

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

Amendment No. 5  
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**
\$99,450,000.00	\$5,549.31

\* 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 \$117,000,000 aggregate principal amount of outstanding Notes are purchased at a price of \$850 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: \$5,574.42 Filing Party: Quantum Corporation  
Form or Registration No.: Schedule TO-I/A Date Filed: April 28, 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:

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## INTRODUCTORY STATEMENT

This Amendment No. 5 (“Amendment No. 5”) 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. Capitalized terms not otherwise defined herein have the meanings given to such terms in the Offer to Purchase.

### **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 June 1, 2009, the Company issued a press release announcing that it is extending the Expiration Date from 5:00 p.m., New York City time, on May 29, 2009 to 5:00 p.m., New York City time, on June 3, 2009. Noteholders may withdraw tendered Notes at any time on or before the Expiration Date, as extended. Accordingly, all references in the Offer to Purchase, Letter of Transmittal and the Schedule TO to an Expiration Date of 5:00 p.m., New York City time, on May 29, 2009, shall instead be deemed to be references to an Expiration Date of 5:00 p.m., New York City time, on June 3, 2009.”

A copy of the press release is attached to the Schedule TO (as amended) as exhibit (a)(5)(F).

### **Item 7. Source and Amount of Funds or Other Consideration**

Item 7 of the Schedule TO is hereby amended and supplemented by incorporating by reference the information contained in exhibit (b)(4) attached hereto.

Pursuant to the amendment to the Commitment Letter filed as exhibit (b)(4) attached hereto, EMC International Company extended its commitment from June 2, 2009 to June 10, 2009.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by the addition of exhibits (a)(5)(F) and (b)(4), 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.
(a)(5)(D)*	Press Release Regarding Amendment to Offer, dated May 12, 2009
(a)(5)(E)*	Press Release Regarding Amendment to Offer, dated May 27, 2009.
(a)(5)(F)**	Press Release Regarding Amendment to Offer, dated June 1, 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.
(b)(3)*	Amendment to Commitment Letter, dated as of May 13, 2009, between Quantum Corporation and EMC International Company
(b)(4)**	Amendment to Commitment Letter, dated as of June 1, 2009, 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.

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**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: June 1, 2009

## INDEX TO EXHIBITS

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(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](mailto:brad.cohen@quantum.com)

**For Release:**

**June 1, 2009**  
**1:00 a.m. EDT**

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

**QUANTUM CORPORATION ANNOUNCES EXTENSION OF EXPIRATION DATE FOR ITS TENDER OFFER**

**SAN JOSE, Calif., June 1, 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 up to \$117 million aggregate principal amount of its 4.375% Convertible Subordinated Notes due 2010 (CUSIP Nos. 747906 AD 7 and 747906 AE 5) (the “Notes”), that it is extending the expiration date from 5:00 p.m. EDT on May 29, 2009 to 5:00 p.m. EDT on June 3, 2009. Noteholders may withdraw tendered Notes at any time on or before the new expiration date.

Except for the extension of the expiration date 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.

As of 5:00 p.m. EDT on May 29, 2009, approximately \$32 million in aggregate principal amount of Notes have been validly tendered and not properly withdrawn pursuant to the tender offer.

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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](http://www.quantum.com).

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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.

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“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, but 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.

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**PERSONAL AND CONFIDENTIAL**

June 1, 2009

Quantum Corporation  
1650 Technology Drive, Suite 800  
San Jose, CA 95110  
Attn: Shawn D. Hall, Vice President,  
General Counsel and Secretary

Dear Shawn:

Reference is made to our commitment letter, dated March 27, 2009 (as amended, restated, supplemented or otherwise modified from time to time, the **Commitment Letter**), to Quantum Corporation. Capitalized terms used herein but not otherwise defined herein shall have the meanings given to such terms in the Commitment Letter.

We hereby agree that the Commitment Letter shall be amended as follows:

(i) the date "June 2, 2009" where it appears in Annex B to the Commitment Letter shall be replaced with "June 10, 2009"; and

(ii) the 10<sup>th</sup> paragraph of the Commitment Letter shall be deleted in its entirety and replaced with the following: "EMC International's commitment hereunder shall terminate upon the first to occur of (i) a material breach by the Company under this Commitment Letter and (ii) June 10, 2009, unless the closing of the Term Facility, on the terms and subject to the conditions contained herein, shall have been consummated on or before such date."

Very truly yours,

**EMC INTERNATIONAL COMPANY**

By: /s/ Paul T. Dacier

Name: Paul T. Dacier  
Title: Director

**ACCEPTED AS OF THE DATE ABOVE:**

**QUANTUM CORPORATION**

By: /s/ Shawn D. Hall

Name: Shawn D. Hall  
Title: Vice President, General Counsel and Secretary