

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): October 30, 2023

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
(IRS 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:

- 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 7.01. Regulation FD Disclosure.

Proposed Convertible Notes Offering

On October 30, 2023 Western Digital Corporation (“Western Digital”) announced a proposed offering of \$1.3 billion aggregate principal amount of convertible senior notes due 2028 (the “notes”), subject to market and other conditions. The notes will be issued by Western Digital and will be guaranteed, jointly and severally, on a senior unsecured basis by each of Western Digital’s wholly owned subsidiaries from time to time guaranteeing its 4.75% senior unsecured notes due 2026 (the “2026 Notes”) (initially, Western Digital Technologies, Inc.) or that is a guarantor or obligor with respect to certain refinancing indebtedness with respect to the 2026 Notes.

The notes, the shares of Western Digital’s common stock, if any, deliverable upon conversion of the notes and the related guarantee have not been and will not be registered under the Securities Act of 1933 (the “Securities Act”) or the securities laws of any other jurisdiction. They may not be offered or sold in the United States or to, or for the benefit of, U.S. persons absent registration under, or an applicable exemption from, the registration requirements of the Securities Act.

Contemporaneously with the pricing of the notes in the offering, Western Digital expects to enter into one or more separate and individually negotiated transactions with one or more holders of its existing 1.50% convertible senior notes due 2024 (the “Existing Convertible Notes”) to repurchase a portion of the outstanding Existing Convertible Notes for cash on terms to be negotiated separately with each holder (each, a “note repurchase”). The terms of each note repurchase are anticipated to be individually negotiated with each holder of the Existing Convertible Notes and will depend on several factors, including the market price of Western Digital’s common stock and the trading price of the Existing Convertible Notes at the time of each such note repurchase. No assurance can be given as to how much, if any, of the Existing Convertible Notes will be repurchased or the terms on which they will be repurchased.

In connection with the pricing of the notes, Western Digital also expects to enter into privately negotiated capped call transactions with one or more of the initial purchasers of the notes or their respective affiliates and/or certain other financial institutions, as option counterparties. The capped call transactions will cover, subject to anti-dilution adjustments, the number of shares of Western Digital’s common stock initially underlying the notes. The capped call transactions are expected generally to reduce potential dilution to Western Digital’s common stock upon conversion of any notes and to offset any cash payments made in excess of the principal amount of converted notes, as the case may be, with such reduction and/or offset subject to a cap. If the initial purchasers of the notes exercise their option to purchase additional notes, Western Digital expects to enter into additional capped call transactions with the option counterparties.

A copy of the press release 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.

Forward-Looking Statements

This Current Report on Form 8-K and the press release contain forward-looking statements within the meaning of the federal securities laws, including, without limitation, statements concerning the proposed terms of the notes, completion, timing and size of the offering of the notes, potential repurchases of Western Digital’s Existing Convertible Notes and entry into capped call transactions, potential dilution to Western Digital’s common stock and the intended use of proceeds of the offering. 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. There can be no assurance that these forward-looking statements will be achieved; these statements are not guarantees of future performance and are subject to certain risks, uncertainties, and other factors, many of which are beyond Western Digital’s control and are difficult to predict, including without limitation: market conditions (including the market price of Western Digital’s common stock and the trading price of the Existing Convertible Notes), holders’ willingness to sell their Existing Convertible Notes to Western Digital, volatility in global economic conditions; future responses to and effects of global health crises; impact of business and market conditions; the outcome and impact of Western Digital’s announced intention to spin-off its flash-based product segment from its hard disk drive technology business, including with respect to the ultimate form of any spin-off transaction, customer and supplier relationships, regulatory and contractual restrictions, stock price volatility and the diversion of management’s attention from ongoing business operations and opportunities; impact of competitive products and pricing; Western Digital’s development and introduction of products based on new technologies and expansion into new data storage markets; risks associated with cost saving initiatives, restructurings, acquisitions, divestitures, mergers, joint ventures and Western Digital’s strategic relationships; difficulties or delays in manufacturing or other supply chain disruptions; hiring and retention of key employees; Western Digital’s level of debt and other financial obligations; changes to Western Digital’s relationships with key customers; compromise, damage or interruption from cybersecurity incidents or other data system security risks; actions by competitors; risks associated with compliance with changing legal and regulatory requirements and the outcome of legal proceedings; and other risks and uncertainties listed in Western Digital’s filings with the Securities and Exchange Commission (the “SEC”), including Western Digital’s Annual Report on Form 10-K filed with the SEC on August 22, 2023, to which your attention is directed. You should not place undue reliance on these forward-looking statements, which speak only as of the date hereof, and Western Digital undertakes no obligation to update or revise these forward-looking statements to reflect new information or subsequent events, except as required by law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of Western Digital Corporation, dated October 30, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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

