
**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): October 18, 2015

Western Digital Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

001-08703
(Commission
File Number)

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

3355 Michelson Drive, Suite 100
Irvine, California
(Address of Principal Executive Offices)

92612
(Zip Code)

(949) 672-7000
(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 240.425)
 - 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

In connection with the decision by China's Ministry of Commerce ("MOFCOM") enabling Western Digital Corporation (the "Company") to integrate substantial portions of its HGST and WD subsidiaries as described in Item 7.01 below, the Board of Directors of the Company appointed Michael D. Cordano as President and Chief Operating Officer of the Company, effective on October 18, 2015. Stephen D. Milligan remains the Chief Executive Officer of the Company, but will no longer serve as the Company's President. In addition, the position of President of the Company's WD subsidiary, previously held by James J. Murphy, and the position of President of the Company's HGST subsidiary, previously held by Mr. Cordano, were both eliminated. Mr. Murphy will now lead the Company's new Storage Devices business unit and report directly to Mr. Cordano.

Mr. Cordano, 51, joined the Company in March 2012 in connection with its acquisition of HGST. Mr. Cordano was appointed President of the Company's HGST subsidiary in July 2012. Prior to that, Mr. Cordano served as HGST's Executive Vice President, Sales and Marketing, and President, Branded Business, from April 2009 to March 2012. From February 2005 to April 2009, Mr. Cordano served as Chief Executive Officer and co-founder of Fabrik, Inc., which was acquired by HGST in April 2009. From 1994 to February 2005, Mr. Cordano served in various roles of increasing responsibility at Maxtor Corporation, including as the Executive Vice President of Worldwide Sales and Marketing from April 2001 until February 2005, where he formed and managed the Branded Products Business Unit.

Item 7.01 Regulation FD Disclosure.

On October 19, 2015, the Company issued a press release announcing a decision from MOFCOM that enables the Company to integrate substantial portions of its HGST and WD subsidiaries. MOFCOM's decision is the result of an ongoing dialogue regarding the "hold separate" restriction associated with the Company's acquisition of HGST in March 2012. As part of the agreement with MOFCOM, the Company will continue to offer both HGST and WD product brands in the market and maintain separate sales teams for two years from the date of the decision. When available, the Company intends to post a copy of MOFCOM's decision, translated into English, on its website at investor.wdc.com. The information on the Company's website is not incorporated into this filing. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The press release is furnished and not filed, pursuant to Instruction B.2 of Form 8-K.

On October 19, 2015, the Company released the Western Digital Corporation FAQ Regarding MOFCOM Decision attached as Exhibit 99.2 to this Current Report on Form 8-K and incorporated herein by reference. The Western Digital Corporation FAQ Regarding MOFCOM Decision is furnished and not filed, pursuant to Instruction B.2 of Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Western Digital Corporation, dated October 19, 2015.
99.2	Western Digital Corporation FAQ Regarding MOFCOM Decision released by Western Digital Corporation.



FOR IMMEDIATE RELEASE:

**WESTERN DIGITAL CORPORATION ANNOUNCES DECISION FROM CHINA'S
MINISTRY OF COMMERCE ENABLING INTEGRATION OF
SUBSTANTIAL PORTIONS OF HGST AND WD SUBSIDIARIES**

Decision Positions Company to Accelerate Innovation and Better Serve Customers

IRVINE, Calif. — Oct. 19, 2015 — Western Digital® Corporation (NASDAQ: WDC) today announced a decision from China's Ministry of Commerce ("MOFCOM"), which enables the company to integrate substantial portions of its HGST and WD subsidiaries under Western Digital Corporation ("Western Digital"). As a unified entity, Western Digital's extensive technology capability, deepened patent and product portfolios, and talented global team will further drive its ability to innovate and lead in the changing data storage industry.

