



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. 1)

**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, \$.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**  
**275 Battery Street, Suite 2600**  
**San Francisco, California 94111**  
**(415) 984-8700**

**J. Jay Herron, Esq.**  
**Andor D. Turner, Esq.**  
**O'Melveny & Myers LLP**  
**610 Newport Center Drive, 17<sup>th</sup> Floor**  
**Newport Beach, California 92660**  
**(949) 760-9600**

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:

---

---

## **TABLE OF CONTENTS**

[Item 12. Exhibits](#)  
[EXHIBIT INDEX](#)  
[EXHIBIT 99.\(A\)\(1\)\(G\)](#)

---

## Table of Contents

This Amendment No. 1 (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 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 are attached as Exhibits (a)(1)(A) and (a)(1)(B) (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 this Schedule TO, and is supplemented by the information specifically provided in this Amendment.

This Amendment is being filed to amend and restate Exhibit (a)(1)(G) to conform the Form of Summary Advertisement to the Summary Advertisement published in The New York Times on July 11, 2007.

---

## Table of Contents

### **Item 12. Exhibits.**

**Exhibit  
No.**

- (a)(1)(A) Offer to Purchase, dated July 11, 2007. \*
  - (a)(1)(B) Form of Letter of Transmittal. \*
  - (a)(1)(C) Form of Notice of Guaranteed Delivery. \*
  - (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. \*
  - (a)(1)(E) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. \*
  - (a)(1)(F) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9. \*
  - (a)(1)(G) Form of Summary Advertisement as published in The New York Times on July 11, 2007. (filed herewith)
  - (a)(1)(H) Press Release issued by Western Digital Corporation and Komag, Incorporated on June 28, 2007. (1)
  - (a)(1)(I) Prepared Remarks for Conference Call conducted by Komag, Incorporated and Western Digital Corporation on June 28, 2007. (2)
  - (a)(1)(J) Transcript of Conference Call conducted by Komag, Incorporated and Western Digital Corporation on June 28, 2007. (3)
  - (b)(1) Senior Secured Financing Commitment Letter, dated June 28, 2007, among Western Digital Corporation (“Parent”) and Goldman Sachs Credit Partners L.P. \*\*
  - (d)(1) Agreement and Plan of Merger, dated as of June 28, 2007, among Parent, State M Corporation (“Offeror”) and Komag, Incorporated (the “Company”). (4)
  - (d)(2) Tender and Voting Agreement, dated as of June 28, 2007, among Parent, Offeror and the individuals listed on the signature page thereto. (4)
  - (d)(3) Confidentiality Agreement, dated as of June 13, 2007, between Parent and the Company. \*\*
-

## Table of Contents

### Exhibit No.

- (d)(4) Volume Purchase Agreement, dated June 6, 2005, by and between the Company, Komag USA (Malaysia) Sdn, and Parent, as amended by Amendment No. 1 dated July 22, 2005, Amendment No. 2 dated November 29, 2005 and Amendment No. 3 dated January 31, 2006. (5)
- (g) Not applicable.
- (h) Not applicable.

---

\* Included in mailing to stockholders. Previously filed.

\*\* Previously filed.

- (1) Incorporated by reference to the Schedule TO-C filed by Parent on June 28, 2007.
- (2) Incorporated by reference to the Schedule TO-C filed by Parent on June 29, 2007.
- (3) Incorporated by reference to the Schedule TO-C filed by Parent on July 2, 2007.
- (4) Incorporated by reference to the Form 8-K filed by Parent on June 29, 2007.
- (5) Incorporated by reference to Exhibits 10.29 and 10.29.1 filed with Parent's Form 10-K filed on September 14, 2005 and to Exhibits 10.29.2 and 10.29.3 filed with Parent's Form 10-Q filed on February 8, 2006 (certain portions of these exhibits have been omitted pursuant to confidential treatment requests filed separately with the Securities and Exchange Commission).
-

[Table of Contents](#)

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: July 11, 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)(A) Offer to Purchase, dated July 11, 2007. \*
- (a)(1)(B) Form of Letter of Transmittal. \*
- (a)(1)(C) Form of Notice of Guaranteed Delivery. \*
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. \*
- (a)(1)(E) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. \*
- (a)(1)(F) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9. \*
- (a)(1)(G) Form of Summary Advertisement as published in The New York Times on July 11, 2007. (filed herewith)
- (a)(1)(H) Press Release issued by Western Digital Corporation and Komag, Incorporated on June 28, 2007. (1)
- (a)(1)(I) Remarks for the Conference Call conducted by Komag, Incorporated and Western Digital Corporation on June 28, 2007. (2)
- (a)(1)(J) Transcript of Conference Call conducted by Komag, Incorporated and Western Digital Corporation on June 28, 2007. (3)
- (b)(1) Senior Secured Financing Commitment Letter, dated June 28, 2007, among Western Digital Corporation (“Parent”) and Goldman Sachs Credit Partners L.P. \*\*
- (d)(1) Agreement and Plan of Merger, dated as of June 28, 2007, among Parent, State M Corporation (“Offeror”) and Komag, Incorporated (the “Company”). (4)
- (d)(2) Tender and Voting Agreement, dated as of June 28, 2007, among Parent, Offeror and the individuals listed on the signature page thereto. (4)
- (d)(3) Confidentiality Agreement, dated as of June 13, 2007, between Parent and the Company. \*\*
- (d)(4) Volume Purchase Agreement, dated June 6, 2005, by and between the Company, Komag USA (Malaysia) Sdn, and Parent, as amended by Amendment No. 1 dated July 22, 2005, Amendment No. 2 dated November 29, 2005 and Amendment No. 3 dated January 31, 2006. (5)
- (g) Not applicable.
- (h) Not applicable.

