
**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 17, 2019

**Western Digital®
WESTERN DIGITAL CORPORATION**
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-08703
(Commission
File Number)

33-0956711
(I.R.S. Employer
Identification No.)

5601 Great Oaks Parkway
San Jose, California
(Address of Principal Executive Offices)

95119
(Zip Code)

(408) 717-6000
(Registrant's Telephone Number, Including Area Code)

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 (*see* General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 17, 2019, Western Digital Corporation (the “Company”) appointed Robert K. Eulau as Executive Vice President and Chief Financial Officer of the Company, effective as of May 9, 2019. Mr. Eulau will join the Company on April 22, 2019 to begin his transition into the Chief Financial Officer role.

Mr. Eulau, 57, served as chief executive officer and director of Sanmina Corporation, an electronics manufacturing services provider, from October 2017 to August 2018 and as its executive vice president and chief financial officer from September 2009 to October 2017. Prior to that, Mr. Eulau served as executive vice president, chief operating officer and chief financial officer of Alien Technology Corporation, a developer of radio frequency identification products, from March 2006 to June 2008 and as senior vice president and chief financial officer of Rambus Inc., a technology licensing company, from May 2001 to March 2006. Mr. Eulau previously served over 15 years with Hewlett Packard Company in various leadership roles, including vice president and chief financial officer of its business customer organization and vice president and chief financial officer of its computing products business.

In connection with his appointment as Executive Vice President and Chief Financial Officer of the Company, Mr. Eulau will receive an annual base salary of \$700,000 and a target annual bonus opportunity under the Company’s short-term incentive plan of 110% of annual base salary. Mr. Eulau will also receive a signing bonus of \$500,000, with \$250,000 payable within three weeks of April 22, 2019 and \$250,000 payable within three weeks of April 22, 2020, subject to his continued employment with the Company on April 22, 2020. In addition, on April 22, 2019, Mr. Eulau will receive a restricted stock unit award with a grant date fair value of \$2,000,000 (with the number of units subject to the award to be determined based on the closing stock price of the Company’s common stock as of the grant date), granted under the Company’s 2017 Performance Incentive Plan. The restricted stock unit award will vest, subject to Mr. Eulau’s continued employment, in substantially equal annual installments on each of the next four anniversaries of the grant date. Further, subject to approval by the Compensation Committee of the Board of Directors, Mr. Eulau will be eligible to receive equity awards under the Company’s annual long-term incentive program for fiscal 2020 having a grant date fair value equal to approximately \$4,000,000, with 50% of the awards consisting of restricted stock units and 50% of the awards consisting of performance stock units, which awards shall have such applicable time-based and performance-based vesting conditions as shall be approved by the Compensation Committee.

There are no arrangements or understandings between Mr. Eulau and any other person pursuant to which Mr. Eulau was appointed to serve as Executive Vice President and Chief Financial Officer of the Company. There are no family relationships between Mr. Eulau and any director or executive officer of the Company, and Mr. Eulau has no direct or indirect material interest in any “related party” transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release on April 18, 2019 announcing Mr. Eulau’s appointment as Executive Vice President and Chief Financial Officer of the Company, effective May 9, 2019. The press release making this announcement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.1, 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, 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

99.1 [Press Release issued by Western Digital Corporation on April 18, 2019.](#)

Western Digital

Western Digital Appoints Robert Eulau As Chief Financial Officer

SAN JOSE, Calif. – April 18, 2019 – Western Digital Corp. (NASDAQ: WDC) today announced the appointment of Robert Eulau to lead the company's finance organization as executive vice president and chief financial officer (CFO), reporting to Steve Milligan, Western Digital's chief executive officer (CEO). Eulau will join Western Digital on April 22, 2019 to begin his transition into the new role and will formally take over the CFO role from Mark Long on May 9, 2019. Eulau, who joins Western Digital with more than 30 years' experience in financial and operational leadership roles in the technology industry, succeeds Long, who, as previously announced, will be leaving the company in June 2019.

"Western Digital occupies an increasingly strategic position in today's data-driven world. Bob Eulau's background in optimizing financial and operational performance, paired with his strong leadership skills, will help position us to make the most of exciting short- and long-term growth opportunities," said Milligan. "I'm thrilled to be adding an executive of Bob's caliber to our leadership team and I look forward to working with him."

"I'm honored to join Western Digital at such an important time in the company's history," said Eulau. "The team has built a strong platform for growth and value creation, and I look forward to helping maximize the many opportunities ahead for the company."

Eulau was most recently CEO at Sanmina Corporation where he previously served for eight years as CFO. Previously, Eulau held chief financial officer positions at Alien Technology Corporation and Rambus Incorporated, and held a number of financial leadership roles at Hewlett-Packard Company. Eulau earned a Master's in Business Administration (Finance/Accounting) from The University of Chicago and a Bachelor's in Mathematics from Pomona College. He will be based at the company's San Jose, CA headquarters location.

About Western Digital

Western Digital creates environments for data to thrive. The company is driving the innovation needed to help customers capture, preserve, access and transform an ever-increasing diversity of data. Everywhere data lives, from advanced data centers to mobile sensors to personal devices, our industry-leading solutions deliver the possibilities of data. Western Digital® data-centric solutions are marketed under the Western Digital, G-Technology™, SanDisk® and WD® brands.

Forward-Looking Statements

This press release contains forward-looking statements that involve risks and uncertainties, including, but not limited to, statements regarding the company's transition plan for the chief financial officer position and the company's positioning to capitalize on opportunities associated with the volume and value of data. Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved, if at all. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the forward-looking statements. Key risks and uncertainties include: volatility in global economic conditions; business conditions and growth in the storage ecosystem; impact of restructuring activities and cost saving initiatives; impact of competitive products and pricing; market acceptance and cost of commodity materials and specialized product components; actions by competitors; unexpected advances in competing technologies; the development and introduction of products based on new technologies and expansion into new data storage markets; risks associated with acquisitions, mergers and joint ventures; difficulties or delays in manufacturing; and other risks and uncertainties listed in the company's filings with the Securities and Exchange Commission (the "SEC"), including the company's Form 10-Q filed with the SEC on Feb. 5, 2019, to which your attention is directed. You should not place undue reliance on these forward-looking statements, which speak only as of the date hereof, and the company undertakes no obligation to update these forward-looking statements to reflect subsequent events or circumstances.

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