AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 1, 1994

REGISTRATION NO. 33-51695

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2

TO

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

WESTERN DIGITAL CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	8105 IRVINE CENTER DRIVE	95-2647125
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	IRVINE, CALIFORNIA 92718 (714) 932-5000	(I.R.S. EMPLOYER IDENTIFICATION NO.)

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

ROBERT L. ERICKSON, VICE PRESIDENT,
LAW AND SECRETARY
WESTERN DIGITAL CORPORATION
8105 IRVINE CENTER DRIVE
IRVINE, CALIFORNIA 92718
(714) 932-5000

(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPIES TO:

E. MICHAEL GREANEY	PATRICK T. SEAVER
GIBSON, DUNN & CRUTCHER	LATHAM & WATKINS
4 PARK PLAZA	650 TOWN CENTER DRIVE, 20TH FLOOR
IRVINE, CALIFORNIA 92714	COSTA MESA, CALIFORNIA 92626
(714) 451-3800	(714) 540-1235

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
AS SOON AS PRACTICABLE FOLLOWING THE EFFECTIVE DATE OF THIS REGISTRATION STATEMENT.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. / /

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. / /

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)(2)(3)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(3)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(3)	AMOUNT OF ADDITIONAL REGISTRATION FEE(3)
Common Stock, $.10 par value.......................	7,618,711 shares	$11.75	$89,519,854	$2,329.75

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(1) Includes 993,745 shares that the Underwriters have the option to purchase to cover over-allotments, if any.

(2) Each share of Common Stock includes a Right to purchase one one-hundredth of a share of Series A Junior Participating Preferred Stock pursuant to the Rights Agreement between Western Digital Corporation and First Interstate Bank, as Rights Agent.

(3) Pursuant to the original filing of this Registration Statement on December 23, 1993, 7,043,711 shares were included at a proposed maximum offering price per share of $9.8125, and a registration fee of $23,845.16 was paid. Accordingly, 575,000 additional shares are registered hereby; at the proposed maximum offering price per share of $11.75, the proposed maximum aggregate offering price for such additional shares is $6,756,250 and the amount of the additional registration fee is $2,329.75.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SECTION 8(A), MAY DETERMINE.

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6,624,966 SHARES

[LOGO]

COMMON STOCK

Of the 6,624,966 shares of Common Stock being offered, 5,500,000 shares are being sold by Western Digital Corporation (the "Company") and 1,124,966 shares are being sold for the account of certain holders (the "Selling Securityholders") of warrants to purchase Common Stock (the "Warrants"). The Company will not receive any of the proceeds from the sale of the shares being sold for the account of the Selling Securityholders other than exercise price payments aggregating approximately $1.2 million. See "Selling Securityholders." The Common Stock is traded on the New York Stock Exchange under the symbol "WDC." On January 31, 1994, the reported last sale price of the Common Stock on the New York Stock Exchange was $12 per share.

SEE "RISK FACTORS" FOR A DISCUSSION OF CERTAIN FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH AN INVESTMENT IN THE COMMON STOCK OFFERED HEREBY.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	PRICE TO PUBLIC	UNDERWRITING DISCOUNT(1)	PROCEEDS TO COMPANY(2)	PROCEEDS TO SELLING SECURITYHOLDERS(2)
Per share	$11.75	$0.55	$11.20	$11.20
Total(3)	$77,843,350	$3,643,731	$61,600,000	$12,599,619

(1) The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended. See "Underwriting."

(2) Before deduction of expenses payable by the Company estimated at $650,000 and not including the payment to the Company of the aggregate Warrant exercise price of approximately $1.2 million.

(3) The Company has granted the Underwriters a 30-day option to purchase up to 993,745 additional shares of Common Stock solely to cover over-allotments, if any. If such option is exercised in full, the total price to the public will be $89,519,854, the total underwriting discount will be $4,190,291, and the total proceeds to the Company will be $72,729,944. See "Underwriting."

The shares of Common Stock are being offered by the several Underwriters named herein, subject to receipt and acceptance by them and to their right to reject any order in whole or in part. It is expected that delivery of the shares will be made on or about February 8, 1994.

KIDDER, PEABODY & CO. INCORPORATED

SALOMON BROTHERS INC

The date of this Prospectus is February 1, 1994.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE COMMON STOCK OFFERED HEREBY AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH TRANSACTIONS MAY BE EFFECTED ON THE NEW YORK STOCK EXCHANGE OR OTHERWISE. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). Such reports, proxy statements and other information filed by the Company with the Commission can be inspected and copied at the public reference facilities maintained by the Commission at Judiciary Plaza, 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549 and at the Commission's regional offices at Northwestern Atrium Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661 and at 7 World Trade Center, New York, New York 10048. Copies of such material can be obtained at prescribed rates upon request from the Public Reference Room of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549. Copies of such reports, proxy statements and other information concerning the Company can also be inspected at the offices of the New York Stock Exchange at 20 Broad Street, New York, New York 10005.

