes	10	14
Current portion of long-term debt	560	329
Total current liabilities	3,178	2,997
Long-term accrued warranty	173	183
Long-term accrued income taxes	57	59
Other non-current liabilities	109	111
Long-term debt, less current portion	2,365	2,173
Total liabilities	5,882	5,523

Commitments and contingencies (See Notes 10 and 12)				
Shareholders equity:				
Ordinary shares and additional paid-in capital		3,894		3,851
Accumulated other comprehensive income (loss)		11		(4)
Retained earnings (accumulated deficit)		(1,129)		(1,123)
Total shareholders equity		2,776		2,724
Total liabilities and shareholders equity	$	8,658	$	8,247

(a) The information in this column was derived from the Company s audited Consolidated Balance Sheet as of July 2, 2010.

See Notes to Condensed Consolidated Financial Statements.

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SEAGATE TECHNOLOGY PLC

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In millions, except per share data)

(Unaudited)

	For the Three Months Ended		For the Six Months Ended	
	December 31, 2010	January 1, 2010	December 31, 2010	January 1, 2010
Revenue	$ 2,719	$ 3,027	$ 5,417	$ 5,690
Cost of revenue	2,190	2,104	4,338	4,114
Product development	213	227	422	434
Marketing and administrative	102	110	206	217
Amortization of intangibles	1	8	2	16
Restructuring and other, net	7	—	11	46
Impairment of long-lived assets	—	—	—	64
Total operating expenses	2,513	2,449	4,979	4,891
Income from operations	206	578	438	799
Interest income	2	1	4	2
Interest expense	(46)	(41)	(92)	(87)
Other, net	13	(11)	(22)	(7)
Other income (expense), net	(31)	(51)	(110)	(92)
Income before income taxes	175	527	328	707
Provision for (benefit from) income taxes	25	(6)	29	(5)
Net income	$ 150	$ 533	$ 299	$ 712
Net income per share:				
Basic	$ 0.32	$ 1.07	$ 0.64	$ 1.43
Diluted	0.31	1.03	0.61	1.38
Number of shares used in per share calculations:				
Basic	469	498	470	496
Diluted	486	520	487	518

See Notes to Condensed Consolidated Financial Statements.

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SEAGATE TECHNOLOGY PLC

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

(Unaudited)

	For the Six Months Ended	
	December 31, 2010	January 1, 2010
OPERATING ACTIVITIES		
Net income	$ 299	$ 712
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	379	396
Share-based compensation	26	25
Loss on redemption of debt	24	—
Impairment of long-lived assets	—	64
Deferred income taxes	27	6
Other non-cash operating activities, net	(9)	22
Changes in operating assets and liabilities:		
Accounts receivable, net	9	(300)
Inventories	(51)	(58)
Accounts payable	243	229
Accrued employee compensation	(134)	63
Accrued expenses, income taxes and warranty	20	(87)
Other assets and liabilities	(81)	(41)
Net cash provided by operating activities	752	1,031
INVESTING ACTIVITIES		
Acquisition of property, equipment and leasehold improvements	(560)	(192)
Purchases of short-term investments	(145)	(190)
Sales of short-term investments	96	22
Maturities of short-term investments	13	79
Change in restricted cash and investments	17	11
Other investing activities, net	(1)	(3)
Net cash used in investing activities	(580)	(273)
FINANCING ACTIVITIES		
Proceeds from short-term borrowings	—	15
Repayment of short-term borrowings	—	(350)
Repayments of long-term debt and capital lease obligations	(362)	(380)
Net proceeds from issuance of long-term debt	736	—
Repurchases of ordinary shares	(305)	—
Change in restricted cash and investments	—	379
Proceeds from issuance of ordinary shares under employee stock plans	24	42
Net cash provided by (used in) financing activities	93	(294)
Increase in cash and cash equivalents	265	464
Cash and cash equivalents at the beginning of the period	2,263	1,427
Cash and cash equivalents at the end of the period	$ 2,528	$ 1,891

See Notes to Condensed Consolidated Financial Statements.

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SEAGATE TECHNOLOGY PLC

CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY

For the Six Months Ended December 31, 2010

(In millions)

(Unaudited)

	Number of Ordinary Shares	Par Value of Shares	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Accumulated Deficit)	Total
Balance at July 2, 2010	470	$	$ 3,851	$ (4)	$ (1,123)	$ 2,724
Comprehensive income (loss), net of tax:						
Change in unrealized gain (loss) on cash flow hedges, net				15		15
Net income					299	299
Comprehensive income						314
Issuance of ordinary shares under employee stock plans	4		24			24
Share repurchase	(21)				(305)	(305)
Adjustment to equity component of convertible debt upon redemption			(7)			(7)
Share-based compensation			26			26
Balance at December 31, 2010	453	$	$ 3,894	$ 11	$ (1,129)	$ 2,776

See Notes to Condensed Consolidated Financial Statements.

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Basis of Presentation and Summary of Significant Accounting Policies

Organization and Basis of Presentation and Consolidation

Effective as of July 3, 2010, Seagate Technology public limited company, an Irish public limited company, (Seagate-Ireland , Seagate or the Company) became the successor to Seagate Technology, an exempted company incorporated with limited liability under the laws of the Cayman Islands (Seagate-Cayman). In connection with the reorganization, all issued and outstanding Seagate-Cayman common shares were cancelled and ceased to exist, and Seagate-Ireland issued ordinary shares on a one-for-one basis to the holders of Seagate-Cayman common shares for each Seagate-Cayman common share that was cancelled. For presentation purposes, unless otherwise noted, common shares prior to the reorganization and ordinary shares subsequent to the reorganization are referred to herein as ordinary shares (see Note 8).

The Company designs, manufactures, markets and sells hard disk drives. Hard disk drives, which are commonly referred to as disk drives or hard drives, are used as the primary medium for storing electronic data. The Company produces a broad range of disk drive products addressing enterprise applications, where its products are primarily used in enterprise servers, mainframes and workstations; client compute applications, where its products are used in desktop and notebook computers; and client non-compute applications, where its products are used in a wide variety of devices such as digital video recorders (DVRs), and other consumer electronic devices such as personal data backup systems, portable external storage systems and digital media systems. The Company sells its disk drives primarily to major original equipment manufacturers (OEMs), distributors and retailers. In addition to manufacturing and selling disk drives, the Company provides storage services for small- to medium-sized businesses, including online backup, data protection and recovery solutions.

