

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934
(Amendment No.)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

WESTERN DIGITAL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- Fee not required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies: _____
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- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
- (4) Proposed maximum aggregate value of transaction: _____
- (5) Total fee paid: _____

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid: _____
- (2) Form, Schedule or Registration Statement No.: _____
- (3) Filing Party: _____
- (4) Date Filed: _____

Stockholder Update

Western Digital

Fall 2021



Forward-Looking Statements

This presentation contains forward-looking statements that involve risks and uncertainties, including, but not limited to, statements regarding the company's product and technology portfolio, product performance and development, customer relationships, market position, operational improvements and market opportunities, as well as expectations regarding industry trends, and initiatives related to sustainability, equity, inclusion and diversity. Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by, which performance or results will be achieved, if at all. Forward-looking statements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements.

Key risks and uncertainties include future responses to and effects of the COVID-19 pandemic; volatility in global economic conditions; impact of business and market conditions; impact of competitive products and pricing; our 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 our strategic relationships; difficulties or delays in manufacturing or other supply chain disruptions; hiring and retention of key employees; our substantial level of debt and other financial obligations; changes to our relationships with key customers; disruptions in operations from cyberattacks or other 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 the company's filings with the Securities and Exchange Commission (the "SEC") and available on the SEC's website at www.sec.gov, including our Form 10-K filed with the SEC on August 27, 2021, to which your attention is directed. We do not undertake any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law.

Western Digital at a Glance

Essential building block to the digital economy – from the edge to the cloud

- Leading developer, manufacturer, and provider of data storage devices and solutions utilizing **flash and hard drive technology**
- Fifty-year history of technology leadership and innovation backed by over **13,500+ patents**
- **Industry-leading** portfolio of technologies, systems and solutions comprised of Western Digital, G-Technology, SanDisk, and WD brands
- Broad routes to market with over **350,000 points of sale** worldwide
- Headquartered in San Jose, CA, we have a **global presence** with over 64,000 employees

Our Long-Term Value Creation Strategy

Our strategy supports our mission to be recognized as the world's leading data infrastructure company

Our strategy is dependent on continuing to build a culture of growth and innovation to accomplish five major strategic pillars:



DRIVE DIFFERENTIATED LEADERSHIP IN FLASH

- Drive portfolio strategy to create a unique role for Western Digital as a leader in the flash market
- Increase long-term engagement and through-cycle agreements with key hyperscalers



DRIVE LEADERSHIP IN HDD

- Expand our partnership with hyperscale customers through innovative offerings
- Continue to deliver on our areal density improvement roadmap



LEAD IN STORAGE INNOVATION

- Maintain leadership in core storage technologies
- Lead in energy-assisted technologies to drive long-term growth in capacity HDD
- Lead in flash 3D node transitions, design parameters and capital efficiency
- Drive future storage interface standards, architectures and software ecosystems



BUILD ON OUR CUSTOMER VALUE

- Expand relationships at our largest customers to enrich our value
- Establish ourselves as "The Supplier" for storage in retail, e-tail and distribution channels, while developing the WD online store as a preferred channel



ACCELERATE OPERATIONAL EXCELLENCE

- Meet quarter-to-quarter cost down target to improve gross margin while improving inventory
- Establish a robust end-to-end supply chain, and enhance responsiveness and service levels
- Continue to increase automation in our factories

Reshaped Executive Leadership Team

We have reshaped our leadership team as we pursue our mission of being recognized as the world's leading data infrastructure company



David Goeckeler
Chief Executive Officer

Joined
Mar. 2020



Christine Bastian
Executive Vice President and Chief People Officer

Joined Aug. 2021



Robert W. Soderbery
Executive Vice President and General Manager, Flash Business

Joined Sept. 2020



Ashley Gorakhpurwalla
Executive Vice President and General Manager, HDD Business

Joined Oct. 2020



Robert Eulau
Executive Vice President and Chief Financial Officer

Joined Apr. 2019



Dr. Siva Sivaram
President, Technology and Strategy

Joined May 2016;
Promoted to role Aug. 2019



Michael C. Ray
Executive Vice President and Chief Legal Officer

Joined Sept. 2000;
Promoted to role Nov. 2015

In the last two years we significantly evolved our leadership team:

