
**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 11, 2019

Western Digital Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-08703
(Commission
File Number)

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

5601 Great Oaks Parkway
San Jose, California
(Address of Principal Executive Offices)

95119
(Zip Code)

(408) 717-6000
(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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 11, 2019, Paula A. Price, a member of the Board of Directors of Western Digital Corporation (the “Company”), informed the Company that she has decided to resign from the Board of Directors in light of her increased responsibilities due to being named the chief financial officer of Macy’s, Inc. in July 2018. Ms. Price’s resignation became effective on February 14, 2019. The decision of Ms. Price to resign was not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release on February 15, 2019 announcing Ms. Price’s decision to resign from the Company’s Board of Directors. The press release making this announcement 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, 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 15, 2019 announcing Paula A. Price’s resignation from the Board of Directors.](#)

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 15, 2019

By: _____ /s/ Michael C. Ray
Michael C. Ray
Executive Vice President, Chief Legal Officer
and Secretary

Western Digital.

FOR IMMEDIATE RELEASE:

WESTERN DIGITAL ANNOUNCES CHANGES TO ITS BOARD OF DIRECTORS

SAN JOSE, Calif. — Feb. 15, 2019 — Western Digital Corp. (NASDAQ: WDC) announced that Paula A. Price has resigned from the company's board of directors to focus on her commitments and obligations as chief financial officer of Macy's, Inc. Price joined the Western Digital board in July 2014. She was named chief financial officer of Macy's, Inc. in July 2018, and also serves as a visiting executive for Harvard Business School. Price's resignation was effective on Feb. 14, 2019 and is not due to any disagreement with Western Digital on any matter relating to its operations, policies or practices.

"The Western Digital management team and the Board would like to thank Paula for her valuable insight and contributions to the Board and company," said Matthew Massengill, Chairman of the Board. "We understand and appreciate Paula's desire to focus more exclusively at this time on her leadership role at Macy's. We wish Paula well on her current endeavors."

About Western Digital®

Western Digital creates environments for data to thrive. The company is driving the innovation needed to help customers capture, preserve, access and transform an ever-increasing diversity of data. Everywhere data lives, from advanced data centers to mobile sensors to personal devices, our industry-leading solutions deliver the possibilities of data. Western Digital® data-centric solutions are comprised of the Western Digital®, G-Technology™, SanDisk®, Upthere™ and WD® brands. Financial and investor information is available on the company's Investor Relations website at investor.wdc.com.

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