The Company has filed with the Commission a Registration Statement on Form S-3 (including all amendments and exhibits thereto, the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the securities offered hereby. This Prospectus does not contain all of the information set forth in the Registration Statement and the exhibits and schedules thereto, certain portions of which are omitted as permitted by the rules and regulations of the Commission. Such additional information may be obtained from the Commission's principal office in Washington, D.C. Statements contained in this Prospectus as to the contents of any contract or other document referred to herein or therein are not necessarily complete, and in each instance reference is made to the copy of such contract or other document filed as an exhibit to the Registration Statement or such other document. A copy of the Registration Statement and the exhibits and schedules thereto may be examined without charge at the Commission's principal offices at 450 Fifth Street N.W., Room 1024, Washington, D.C. 20549, and copies of such materials can be obtained from the Public Reference Room of the Commission at prescribed rates.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents heretofore filed by the Company under the Exchange Act with the Commission are hereby incorporated herein by reference: (i) Annual Report on Form 10-K for the fiscal year ended June 30, 1993; (ii) Quarterly Report on Form 10-Q for the fiscal quarter ended September 25, 1993; (iii) Current Report on Form 8-K filed on January 5, 1994; (iv) Quarterly Report on Form 10-Q for the fiscal quarter ended December 25, 1993; and (v) the description of the Company's Common Stock contained in its Registration Statement on Form 8-A under the Exchange Act filed on January 15, 1991.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Prospectus and prior to the termination of the offering shall be deemed to be incorporated in this Prospectus by reference and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

The Company will provide without charge to each person to whom a copy of this Prospectus has been delivered, on the written or oral request of such person, a copy of any or all of the documents referred to above which have been or may be incorporated in this Prospectus by reference other than exhibits to such documents, unless such exhibits are also specifically incorporated by reference herein. Requests for such copies should be directed to Western Digital Corporation, 8105 Irvine Center Drive, Irvine, California 92718. Attention: Corporate Secretary, telephone number (714) 932-5000.

PROSPECTUS SUMMARY

The following is a summary of certain information contained elsewhere in this Prospectus. Reference is made to, and this summary is qualified in its entirety by, the more detailed information and financial statements appearing elsewhere herein and incorporated by reference herein. Except where otherwise indicated, all share and per share amounts included in this Prospectus assume no exercise of the Underwriters' over-allotment option. Unless otherwise indicated, references herein to specific years and quarters are to the Company's fiscal years ending June 30 and fiscal quarters.

THE COMPANY

Western Digital Corporation, a Delaware corporation (the "Company" or "Western Digital"), designs, manufactures and sells small form factor Winchester disk drives for the mid-to high-end personal computer ("PC") market. The Company is one of the five largest independent manufacturers of these disk drives. Sales of the Company's Caviar(TM) family of disk drives represented approximately 85% of revenues for the fiscal year ended June 30, 1993 and approximately 88% of revenues for the six months ended December 25, 1993. The Company's principal disk drive products are 3.5-inch form factor disk drives with storage capacities from 170 megabytes to 540 megabytes, including the Caviar AC2540, a 540 megabyte drive, introduced in October 1993. The Company believes that since the introduction in September 1992 of its Caviar AC2340, a two-platter, 340 megabyte drive, it has increased its market share of the 3.5-inch form factor disk drive market. In addition, the Company offers 2.5-inch form factor disk drive products.

The disk drive market is highly cyclical and is characterized by significant price erosion over the life of a product, periodic rapid price declines due to industry over-capacity or other competitive factors, technological changes, changing market requirements, and requirements for significant expenditures for product development. The Company's disk drive strategy in response to these conditions is to achieve time to market leadership with new product introductions while minimizing its fixed cost structure and maximizing the utilization of its assets. The Company implements this strategy, in part, by capitalizing on its expertise in control and communication electronics to deliver greater storage capacity per disk from components widely available in the commercial market, such as disks and heads, and to provide a high degree of commonality of component parts among its disk drive products.

The Company also designs, manufactures and sells an array of microcomputer products ("MCP") consisting of integrated circuits ("ICs") and board products which perform or enhance graphics, storage and logic functions in PCs and other computer systems. The Company's MCP strategy is to bring to market superior graphical user interface and storage control products through its applications knowledge and integrated circuit design capability.

The Company sells its products through its worldwide direct sales force primarily to PC manufacturers, and, to a lesser extent, resellers. The Company's direct sales organization is structured so that each customer is served by a single sales team which markets the Company's entire product line. The Company's OEM (original equipment manufacturer) customers include AST Research, Dell Computer, Gateway 2000, IBM, NCR, NEC, Siemens-Nixdorf, Toshiba and Zenith Data Systems.

The Company's principal executive offices are located at 8105 Irvine Center Drive, Irvine, California 92718, and its telephone number is (714) 932-5000. As used herein, the terms "Company" and "Western Digital" refer to Western Digital Corporation and its wholly-owned subsidiaries unless the context otherwise requires.

