

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

Amendment No. 2
to
SCHEDULE TO

(Rule 14d-100)
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

QUANTUM CORPORATION

(Name of Subject Company (Issuer))

QUANTUM CORPORATION (Issuer)

(Name of Filing Person (Identifying Status as Offeror, Issuer or Other Person))

4.375% Convertible Subordinated Notes Due 2010
(Title of Class of Securities)

747906 AD 7
747906 AE 5
(CUSIP Numbers of Class of Securities)

Shawn Hall
Vice President, General Counsel and Secretary
1650 Technology Drive, Suite 800
San Jose, California 95110
(408) 944-4000

(Name, address and telephone numbers of person authorized to receive notices
and communications on behalf of Filing Persons)

Copy to:
Greg Rodgers, Esq.
Latham & Watkins LLP
885 Third Avenue
New York, New York 10022
Phone: (212) 906-1200
Fax: (212) 751-4864

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$99,900,000.00	\$5,574.42

* Determined pursuant to Rule 0-11(b)(1) of the Securities Exchange Act of 1934. Based upon the maximum amount of cash that might be paid for the 4.375% Convertible Subordinated Notes Due 2010 (the "Notes") assuming that \$135,000,000 aggregate principal amount of outstanding Notes are purchased at a price of \$740 per \$1,000 principal amount.

** The amount of the filing fee equals \$55.80 per \$1,000,000 of the value of the transaction.

Check the box if any part of the filing fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$5,546.52 Filing Party: Quantum Corporation
Form or Registration No.: Schedule TO-I Date Filed: March 27, 2009

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transaction to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 2 ("Amendment No. 2") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the United States Securities and Exchange Commission on March 27, 2009 by Quantum Corporation ("Quantum" or the "Company"), a Delaware corporation (as amended and supplemented to date, the "Schedule TO"), in connection with Quantum's offer to purchase for cash, on the terms and subject to the conditions set forth in the Offer to Purchase, dated March 27, 2009 (a copy of which was filed as exhibit (a)(1)(A) to the Schedule TO) (the "Offer to Purchase"), and the related Letter of Transmittal (a copy of which was filed as exhibit (a)(1)(B) to the Schedule TO), up to a maximum purchase amount of Quantum's outstanding 4.375% Convertible Subordinated Notes Due 2010.

The Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended. The information in the Offer to Purchase and the Letter of Transmittal is incorporated by reference in the Schedule TO to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein. All references herein to page numbers and sections in the Offer to Purchase and Letter of Transmittal refer to page numbers and sections in those documents as they were filed with the SEC via EDGAR as exhibits to the Schedule TO.

Items 1 and 4.

The Offer to Purchase, Letter of Transmittal and Items 1 and 4 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by adding the following language thereto:

"On April 28, 2009, the Company issued a press release announcing that it is increasing the purchase price for the Notes pursuant to the Offer to \$740 in cash, plus accrued and unpaid interest to, but not including, the payment date, for each \$1,000 principal amount of Notes tendered and accepted for payment by Quantum. Quantum also announced a decrease in the aggregate principal amount of Notes it is offering to acquire pursuant to the Offer to \$135 million (the "*Maximum Purchase Amount*"). Accordingly, all references in the Offer to Purchase, Letter of Transmittal and the Schedule TO to a purchase price of \$700 per \$1,000 or a Maximum Purchase Amount of \$142 million shall instead be deemed to be references to a purchase price of \$740 per \$1,000 and a Maximum Purchase Amount of \$135 million, respectively. A copy of the press release is attached to the Schedule TO (as amended) as Exhibit (a)(5)(C)."

Item 7. Source and Amount of Funds or Other Consideration

The Offer to Purchase and Item 7(a) of the Schedule TO, to the extent such Item incorporates by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

On page 6 of the Offer to Purchase, the section entitled "Source and Amount of Funds" is hereby amended by deleting the first sentence of the first paragraph in its entirety and replacing it with the following:

"The maximum amount of funds required by us to purchase the Notes pursuant to the Offer is estimated to be approximately \$99,900,000."

