

**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): May 10, 2024



Western Digital.
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 3.03 Material Modification to Rights of Security Holders.

The information disclosed under Items 5.03 and 5.07 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03 to the extent required.

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

Western Digital Corporation (the “Company” or “WDC”) held a special meeting of stockholders (the “Special Meeting”) on May 10, 2024. At the Special Meeting, as further described in Item 5.07 below, holders of the Company’s common stock (“Common Stockholders”) and holders of the Company’s Series A Convertible Perpetual Preferred Stock (“Series A Preferred Stockholders,” and together with the Common Stockholders, the “Stockholders”) approved an amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Company Charter”) to increase the number of authorized shares of common stock, par value \$0.01 per share, from 450,000,000 shares to 750,000,000 shares (the “Authorized Shares Amendment”), as further described in the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on March 29, 2024, and as previously approved by the Board of the Directors of the Company (the “Board”). The Stockholders and the Board also approved an amendment to the Company Charter to provide for the elimination of certain officers’ personal liability for monetary damages stemming from breaches of the duty of care as permitted by Section 102(b)(7) of the General Corporation Law of the State of Delaware (the “Company Exculpation Amendment” and, together with the Authorized Shares Amendment, the “WDC Charter Amendments”).

A Certificate of Amendment to the Company Charter effecting the WDC Charter Amendments was filed with the Secretary of State of the State of Delaware and became effective on May 13, 2024. The foregoing description of the WDC Charter Amendments does not purport to be complete and is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference in this Item 5.03.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The information disclosed under Item 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 5.07 to the extent required.

Results of the voting at the Special Meeting are set forth below.

Proposal 1. Authorized Shares Amendment. As described above, the Stockholders voted to approve the Authorized Shares Amendment. The voting results of the Common Stockholders, voting as a separate class, were as follows:

For	Against	Abstain	Broker Non-Votes
269,951,232	10,121,745	534,155	N/A

The voting results of the Common Stockholders and Series A Preferred Stockholders, voting together as a single class, were as follows:

For	Against	Abstain	Broker Non-Votes
286,520,804	10,121,745	534,155	N/A

Proposal 2. Company Exculpation Amendment. As described above, the Stockholders voted to approve the Company Exculpation Amendment. The voting results were as follows:

For	Against	Abstain	Broker Non-Votes
240,770,932	20,032,920	420,698	35,952,154

Proposal 3. Amendment to the Charter of Western Digital Technologies, Inc., a wholly-owned subsidiary of the Company ("WDT"), to Remove the Pass-Through Voting Provision. The Stockholders voted to approve an amendment to the Amended and Restated Certificate of Incorporation of WDT (the "WDT Charter") to remove the provision that requires the approval of the Company's Stockholders, in addition to the vote of the Company (as sole stockholder of WDT), in order for WDT to take certain actions. The voting results were as follows:

For	Against	Abstain	Broker Non-Votes
258,656,753	1,848,531	719,266	35,952,154

Proposal 4. Amendment to the WDT Charter to Provide Exculpatory Protection For Certain Of Its Officers. The Stockholders approved an amendment to the WDT Charter to provide for the elimination of certain of WDT's officers' personal liability for monetary damages stemming from breaches of the duty of care as permitted by Section 102(b)(7) of the General Corporation Law of the State of Delaware. The voting results were as follows:

For	Against	Abstain	Broker Non-Votes
239,563,175	20,991,033	670,342	35,952,154

Proposal 5. Adjournment of the Special Meeting. The Stockholders approved the adjournment of the Special Meeting to solicit additional proxies in favor of Proposals 1 through 4, but such an adjournment was not necessary in light of the approval of Proposals 1 through 4 at the Special Meeting. The voting results for the adjournment proposal were as follows:

For	Against	Abstain	Broker Non-Votes
245,631,909	50,197,851	1,346,944	N/A

The foregoing description of the amendments to the WDT Charter does not purport to be complete and is qualified in its entirety by reference to the Certificate of Amendment to the WDT Charter, a copy of which is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference in this Item 5.07.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Western Digital Corporation.
99.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Western Digital Technologies, Inc.
104	Cover Page Interactive Data File (embedded with the Inline XBRL document).

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
WESTERN DIGITAL CORPORATION**

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Western Digital Corporation, a Delaware corporation (hereinafter called the "Corporation"), does hereby certify as follows:

FIRST: The name of the Corporation is Western Digital Corporation.