The Condensed Consolidated Financial Statements include the accounts of the Company and all of its wholly-owned subsidiaries, after elimination of intercompany transactions and balances. The Condensed Consolidated Financial Statements have been prepared by the Company and have not been audited. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States (GAAP) have been condensed or omitted pursuant to such rules and regulations. The Condensed Consolidated Financial Statements reflect, in the opinion of management, all adjustments necessary to summarize fairly the consolidated financial position, results of operations, cash flows and shareholders equity for the periods presented. Such adjustments are of a normal and recurring nature. The Company s Consolidated Financial Statements for the fiscal year ended July 2, 2010 are included in its Annual Report on Form 10-K as filed with the United States Securities and Exchange Commission (SEC) on August 20, 2010. The Company believes that the disclosures included in the unaudited Condensed Consolidated Financial Statements, when read in conjunction with its Consolidated Financial Statements as of July 2, 2010 and the notes thereto, are adequate to make the information presented not misleading.

The results of operations for the three and six months ended December 31, 2010, are not necessarily indicative of the results of operations to be expected for any subsequent interim period in the Company s fiscal year ending July 1, 2011. The Company operates and reports financial results on a fiscal year of 52 or 53 weeks ending on the Friday closest to June 30. The three and six months ended December 31, 2010 and January 1, 2010, consisted of 13 weeks and 26 weeks, respectively. Fiscal year 2011 will be comprised of 52 weeks and will end on July 1, 2011.

Critical Accounting Policies and Use of Estimates

The preparation of financial statements in accordance with GAAP 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. The SEC has defined the most critical accounting policies as the ones that are most important to the portrayal of a company s financial condition and results of operations, and require a company to make its 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, the Company s most critical policies include: establishment of sales program accruals, establishment of warranty accruals, the accounting for income taxes and the accounting for goodwill and other long-lived assets. The Company also has other accounting policies and accounting estimates relating to uncollectible customer accounts, valuation of inventory, valuation of share-based payments and restructuring and exit costs.

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The Company believes that these other accounting policies and accounting estimates either do not generally require it 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 the Company s reported results of operations for a given period.

Since the Company s fiscal year ended July 2, 2010, there have been no significant changes in the Company s critical accounting policies and estimates. Please refer to Note 1 of Financial Statements and Supplementary Data contained in Part II, Item 8 of the Company s Annual Report on Form 10-K for the fiscal year ended July 2, 2010, as filed with the SEC on August 20, 2010, for a discussion of the Company s critical accounting policies and estimates.

Accounting Changes

In October 2009, the FASB issued ASU No. 2009-13, *Revenue Recognition (ASC Topic 605) Multiple-Deliverable Revenue Arrangements*, a consensus of the FASB Emerging Issues Task Force. This guidance modifies the fair value requirements of ASC subtopic 605-25, *Revenue Recognition-Multiple Element Arrangements* by allowing the use of the best estimate of selling price (BESP) in addition to vendor-specific objective evidence (VSOE) and verifiable objective evidence (VOE) (now referred to as TPE standing for third-party evidence) for determining the selling price of a deliverable. A vendor is now required to use its best estimate of the selling price when VSOE or TPE of the selling price cannot be determined. In addition, the residual method of allocating arrangement consideration is no longer permitted. The Company implemented the provisions of this guidance as of July 3, 2010 on a prospective basis for all new or materially modified arrangements entered into on or after that date. The adoption of this guidance did not have a material impact on the Company s consolidated financial statements.

In October 2009, the FASB issued ASU No. 2009-14, *Software (ASC Topic 985) Certain Revenue Arrangements That Include Software Elements*, a consensus of the FASB Emerging Issues Task Force. This guidance modifies the scope of ASC subtopic 985-605, *Software-Revenue Recognition* to exclude from its requirements (a) non-software components of tangible products and (b) software components of tangible products that are sold, licensed, or leased with tangible products when the software components and non-software components of the tangible product function together to deliver the tangible product s essential functionality. The Company implemented the provisions of this guidance as of July 3, 2010 on a prospective basis for all new or materially modified arrangements entered into on or after that date. The adoption of this guidance did not have a material impact on the Company s consolidated financial statements.

2. Balance Sheet Information

Investments

The Company s short-term investments are primarily comprised of readily marketable debt securities with remaining maturities of more than 90 days at the time of purchase. With the exception of restricted investments, the Company has classified its entire investment portfolio as available-for-sale and has recognized its investments at fair value with unrealized gains and losses included in Accumulated other comprehensive income (loss), which is a component of shareholders equity. The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization and accretion are included in interest income. Realized gains and losses are included in Other, net. The cost of securities sold is based on the specific identification method.

The Company s available-for-sale securities include investments in auction rate securities. Beginning in fiscal year 2008, the Company s auction rate securities failed to settle at auction and have continued to fail through December 31, 2010. Since the Company continues to earn interest on its auction rate securities at the maximum contractual rate, there have been no payment defaults with respect to such securities, and they are all collateralized, the Company expects to recover the entire amortized cost basis of these auction rate securities. The Company does not intend to sell these securities and has concluded it is not more likely than not that the Company will be required to sell the securities before the recovery of their amortized cost basis. As such, the Company believes the impairments totaling $2 million are not other-than-temporary and therefore have been recorded in Accumulated other comprehensive income (loss). Given the uncertainty as to when the liquidity issues associated with these securities will improve, these securities were classified as long-term investments in the Company s Condensed Consolidated Balance Sheets.

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The following is a summary of the fair value of available-for-sale securities at December 31, 2010:

(Dollars in millions)	Amortized Cost	Unrealized Gain/ (Loss)	Fair Value
Commercial paper	$ 1,754	$	$ 1,754
Money market funds	640		640
U.S. treasuries and agency bonds	139		139
Corporate bonds	47		47
Asset-backed securities	42		42
Certificates of deposit	25		25
Sovereigns and supranationals	20		20
Auction rate securities	19	(2)	17
Municipal bonds	13		13
Total	$ 2,699	$ (2)	$ 2,697
Included in Cash and cash equivalents			$ 2,394
Included in Short-term investments			286
Included in Other assets, net			17
Total			$ 2,697

As of December 31, 2010, with the exception of its auction rate securities, the Company had no available-for-sale securities that had been in a continuous unrealized loss position for a period longer than 12 months. The Company also determined that no available-for-sale securities were other-than-temporarily impaired as of December 31, 2010.

