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 26, 2012

Western Digital Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware	001-08703	33-095671
(State or Other Jurisdiction of	(Commission	(I.R.S. Employ
Incorporation or Organization)	File Number)	Identification N

3355 Michelson Drive, Suite 100 Irvine, California (Address of Principal Executive Offices)

92612 (Zip Code)

(949) 672-7000 (Registrant's Telephone Number, Including Area Code)

 $\begin{tabular}{ll} \textbf{Not applicable} \\ \textbf{(Former name or former address, if changed since last report.)} \\ \end{tabular}$

k 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 isions:
Written communications pursuant to Rule 425 under the Securities Act (17 CFR 240.425)
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))

Item 2.02 Results of Operations and Financial Condition.

On April 26, 2012, Western Digital Corporation ("Western Digital") announced financial results for the third fiscal quarter ended March 30, 2012. 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 March 30, 2012 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 March 30, 2012. These non-GAAP measures exclude expenses related to Western Digital's acquisition of Hitachi Global Storage Technologies; costs recognized upon the sale of inventory that was written-up to fair value and amortization of intangibles related to the acquisition; charges and expenses related to the flooding in Thailand net of recoveries; and tax benefits related to the aforementioned items. Because management believes these expenses and gains 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

- 99.1 Press Release issued by Western Digital Corporation on April 26, 2012 announcing financial results for the third fiscal quarter ended March 30, 2012.
- 99.2 Third Quarter Fiscal Year 2012 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)

By:

/s/ Michael C. Ray

Michael C. Ray Senior Vice President, General Counsel and Secretary

Date: April 26, 2012

Company contacts: Bob Blair Investor Relations 949.672.7834 robert.blair@wdc.com

Steve Shattuck Public Relations 949.672.7817 steve.shattuck@wdc.com

FOR IMMEDIATE RELEASE:

WD® ANNOUNCES FISCAL THIRD QUARTER FINANCIAL RESULTS

IRVINE, Calif.—Apr. 26, 2012—Western Digital Corp. (NYSE: WDC) today reported revenue of \$3.0 billion, hard-drive unit shipments of 44.2 million and net income of \$483 million, or \$1.96 per share, on a GAAP basis for its third fiscal quarter ended March 30, 2012. On a non-GAAP basis, net income was \$619 million, or \$2.52 per share.¹ Both the GAAP and non-GAAP results include the results of the company's newly acquired HGST subsidiary from the acquisition date of March 8 through the end of March. In the year-ago quarter, the company reported revenue of \$2.3 billion, net income of \$146 million, or \$0.62 per share, and shipped 49.8 million hard drives. Non-GAAP net income in the year-ago quarter was \$156 million, or \$0.66 per share.²

The company generated \$1.2 billion in cash from operations during the March quarter, ending with total cash and cash equivalents of \$3.4 billion.

"Our third quarter performance demonstrates the potential of the new Western Digital, with just three and a half weeks of HGST results combined with the standalone WD business," said John Coyne, chief executive officer of Western Digital. "Competing in the marketplace with our separate WD and HGST subsidiaries, we now have the product portfolio, technology resources and the people to fully serve the needs of a significantly expanded customer base and to better address the tremendous growth opportunities in the storage industry in the years ahead.

WD Announces Fiscal Third Quarter Financial Results Page 2

"I am also pleased to announce today that the recovery activities related to both WD operations and those of our supply chain partners impacted by the Thailand floods have reached a point where we now have the capability to adequately meet anticipated customer demand in the current quarter and beyond," Coyne said.

Conference Call

The investment community conference call to discuss these results will be broadcast live over the Internet today at 2 p.m. Pacific/5 p.m. Eastern. The live and archived conference call webcast can be accessed online at www.westerndigital.com/investor. The telephone replay number is 800-685-1820 in the U.S. or +1-203-369-3873 for international callers.

Investor/Analyst Day

As previously announced, the company will hold an investor/analyst day on September 13 in Orange County, California. Additional details will be provided at a later date.