- We recruited **Mr. Goeckeler** to join as our **CEO**
- We formed **separate product business units for our Flash and HDD technology assets** and announced the appointments of **two new executive leaders, Mr. Soderbery and Mr. Gorakhpurwalla**
- We appointed **Ms. Bastian** as our **Chief People Officer**, who brings extensive experience in organizational design, talent development, executive coaching and supporting diverse organizations

- **Dr. Sivaram and Mr. Ray** possess indispensable knowledge of Kioxia and have key relationships with its leaders, and both bring deep institutional knowledge of our business and technology that is critical to supporting our long-term strategy
- In the context of a reshaped leadership team and competitive talent market, our Compensation and Talent Committee evaluated the equity holdings of our executives and determined that **Dr. Sivaram and Mr. Ray had lower holding power than other executives**
- In light of these factors, the Committee approved retention awards to Dr. Sivaram and Mr. Ray of \$4.0 million and \$1.5 million, respectively, to increase their equity holding power over the next two years

Experienced Board Provides Strong Oversight

Our directors' diverse backgrounds contribute to an effective and well-balanced Board that is able to provide strong oversight



Kimberly Alexy
Audit Committee Chair
 Director since 2018
 Principal, Alexy Capital Management

Deep expertise in finance, securities and corporate governance at several financial institutions and publicly held companies



Martin Cole
Compensation & Talent Committee Chair
 Director since 2014
 Former Chief Executive, Technology of Accenture plc.

Extensive senior executive leadership experience across business sectors and geographies



Tunç Daluca
 Director since 2018
 Former President & CEO of Maxim Integrated

Over 30 years of executive leadership and technical experience in the semiconductor industry



David Goeckeler
CEO of Western Digital
 Director since 2020

20 years in technical and leadership positions at Cisco and current role as CEO contributes indispensable knowledge



Matthew Massengill
Independent Chairman
 Director since 2000
 Former President & CEO of Western Digital

Many years as a Western Digital executive and Board member provide extensive experience directly relevant to our business



Paula Price
 Director since 2020⁽¹⁾
 Former EVP & CFO of Macy's Inc.

Veteran financial leader with a deep knowledge of the data-driven strategies transforming consumer businesses



Stephanie Streeter
Governance Committee Chair
 Director since 2018
 Former CEO of Libbey Inc.

Extensive senior executive leadership experience overseeing companies with manufacturing and operations across the globe



Kathleen Cole
Lead Independent Director
 Director since 2001
 Former CEO of Worldport Communications, Inc.

RETIRING

Seasoned executive with numerous years of experience overseeing global companies focused on technology and operations

The appointments of Dr. Caulfield and Ms. Suzuki to our Board effective July 6, 2021 add diverse perspectives and backgrounds and demonstrate our ongoing commitment to Board refreshment


Dr. Caulfield and Ms. Suzuki serve on our Governance Committee



Miyuki Suzuki
Director since 2021
 Former President, Asia Pacific, Japan and China, Cisco Systems, Inc.

NEW

Over 35 years of leadership experience in the technology, telecommunications and airlines industries with deep global operations expertise that spans across the Asia Pacific region



Dr. Thomas Caulfield
 Director since 2021
 CEO of GlobalFoundries Inc.

NEW

Over 30 years of semiconductor industry experience and an extensive career spanning roles in engineering, management and global operations

Ms. Cole will be retiring from the Board at our Annual Meeting after two decades of service

We benefited greatly from her insights and contributions as Lead Independent Director and a trusted advisor

¹ Previously served as a director from July 2014 to February 2019.

