

SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

FORM S-8  
 REGISTRATION STATEMENT  
 Under  
 The Securities Act of 1933

QUANTUM CORPORATION  
 (Exact name of Registrant as specified in its charter)

DELAWARE

94-2665054

(State of incorporation)

(I.R.S. Employer Identification No.)

500 McCarthy Boulevard  
 Milpitas, California 95035  
 (Address, including zip code, of Registrant's principal executive offices)

EMPLOYEE STOCK PURCHASE PLAN  
 (Full title of the plan)

RICHARD L. CLEMMER  
 Chief Financial Officer  
 500 McCarthy Boulevard  
 Milpitas, California 95035  
 (408) 894-4000  
 (Name, address, and telephone number, including area code, of agent for service)

Copies to:  
 Steve E. Bochner, Esq.  
 WILSON SONSINI GOODRICH & ROSATI  
 PROFESSIONAL CORPORATION  
 650 PAGE MILL ROAD  
 PALO ALTO, CA 94304-1050  
 (415) 493-9300

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CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock \$0.01 par value . . . . .	5,800,000 shares	\$27.00	\$156,600,000	\$47,455

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- (1) The shares covered by this Registration Statement represent the shares of Common Stock which have become available for issuance under the Registrant's Employee Stock Purchase Plan as a result of an amendment approved by the stockholders at the Registrant's Annual Meeting of Stockholders held on July 22, 1997.
- (2) Estimated in accordance with Rule 457(c) solely for the purpose of calculating the registration fee based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq National Market on July 29, 1997.

STATEMENT UNDER GENERAL INSTRUCTION E  
 REGISTRATION OF ADDITIONAL SECURITIES

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

There are hereby incorporated by reference in this Registration Statement the following documents and information heretofore filed with the Securities and Exchange Commission (Quantum Corporation is sometimes referred to herein as the "Company"):

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1997;
- (b) The Company's current report on Form 8-K filed June 2, 1997;
- (c) The Company's current report on Form 8-K filed July 24, 1997; and
- (d) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A filed August 1, 1983.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Inapplicable

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Inapplicable

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's Board of Directors to grant, indemnification to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933, as amended. The Company's Bylaws provide for the mandatory indemnification of its directors, officers, employees and other agents to the maximum extent permitted by Delaware General Corporation Law, and the Company has entered into agreements with its officers, directors and certain key employees implementing such indemnification.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Inapplicable.

ITEM 8. EXHIBITS.

Exhibit Number	Document
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- |      |  |
|------|--|
| 5.1  | Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation. |
| 23.1 | Consent of Ernst & Young LLP, Independent Auditors                     |
| 23.2 | Consent of Counsel (contained in Exhibit 5.1).                         |
| 24.1 | Power of Attorney (see page II-3).                                     |

ITEM 9. UNDERTAKINGS

A. The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under

the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bonafide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bonafide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Securities Act") may be permitted to directors, officers and controlling persons of the Company pursuant to the Delaware General Corporation Law, the Certificate of Incorporation of the Company, the Bylaws of the Company, indemnification agreements entered into between the Company and its officers and directors or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim or indemnification against such liabilities (other than the payment by the Company in successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereunder, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Quantum Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milpitas, State of California, on this 30th day of July, 1997.

Quantum Corporation

By: /s/ RICHARD L. CLEMMER

-----  
Richard L. Clemmer  
Chief Financial Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each such person whose signature appears below constitutes and appoints, jointly and severally, Michael A. Brown and Richard L. Clemmer his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

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SIGNATURE	TITLE	DATE
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<S>	<C>	<C>
/s/ MICHAEL A. BROWN ----- Michael A. Brown	Chief Executive Officer (Principal Executive Officer)	July 30, 1997
/s/ RICHARD L. CLEMMER ----- Richard L. Clemmer	Chief Financial Officer (Principal Financing and Accounting Officer)	July 30, 1997
/s/ ROBERT J. CASALE ----- Robert J. Casale	Director	July 30, 1997
/s/ EDWARD M. ESBER ----- Edward M. Esber	Director	July 30, 1997
/s/ STEVEN C. WHEELWRIGHT ----- Steven C. Wheelwright	Director	July 30, 1997

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INDEX TO EXHIBITS

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24.1	Power of Attorney (see page II-3) . . . . .

</TABLE>



July 31, 1997

Quantum Corporation  
500 McCarthy Boulevard  
Milpitas, California 95035

RE: REGISTRATION STATEMENT ON FORM S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about August 1, 1997 (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended, of 5,800,000 additional shares of your Common Stock, par value \$.01 per share (the "Shares"), reserved for issuance under the Employee Stock Purchase Plan (the "Plan"). As your counsel in connection with this filing, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the sale and issuance of the Shares pursuant to the Plan.

It is our opinion, when issued and sold in the manner referred to in the Plan, the Shares will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement and any amendment thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Employee Stock Purchase Plan of Quantum Corporation of our report dated April 28, 1997, with respect to the consolidated financial statements and schedule of Quantum Corporation included in its Annual Report (Form 10-K) for the year ended March 31, 1997, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Palo Alto, California  
July 25, 1997