SECOND: Article IV of the Corporation's Amended and Restated Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

"ARTICLE IV

AUTHORIZED CAPITAL STOCK

This corporation shall be authorized to issue two classes of shares of stock to be designated, respectively, "Preferred Stock" and "Common Stock"; the total number of shares which this corporation shall have authority to issue is Seven Hundred Fifty-Five Million (755,000,000); the total number of shares of Preferred Stock shall be Five Million (5,000,000) and each such share shall have a par value of one cent (\$0.01); and the total number of shares of Common Stock shall be Seven Hundred Fifty Million (750,000,000) and each such share shall have a par value of one cent (\$0.01).

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby vested with authority to fix by resolution or resolutions the designations and the powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation the dividend rate, conversion rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, and to fix the number of shares constituting any such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series."

State of Delaware
Secretary of State
Division of Corporations
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THIRD: Article VII of the Corporation's Amended and Restated Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

“ARTICLE VII

LIMITATION OF DIRECTOR AND OFFICER LIABILITY

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director or officer of this corporation shall not be personally liable to this corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officer. No amendment to, or modification or repeal of, this Article VII shall adversely affect any right or protection of a director or officer of this corporation existing hereunder with respect to any state of facts existing or act or omission occurring, or any cause of action, suit or claim that, but for this Article VII, would accrue or arise, prior to such amendment, modification or repeal. If the General Corporation Law of the State of Delaware is amended after this Amended and Restated Certificate of Incorporation is filed with the Secretary of the State of Delaware to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of this corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. All references in this Article VII to an “officer” shall mean only a person who, at the time of an act or omission as to which liability is asserted, falls within the meaning of the term “officer,” as defined in Section 102(b)(7) of the General Corporation Law of the State of Delaware.”

FOURTH: Pursuant to resolutions adopted at a meeting of the Board of Directors of the Corporation approving the proposed amendment to the Amended and Restated Certificate of Incorporation of the Corporation, declaring the amendment to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof, the special meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

FIFTH: The foregoing amendments were duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Western Digital Corporation has caused this Certificate to be duly executed in its corporate name this 13th day of May, 2024.

WESTERN DIGITAL CORPORATION

By: /s/ Cynthia Tregillis
Name: Cynthia Tregillis
Title: Senior Vice President, Chief Legal Officer and Secretary

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
WESTERN DIGITAL TECHNOLOGIES, INC.**

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Western Digital Technologies, Inc., a Delaware corporation (hereinafter called the “Corporation”), does hereby certify as follows:

FIRST: The name of the Corporation is Western Digital Technologies, Inc.

SECOND: Article V of the Corporation’s Amended and Restated Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

“ARTICLE V

[Reserved]”

THIRD: Article VIII of the Corporation’s Amended and Restated Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

“ARTICLE VIII

LIMITATION OF DIRECTOR AND OFFICER LIABILITY

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director or officer of this corporation shall not be personally liable to this corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officer. No amendment to, or modification or repeal of, this Article VIII shall adversely affect any right or protection of a director or officer of this corporation existing hereunder with respect to any state of facts existing or act or omission occurring, or any cause of action, suit or claim that, but for this Article VIII, would accrue or arise, prior to such amendment, modification or repeal. If the General Corporation Law of the State of Delaware is amended after this Amended and Restated Certificate of Incorporation is filed with the Secretary of the State of Delaware to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of this corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. All references in this Article VIII to an “officer” shall mean only a person who, at the time of an act or omission as to which liability is asserted, falls within the meaning of the term “officer,” as defined in Section 102(b)(7) of the General Corporation Law of the State of Delaware.”

FOURTH: Pursuant to resolutions adopted at a meeting of the Board of Directors of the Corporation approving the proposed amendment to the Amended and Restated Certificate of Incorporation of the Corporation, declaring the amendment to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof, the special meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

FIFTH: The foregoing amendments were duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Western Digital Technologies, Inc. has caused this Certificate to be duly executed in its corporate name this 13th day of May, 2024.

WESTERN DIGITAL TECHNOLOGIES, INC.

By: /s/ Cynthia Tregillis

Name: Cynthia Tregillis

Title: Senior Vice President, Chief Legal Officer and
Secretary