

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(RULE 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE
SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)**

Komag, Incorporated

(Name of Subject Company)

State M Corporation,

a wholly owned subsidiary of

Western Digital Technologies, Inc.,

a wholly owned subsidiary of

Western Digital Corporation

(Name of Filing Persons (Offerors))

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

500453204

(CUSIP Number of Class of Securities)

Raymond M. Bukaty

Senior Vice President, Administration, General Counsel and Secretary

Western Digital Corporation

20511 Lake Forest Drive

Lake Forest, California 92630

(949) 672-7000

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and Communications
on Behalf of Filing Persons)

With a copy to:

**Steve L. Camahort, Esq.
Victoria D. Nassi, Esq.
O'Melveny & Myers LLP
Embarcadero Center West
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San Francisco, California 94111
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610 Newport Center Drive, 17th Floor
Newport Beach, California 92660
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Calculation of Filing Fee

Transaction Valuation:	Amount of Filing Fee:
\$995,610,777*	\$30,565**

* Estimated for purpose of calculating the filing fee only. The transaction valuation was determined by multiplying the purchase price of \$32.25 per share by the sum of (i) the 30,359,747 shares of common stock, par value \$0.01 per share, of Komag, Incorporated (the "Shares"), issued and outstanding as of June 27, 2007, and (ii) the 511,905 Shares that are issuable as of July 9, 2007 under outstanding Komag stock options with an exercise price of less than \$32.25 per Share.

** The amount of filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended. Such fee equals 0.00307% of the transaction value.

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

Amount Previously Paid: \$30,565 Filing Party: State M Corporation, Western Digital Technologies, Inc. and Western Digital Corporation

Form or Registration No.: Schedule TO Date Filed: July 11, 2007

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party offer subject to Rule 14d-1
- issuer tender offer subject to Rule 13e-4
- going-private transactions subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 3 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO (the “Schedule TO”) filed with the Securities and Exchange Commission on July 11, 2007, as amended on July 11, 2007 and July 24, 2007, by (i) Western Digital Corporation, a Delaware corporation (“Parent”), (ii) Western Digital Technologies, Inc., a Delaware corporation (“WDTI”) and a wholly owned subsidiary of Parent, and (iii) State M Corporation, a Delaware corporation (“Offeror”) and a wholly owned subsidiary of WDTI. This Schedule TO relates to the offer by Offeror to purchase all outstanding shares of common stock, \$0.01 par value per share (the “Shares”), of Komag, Incorporated, a Delaware corporation (the “Company”), at a purchase price of \$32.25 per Share, net to the seller in cash without interest thereon, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 11, 2007 (the “Offer to Purchase”) and in the related Letter of Transmittal, copies of which have been filed as Exhibits (a)(1)(A) and (a)(1)(B) to this Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the “Offer”).

The information set forth in the Offer to Purchase (as amended hereby), including Annex I thereto, is hereby incorporated by reference in answer to Items 1 through 11 of the Schedule TO, and is supplemented by the information specifically provided in this Amendment.

This Amendment is being filed to reflect the extension of the Offer until 7:00 a.m., New York City time, on Wednesday, September 5, 2007.

Items 1 and 4. Summary Term Sheet and Terms of the Transaction.

Items 1 and 4 of the Schedule TO are hereby amended and supplemented by adding the following to the end thereof:

“On August 2, 2007, Parent announced that Offeror is extending the Offer, upon the terms and conditions set forth in the Offer to Purchase, until 7:00 a.m., New York City time, on Wednesday, September 5, 2007. The Offer had been previously scheduled to expire at 12:00 Midnight, New York City time, on Tuesday, August 7, 2007. The depository for the Offer has advised Parent and Offeror that, as of 5:00 p.m., New York City time, on Thursday, August 2, 2007, an aggregate of approximately 2.6 million Shares had been tendered into, and not withdrawn from, the Offer.”

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following to the end thereof:

“On August 2, 2007, Parent announced that Offeror is extending the Offer, upon the terms and conditions set forth in the Offer to Purchase, until 7:00 a.m., New York City time, on Wednesday, September 5, 2007. The Offer had been previously scheduled to expire at 12:00 Midnight, New York City time, on Tuesday, August 7, 2007. The depository for the Offer has advised Parent and Offeror that, as of 5:00 p.m., New York City time, on Thursday, August 2, 2007, an aggregate of approximately 2.6 million Shares had been tendered into, and not withdrawn from, the Offer.”

The last sentence of the third paragraph of the subsection entitled “Antitrust” in Section 16 of the Offer to Purchase entitled “Certain Regulatory and Legal Matters” is hereby amended and restated in its entirety to read:

“The required notifications of Parent were accepted for filing by SAIC on July 12, 2007 and by MOFCOM on July 25, 2007. The required waiting period will expire on the close of business, Beijing time, on Wednesday, September 5, 2007, unless extended by the Chinese authorities.”

