

WESTERN DIGITAL CORPORATION
PRELIMINARY CONDENSED CONSOLIDATED BALANCE SHEETS
(in millions; unaudited; on a US GAAP basis)

	<u>Mar. 30,</u> <u>2018</u>	<u>June 30,</u> <u>2017</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 4,963	\$ 6,354
Short-term investments	20	24
Accounts receivable, net	2,011	1,948
Inventories	2,670	2,341
Other current assets	500	389
Total current assets	<u>10,164</u>	<u>11,056</u>
Property, plant and equipment, net	3,011	3,033
Notes receivable and investments in Flash Ventures	2,160	1,340
Goodwill	10,079	10,014
Other intangible assets, net	2,956	3,823
Other non-current assets	634	594
Total assets	<u><u>\$ 29,004</u></u>	<u><u>\$ 29,860</u></u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities:		
Accounts payable	\$ 2,134	\$ 2,144
Accounts payable to related parties	282	206
Accrued expenses	1,015	1,069
Accrued compensation	509	506
Accrued warranty	195	186
Current portion of long-term debt	124	233
Total current liabilities	<u>4,259</u>	<u>4,344</u>
Long-term debt	11,076	12,918
Other liabilities	2,369	1,180
Total liabilities	<u>17,704</u>	<u>18,442</u>
Total shareholders' equity	11,300	11,418
Total liabilities and shareholders' equity	<u><u>\$ 29,004</u></u>	<u><u>\$ 29,860</u></u>

WESTERN DIGITAL CORPORATION
PRELIMINARY CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in millions, except per share amounts; unaudited; on a US GAAP basis)

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>Mar. 30,</u> <u>2018</u>	<u>Mar. 31,</u> <u>2017</u>	<u>Mar. 30,</u> <u>2018</u>	<u>Mar. 31,</u> <u>2017</u>
Revenue, net	\$ 5,013	\$ 4,649	\$ 15,530	\$ 14,251
Cost of revenue	3,086	3,126	9,677	9,860
Gross profit	<u>1,927</u>	<u>1,523</u>	<u>5,853</u>	<u>4,391</u>
Operating expenses:				
Research and development	602	613	1,823	1,837
Selling, general and administrative	376	346	1,121	1,100
Employee termination, asset impairment and other charges	35	39	135	152
Total operating expenses	<u>1,013</u>	<u>998</u>	<u>3,079</u>	<u>3,089</u>
Operating income	914	525	2,774	1,302
Interest and other expense, net	<u>(1,042)</u>	<u>(221)</u>	<u>(1,418)</u>	<u>(948)</u>
Income (loss) before taxes	(128)	304	1,356	354
Income tax expense (benefit)	<u>(189)</u>	<u>56</u>	<u>1,437</u>	<u>237</u>
Net income (loss)	<u>\$ 61</u>	<u>\$ 248</u>	<u>\$ (81)</u>	<u>\$ 117</u>
Income (loss) per common share:				
Basic	<u>\$ 0.20</u>	<u>\$ 0.86</u>	<u>\$ (0.27)</u>	<u>\$ 0.41</u>
Diluted	<u>\$ 0.20</u>	<u>\$ 0.83</u>	<u>\$ (0.27)</u>	<u>\$ 0.40</u>
Weighted average shares outstanding:				
Basic	<u>298</u>	<u>289</u>	<u>296</u>	<u>287</u>
Diluted	<u>308</u>	<u>299</u>	<u>296</u>	<u>295</u>

WESTERN DIGITAL CORPORATION
PRELIMINARY CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions; unaudited; on a US GAAP basis)