The fair value of the Company s investments in debt securities classified as available-for-sale at December 31, 2010, by remaining contractual maturity was as follows:

(Dollars in millions)	Amortized Cost	Fair Value
Due in less than 1 year	$ 2,602	$ 2,602
Due in 1 to 3 years	78	78
Thereafter	19	17
Total	$ 2,699	$ 2,697

The following is a summary of the fair value of available-for-sale securities at July 2, 2010:

(Dollars in millions)		Amortized Cost		Unrealized Gain/ (Loss)		Fair Value
Commercial paper	$	1,231	$		$	1,231
Money market funds		833				833
U.S. treasuries and agency bonds		154		1		155
Asset-backed securities		45				45
Corporate bonds		41				41
Certificates of deposit		25				25
Sovereigns and supranationals		20				20
Auction rate securities		19		(2)		17
Municipal bonds		3				3
Total	$	2,371	$	(1)	$	2,370
Included in Cash and cash equivalents					$	2,101
Included in Short-term investments						252
Included in Other assets, net						17
Total					$	2,370

As of July 2, 2010, with the exception of its auction rate securities, the Company had no available-for-sale securities that had been in a continuous unrealized loss position for a period longer than 12 months. The Company also determined that no available-for-sale securities were other-than-temporarily impaired as of July 2, 2010.

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Restricted Cash and Investments

As of December 31, 2010, the Company s restricted cash and investments of $97 million consisted of $76 million in cash and investments held in trust for payment of its non-qualified deferred compensation plan liabilities and $21 million in cash and investments held as collateral at banks for various performance obligations. As of July 2, 2010, the Company s restricted cash and investments of $114 million consisted of $76 million in cash and investments held in trust for payment of its non-qualified deferred compensation plan liabilities and $38 million in cash and investments held as collateral at banks for various performance obligations.

Inventories

(Dollars in millions)	December 31, 2010	July 2, 2010
Raw materials and components	$ 266	$ 263
Work-in-process	159	145
Finished goods	383	349
	$ 808	$ 757

Other Current Assets

(Dollars in millions)	December 31, 2010	July 2, 2010
Vendor non-trade receivables	$ 401	$ 351
Other	202	163
	$ 603	$ 514

Other current assets include non-trade receivables from certain manufacturing vendors resulting from the sale of components to these vendors, who use the components to manufacture completed sub-assemblies that they sell back to the Company. The Company does not reflect the sale of these components in Revenue and does not recognize any profits on these sales. The costs of the completed sub-assemblies are included in inventory upon purchase from the vendors.

Property, Equipment and Leasehold Improvements, net

(Dollars in millions)		December 31, 2010		July 2, 2010
Property, equipment and leasehold improvements	$	7,170	$	6,842
Accumulated depreciation and amortization		(4,908)		(4,579)
	$	2,262	$	2,263

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

3. Restructuring and Exit Costs

The Company s significant restructuring plans are described below. All restructuring charges are reported in Restructuring and other, net on the Condensed Consolidated Statements of Operations, unless otherwise noted.

California Facility Consolidation. During the three and six months ended December 31, 2010, the Company recorded restructuring charges of $3 million related to lease termination costs for the Company s Sunnyvale, California facility as a result of the Company s planned consolidation of its California facilities. The Company made cash payments of $3 million related to these plans during the three and six months ended December 31, 2010.

2010 Plan. From inception of the Company s restructuring plans announced in fiscal year 2010 as a result of the ongoing focus on cost efficiencies in all areas of its business, the Company has recorded $4 million related to employee termination costs. The Company made cash payments of $2 million relating to this plan during the three months ended October 1, 2010. This plan was substantially complete by the first quarter of fiscal year 2011.

AMK Plan. In August 2009, the Company announced that it will close its Ang Mo Kio (AMK) facility in Singapore (the AMK Plan). The Company expects to complete the closure during fiscal year 2011. The hard drive manufacturing operations will be relocated to other existing Seagate facilities and the Company s Asia International Headquarters will remain in Singapore. This closure and relocation is part of the Company s ongoing focus on cost efficiencies in all areas of its business and is intended to facilitate leveraging manufacturing investments across fewer sites. The Company does not expect the closure to meaningfully change production capacity. The Company currently estimates total restructuring charges of approximately $60 million, all in cash, including approximately $40 million for severance, approximately $10 million for the relocation of manufacturing equipment, and approximately $10 million for other plant closure and relocation costs. From the inception of this plan through December 31, 2010 the Company has recorded restructuring charges of approximately $43 million. During the six months ended December 31, 2010, the Company recorded restructuring charges of $2 million related to an adjustment to estimated post-employment benefits and $2 million for other exit costs for the AMK Plan. The Company made cash payments of $10 million relating to this plan during the six months ended December 31, 2010.

Other Restructuring and Exit Costs. Through December 31, 2010, the Company has recorded restructuring charges of approximately $120 million, net of adjustments, related to the previously announced closures of its Pittsburgh, Pennsylvania and Milpitas, California facilities, and also has recorded certain exit costs aggregating $270 million related to its acquisition of Maxtor. During the six months ended December 31, 2010, the Company recorded restructuring charges of $4 million related to facility lease obligations and made cash payments of $10 million on these restructuring plans. The remaining balance of $40 million, as of December 31, 2010, is primarily associated with the exit of certain facilities or facility lease obligations. Payment of these exits costs are expected to continue through the end of fiscal year 2017.

During the three months ended December 31, 2010, the Company recorded restructuring charges and adjustments of $7 million, comprised primarily of charges related to closure of the Company s Sunnyvale facility and to the planned closure of the Company s AMK manufacturing operations in Singapore. The following table summarizes the Company s restructuring activities for the six months ended December 31, 2010:

(Dollars in millions)	Employee Benefits	Operating Leases	Other Exit Costs	Total
All Restructuring Activities				
Accrual balances at July 2, 2010	$ 38	$ 46	$ —	$ 84
Restructuring charges	—	2	1	3
Cash payments	(5)	(4)	(1)	(10)
Adjustments	1	—	—	1
Accrual balances at October 1, 2010	34	44	—	78
Restructuring charges	1	3	1	5
Cash payments	(6)	(8)	(1)	(15)
Adjustments	1	1	—	2
Accrual balances at December 31, 2010	$ 30	$ 40	$ —	$ 70

Of the $70 million balance in accrued restructuring at December 31, 2010, $41 million is included in Accrued

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

expenses and $29 million is included in Other non-current liabilities on the accompanying Condensed Consolidated Balance Sheet.

4. Debt and Convertible Notes

Long-Term Debt

$750 Million Aggregate Principal Amount of 7.75% Senior Notes due December 2018 (the 2018 Notes). On December 14, 2010, the Company s subsidiary, Seagate HDD Cayman, completed the sale of $750 million aggregate principal amount of the 2018 Notes in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended. The obligations under the 2018 Notes are fully and unconditionally guaranteed, on a senior unsecured basis, by the Company. The net proceeds from the offering of the 2018 Notes were approximately $736 million, which the Company intends to use for general corporate purposes, which may include the repayment, redemption and/or repurchase of a portion of its outstanding indebtedness. The 2018 Notes bear interest at the rate of 7.75% per year, payable semi-annually on June 15 and December 15 of each year. The 2018 Notes are redeemable at any time after December 15, 2014 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 2018 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.

