
**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): February 3, 2015

Western Digital Corporation
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

001-08703
(Commission
File Number)

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

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)

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 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))
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Item 7.01 Regulation FD Disclosure.

Pursuant to the dividend policy of Western Digital Corporation (the “Company”), on February 3, 2015, the Company’s Board of Directors (the “Board”) declared a cash dividend for the quarter ending April 3, 2015 of \$0.50 per share (the “Cash Dividend”) of the Company’s common stock, \$.01 par value per share (the “Common Stock”). The Cash Dividend will be paid on April 16, 2015 to the Company’s stockholders of record as of April 3, 2015.

The Board also authorized an additional \$2.0 billion for repurchases of Common Stock by the Company. As of February 2, 2015, the Company had approximately \$384 million remaining under prior share repurchase authorizations. The additional repurchase authorization is effective immediately. The Company may make share repurchases in the open market or in privately negotiated transactions, and any repurchases may be made pursuant to Rule 10b5-1 plans.

The amount and timing of repurchases of Common Stock under the Company’s share repurchase program, as well as the amount of future dividends and the declaration and payment thereof, will be based upon all relevant factors, including the Company’s financial position, results of operations, cash flows, capital requirements and restrictions under the Company’s existing credit agreement, and shall be in compliance with applicable law. The Board retains the power to modify, suspend or cancel the Company’s share repurchase program and dividend policy in any manner and at any time as it may deem necessary or appropriate in the future.

The press release making these announcements 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 (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 February 3, 2015 announcing a cash dividend for the third quarter of fiscal 2015 and additional authorized share repurchases.

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: February 3, 2015

By: _____
/s/ Michael C. Ray
Michael C. Ray
Senior Vice President, General Counsel
and Secretary



Company contacts:

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FOR IMMEDIATE RELEASE:

WESTERN DIGITAL BOARD INCREASES DIVIDEND FOR THIRD QUARTER OF FISCAL 2015; AUTHORIZES ADDITIONAL \$2.0 BILLION OF SHARE REPURCHASES

IRVINE, Calif. — Feb. 3, 2015 — Western Digital® Corp. (NASDAQ: WDC) today announced that the board of directors declared a cash dividend for the quarter ending Apr. 3, 2015, of \$0.50 per share of common stock (the “cash dividend”). The cash dividend will be paid on Apr. 16, 2015, to the company’s stockholders of record as of Apr. 3, 2015.

The board also authorized an additional \$2.0 billion for share repurchases by the company. As of Feb. 2, 2015, the company had approximately \$384 million remaining under prior share repurchase authorizations. The additional repurchase authorization is effective immediately. Share repurchases will be made on the open market or in privately negotiated transactions and may be made pursuant to Rule 10b5-1 plans.

Since 2012, the company has increased its quarterly dividend three times from the original \$0.25 per share and repurchased approximately \$2.6 billion of its shares.

The amount and timing of future dividends and share repurchases, and the declaration and payment or repurchase thereof, will be based upon all relevant factors, including the company’s financial position, results of operations, cash flows, capital requirements and restrictions under the company’s existing credit agreement, and shall be in compliance with applicable law. The board retains the power to modify, suspend or cancel the company’s share repurchase program and dividend policy in any manner and at any time as it may deem necessary or appropriate in the future.

About Western Digital

Founded in 1970, Western Digital Corp. (NASDAQ: WDC), Irvine, Calif., is an industry-leading developer and manufacturer of storage solutions that enable people to create, manage, experience and preserve digital content. Its HGST and WD® subsidiaries are long-time innovators in the storage industry. Western Digital Corporation is responding to changing market needs by providing a full portfolio of compelling, high-quality storage products with effective technology deployment, high efficiency, flexibility and speed. Our products are marketed under the HGST, WD and G-Technology™ brands to OEMs, distributors, resellers, cloud infrastructure providers and consumers. Financial and investor information is available on the company's Investor Relations website at investor.wdc.com.

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 the company's dividend for the third quarter of fiscal year 2015 and share repurchases. 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 volatility in global economic conditions; business conditions and growth in the storage ecosystem; pricing trends and fluctuations in average selling prices; the availability 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; 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 Nov. 4, 2014, and the company's registration statement on Form S-3 filed with the SEC on Nov. 5, 2014, 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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Western Digital, WD and the WD logo are registered trademarks in the U.S. and other countries. HGST trademarks are intended and authorized for use only in countries and jurisdictions in which HGST has obtained the rights to use, market and advertise the brand. Other marks may be mentioned herein that belong to other companies.