About WD

WD, a storage industry pioneer and long-time leader, provides products and services for people and organizations that collect, manage and use digital information. The company designs and produces reliable, high-performance hard drives and solid state drives that keep users' data accessible and secure from loss. Its storage technologies serve a wide range of host applications including client and enterprise computing, embedded systems and consumer electronics, as well as its own storage systems. Its home entertainment products enable rich engagement with stored digital content.

WD Announces Fiscal Third Quarter Financial Results Page 3

WD was founded in 1970. The company's products are marketed to leading OEMs, systems manufacturers, selected resellers and retailers under the Western Digital®, WD® and HGSTTM brand names. Visit the Investor section of the company's website (<u>www.westerndigital.com</u>) to access a variety of financial and investor information.

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements concerning growth opportunities in the storage industry and the company's ability to meet customer demand in the current quarter and beyond. These forward-looking statements are based on management's current expectations and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the forward-looking statements, including the impact of continued uncertainty and volatility in global economic conditions; supply and demand conditions in the hard drive industry; uncertainties concerning the availability and cost of commodity materials and specialized product components; actions by competitors; unexpected advances in competing technologies; uncertainties related to the development and introduction of products based on new technologies and expansion into new data storage markets; business conditions and growth in the various hard drive markets; pricing trends and fluctuations in average selling prices; and other risks and uncertainties listed in the company's filings with the Securities and Exchange Commission (the "SEC"), including the company's recent Form 10-Q filed with the SEC on Jan. 27, 2012, to which your attention is directed. Readers are cautioned not to 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.

WD Announces Fiscal Third Quarter Financial Results Page 4

Western Digital, WD and the WD logo are registered trademarks of Western Digital Technologies, Inc. All other trademarks mentioned herein belong to their respective owners.

- Non-GAAP net income for the third quarter fiscal 2012 consists of GAAP net income of \$483 million plus \$103 million for costs recognized upon the sale of inventory that was written-up to fair value and amortization of intangibles related to the acquisition, \$34 million of acquisition-related expenses and \$15 million for charges and expenses related to the flooding net of recoveries, less \$16 million of tax effects related to the aforementioned items. Non-GAAP earnings per share of \$2.52 for the third quarter is calculated by using the same 246 million diluted shares as is used for GAAP earnings per share.
- Non-GAAP net income for the third quarter fiscal 2011 consists of GAAP net income of \$146 million plus \$10 million of acquisition-related expenses. Non-GAAP earnings per share of \$0.66 for the third quarter is calculated by using the same 236 million diluted shares as is used for GAAP earnings per share.

WESTERN DIGITAL CORPORATION

PRELIMINARY CONDENSED CONSOLIDATED BALANCE SHEETS

(in millions; unaudited)

ASSETS Current assets: \$ 3,377 \$ 3,490 Accounts receivable, net 2,377 1,206 Inventories 1,282 577 Other 409 214 Total current assets 7,445 5,487 Property, plant and equipment, net 4,171 2,224 Goodwill 1,851 151 Other intangible assets, net 840 71 Other assets 203 185 Total assets \$14,510 \$8,118 LIABILITIES AND SHAREHOLDERS' EQUITY Current liabilities: \$2,774 \$1,545 Accounts payable \$2,774 \$1,545 Accrued expenses 837 349 Accrued warranty 194 132 Short-term debt 500 — Current portion of long-term debt 230 144
Cash and cash equivalents \$ 3,377 \$3,490 Accounts receivable, net 2,377 1,206 Inventories 1,282 577 Other 409 214 Total current assets 7,445 5,487 Property, plant and equipment, net 4,171 2,224 Goodwill 1,851 151 Other intangible assets, net 840 71 Other assets 203 185 Total assets \$8,118 LIABILITIES AND SHAREHOLDERS' EQUITY Current liabilities: \$2,774 \$1,545 Accounts payable \$2,774 \$1,545 Accrued expenses 837 349 Accrued warranty 194 132 Short-term debt 500 —
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Accrued warranty 194 132 Short-term debt 500 —
Short-term debt 500 —
Current portion of long-term debt 230 144
Total current liabilities 4,535 2,170
Long-term debt 2,013 150
Other liabilities 546 310
Total liabilities 7,094 2,630
Total shareholders' equity 7,416 5,488
Total liabilities and shareholders' equity \$14,510 \$8,118

