

UNITED STATES
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

Date of Report (Date of earliest event reported): May 1, 2017

Quantum Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-13449

(Commission File No.)

94-2665054

(IRS Employer Identification No.)

224 Airport Parkway, Suite 550
San Jose, CA 95110

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (408) 944-4000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 3, 2017, Quantum Corporation (the “Company”) announced that on May 1, 2017 Mr. Marc E. Rothman, Executive Vice President and Chief Financial Officer of VeriFone, Inc. and Mr. Adalio T. Sanchez, President of S Group Advisory, LLC have been appointed to the Board of Directors (the “Board”) of the Company effective May 4, 2017. Messrs. Rothman and Sanchez were appointed to the Board pursuant to the terms of the settlement agreement, dated as of March 2, 2017 (the “Settlement Agreement”) between VIE X Capital Advisors, LLC and the Company. Mr. Rothman has been appointed to the Company’s Audit Committee and Mr. Sanchez has been appointed to the Company’s Leadership and Compensation Committee.

The material terms and conditions of Messrs. Rothman and Sanchez appointments are set forth in their respective offer letters, which are filed with this report as Exhibits 10.1 and 10.2 and incorporated herein by reference and the Settlement Agreement which was filed by the Company on Form 8-K on March 3, 2017. They will participate in the Company’s standard compensation and benefits program for outside directors. In addition, Messrs. Rothman and Sanchez entered into the Company's Director Change of Control Agreement and the Company's Indemnification Agreement, in the forms filed by the Company on Form 8-K on May 10, 2011 and April 4, 2007 respectively.

There are no related party transactions between the Company and Messrs. Rothman and Sanchez (or any immediate family member thereof) requiring disclosure under Item 404(a) of Regulation S-K.

Pursuant to the terms of the Settlement Agreement, in connection with the appointment of Messrs. Rothman and Sanchez, John Mutch and Jon Gacek resigned from the Board, effective May 1, 2017. There were no disagreements between the directors and the Company. Mr. Gacek continues to serve as the Chief Executive Officer of the Company.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit	Description
10.1	Offer Letter to Mr. Rothman, dated May 1, 2017
10.2	Offer Letter to Mr. Sanchez, dated May 1, 2017

SIGNATURE

Pursuant to the 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

/s/ SHAWN D. HALL

Shawn D. Hall

Senior Vice President, General Counsel and
Secretary

Dated: May 3, 2017

EXHIBIT INDEX

Exhibit	Description
10.1	Offer Letter to Mr. Rothman, dated May 1, 2017
10.2	Offer Letter to Mr. Sanchez, dated May 1, 2017

[Quantum Letterhead]

May 1, 2017

Mr. Marc E. Rothman
[Address]

Dear Marc:

We are pleased to offer you the opportunity to serve on the Board of Directors (the "Board") of Quantum Corporation ("Quantum") Your appointment was approved today by the Quantum Board, with an effective date of May 4, 2017.

Under the current Board compensation program, your Board retainer will be \$50,000 per annum. Additionally, as a member of the Audit Committee, you will receive an additional cash retainer of \$12,500 per annum. These retainers are paid in cash, generally in quarterly installments, and will be prorated for partial periods of service. Quantum will also reimburse you for any reasonable travel or incidental expenses associated with performing your duties as a Board member. In addition, we anticipate that you will succeed David Roberson as Chairman of the Audit Committee when he leaves the Board.

We will recommend to the Leadership and Compensation Committee that restricted stock units (RSUs) with a total value of \$33,333 be awarded to you, calculated using a company stock value of the higher of \$8 or the current stock price. The number of RSUs to be awarded will be determined at the time of award based on the company's closing stock price on the date of the Leadership and Compensation Committee's approval, which occurs on the first business day of every month. These RSUs will vest 100% on the date of the Company's next annual stockholder meeting, anticipated to occur on August 31, 2017. Once the RSUs have been approved, you will receive documentation from E*Trade, Quantum's Stock Administrator, within two (2) months from your start date. If you remain a Board member, you will receive an annual stock grant thereafter, currently set at a total value of \$100,000 per annum. Details regarding the annual stock program are subject to change.

