

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2
to
FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

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

DELAWARE
(State or other jurisdiction of
incorporation or organization)

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

20511 LAKE FOREST DRIVE
LAKE FOREST, CALIFORNIA 92630
(949) 672-7000
(Address, including zip code, and telephone number, including area code,
of Registrant's principal executive offices)

WESTERN DIGITAL CORPORATION
AMENDED AND RESTATED NON-EMPLOYEE DIRECTORS'
STOCK-FOR-FEES PLAN
(Full Title of Plan)

MICHAEL A. CORNELIUS
VICE PRESIDENT, LAW & ADMINISTRATION AND SECRETARY
WESTERN DIGITAL CORPORATION
20511 LAKE FOREST DRIVE
LAKE FOREST, CALIFORNIA 92630
(949) 672-7000

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

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POST-EFFECTIVE AMENDMENT NO. 2

Western Digital Corporation, a Delaware corporation (the "Registrant"), files this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8, to correct a typographical error in the par value of the common stock of the Registrant contained in Post-Effective Amendment No. 1 to the Registration Statement on Form S-8, filed with the Securities and Exchange Commission on April 6, 2001. Post-Effective Amendment No. 1 was filed by the Registrant as the successor issuer to Western Digital Technologies, Inc. (formerly, Western Digital Corporation), a Delaware corporation ("Western Digital"), in accordance with Rule 414 under the Securities Act of 1933, as amended (the "Securities Act"). Post-Effective Amendment No. 1 was filed to reflect the adoption by Western Digital of a holding company organizational structure in accordance with Section 251(g) of the Delaware General Corporation Law (the "DGCL"). The holding company organizational structure was effected pursuant to an Agreement and Plan of Merger to Form Holding Company (the "Merger Agreement") among Western Digital, the Registrant, and WD Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of the Registrant ("Merger Sub"). The Merger Agreement provided for the merger of Merger Sub into Western Digital, with Western Digital continuing as the surviving corporation and as a wholly-owned subsidiary of the Registrant (the "Merger"). Prior to the Merger the Registrant was a wholly-owned subsidiary of Western Digital. Pursuant to Section 251(g) of the DGCL, stockholder approval of the Merger was not required. As a result of the Merger, the consolidated assets and liabilities of the Registrant immediately after the Merger were the same as the consolidated assets and liabilities of Western Digital immediately prior to the Merger.

As a result of the Merger, which was consummated on April 6, 2001, each share of Western Digital common stock, par value \$.01 per share ("Western Digital Common Stock") issued and outstanding or held in treasury was converted into one share of the Registrant's common stock, par value \$.01 per share ("Registrant Common Stock"). The Registrant also adopted and assumed as its own all of the rights and obligations of Western Digital under the Western Digital Amended and Restated Non-Employee Directors' Stock-For-Fees Plan (the "Plan").

In connection with the formation of the holding company, effective upon consummation of the Merger, (i) the Board of Directors of Western Digital terminated the Rights Agreement between Western Digital and American Stock Transfer & Trust Company, as rights agent, dated October 15, 1998, as amended, and all outstanding rights thereunder to purchase a fraction of a share of the Series A Junior Participating Preferred Stock of Western Digital expired, (ii) the Registrant entered into a new Rights Agreement between the Registrant and American Stock Transfer & Trust Company, as rights agent, dated April 6, 2001, and (iii) the Registrant declared a dividend of one right to purchase a fraction of a share of the Series A Junior Participating Preferred Stock of the Registrant for each share of the Registrant Common Stock which was distributed to holders of Registrant Common Stock at the close of business on April 6, 2001. Until otherwise provided by the new Rights Agreement, the Registrant's rights will be evidenced by certificates of Registrant Common Stock.

Issuable under the Plan are 400,000 shares of common stock which were registered under the Registration Statement on Form S-8, Registration No. 33-60168, as filed with the Securities and Exchange Commission on March 29, 1993 (which includes 200,000 shares of common stock registered on the Form S-8 Registration Statement and 200,000 shares of common stock registered pursuant to Rule 416 in connection with Western Digital's stock dividend of one share for each share outstanding on May 20, 1997).

In accordance with Rule 414, the Registrant, as the successor issuer to Western Digital, hereby expressly adopts Registration Statement No. 33-60168 on Form S-8 as its own for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended.

Registration fees were paid at the time of filing the original Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of California, on April 10, 2001.

WESTERN DIGITAL CORPORATION

By: /s/ MATTHEW E. MASSENGILL

 Matthew E. Massengill
 President and Chief Executive
 Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints MATTHEW E. MASSENGILL and MICHAEL A. CORNELIUS his or her true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all further amendments to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Form S-8 Registration Statement has been signed below by the following persons in the capacities indicated on April 10, 2001.

SIGNATURE

TITLE

/s/ MATTHEW E. MASSENGILL

Matthew E. MassengillPresident and Chief Executive Officer
(Principal Executive Officer) and Director

/s/ TERESA A. HOPP

Teresa A. HoppSenior Vice President, and Chief Financial Officer
(Principal Financial and Accounting Officer)

/s/ THOMAS E. PARDUN

Thomas E. Pardun

Chairman of the Board

/s/ PETER D. BEHRENDT

Peter D. Behrendt

Director

/s/ I. M. BOOTH

I. M. Booth

Director

/s/ KATHLEEN A. COTE

Kathleen A. Cote

Director

/s/ HENRY T. DeNERO

Director

Henry T. DeNero

/s/ ROGER H. MOORE

Director

Roger H. Moore