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

FORM 8-K

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

Date of Report (Date of earliest event reported): May 26, 2016

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

Delaware
(State or other jurisdiction
of incorporation)

001-08703
(Commission
File Number)

33-0956711
(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)

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 7.01 Regulation FD Disclosure.

On May 26, 2016, Western Digital Corporation (“Western Digital”) announced updated financial guidance for the fourth fiscal quarter ending July 1, 2016. A copy of the press release making this announcement is attached hereto as Exhibit 99.1 and is incorporated herein by reference. A copy of Western Digital’s Quarterly Fact Sheet for the third fiscal quarter ended April 1, 2016 is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.1 and Exhibit 99.2, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 99.1 Press Release issued by Western Digital Corporation on May 26, 2016 announcing updated financial guidance for the fourth fiscal quarter ending July 1, 2016.
- 99.2 Third Quarter Fiscal Year 2016 Western Digital Corporation Quarterly Fact Sheet.

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
(Registrant)

Date: May 26, 2016

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



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FOR IMMEDIATE RELEASE:**WESTERN DIGITAL UPDATES JUNE QUARTER GUIDANCE
TO REFLECT CONTRIBUTION OF RECENTLY ACQUIRED SANDISK**

IRVINE, Calif. — May 26, 2016 — Western Digital® Corp. (NASDAQ: WDC) today announced its updated financial guidance for its fourth fiscal quarter ending July 1, 2016, to reflect the contribution of the recently acquired SanDisk business.

Reflecting the ownership of SanDisk as of May 12, 2016, Western Digital now expects its fourth quarter revenue in the range of \$3.35 billion to \$3.45 billion compared to its earlier forecast of \$2.6 billion to \$2.7 billion. The company now expects its fourth quarter EPS on a non-GAAP basis to be between \$0.65 to \$0.70, compared with its earlier forecast of \$1.00 to \$1.10 per share. The new guidance includes total interest costs of approximately \$220 million, which includes interest expense on newly issued debt of approximately \$185 million and amortization of debt issuance costs of approximately \$30 million. Interest expense on the newly issued debt includes approximately \$50 million incurred prior to the deal closing date.

Due to the impact of the interest expense, the company estimates a non-GAAP tax benefit of approximately \$15 million for the quarter. Diluted share count for the quarter, including shares issued to SanDisk shareholders as of May 12, 2016, is expected to be 266 million, equivalent to 290 million shares on a full quarter basis.

The company is posting an updated Quarterly Fact Sheet on the Investor Relations section of its website (investor.wdc.com) to reflect the updated fourth fiscal quarter guidance and include metrics related to its debt and estimated effective tax ranges.

The company is hosting an investment community conference call today at 2 p.m. Pacific/5 p.m. Eastern to discuss the updated guidance. The live and archived conference call/webcast can be accessed online at investor.wdc.com. The telephone replay numbers are 1 (855) 859-2056 in the U.S./Canada or dial +1 (404) 537-3406 for international callers. The required passcode for the replay is 16177589.

Non-GAAP Financial Measures

This press release includes financial guidance relating to non-GAAP earnings per share and a non-GAAP tax benefit. These non-GAAP measures are not in accordance with, or an alternative for, measures prepared in accordance with GAAP and may be different from non-GAAP measures used by other companies. Western Digital Corporation believes the presentation of non-GAAP measures provides useful information to investors for measuring the company's earnings performance and comparing it against prior periods.

These non-GAAP measures exclude amortization of acquired intangible assets; employee termination, asset impairment and other charges; charges related to cost saving initiatives; acquisition-related charges; other charges; and income tax adjustments. We exclude these items for purposes of calculating these non-GAAP measures to facilitate a more meaningful evaluation of our current operating performance and comparisons to our operating performance in prior periods.

We have not reconciled our financial guidance for non-GAAP earnings per share and non-GAAP tax benefit to their most directly comparable GAAP measures because material items that impact these measures, such as the timing and amount of charges related to cost saving initiatives and employee termination, asset impairment and other charges and the amount of amortization of acquired intangible assets and acquisition-related charges, are out of our control and/or cannot be reasonably predicted. Accordingly, a reconciliation of our non-GAAP financial measure guidance to the corresponding GAAP measures is not available without unreasonable effort.

