
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):

May 18, 2012

Western Digital Corporation

(Exact name of registrant as specified in its charter)

Delaware

001-08703

33-0956711

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

3355 Michelson Drive, Suite 100, Irvine, California

92612

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(949) 672-7000

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 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 18, 2012, Western Digital Corporation (the "Company") provided written notice to the New York Stock Exchange ("NYSE") of the Company's intention to voluntarily withdraw its common stock, par value \$0.01 per share (the "Common Stock"), from listing and trading on the NYSE, effective on May 31, 2012, and to transfer its listing to The NASDAQ Global Select Market ("NASDAQ") and commence trading thereon on June 1, 2012. The Common Stock has been approved for listing on NASDAQ and will trade under the Company's current trading symbol "WDC." A copy of the press release issued by the Company on May 21, 2012 is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release on May 21, 2012, announcing that the Board of Directors authorized an additional \$1.5 billion for the repurchase of its Common Stock and the extension of the Company's share repurchase program until May 18, 2017. Pursuant to the Company's share repurchase program, the Company may repurchase its Common Stock from time to time, in amounts and at such times as it deems appropriate, subject to market conditions, the level of cash balances, general business opportunities, and other factors. The Company may make repurchases in the open market, through block trades or otherwise, or in privately negotiated transactions, and any repurchases may be made pursuant to Rule 10b5-1 plans. The press release making this announcement is attached hereto as Exhibit 99.2 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 99.2, 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, 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 May 21, 2012 announcing the Company's intention to transfer its stock exchange listing to The NASDAQ Global Select Market.

99.2 Press Release issued by Western Digital Corporation on May 21, 2012 announcing an increase and extension of the Company's share repurchase program.

SIGNATURES

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.

Western Digital Corporation

May 21, 2012

By: */s/ Michael C. Ray*

Name: Michael C. Ray

Title: Senior Vice President, General Counsel and Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
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99.2	Press Release issued by Western Digital Corporation on May 21, 2012 announcing an increase and extension of the Company's share repurchase program.

Company contacts:
Bob Blair
Investor Relations
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FOR IMMEDIATE RELEASE:

WD[®] TO MOVE STOCK LISTING TO NASDAQ

IRVINE, Calif. – May 21, 2012 – Western Digital Corp. (NYSE: WDC) today announced that it is transferring its stock exchange listing to NASDAQ Global Select Market from the New York Stock Exchange. WD shares will begin trading on the NASDAQ exchange beginning June 1, 2012, and the ticker symbol will remain WDC.

“This is part of a new beginning for the new WD following our recent acquisition of HGST to become one of the world’s leading storage solutions providers,” said John Coyne, chief executive officer. “WD is focused on achieving sustained profitable growth and delivering value to our customers and shareholders. Listing our shares with NASDAQ provides us with a cost-effective stock listing and excellent services and public exposure.”

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 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 HGST[™] brand names. Visit the Investor section of the company’s website (www.westerndigital.com) to access a variety of financial and investor information.

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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.

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FOR IMMEDIATE RELEASE:

**WD® ANNOUNCES ADDITIONAL \$1.5 BILLION IN
SHARE REPURCHASE PROGRAM**

IRVINE, Calif. ¼ May 21, 2012 ¼ Western Digital Corp. (NYSE: WDC) today announced an increased authorization of \$1.5 billion of its common stock under its share repurchase program.

The additional repurchase authorization is effective immediately and extends the program by five years, during which time additional shares can be authorized for repurchase. The amount of purchases will depend on market conditions and corporate considerations. Share repurchases will be made on the open market.

“The decision to increase WD’s stock repurchase program is part of our capital allocation strategy to efficiently deploy cash to shareholders while maintaining strategic flexibility,” said John Coyne, chief executive officer of WD. “We believe that Western Digital’s stock is a compelling investment based on our ability to create additional value for our customers and shareholders in the growth markets we serve.”

As reported in the company’s Form 10-Q filed with the SEC for its third fiscal quarter ended March 31, 2012, as of May 4, 2012, the company had approximately 260 million shares outstanding. The company may suspend or discontinue the stock repurchase program at any time.

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 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 HGST™ brand names. Visit the Investor section of the company’s website (www.westerndigital.com) 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 the company’s belief that its stock is a compelling investment. 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 May 9, 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.

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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.