WESTERN DIGITAL CORPORATION

PRELIMINARY CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(in millions, except per share amounts)

(unaudited)

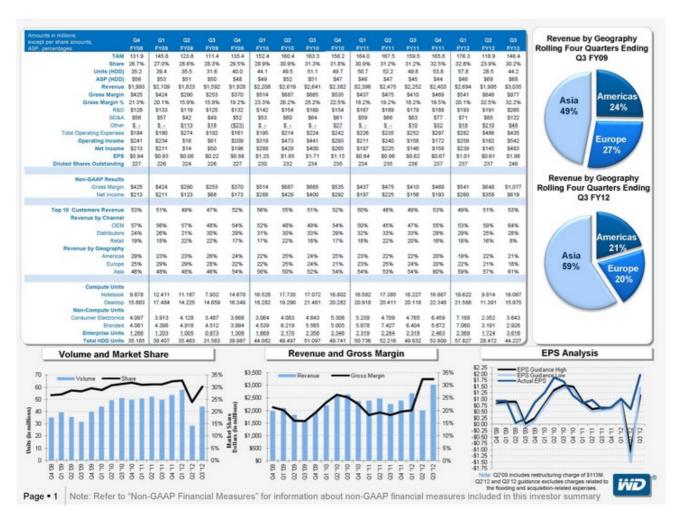
		nths Ended	Nine Months Ended		
	Mar. 30, 2012	Apr. 1, 2011	Mar. 30, 2012	Apr. 1, 2011	
Revenue, net	\$ 3,035	\$ 2,252	\$7,724	\$7,123	
Cost of revenue	2,058	1,842	5,558	5,801	
Gross margin	977	410	2,166	1,322	
Operating expenses:		' <u></u>		·	
Research and development	265	179	649	515	
Selling, general and administrative	155	73	340	198	
Charges related to flooding, net	15		214		
Total operating expenses	435	252	1,203	713	
Operating income	542	158	963	609	
Net interest and other	(4)	1	(8)		
Income before income taxes	538	159	955	609	
Income tax provision	55	13	88	41	
Net income	\$ 483	\$ 146	\$ 867	\$ 568	
Income per common share:		·			
Basic	\$ 2.00	\$ 0.63	\$ 3.67	\$ 2.46	
Diluted	\$ 1.96	\$ 0.62	\$ 3.61	\$ 2.42	
Weighted average shares outstanding:					
Basic	241	232	236	231	
Diluted	246	236	240	235	

WESTERN DIGITAL CORPORATION

PRELIMINARY CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions; unaudited)

		ths Ended	Nine Mont	hs Ended
	Mar. 30, 2012	Apr. 1, 2011	Mar. 30, 2012	Apr. 1, 2011
Cash flows from operating activities	2012		2012	2011
Net income	\$ 483	\$ 146	\$ 867	\$ 568
Adjustments to reconcile net income to net cash provided by operations:				
Depreciation and amortization	188	151	486	452
Stock-based compensation	20	17	61	54
Deferred income taxes	24	3	42	4
Non-cash portion of charges related to flooding	10	_	119	_
Changes in operating assets and liabilities	483	(4)	363	130
Net cash provided by operating activities	1,208	313	1,938	1,208
Cash flows from investing activities				
Purchases of property, plant and equipment	(139)	(175)	(393)	(625)
Acquisition, net of cash acquired	(3,541)		(3,541)	
Cash used in investing activities	(3,680)	(175)	(3,934)	(625)
Cash flows from financing activities				
Employee stock plans, net	29	7	49	38
Repurchases of common stock	_	_	_	(50)
Proceeds from debt, net of issuance costs	2,775	_	2,775	_
Repayment of acquired debt	(585)	_	(585)	
Repayment of long-term debt	(288)	(25)	(350)	(75)
Net cash provided by (used in) financing activities	1,931	(18)	1,889	(87)
Effect of exchange rate changes on cash	(6)		(6)	_
Net increase (decrease) in cash and cash equivalents	(547)	120	(113)	496
Cash and cash equivalents, beginning of period	3,924	3,110	3,490	2,734
Cash and cash equivalents, end of period	\$ 3,377	\$3,230	\$ 3,377	\$3,230





