

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A/A

AMENDMENT NO. 2 TO
REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

WESTERN DIGITAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

95-2647125
(I.R.S. Employer
Identification No.)

8105 Irvine Center Drive, Irvine, CA
(Address of principal executive offices)

92618
(Zip Code)

If this form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1), please check the following box. / /

If this form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A(c)(2), please check the following box. / /

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

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Preferred Stock Purchase Rights

New York Stock Exchange

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

None
(Title of Class)

AMENDMENT NO. 2
TO REGISTRATION STATEMENT ON FORM 8-A

The undersigned registrant hereby amends the following items, financial statements, exhibits or other portions of its Registration Statement on Form 8-A dated December 8, 1988, as amended by its Amendment No. 1 to Registration Statement on Form 8 dated August 13, 1990, as follows:

Item 1. Description of Registrant's Securities to be Registered.

The Rights Agreement dated as of December 1, 1988, by and between Western Digital Corporation, a Delaware corporation (the "Company"), and American Stock Transfer & Trust Company, a New York corporation (successor-in-interest to First Interstate Bank, Ltd.) (the "Rights Agent"), as amended by that certain Amendment No. 1 to Rights Agreement dated as of August 10, 1990, by and between the Company and the Rights Agent (collectively, the "Rights Agreement"), was amended as of January 15, 1997 in order to increase the initial Purchase Price for each one one-hundredth of a share of Preferred Stock from \$50.00 to \$300.00.

The amendment described above was effected by that certain Amendment No. 2 to Rights Agreement dated as of January 15, 1997, by and between the Company and the Rights Agent.

Item 2. Exhibits.

ITEM 2. EXHIBITS.

- 1 Amendment No. 2 to Rights Agreement dated as of January 15, 1997, by and between Western Digital Corporation and American Stock Transfer & Trust Company, as Rights Agent

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: January 15, 1997

WESTERN DIGITAL CORPORATION

By: /s/ MICHAEL A. CORNELIUS

Michael A. Cornelius
Vice President-Law and Administration
and Corporate Secretary

AMENDMENT NO. 2 TO RIGHTS AGREEMENT

THIS AMENDMENT NO. 2 TO RIGHTS AGREEMENT (this "AMENDMENT") is made as of January 15, 1997, by and between WESTERN DIGITAL CORPORATION, a Delaware corporation (the "COMPANY"), and AMERICAN STOCK TRANSFER & TRUST COMPANY, a New York corporation (successor-in-interest to First Interstate Bank, Ltd.) (the "RIGHTS AGENT"), for the purpose of amending that certain Rights Agreement dated as of December 1, 1988, by and between the Company and the Rights Agent, as amended by that certain Amendment No. 1 to Rights Agreement dated as of August 10, 1990, by and between the Company and the Rights Agent (collectively, the "RIGHTS AGREEMENT"). Capitalized terms not otherwise defined in this Amendment shall have the meanings ascribed to them in the Rights Agreement.

R E C I T A L S

A. Pursuant to Section 26 of the Rights Agreement, the Company may, prior to the Distribution Date and in its sole and absolute discretion, amend any portion of the Rights Agreement without the approval of any holders of certificates representing shares of Common Stock.

B. The Rights Agent is required under Section 26 of the Rights Agreement to execute any such amendment upon delivery of a certificate from an appropriate officer of the Company stating that the proposed amendment is in compliance with Section 26 of the Rights Agreement.

C. Pursuant to resolutions duly adopted on January 9, 1997, the Board of Directors of the Company has determined that this Amendment is in the best interests of the Company and its stockholders and has directed the officers of the Company to execute this Amendment and deliver it to the Rights Agent.

NOW, THEREFORE, in consideration of the foregoing, the Company and the Rights Agent hereby amend the Rights Agreement as follows, this Amendment to be effective upon execution by the Rights Agent.

A M E N D M E N T

1. Section 7(b) shall be amended only to replace the figure \$50.00 as set forth therein with the figure \$300.00. Accordingly, Section 7(b) shall read in its entirety as follows:

(b) The Purchase Price for each one one-hundredth of a share of Preferred Stock pursuant to the exercise of a Right shall initially be \$300.00, and shall be subject to adjustment from time to time as provided in Sections 11 and 13(a) hereof and shall be payable in accordance with paragraph (c) below.

IN WITNESS WHEREOF, the Company and the Rights Agent have caused this Amendment to be duly executed as of the date first written above.

WESTERN DIGITAL CORPORATION

By: /s/ MICHAEL A. CORNELIUS

Michael A. Cornelius
Vice President-Law and Administration
and Corporate Secretary

AMERICAN STOCK TRANSFER & TRUST COMPANY,
as Rights Agent

By: /s/ JOSEPH F. WOLF

Joseph F. Wolf
Vice President