---

\* Included in mailing to stockholders. Previously filed.

\*\* Previously filed.

- (1) Incorporated by reference to the Schedule TO-C filed by Parent on June 28, 2007.
- (2) Incorporated by reference to the Schedule TO-C filed by Parent on June 29, 2007.
- (3) Incorporated by reference to the Schedule TO-C filed by Parent on July 2, 2007.
- (4) Incorporated by reference to the Form 8-K filed by Parent on June 29, 2007.
- (5) Incorporated by reference to Exhibits 10.29 and 10.29.1 filed with Parents’s Form 10-K filed on September 14, 2005 and to Exhibits 10.29.2 and 10.29.3 filed with Parent’s Form 10-Q filed on February 8, 2006 (certain portions of these exhibits have been omitted pursuant to confidential treatment requests filed separately with the Securities and Exchange Commission).

*This announcement is not an offer to purchase or a solicitation of an offer to sell Shares (as defined below). The Offer (as defined below) is made solely by the Offer to Purchase dated July 11, 2007 and the related Letter of Transmittal and any amendments or supplements thereto and is being made to all holders of Shares. The Offer is not being made to, nor will tenders be accepted from or on behalf of, holders of Shares in any jurisdiction in which the making of the Offer or acceptance thereof would not be in compliance with the laws of such jurisdiction. In those jurisdictions where the applicable laws require that the Offer be made by a licensed broker or dealer, the Offer shall be deemed to be made on behalf of the Purchaser (as defined below) by Goldman, Sachs & Co. or by one or more registered brokers or dealers licensed under the laws of such jurisdiction.*

**Notice of Offer to Purchase for Cash  
All Outstanding Shares of Common Stock  
of  
KOMAG, INCORPORATED  
at \$32.25 Net Per Share  
by  
STATE M CORPORATION,  
a wholly owned subsidiary of  
WESTERN DIGITAL TECHNOLOGIES, INC.,  
a wholly owned subsidiary of  
WESTERN DIGITAL CORPORATION**

State M Corporation (the "Purchaser"), a Delaware corporation and wholly owned subsidiary of Western Digital Technologies, Inc. ("WDTI"), a Delaware corporation and wholly owned subsidiary of Western Digital Corporation ("Parent"), a Delaware corporation, is offering 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 price of \$32.25 per Share, net to the seller in cash, 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 (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

**THE OFFER AND WITHDRAWAL RIGHTS EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME,  
ON TUESDAY, AUGUST 7, 2007, UNLESS THE OFFER IS EXTENDED.**

The Offer is being made pursuant to an Agreement and Plan of Merger, dated as of June 28, 2007 (the "Merger Agreement"), by and among the Purchaser, Parent and the Company, under which, after completion of the Offer and satisfaction or waiver of all the conditions thereto, the Purchaser will be merged with and into the Company with the Company surviving as a wholly owned subsidiary of WDTI (the "Merger"). At the effective time of the Merger, each Share (other than Shares held by the Company, the Purchaser or Parent or by shareholders who properly exercise their appraisal rights under Delaware law) will be canceled and converted into the right to receive \$32.25 per Share (or any higher price paid in the Offer), without interest. The board of directors of the Company has, among other things, unanimously adopted, approved and declared advisable the Merger Agreement, the Offer, the Merger and the other transactions contemplated by the Merger Agreement and recommends that the Company's stockholders accept the Offer, tender their Shares in the Offer and, if required by applicable law, vote in favor of adoption of the Merger Agreement.