$600 Million Aggregate Principal Amount of 6.375% Senior Notes due October 2011 (the 2011 Notes). The 2011 Notes are included in Current portion of long-term debt on the Condensed Consolidated Balance Sheet at December 31, 2010.

$600 Million Aggregate Principal Amount of 6.875% Senior Notes due May 2020 (the 2020 Notes). The 2020 Notes were issued by the Company s subsidiary, Seagate HDD Cayman, in fiscal year 2010. The obligations under the 2020 Notes were fully and unconditionally guaranteed, on a senior unsecured basis, by Seagate-Cayman through July 2, 2010. On July 3, 2010, Seagate-Cayman entered into a Supplemental Indenture (the Supplemental Indenture) with Seagate HDD Cayman, Seagate-Ireland, and Wells Fargo Bank, National Association, as trustee (the Trustee), whereby Seagate-Ireland agreed to fully and unconditionally guarantee the 2020 Notes and Seagate-Cayman was released from all obligations and covenants thereunder.

$55 Million Aggregate Principal Amount of 5.75% Subordinated Debentures due March 2012 (the 5.75% Debentures). On July 27, 2010, the Company redeemed the entire outstanding aggregate principal amount of the 5.75% Debentures for cash at 100% of their principal amount, plus accrued and unpaid interest to the redemption date for approximately $34 million. The Company recorded a loss on the redemption of approximately $2 million, which is included in Other, net on the Company s Condensed Consolidated Statement of Operations for the six months

ended December 31, 2010.

Convertible Notes

$326 Million Aggregate Principal Amount of 2.375% Convertible Senior Notes due August 2012 (the 2.375% Notes). On August 19, 2010, the Company redeemed the entire $326 million outstanding aggregate principal amount of the 2.375% Notes for cash at a redemption price equal to 100.68% of their principal amount, plus accrued and unpaid interest to the redemption date for approximately $328 million. The Company recorded a loss on the redemption of approximately $22 million, which is included in Other, net on the Company s Condensed Consolidated Statement of Operations for the six months ended December 31, 2010.

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

5. Income Taxes

The Company recorded an income tax provision of $25 million and $29 million for the three and six months ended December 31, 2010, respectively. The income tax provision for the three and six months ended December 31, 2010 included approximately $1 million and $11 million of discrete tax benefits, respectively, primarily from the release of tax reserves associated with the expiration of certain statutes of limitations. In addition, $11 million of discrete income tax benefits from the loss recognized on the redemption of debt was offset by a corresponding increase in the valuation allowance for U.S. deferred tax assets.

The Company s provision for income taxes recorded for the three and six months ended December 31, 2010 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) the indefinite reinvestment of the Company s earnings outside of Ireland, (ii) tax benefits related to tax holiday and tax incentive programs, (iii) an increase in valuation allowance for U.S. deferred tax assets, (iv) tax expense related to intercompany transactions and (v) the release of tax reserves as a result of the expiration of statutes of limitations.

On December 17, 2010, the Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010 (the 2010 Tax Relief Act) was enacted. The 2010 Tax Relief Act includes business incentives to invest in machinery and equipment, and retroactively reinstated the R&D tax credit through December 31, 2011 from December 31, 2009. These business incentives had no immediate impact on the Company s income tax provision due to existing valuation allowances for certain U.S. deferred tax assets.

During the six months ended December 31, 2010, the Company s unrecognized tax benefits excluding interest and penalties increased by $8 million to $123 million. The unrecognized tax benefits that, if recognized, would impact the effective tax rate was $123 million as of December 31, 2010, subject to certain future valuation allowance reversals. During the 12 months beginning January 1, 2011, the Company expects to reduce its unrecognized tax benefits by approximately $7 million primarily as a result of the expiration of certain statutes of limitations.

The income tax benefit recognized for the three and six months ended January 1, 2010 included approximately $16 million and $27 million, respectively, of discrete tax benefits, primarily for U.S. federal income tax legislative changes, release of tax reserves for settlements and expiration of certain statutes of limitations, and the reversal of valuation allowance previously recorded for certain non-U.S. deferred tax assets.

The Worker, Homeownership, and Business Assistance Act of 2009 (WHBA) was enacted on November 6, 2009. This law allowed the Company to elect an increased carryback period for net operating losses (NOL s) incurred in 2008 or 2009. Approximately $11 million of income tax benefits were recognized as a result of this legislative change in the three months ended January 1, 2010.

During the six months ended January 1, 2010, which was prior to the Company s reorganization, the Company s publicly traded parent was incorporated in the Cayman Islands and not subject to income tax. The income tax benefit recorded for the three and six months ended January 1, 2010 differed from the provision (benefit) for income taxes that would be derived by applying a notional U.S. 35% rate to income before income taxes primarily due to the net effect of (i) tax benefits related to tax holiday and tax incentive programs, (ii) a decrease in valuation allowance for certain foreign deferred tax assets, (iii) tax expense related to intercompany transactions, and (iv) tax benefits from U.S. federal income tax legislative changes and the release of certain tax reserves.

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

6. Derivative Financial Instruments

The Company is exposed to foreign currency exchange rate, interest rate, and to a lesser extent, equity price risks relating to its ongoing business operations. The Company enters into foreign currency forward exchange contracts in order to manage the foreign currency exchange rate risk on forecasted expenses denominated in foreign currencies and to mitigate the remeasurement risk of certain foreign currency denominated liabilities. 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 on the Condensed Consolidated Balance Sheets at fair value. The effective portions of cash flow hedges are recorded in Accumulated other comprehensive income (loss) until the hedged item is recognized in earnings. Derivatives that are not designated as hedging instruments and the ineffective portions of cash flow hedges are adjusted to fair value through earnings.

The effective portions of unrealized net gains (losses) on cash flow hedges are included as a component of Accumulated other comprehensive income (loss). As of December 31, 2010 and July 2, 2010, the Company had unrealized net gains on cash flow hedges of approximately $18 million and $3 million, respectively.

The Company dedesignates its cash flow hedges when the forecasted hedged transactions are realized or it is probable the forecasted hedged transaction will not occur in the initially identified time period. At such time, the associated gains and losses deferred in Accumulated other comprehensive income (loss) are reclassified into earnings in the same period that the underlying hedged transaction is included in earnings. Any subsequent changes in the fair value of such derivative instruments are immediately reflected in earnings. As of December 31, 2010, the Company s existing foreign currency forward exchange contracts mature within 12 months. The deferred amount currently recorded in Accumulated other comprehensive income (loss) expected to be recognized into earnings over the next 12 months is a net gain of $19 million.