	Three Months Ended		Nine Months Ended	
	Mar. 30, 2018	Mar. 31, 2017	Mar. 30, 2018	Mar. 31, 2017
Operating Activities				
Net income (loss)	\$ 61	\$ 248	\$ (81)	\$ 117
Adjustments to reconcile net income (loss) to net cash provided by operations:				
Depreciation and amortization	499	560	1,567	1,582
Stock-based compensation	103	102	299	303
Deferred income taxes	(207)	(56)	(336)	61
Loss on disposal of assets	4	2	16	12
Write-off of issuance costs and amortization of debt discounts	185	17	208	275
Cash premium on extinguishment of debt	720	-	720	-
Non-cash portion of employee termination, asset impairment, and other charges	16	-	16	13
Other non-cash operating activities, net	(31)	17	(15)	64
Changes in operating assets and liabilities, net	(323)	108	948	71
Net cash provided by operating activities	<u>1,027</u>	<u>998</u>	<u>3,342</u>	<u>2,498</u>
Investing Activities				
Purchases of property, plant and equipment, net	(213)	(103)	(619)	(432)
Activity related to Flash Ventures, net	(198)	(154)	(707)	(224)
Acquisitions, net of cash acquired	-	-	(99)	-
Other	12	127	19	210
Net cash used in investing activities	<u>(399)</u>	<u>(130)</u>	<u>(1,406)</u>	<u>(446)</u>
Financing Activities				
Employee stock plans, net	(50)	(4)	(18)	102
Repurchases of common stock	(155)	-	(155)	-
Proceeds from acquired call option	-	-	-	61
Dividends paid to shareholders	(148)	(144)	(443)	(428)
Settlement of debt hedge contracts	-	-	28	-
Proceeds from debt, net of issuance costs	8,874	3,913	11,832	7,898
Repayment of debt and premiums	(10,467)	(3,925)	(14,581)	(12,179)
Net cash used in financing activities	<u>(1,946)</u>	<u>(160)</u>	<u>(3,337)</u>	<u>(4,546)</u>
Effect of exchange rate changes on cash	9	4	10	(5)
Net increase (decrease) in cash and cash equivalents	(1,309)	712	(1,391)	(2,499)
Cash and cash equivalents, beginning of period	6,272	4,940	6,354	8,151
Cash and cash equivalents, end of period	<u>\$ 4,963</u>	<u>\$ 5,652</u>	<u>\$ 4,963</u>	<u>\$ 5,652</u>

WESTERN DIGITAL CORPORATION
PRELIMINARY RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES

(in millions, except per share amounts; unaudited)

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>Mar. 30, 2018</u>	<u>Mar. 31, 2017</u>	<u>Mar. 30, 2018</u>	<u>Mar. 31, 2017</u>
GAAP cost of revenue	\$ 3,086	\$ 3,126	\$ 9,677	\$ 9,860
Amortization of acquired intangible assets	(235)	(284)	(788)	(724)
Stock-based compensation expense	(11)	(13)	(37)	(37)
Acquisition-related charges	-	-	-	(18)
Charges related to cost saving initiatives	(1)	(6)	6	(44)
Other	-	-	-	(3)
Non-GAAP cost of revenue	<u>\$ 2,839</u>	<u>\$ 2,823</u>	<u>\$ 8,858</u>	<u>\$ 9,034</u>
GAAP gross profit	\$ 1,927	\$ 1,523	\$ 5,853	\$ 4,391
Amortization of acquired intangible assets	235	284	788	724
Stock-based compensation expense	11	13	37	37
Acquisition-related charges	-	-	-	18
Charges related to cost saving initiatives	1	6	(6)	44
Other	-	-	-	3
Non-GAAP gross profit	<u>\$ 2,174</u>	<u>\$ 1,826</u>	<u>\$ 6,672</u>	<u>\$ 5,217</u>
GAAP operating expenses	\$ 1,013	\$ 998	\$ 3,079	\$ 3,089
Amortization of acquired intangible assets	(41)	(40)	(122)	(119)
Stock-based compensation expense	(91)	(85)	(261)	(256)
Employee termination, asset impairment and other charges	(35)	(39)	(135)	(152)
Acquisition-related charges	(2)	(2)	(12)	(17)
Charges related to cost saving initiatives	3	(22)	(18)	(70)
Other	3	1	3	(4)
Non-GAAP operating expenses	<u>\$ 850</u>	<u>\$ 811</u>	<u>\$ 2,534</u>	<u>\$ 2,471</u>
GAAP operating income	\$ 914	\$ 525	\$ 2,774	\$ 1,302
Cost of revenue adjustments	247	303	819	826
Operating expense adjustments	163	187	545	618
Non-GAAP operating income	<u>\$ 1,324</u>	<u>\$ 1,015</u>	<u>\$ 4,138</u>	<u>\$ 2,746</u>
GAAP interest and other expense, net	\$ (1,042)	\$ (221)	\$ (1,418)	\$ (948)
Convertible debt activity, net	3	1	3	7
Debt extinguishment costs	894	7	896	274
Other	8	7	2	13
Non-GAAP interest and other expense, net	<u>\$ (137)</u>	<u>\$ (206)</u>	<u>\$ (517)</u>	<u>\$ (654)</u>
GAAP income tax expense (benefit)	\$ (189)	\$ 56	\$ 1,437	\$ 237
Income tax adjustments	259	37	(1,230)	16
Non-GAAP income tax expense	<u>\$ 70</u>	<u>\$ 93</u>	<u>\$ 207</u>	<u>\$ 253</u>