The agency's decision is the result of an ongoing dialogue regarding the "hold separate" restriction associated with Western Digital's acquisition of HGST in March 2012. As part of the agreement with MOFCOM, and in order to leverage the rich storage industry heritage of each long-standing brand, Western Digital will continue to offer both HGST and WD product brands in the market and maintain separate sales teams for two years from the date of the decision.

"The decision announced today positions us for continued growth and long-term value creation," said Steve Milligan, chief executive officer of Western Digital. "HGST and WD are an exceptional combination, and together, we will set the pace for innovation in this dynamic and evolving industry."

Integration activities will begin immediately and are expected to continue over the next 24 months. Western Digital expects the integration of corporate and other key functions, including research and development, heads and media operations, engineering and manufacturing, will result in significant opportunities for growth, synergies and cost savings consistent with the levels previously outlined by the company.

The company also announced today that Mike Cordano, formerly president of the HGST subsidiary, has been appointed president and chief operating officer of Western Digital by the company's board of directors. In his new role, Cordano will head a business leadership team with balanced representation of proven leaders from the company's two former subsidiaries.

Jim Murphy, who previously served as president of the WD subsidiary, will lead the Storage Devices business unit, which includes the company's HDD and SSD products. Jim Welsh and Dave Tang will lead the company's Content Solutions and Storage Solutions business units, respectively.

Steve Milligan will continue to serve as chief executive officer of Western Digital Corporation and oversee all business and corporate functions, including an Advanced Technology organization led by Steve Campbell, former chief technology officer for HGST. The appointments announced today are effective immediately.

With mobility and the cloud continuing to drive rapid data growth, businesses and consumers are increasingly looking for efficient and economical means to store, manage and access data. From businesses that leverage data to generate insights for key decision-making to consumers looking for a place to protect priceless memories, Western Digital helps customers unlock and harness the power of data.

Supplemental Information

A question and answer document related to the MOFCOM decision and an organizational chart for the Western Digital senior executive team are available on the company's Investor Relations website at investor.wdc.com. The company is not holding a conference call related to today's announcement.

About Western Digital

Founded in 1970, Western Digital Corp. (NASDAQ: WDC), Irvine, Calif., is an industry-leading developer and manufacturer of storage solutions that enable people to create, manage, experience and preserve digital content. Its HGST and WD® subsidiaries are long-time innovators in the storage industry. Western Digital is responding to changing market needs by providing a full portfolio of compelling, high-quality storage products with effective technology deployment, high efficiency, flexibility and speed. Its products are marketed under the HGST and WD brands to OEMs, distributors, resellers, cloud infrastructure providers and consumers. Financial and investor information is available on the company's Investor Relations website at investor.wdc.com.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements concerning: the anticipated benefits of the integration of HGST and WD, including Western Digital's ability to innovate and lead and the resulting growth, synergies, cost savings and value creation prospects; the expected timeframe for integration and the functions anticipated to be integrated; and drivers of data growth. 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, including: potential difficulties and challenges to integrating HGST and WD, volatility in global economic conditions; business conditions and growth in the storage ecosystem; pricing trends and fluctuations in average selling prices; the availability and cost of commodity materials and specialized product components; actions by competitors; unexpected advances in competing technologies; the development and introduction of products based on new technologies and expansion into new data storage markets; and other risks and uncertainties listed in the company's filings with the Securities and Exchange Commission (the "SEC"), including the company's most recent annual report on Form 10-K filed with the SEC on Aug. 21, 2015, 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 the company undertakes no obligation to update these forward-looking statements to reflect subsequent events or circumstances.

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Western Digital, WD and the WD logo are registered trademarks in the U.S. and other countries. HGST trademarks are intended and authorized for use only in countries and jurisdictions in which HGST has obtained the rights to use, market and advertise the brand. Other marks may be mentioned herein that belong to other companies.

