

August 27, 2015

Office of the Secretary
PCAOB
1666 K Street, N.W.
Washington, D.C. 20006-2803

Re: PCAOB Rulemaking Docket Matter No. 029

Dear Board Members:

SanDisk Corporation appreciates the opportunity to respond to the Public Company Accounting Oversight Board (“PCAOB”) Rulemaking Docket Matter No. 029 – Supplemental Request for Comment: Rules to Require Disclosure of Certain Audit Participants on a New PCAOB Form.

SanDisk, a global technology company, is a global leader in flash memory storage solutions. Our products are used in a variety of large markets, and we distribute our products globally through retail and commercial channels. We are an S&P 500 company (NASDAQ:SNDK) and Fortune 500 company, with more than half our product sales outside the United States.

We support the continued efforts of the PCAOB to enhance the quality of public company auditing. However, we do not believe that disclosure of the engagement partner provides meaningful information to shareholders, nor do we believe that disclosure of participation by other public accounting firms on an audit is beneficial to the public and private sectors. Overall, we believe disclosing the engagement partner name or affiliate auditing firms involved publicly on the PCAOB website does not provide a benefit to shareholders. We do not oppose the collection of this data by the PCAOB for private use, should the information be useful in risk analysis and audit firm inspections.

Disclosure of the engagement partner’s name does not provide useful information to shareholders.

Under the proposed rule, the name of the engagement partner would be disclosed on a new form filed with the PCAOB and be made publicly searchable on the PCAOB website. We believe disclosing the name of the engagement partner alone does not provide incremental benefits to public investors. An audit is a team effort which requires the deployment of various professionals in addition to an engagement partner. For certain audits of larger companies, involvement of multiple partners might be necessary. For instance, an audit of a conglomerate may include multiple

engagement partners or even the involvement of subject matter expert partners. Furthermore, prior to the issuance of an audit report, there are also incremental internal quality review procedures that the engagement partner is subject to. We believe the disclosure of the name of the engagement partner alone without providing appropriate context as to the role of the lead engagement partner and other partners involved would not provide better information to the public to make well-informed decisions about their investments.

Engagement partners are already held accountable for their actions through reviews held by the audit firm they represent, PCAOB audits, and their state board of accountancy. We believe that these bodies are better qualified to judge an audit partners quality of work and credentials as they can obtain access to the engagement partners' detailed work and all necessary facts required to make such a judgement. Thus the checks and balances already in place provide a more effective approach to ensuring engagement partner accountability.

Furthermore, should the engagement partners name be made publicly available on the PCAOB website, the liability taken on by the engagement partner greatly increases. This is illustrated by the reality that regardless of any involvement in legal claims made against an audit client, plaintiff lawyers can use this proposed public disclosure to further bring suit against engagement partners. We believe that unnecessary increases in personal liability, such as this, are damaging to the field of public accounting, as it decreases the incentive for bright qualified individuals to choose such a field at a time when competition for valuable employees continues to increase in the corporate world.

Participation by other affiliated and non-affiliated public accounting firms cannot be directly correlated to audit risk.

We believe that disclosure of both affiliated and non-affiliated audit firms that individually performed work that represents 5% or more of total audit hours is not useful information for shareholders. This disclosure implies to shareholders that there is an increase in audit risk associated with the use of multiple audit firms, which is largely not the case.

It is to a global company's advantage to utilize auditors affiliated with the accounting firm issuing the auditor's report as a means to reduce the financial burden of an audit. Many audits are multi-location within the US and worldwide, and the use of affiliated auditors generate benefits through reduced travel, local language ability, flexibility in audit timing and inter-coordination with local statutory audits. It is unrealistic for multi-national companies to use only the US based audit firm given the breadth of the work. Reporting the locations and or names of the affiliates only provides where the audit firm is located, but not where or how the underlying risk of the audit is. For example, many US companies employ shared service locations that may be decoupled from the main operations of the entity and understanding of where the shared service location is located, that used an affiliate audit firm, may actually confuse interested parties into thinking operational activities are also in that location. Moreover, in our experience the audit work performed by other affiliated and non-affiliated audit firms is subject to the same detailed level of review as is all work performed at headquarters. Consequently, we believe there to be no increase in audit risk associated with the use of other affiliated and non-affiliated audit firms and thus believe the disclosure of such to be of minimal value in providing shareholders comfort in the audit process.

Collection for PCAOB Private Use

We believe that should the PCAOB find the name of the audit engagement partner and the use of other affiliated and non-affiliated public accounting firms useful in the private risk assessment, that it should be collected. The collection of such data however should not be made public for the aforementioned reasons. Should the PCAOB decide to collect this data we believe that it should do so from all public companies including emerging growth companies as we believe the risks for audits are present in all sized companies and audit firms and exclusion would only lessen the value of the initiative.

We thank you for providing us with the opportunity to provide our comments on the concept release on disclosures about certain audit participants and you can reach us directly at the phone numbers below to discuss these issues further.

Sincerely,

/s/ Donald F. Robertson, Jr.
Donald F. Robertson, Jr.
Vice President,
Chief Accounting Officer
SanDisk Corporation
(408) 801-1856

/s/ Catherine P. Lego
Catherine P. Lego
Chairman,
Audit Committee of the Board of Directors
SanDisk Corporation
(650) 851-2785

CC: Judy Bruner, Executive Vice President, Administration and Chief Financial Officer