

AUGUST CAPITAL III LP  
 Form 4  
 November 17, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 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)  
 11/15/2004

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	11/15/2004		S		13,000,000	D	\$ 14 239,500,000
						I	See Footnotes. (1) (2) (3) (4)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

**Edgar Filing: AUGUST CAPITAL III LP - Form 4**

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 Repo Trans (Instr
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

## Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	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			
AUGUST CAPITAL III FOUNDERS FUND 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			

## Signatures

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

11/16/2004

\_\_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) Shares are held by New SAC, a Cayman Islands limited liability company ("New SAC") which is the direct parent company of Issuer.
- (2) Designated Filer is August Capital Management III, L.L.C., 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 the Reporting Persons may be deemed a group, own
- (3) ordinary shares of New SAC. David Marquardt, a member of the Designated Filer, is a member of the board of directors of New SAC and the Issuer.
- (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.