THE OFFERING

Common Stock offered by:	
The Company........................	5,500,000 shares
The Selling Securityholders........	1,124,966 shares
Common Stock to be outstanding after this offering.....................	42,472,466 shares
Use of proceeds......................	Working capital and other general corporate purposes
New York Stock Exchange symbol.......	WDC

SUMMARY FINANCIAL INFORMATION
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	YEAR ENDED JUNE 30,					SIX MONTHS ENDED	
	1989	1990	1991	1992	1993	DEC. 26, 1992	DEC. 25, 1993
STATEMENT OF OPERATIONS DATA:							
Revenues, net	$993,845	$1,073,907	$ 986,201	$ 938,332	$1,225,231	$614,616	$656,570
Costs and expenses:							
Cost of revenues	713,507	811,747	812,967	827,707	1,043,184	505,656	537,330
Research and development	86,371	82,111	93,107	89,566	101,593	46,870	56,425
Selling, general and administrative	135,273	140,058	116,361	88,012	90,470	41,762	48,518
Restructuring charges	--	--	81,540	--	--	--	--
Total costs and expenses	935,151	1,033,916	1,103,975	1,005,285	1,235,247	594,288	642,273
Operating income (loss)	58,694	39,991	(117,774)	(66,953)	(10,016)	20,328	14,297
Net interest expense	13,243	9,067	14,737	20,203	15,092	8,017	5,604
Gain on sale of LAN business	--	--	--	15,784	--	--	--
Net gain from retirement of debt	--	1,273	--	--	--	--	--
Income (loss) before income taxes	45,451	32,197	(132,511)	(71,372)	(25,108)	12,311	8,693
Provision for income taxes	11,127	8,032	1,660	1,488	--	1,231	1,304
Net income (loss)	$ 34,324	$ 24,165	$ (134,171)	$ (72,860)	$ (25,108)	$ 11,080	$ 7,389
Earnings (loss) per common and common equivalent share(1)	$ 1.18	$ .82	$ (4.59)	$ (2.49)	$ (.79)	$ .36	$ .20
Common and common equivalent shares used in computing per share amounts	29,035	29,297	29,208	29,209	31,813	31,211	37,020

	THREE MONTHS ENDED					
	SEPT. 26, 1992	DEC. 26, 1992	MARCH 27, 1993	JUNE 30, 1993	SEPT. 25, 1993	DEC. 25, 1993
QUARTERLY OPERATING DATA:						
Revenues, net	$271,141	$343,475	$325,407	$285,208	$285,498	$371,072
Gross profit	50,374	58,586	52,300	20,787	46,419	72,821
Operating income (loss)	8,539	11,789	5,262	(35,606)	(2,045)	16,342
Net income (loss)	4,168	6,912	1,633	(37,821)	(5,098)	12,487
Earnings (loss) per share(1)	$ .14	$ .22	$ .05	$ (1.07)	$ (.14)	$ .32

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(1) For the six months ended December 26, 1992 and December 25, 1993, fully diluted earnings per share were $.34 and $.19, respectively. For the three months ended December 26, 1992, fully diluted earnings per share were $.21. For all other periods presented, fully diluted earnings per share approximated primary earnings per share.

		DECEMBER 25, 1993	
	SEPT. 25, 1993	ACTUAL	AS ADJUSTED(1)
BALANCE SHEET DATA:			
Cash and cash equivalents	$ 35,471	$ 84,846	$108,699
Working capital	108,532	113,863	149,716
Total assets	508,950	483,124	506,977
Short-term debt:			
Current portion of long-term debt	22,397	12,707(2)	707
Long-term debt:			
Long-term debt, less current portion	118,392	26,332(2)	22
Convertible subordinated debentures	59,000	59,000	59,000
Total long-term debt, less current portion	177,392	85,332	59,022
Shareholders' equity	126,082	140,432	202,595

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(1) Adjusted to give effect to the sale by the Company of 5,500,000 shares of Common Stock offered hereby, the application of the estimated net proceeds therefrom, the exercise of the Warrants and the repayment of $38.3 million of bank debt on December 31, 1993.

(2) The decreases in short-term and long-term debt during the quarter ended December 25, 1993 are attributable primarily to the application of $95.0 million of the proceeds of the sale of the Company's Irvine, California silicon wafer fabrication facility. See "Recent Developments -- Sale of Wafer Fabrication Facility."

RECENT DEVELOPMENTS

SALE OF WAFER FABRICATION FACILITY

On December 23, 1993, the Company sold its Irvine, California silicon wafer fabrication facility to the Semiconductor Products Sector of Motorola, Inc. ("Motorola") for approximately $110.6 million ($103.9 million in cash and a $6.7 million note payable over the 60-day period after closing) plus certain other considerations, including the assumption by Motorola of equipment leases associated with the facility. The gain on the sale of the facility is not material to the financial position of the Company. Approximately $95.0 million of the proceeds of this sale were used to reduce bank indebtedness. Concurrent with the sale, the Company entered into a supply contract with Motorola under which Motorola will supply silicon wafers to Western Digital for at least two years. The Company also anticipates that it will enter into silicon wafer supply arrangements with other companies in the future. The sale of the wafer fabrication facility represents a reduction of the Company's fixed manufacturing cost structure and allows the Company to focus its MCP engineering resources on product design rather than manufacturing process development.

