

**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): November 16, 2021

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, \$.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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.04 Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.

The Western Digital Corporation 401(k) Plan (the “**401(k) plan**”) is transitioning to a new plan administrator. To facilitate the transition, all transactions in the 401(k) plan will be temporarily suspended during a blackout period. Participants in the 401(k) plan were notified of the blackout period on November 16, 2021. During the blackout period, participants in the 401(k) plan will be unable to make changes to their contribution rates and investment allocations, make loan repayments or request new loans, or request withdrawals or distributions under the 401(k) plan, including with respect to the shares of common stock, \$0.01 par value per share, of Western Digital Corporation (the “**Company**”) held by the trust for the 401(k) plan in the stock fund. The blackout period is expected to begin at 4:00 pm Eastern Time on Thursday, December 23, 2021 and end during the week of January 9, 2022. The notification described under Section 101(i)(2)(E) of the Employment Retirement Income Security Act of 1974 relating to the blackout period was provided to the Company on November 16, 2021.

On November 19, 2021, the Company sent a notice to its directors and executive officers informing them of the 401(k) plan blackout period and stock trading restrictions (including with respect to derivatives) that apply to them during the blackout period. This notice was required pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Section 104 of Regulation BTR under the Securities Exchange Act of 1934.

A copy of the notice to the directors and executive officers is attached as Exhibit 99.1. During the blackout period and for a period of two years after the ending date of the blackout period, stockholders or other interested parties may obtain, without charge, information about the actual beginning and ending dates of the blackout period by contacting the Company’s Corporate Secretary by telephone at (408) 717-6000 or by mail at Corporate Secretary, Western Digital Corporation, 5601 Great Oaks Parkway, San Jose, California 95119.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

- 99.1 [Notice to Directors and Executive Officers dated November 19, 2021](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

Important Notice of 401(k) Blackout Period to Directors and Executive Officers of Western Digital Corporation**November 19, 2021**

Federal securities laws require us to send you a notice whenever restrictions are imposed on your trading in our shares of common stock (including derivatives) due to a suspension of transactions in the Western Digital Corporation 401(k) Plan (the “**401(k) plan**”) that lasts for a period of more than three consecutive business days.

Reason for 401(k) Blackout Period. A temporary suspension of transactions in the 401(k) plan is necessary to change the 401(k) plan administrator from T Rowe Price RPS Inc. to Empower Retirement, LLC (“**Empower**”). During the 401(k) Blackout Period (as defined below), 401(k) plan participants will be unable to make changes to their contribution rates and investment allocations, make loan repayments or request new loans, or request withdrawals or distributions under the 401(k) plan, including with respect to the Western Digital Corporation Stock Fund.

Length of 401(k) Blackout Period. The transition to Empower is expected to begin at 4:00pm Eastern Time on December 23, 2021 and end during the week of January 9, 2022 (the “**401(k) Blackout Period**”). If the date of the transition changes and we are required to adjust the beginning date or the length of the 401(k) Blackout Period, we will provide you with notice of such adjustment as soon as reasonably practicable.

Restrictions on Executive Officers and Directors During the 401(k) Blackout Period. Federal securities laws provide that, during the 401(k) Blackout Period, all directors and executive officers are prohibited from purchasing, selling or otherwise acquiring or transferring any shares of common stock of Western Digital Corporation (the “**Company**”), including by exercising stock options, or any derivatives of the Company’s common stock, regardless of whether the director or executive officer participates in the 401(k) plan. Such prohibition on transactions applies only to the Company’s securities (and derivatives of such securities) that you have acquired in connection with your service or employment as a director or executive officer of the Company. It is important to note that any such security you sell or otherwise transfer will be automatically treated as acquired in connection with your service or employment unless you establish that the securities were acquired from another source and this identification is consistent with your treatment of the securities for tax purposes and all other disclosure and reporting requirements. These prohibitions apply to you and to members of your immediate family who share your household, as well as to trusts, corporations, and other entities whose share ownership may be attributed to you.

While several narrow exceptions to this prohibition exist, you should not engage in any transaction without first confirming with the Company’s legal department whether an exception is available. If you engage in a transaction that violates these rules, you may be required to disgorge your profits from the transaction, and you may be subject to civil and criminal penalties.

Please note that the period during which you are prohibited from transacting in the Company’s securities as a result of the 401(k) plan transition currently falls within a closed trading window applicable to you under our Insider Trading Policy.

If you have questions regarding the 401(k) Blackout Period, including when it has started or ended, you may contact our Corporate Secretary, Michael Ray, by telephone at (408) 717-6000 or by mail at Corporate Secretary, Western Digital Corporation, 5601 Great Oaks Parkway, San Jose, California 95119.