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>Mar. 30,</u> <u>2018</u>	<u>Mar. 31,</u> <u>2017</u>	<u>Mar. 30,</u> <u>2018</u>	<u>Mar. 31,</u> <u>2017</u>
GAAP net income (loss)	\$ 61	\$ 248	\$ (81)	\$ 117
Amortization of acquired intangible assets	276	324	910	843
Stock-based compensation expense	102	98	298	293
Employee termination, asset impairment and other charges	35	39	135	152
Acquisition-related charges	2	2	12	35
Charges related to cost saving initiatives	(2)	28	12	114
Convertible debt activity, net	3	1	3	7
Debt extinguishment costs	894	7	896	274
Other	5	6	(1)	20
Income tax adjustments	(259)	(37)	1,230	(16)
Non-GAAP net income	<u>\$ 1,117</u>	<u>\$ 716</u>	<u>\$ 3,414</u>	<u>\$ 1,839</u>
Diluted income (loss) per common share:				
GAAP	<u>\$ 0.20</u>	<u>\$ 0.83</u>	<u>\$ (0.27)</u>	<u>\$ 0.40</u>
Non-GAAP	<u>\$ 3.63</u>	<u>\$ 2.39</u>	<u>\$ 11.12</u>	<u>\$ 6.23</u>
Diluted weighted average shares outstanding:				
GAAP	<u>308</u>	<u>299</u>	<u>296</u>	<u>295</u>
Non-GAAP	<u>308</u>	<u>299</u>	<u>307</u>	<u>295</u>

To supplement the condensed consolidated financial statements presented in accordance with U.S. generally accepted accounting principles ("GAAP"), the table above sets forth non-GAAP cost of revenue; non-GAAP gross profit; non-GAAP operating expenses; non-GAAP operating income; non-GAAP interest and other expense, net; non-GAAP income tax expense; non-GAAP net income and non-GAAP diluted income per common share ("Non-GAAP measures"). These Non-GAAP measures are not in accordance with, or an alternative for, measures prepared in accordance with GAAP and may be different from Non-GAAP measures used by other companies. The company believes the presentation of these Non-GAAP measures, when shown in conjunction with the corresponding GAAP measures, provides useful information to investors for measuring the company's earnings performance and comparing it against prior periods. Specifically, the company believes these Non-GAAP measures provide useful information to both management and investors as they exclude certain expenses, gains and losses that the company believes are not indicative of its core operating results or because they are consistent with the financial models and estimates published by many analysts who follow the company and its peers. As discussed further below, these Non-GAAP measures exclude the amortization of acquired intangible assets, stock-based compensation expense, employee termination, asset impairment and other charges, acquisition-related charges, charges related to cost saving initiatives, convertible debt activity, debt extinguishment costs, other charges, and income tax adjustments, and the company believes these measures along with the related reconciliations to the GAAP measures provide additional detail and comparability for assessing the company's results. These Non-GAAP measures are some of the primary indicators management uses for assessing the company's performance and planning and forecasting future periods. These measures should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for, or superior to, GAAP results.