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.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements concerning the company's anticipated financial results for its fourth fiscal quarter ending July 1, 2016. These forward-looking statements are based on management's current expectations and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the forward-looking statements, including: volatility in global economic conditions; business conditions and growth in the storage ecosystem; impact of competitive products and pricing; market acceptance and cost of commodity materials and specialized product components; actions by competitors; unexpected advances in competing technologies; our development and introduction of products based on new technologies and expansion into new data storage markets; risks associated with acquisitions, mergers and joint ventures; difficulties or delays in manufacturing; and other risks and uncertainties listed in the company's filings with the Securities and Exchange Commission (the "SEC"), including the company's Form 10-Q filed with the SEC on May 9, 2016, to which your attention is directed. You should not place undue reliance on these forward-looking statements, which speak only as of the date hereof, and the company undertakes no obligation to update these forward-looking statements to reflect new information or events.

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Western Digital, WD, the HGST logo, SanDisk and G-Technology are registered trademarks or trademarks of Western Digital Corporation or its affiliates in the U.S. and/or other countries. Other trademarks, registered trademarks, and/or service marks, indicated or otherwise, are the property of their respective owners.

Amounts in millions, except per share amounts, ASP, percentages ¹		Q4 FY12	Q1 FY13	Q2 FY13	Q3 FY13	Q4 FY13	Q1 FY14	Q2 FY14	Q3 FY14	Q4 FY14	Q1 FY15	Q2 FY15	Q3 FY15	Q4 FY15	Q1 FY16	Q2 FY16	Q3 FY16	Q4 FY16 ^{10,11}	
																		Low	High
TAM		196.7	139.1	135.8	135.9	133.3	140.2	142.2	138.1	138.0	147.3	140.8	125.0	111.0	118.7	115.1	99.8		
HDD Share		45.3%	44.9%	43.8%	44.3%	44.9%	44.7%	44.4%	43.8%	45.7%	44.0%	43.4%	43.6%	43.7%	43.6%	43.2%	43.2%		
Units (HDD) ²		71.0	62.5	59.2	60.2	59.9	62.6	63.1	60.4	63.1	64.7	61.0	54.5	48.5	51.7	49.7	43.1		
ASP (HDD)		\$65	\$62	\$62	\$61	\$60	\$58	\$60	\$58	\$56	\$58	\$60	\$61	\$60	\$60	\$61	\$60		
Revenue		\$4,754	\$4,035	\$3,824	\$3,764	\$3,728	\$3,804	\$3,972	\$3,703	\$3,651	\$3,943	\$3,888	\$3,550	\$3,191	\$3,300	\$3,317	\$2,822	\$3,350	\$3,450
Gross Profit		\$1,472	\$1,193	\$1,059	\$1,061	\$1,050	\$1,099	\$1,156	\$1,076	\$1,029	\$1,149	\$1,110	\$1,032	\$930	\$955	\$906	\$753		
Gross Margin		31.0%	29.6%	27.7%	28.2%	28.2%	28.9%	29.1%	29.1%	28.2%	29.1%	28.5%	29.1%	29.1%	28.4%	27.3%	26.7%		
R&D		\$406	\$396	\$378	\$396	\$402	\$401	\$416	\$418	\$426	\$437	\$426	\$402	\$381	\$385	\$389	\$359		
SG&A		\$178	\$179	\$162	\$185	\$180	\$132	\$226	\$201	\$202	\$220	\$164	\$199	\$190	\$192	\$207	\$166		
Other		\$80	\$26	\$41	\$63	\$88	\$24	\$36	\$38	\$49	\$23	\$54	\$10	\$104	\$56	\$59	\$140		
Total Operating Expenses		\$964	\$601	\$581	\$644	\$1,271	\$557	\$678	\$657	\$677	\$680	\$644	\$611	\$675	\$633	\$655	\$665		
