

AUGUST CAPITAL III LP

Form 4

January 05, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
AUGUST CAPITAL
MANAGEMENT III LLC

(Last) (First) (Middle)

2480 SAND HILL ROAD, SUITE
101

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SEAGATE TECHNOLOGY [STX]

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

01/03/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Shares	01/03/2006		J ⁽¹⁰⁾	1,042,924	D \$ 0	10,429,196 (1) (2) (3)	D
Common Shares	01/03/2006		J ⁽¹⁰⁾	58,504	D \$ 0	585,044 ⁽¹⁾ (2) (4)	D
Common Shares	01/03/2006		J ⁽¹⁰⁾	19,007	D \$ 0	190,076 ⁽¹⁾ (2) (5)	D
Common Shares	01/03/2006		J ⁽⁹⁾	116,542	A \$ 0	751,430 ⁽⁶⁾	D
Common Shares	01/03/2006		J ⁽⁹⁾	73,326	A \$ 0	450,990 ⁽⁷⁾	D

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Common
Shares 01/03/2006 J⁽⁹⁾ 61,105 A \$ 0 305,525 ⁽⁸⁾ D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
AUGUST CAPITAL MANAGEMENT III LLC 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X
AUGUST CAPITAL III LP 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X
AUGUST CAPITAL STRATEGIC PARTNERS III LP 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X
MARQUARDT DAVID F 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X X
RAPPAPORT ANDREW 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X

JOHNSTON JOHN R
2480 SAND HILL ROAD, SUITE 101
MENLO PARK, CA 94025

X

AUGUST CAPITAL III FOUNDERS FUND LP
2480 SAND HILL ROAD, SUITE 101
MENLO PARK, CA 94025

X

Signatures

/s/ Mark G. Wilson, Member and by power of attorney for all other Reporting
Persons

01/05/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Designated Filer is August Capital Management III, LLC, the general partner of August Capital III, L.P., August Capital Strategic Partners III, L.P. and August Capital III Founders Fund, L.P. (collectively, the "August Funds").

The August Funds, together with affiliates and certain other persons with whom Reporting Persons may be deemed a group, own ordinary shares of New SAC, a Cayman Islands limited liability Company ("New SAC"). David Marquardt, a member of the Designated Filer, is a member of the board of directors of New SAC and the issuer. Each Reporting Person may be deemed a beneficial owner of the reported shares but each disclaims beneficial ownership except to the extent of any indirect pecuniary interest therein.
- (2) Includes Common Shares received by August Capital III, L.P. from New SAC as part of the January 3, 2006 distribution by New SAC of the issuer's Common Shares to the New SAC shareholders on a pro rata basis in a spin-off transaction (the "Distribution"). The receipt of the Common Shares by the August Funds through the Distribution was exempt from the reporting and liability provisions of Section 16 pursuant to Rule 16a-13.
- (3) Includes Common Shares received by August Capital III Founders Fund, L.P. from New SAC as part of the Distribution. The receipt of the Common Shares by the August Funds through the Distribution was exempt from the reporting and liability provisions of Section 16 pursuant to Rule 16a-13.
- (4) Includes Common Shares received by August Capital Strategic Partners III, L.P. from New SAC as part of the Distribution. The receipt of the Common Shares by the August Funds through the Distribution was exempt from the reporting and liability provisions of Section 16 pursuant to Rule 16a-13.
- (5) Represents Common Shares owned solely by David Marquardt.
- (6) Represents Common Shares owned solely by Andrew Rappaport.
- (7) Represents Common Shares owned solely by John R. Johnston.
- (8) Common Shares were received from the August Funds pursuant to a distribution without additional consideration to partners in pro rata distributions pursuant to partnership agreements.
- (9) Distributed without additional consideration to partners in pro rata distributions pursuant to partnership agreements.
- (10)

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

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