Board Composition Supports Our Strategy

We routinely evaluate the composition of the Board and strategically refresh our membership to ensure it reflects our strategic and business needs

Director Skills and Expertise

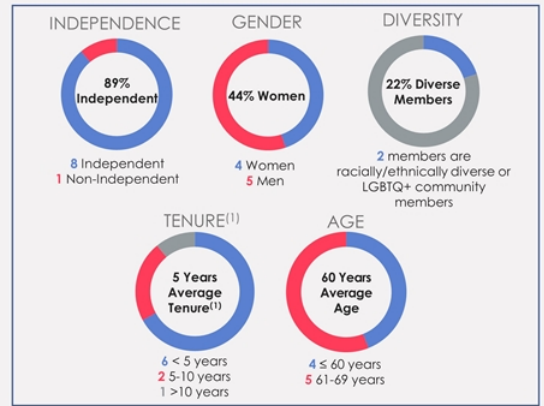
Our Board's mix of qualifications, attributes, tenure and skills strengthen the Board's independent leadership and effective oversight of management:

Executive Experience	Sales/Marketing
Semiconductor Experience	Finance and Accounting
Data Infrastructure Experience	Cybersecurity
Manufacturing	Risk Management
Operations and Infrastructure	Corporate Sustainability and Responsibility
Technology/Innovation	Strategy Planning Experience
Global Experience	Human Capital Management

Focus on Diversity in Director Candidate Pool

In May 2021, the Board adopted a provision in our Corporate Governance Guidelines requiring the Governance Committee to include, and instruct any search firm it engages to include, women and members of underrepresented communities in the pool from which it selects director nominees

Board Nominee Highlights



Women in Board Leadership Roles

Lead Independent Director
Governance Committee Chair
Audit Committee Chair

¹Calculation includes Paula Price's tenure as a director from July 2014 to February 2019.

Commitment to Stockholder Engagement

Stockholder engagement remains an important part of our Board's commitment to maintaining the highest standards of corporate governance

Our strong corporate governance practices help promote the long-term interests of our stockholders

- ✓ Robust year-round Board-led stockholder engagement program that informs Board decisions
- ✓ Independent Board leadership, including a Lead Independent Director with clearly defined roles and responsibilities
- ✓ Commitment to Board diversity, with our last six director appointments including four women, two of whom are from underrepresented communities
- ✓ All directors elected annually by a simple majority of votes cast
- ✓ Eight of nine director nominees are independent
- ✓ Director retirement policy upon reaching age 72
- ✓ Active Board oversight of strategic planning and risk management
- ✓ Board-level oversight of corporate responsibility, sustainability and human capital management
- ✓ Succession planning for directors, our CEO and other key officers
- ✓ Annual Board and committee self-evaluations

We contacted stockholders holding greater than 45% of shares outstanding in each of the last three years to offer engagements and in 2021:

We reached out to stockholders representing over:



Key Areas of Focus during Engagement with Stockholders:

- Executive leadership team composition
- Board composition, experience and diversity
- Executive compensation philosophy and program design, including an overview of how investor feedback influenced various program enhancements
- Corporate responsibility and sustainability, specifically our progress toward TCFD alignment and our commitment to set science-based targets
- Equity, inclusion and diversity at Western Digital, including recent developments and enhanced disclosure in our 2021 Sustainability Update

Executive Compensation Design

Our compensation program aligns performance with pay results and continues to evolve in response to stockholder feedback