The following tables show the total notional value of the Company s outstanding foreign currency forward exchange contracts as of December 31, 2010 and July 2, 2010:

As of December 31, 2010

(Dollars in millions)	**Contracts Qualifying as Hedges**	**Contracts Not Qualifying as Hedges**
Thai baht	$ 487	$ 227
Singapore dollars	136	24
Czech koruna	—	14
	$ 623	$ 265

As of July 2, 2010

(Dollars in millions)	Contracts Qualifying as Hedges	Contracts Not Qualifying as Hedges
Thai baht	$ 406	$ 163
Singapore dollars	84	8
Japanese yen	1	
Czech koruna		10
	$ 491	$ 181

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The Company is subject to equity market risks due to changes in the fair value of the notional investments selected by its employees as part of its Non-qualified Deferred Compensation Plan the Seagate Deferred Compensation Plan (the SDCP). The Company has entered into a Total Return Swap (TRS) in order to manage the equity market risks associated with the SDCP liabilities. The Company pays a floating rate, based on LIBOR plus an interest rate spread, on the notional amount of the TRS. The TRS is designed to substantially offset changes in the SDCP liability due to changes in the value of the investment options made by employees. As of December 31, 2010, the notional investments underlying the TRS amounted to $83 million. The contract term of the TRS is approximately one year and is settled on a monthly basis, therefore limiting counterparty performance risk. As of December 31, 2010, the Company had approximately $5 million pledged to the counterparty and recorded as restricted cash, in accordance with the current terms of the TRS. Additional collateral may be posted contingent on the counterparty s exposure to the market value of the TRS. The collateral amount and the interest rate spread could vary depending on the Company s credit rating. For example, if the Company s credit rating declines, the Company will be required to post additional collateral. The Company did not designate the TRS as a hedge. Rather, the Company records all changes in the fair value of the TRS to earnings to offset the market value changes of the SDCP liabilities.

The following tables show the Company s derivative instruments measured at fair value as reflected in the Condensed Consolidated Balance Sheets as of December 31, 2010 and July 2, 2010:

Fair Values of Derivative Instruments as of December 31, 2010

	Asset Derivatives			Liability Derivatives		
(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	$	21	Accrued expenses	$	
Derivatives not designated as hedging instruments:						
Foreign currency forward exchange contracts	Other current assets	$	9	Accrued expenses	$	
Total return swap	Other current assets			Accrued expenses		
Total derivatives		$	30		$	

Fair Values of Derivative Instruments as of July 2, 2010

	Asset Derivatives		Liability Derivatives	

(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	$	5	Accrued expenses	$	
Derivatives not designated as hedging instruments:						
Foreign currency forward exchange contracts	Other current assets	$	2	Accrued expenses	$	
Total return swap	Other current assets			Accrued expenses		(1)
Total derivatives		$	7		$	(1)

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The following tables show the effect of the Company s derivative instruments on Other comprehensive income (OCI) and the Condensed Consolidated Statement of Operations for the three and six months ended December 31, 2010:

The Effect of Derivative Instruments on the Statement of Operations

for the Three and Six Months Ended December 31, 2010

(Dollars in millions)

Derivatives Designated as Cash Flow Hedges	Amount of Gain or (Loss) Recognized in OCI on Derivative (Effective Portion) For the Three Months	For the Six Months	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) For the Three Months	For the Six Months	Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Amount of Gain or (Loss) Recognized in Income (Ineffective Portion and Amount Excluded from Effectiveness Testing) (a) For the Three Months	For the Six Months
Foreign exchange forward contracts	$ 4	$ 36	Cost of revenue	$ 16	$ 21	Cost of revenue	$ 1	$ 1

Derivatives Not Designated as Hedging Instruments	Location of Gain or (Loss) Recognized in Income on Derivative	Amount of Gain or (Loss) Recognized in Income on Derivative For the Three Months	For the Six Months
Foreign exchange forward contracts	Other, net	$ 4	$ 20
Total return swap	Operating expenses	6	14
		$ 10	$ 34

(a) The amount of gain or (loss) recognized in income represents $0 related to the ineffective portion of the hedging relationships and $1 million related to the amount excluded from the assessment of hedge effectiveness, for both the three and six months ended December 31, 2010, respectively.

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The following tables show the effect of the Company s derivative instruments on OCI and the Condensed Consolidated Statement of Operations for the three and six months ended January 1, 2010:

The Effect of Derivative Instruments on the Statement of Operations

for the Three and Six Months Ended January 1, 2010

(Dollars in millions)

Derivatives Designated as Cash Flow Hedges	Amount of Gain or (Loss) Recognized in OCI on Derivative (Effective Portion)		Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)		Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Amount of Gain or (Loss) Recognized in Income (Ineffective Portion and Amount Excluded from Effectiveness Testing) (a)	
	For the Three Months	For the Six Months		For the Three Months	For the Six Months		For the Three Months	For the Six Months
Foreign exchange forward contracts	$ (1)	$ 5	Cost of revenue	$ 4	$ 4	Cost of revenue	$ 1	$ 1

Derivatives Not Designated as Hedging Instruments	Location of Gain or (Loss) Recognized in Income on Derivative	Amount of Gain or (Loss) Recognized in Income on Derivative	
		For the Three Months	For the Six Months
Foreign exchange forward contracts	Other, net	$	$ 4
Total return swap	Operating expenses	5	14
		$ 5	$ 18

(a) The amount of gain or (loss) recognized in income represents $0 related to the ineffective portion of the hedging relationships and $1 million related to the amount excluded from the assessment of hedge effectiveness, for both the three and six months ended January 1, 2010, respectively.

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

7. 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:

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.

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

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 December 31, 2010:

	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:				
Commercial paper	$	$ 1,754	$	$ 1, 754
Money market funds	640			640
U.S. treasuries and agency bonds		139		139
Corporate bonds		47		47
Asset-backed securities		42		42
Certificates of deposit		25		25
Sovereigns and supranationals		20		20
Municipal bonds		13		13
Total cash equivalents and short-term investments	640	2,040		2,680
Restricted cash and investments:				
Money market funds	95			95
Certificates of deposit		2		2
Auction rate securities			17	17
Derivative assets		30		30
Total assets	$ 735	$ 2,072	$ 17	$ 2,824
Liabilities:				
Derivative liabilities	$	$	$	$
Total liabilities	$	$	$	$

	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	$	640	$	1,754	$		$	2,394
Short-term investments				286				286
Restricted cash and investments		95		2				97
Other current assets				30				30
Other assets, net						17		17
Total assets	$	735	$	2,072	$	17	$	2,824
Liabilities:								
Accrued expenses	$		$		$		$	
Total liabilities	$		$		$		$	

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

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 July 2, 2010:

