
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

WESTERN DIGITAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

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

5601 Great Oaks Parkway
San Jose, California 95119
(Address, including Zip Code, of Principal Executive Offices)

Western Digital Corporation Amended and Restated 2017 Performance Incentive Plan
(Full title of the Plan)

Michael C. Ray
Executive Vice President, Chief Legal Officer and Secretary
Western Digital Corporation
5601 Great Oaks Parkway
San Jose, California 95119
(408) 717-6000
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

COPY TO:

Jeffrey W. Walbridge, Esq.
O'Melveny & Myers LLP
610 Newport Center Drive, Suite 1700
Newport Beach, California 92660

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, \$0.01 par value per share, issuable pursuant to the Western Digital Corporation Amended and Restated 2017 Performance Incentive Plan	9,800,000 ⁽¹⁾ shares	\$42.24 ⁽²⁾	\$413,925,000 ⁽²⁾	\$45,159.22 ⁽²⁾

- (1) This Registration Statement covers, in addition to the number of shares of Western Digital Corporation, a Delaware corporation (the “Company” or the “Registrant”), common stock, par value \$0.01 per share (the “Common Stock”), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Western Digital Corporation Amended and Restated 2017 Performance Incentive Plan (the “Plan”) as a result of one or more adjustments under the Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.
- (2) Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on November 19, 2020, as quoted on the Nasdaq Global Select Market.

The Exhibit Index for this Registration Statement is at page 6.

EXPLANATORY NOTE

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the Plan and consists of only those items required by General Instruction E to Form S-8.

PART I

INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

- (a) The Company's Annual Report on [Form 10-K](#) for its fiscal year ended July 3, 2020, filed with the Commission on August 28, 2020 (Commission File No. 001-08703);
- (b) The Company's Quarterly Report on [Form 10-Q](#) for its fiscal quarter ended October 2, 2020, filed with the Commission on November 6, 2020 (Commission File No. 001-08703);
- (c) The Company's Current Reports on Form 8-K filed with the Commission on [August 17, 2020](#) and [November 19, 2020](#) (each, Commission File No. 001-08703);
- (d) The description of the Company's Common Stock, contained in Exhibit 4.1 to the Company's Annual Report on [Form 10-K](#) for its fiscal year ended July 3, 2019, filed with the Commission on August 27, 2019 (Commission File No. 001-08703), and any other amendment or report filed for the purpose of updating such description; and
- (e) The Company's Registration Statements on Form S-8 relating to the Plan, filed with the Commission on [February 2, 2005](#), [November 18, 2005](#), [November 16, 2009](#), [November 29, 2012](#), [November 5, 2015](#), [May 17, 2016](#), as amended on [November 8, 2017](#), [November 8, 2017](#), [November 9, 2018](#), and [November 26, 2019](#) (Commission File Nos. 333-122475, 333-129813, 333-163133, 333-185194, 333-207842, 333-211420, 333-333-221407, 333-228331, and 333-235257, respectively).

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel

The validity of the issuance of Common Stock registered hereby is passed on for the Company by Michael C. Ray. Mr. Ray is the Executive Vice President, Chief Legal Officer and Secretary of the Company and is compensated by the Company as an employee. As of the date hereof, Mr. Ray owns 13,719 shares of Common Stock, 61,035 restricted stock units that are payable in an equivalent number of shares of Common Stock, 72,926 performance stock units (at the target level of performance, or, if applicable, as credited) that are payable in an equivalent number of shares of Common Stock, and Company stock options to acquire up to an additional 45,005 shares of Common Stock.

Item 8. Exhibits

See the attached Exhibit Index at page 6, which is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	<u>Western Digital Corporation Amended and Restated 2017 Performance Incentive Plan. (Filed as Exhibit 10.1 to the Current Report on Form 8-K filed with the Commission on November 19, 2020 (Commission File No. 001-08703) and incorporated herein by this reference.)</u>
5	<u>Opinion of Counsel (opinion re legality).</u>
23.1	<u>Consent of KPMG LLP (consent of independent registered public accounting firm).</u>
23.2	<u>Consent of Counsel (included in Exhibit 5).</u>
24	<u>Power of Attorney (included in this Registration Statement under "Signatures").</u>

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on November 25, 2020.

WESTERN DIGITAL CORPORATION

By: /s/ Michael C. Ray

Michael C. Ray
Executive Vice President, Chief Legal Officer and
Secretary

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints David V. Goeckeler and Michael C. Ray, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David V. Goeckeler</u> David V. Goeckeler	Chief Executive Officer and Director (Principal Executive Officer)	November 25, 2020
<u>/s/ Robert K. Eulau</u> Robert K. Eulau	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	November 25, 2020
<u>/s/ Gene Zamiska</u> Gene Zamiska	Vice President, Global Accounting and Chief Accounting Officer (Principal Accounting Officer)	November 25, 2020
<u>/s/ Matthew E. Massengill</u> Matthew E. Massengill	Chairman of the Board	November 25, 2020
<u>/s/ Kimberly E. Alexy</u> Kimberly E. Alexy	Director	November 25, 2020
<u>/s/ Martin I. Cole</u> Martin I. Cole	Director	November 25, 2020
<u>/s/ Kathleen A. Cote</u> Kathleen A. Cote	Director	November 25, 2020
<u>/s/ Tunç Doluca</u> Tunç Doluca	Director	November 25, 2020
<u>/s/ Paula A. Price</u> Paula A. Price	Director	November 25, 2020
<u>/s/ Stephanie A. Streeter</u> Stephanie A. Streeter	Director	November 25, 2020

[Company Letterhead]

November 25, 2020

Western Digital Corporation
5601 Great Oaks Parkway
San Jose, California 95119

Re: ***Registration of Securities of Western Digital Corporation***

Ladies and Gentlemen:

In connection with the registration of up to 9,800,000 shares of Common Stock of Western Digital Corporation, a Delaware corporation (the “Company”), par value \$0.01 per share (the “Shares”), under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8 (the “Registration Statement”), filed with the Securities and Exchange Commission on or about the date hereof, such Shares to be issued or delivered pursuant to the Western Digital Corporation Amended and Restated 2017 Performance Incentive Plan (the “Plan”), you have requested my opinion set forth below.

In my capacity as counsel, I have examined originals or copies of those corporate and other records of the Company I considered appropriate.

On the basis of such examination and my consideration of those questions of law I considered relevant, and subject to the limitations and qualifications in this opinion, I am of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued in accordance with such authorization, the provisions of the Plan, and relevant agreements duly authorized by and in accordance with the terms of the Plan, and upon payment for and delivery of the Shares as contemplated in accordance with the Plan, and either (a) the countersigning of the certificate or certificates representing the Shares by a duly authorized signatory of the registrar for the Company’s Common Stock, or (b) the book-entry of the Shares by the transfer agent for the Company’s Common Stock in the name of The Depository Trust Company or its nominee, the Shares will be validly issued, fully paid and non-assessable.

I consent to your filing this opinion as an exhibit to the Registration Statement.

Respectfully submitted,

/s/ Michael C. Ray

Michael C. Ray
Executive Vice President, Chief Legal Officer and Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
Western Digital Corporation:

We consent to the use of our report with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein.

/s/ KPMG LLP
Santa Clara, California
November 25, 2020