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Western Digital Corporation FAQ Regarding MOFCOM Decision**1. What is the significance of the MOFCOM approval?**

We have received approval from China's Ministry of Commerce ("MOFCOM") to integrate substantial portions of our HGST and WD subsidiaries under Western Digital Corporation. This includes our corporate functions, research and development, heads and media operations, engineering, and manufacturing. This is an important step in our ongoing business transformation. Unifying HGST and WD under WDC will create new opportunities for innovation and efficiency which will provide even greater benefits to our customers and shareholders. We expect this integration will result in significant opportunities for growth, synergies, and cost savings.

2. What will be the impact to financial results of this integration?

As a result of MOFCOM's decision as described in today's announcement, we believe we will be able to realize approximately \$400 million in annual operating expense savings with additional significant cost of goods sold savings. We believe it will take 12 to 24 months to achieve the vast majority of these savings.

Now that we are able to engage in integration planning, we will look to provide more specifics on the integration during the first quarter of calendar 2016.

3. When will you provide your next update on integration and synergies progress?

We will provide periodic updates on integration, with the initial update coming in the first calendar quarter of 2016.

4. What are the specific parameters of the remaining hold separate conditions?

We will continue to offer both HGST and WD product brands in the market through two separate sales teams, as agreed with MOFCOM, and in order to benefit from the rich storage industry heritage of each long-standing brand. These restrictions will last for the next two years, at which time they automatically terminate.

5. Will both sales organizations be selling the full product line? Will you exit any product lines?

Each sales team will have the ability to offer a full line of products manufactured by the company under their respective brands.

6. Given the likelihood of improved cash flows post integration, will there be any changes to your capital allocation program?

There are no changes to the company's capital allocation program at this time.

7. What will be the management structure of the integrated company?

Steve Milligan will continue to serve as chief executive officer of Western Digital Corporation and oversee all business and corporate functions. Mike Cordano, formerly

president of the HGST subsidiary, has been appointed president and chief operating officer of Western Digital by the company's board of directors. In his new role, Cordano will head a business leadership team with balanced representation of proven leaders from the company's two former subsidiaries.

Jim Murphy, who previously served as president of the WD subsidiary, will lead the Storage Devices business unit, which includes the company's HDD and SSD products. Jim Welsh and Dave Tang will lead the company's Content Solutions and Storage Solutions business units, respectively.

The executive appointments announced today are effective immediately. An organizational chart for the Western Digital senior executive team is available on the company's Investor Relations website at investor.wdc.com.

8. Will the company's strategy change?

Our collective focus on operational excellence, innovation and creating value for customers and shareholders remains the same. The lifting of substantial portions of the "hold separate" restriction enables us to accelerate initiatives focused on delivering value to our customers and shareholders.

9. How will you integrate HGST and WD?

We have established a dedicated Integration Management Office team to determine how best to combine the two entities so that we can begin to operate substantially as one company. This team is comprised of HGST and WD representatives from a range of sites and functional areas to ensure balanced representation and a global perspective.

10. When will the HGST and WD integration occur?

Integration planning activities will begin immediately; we expect integration will occur in phases over the next 24 months.

Safe Harbor for Forward-Looking Statements

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements concerning: the anticipated benefits of the integration of HGST and WD, including the company's ability to better serve customers, innovate and lead, and resulting growth, synergies, cost savings and value creation prospects; the expected timeframe and phases for integration, the functions to be integrated and the timeframes to fully achieve anticipated cost savings; and the company's strategy and capital allocation program. 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, including: potential difficulties and challenges to integrating HGST and WD, volatility in global economic conditions; business conditions and growth in the storage ecosystem; pricing trends and fluctuations in average selling prices; the

availability and cost of commodity materials and specialized product components; actions by competitors; unexpected advances in competing technologies; the development and introduction of products based on new technologies and expansion into new data storage markets; and other risks and uncertainties listed in the company's filings with the Securities and Exchange Commission (the "SEC"), including the company's most recent annual report on Form 10-K filed with the SEC on August 21, 2015, 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 the company undertakes no obligation to update these forward-looking statements to reflect subsequent events or circumstances.

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