	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:				
Commercial paper	$	$ 1,231	$	$ 1,231
Money market funds	833			833
U.S. treasuries and agency bonds		155		155
Asset-backed securities		45		45
Corporate bonds		41		41
Certificates of deposit		25		25
Sovereigns and supranationals		20		20
Municipal bonds		3		3
Total cash equivalents and short-term investments	833	1,520		2,353
Restricted cash and investments:				
Money market funds	76			76
Certificates of deposit		5		5
Auction rate securities			17	17
Derivative assets		7		7
Total assets	$ 909	$ 1,532	$ 17	$ 2,458
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	$ 833	$ 1,268	$	$ 2,101
Short-term investments		252		252
Restricted cash and investments	76	5		81

Other current assets				7				7
Other assets, net						17		17
Total assets	$	909	$	1,532	$	17	$	2,458
Liabilities:								
Accrued expenses	$		$	(1)	$		$	(1)
Total liabilities	$		$	(1)	$		$	(1)

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Level 1 assets consist of money market funds 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, and U.S. Treasuries. 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 December 31, 2010, 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.

The Company s Level 3 assets consist of auction rate securities with a par value of approximately $19 million, all of which are collateralized by student loans guaranteed by the Federal Family Education Loan Program. Beginning in fiscal year 2008, these securities failed to settle at auction and have continued to fail through December 31, 2010. Since there is no active market for these securities, the Company valued them using a discounted cash flow model. The valuation model is based on the income approach and reflects both observable and significant unobservable inputs.

The table below presents a reconciliation of assets measured at fair value on a recurring basis, excluding accrued interest components, using significant unobservable inputs (Level 3) for the six months ended December 31, 2010:

(Dollars in millions)	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Auction Rate Securities	
Balance at July 2, 2010	$	17
Total net gains (losses) (realized and unrealized):		
Realized gains (losses)(1)		
Unrealized gains (losses)(2)		
Balance at December 31, 2010	$	17

(1) Realized gains (losses) on auction rate securities are recorded in Other, net on the Condensed Consolidated Statements of Operations.

(2) Unrealized gains (losses) on auction rate securities are recorded as a separate component of Other comprehensive income (loss) in Accumulated other comprehensive income (loss), which is a component of Shareholders Equity.

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Other Fair Value Disclosures

The Company s debt is carried at amortized cost. The fair value of the Company s debt is derived from quoted prices in active markets in the following table in order of priority:

	December 31, 2010		July 2, 2010	
(Dollars in millions)	**Carrying Amount**	**Estimated Fair Value**	**Carrying Amount**	**Estimated Fair Value**
Capital Leases	$ 1	$ 1	$ 2	$ 2
10.0% Senior Secured Second-Priority Notes due May 2014	415	506	413	490
6.375% Senior Notes due October 2011	559	564	559	577
5.75% Subordinated Debentures due March 2012			31	33
2.375% Convertible Senior Notes due August 2012			298	329
6.8% Senior Notes due October 2016	600	601	599	587
7.75% Senior Notes due December 2018	750	756		
6.875% Senior Notes due May 2020	600	575	600	574
	2,925	3,003	2,502	2,592
Less current portion of long-term debt	(560)	(565)	(329)	(362)
Long-term debt, less current portion	$ 2,365	$ 2,438	$ 2,173	$ 2,230

8. Shareholders Equity

Share Capital

On July 3, 2010, the Company consummated its previously announced reorganization pursuant to which Seagate-Ireland became the publicly traded parent of the Seagate corporate family. In connection with the reorganization, all issued and outstanding Seagate-Cayman common shares were cancelled and ceased to exist, and Seagate-Ireland issued ordinary shares on a one-for-one basis to the holders of Seagate-Cayman common shares for each Seagate-Cayman common share that was cancelled. In addition, Seagate-Ireland assumed Seagate-Cayman s equity incentive related plans, sub-plans and agreements, including, but not limited to, the Seagate Technology 2001 Share Option Plan, the Amended Seagate Technology 2004 Share Compensation Plan, the Seagate Technology Employee Stock Purchase Plan, the Maxtor Corporation 2005 Performance Incentive Plan, the Maxtor Corporation Amended and Restated 1996 Stock Option Plan, and the Quantum Corporation Supplemental Stock Option Plan.

The Company s authorized share capital is $13,500 and consists of 1,250,000,000 ordinary shares, par value $0.00001, of which 452,842,628 shares were outstanding as of December 31, 2010, and 100,000,000 preferred shares, par value $0.00001, of which none were issued or outstanding as of December 31, 2010.

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 is authorized to issue up to a total of 100,000,000 preferred shares in one or more series, 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,

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

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. As of December 31, 2010, there were no preferred shares outstanding.

Issuance of Ordinary Shares

During the six months ended December 31, 2010, the Company issued approximately 2 million of its ordinary shares from the exercise of stock options, release of restricted units and performance shares and approximately 1.5 million of its ordinary shares related to employee stock purchases.

Seagate Technology plc 2001 Share Option Plan (the SOP). A maximum of 100 million ordinary shares are issuable under the SOP. Options granted to employees generally vest as follows: 25% of the options on the first anniversary of the vesting commencement date and the remaining 75% proportionately each month over the next 36 months. Options granted under the SOP were granted at fair market value, with options granted up through September 5, 2004 expiring ten years from the date of grant and options granted subsequent to September 5, 2004 expiring seven years from the date of grant. As of December 31, 2010, there were approximately 2 million ordinary shares available for issuance under the SOP.

Seagate Technology plc 2004 Share Compensation Plan (the SCP). A maximum of 63.5 million ordinary shares are issuable under the SCP, including 10 million authorized for issuance of share awards and restricted units. Share awards and restricted units granted to employees generally vest 25% annually. Options granted to employees generally vest as follows: 25% of the options on the first anniversary of the vesting commencement date and the remaining 75% proportionately each month over the next 36 months. Options granted under the SCP were granted at fair market value. As of December 31, 2010, there were approximately 15 million ordinary shares available for issuance under the SCP.

Seagate Technology plc Stock Purchase Plan (the ESPP). There are 40 million ordinary shares authorized to be issued under the ESPP. In no event shall the total number of shares issued under the ESPP exceed 75 million ordinary shares. 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 December 31, 2010, there were approximately 8.5 million ordinary shares available for issuance under the ESPP.

Repurchases of Equity Securities

On January 27, 2010, the Company s Board of Directors authorized an Anti-Dilution Share Repurchase Program, which was publicly announced on February 1, 2010. The repurchase program authorizes the Company to repurchase its ordinary shares to offset increases in diluted shares, such as those caused by employee stock plans and convertible debt, used in the determination of diluted net income per share. The timing and number of shares to be repurchased by the Company will be dependent on general business and market conditions, cash flows generated by future operations, the price of its ordinary shares, cash requirements for other investing and financing activities, and maintaining compliance with its debt covenants. Additionally, there is no minimum or maximum number of shares to be repurchased under the program and the authority for the Anti-Dilution Share Repurchase Program will continue until terminated by the Company s Board of Directors.

