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): November 19, 2026

Sandisk Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware	**001-42420**	**99-1508671**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
951 Sandisk Drive **Milpitas** **California** (Address of Principal Executive Offices)		**95035** (Zip Code)

(408) 801-1000

(Registrant's Telephone Number, Including Area Code)

Not applicable

(Former Name or Former Address, if Changed Since Last Report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, $0.01 Par Value Per Share	SNDK	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 19, 2026, Sandisk Corporation (the "Company") filed a Certificate of Amendment (the "Amendment") to its Amended and Restated Certificate of Incorporation with the Secretary of State of Delaware to effect the previously announced 8-for-1 forward stock split of the Company's common stock and to proportionately increase the number of shares of the Company's authorized common stock from 450,000,000 to 3,600,000,000. The Amendment, which became effective at 4:01 p.m. Eastern Time on November 19, 2026, is filed as Exhibit 3.1 to this Current Report on Form 8-K. Trading is expected to commence on a split-adjusted basis at market open on Friday, November 20, 2026.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Sandisk Corporation, effective as of November 19, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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, thereunto duly authorized.

Sandisk Corporation
(Registrant)

By: /s/ Bernard Shek
Bernard Shek
Chief Legal Officer
and Secretary

Date: November 19, 2026

Exhibit 3.1

CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
SANDISK CORPORATION

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Sandisk Corporation (the "corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

FIRST: The name of the corporation is Sandisk Corporation.

SECOND: Article IV of the corporation's Amended and Restated Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

"This corporation shall be authorized to issue two classes of shares of stock to be designated, respectively, "Preferred Stock" and "Common Stock"; the total number of shares which this corporation shall have authority to issue is three billion six hundred and ten million (3,610,000,000); the total number of shares of Preferred Stock shall be ten million (10,000,000) and each such share shall have a par value of one cent ($0.01); and the total number of shares of Common Stock shall be three billion six hundred million (3,600,000,000) and each such share shall have a par value of one cent ($0.01).

Upon the effectiveness of this Certificate of Amendment (the "Effective Time"), each share of Common Stock issued as of immediately prior to the Effective Time shall be automatically subdivided and reclassified into 8 validly issued, fully paid and non-assessable shares of Common Stock, without any further action by the corporation or the holder thereof (the "Stock Split"). From and after the Effective Time, each book-entry share or certificate, as applicable, representing Common Stock from prior to the Effective Time ("Old Common Stock") shall thereafter represent the number of shares of Common Stock into which such shares have been reclassified at the Effective Time pursuant to the Stock Split; provided, however, that each person holding of record a certificate or certificates that represented shares of Old Common Stock may receive, upon surrender of such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of Common Stock to which such person is entitled as a result of the Stock Split based on the number of shares of Old Common Stock held by such person immediately prior to the Effective Time.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby vested with authority to fix by resolution or resolutions the designations and the powers (including full, limited or no voting powers), preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation the dividend rate, conversion rights, redemption

price and liquidation preference, of any series of shares of Preferred Stock, and to fix the number of shares constituting any such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series."

THIRD: Pursuant to resolutions adopted by the Board of Directors of the corporation approving the proposed amendment to the Amended and Restated Certificate of Incorporation of the corporation, the Board of Directors of the corporation declared said amendment to be advisable.

FOURTH: The foregoing amendments were duly adopted in accordance with Section 242 of the DGCL.

FIFTH: This Certificate of Amendment shall become effective at 4:01 p.m. Eastern Time on November 19, 2026.

IN WITNESS WHEREOF, Sandisk Corporation has caused this Certificate to be executed by a duly authorized officer as of the 18th day of November, 2026.

SANDISK CORPORATION,
a Delaware corporation

By: /s/ Bernard Shek
Bernard Shek
Secretary