Operating Income (Loss)		\$908	\$592	\$478	\$417	\$(221)	\$542	\$478	\$419	\$352	\$469	\$466	\$421	\$255	\$322	\$251	\$88		
Interest		\$7	\$14	\$10	\$11	\$9	\$10	\$11	\$13	\$5	\$9	\$8	\$9	\$8	\$8	\$7	\$8		\$220
Net Income (Loss)		\$745	\$559	\$335	\$391	\$(265)	\$495	\$430	\$375	\$317	\$423	\$438	\$384	\$220	\$283	\$251	\$74		
EPS		\$2.87	\$2.06	\$1.36	\$1.60	\$(1.12)	\$2.05	\$1.77	\$1.55	\$1.32	\$1.76	\$1.84	\$1.63	\$0.94	\$1.21	\$1.07	\$0.32		
Diluted Shares Outstanding		260	252	246	245	236	242	243	242	241	240	238	236	235	234	234	234		266
Non-GAAP Results																			
Gross Profit ¹⁰		\$1,511	\$1,231	\$1,097	\$1,099	\$1,085	\$1,135	\$1,196	\$1,115	\$1,078	\$1,188	\$1,187	\$1,069	\$951	\$972	\$944	\$794		
Gross Margin ¹⁰		31.8%	30.5%	28.7%	29.2%	29.1%	29.8%	30.1%	30.1%	29.5%	30.1%	30.5%	30.1%	29.8%	28.5%	28.1%	28.1%		31%
Operating Expenses ¹⁰		\$572	\$564	\$529	\$559	\$564	\$574	\$616	\$605	\$598	\$638	\$620	\$591	\$560	\$567	\$542	\$477		\$600
Net Income		\$872	\$594	\$513	\$514	\$477	\$514	\$532	\$470	\$445	\$504	\$539	\$441	\$356	\$366	\$374	\$283		
EPS ⁵		\$3.35	\$2.36	\$2.09	\$2.10	\$1.96	\$2.12	\$2.19	\$1.94	\$1.85	\$2.10	\$2.26	\$1.87	\$1.51	\$1.56	\$1.60	\$1.21	\$0.65	\$0.70
Revenue By Channel																			
OEM		69%	63%	61%	60%	66%	64%	62%	62%	65%	63%	63%	64%	67%	67%	65%	66%		
Distributors		21%	24%	24%	26%	23%	24%	24%	23%	23%	24%	23%	23%	21%	21%	21%	22%		
Retail		10%	13%	15%	14%	11%	12%	14%	13%	12%	13%	14%	13%	12%	12%	14%	12%		
Revenue by Geography																			
Americas		27%	23%	27%	27%	28%	26%	25%	25%	24%	27%	27%	29%	32%	30%	31%	30%		
EMEA		18%	18%	23%	22%	19%	20%	23%	21%	20%	21%	24%	21%	21%	21%	23%	23%		
Asia/ANZ		55%	59%	50%	51%	53%	54%	52%	54%	56%	52%	49%	50%	47%	49%	46%	47%		
Top 10 Customers Revenue		53%	44%	45%	45%	46%	48%	42%	44%	45%	45%	44%	43%	44%	48%	44%	45%		
Enterprise SSD Revenue		\$54	\$70	\$89	\$92	\$104	\$106	\$155	\$134	\$113	\$156	\$187	\$224	\$244	\$233	\$270	\$200		
Non-PC Revenue ¹²		45%	46%	51%	51%	52%	53%	54%	53%	54%	55%	56%	60%	65%	66%	65%	64%		
PC Units¹																			
Notebook		32,773	25,887	21,300	21,547	23,969	22,912	22,662	21,814	22,899	23,396	21,178	18,785	15,513	15,804	15,318	13,577		
Desktop		21,211	16,819	17,717	18,383	16,185	17,307	16,825	16,635	16,182	16,320	15,375	13,523	11,601	11,683	12,458	10,681		
Non-PC Units																			
Consumer Electronics ⁴		4,155	8,019	6,452	6,517	6,544	8,474	8,794	8,573	10,906	10,485	9,295	8,610	9,056	11,484	8,461	7,318		
Branded		4,986	5,767	7,139	6,517	5,281	6,146	7,018	6,272	6,012	6,780	7,156	6,090	5,151	5,575	6,443	5,157		
Enterprise		7,913	5,988	6,633	7,211	7,897	7,771	7,783	7,129	7,098	7,763	8,041	7,519	7,199	7,185	7,008	6,390		
Total HDD		71,038	62,480	59,241	60,175	59,895	62,610	63,082	60,423	63,097	64,744	61,045	54,527	48,520	51,731	49,688	43,123		
Average GB Shipped		668	708	804	805	797	811	874	888	875	1,001	1,088	1,123	1,159	1,228	1,390	1,443		
EB Shipped		47.4	44.3	47.6	48.4	47.7	50.8	55.1	53.6	55.2	64.8	66.4	61.3	56.2	63.5	69.1	62.2		
R4Q EB Shipped		126.3	133.9	165.1	167.8	188.0	194.5	202.0	207.2	214.7	228.7	240.0	247.7	248.7	247.4	250.1	251.0		