On November 29, 2010, the Company s Board of Directors authorized repurchases up to an additional $2 billion of the Company s outstanding ordinary shares.

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The following table sets forth information with respect to repurchases of the Company s shares made during fiscal year 2011:

January 2010 Anti-Dilution Share Repurchase Program

(In millions)	Number of Shares Repurchased		Dollar Value of Shares Repurchased
Cumulative repurchased through October 1, 2010	32.4	$	584
October 2, 2010 through December 31, 2010	20.7		305
Cumulative repurchased through December 31, 2010	53.1	$	889

9. Compensation

The Company recorded approximately $13 million and $26 million of stock-based compensation during the three and six months ended December 31, 2010, respectively. The Company recorded approximately $14 million and $25 million of stock-based compensation during the three and six months ended January 1, 2010, respectively.

On September 13, 2010, the Company granted performance-based restricted units to its senior executive officers under the SCP. A single restricted unit represents the right to receive a single ordinary share of the Company. The performance-based restricted units vest after the end of the performance period of three years from the grant date. 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. The performance goals are 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. A percentage of the performance-based restricted units may vest only if at least the minimum ROIC goal is met regardless of whether the TSR goal is met. The number of stock units to vest will range from 0% to 200% of the targeted 324,310 units. In evaluating the fair value of the performance-based restricted stock unit, the Company used a Monte Carlo simulation on the grant date, taking the TSR goal into consideration, and determined the fair value to be $12.13 per unit. Compensation expense related to the performance-based restricted 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. Compensation expense related to these restricted units for the three and six months ended December 31, 2010 was not material.

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

10. Guarantees

Indemnifications to Officers and Directors

The Company has entered into indemnification agreements with the officers and directors of the Company and its subsidiaries (each, an Indemnitee). The agreements provide indemnification in addition to any of an Indemnitee s indemnification rights under the Company 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 the Company or any of its subsidiaries, arising out of his or her service as a director, officer, employee or agent of the Company or any of its subsidiaries or of any other entity to which he or she provides services at the Company s request. However, an Indemnitee shall not be indemnified under the indemnification agreement for (i) any fraud or dishonesty in the performance of Indemnitee s duty to the Company or the applicable subsidiary of the Company 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 the Company or the applicable subsidiary of the Company. In addition, the indemnification agreement provides that the Company will advance expenses incurred by an Indemnitee in connection with enforcement of the 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. The nature of the indemnification obligations prevents the Company from making a reasonable estimate of the maximum potential amount it could be required to pay on behalf of its officers and directors. Historically, the Company has not made any significant indemnification payments under such agreements and no amount has been accrued in the accompanying condensed consolidated financial statements with respect to these indemnification obligations.

Intellectual Property Indemnification Obligations

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

Product Warranty

The Company estimates probable product warranty costs at the time revenue is recognized. The Company generally warrants its products for a period of one to five years. The Company uses estimated repair or replacement costs and uses statistical modeling to estimate product return rates in order to determine its warranty obligation. In addition, estimated settlements for customer compensatory claims relating to product quality issues, if any, are accrued as warranty expense. Changes in the Company s product warranty liability during the three and six months ended December 31, 2010 and January 1, 2010 were as follows:

	For the Three Months Ended		For the Six Months Ended	
(Dollars in millions)	**December 31, 2010**	**January 1, 2010**	**December 31, 2010**	**January 1, 2010**
Balance, beginning of period	$ 353	$ 418	$ 372	$ 437
Warranties issued	53	61	102	117
Repairs and replacements	(51)	(51)	(99)	(114)
Changes in liability for pre-existing warranties, including expirations	12	(27)	(8)	(39)
Balance, end of period	$ 367	$ 401	$ 367	$ 401

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

11. 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 increased to include the number of additional shares that would have been outstanding if the potentially dilutive securities had been issued. Potentially dilutive securities include outstanding options, shares to be purchased under the ESPP, and unvested restricted stock units. 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:

(Dollars in millions, except per share data)	For the Three Months Ended December 31, 2010	January 1, 2010	For the Six Months Ended December 31, 2010	January 1, 2010
Numerator:				
Net income	$ 150	$ 533	$ 299	$ 712
Adjustment for interest expense on 6.8% Convertible Senior Notes due April 2010		1		3
Net income, adjusted	$ 150	$ 534	$ 299	$ 715
Number of shares used in per share calculations:				
Weighted-average shares outstanding	469	498	470	497
Weighted-average nonvested shares				(1)
Total shares for purpose of calculating basic net income per share	469	498	470	496
Weighted-average effect of dilutive securities:				
Employee equity award plans	17	20	17	19
6.8% Convertible Senior Notes due April 2010		2		3
Dilutive potential shares:	17	22	17	22
Total shares for purpose of calculating diluted net income per share	486	520	487	518
Net income per share:				
Basic net income per share	$ 0.32	$ 1.07	$ 0.64	$ 1.43
Diluted net income per share	$ 0.31	$ 1.03	$ 0.61	$ 1.38

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

	For the Three Months Ended		For the Six Months Ended	
	December 31,	January 1,	December 31,	January 1,
(In millions)	**2010**	**2010**	**2010**	**2010**
Employee equity award plans	14	21	19	29

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SEAGATE TECHNOLOGY PLC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

12. 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. 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 the Company in the U.S. District Court for the Southern District of New York, alleging infringement of U.S. Patent Nos. 4,916,635, Shaping Command Inputs to Minimize Unwanted Dynamics (the 635 patent) and U.S. Patent No. 5,638,267, Method and Apparatus for Minimizing Unwanted Dynamics in a Physical System (the 267 patent), misappropriation of trade secrets, breach of contract, tortious interference with contract and fraud relating to Convolve and MIT s Input Shaping® and Convolve s Quick and Quiet technology. The plaintiffs claimed their technology is incorporated in Seagate s sound barrier technology, which was publicly announced on June 6, 2000. The complaint seeks injunctive relief, $800 million in compensatory damages and unspecified punitive damages, including willful infringement.

On November 6, 2001, the U.S. Patent and Trademark Office (USPTO) issued to Convolve US Patent No. 6,314,473, System for Removing Selected Unwanted Frequencies in Accordance with Altered Settings in a User Interface of a Data Storage Device, (the 473 patent). Convolve filed an amended complaint on January 16, 2002, alleging defendants infringe this patent.