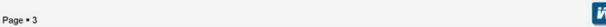
Non-GAAP Financial Measures

Free Cash Flow: Free cash flow is a non-GAAP financial measure defined as cash flows from operations less capital expenditures. We consider free cash flow to be useful as an indicator of our overall liquidity, as the amount of free cash flow generated in any period is representative of cash that is available for strategic opportunities including, among others, investing in the Company's business, making strategic acquisitions, strengthening the balance sheet, repaying debt and repurchasing stock. We also believe that free cash flow is one of several benchmarks used by investors for comparison of our liquidity with other companies in our industry, although our measure of free cash flow may not be directly comparable to similar measures reported by other companies. Free cash flow should not be construed as an alternative to cash flows from operations or other cash flow measurements determined in accordance with GAAP.

EBITDA: EBITDA is a non-GAAP financial measure defined as net income before interest, income tax expense, depreciation and amortization. We include information concerning EBITDA because we believe it is a useful measure to evaluate our operating performance. As a measure of our operating performance, we believe EBITDA provides a measure of operating results unaffected by differences in capital structures, capital investment cycles and ages of related assets among otherwise comparable companies. While EBITDA is a relevant and widely used measure of operating performance, it does not represent net income as defined by GAAP and it should not be considered as an alternative to that measure in evaluating operating performance.

Non-GAAP Gross Margin: Non-GAAP gross margin is a non-GAAP measure defined as gross margin before any unusual or non-recurring charges to cost of goods sold. For Q3 FY12, non-GAAP gross margin excludes costs recognized upon the sale of inventory that was written-up to fair value in connection with the HGST acquisition. Because we believe these costs may not be indicative of ongoing operations, we believe that non-GAAP gross margin is a useful measure to investors as an alternative method for measuring our operating performance and comparing it against prior periods' performance.

	Q4	Q1	02	Q3	Q4	Q1	Q2	Q3	Q4	Q1	QΣ	03	Q4	Q1	0.5	Q3
and the second second second	FY08	FY09	FY09	FY09	FY09	FY10	FY10	FY10	FY10	FY11	FY11	FY11	FY11	FY12	FY12	FY12
Reconciliation of Cash Flows from Operations to Free Cash Flow										1000100.31				111111111111111111111111111111111111111		
Cash Flows from Operations	\$229	\$301	\$300	\$355	\$349	\$434	\$557	\$588	\$363	\$390	\$505	\$313	\$447	\$352	\$378	\$1,20
Capital Expenditures	(146)	(162)	(140)	(106)	(111)	(176)	(199)	(177)	(185)	(200)	(250)	(175)	(153)	(134)	(1.20)	(139)
Free Cash Flow	\$83	\$139	\$160	\$249	\$238	\$258	\$358	\$411	\$178	\$190	\$266	\$138	\$294	\$218	\$258	\$1.00
econciliation of Net Income to EBITDA																
Het Income	\$213	\$211	\$14	\$50	\$196	\$288	\$429	\$400	\$265	\$197	\$225	\$146	\$158	\$239	\$145	\$483
Interest Expense	4	4	9	3	2	2	2	1	1		1	(1)	2	1	2	4
Income Tax Expense	24	19	(7)	8	11	29	42	40	27	14	14	13	12	19	15	55
Depreciation and Amortization	113	117	122	119	122	121	126	128	134	150	151	151	150	158	140	188
EBITDA	\$354	\$351	\$138	\$180	\$331	\$440	\$599	\$569	\$427	\$361	\$391	\$309	\$322	\$417	\$302	\$730
Reconciliation of Gross Margin to Non-GAAP Gross Margin																
Gross Margin	\$425	\$424	\$290	\$253	\$370	\$514	\$687	\$665	\$535	\$437	\$475	\$410	\$469	\$541	\$648	\$977
Acquisition Related Fair Value Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100
Non-GAAP Gross Margin	\$425	\$424	\$290	\$253	\$370	\$514	\$687	\$665	\$535	\$437	\$475	\$410	\$469	\$541	\$648	\$1.07