The Offer is conditioned upon, among other things, (i) there being validly tendered in accordance with the terms of the Offer and not withdrawn a number of Shares that represents a majority of the sum of (a) all Shares outstanding as of the scheduled expiration of the Offer, plus (b) all Shares issuable upon the exercise of Company stock options and other rights to acquire Shares (excluding the Company's convertible notes) outstanding as of the scheduled expiration of the Offer that have an exercise price of less than \$32.25 and are vested as of the scheduled expiration of the Offer or would vest within two months after the scheduled expiration of the Offer (assuming the satisfaction of the conditions to vesting and assuming consummation of the Offer) (the "Minimum Condition"), and (ii) any waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the antitrust laws of the People's Republic of China having expired or been terminated. The Offer is also subject to the other conditions described in the Offer to Purchase. The Offer is not conditioned upon Parent or the Purchaser obtaining financing. If any condition is not satisfied, the Purchaser either must extend the Offer for successive periods of up to ten business days (or any longer period agreed to by Parent and the Company) as described in the Offer to Purchase and, subject to withdrawal rights as set forth below, shall retain all such Shares until the expiration of the Offer as so extended, or waive such condition and, subject to any requirement to extend the period of time during which the Offer is open, purchase all Shares validly tendered prior to the expiration of the Offer and not withdrawn. The Purchaser may also extend the Offer for any period as may be required by applicable rules and regulations of the Securities and Exchange Commission or the New York Stock Exchange. If the Purchaser extends

the Offer, the Purchaser will inform Computershare Trust Company, N.A., the depository for the Offer (the "Depository"), of that fact, and will make a public announcement of the extension, not later than 9:00 a.m., New York City time, on the next business day after the day on which the Offer was scheduled to expire.

The Purchaser may elect to provide a subsequent offering period of between three and 20 business days immediately following the expiration of the Offer. No withdrawal rights apply to Shares tendered in a subsequent offering period, and no withdrawal rights apply during a subsequent offering period with respect to Shares previously tendered in the Offer and accepted for payment. The Purchaser does not currently intend to include a subsequent offering period, although the Purchaser reserves the right to do so.

For purposes of the Offer, the Purchaser shall be deemed to have accepted for payment tendered Shares when, as and if the Purchaser gives oral or written notice to the Depository of its acceptance for payment of the tenders of such Shares. Payment for Shares accepted for payment pursuant to the Offer will be made only after timely receipt by the Depository of (i) certificates for such Shares (or a confirmation of a book-entry transfer of such Shares into the Depository's account at the Depository Trust Company ("DTC")), (ii) a properly completed and duly executed Letter of Transmittal (or facsimile thereof) and (iii) any other required documents.

Tenders of Shares made pursuant to the Offer may be withdrawn at any time prior to the expiration of the Offer. Thereafter, such tenders are irrevocable, except that they may be withdrawn after September 8, 2007 unless such Shares have been accepted for payment as provided in the Offer to Purchase. To withdraw tendered Shares, a written, telegraphic or facsimile transmission notice of withdrawal with respect to such Shares must be timely received by the Depository at one of its addresses set forth on the back cover of the Offer to Purchase, and the notice of withdrawal must specify the name of the person who tendered the Shares to be withdrawn, the number of Shares to be withdrawn and the name of the registered holder of Shares, if different from that of the person who tendered such Shares. If certificates for Shares to be withdrawn have been delivered or otherwise identified to the Depository, then, prior to the physical release of such certificates, the serial numbers shown on such certificates must be submitted to the Depository and, unless such Shares have been tendered by an Eligible Institution (as defined in the Offer to Purchase), the signatures on the notice of withdrawal must be guaranteed by an Eligible Institution. If Shares have been tendered pursuant to the procedures for book-entry transfer set forth in the Offer to Purchase, any notice of withdrawal must also specify the name and number of the account at DTC to be credited with the withdrawn Shares.

The information required to be disclosed by paragraph (d)(1) of Rule 14d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934 is contained in the Offer to Purchase and the related Letter of Transmittal and is incorporated herein by reference.

The Offer to Purchase and the related Letter of Transmittal will be mailed to record holders of Shares and will be furnished to brokers, banks and similar persons whose names, or the names of whose nominees, appear on the stockholder list or, if applicable, who are listed as participants in a clearing agency's security position listing for subsequent transmittal to beneficial owners of Shares.

**The Offer to Purchase and the related Letter of Transmittal contain important information. Stockholders should carefully read both in their entirety before any decision is made with respect to the Offer.**

Any questions or requests for assistance may be directed to the Information Agent at the telephone numbers and addresses set forth below. Requests for copies of the Offer to Purchase and the related Letter of Transmittal and other tender offer materials may be directed to the Information Agent as set forth below, and copies will be furnished promptly at the Purchaser's expense. Stockholders may also contact their broker, dealer, commercial bank, trust company or nominee for assistance concerning the Offer. To confirm delivery of Shares, stockholders are directed to contact Computershare Trust Company, N.A., the Depository.

***The Information Agent for the Offer is:***

**D.F. King & Co., Inc.**  
48 Wall Street, 22nd Floor  
New York, New York 10005  
Shareholders Call Toll-Free: (888) 628-9011  
Banks and Brokers Call Collect: (212) 269-5550

***The Dealer Manager for the Offer is:***

**Goldman, Sachs & Co.**  
85 Broad Street  
New York, New York 10004  
(212) 902-1000 (Call Collect)  
(800) 323-5678 (Call Toll-Free)

July 11, 2007