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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 8, 2016**

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**Western Digital Corporation**  
(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-08703**  
(Commission  
File Number)

**33-0956711**  
(IRS 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)

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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))
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**Item 8.01. Other Events.**

Western Digital Corporation (“Western Digital” or the “Company”) has received notice of an unsolicited “mini-tender” offer by TRC Capital Corporation (“TRC Capital”) to purchase up to 2,500,000 shares, or approximately 0.89 percent of the Company’s common stock at a price of \$42.95 per share in cash. The offering price is 4.53 percent lower than the closing price of Western Digital’s shares on May 27, 2016, the last trading day before the commencement of the offer.

The Company wishes to inform its shareholders that it does not endorse TRC Capital’s unsolicited mini-tender offer and recommends that shareholders do not tender their shares. Shareholders who have already tendered their shares may withdraw them at any time prior to 12:01 a.m., New York City time, on Wednesday, June 29, 2016, in accordance with TRC Capital’s offering documents. The Company is not associated with TRC Capital, its mini-tender offer or the mini-tender offer documentation.

A copy of the Company’s press release containing additional information regarding TRC Capital’s unsolicited mini-tender offer is attached to this Current Report on Form 8-K as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Western Digital, dated June 8, 2016.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Western Digital Corporation**

Date: June 8, 2016

By: \_\_\_\_\_ /s/ Michael C. Ray  
Michael C. Ray  
Executive Vice President, Chief Legal Officer  
and Secretary



## Company contacts:

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**FOR IMMEDIATE RELEASE:****WESTERN DIGITAL RECOMMENDS SHAREHOLDERS REJECT “MINI-TENDER OFFER”  
BY TRC CAPITAL CORPORATION*****TRC Capital Offer Significantly Lower than Western Digital Closing Share Price  
Prior to the Date of Offer***

IRVINE, Calif. — June 8, 2016 — Western Digital® Corporation (NASDAQ: WDC) (“Western Digital” or the “Company”) today announced that it has received notice of an unsolicited “mini-tender offer” by TRC Capital Corporation to purchase up to 2,500,000 shares, or approximately 0.89 percent of Western Digital’s outstanding shares of common stock as of the date of the offer. TRC Capital’s offer price is \$42.95, 4.53 percent lower than the closing price of Western Digital’s shares on May 27, 2016, the first business day prior to the date of the offer.

Western Digital recommends that stockholders do not tender their shares in response to TRC Capital’s offer because the offer is at a price below the current market price for Western Digital’s shares and subject to numerous conditions. Western Digital is not affiliated or associated in any way with TRC Capital, its mini-tender offer or the offer documentation.

Western Digital urges stockholders to obtain current market quotations for their shares, review the conditions to the offer, consult with their broker or financial adviser, and exercise caution with respect to TRC Capital’s offer.

Western Digital recommends that any stockholders who have not responded to this offer do nothing. The company also recommends that stockholders who have already tendered shares to TRC Capital consider withdrawing their shares from the offer in the manner described in the TRC Capital offering documents prior to expiration of the offer at 12:01 a.m. Eastern time on June 29, 2016.

TRC has made many similar mini-tender offers for shares of other companies. Mini-tender offers are designed to seek to acquire less than 5% of a company’s outstanding shares, thereby avoiding many disclosure and procedural requirements of the Securities and Exchange Commission (SEC) that apply to offers for more than 5% of a company’s outstanding shares. As a result, mini-tender offers do not provide investors with the same level of protections as provided by larger tender offers under United States securities laws.

The SEC has cautioned investors about these offers, noting that “some bidders make mini-tender offers at below-market prices, hoping that they will catch investors off guard if the investors do not compare the offer price to the current market price” and that many investors who hear about mini-tender offers “surrender their securities without investigating the offer, assuming that the price offered includes the premium usually present in larger, traditional tender offers.” The SEC’s Investor Tips regarding mini-tender offers may be found on the SEC’s website at [www.sec.gov/investor/pubs/miniend.htm](http://www.sec.gov/investor/pubs/miniend.htm).

Western Digital encourages brokers and dealers, as well as other market participants, to review the SEC’s letter regarding broker-dealer mini-tender offer dissemination and disclosures at [www.sec.gov/divisions/marketregr/miniend/sia072401.htm](http://www.sec.gov/divisions/marketregr/miniend/sia072401.htm).

Western Digital requests that a copy of this press release be included with all distributions of materials relating to TRC’s offer.

### **About Western Digital**

Western Digital Corporation (NASDAQ: WDC) is an industry-leading provider of storage technologies and solutions that enable people to create, leverage, experience and preserve data. The company addresses ever-changing market needs by providing a full portfolio of compelling, high-quality storage solutions with customer-focused innovation, high efficiency, flexibility and speed. Our products are

marketed under the HGST, SanDisk 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](http://investor.wdc.com).

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