SECOND QUARTER FISCAL 1994 OPERATING RESULTS

For the fiscal quarter ended December 25, 1993, net income was $12.5 million on revenues of $371.1 million, compared with net income of $6.9 million on revenues of $343.5 million in the corresponding quarter in the prior fiscal year and a net loss of $5.1 million on revenues of $285.5 million in the fiscal quarter ended September 25, 1993. The improved performance in the second quarter of the current fiscal year is attributable primarily to higher revenues and favorable product mix in the Company's disk drive business.

NEW ACCOUNTS RECEIVABLE FACILITY

In January 1994, the Company entered into a $75.0 million accounts receivable facility with certain financial institutions. The facility consists of a $50.0 million three-year arrangement at Eurodollar or reference rates of the participating banks and a $25.0 million one-year committed arrangement at a rate approximating commercial paper rates. This new facility is intended to serve as a source of working capital as may be needed from time to time and replaces a credit facility secured by substantially all of the Company's assets, the remaining borrowings under which were repaid on December 31, 1993.

EUROPEAN MANUFACTURING AGREEMENT

In August 1993, the Company entered into an agreement with IBM Corporation ("IBM") pursuant to which IBM will assemble, test and package Western Digital Caviar disk drives at IBM's Havant, England facility. The Caviar drives made at Havant will be supplied to Western Digital customers throughout Europe. The Company believes this relationship with IBM increases its disk drive assembly capacity without a significant investment in fixed assets and enhances its ability to sell disk drives to customers in Europe.

RISK FACTORS

In addition to the other information included or incorporated by reference in this Prospectus, the following factors should be considered carefully before purchasing the Common Stock offered hereby.

OPERATING LOSSES

For the years ended June 30, 1991, 1992 and 1993, the Company experienced losses from operations of approximately $117.8 million, $67.0 million and $10.0 million, respectively. The loss for fiscal 1991 included an $81.5 million restructuring charge. After six consecutive quarterly losses, the Company's net income was $4.1 million in the fourth quarter of fiscal 1992 and $12.7 million in the first three quarters of fiscal 1993. Due to renewed pricing and competitive pressures, the Company experienced losses in the fourth quarter of fiscal 1993 and the first quarter of fiscal 1994. The Company reported net income of $12.5 million for the second quarter of fiscal 1994. No assurance can be given that the Company will not continue to experience wide fluctuations in operating results in the future.

FLUCTUATIONS IN CUSTOMER DEMAND

The demand for the Company's disk drive and MCP products depends principally upon the demand for PCs. A slowdown in the demand for such computers, which is affected by computer system product cycles and by prevailing economic conditions, would have an adverse effect on the Company's results of operations. There can be no assurance that current demand levels will continue or that prices will not decline precipitously as disk drive manufacturers increase production in response to current demand. Further, the Company's customers typically have the right to cancel or reschedule orders, which could adversely affect the Company's production schedules, inventory management and results of operations.

The Company's shipments tend to be disproportionately higher in the last month of each quarter. The Company's failure to complete shipments in the latter part of a quarter would have a material adverse effect on the Company's operating results for that quarter. In addition, the disk drive industry has been subject to seasonal fluctuations in demand. There can be no assurance that such fluctuations will not affect the Company in the future.

COMPETITION

The PC industry is intensely competitive and is characterized by significant price erosion over the life of a product, periodic rapid price declines due to industry over-capacity or other competitive factors, technological changes, changing market requirements, occasional shortages of materials, dependence upon a limited number of vendors for certain components, dependence upon highly skilled engineering and other personnel, and significant expenditures for product development. The disk drive market in particular has been subject to recurring periods of severe price competition. Many of the Company's competitors have greater financial and other resources and broader product lines than the Company with which to compete in this environment.

The Company also competes with companies offering products based on alternative data storage and retrieval technologies. Technological advances in magnetic, optical, flash or other storage technologies could result in the introduction of competitive products with performance superior to and prices lower than the Company's products, which could adversely affect the Company's results of operations.

NEW PRODUCT INTRODUCTIONS

The market for the Company's products is subject to rapid technological change and short product life cycles. To remain competitive, the Company must anticipate the needs of the market and successfully develop and introduce new products in a timely fashion. Before volume shipments of the Caviar AC2200 in March 1992, the Company was less successful than its competitors in developing new products and bringing them to market in a timely manner. If not carefully planned and executed, the introduction of new products may adversely affect sales of existing products and increase risk of inventory obsolescence. In addition, new products typically have lower initial manufacturing yields and higher initial component costs than more mature products. No assurance can be given that the Company will be able to successfully complete the design and introduction of new products, manufacture the products at acceptable manufacturing yields and costs, effectively manage product transitions or obtain significant orders for these products.