WD - HGST Expected Integration Savings
(Originally presented on April 28, 2016)

Non-GAAP Operating Expenses Baseline¹⁴
(Q1 FY16)

\$570 million per quarter

Expected Annualized Run Rate Savings¹⁵

Cost of revenue
\$350 million per year

Timing: 50% by the end of Q2 FY17 and the remainder by the end of Q2 FY18

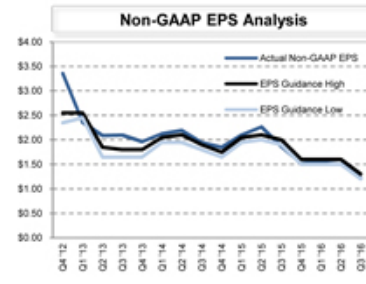
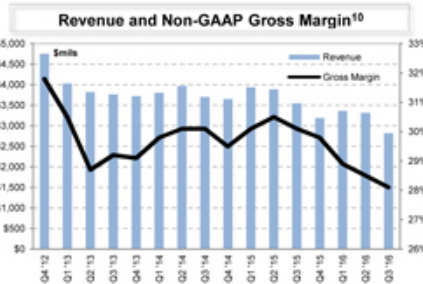
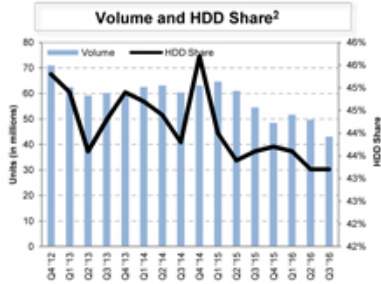
Operating expenses
\$450 million per year

Timing: 67% by the end of Q2 FY17 and the remainder by the end of Q2 FY18

Expected Cash Expenditures to Achieve Savings¹⁵

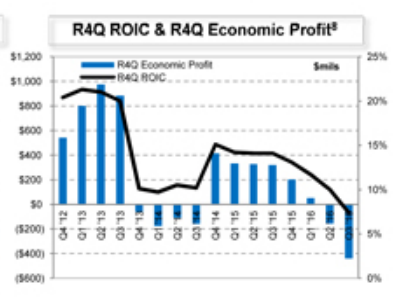
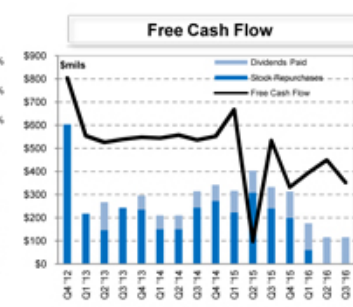
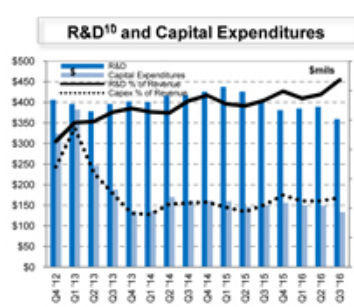
\$800 million

Timing: 60% by the end of Q2 FY17 and the remainder by the end of Q2 FY18



Note: Refer to "Non-GAAP Financial Measures" for information about non-GAAP financial measures included in this quarterly

