

Seagate HDD Cayman
Form 4
August 01, 2012

FORM 4

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

OMB APPROVAL

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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 *
SEAGATE TECHNOLOGY LLC

(Last) (First) (Middle)

C/O SEAGATE TECHNOLOGY
PLC, 10200 S. DE ANZA
BOULEVARD

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
E2open Inc [EOPN]

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$0.001 par value | 07/31/2012 | | C ⁽⁴⁾ | 2,416,673 | A (4) 2,615,603 | D (1) (2) (3) (5) (6) | |
| Common Stock, \$0.001 par value | 07/31/2012 | | S | 334,163 | D \$ 13.95 2,281,440 | D (1) (2) (3) (5) (6) | |

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

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(9-02)

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|--|-----------------|---|----------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series AA Convertible Preferred Stock, \$0.001 par value | (4) | 07/31/2012 | | C(4) | | 1,058,065 | (4) | (4) | Common Stock | 1,058,065 |
| Series BB Convertible Preferred Stock, \$0.001 par value | (4) | 07/31/2012 | | C(4) | | 267,857 | (4) | (4) | Common Stock | 317,400 |
| Series CC Convertible Preferred Stock, \$0.001 par value | (4) | 07/31/2012 | | C(4) | | 271,687 | (4) | (4) | Common Stock | 321,900 |
| Series D Convertible Preferred Stock, \$0.001 par value | (4) | 07/31/2012 | | C(4) | | 719,149 | (4) | (4) | Common Stock | 719,149 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SEAGATE TECHNOLOGY LLC
C/O SEAGATE TECHNOLOGY PLC

X

10200 S. DE ANZA BOULEVARD
CUPERTINO, CA 95014

Seagate Technology plc
38/39 FITZWILLIAM SQUARE X
DUBLIN 2, L2 00000

Seagate Technology
C/O SEAGATE TECHNOLOGY PLC X
10200 S. DE ANZA BOULEVARD
PALO ALTO, CA 95014

SEAGATE TECHNOLOGY HDD HOLDINGS
C/O SEAGATE TECHNOLOGY PLC X
10200 S. DE ANZA BOULEVARD
CUPERTINO, CA 95014

Seagate HDD Cayman
C.O SEAGATE TECHNOLOGY PLC X
10200 S. DE ANZA BOULEVARD
CUPERTINO, CA 95014

SEAGATE TECHNOLOGY US HOLDINGS
C/O SEAGATE TECHNOLOGY PLC X
10200 S. DE ANZA BOULEVARD
CUPERTINO, CA 95014

Signatures

/s/ David H. Morton, Jr.,
Treasurer 08/01/2012

__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) The reported securities are held directly by Seagate Technology LLC.

This Form 4 is being filed jointly by (i) Seagate Technology PLC, (ii) Seagate Technology, (iii) Seagate Technology HDD Holdings, (iv)

(2) Seagate HDD Cayman, (v) Seagate Technology (US) Holdings, Inc. and (vi) Seagate Technology LLC (collectively, the "Reporting Persons").

(3) Seagate Technology LLC is wholly owned (95% directly and 6% through another subsidiary) by Seagate Technology (US) Holdings, Inc., which is directly wholly owned by Seagate HDD Cayman, which is directly wholly owned by Seagate Technology HDD Holdings, which is directly wholly owned by Seagate Technology, which is directly wholly owned by Seagate Technology PLC. Seagate Technology PLC is a widely held public company which has a twelve-member board of directors and no controlling shareholder.

(4) On July 31, 2012 in connection with the closing of E2open, Inc's (the "Issuer") sale of its Common Stock, par value \$0.001 ("Common Stock") in its firm commitment initial public offering pursuant to a registration statement on Form S-1 (File No. 333-179558) under the Securities Act of 1933, as amended, each share of Series AA Convertible preferred stock and Series D Convertible preferred stock automatically converted on a one-for-one basis into shares of the Issuer's Common Stock, and each share of Series BB preferred stock and Series CC preferred stock automatically converted into shares of the Issuer's Common Stock at a conversion rate equal to 1:1.185, and had no expiration date.

(5) In accordance with Instructions 4 and 5(b)(iv), the entire amount of the Issuer's Common Stock held by the Reporting Persons is reported herein. Each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein except to the extent of such Reporting Person's pecuniary interest therein, if any, and the filing of this report shall not be deemed an admission that any of the Reporting Persons is the beneficial owner of any such securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purposes.

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- (6) Any disclosures made by a Reporting Person herein with respect to persons or entities other than such Reporting Person are made on information and belief after making inquiry to the appropriate party. Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning him or it contained herein, but is not responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Remarks:

Exhibit 99.1 - Joint Filer Information

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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