The 635 patent expired on September 12, 2008. The court ruled in 2010 that the 267 patent was out of the case. No trial date has been set in the litigation. The Company believes the claims are without merit, and intends to defend against them vigorously.

Siemens, AG v. Seagate Technology (Ireland) On December 2, 2008, Siemens served Seagate Technology (Ireland), an indirect wholly-owned subsidiary of Seagate Technology, with a writ of summons alleging infringement of European Patent (UK) No. 0 674 769 (the EU 769 patent), which is the European counterpart to US Patent No. 5,686,838 upon which Siemens had sued Seagate Technology in the United States. The suit was filed in the High Court of Justice in Northern Ireland, Chancery Division. Siemens alleges that giant magnetoresistive (GMR), tunnel magnetoresistive (TMR), and tunnel giant magnetoresistive (TGMR) products designed and manufactured by Seagate Technology (Ireland) infringe the EU 769 patent. Trial on liability issues was completed in June 2010, and the Company awaits the court s decision. The Company believes the claims are without merit.

Qimonda AG v. LSI Corporation, et al. On December 19, 2008, the US International Trade Commission (ITC) instituted an investigation under section 337 of the Tariff Act of 1930, as amended, at the request of complainant Qimonda AG, naming LSI Corporation and six Seagate Technology entities as respondents. The complaint alleges that LSI Corporation and Seagate import products into the US that infringe seven Qimonda patents relating to the design and manufacture of semiconductor integrated chips. The ITC trial was held in June 2009. On October 14, 2009, the Administrative Law Judge issued an Initial Determination finding the Qimonda patents either invalid, not infringed, or both. Qimonda appealed to the ITC Commission, who ruled on January 29, 2010, that the patents were either invalid, not infringed, or both. On March 31, 2010, Qimonda noticed an appeal of the Commissions ruling to the Court of Appeals for the Federal Circuit. On January 17, 2011, the Federal Circuit affirmed the Commission s ruling in full.

Collins, et al. v. Seagate Technology, et al. On July 15, 2009, Carl Collins and Farzin Davanloo filed a complaint in the US District Court for the Eastern District of Texas, Marshall Division, against Seagate Technology, Seagate Technology LLC, and 19 other hard drive, computer, and retail companies. The complaint alleges that unspecified hard disk drives and components thereof infringe US patent Nos. 5,411,797 (the 797 patent) and 5,478,650 (the 650 patent), both entitled Nanophase Diamond Films. On October 4, 2010, the case was dismissed with prejudice against the Seagate entities pursuant to a confidential settlement agreement.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Alexander Shukh v. Seagate Technology Former Seagate engineer Alexander Shukh filed a complaint and an amended complaint against Seagate in Minnesota federal court, alleging, among other things, employment discrimination based on his Belarussian national origin and wrongful failure to name him as an inventor on several patents and patent applications. Mr. Shukh s employment was terminated as part of a company-wide reduction in force in fiscal year 2009. He seeks damages in excess of $75 million. The Company believes the claims are without merit and intends to vigorously defend this case.

Siemens GmbH v. Seagate Technology (Germany) On March 26, 2010, Siemens commenced proceedings against Seagate Technology GmbH, the Netherlands branch office of Seagate Technology International, and Seagate Technology LLC in the Dusseldorf District Court in Germany. The complaint alleges infringement of European Patent Number 0 674 769 (the EU 769 Patent), which corresponds to the patent in suit in the earlier U.S. litigation, which resulted in a complete jury verdict in Seagate s favor, and in litigation currently pending in Northern Ireland. Siemens seeks a declaration that the EU 769 Patent is infringed by GMR and TMR products, removal of all infringing inventory, damages in an unstated amount, and costs. The Company intends to vigorously oppose this action.

Rembrandt Data Storage, LP v. Seagate Technology LLC On November 10, 2010, Rembrandt Data Storage, LP filed suit against Seagate Technology LLC in the U.S. District Court for the Western District of Wisconsin alleging infringement of U.S. Patent No. 5,995,342 C1, Thin Film Heads Having Solenoid Coils, and U.S. Patent No. 6,195,232 , Low-Noise Toroidal Thin Film Head With Solenoidal Coil. The complaint seeks unspecified compensatory damages, enhanced damages, injunctive relief, and attorneys fees and costs. The company intends to vigorously defend this case.

Rambus, Inc. ITC Investigation re Certain Semiconductor Chips and Products Containing the Same - On December 1, 2010, Rambus, Inc. filed a complaint with the International Trade Commission seeking an investigation pursuant to Section 337 of the Tariff Act of 1930, as amended. The complaint names Seagate Technology LLC and numerous other defendants, including LSI, Inc. and ST Microelectronics, Inc., alleging that Seagate products incorporate semiconductor products made by LSI and STMicroelectronics that infringe various patents owned by Rambus. The ITC initiated an investigation on December 29, 2010. Rambus seeks an order to exclude entry of infringing products into the U.S. and a cease and desist order. Seagate is responding to the investigation.

Environmental Matters

The Company s operations are subject to U.S. and foreign laws and regulations relating to the protection of the environment, including those governing discharges of pollutants into the air and water, the management and disposal of hazardous substances and wastes and the cleanup of contaminated sites. Some of the Company s operations require environmental permits and controls to prevent and reduce air and water pollution, and these permits are subject to modification, renewal and revocation by issuing authorities.

The Company has established environmental management systems and continually updates its environmental policies and standard operating procedures for its operations worldwide. The Company believes that its operations are in material compliance with applicable environmental laws, regulations and permits. The Company budgets for operating and capital costs on an ongoing basis to comply with environmental laws. If additional or more stringent requirements are imposed on the Company in the future, it could incur additional operating costs and capital expenditures.

Some environmental laws, such as the Comprehensive Environmental Response Compensation and Liability Act of 1980 (as amended, the Superfund law) and its state equivalents, can impose liability for the cost of cleanup of contaminated sites upon any of the current or former site owners or operators or upon parties who sent waste to these sites, regardless of whether the owner or operator owned the site at the time of the release of hazardous substances or the lawfulness of the original disposal activity. The Company has been identified as a potentially responsible party at several sites. At each of these sites, the Company has an assigned portion of the financial liability based on the type and amount of hazardous substances disposed of by each party at the site and the number of financially viable parties. The Company has fulfilled its responsibilities at some of these sites and remains involved in only a few at this time.

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

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The Company may be subject to various state, federal and international laws and regulations governing the environment, including those restricting the presence of certain substances in electronic products. For example, the European Union (EU) enacted the Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment, which prohibits the use of certain substances, including lead, in certain products, including disk drives, 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, China and Japan.

If the Company or its suppliers fails to comply with the substance restrictions, recycle requirements or other