

SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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

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

DELAWARE  
 (State of incorporation)

94-2665054  
 (I.R.S. Employer  
 Identification Number)

500 McCarthy Boulevard  
 Milpitas, California 95035  
 (Address of principal executive offices)

1986 STOCK OPTION PLAN  
 1993 LONG-TERM INCENTIVE PLAN  
 1996 BOARD OF DIRECTORS STOCK OPTION PLAN  
 ATL PRODUCTS, INC. 1996 STOCK INCENTIVE PLAN  
 ATL PRODUCTS, INC. 1997 STOCK INCENTIVE PLAN  
 EMPLOYEE STOCK PURCHASE PLAN  
 (Full title of the plan(s))

Richard L. Clemmer  
 Chief Financial Officer  
 Quantum Corporation  
 500 McCarthy Boulevard  
 Milpitas, California 95035  
 (Name and address of agent for service)

(408) 894-4000  
 (Telephone number, including area code, of agent for service)

Copy to:  
 Steven E. Bochner, Esq.  
 WILSON SONSINI GOODRICH & ROSATI  
 Professional Corporation  
 650 Page Mill Road  
 Palo Alto, California 94304-1050

CALCULATION OF REGISTRATION FEE

<TABLE>  
 <CAPTION>

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
<S>	<C>	<C>	<C>	<C>
Hard Disk Drive Group Common Stock, par value \$0.01 per share	16,302,382 (1)	(3)	\$82,806,857 (3)	\$23,020.31
DLT & Storage Systems Group Common Stock, par value \$0.01 per share	32,604,764 (2)	(3)	\$464,008,263 (3)	\$128,994.30

</TABLE>

- (1) Includes 1,467,906 shares reserved for issuance pursuant to the 1986 Stock Option Plan, 12,566,487 shares reserved for issuance pursuant to the 1993 Long-Term Incentive Plan, 300,000 shares reserved for issuance pursuant to the 1996 Board of Directors Stock Option Plan, 598,994 shares reserved for issuance pursuant to the ATL Products, Inc. 1996 Stock Incentive Plan, 99,751 shares reserved for issuance pursuant to the ATL Products, Inc. 1997 Stock Incentive Plan and 1,269,244 shares reserved for issuance pursuant to the Employee Stock Purchase Plan.
- (2) Includes 2,935,812 shares reserved for issuance pursuant to the 1986 Stock

Option Plan, 25,132,974 shares reserved for issuance pursuant to the 1993 Long-Term Incentive Plan, 600,000 shares reserved for issuance pursuant to the 1996 Board of Directors Stock Option Plan, 1,197,988 shares reserved for issuance pursuant to the ATL Products, Inc. 1996 Stock Incentive Plan, 199,502 shares reserved for issuance pursuant to the ATL Products, Inc. 1997 Stock Incentive Plan and 2,538,488 shares reserved for issuance pursuant to the Employee Stock Purchase Plan.

- (3) In accordance with Rule 457(h), for options outstanding under the plans, the registration fee is based on the weighted average exercise price of \$13.10 per share and \$4.77 per share for the outstanding options to purchase DLT & Storage Systems Group Common Stock ("DSSG Stock") and Hard Disk Drive Group Common Stock ("HDDG Stock"), respectively. As of August 5, 1999, there were approximately 26,178,657 outstanding options to purchase DSSG Stock and approximately 13,089,328 outstanding options to purchase HDDG Stock. For the remaining shares of DSSG Stock and HDDG Stock reserved for issuance under the plans but not subject to outstanding options, the registration fee is based on the average of the high and low price of the DSSG Stock and HDDG Stock which was \$18.84 and \$6.34, respectively, as reported on the New York Stock Exchange on August 5, 1999.

QUANTUM CORPORATION  
REGISTRATION STATEMENT ON FORM S-8

PART II

INFORMATION REQUIRED IN 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, 1999, filed pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "1934 Act");

(b) The description of the Company's Common Stock and Preferred Share Purchase Rights contained in the Company's Registration Statement on Form 8-A filed July 21, 1999 pursuant to Section 12(b) of the 1934 Act and any amendment or report filed for the purpose of updating any such description; and

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. 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.

