
Section 1: SC 13D/A (SC 13D/A)

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

PLANTRONICS, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

727493108
(CUSIP Number)

**Steven Spencer
Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, NY 10022
212-231-0095**

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

February 25, 2020
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1 (e), 240.13d-1(f) or 240.13d-1(g), check the following box.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

1 NAME OF REPORTING PERSONS
Triangle Private Holdings II, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
0

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH**

8 SHARED VOTING POWER
7,102,201 (1)

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
7,102,201 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,102,201 (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.8% (1)

14 TYPE OF REPORTING PERSON (See Instructions)
OO

(1) See Item 5 hereto.

1 NAME OF REPORTING PERSONS

Triangle Private Holdings I, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

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Triangle Private Investments, LLC

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(a)

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1 NAME OF REPORTING PERSONS

Siris Partners III, L.P.

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Siris Partners III Parallel, L.P.

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Siris Partners GP III, L.P.

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Siris GP HoldCo III, LLC

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17.8% (1)

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1 NAME OF REPORTING PERSONS

Siris Capital Group III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

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Siris Capital Group, LLC

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7,105,105 (1)(2)(3)

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0

10 SHARED DISPOSITIVE POWER

7,105,105 (1)(2)(3)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,105,105 (1)(2)(3)

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17.8% (1)

14 TYPE OF REPORTING PERSON (See Instructions)

OO

-
- (1) See Item 5 hereto.
 - (2) Includes 2,904 shares of PLT Common Stock (as defined below) awarded to Frank Baker in connection with his service as a director of the Issuer, which shares vested on August 2, 2019. Pursuant to an assignment agreement between Siris Capital Group (as defined below) and Mr. Baker, Mr. Baker has assigned to Siris Capital Group all of his right, title and interest in and to any compensation, including equity awards, he receives from the Issuer for his services as a director of the Issuer.
 - (3) Excludes 5,399 shares of PLT Common Stock underlying a Restricted Stock Unit Award awarded to Mr. Baker in connection with his service as a director of the Issuer, which is scheduled to vest as to 100% of the shares subject to the award on June 28, 2020.

1 NAME OF REPORTING PERSONS

Siris Group GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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-
- (1) See Item 5 hereto.
 - (2) See footnotes (2) and (3) on the previous page.

This Amendment No. 2 to Schedule 13D (this “Amendment No. 2”) amends and supplements the Schedule 13D filed on July 6, 2018 (as amended, the “Schedule 13D”) with the U.S. Securities and Exchange Commission (the “SEC”), relating to the shares of common stock, par value \$0.01 per share (“PLT Common Stock”), of Plantronics, Inc. (the “Issuer” or the “Company”). Unless specifically amended hereby, the disclosures set forth in the Schedule 13D remain unchanged. Capitalized terms used in this Amendment No. 2 that are not otherwise defined herein have the meanings attributed to them in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following:

Triangle Holdings II expended an aggregate of approximately \$10,448,918 to acquire the 750,000 shares of PLT Common Stock reported in this Amendment No. 2, all of which were acquired in open-market, broker transactions using cash on hand.

Item 5. Interest in Securities of the Issuer

Item 5 (a) - (c) of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) and (b)