Date: October 30, 2023

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



WESTERN DIGITAL ANNOUNCES PROPOSED \$1.3 BILLION CONVERTIBLE NOTES OFFERING

SAN JOSE, Calif. — Oct. 30, 2023 — Western Digital Corporation (Nasdaq: WDC) (“Western Digital”) today announced a proposed offering of \$1.3 billion aggregate principal amount of convertible senior notes due 2028 (the “notes”), subject to market and other conditions.

The notes will be senior unsecured obligations of Western Digital and will be guaranteed, jointly and severally, on a senior unsecured basis by each of Western Digital’s wholly-owned subsidiaries from time to time guaranteeing Western Digital’s 4.75% senior unsecured notes due 2026 (the “2026 Notes”) (initially, Western Digital Technologies, Inc.) or that is a guarantor or obligor with respect to certain refinancing indebtedness with respect to the 2026 Notes. Upon any conversion of the notes, Western Digital will pay cash up to the aggregate principal amount of the notes to be converted and pay or deliver, as the case may be, cash, shares of Western Digital’s common stock or a combination of cash and shares of common stock, at Western Digital’s election, in respect of the remainder, if any, of its conversion obligation in excess of the aggregate principal amount of the notes being converted. Interest on the notes will be payable semiannually in arrears on May 15 and November 15 of each year, beginning on May 15, 2024. The notes will mature on November 15, 2028, unless earlier repurchased, redeemed or converted. The interest rate, initial conversion rate, offering price and other terms of the notes will be determined at the time of pricing the offering.

Western Digital intends to offer the notes in a private offering only to persons reasonably believed to be qualified institutional investors in accordance with Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). In connection with the offering, Western Digital expects to grant the initial purchasers an option to purchase, during the 13-day period beginning on, and including, the first date on which the notes are issued, up to an additional \$200 million principal amount of notes.

Western Digital will use the net proceeds of the notes offering (1) to pay the cost of entering into capped call transactions in connection with the offering, (2) to pay the purchase price for the refinancing through private repurchases of a portion of Western Digital’s existing 1.50% convertible senior notes due 2024 (the “Existing Convertible Notes”), (3) to repay the remaining principal amount owed on the Existing Convertible Notes on the maturity date of the Existing Convertible Notes or prior to such date through further private repurchases, and (4) after the application of the proceeds in accordance with clauses (1) – (3) (or, with respect to clause (3), if Western Digital holds the requisite amount of funds to be used in accordance with such clause), for general corporate purposes, which may include repayment or repurchase of certain of Western Digital’s outstanding non-convertible debt securities through tender offers, open market or privately negotiated repurchases, redemption or otherwise or repayment of any of Western Digital’s other indebtedness.

Contemporaneously with the pricing of the notes in the offering, Western Digital expects to enter into one or more separate and individually negotiated transactions with one or more holders of the Existing Convertible Notes to repurchase a portion of the outstanding Existing Convertible Notes for cash on terms to be negotiated separately with each holder (each, a “note repurchase”). The terms of each note repurchase are anticipated to be individually negotiated with each holder of the Existing Convertible Notes and will depend on several factors, including the market price of Western Digital’s common stock and the trading price of the Existing Convertible Notes at the time of each such note repurchase. No assurance can be given as to how much, if any, of the Existing Convertible Notes will be repurchased or the terms on which they will be repurchased.

Western Digital expects that counterparties that sell their Existing Convertible Notes to it as described above and that have hedged their equity price risk with respect to such Existing Convertible Notes may enter into or unwind various transactions with respect to Western Digital’s common stock (including entering into derivatives with one or more of the initial purchasers in this offering or their respective affiliates) and/or purchase shares of Western Digital’s common stock concurrently with or shortly after the pricing of the notes. This activity could increase (or reduce the size of any decrease in) the market price of Western Digital’s common stock, including concurrently with the pricing of the notes, resulting in a higher effective conversion price of the notes. Western Digital cannot predict the magnitude of such market activity or the overall effect it will have on the price of the notes or Western Digital’s common stock.

