

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Caulfield Thomas</u> (Last) (First) (Middle) <u>C/O SANDISK CORPORATION</u> <u>951 SANDISK DRIVE</u> (Street) <u>MILPITAS CA 95035</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sandisk Corp [SNDK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2025		A		5,693 ⁽¹⁾	A	\$0	11,685 ⁽²⁾	D	
Common Stock	03/03/2025		A		4,148 ⁽³⁾	A	\$0	15,833	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- In connection with the Spin-Off, each WDC Restricted Stock Unit ("WDC RSU") held by the reporting person immediately prior to the Spin-Off was converted into Sandisk Restricted Stock Unit ("Sandisk RSU") using the Spinco ratio as per the agreement, and shall have substantially the same vesting and other applicable terms and conditions as the corresponding WDC RSUs immediately prior to the Spin-Off.
- Includes 5,992 shares of Sandisk Common Stock acquired in connection with the spin-off from Western Digital Corporation ("WDC") effective February 21, 2025 (the "Spin-Off"), as further described in the Issuer's current report on Form 8-K filed on February 24, 2025, where each WDC shareholder received one-third (1/3) of one share of Sandisk Common Stock for each share of WDC common stock held. Such acquisition was exempt from Section 16 of the Securities Exchange Act of 1934, as amended ("Exchange Act") pursuant to Rule 16a-9 under the Exchange Act.
- Represents the grant of restricted stock units to the Reporting Person. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

/s/ Van Huynh Attorney-in-Fact for Thomas Caulfield 03/03/2025

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.