2021 Executive Compensation Overview

■ = Indicates new feature

Pay Element	Vehicle	Measurement Period	Performance Metric
Base Salary	Cash	Competitive with market/industry practices; adjusted for experience, responsibility, potential and performance	
Short-Term Incentives	Cash	One year	<ul style="list-style-type: none"> • Non-GAAP Operating Income (50%) • Flash Exabytes Shipped (12.5%) • HDD Exabytes Shipped (12.5%) • Individual Performance (25%)
Long-Term Incentives	PSUs <ul style="list-style-type: none"> • CEO (60%) • Other NEOs (50%) 	<ul style="list-style-type: none"> • All PSUs subject to 3-year vesting • 100% based on 3-year performance period 	<ul style="list-style-type: none"> • Relative TSR (50%) • Revenue (25%) • Non-GAAP EPS (25%) • Pre-established relative market performance adjustment ("MPA") for financial metrics • TSR-based awards capped at 100% if absolute TSR is negative
	RSUs <ul style="list-style-type: none"> • CEO (40%) • Other NEOs (50%) 	Pro-rata vesting over four years	Stock price performance

Fiscal 2021 Compensation Program Updates

Short-Term Incentives

- **Shift from Non-GAAP Net Income to Non-GAAP Operating Income** better reflects our core operations by excluding the impact of taxes and interest
- **New Operational Metric (Exabytes Shipped)** provides the executive team with tangible operational milestones; overall STI design emphasizes profit in achieving these milestones
- **New Individual Performance Metric** allows for differentiation between executives based on individual contributions and evaluates leadership and execution on fiscal 2021 strategic and financial objectives

Long-Term Incentives

- **PSU Performance Period:** Extended the performance period for 100% of the PSUs to three years reflecting stockholder feedback
- **Replacement of peer index for Relative TSR PSUs:** Replaced a custom peer index with the S&P 500 constituents

2021 Sustainability Update

Our 2021 Sustainability Report will be published in November and align with the GRI, SASB and TCFD standards

Diversity, Equity and Inclusion

Our people are our most valuable resource. We believe we can achieve the best business outcomes by empowering our diverse and talented employees to make an impact, together

- ✓ Currently **expanding our pay equity analysis** to include 75% of our workforce; **preparing to publish additional details** about the analysis in our FY21 report
- ✓ Preparing to **publish EEO-1 data** this year
- ✓ Recognized for the third consecutive year by Women's Choice Award as a **Best Company for Millennials**, and received a **perfect score** from Human Rights Campaign in their **Corporate Equality Index**
- ✓ Promoted a **Global Anti-Harassment and Discrimination Policy** with associated training worldwide

Energy and Emissions

We aim to do our part in helping build an environmentally sustainable future by reducing our energy consumption, investing in conservation projects and managing our impacts on the environment

- ✓ Set science-based targets through the **Science Based Targets initiative**, including a commitment to reduce operational emissions by 42% by 2030
- ✓ Achieved a year-over-year **3.8% reduction** in energy use and a **25% reduction** in energy intensity
- ✓ Completed a **climate-scenario analysis** aligned with **TCFD** recommendations
- ✓ Completed a **robust Scope 3 emissions data** analysis to support emissions reduction targets

Human Rights and Integrity

Respecting human rights is a foundational aspect of how we do business. We work diligently to foster a working environment where our employees can be treated with respect and dignity and form our global culture of integrity

- ✓ Recognized by Ethisphere Institute for the 3rd consecutive year as **one of the World's Most Ethical Companies**
- ✓ Completed a **global human rights impact assessment**
- ✓ **Expanded our disclosure of human rights and labor management practices** in our Modern Slavery Compliance Statement
- ✓ **Enhanced human rights-related training** to our supply chain
- ✓ **Zero reportable breaches of personal data** in 2020 or to date in 2021

Our Board plays an important oversight role across each of these areas

Our Compensation and Talent Committee oversees our human capital management programs, including those focusing on culture, diversity and inclusion and our Governance Committee oversees our corporate responsibility and sustainability programs

2021 Annual Meeting

Western Digital values your support on our 2021 ballot items

Our Board recommends:



A vote **FOR Proposal** to elect each of the nine director nominees named in the proxy statement



A vote **FOR Proposal** to approve on an advisory basis the compensation of the Company's named executive officers



A vote **FOR Proposal** to approve our 2021 Long-Term Incentive Plan



A vote **FOR Proposal** to ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2022

Western Digital®