

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

SEPTEMBER 28, 1998

Date of Report (date of earliest event reported)

QUANTUM CORPORATION

(Exact name of Registrant as specified in its charter)

DELAWARE

0-12390

94-2665054

(State or other jurisdiction of incorporation or organization) (Commission File Number) (I.R.S. Employer Identification No.)

500 MCCARTHY BOULEVARD
MILPITAS, CALIFORNIA 95035

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

408-894-4000

(Registrant's telephone number, including area code)

ITEM 2. ACQUISITION OR DISPOSITION ASSETS.

On May 18, 1998, Quantum Corporation, a Delaware corporation (the "Registrant"), entered into a definitive agreement (the "Acquisition Agreement") providing for the merger (the "Merger") of Quick Acquisition Corporation, a Delaware corporation and wholly owned subsidiary of the Registrant ("Sub"), with and into ATL Products, Inc., a Delaware corporation ("ATL"). The Merger was effected on September 28, 1998 (the "Effective Time"), pursuant to a Certificate of Merger (the "Certificate of Merger") filed by ATL with the Secretary of State of the State of Delaware. Pursuant to the Certificate of Merger, upon the Effective Time of the Merger, each outstanding share of the Class A Common Stock, \$.0001 par value, and Class B Common Stock, \$.0001 par value, of ATL (collectively, "ATL Common Stock"), other than shares as to which appraisal rights pursuant to the Delaware Business Corporation Law had been exercised and shares held in the treasury of ATL or owned by Sub, the Registrant or any wholly-owned subsidiary of ATL or the Registrant, were converted into the right to receive 1.7554 (the "Exchange Ratio") shares of the Common Stock, \$.01 par value, of the Registrant ("Registrant Common Stock"), and each outstanding option or right to purchase ATL Common Stock under the ATL 1996 Stock Incentive Plan and the ATL 1997 Stock Incentive Plan (collectively, the "ATL Stock Option Plans") were assumed by the Registrant and became an option or right to purchase Registrant Common Stock, with appropriate adjustments to be made to the number of shares issuable thereunder and the exercise price thereof based on the Exchange Ratio. In addition, as a result of the Merger, the exercisability of certain outstanding options under such ATL Stock Option Plans will accelerate by 50% as of the Effective Time of the Merger.

The Merger is intended to be a tax-free reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended, and is intended to be treated as a purchase for financial reporting purposes in accordance with generally accepted accounting principles. The assets of ATL were used, prior to the Effective Time of the Merger, for the design, manufacturing, marketing and servicing of automated magnetic tape libraries used to manage, store and transfer data in networked computing environments, a use which the Registrant intends to continue immediately following the Merger.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

The following financial statements and exhibits are filed as part of this report, where indicated.

- (a) Financial statements of business acquired, prepared pursuant to Rule 3.05 of Regulation S-X:

Incorporated by reference to the Registrant's Post-Effective Amendment No. 1 to the Registration Statement on Form S-4 (File No. 333-61703) filed with the Securities and Exchange Commission on August 24, 1998.

- (b) Pro forma financial information required pursuant to Article 11 of Regulation S-X:

The pro forma financial information is unavailable as of the date of this filing. Such information will be filed on or before December 12, 1998.

- (c) Exhibits in accordance with Item 601 of Regulation S-K:

Exhibits.

- 2.1 Agreement and Plan of Reorganization, dated as of May 18, 1998, by and among Quantum Corporation, a Delaware corporation, ATL Products, Inc., a Delaware corporation, and Quick Acquisition Corporation, a Delaware corporation.

Incorporated by reference to the Registrant's Post-Effective Amendment No. 1 to the Registration Statement on Form S-4 (File No. 333-61703) filed with the Securities and Exchange Commission on August 24, 1998.

- 2.2 Certificate of Merger by and between Quick Acquisition Corporation, a Delaware corporation, and ATL Products, Inc, a Delaware corporation, dated as of September 28, 1998.