Lastly, we are pleased to offer you the opportunity to participate in Quantum's Deferred Compensation Program. If you are interested in further information about this program, please let us know and we will forward it to you.

To confirm your acceptance of our offer, please sign one copy of this letter, complete the enclosed documents, and return them to Shawn Hall via email at shawn.hall@quantum.com or by mail to: Shawn Hall, Quantum Corporation, 224 Airport Parkway, Suite 550, San Jose, CA 95110.

Please contact me if you have any questions. Welcome to Quantum and I look forward to working with you.

Sincerely,

/s/ Jon Gacek
President & CEO
Quantum Corporation
[phone number]

I understand and accept the terms of this agreement and agree to comply with all Quantum and Board policies and procedures, including those described in Quantum's Business Conduct and Ethic's Policy, Section 16 Policy, Insider Trading Policy, and Corporate Governance Principles.

Signed: /s/ Marc E. Rothman Date: 5/1/17
Marc E. Rothman

Enclosures:

Director Change in Control Agreement
Director Indemnification Agreement
The High Road: Quantum's Business Conduct & Ethics Policy
Section 16 Policy Documentation
Insider Trading Policy
Corporate Governance Principles
EFT Form
W-9

cc: Compensation
Legal

[Quantum Letterhead]

May 1, 2017

Mr. Adalio T. Sanchez
[Address]

Dear Adalio:

We are pleased to offer you the opportunity to serve on the Board of Directors (the "Board") of Quantum Corporation ("Quantum"). Your appointment was approved today by the Quantum Board, with an effective date of May 4, 2017.

Under the current Board compensation program, your Board retainer will be \$50,000 per annum. Additionally, as a member of the Leadership and Compensation Committee, you will receive an additional cash retainer of \$10,000 per annum. These retainers are paid in cash, generally in quarterly installments, and will be prorated for partial periods of service. Quantum will also reimburse you for any reasonable travel or incidental expenses associated with performing your duties as a Board member.

We will recommend to the Leadership and Compensation Committee that restricted stock units (RSUs) with a total value of \$33,333 be awarded to you, calculated using a company stock value of the higher of \$8 or the current stock price. The number of RSUs to be awarded will be determined at the time of award based on the company's closing stock price on the date of the Leadership and Compensation Committee's approval, which occurs on the first business day of every month. These RSUs will vest 100% on the date of the Company's next annual stockholder meeting, anticipated to occur on August 31, 2017. Once the RSUs have been approved, you will receive documentation from E*Trade, Quantum's Stock Administrator, within two (2) months from your start date. If you remain a Board member, you will receive an annual stock grant thereafter, currently set at a total value of \$100,000 per annum. Details regarding the annual stock program are subject to change.

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To confirm your acceptance of our offer, please sign one copy of this letter, complete the enclosed documents, and return them to Shawn Hall via email at shawn.hall@quantum.com or by mail to: Shawn Hall, Quantum Corporation, 224 Airport Parkway, Suite 550, San Jose, CA 95110.

Please contact me if you have any questions. Welcome to Quantum and I look forward to working with you.

Sincerely,

/s/ Jon Gacek
President & CEO
Quantum Corporation
[phone number]

I understand and accept the terms of this agreement and agree to comply with all Quantum and Board policies and procedures, including those described in Quantum's Business Conduct and Ethic's Policy, Section 16 Policy, Insider Trading Policy, and Corporate Governance Principles.

Signed: /s/ Adalio T. Sanchez Date: 5/1/2017
Adalio T. Sanchez

Enclosures:

Director Change in Control Agreement

Director Indemnification Agreement

The High Road: Quantum's Business Conduct & Ethics Policy

Section 16 Policy Documentation

Insider Trading Policy

Corporate Governance Principles

EFT Form

W-9

cc: Compensation
Legal