
**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): January 6, 2017

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 to the registrant under any of the following provisions:

- 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))
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Item 8.01 Other Events.

On January 6, 2017, Western Digital Corporation (the “Company”) issued a press release announcing the commencement by the Company of an exchange offer for all of its outstanding 10.500% Senior Notes due 2024, which are not registered under the Securities Act of 1933, as amended (the “Securities Act”), for an equal principal amount of its 10.500% Senior Notes due 2024, which have been registered under the Securities Act. The exchange offer will commence on January 6, 2017 and expire at 5:00 p.m., New York City time, on February 6, 2017.

The press release announcing the commencement of the exchange offer is filed herewith as Exhibit 99.1, and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release dated January 6, 2017.

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 hereunto duly authorized.

Date: January 6, 2017

Western Digital Corporation
(Registrant)

By: /s/ Michael C. Ray

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



**WESTERN DIGITAL CORPORATION COMMENCES
REGISTERED EXCHANGE OFFER FOR ITS 10.500% SENIOR NOTES DUE 2024**

FOR IMMEDIATE RELEASE:

IRVINE, Calif.— Jan. 6, 2017 —Western Digital Corporation (“Western Digital” or the “Company”) (NASDAQ: WDC) today announced the commencement of an exchange offer for all of the outstanding 10.500% Senior Notes due 2024 (the “Initial Notes”) issued by the Company for an equal principal amount of new 10.500% Senior Notes due 2024 (the “New Notes”) issued by the Company that have been registered under the Securities Act of 1933, as amended (the “Securities Act”). The exchange offer will commence on Jan. 6, 2017, and expire at 5:00 p.m. Eastern time, on Feb. 6, 2017.

The terms of the New Notes are substantially the same as the terms of the Initial Notes, except that the offer of the New Notes is registered under the Securities Act, and the New Notes have no transfer restrictions, registration rights or rights to additional interest. This exchange offer is being initiated to fulfill the Company’s obligations under the registration rights agreement entered into with the initial purchasers of the Initial Notes.

The Company will accept for exchange any and all Initial Notes validly tendered and not validly withdrawn prior to the expiration of the exchange offer at 5:00 p.m. Eastern time, on Feb. 6, 2017, unless the exchange offer is extended or terminated.

The terms of the exchange offer and other information relating to the Company are set forth in a prospectus dated Jan. 6, 2017. A written prospectus providing the terms of the exchange offer may be obtained from U.S. Bank National Association, which is serving as the exchange agent for the exchange offer. U.S. Bank National Association can be contacted at:

U.S. Bank National Association
Global Corporate Trust Services
111 Fillmore Ave. East, EP-MN-WS2N
St. Paul, MN 55107
Attention: Specialized Finance
Telephone: (800) 934-6802
Facsimile: (651) 466-7372

This press release does not constitute an offer to sell or a solicitation of an offer to buy the New Notes or any other security and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any persons to whom, such an offer, solicitation or sale would be unlawful. The exchange offer is being made only pursuant to the prospectus dated Jan. 6, 2017, and the related letter of transmittal and only to such persons and in such jurisdictions as is permitted under applicable law.

About Western Digital

Western Digital is an industry-leading provider of storage technologies and solutions that enable people to create, leverage, experience and preserve data. The Company addresses ever changing market needs by providing a full portfolio of compelling, high-quality storage solutions with customer-focused innovation, high efficiency, flexibility and speed. Our products are marketed under the HGST, SanDisk and WD 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.

Forward-Looking Statements

This press release includes certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, including statements concerning the terms of the exchange offer, the issuance of the New Notes in exchange for the Initial Notes, and extension or termination of the exchange offer. These forward-looking statements include, but are not limited to, plans, objectives, expectations and intentions and other statements contained in this press release that are not historical facts, and statements identified by words such as "will" and variations of such word or words of similar meaning and the use of future dates. These forward-looking statements reflect our current views about our plans, intentions, expectations and strategies, which are based on the information currently available to us and on assumptions we have made. Although we believe that our plans, intentions, expectations and strategies as reflected in or suggested by those forward-looking statements are reasonable, we can give no assurance that these plans, intentions, expectations or strategies will be attained or achieved. Furthermore, actual results may differ materially from those described in the forward-looking statements and will be affected by a variety of risks and factors that are beyond our control including, without limitation, risks and uncertainties discussed in the Registration Statement on Form S-4 of the Company, as filed with the U.S. Securities and Exchange Commission (the "SEC") and as amended, relating to the exchange offer or in the Company's filings with the SEC incorporated by reference into such registration statement.

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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