MANUFACTURING

The Company experiences fluctuations in manufacturing yields which can materially affect the Company's operations, particularly in the start-up phase of new products or new manufacturing processes. With the continued pressures to shorten the time required to introduce new products, the Company must accelerate production learning curves to shorten the time to achieve acceptable manufacturing yields and costs. No assurance can be given that the Company's operations will not be adversely affected by these fluctuations or that it can shorten its new product development cycles or manufacturing learning curves sufficiently to achieve these objectives in the future.

The Company's disk drives are assembled at the Company's manufacturing facility in Singapore and at IBM's Havant, England facility. Other manufacturing is performed at the Company's facilities in Malaysia and Korea. As a result, the Company is subject to certain foreign manufacturing risks such as changes in government policies, high employee turnover, political risk, transportation delays, tariffs, fluctuations in foreign exchange rates and import, export, exchange and tax controls.

DEPENDENCE ON COMPONENT SUPPLIERS

A number of the components used by the Company are available from a single or limited number of outside suppliers. Some of these materials may periodically be in short supply and the Company has, on occasion, experienced temporary delays or increased costs in obtaining these materials. An extended shortage of required materials and supplies could have an adverse effect upon the revenue and earnings of the Company. In addition, the Company must allow for significant lead times when procuring certain materials and supplies. The Company has more than one available source of supply for most of its required materials. Where there is only one source of supply, the Company believes that a second source could be obtained within a reasonable period of time. However, no assurance can be given that the Company's results of operations will not be adversely affected until a new source can be located.

The Company purchases substantially all of its thin film head requirements for disk drives from Read-Rite Corporation. The Company also uses MIG heads for certain products which are supplied by several vendors. Any significant disruption in the supply of these components would have an adverse effect on the Company's results of operations.

On December 23, 1993, the Company sold its Irvine, California silicon wafer fabrication facility. See "Recent Developments -- Sale of Wafer Fabrication Facility." From 1990 until the sale, the Company manufactured silicon wafers in the Irvine facility. The Company also buys wafers fabricated by other companies. The Company believes that, through its supply contract with the purchaser of its Irvine facility and through other outside sources, its semiconductor wafer requirements can be met; however, a disruption in the supply of wafers for any reason would have a material adverse impact on the Company's results of operations.

INTELLECTUAL PROPERTY

The PC industry has been characterized by significant litigation relating to patent and other intellectual property rights. The Company is currently involved in litigation with Conner Peripherals, Inc. in which the two companies have asserted patent infringement claims against one another relating to disk drives manufactured by them. The Company has also received a claim of alleged patent infringement from Rodime PLC. Based upon similar claims, Rodime has negotiated license agreements with at least two disk drive manufacturers pursuant to which it has received royalties or other compensation, and Rodime is currently pursuing litigation against others. Adverse resolution of either of these matters or any other intellectual property claim could subject the Company to substantial liabilities and require it to seek licenses from other companies or to refrain from manufacturing certain products. Although patent holders commonly offer licenses to their patents or other intellectual property rights, no assurance can be given that licenses will be offered, or that the terms of any offered license will be acceptable to the Company or that failure to obtain a license would not adversely affect the Company's results of operations.

In addition, the Company currently has a cross-license with IBM which became effective January 1, 1990. Pursuant to this agreement, the Company has licensed IBM under certain Western Digital patents for the life of such patents, and has obtained from IBM a patent license which expires December 31, 1994 covering certain Western Digital products. Although the license granted to Western Digital extends to certain components within Western Digital disk drives, disk drives as such are not expressly covered. In calendar 1993, IBM initiated further discussions with the Company for the purpose of determining whether the Company's disk drives are covered by specified IBM patents. The Company is currently reviewing these patents. Based on its prior dealings with IBM, the Company expects to work toward a supplemental agreement with IBM which will address the disk drive issues and extend the term of the license, with the goal of reaching agreement prior to the expiration of the term of the current license agreement. This supplemental agreement, if finalized, may involve payment of higher royalties to IBM than are presently paid. No assurance can be given that such an agreement can be reached upon terms acceptable to the Company. Failure to reach an acceptable agreement could have a material adverse impact on the Company's business.

STOCK PRICE VOLATILITY

The market price of the Company's Common Stock has been, and may continue to be, extremely volatile. Factors such as new product announcements by the Company or its competitors, quarterly fluctuations in the Company's operating results, pricing pressures and general conditions in the computer market may have a significant impact on the market price of the Company's Common Stock. In addition, the stock market has recently experienced substantial price and volume fluctuations, which have particularly affected the market prices of the stock of many high technology companies.

USE OF PROCEEDS

The net proceeds to the Company from the sale of Common Stock offered hereby are estimated to be $61.0 million ($72.1 million if the Underwriters' over-allotment option is exercised in full) after deducting the estimated underwriting discount and estimated expenses of this offering. The Company intends to use the net proceeds of this offering for working capital and other general corporate purposes. The Company will not receive any of the proceeds from the sale of the Common Stock to be issued upon exercise of the Warrants other than exercise price payments aggregating approximately $1.2 million.