As described above, the company excludes the following items from its Non-GAAP measures:

Amortization of acquired intangible assets. The company incurs expenses from the amortization of acquired intangible assets over their economic lives. Such charges are significantly impacted by the timing and magnitude of the company's acquisitions and any related impairment charges.

Stock-based compensation expense. Because of the variety of equity awards used by companies, the varying methodologies for determining stock-based compensation expense, the subjective assumptions involved in those determinations, and the volatility in valuations that can be driven by market conditions outside the company's control, the company believes excluding stock-based compensation expense enhances the ability of management and investors to understand and assess the underlying performance of its business over time and compare it against the company's peers, a majority of whom also exclude stock-based compensation expense from their non-GAAP results.

Employee termination, asset impairment and other charges. From time-to-time, in order to realign the company's operations with anticipated market demand or to achieve cost synergies from the integration of acquisitions, the company may terminate employees and/or restructure its operations. From time-to-time, the company may also incur charges from the impairment of intangible assets and other long-lived assets. These charges (including any reversals of charges recorded in prior periods) are inconsistent in amount and frequency, and the company believes are not indicative of the underlying performance of its business.

Acquisition-related charges. In connection with the company's business combinations, the company incurs expenses which it would not have otherwise incurred as part of its business operations. These expenses include third-party professional service and legal fees, third-party integration services, severance costs, non-cash adjustments to the fair value of acquired inventory, contract termination costs, and retention bonuses. The company may also experience other accounting impacts in connection with these transactions. These charges and impacts are related to acquisitions, are inconsistent in amount and frequency, and the company believes are not indicative of the underlying performance of its business.

Charges related to cost saving initiatives. In connection with the transformation of the company's business, the company has incurred charges related to cost saving initiatives which do not qualify for special accounting treatment as exit or disposal activities. These charges, which the company believes are not indicative of the underlying performance of its business, primarily relate to costs associated with rationalizing the company's channel partners or vendors, transforming the company's information systems infrastructure, integrating the company's product roadmap, and accelerated depreciation on assets.

Convertible debt activity, net. The company excludes non-cash economic interest expense associated with its convertible notes, the gains and losses on the conversion of its convertible senior notes and call option, and unrealized gains and losses related to the change in fair value of the exercise option and call option. These charges and gains and losses do not reflect the company's operating results, and the company believes are not indicative of the underlying performance of its business.

Debt extinguishment costs. From time-to-time, the company replaces its existing debt with new financing at more favorable interest rates or utilizes available capital to settle debt early, both of which generate interest savings in future periods. The company incurs debt extinguishment charges consisting of the costs to call the existing debt and/or the write-off of any related unamortized debt issuance costs. These gains and losses do not reflect the company's operating results, and the company believes are not indicative of the underlying performance of its business.

Other charges. From time-to-time, the company sells or impairs investments or other assets which are not considered necessary to its business operations; is a party to legal or arbitration proceedings, which could result in an expense or benefit due to settlements, final judgments, or accruals for loss contingencies; or incurs other charges or gains that the company believes are not a part of the ongoing operation of its business. The resulting expense or benefit is inconsistent in amount and frequency.

Income tax adjustments. Income tax adjustments include the difference between income taxes based on a forecasted annual non-GAAP tax rate and a forecasted annual GAAP tax rate as a result of the timing of certain non-GAAP pre-tax adjustments. Additionally, as a result of the Tax Cuts and Jobs Act, the nine months ended March 30, 2018 income tax adjustments include a provisional income tax expense of \$1.66 billion for the one-time mandatory deemed repatriation tax and a provisional income tax benefit of \$79 million related to the re-measurement of deferred tax assets and liabilities.