SIGNATURES

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

QUANTUM CORPORATION

Dated: September 28, 1998

By: /s/ Andrew Kryder
Andrew Kryder
Vice President, Finance and
General Counsel

INDEX TO EXHIBITS

<TABLE> <CAPTION> EXHIBIT NUMBER	DESCRIPTION	SEQUENTIALLY NUMBERED PAGE
<S> 2.1	<C> Agreement and Plan of Reorganization, dated as of May 18, 1998, by and among Quantum Corporation, a Delaware corporation, ATL Products, Inc., a Delaware corporation, and Quick Acquisition Corporation, a Delaware corporation. Incorporated by reference to the Registrant's Post-Effective Amendment No. 1 to the Registration Statement on Form S-4 (File No. 333-61703) filed with the Securities and Exchange Commission on August 24, 1998.	<C>
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</TABLE>

CERTIFICATE OF MERGER

MERGING

QUICK ACQUISITION CORPORATION
A DELAWARE CORPORATION

WITH AND INTO

ATL PRODUCTS, INC.,
A DELAWARE CORPORATION

Pursuant to Section 251 of the General Corporation Law of the State of Delaware

ATL Products, Inc., a Delaware corporation ("ATL"), does hereby certify as follows:

FIRST: Each of the constituent corporations, ATL and Quick Acquisition Corporation ("SUB"), is a corporation duly organized and existing under the laws of the State of Delaware.

SECOND: An Agreement and Plan of Reorganization (the "REORGANIZATION AGREEMENT"), dated May 18, 1998, among Quantum Corporation, a corporation organized under the laws of the State of Delaware, Sub and ATL, setting forth the terms and conditions of the merger of Sub with and into ATL (the "MERGER"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

THIRD: ATL shall be the surviving corporation in the Merger (the "SURVIVING CORPORATION"). The name of the Surviving Corporation shall be ATL Products, Inc.

FOURTH: The Certificate of Incorporation of the Surviving Corporation is amended to read in its entirety as set forth in Exhibit A hereto.

FIFTH: An executed copy of the Reorganization Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

ATL Products, Inc.
2801 Kelvin Avenue
Irvine, California 92614

SIXTH: A copy of the Reorganization Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, ATL has caused this Certificate of Merger to be executed in its corporate name as of the 28th day of September, 1998.

ATL PRODUCTS, INC.

By: /s/ Kevin C. Daly

Kevin C. Daly,
President and Chief Executive Officer

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EXHIBIT A

RESTATED CERTIFICATE OF INCORPORATION
OF
ATL PRODUCTS, INC.
A DELAWARE CORPORATION

ARTICLE ONE

The name of this corporation is ATL Products, Inc. (the "Corporation").

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19901. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE FOUR

This Corporation is authorized to issue one class of stock which is designated Common Stock. The total number of shares of Common Stock authorized to be issued is One Hundred (100) shares with a par value of \$.0001 per share.

ARTICLE FIVE

The Corporation is to have perpetual existence.

ARTICLE SIX

Elections of directors need not be by written ballot unless and only to the extent that the Bylaws of the Corporation shall otherwise provide.

ARTICLE SEVEN

The number of directors which constitute the whole Board of Directors of the Corporation shall be fixed in the manner designated in the Bylaws of the Corporation.

ARTICLE EIGHT

In furtherance and not in limitation of the powers conferred by statute, and subject to such limitations and exceptions contained in the Bylaws of the Corporation, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE NINE

(a) To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(b) The Corporation shall indemnify to the fullest extent permitted by law (as the same exists or may hereafter be amended) any person made or threatened to be made a party to a threatened, pending or completed action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she, his or her testator or intestate is or was a director, officer, employee or agent of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred in connection with any such action, suit or proceeding. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which any director or officer may be entitled under any bylaw, agreement, vote of directors or stockholders or otherwise.

(c) Neither any amendment nor repeal of this Article Nine, nor the adoption of any provision of this Corporation's Certificate of Incorporation inconsistent with this Article Nine, shall eliminate or reduce the effect of this Article Nine in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article Nine, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE TEN

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of Delaware law) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE ELEVEN

Vacancies created by the resignation of one or more members of the Board of Directors and newly created directorships, created in accordance with the Bylaws of this Corporation, may be filled by the vote of a majority, although less than a quorum, of the directors then in office, or by a sole remaining director.

ARTICLE TWELVE

Advance notice of new business and stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

ARTICLE THIRTEEN

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by Delaware law, and all rights conferred upon stockholders herein are granted subject to this reservation.