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by the addition of exhibit (a)(5)(C), and, as so amended, is restated as follows:

<u>Exhibit Number</u>	<u>Description of Document</u>
(a)(1)(A)*	Offer to Purchase, dated March 26, 2009.
(a)(1)(B)*	Form of Letter of Transmittal.
(a)(1)(C)*	IRS Form W-9.
(a)(5)(B)*	Press Release Regarding Offer, dated March 26, 2009 (incorporated by reference to exhibit 99.1 to our Current Report on Form 8-K, filed March 26, 2009).
(a)(5)(C)**	Press Release Regarding Amendment to Offer, dated April 28, 2009.
(b)(1)*	Commitment letter, dated as of March 26, 2009, between Quantum Corporation and EMC International Company.
(b)(2)*	Amendment to Commitment Letter, dated as of April 15, between Quantum Corporation and EMC International Company.
(d)(1)	Indenture, dated as of July 30, 2003, between Quantum Corporation and U.S. Bank National Association relating to the 4.375% Convertible Subordinated Notes due 2010 (incorporated by reference to exhibit 4.1 to our Registration Statement on Form S-3 (File No. 333-109587) filed on October 9, 2003).
(d)(2)	Stockholder Agreement, dated as of October 28, 2002 (incorporated by reference to exhibit 4.2 to our Quarterly Report on Form 10-Q, filed on November 13, 2002).
(d)(3)	Amended and Restated 1993 Long-Term Incentive Plan effective November 10, 2007 (incorporated by reference to exhibit 10.1 to our Current Report on Form 8-K, filed on November 15, 2007).
(d)(4)	1993 Long-Term Incentive Plan Form of Restricted Stock Unit Agreement (incorporated by reference to exhibit 10.3 to our Current Report on Form 8-K, filed on March 3, 2006).
(d)(5)	1993 Long-Term Incentive Plan Form of Stock Option Agreement (incorporated by reference to exhibit 99(d)(5) to our Schedule TO, filed on June 4, 2001).
(d)(6)	Amended and Restated Non-Employee Director Equity Incentive Plan effective November 10, 2007 (incorporated by reference to exhibit 10.2 to our Current Report on Form 8-K, filed on November 15, 2007).
(d)(7)	Form of Director Grant Agreement under the Amended and Restated Non-Employee Director Equity Incentive Plan effective November 10, 2007 (incorporated by reference to exhibit 10.2 to our Current Report on Form 8-K, filed on August 23, 2007).
(d)(8)	Amended Employee Stock Purchase Plan (incorporated by reference to exhibit 10.3 to our Current Report on Form 8-K, filed on August 23, 2007).
(d)(9)	Stock Purchase Agreement, dated as of July 1, 2007 (incorporated by reference to exhibit 10.7 to our Quarterly Report on Form 10-Q, filed on August 9, 2007).
(d)(10)	Amended and Restated Preferred Shares Rights Agreement (incorporated by reference to exhibit 3.1 to our Registration Statement on Form S-4/A (File No. 333-75153), filed on June 10, 1999).
(d)(11)	First Amendment to the Amended and Restated Preferred Shares Rights Agreement (incorporated by reference to exhibit 4.1 to our Quarterly Report on Form 10-Q, filed on November 13, 2002).
(d)(12)	Second Amendment to the Amended and Restated Preferred Shares Rights Agreement (incorporated by reference to exhibit 4.1 to our Current Report on Form 8-K, filed on November 6, 2006).
(g)	Not Applicable.
(h)	Not Applicable.

* Previously filed.