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

“(a)(1)(K) Press Release issued by Western Digital Corporation on August 2, 2007.”

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After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 2, 2007

STATE M CORPORATION

By: /s/ Raymond M. Bukaty

Name: Raymond M. Bukaty

Title: Secretary

WESTERN DIGITAL TECHNOLOGIES, INC.

By: /s/ Raymond M. Bukaty

Name: Raymond M. Bukaty

Title: Senior Vice President, Administration, General
Counsel and Secretary

WESTERN DIGITAL CORPORATION

By: /s/ Raymond M. Bukaty

Name: Raymond M. Bukaty

Title: Senior Vice President, Administration,
General Counsel and Secretary

EXHIBIT INDEX

**Exhibit
No.**

(a)(1)(K) Press Release issued by Western Digital Corporation on August 2, 2007

Company contacts:

Bob Blair
Investor Relations
949.672.7834
robert.blair@wdc.com

Steve Shattuck
Public Relations
949.672.7817
steve.shattuck@wdc.com

FOR IMMEDIATE RELEASE:**WD EXTENDS TENDER OFFER FOR KOMAG SHARES**

LAKE FOREST, Calif. — Aug. 2, 2007 — Western Digital Corp. (NYSE: WDC) today announced that it is extending its previously announced tender offer for all outstanding shares of Komag, Incorporated (NASDAQ: KOMG), until 7:00 a.m., New York City time, on Wed., Sept. 5, 2007. The tender offer is being extended because the required waiting period under the antitrust laws of the People's Republic of China is not expected to expire until the close of business, Beijing time, on Wed., Sept. 5, 2007. WD expects to complete the tender offer promptly following the expiration of this waiting period. WD filed the required notification with the Chinese authorities on July 25, 2007. As previously announced, the waiting period under the U.S. antitrust laws has already expired.

On July 11, 2007, WD, through its indirect wholly-owned subsidiary, State M Corporation, commenced a tender offer for all outstanding shares of common stock of Komag at a price of \$32.25 per share net to the seller in cash without interest, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 11, 2007, as amended, and in the related Letter of Transmittal.

According to information provided by the depository for the offer, as of 5:00 p.m., New York City time, on Thu., Aug. 2, 2007, an aggregate of approximately 2.6 million shares of Komag common stock, had been tendered into, and not withdrawn from, the offer.

About WD

WD, one of the storage industry's pioneers and long-time leaders, provides products and services for people and organizations that collect, manage and use digital information. The company produces reliable, high-performance hard drives that keep users' data accessible and secure from loss. WD applies its storage expertise to consumer products for external, portable and shared storage products.

WD was founded in 1970. The company's storage products are marketed to leading systems manufacturers, selected resellers and retailers under the Western Digital and WD brand names. Visit the Investor section of the company's Web site (www.westerndigital.com) to access a variety of financial and investor information.

Forward Looking Statements

This release contains forward-looking statements that are subject to certain risks and uncertainties and are subject to change at any time. Factors that could cause actual results to differ materially include, but are not limited to, the risk that the transaction will not close or that closing will be delayed, and other risks related to our business set forth in our filings with the Securities and Exchange Commission, including our quarterly report on Form 10-Q for the quarter ended March 30, 2007. There can be no assurance that the tender offer and second-step merger or any other transaction will be consummated, or if consummated, that it will increase shareholder value. The forward-looking statements involve known and unknown risks, uncertainties and other factors that are, in some cases, beyond the control of WD. We caution investors that any forward-looking statements made by us are not guarantees of future performance or events. We disclaim any obligation to update any such factors or to announce

publicly the results of any revisions to any of the forward-looking statements to reflect future events or developments, except to the extent required by law.

Additional Information and Where to Find It:

This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any securities. The solicitation and the offer to buy shares of Komag common stock will be made only pursuant to the offer to purchase and related materials that WD, Western Digital Technologies, Inc. and State M Corporation filed with the SEC on Schedule TO on July 11, 2007, as amended. Komag also has filed a solicitation/recommendation statement on Schedule 14D-9, as amended, with respect to the offer. Komag stockholders and other investors should read these materials carefully because they contain important information, including the terms and conditions of the offer. Komag stockholders and other investors may obtain copies of these materials without charge from the SEC through the SEC's Web site at www.sec.gov, from D.F. King & Co., Inc., the information agent for the offer, toll-free at 888.628.9011 (banks and brokers call 212.269.5550), from WD (with respect to documents filed by WD with the SEC), or from Komag (with respect to documents filed by Komag with the SEC). Stockholders and other investors are urged to read carefully those materials prior to making any decisions with respect to the offer.

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Western Digital, WD, and the WD logo are registered trademarks of Western Digital Technologies, Inc.