In connection with the pricing of the notes, Western Digital also expects to enter into privately negotiated capped call transactions with one or more of the initial purchasers of the notes or their respective affiliates and/or certain other financial institutions, as option counterparties. The capped call transactions will cover, subject to anti-dilution adjustments, the number of shares of Western Digital’s common stock initially underlying the notes. The capped call transactions are expected generally to reduce potential dilution to Western Digital’s common stock upon conversion of any notes and to offset any cash payments made in excess of the principal amount of converted notes, as the case may be, with such reduction and/or offset subject to a cap. If the initial purchasers exercise their option to purchase additional notes, Western Digital expects to enter into additional capped call transactions with the option counterparties.

In connection with establishing their initial hedges of the capped call transactions, Western Digital expects the option counterparties or their respective affiliates to purchase shares of Western Digital’s common stock and/or enter into various transactions with respect to Western Digital’s common stock concurrently with or shortly after the pricing of the notes. This activity could increase (or reduce the size of any decrease in) the market price of Western Digital’s common stock or the notes at that time. In addition, the option counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various transactions with respect to Western Digital’s common stock and/or purchasing or selling Western Digital’s common stock or other Western Digital securities or instruments in secondary market transactions following the pricing of the notes and prior to the maturity of the notes (and (x) are likely to do so during any observation period related to a conversion of notes or following any repurchase of notes by Western Digital in connection with any optional redemption or fundamental change and (y) are likely to do so following any repurchase of notes by Western Digital other than in connection with any optional redemption or fundamental change if Western Digital elects to unwind a corresponding portion of the capped call transactions in connection with such repurchase). This activity could also cause or avoid an increase or a decrease in the market price of Western Digital’s common stock or the notes.

The notes, the common stock, if any, deliverable upon conversion of the notes and the related guarantee have not been and will not be registered under the Securities Act or the securities laws of any other jurisdiction. They may not be offered or sold in the United States or to, or for the benefit of, U.S. persons absent registration under, or an applicable exemption from, the registration requirements of the Securities Act.

This press release does not constitute an offer to sell or buy or a solicitation of an offer to buy or sell the notes or any other security, nor will there be any sale of the notes or any other security in any state or jurisdiction in which such an offer, solicitation or sale is not permitted. Any offer or sale will be made only by means of an offering memorandum, as applicable.

About Western Digital

Western Digital is on a mission to unlock the potential of data by harnessing the possibility to use it. With Flash and HDD franchises, underpinned by advancements in memory technologies, Western Digital creates breakthrough innovations and powerful data storage solutions that enable the world to actualize its aspirations.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws, including, without limitation, statements concerning the proposed terms of the notes, completion, timing and size of the offering of the notes, potential repurchases of Western Digital's Existing Convertible Notes and entry into capped call transactions, potential dilution to Western Digital's common stock and the intended use of proceeds of the offering. 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. There can be no assurance that these forward-looking statements will be achieved; these statements are not guarantees of future performance and are subject to certain risks, uncertainties, and other factors, many of which are beyond Western Digital's control and are difficult to predict, including without limitation: market conditions (including the market price of Western Digital's common stock and the trading price of the Existing Convertible Notes), holders' willingness to sell their Existing Convertible Notes to Western Digital, volatility in global economic conditions; future responses to and effects of global health crises; impact of business and market conditions; the outcome and impact of Western Digital's announced intention to spin-off its flash-based product segment from its hard disk drive technology business, including with respect to the ultimate form of any spin-off transaction, customer and supplier relationships, regulatory and contractual restrictions, stock price volatility and the diversion of management's attention from ongoing business operations and opportunities; impact of competitive products and pricing; Western Digital's development and introduction of products based on new technologies and expansion into new data storage markets; risks associated with cost saving initiatives, restructurings, acquisitions, divestitures, mergers, joint ventures and Western Digital's strategic relationships; difficulties or delays in manufacturing or other supply chain disruptions; hiring and retention of key employees; Western Digital's level of debt and other financial obligations; changes to Western Digital's relationships with key customers; compromise, damage or interruption from cybersecurity incidents or other data system security risks; actions by competitors; risks associated with compliance with changing legal and regulatory requirements and the outcome of legal proceedings; and other risks and uncertainties listed in Western Digital's filings with the Securities and Exchange Commission (the "SEC"), including Western Digital's Annual Report on Form 10-K filed with the SEC on August 22, 2023, to which your attention is directed. You should not place undue reliance on these forward-looking statements, which speak only as of the date hereof, and Western Digital undertakes no obligation to update or revise these forward-looking statements to reflect new information or subsequent events, except as required by law.

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