** Filed herewith.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Quantum Corporation

By: /s/ Shawn D. Hall

Name: Shawn D. Hall

Title: Vice President, General Counsel and Secretary

Dated: April 28, 2009

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description of Document</u>
(a)(1)(A)*	Offer to Purchase, dated March 26, 2009.
(a)(1)(B)*	Form of Letter of Transmittal.
(a)(1)(C)*	IRS Form W-9.
(a)(5)(B)*	Press Release Regarding Offer, dated March 26, 2009 (incorporated by reference to exhibit 99.1 to our Current Report on Form 8-K, filed March 26, 2009).
(a)(5)(C)**	Press Release Regarding Amendment to Offer, dated April 28, 2009.
(b)(1)*	Commitment letter, dated as of March 26, 2009, between Quantum Corporation and EMC International Company.
(b)(2)*	Amendment to Commitment Letter, dated as of April 15, between Quantum Corporation and EMC International Company.
(d)(1)	Indenture, dated as of July 30, 2003, between Quantum Corporation and U.S. Bank National Association relating to the 4.375% Convertible Subordinated Notes due 2010 (incorporated by reference to exhibit 4.1 to our Registration Statement on Form S-3 (File No. 333-109587) filed on October 9, 2003).
(d)(2)	Stockholder Agreement, dated as of October 28, 2002 (incorporated by reference to exhibit 4.2 to our Quarterly Report on Form 10-Q, filed on November 13, 2002).
(d)(3)	Amended and Restated 1993 Long-Term Incentive Plan effective November 10, 2007 (incorporated by reference to exhibit 10.1 to our Current Report on Form 8-K, filed on November 15, 2007).
(d)(4)	1993 Long-Term Incentive Plan Form of Restricted Stock Unit Agreement (incorporated by reference to exhibit 10.3 to our Current Report on Form 8-K, filed on March 3, 2006).
(d)(5)	1993 Long-Term Incentive Plan Form of Stock Option Agreement (incorporated by reference to exhibit 99(d)(5) to our Schedule TO, filed on June 4, 2001).
(d)(6)	Amended and Restated Non-Employee Director Equity Incentive Plan effective November 10, 2007 (incorporated by reference to exhibit 10.2 to our Current Report on Form 8-K, filed on November 15, 2007).
(d)(7)	Form of Director Grant Agreement under the Amended and Restated Non-Employee Director Equity Incentive Plan effective November 10, 2007 (incorporated by reference to exhibit 10.2 to our Current Report on Form 8-K, filed on August 23, 2007).
(d)(8)	Amended Employee Stock Purchase Plan (incorporated by reference to exhibit 10.3 to our Current Report on Form 8-K, filed on August 23, 2007).
(d)(9)	Stock Purchase Agreement, dated as of July 1, 2007 (incorporated by reference to exhibit 10.7 to our Quarterly Report on Form 10-Q, filed on August 9, 2007).
(d)(10)	Amended and Restated Preferred Shares Rights Agreement (incorporated by reference to exhibit 3.1 to our Registration Statement on Form S-4/A (File No. 333-75153), filed on June 10, 1999).
(d)(11)	First Amendment to the Amended and Restated Preferred Shares Rights Agreement (incorporated by reference to exhibit 4.1 to our Quarterly Report on Form 10-Q, filed on November 13, 2002).
(d)(12)	Second Amendment to the Amended and Restated Preferred Shares Rights Agreement (incorporated by reference to exhibit 4.1 to our Current Report on Form 8-K, filed on November 6, 2006).

* Previously filed.

** Filed herewith.

**News Release****Contact:**

Brad Cohen
Public Relations
Quantum Corp.
(408) 944-4044
brad.cohen@quantum.com

For Release:

April 28, 2009
1:05 p.m. PDT

Marilyn Keys
Investor Relations
Quantum Corp.
(408) 944-4450
ir@quantum.com

QUANTUM CORPORATION ANNOUNCES NEW TERMS OF THE TENDER OFFER FOR ITS 4.375% CONVERTIBLE SUBORDINATED NOTES DUE 2010

SAN JOSE, Calif., April 28, 2009 – Quantum Corp. (NYSE:QTM), the leading global specialist in backup, recovery and archive, announced today, in connection with its previously announced tender offer for its 4.375% Convertible Subordinated Notes due 2010 (CUSIP Nos. 747906 AD 7 and 747906 AE 5) (the “Notes”), that it is increasing the purchase price pursuant to the tender offer from \$700 per \$1,000 principal amount of notes to \$740 per \$1,000 principal amount of Notes. Noteholders who have validly tendered and not properly withdrawn their Notes prior to the expiration date of 5:00 p.m. EDT, on May 12, 2009 (as such date and time may be extended), including noteholders who tendered their Notes prior to today’s announcement, will be eligible to receive the increased purchase price, subject to the terms and conditions of the tender offer.

Quantum also announced today that it is decreasing the aggregate principal amount of Notes it is offering to purchase pursuant to the tender offer from \$142 million to \$135 million. To the extent that acceptances of all validly tendered Notes would require Quantum to purchase more than \$135 million in aggregate principal amount of Notes in the tender offer, Quantum will allocate acceptances on a pro rata basis among the tendering noteholders.

Except for the new terms announced today, all terms and conditions of the tender offer remain unchanged. The complete terms and conditions of the tender offer are set forth in an Offer to Purchase, dated March 27, 2009, and the related Letter of Transmittal, each as amended or supplemented from time to time.

-more-

Quantum has retained Credit Suisse to act as the dealer manager for the tender offer, which can be contacted at (212) 325-2000. Requests for the Offer to Purchase and other documents relating to the tender offer may be directed to Global Bondholder Services Corporation, the information agent, which can be contacted at (212) 430-3774 (for banks and brokers only) or (866) 488-1500 (for all others toll-free).

Neither Quantum, nor any member of its Board of Directors, nor the dealer manager nor the information agent is making any recommendation to noteholders as to whether to tender or refrain from tendering their Notes into the tender offer. Noteholders must decide whether they will tender in the offer and, if so, how many Notes they will tender.

This release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell the Notes or any other securities. The tender offer is only being made pursuant to the tender offer documents, including the Offer to Purchase and the related Letter of Transmittal that Quantum is distributing to noteholders. The tender offer is not being made to noteholders in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

About Quantum

Quantum Corp. (NYSE:QTM) is the leading global storage company specializing in backup, recovery and archive. Combining focused expertise, customer-driven innovation, and platform independence, Quantum provides a comprehensive, integrated range of disk, tape, and software solutions supported by a world-class sales and service organization. This includes the DXi-Series, the first disk backup solutions to extend the power of data deduplication and replication across the distributed enterprise. As a long-standing and trusted partner, the company works closely with a broad network of resellers, OEMs and other suppliers to meet customers' evolving data protection needs. Quantum Corp., 1650 Technology Drive, Suite 800, San Jose, CA 95110, (408) 944-4000, www.quantum.com.

###

Quantum and the Quantum logo are trademarks of Quantum Corporation registered in the United States and other countries. All other trademarks are the property of their respective owners.

"Safe Harbor" Statement: This press release contains "forward-looking" statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. Specifically, without limitation, statements implying that Quantum will successfully consummate the tender offer and purchase any outstanding notes as described above are forward-looking statements within the meaning of the Safe Harbor. All forward-looking statements in this press release are based on information available to Quantum on the date hereof, and Quantum assumes no obligation to update any such forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause Quantum's actual results to differ materially from those implied by the forward-looking statements. These risks include the risk that closing conditions for the EMC loan or the repurchase of Quantum's convertible debt are not satisfied as well as the risks set forth in Quantum's periodic filings with the Securities and Exchange Commission, including, but not limited to, those risks and uncertainties listed in the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Risk Factors," in Quantum's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on February 9, 2009 and in Quantum's Annual Report on Form 10-K filed with the Securities and Exchange Commission on June 13, 2008. Quantum expressly disclaims any obligation to update or alter its forward-looking statements, whether as a result of new information, future events or otherwise.

-end-