CAPITALIZATION

The table below sets forth the consolidated capitalization and short-term debt of Western Digital at September 25, 1993, at December 25, 1993, and at December 25, 1993 as adjusted to give effect to the sale by the Company of 5,500,000 shares of Common Stock offered hereby, the application of the estimated net proceeds therefrom, the exercise of the Warrants and the repayment of $38.3 million of bank debt on December 31, 1993.

		DECEMBER 25, 1993	
	SEPT. 25, 1993	ACTUAL	AS ADJUSTED
	(IN THOUSANDS)		
Short-term debt:			
Current portion of long-term debt	$ 22,397	$ 12,707	$ 707
Long-term debt:			
Long-term debt, less current portion	$118,392	$ 26,332	$ 22
Convertible subordinated debentures	59,000	59,000	59,000
Total long-term debt, less current portion	177,392	85,332	59,022
Shareholders' equity:			
Preferred stock, $.10 par value; 5,000,000 shares authorized; no shares outstanding	--	--	--
Common stock, $.10 par value; 95,000,000 shares authorized; 35,395,632 shares outstanding at September 25, 1993; 35,847,500 shares outstanding at December 25, 1993; and 42,472,466 shares outstanding at December 25, 1993 as adjusted(1)	3,540	3,585	4,247
Additional paid-in capital	200,502	202,320	263,821
Accumulated deficit	(77,960)	(65,473)	(65,473)
Total shareholders' equity	126,082	140,432	202,595
Total capitalization	$303,474	$225,764	$ 261,617

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(1) Excludes (i) 7,436,968 shares as of December 25, 1993 reserved for issuance upon exercise of stock options granted or available for grant under the Company's stock option plans, (ii) 60,000 shares as of December 25, 1993 reserved for issuance upon exercise of warrants to purchase Common Stock issued in 1991 in consideration for consulting services, and (iii) (except as to the as adjusted number) the Common Stock issuable upon exercise of the Warrants. Also excludes 4,083,044 shares as of December 25, 1993 reserved for issuance upon conversion of the Convertible Subordinated Debentures.

SELLING SECURITYHOLDERS

The table below sets forth certain information regarding the beneficial ownership by the Selling Securityholders of Common Stock (which arises solely from their ownership of the Warrants). The Warrants were issued to the Selling Securityholders as lenders in connection with the Company's 1991 debt restructuring and certain subsequent amendments to its credit facilities. In connection with this offering, the Warrants will be sold to the Underwriters who will then exercise the Warrants and offer the shares of Common Stock issued upon exercise pursuant to this Prospectus. As a result, following completion of this offering, to the knowledge of the Company, none of the Selling Securityholders will beneficially own any of the Company's equity securities.

	SHARES BENEFICIALLY OWNED PRIOR TO OFFERING		SHARES TO BE SOLD IN OFFERING
SELLING SECURITYHOLDERS	NUMBER	PERCENT	
Bank of America NT & SA 555 California Street, 41st Floor San Francisco, CA 94104	328,997	*	328,997
Citibank, N.A. 599 Lexington Avenue Floor 21/Zone 10 New York, NY 10043	223,072	*	223,072
Berliner Handels-und Frankfurter Bank 55 East 59th Street New York, NY 10022	89,726	*	89,726
The HongKong and Shanghai Banking Corporation Limited 140 Broadway, 4th Floor New York, NY 10015	89,726	*	89,726
Credit Lyonnais Cayman Island Branch 515 South Flower Street Los Angeles, CA 90071	59,817	*	59,817
Den Danske Bank 280 Park Avenue New York, NY 10017	59,817	*	59,817
Royal Bank of Canada 600 Wilshire Boulevard Suite 800 Los Angeles, CA 90017	59,817	*	59,817
Union Bank of Switzerland 299 Park Avenue New York, NY 10171-0026	49,507	*	49,507
J.P. Morgan Delaware 902 Market Street Wilmington, DE 19801-3015	44,863	*	44,863
Morgan Guaranty Trust Company of New York 60 Wall Street New York, NY 10260-0060	44,863	*	44,863
Banque Nationale de Paris 725 South Figueroa, Suite 2090 Los Angeles, CA 90017	29,909	*	29,909
Deutsche Bank AG 550 South Hope Street Los Angeles, CA 90071	29,909	*	29,909
Sanwa Bank 601 South Figueroa Street Los Angeles, CA 90071	14,943	*	14,943

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* Less than 1%

UNDERWRITING

The Underwriters named below, for whom Kidder, Peabody & Co. Incorporated and Salomon Brothers Inc are serving as representatives (the "Representatives"), have severally agreed, subject to the terms and conditions of the Underwriting Agreement (a copy of which is filed as an exhibit to the Registration Statement of which this Prospectus is a part), to purchase from the Company and the Selling Securityholders the respective numbers of shares of Common Stock and Warrants set forth opposite their names below:

UNDERWRITER	FROM COMPANY (COMMON STOCK)	FROM SELLING SECURITYHOLDERS (WARRANTS)	TOTAL SHARES
Kidder, Peabody & Co. Incorporated.....	2,076,092	424,641	2,500,733
Salomon Brothers Inc..................	2,076,092	424,641	2,500,733
Bear, Stearns & Co. Inc................	107,925	22,075	130,000
CS First Boston Corporation............	107,925	22,075	130,000
Dean Witter Reynolds Inc.	107,925	22,075	130,000
A. G. Edwards & Sons, Inc.	107,925	22,075	130,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated.........................	107,925	22,075	130,000
PaineWebber Incorporated..............	107,925	22,075	130,000
Prudential Securities Incorporated.....	107,925	22,075	130,000
Smith Barney Shearson Inc.	107,925	22,075	130,000
Cowen & Company.......................	67,246	13,754	81,000
Kemper Securities, Inc.	67,246	13,754	81,000
Legg Mason Wood Walker, Incorporated...	67,246	13,754	81,000
Needham & Company, Inc.	67,246	13,754	81,000
The Robinson-Humphrey Company, Inc. ...	67,246	13,754	81,000
Wheat, First Securities, Inc.	67,246	13,754	81,000
Adams, Harkness & Hill, Inc.	26,980	5,520	32,500
Hanifen, Imhoff Inc.	26,980	5,520	32,500
Pennsylvania Merchant Group Ltd.	26,980	5,520	32,500
Total........................	5,500,000	1,124,966	6,624,966

The Underwriting Agreement provides that the Underwriters are obligated to purchase all of the shares of Common Stock and Warrants offered, if any are purchased.

The Company and the Selling Securityholders have been advised by the Representatives that they propose to offer the Common Stock to the public at the offering price set forth on the cover page of this Prospectus and to certain dealers at such price less a concession not in excess of $.33 per share, and that the Underwriters and such dealers may reallow a discount of not in excess of $.10 per share to other dealers. The public offering price and the concession and discount to dealers may be changed by the Underwriters.

The Company has granted the Underwriters an option, exercisable for 30 days after the date of this Prospectus, to purchase up to 993,745 additional shares of Common Stock at the price to the public less the underwriting discount, as set forth on the cover page of this Prospectus. Such option may be exercised only to cover over-allotments, if any, in the sale of the shares of Common Stock offered hereby.

The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

The Company has agreed that it will not, directly or indirectly, offer, sell or otherwise dispose of any shares of Common Stock or any securities convertible into or exchangeable for, or any rights to purchase or acquire, Common Stock for a period of 90 days after the date of this Prospectus, except pursuant to the Underwriting Agreement, without the prior written consent of the Underwriters and subject to certain limited exceptions.

LEGAL MATTERS

The validity of the shares of Common Stock offered hereby will be passed upon for the Company by Gibson, Dunn & Crutcher, Orange County, California. Certain legal matters will be passed upon for the Underwriters by Latham & Watkins, Costa Mesa, California.

EXPERTS

The financial statements and schedules of the Company as of June 30, 1993 and 1992, and for each of the years in the three-year period ended June 30, 1993, incorporated by reference herein and elsewhere in the Registration Statement have been incorporated by reference herein and in the Registration Statement in reliance upon the report of KPMG Peat Marwick, independent certified public accountants, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS, AND ANY INFORMATION OR REPRESENTATION NOT CONTAINED OR INCORPORATED BY REFERENCE HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY, THE SELLING SECURITYHOLDERS OR ANY UNDERWRITER. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OF ANY SECURITIES OTHER THAN THE REGISTERED SECURITIES TO WHICH IT RELATES OR AN OFFER TO ANY PERSON IN ANY JURISDICTION WHERE SUCH AN OFFER WOULD BE UNLAWFUL. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY SALES MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE AN IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY SINCE THE DATE HEREOF.

TABLE OF CONTENTS

6,624,966 SHARES

[LOGO]

COMMON STOCK

PROSPECTUS

KIDDER, PEABODY & CO.
INCORPORATED

SALOMON BROTHERS INC

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The estimated expenses in connection with this offering to be borne by the Company are:

Registration fees	$ 26,175
NASD filing fee	7,720
Printing fees and expenses	100,000
Accounting fees and expenses	70,000
Legal fees and expenses	225,000
Blue Sky fees	10,000
Miscellaneous	211,105
Total	$650,000

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145(a) of the General Corporation Law of the State of Delaware provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than as an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against expenses, judgments, fines and amounts paid in settlement actually and reasonably by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no cause to believe his conduct was unlawful.

Section 145(b) provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted under similar standards, except that no indemnification may be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine that despite the adjudication of liability, such person is fairly and reasonably entitled to be indemnified for such expenses which the court shall deem proper.

Section 145 further provides that to the extent a director or officer of a corporation has been successful in the defense of any action, suit or proceeding referred to in subsection (a) and (b) or in the defense of any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith; that indemnification provided by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and that the corporation may purchase and maintain insurance on behalf of a director or officer of the corporation against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such whether or not the corporation would have the power to indemnify him against such liabilities under Section 145.

