

WESTERN DIGITAL CORP
Form 8-K
April 20, 2011

**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): April 20, 2011

Western Digital Corporation

(Exact name of registrant as specified in its charter)

Delaware

001-08703

33-0956711

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**3355 Michelson Drive, Suite 100
Irvine, California**

92612

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(949) 672-7000**

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:

- 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))
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Item 2.02 Results of Operations and Financial Condition.

On April 20, 2011, Western Digital Corporation ("Western Digital") announced financial results for the third fiscal quarter ended April 1, 2011. A copy of the press release making this announcement is attached hereto as Exhibit 99.1 and is incorporated herein by reference. A copy of Western Digital's Investor Information Summary for the third quarter ended April 1, 2011 is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

In Western Digital's press release attached as Exhibit 99.1 hereto, Western Digital reports certain financial information, including net income and earnings per share on both a GAAP and a non-GAAP basis for the third fiscal quarter ended April 1, 2011. These non-GAAP measures exclude acquisition expenses related to Western Digital's planned acquisition of Hitachi Global Storage Technologies. Because management believes these expenses may not be indicative of ongoing operations, management believes that the non-GAAP measures presented in the press release are useful to investors as an alternative method for measuring Western Digital's operating performance and comparing it against prior periods' performance.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 2.02, including Exhibit 99.1 and Exhibit 99.2, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

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| 99.1 | Press Release issued by Western Digital Corporation on April 20, 2011 announcing financial results for the third fiscal quarter ended April 1, 2011. |
| 99.2 | Third Quarter Fiscal Year 2011 Western Digital Corporation Investor Information Summary. |

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.

Western Digital Corporation
(Registrant)

Date: April 20, 2011

By: /s/ Michael C. Ray

Michael C. Ray
Vice President, General Counsel
and Secretary