WD

Non-GAAP Financial Measures

Non-GAAP Net Income: Non-GAAP net income is a non-GAAP measure defined as net income before any unusual or non-recurring charges or any tax impact related to those charges.

Q4	Q4	Q1	Q2	Q3	Q4		Q2	Q3	04		Q2	Q3	Q4		02	Q3
	FY08	FY09	FY09	FY09	FY09	FY10	FY10	FY10	FY10	FYII	FY11	FY11	PYH	FY12	FY12	FYI
Reconciliation of Net Income to Non-GAAP Net Income																
Net Income	\$213	\$211	\$14	\$50	\$196	\$288	\$429	\$400	\$265	\$197	\$225	\$146	\$158	\$239	\$145	\$48
Acquisition-Related Expense	-	-	_	-	-	-	_	-	_	_	-	10	10	14	14	34
Litigation Accruals Charges Related to Flooding.	-	-	-	-	-	-	-	-	27	-	-	-	25	7	-	-
Net of Recoveries	-	-		_	-	-	_	_	-	-	_	-	-	_	199	15
In-Process Research and Development Charge	_	-	_	14	_	-	_	_	-	-	_	-	-	-	-	_
quisition-Related Adjustments to Fair Value of Inventory / Cost of Revenue	-	-	-	-	-	-	-	-	_	-	-	-	-	-	-	91
Amortization of Newly Acquired Intangible Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	12
Restructuring	_	-	113	4	(23)	-	_	-	-	-	_	_	-	-	-	_
Tax Impact	-	-	(4)	-	-	-	-	-	-	-	-	-	-	-	-	0.00
Non-GAAP Net Income	\$213	\$211	\$123	568	\$173	\$288	\$429	\$400	\$292	\$197	\$225	\$156	\$193	\$260	\$358	56



Footnotes

- 1.FY08 and Q1 FY11 ASP, Revenue by Channel and Revenue by Geography exclude external sales of media/substrates
- 2. Unit volume excludes WD TV Media Players without hard drives, WD Livewire, SSD and media
- 3. Worldwide Headcount excludes temporary employees
- 4. Consumer Electronics includes gaming
- 5.Both the GAAP and non-GAAP results include the results of the newly acquired HGST subsidiary from the acquisition date of March 8, 2012

Formulas

Share = Units / TAM

ASP = Revenue / Units

Free Cash Flow = Cash Flow from Operations - Capital Expenditures

EBITDA = Net income + Interest Expense + Income Tax Expense + Depreciation and Amortization

Days Sales Outstanding (DSO) = Accounts Receivable / (Revenue / 91 days)

Days Inventory Outstanding (DIO) = Inventory / (Cost of Revenue / 91 days)

Days Payables Outstanding (DPO) = Accounts Payable / (Cost of Revenue / 91 days)

Cash Conversion Cycle = DSO + DIO - DPO

Inventory Turns = 364 days / DIO

R4Q ROIC = R4Q (Net Income from Continuing Operations + Interest Expense) / R4Q Average (Equity + Debt)

R4Q ROA = R4Q Net Income from Continuing Operations / R4Q Average Total Assets