Section 102(b)(7) of the General Corporation Law provides that a corporation in its original Certificate of Incorporation or an amendment thereto validly approved by stockholders may eliminate or limit personal liability of members of its board of directors or governing body for violations of a director's duty of care. However, no such provision may eliminate or limit the liability of a director for breaching his duty of loyalty, failing to act in good faith, engaging in intentional misconduct or knowingly violating a law, paying a dividend or approving a stock repurchase which was illegal, or obtaining an improper personal benefit. A provision of this type has no effect on the availability of equitable remedies, such as injunction or rescission, for breach of fiduciary duty. The Company's Certificate of Incorporation contains such a provision.

The Company's Bylaws require that directors and officers be indemnified to the maximum extent permitted by Delaware law.

The Company may, from time to time, enter into a form of indemnity agreement (the "Indemnity Agreement") with each director or officer designated by the Board of Directors, depending on the then current status of directors' and officers' insurance coverage. The Indemnity Agreement requires that the Company indemnify directors and officers who are parties thereto in all cases to the fullest extent permitted by applicable law. Under the General Corporation Law, except in the case of litigation in which a director or officer is successful on the merits, indemnification of a director or officer is discretionary rather than mandatory. Consistent with the Company's Bylaw provision on the subject, the Indemnity Agreement requires the Company to make prompt payment of litigation expenses at the request of the director or officer in advance of indemnification provided that he undertakes to repay the amounts if it is ultimately determined that he is not entitled to indemnification for such expenses and provided further that such advance shall not be made if it is determined that the director or officer acted in bad faith or deliberately breached his duty to the Company and its stockholders and, as a result it is more likely than not that he will not be entitled to indemnification under the terms of the Indemnity Agreement. The advance of litigation expenses is mandatory absent a special determination to the contrary; under the General Corporation Law such advance would be discretionary. Under the Indemnity Agreement, the director or officer is permitted to petition the court to seek recovery of amounts due under the Indemnity Agreement and to recover the expenses of seeking such recovery if he is successful. Without the Indemnity Agreement, the Company would not be required to pay or reimburse the director or officer for his expenses in seeking indemnification recovery against the Company. By the terms of the Indemnity Agreement, its benefits are not available if the director or officer has other indemnification or insurance coverage for the subject claim or, with respect to the matters giving rise to the claim, (i) received a personal benefit, (ii) violated Section 16(b) of the Securities Exchange Act of 1934 or analogous provisions of law or (iii) committed certain acts of dishonesty. Absent the Indemnity Agreement, indemnification that might be made available to directors and officers could be changed by amendments to the Company's Certificate of Incorporation or Bylaws.

The Company has a policy of directors' and officers' liability insurance which insures the directors and officers against the cost of defense, settlement or payment of a judgment under certain circumstances.

ITEM 16. EXHIBITS

1.1	Form of Underwriting Agreement.**
1.2	Form of Custody Agreement.**
5	Opinion of Gibson, Dunn & Crutcher.**
23.1	Consent of Gibson, Dunn & Crutcher (included in Exhibit 5).**
23.2	Consent of KPMG Peat Marwick.
24	Power of Attorney.*

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* Previously filed with this Registration Statement on December 23, 1993.

** Previously filed with this Registration Statement on January 13, 1994.

ITEM 17. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(b) The undersigned registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report, to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(d) The undersigned Registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this Registration Statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this Registration Statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 2 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on January 31, 1994.

WESTERN DIGITAL CORPORATION

By: /s/ SCOTT MERCER

D. Scott Mercer
Executive Vice President,
Chief Financial
and Administrative Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ CHARLES A. HAGGERTY Charles A. Haggerty	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	January 31, 1994
* D. Scott Mercer	Executive Vice President, Chief Financial and Administrative Officer (Principal Financial and Accounting Officer)	January 31, 1994
* I.M. Booth	Director	January 31, 1994
* George L. Bragg	Director	January 31, 1994
* Andre R. Horn(1)	Director	January 31, 1994
* Irwin Federman	Director	January 31, 1994
* Anne O. Krueger	Director	January 31, 1994
* Jack W. Peltason	Director	January 31, 1994

SIGNATURE	TITLE	DATE
* Stephen B. Schwartz	Director	January 31, 1994
* Thomas Pardun(1)	Director	January 31, 1994

*By: /s/ SCOTT MERCER

D. Scott Mercer
Attorney-in-fact

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(1) A Power of Attorney, in the form previously filed with this Registration Statement on December 23, 1993, has been executed by Messrs. Horn and Pardun, but was not included in the original filing of this Registration Statement.

EXHIBIT INDEX

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* Previously filed with this Registration Statement on December 23, 1993.

** Previously filed with this Registration Statement on January 13, 1994.

EXHIBIT 23.2

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors
Western Digital Corporation:

We consent to the use of our report incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

KPMG PEAT MARWICK

Orange County, California

January 31, 1994