<S> <C>

Exhibit  
Number

Description

Exhibit Number	Description
5.1	Opinion of Counsel as to legality of securities being registered.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Independent Accountants' Consent--MKE-Quantum Components LLC.
23.3	Consent of Counsel (contained in Exhibit 5.1).
24.1	Power of Attorney (see page II-5).

</TABLE>

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 bona fide 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 bona fide 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 for 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.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Quantum Corporation, a corporation organized and existing under the laws of the State of Delaware, 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 \_\_\_\_ day of August, 1999.

QUANTUM CORPORATION

By: /s/ Richard L. Clemmer

Richard L. Clemmer,  
Chief Financial Officer

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael A. Brown and Richard L. Clemmer,

jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with 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:

Signature	Title	Date
<S> /s/ Michael A. Brown ----- (Michael A. Brown)	<C> Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	<C> August 9, 1999
/s/ Richard L. Clemmer ----- (Richard L. Clemmer)	Chief Financial Officer (Principal Financial and Accounting Officer)	August 9, 1999
/s/ Stephen M. Berkeley ----- (Stephen M. Berkeley)	Director	August 9, 1999
/s/ David A. Brown ----- (David A. Brown)	Director	August 9, 1999
/s/ Robert J. Casale ----- (Robert J. Casale)	Director	August 9, 1999
/s/ Edward M. Esber ----- (Edward M. Esber)	Director	August 9, 1999
/s/ Steven C. Wheelwright ----- (Steven C. Wheelwright)	Director	August 9, 1999

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INDEX TO EXHIBITS

Exhibit Number	Description
5.1	Opinion of Counsel.....
23.1	Consent of Ernst & Young, LLP, Independent Auditors.....
23.2	Independent Accountants' Consent--MKE-Quantum Components LLP.....
23.3	Consent of Counsel (contained in Exhibit 5.1).....
24.1	Power of Attorney (see Page II-5 of Registration Statement).....

[Letterhead of Wilson Sonsini Goodrich & Rosati]

August 9, 1999

Quantum Corporation  
500 McCarthy Boulevard  
Milpitas, CA 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 9, 1999 (the "Registration Statement"), in connection with the Registration under the Securities Act of 1933, as amended, of 16,302,382 shares of Quantum Corporation--HDDG Common Stock, par value \$.01 per share, and 32,604,764 shares of Quantum Corporation--DSSG Common Stock, par value \$0.01 per share (the "Shares"), reserved for issuance pursuant to the 1986 Stock Option Plan, the 1993 Long-Term Incentive Plan, the 1996 Board of Directors Stock Option Plan, the ATL Products, Inc. 1996 Stock Incentive Plan, the ATL Products, Inc. 1997 Stock Incentive Plan and the Employee Stock Purchase Plan (the "Plans"). As your counsel in connection with the transaction, 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 plans.

It is our opinion, when issued and sold in the manner referred to in the plans, 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,  
/s/ Wilson Sonsini Goodrich & Rosati  
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 1986 Stock Option Plan, the 1993 Long-Term Incentive Plan, the 1996 Board of Directors Stock Option Plan, the ATL Products, Inc. 1996 Stock Incentive Plan, the ATL Products, Inc. 1997 Stock Incentive Plan and the Employee Stock Purchase Plan of Quantum Corporation of our report dated April 26, 1999, 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, 1999, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Palo Alto, California  
August 3, 1999

INDEPENDENT ACCOUNTANTS' CONSENT

The Board of Directors and Members

MKE-Quantum Components LLC:

We consent to the incorporation by reference in the registration statement on Form S-8 of Quantum Corporation of our report dated April 14, 1998, except for notes 6(b) and 12, which are as of June 5, 1998, with respect to the consolidated balance sheet of MKE-Quantum Components LLC as of March 5, 1998, and the related consolidated statements of operations, members' equity, and cash flows for the period from May 16, 1997 (Inception) through March 31, 1998, which report appears in Form 8-K of Quantum Corporation dated March 26, 1999.

/s/ KPMG LLP

Boston, Massachusetts  
August 6, 1999