None of the Reporting Persons has the sole power to vote or direct the vote or the sole power to dispose or direct the disposition of any of the shares of PLT Common Stock to which this Schedule 13D relates. The Reporting Persons have shared power to vote or direct the vote and shared power to dispose or direct the disposition of 7,102,201 shares of PLT Common Stock reported in this Schedule 13D, which constitute approximately 17.8% of the outstanding shares of PLT Common Stock. In addition, Siris Capital Group and Siris Group GP also have shared power to vote or direct the vote and shared power to dispose or direct the disposition of 2,904 shares of PLT Common Stock (which shares were awarded to Frank Baker in connection with his service as a director of the Issuer) reported in this Schedule 13D, which constitute approximately 0.01% of the outstanding shares of PLT Common Stock and, when aggregated with the shares of PLT Common Stock referenced in the previous sentence, constitute approximately 17.8% of the outstanding shares of PLT Common Stock. The number of shares of PLT Common Stock reported in this Schedule 13D to be beneficially owned by Siris Capital Group and Siris Group GP excludes 5,399 shares of PLT Common Stock underlying a Restricted Stock Unit Award awarded to Mr. Baker in connection with his service as a director of the Issuer, which is scheduled to vest as to 100% of the shares subject to the award on June 28, 2020. Pursuant to an assignment agreement between Siris Capital Group and Mr. Baker, Mr. Baker has assigned to Siris Capital Group all of his right, title and interest in and to any compensation, including equity awards, he receives from the Issuer for his services as a director of the Issuer.

The percentages set forth above are based on an aggregate of 39,927,953 shares of PLT Common Stock outstanding as of January 29, 2020, as reported in the Company’s Quarterly Report on Form 10-Q, filed with the SEC on February 6, 2020.

The Reporting Persons may be deemed to be members of a “group” for purposes of Section 13(d) of the Act, which group may be deemed to share the power to vote or direct the vote, or to dispose or direct the disposition, of the PLT Shares. However, neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the Reporting Persons that it is a member of a “group” for purposes of Section 13(d) of the Act or for any other purpose. Each of the Reporting Persons expressly disclaims beneficial ownership of securities held by any other person or entity other than, to the extent of any pecuniary interest therein, the various accounts under such Reporting Person’s management and control.

(c)

The Reporting Persons engaged in the following transactions with respect to the PLT Common Stock during the last sixty days: (i) on February 24, 2020, Triangle Holdings II acquired 300,000 shares of PLT Common Stock at a weighted average price per share of \$14.24 (in various open-market, broker transactions ranging from \$13.69 to \$14.575 per share, inclusive); and (ii) on February 25, 2020, Triangle Holdings II acquired 450,000 shares of PLT Common Stock at a weighted average price per share of \$13.68 (in various open-market, broker transactions ranging from \$13.34 to \$14.22 per share, inclusive). The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this Item 5 (c).

SIGNATURES

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2020

TRIANGLE PRIVATE HOLDINGS II, LLC

By: /s/ Peter Berger
Name: Peter Berger
Title: Authorized Signatory

TRIANGLE PRIVATE HOLDINGS I, LLC

By: /s/ Peter Berger
Name: Peter Berger
Title: Authorized Signatory

TRIANGLE PRIVATE INVESTMENTS, LLC

By: /s/ Peter Berger
Name: Peter Berger
Title: Authorized Signatory

SIRIS PARTNERS III, L.P.

SIRIS PARTNERS III PARALLEL, L.P.

By: **Siris Partners GP III, L.P., its general partner**
By: **Siris GP HoldCo III, LLC, its general partner**

By: /s/ Peter Berger
Name: Peter Berger
Title: Managing Member

SIRIS PARTNERS GP III, L.P.

By: **Siris GP HoldCo III, LLC, its general partner**

By: /s/ Peter Berger
Name: Peter Berger
Title: Managing Member

SIRIS GP HOLDCO III, LLC

By: /s/ Peter Berger
Name: Peter Berger
Title: Managing Member

SIGNATURE PAGE TO SCHEDULE 13D AMENDMENT NO. 2

SIRIS CAPITAL GROUP III, L.P.

By: Siris Group GP, LLC, its general partner

By: /s/ Peter Berger

Name: Peter Berger

Title: Manager

SIRIS CAPITAL GROUP, LLC

By: Siris Group GP, LLC, its managing member

By: /s/ Peter Berger

Name: Peter Berger

Title: Manager

SIRIS GROUP GP, LLC

By: /s/ Peter Berger

Name: Peter Berger

Title: Manager

SIGNATURE PAGE TO SCHEDULE 13D AMENDMENT NO. 2