

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

**FORM S-1
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Sandisk Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3572
(Primary Standard Industrial
Classification Code Number)

99-1508671
(I.R.S. Employer
Identification No.)

951 Sandisk Drive
Milpitas, California 95035
(408) 801-1000
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Bernard Shek
Chief Legal Officer and Secretary
Sandisk Corporation
951 Sandisk Drive
Milpitas, California 95035
(408) 801-1000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Shelly Heyduk
Ryan Coombs
O'Melveny & Myers LLP
Newport Center Drive, 17th Floor
Newport Beach, California 92660
(949) 823-6900

David Azarkh
Evan Zuckerman
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
(212) 455-2000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-286626

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This registration statement is being filed with respect to the registration of 1,764,768 additional shares of common stock (including 230,187 shares of common stock subject to purchase upon exercise of the option granted to the underwriters) of Sandisk Corporation, a Delaware corporation (the “Company”), to be sold by the selling stockholders pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”). The contents of the Registration Statement on Form S-1 (File No. 333-286626), initially filed by the Company with the Securities and Exchange Commission (the “Commission”) on April 18, 2025 (as amended, the “Prior Registration Statement”) and which was declared effective by the SEC on June 5, 2025, including all exhibits thereto, are incorporated by reference into this registration statement.

The additional shares of common stock that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Filing Fee Table filed as Exhibit 107 to the Prior Registration Statement.

The required opinion and consents are listed in Part II, Item 16 of this Registration Statement and filed herewith.

PART II
Information Not Required in Prospectus

Item 16. Exhibits

The following documents are filed as exhibits to this registration statement, and all other exhibits previously filed as exhibits to the Registrant's Registration Statement on Form S-1 (File No. 333-286626), are incorporated by reference into, and shall be deemed to be a part of, this filing.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	<u>Opinion of O'Melveny & Myers LLP (incorporated by reference to Exhibit 5.1 to the Prior Registration Statement, filed on June 4, 2025).#</u>
23.1	<u>Consent of KPMG LLP.*</u>
23.2	<u>Consent of O'Melveny & Myers LLP (included in Exhibit 5.1).#</u>
24.1	<u>Power of Attorney (included in the signature pages to the Prior Registration Statement and incorporated by reference).#</u>
107	<u>Filing Fee Table.*</u>

Previously filed

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 June 5, 2025.

SANDISK CORPORATION

By: /s/ Bernard Shek

Name: Bernard Shek

Title: Chief Legal Officer and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities held on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ David V. Goeckeler	Chief Executive Officer and Chair of the Board (Principal Executive Officer)	June 5, 2025
* _____ Luis F. Visoso	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 5, 2025
* _____ Michael R. Pokorny	Vice President, Chief Accounting Officer (Principal Accounting Officer)	June 5, 2025
* _____ Kimberly E. Alexy	Director	June 5, 2025
* _____ Richard B. Cassidy II	Director	June 5, 2025
* _____ Thomas Caulfield	Director	June 5, 2025
* _____ Devinder Kumar	Director	June 5, 2025
* _____ Matthew E. Massengill	Director	June 5, 2025
* _____ Necip Sayiner	Director	June 5, 2025
* _____ Ellyn J. Shook	Director	June 5, 2025
* _____ Miyuki Suzuki	Director	June 5, 2025

* By: /s/ Bernard Shek
Bernard Shek
Attorney-in-Fact

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use of our report dated October 11, 2024, with respect to the combined financial statements of Sandisk Corporation, incorporated herein by reference, and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ **KPMG LLP**

Irvine, California
June 5, 2025

CALCULATION OF FILING FEE TABLE

FORM S-1
(Form Type)SANDISK CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Table I: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Maximum Aggregate Offering Price(1)(2)	Fee Rate	Amount of Registration Fee(3)
Fees to be Paid	Equity	Common stock, \$0.01 par value	Rule 457(a)	1,764,768	\$38.50	\$67,943,568	0.00015310	\$10,402.16
Total Offering Amounts						\$67,943,568		\$10,402.16
Total Fees Previously Paid								—
Total Fee Offsets								\$10,402.16
Net Fee Due								\$0

Table II: Fee Offset Claims and Sources

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Fee Paid with Fee Offset Source
Fee Offset Claims	Sandisk Corporation	S-1	333-286626	April 18, 2025		\$10,402.16	
Fee Offset Sources	Sandisk Corporation	S-1	333-286626		April 18, 2025		\$10,402.16

- (1) Represents only the additional number of shares being registered pursuant to this registration statement, including additional shares subject to purchase upon exercise of the option granted to the underwriters. Does not include the shares that were previously registered on the Registration Statement on Form S-1 (File No. 333-286626), as amended (the "Prior Registration Statement"), which was declared effective by the Securities and Exchange Commission on June 5, 2025.
- (2) Based on the public offering price.
- (3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act. The Registrant previously registered 19,550,000 shares of common stock with an aggregate offering price of \$751,893,000 on the Prior Registration Statement. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a maximum aggregate offering price of \$67,943,568 is hereby registered.