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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 12, 2025

**SEAGATE TECHNOLOGY HOLDINGS PUBLIC
LIMITED COMPANY**

(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction
of incorporation or organization)

001-31560
(Commission
File Number)

98-1597419
(I.R.S. Employer
Identification Number)

**121 Woodlands Avenue 5,
Singapore**
(Address of principal executive office)

739009
(Zip Code)

Registrant's telephone number, including area code: (65) 6018-2562

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 8.01 Other Events.

Private offering of senior notes

On May 12, 2025, Seagate Technology Holdings plc (the “Company”) issued a press release announcing the launch by its subsidiary, Seagate Data Storage Technology Pte. Ltd, of a private offering of \$400 million aggregate principal amount of senior notes due 2030 (the “Notes”). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. PJT Partners served as financial advisor to the Company for the transaction.

Redemption of 4.875% Senior Notes due 2027

On May 12, 2025, in connection with the offering of the Notes, Seagate HDD Cayman, a subsidiary of the Company, issued a notice of conditional full redemption providing for the redemption (the “Redemption”) of all of Seagate HDD Cayman’s outstanding 4.875% Senior Notes due 2027 (the “2027 Notes”) at a redemption price equal to 100% of the principal amount of the 2027 Notes, plus a “make-whole” premium set forth in the indenture governing the 2027 Notes, plus accrued and unpaid interest to, but excluding, the redemption date (the “Redemption Price”). The Redemption is conditioned upon receipt on or prior to the redemption date of net proceeds from one or more financing transactions in an amount, together with cash on hand, sufficient to pay the Redemption Price on or prior to the redemption date.

The information contained in this Item 8.01 is for informational purposes only and shall not constitute a notice of redemption for the 2027 Notes or an offer to sell or the solicitation of an offer to buy the 2027 Notes or the Notes, nor shall there be any sale of the Notes in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated May 12, 2025, of Seagate Technology Holdings plc entitled “Seagate Announces \$400.0 Million Senior Unsecured Notes Offering.”
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 12, 2025

SEAGATE TECHNOLOGY HOLDINGS PUBLIC LIMITED COMPANY

By: /s/ Gianluca Romano

Name: Gianluca Romano

Title: Executive Vice President and Chief Financial Officer (Principal
Financial and Accounting Officer)



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Seagate Announces \$400.0 Million Senior Unsecured Notes Offering

FREMONT, CA — May 12, 2025 — Seagate Data Storage Technology Pte. Ltd. (the “Company”), a subsidiary of Seagate Technology Holdings plc (NASDAQ: STX) (“Seagate”), today announced that the Company intends to offer, subject to market and other conditions, \$400.0 million in aggregate principal amount of senior notes due 2030 (the “Notes”) in a private placement to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and in offshore transactions under Regulation S under the Securities Act. The Notes are expected to be guaranteed by Seagate, Seagate Technology Unlimited Company and Seagate HDD Cayman.

In connection with this offering, Seagate HDD Cayman issued a notice of conditional full redemption providing for the redemption (the “Redemption”) of all of its outstanding 4.875% Senior Notes due 2027 (the “2027 Notes”), at a redemption price equal to 100% of the principal amount of the 2027 Notes, plus a “make-whole” premium set forth in the indenture governing the 2027 Notes, plus accrued and unpaid interest to, but excluding, the redemption date (the “Redemption Price”). The Redemption is conditioned upon receipt by the Company on or prior to the redemption date of net proceeds from one or more financing transactions in an amount, together with cash on hand, sufficient to pay the Redemption Price on or prior to the redemption date.

The Company intends to use the net proceeds from the offering of the Notes, together with cash on hand, to finance the Redemption and to pay related fees and expenses.

The Notes will be offered only to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and to certain non-U.S. persons outside the United States in accordance with Regulation S under the Securities Act. The Notes and the related guarantees will not be registered under the Securities Act or the securities laws of any other jurisdiction, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and other applicable state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Additionally, nothing in this press release shall constitute a notice of redemption or any offer to purchase or solicitation of an offer to sell any of the outstanding 2027 Notes. The Redemption will be made solely pursuant to a separate redemption notice issued under the indenture governing such 2027 Notes.

About Seagate

Seagate Technology is a leading innovator of mass-capacity data storage. We create breakthrough technology so you can confidently store your data and easily unlock its value. Founded over 45 years ago, Seagate has shipped over four billion terabytes of data capacity and offers a full portfolio of storage devices, systems, and services from edge to cloud.

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Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical fact. Forward-looking statements include, among other things, statements about the terms and conditions of, and completion of, the offering of the Notes and the use of proceeds therefrom, each as described above. The Company cannot assure that the offering will be consummated, nor can it guarantee the size or terms of the offering. Forward-looking statements generally can be identified by words such as “expects,” “intends,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “projects,” “should,” “may,” “will,” “will continue,” “can,” “could,” or the negative of these words, variations of these words and comparable terminology, in each case, intended to refer to future events or circumstances. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking. Forward-looking statements are based on information available to the Company as of the date of this press release and are subject to known and unknown risks and uncertainties that could cause the Company’s actual results, performance or events to differ materially from historical experience and the Company’s present expectations or projections. These risks and uncertainties include, but are not limited to, those described under the captions “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s latest periodic report on Form 10-Q or Form 10-K filed with the U.S. Securities and Exchange Commission. Undue reliance should not be placed on the forward-looking statements in this press release, which are based on information available to us on, and which speak only as of, the date hereof. The Company undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date they were made, unless required by applicable law.