

**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 23, 2026**



**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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 Par Value Per Share	WDC	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

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

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 24, 2026, Western Digital Corporation (the “Company”) filed a Certificate of Elimination with the Secretary of State of the State of Delaware with respect to the Company’s Series A Convertible Perpetual Preferred Stock, par value \$0.01 per share (the “Preferred Stock”), pursuant to which the Preferred Stock was eliminated and returned to the status of authorized and unissued preferred shares of the Company. Following the mandatory conversion of the outstanding shares of the Preferred Stock on February 17, 2026, there were no outstanding shares of the Preferred Stock. The Certificate of Elimination became effective with the Secretary of State of the State of Delaware upon filing. The full text of the Certificate of Elimination is included as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01 Other Events.**

On February 13, 2026, the Company issued a conditional notice of redemption of up to the entire aggregate principal amount outstanding of its 2.850% Senior Notes due 2029 (CUSIP No. 958102AQ8) (the “2029 Notes”) and of its 3.100% Senior Notes due 2032 (CUSIP No. 958102AR6) (the “2032 Notes”) and, together with the 2029 Notes, the “Notes”), which were issued pursuant to an indenture, dated as of December 10, 2021 (the “Indenture”), among the Company and U.S. Bank, National Association, as trustee (the “Trustee”) (the “Redemption”). On February 13, 2026, the Trustee provided notice of conditional redemption (the “Redemption Notice”) to the record holders of the Notes in accordance with DTC procedures.

As a consequence of the repayment of certain debt obligations of the Company on February 19, 2026, the Notes are no longer required to be secured pursuant to the terms of the Indenture, and thus all liens and security interests securing the Notes were automatically released.

On February 23, 2026, the Company deposited sufficient funds with the Trustee for the Notes to pay the redemption price payable in respect of all outstanding Notes (in each case, including accrued and unpaid interest thereon to, but excluding, the redemption date). As a consequence of the foregoing, the Company redeemed the Notes in full.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Elimination of Series A Convertible Perpetual Preferred Stock of Western Digital Corporation</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)



**CERTIFICATE OF ELIMINATION**  
**of**  
**SERIES A CONVERTIBLE PERPETUAL PREFERRED STOCK**  
**of**  
**WESTERN DIGITAL CORPORATION**

Pursuant to Section 151(g) of the  
Delaware General Corporation Law

Western Digital Corporation (the “**Company**”), a corporation organized and existing under the General Corporation Law of the State of Delaware (the “**DGCL**”), does hereby certify as follows:

First: Pursuant to the authority expressly vested in the Board of Directors of the Company by the Amended and Restated Certificate of Incorporation of the Company, as amended (the “**Certificate of Incorporation**”), the Board of Directors of the Company previously adopted resolutions creating and authorizing 900,000 shares of Series A Convertible Perpetual Preferred Stock (the “**Series A Preferred Stock**”), subject to the Certificate of Designations, Preferences and Rights of Series A Convertible Perpetual Preferred Stock (the “**Certificate of Designations**”), as filed with the Delaware Secretary of State on January 31, 2023.

Second: None of the authorized shares of the Series A Preferred Stock are outstanding as of the date hereof and none will be issued subject to the Certificate of Designations from and after the date hereof.

Third: Pursuant to the authority conferred upon the Board of Directors of the Company pursuant to the Certificate of Incorporation, the Board of Directors adopted resolutions on February 24, 2026, approving the elimination of the Series A Preferred Stock as set forth herein:

“**RESOLVED**, that none of the authorized shares of the Series A Preferred Stock are outstanding as of the date hereof and none will be issued subject to the Certificate of Designations from and after the date hereof.

**RESOLVED**, that, upon filing the Certificate of Elimination with the Secretary of State of the State of Delaware, all matters set forth in the Certificate of Designations shall be eliminated from the Certificate of Incorporation with respect to the Series A Preferred Stock.

**RESOLVED**, that the Chief Executive Officer, Chief Financial Officer, Chief Legal Officer, any Executive Vice President and any other officer of the Company (each, an “**Authorized Officer**,” and together, the “**Authorized Officers**”) be, and each of them individually hereby is, authorized and directed, in the name and on behalf of the Company, to prepare, execute, and deliver to the Secretary of State of the State of Delaware the Certificate of Elimination as required by the DGCL in order to effect the cancellation and elimination of the Series A Preferred Stock, and any and all additional documents required to be filed therewith.

Fourth: In accordance with Section 151(g) of the DGCL, the Certificate of Incorporation, as effective immediately prior to the filing of this Certificate of Elimination, is hereby amended to eliminate all references to the Series A Preferred Stock.

*(Signature Page Follows)*

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be acknowledged as true in its corporate name under the penalties of perjury and executed by its duly authorized officer this 24th day of February, 2026.

By: /s/ Cynthia Tregillis

Name: Cynthia Tregillis

Title: Executive Vice President, Chief Legal Officer and Secretary