Balance sheet, cash flows, earnings, dividends and share repurchase amounts in millions	Q4 FY12	Q1 FY13	Q2 FY13	Q3 FY13	Q4 FY13	Q1 FY14	Q2 FY14	Q3 FY14	Q4 FY14	Q1 FY15	Q2 FY15	Q3 FY15	Q4 FY15	Q1 FY16	Q2 FY16	Q3 FY16
Cash and Cash Equivalents	\$3,208	\$3,537	\$3,816	\$4,060	\$4,309	\$4,869	\$4,655	\$4,569	\$4,804	\$5,159	\$4,902	\$4,812	\$5,024	\$5,081	\$5,363	\$5,887
Available-for-Sale (AFS) Securities	-	-	-	-	-	-	-	470	499	454	465	523	590	704	732	146
Debt	(2,185)	(2,128)	(2,128)	(2,013)	(1,955)	(2,398)	(2,340)	(2,489)	(2,438)	(2,406)	(2,375)	(2,344)	(2,567)	(2,536)	(2,505)	(2,203)
Net Cash, Cash Equivalents & AFS Securities	\$1,023	\$1,409	\$1,688	\$2,047	\$2,354	\$2,471	\$2,315	\$2,570	\$2,865	\$3,207	\$2,992	\$2,991	\$3,047	\$3,249	\$3,590	\$3,830
Cash Flow From Operations, Net	\$1,128	\$936	\$772	\$727	\$684	\$680	\$727	\$697	\$713	\$827	\$243	\$684	\$488	\$545	\$598	\$485
Free Cash Flow	\$804	\$554	\$525	\$539	\$548	\$544	\$557	\$536	\$552	\$667	\$97	\$534	\$332	\$394	\$449	\$352
Capital Expenditures	\$324	\$382	\$246	\$188	\$136	\$136	\$170	\$161	\$161	\$160	\$146	\$150	\$156	\$151	\$149	\$133
Depreciation and Amortization	\$339	\$313	\$309	\$309	\$302	\$312	\$317	\$307	\$308	\$289	\$290	\$285	\$250	\$236	\$252	\$246
EBITDA	\$1,147	\$905	\$787	\$726	\$81	\$854	\$795	\$726	\$660	\$758	\$756	\$706	\$605	\$558	\$503	\$334
Accounts Receivable, Net	\$2,364	\$1,951	\$1,732	\$1,700	\$1,793	\$1,791	\$1,959	\$1,802	\$1,989	\$1,915	\$1,880	\$1,696	\$1,532	\$1,616	\$1,650	\$1,254
Raw Materials	\$245	\$237	\$193	\$191	\$167	\$208	\$201	\$204	\$168	\$178	\$154	\$173	\$168	\$135	\$130	\$133
Work in Process	552	559	581	583	575	579	581	519	493	509	510	498	500	507	474	440
Finished Goods	413	508	430	423	446	457	511	554	565	585	618	651	700	618	634	654
Total Inventory	\$1,210	\$1,304	\$1,204	\$1,197	\$1,188	\$1,244	\$1,293	\$1,277	\$1,226	\$1,272	\$1,282	\$1,322	\$1,368	\$1,260	\$1,238	\$1,227
Property, Plant and Equipment, Net	\$4,067	\$4,027	\$3,938	\$3,803	\$3,700	\$3,638	\$3,509	\$3,406	\$3,293	\$3,202	\$3,099	\$3,051	\$2,965	\$2,890	\$2,801	\$2,687
Accounts Payable	\$2,773	\$2,545	\$2,185	\$2,037	\$1,990	\$2,061	\$2,106	\$1,902	\$1,971	\$2,016	\$2,071	\$2,020	\$1,881	\$1,799	\$1,806	\$1,571
Days Sales Outstanding ¹¹	45	44	41	41	44	43	45	44	50	48	44	44	44	44	45	40
Days Inventory Outstanding ¹¹	34	42	40	40	40	42	42	44	42	45	42	48	55	48	47	54
Days Payables Outstanding ¹¹	77	82	72	69	67	69	68	65	68	71	68	73	76	68	68	69
Cash Conversion Cycle ¹¹	2	4	9	12	17	16	19	23	24	22	18	19	23	24	24	25
Inventory Turns ¹¹	11	9	9	9	9	9	9	8	9	8	9	8	7	8	8	7
Dividends Paid \$	-	-	\$121	\$	\$60	\$59	\$59	\$71	\$70	\$94	\$94	\$93	\$116	\$115	\$116	\$116
Shares Repurchased	16.4	5.2	4.2	5.2	4.4	2.3	2.0	2.8	3.2	2.2	3.2	2.2	2.0	0.7	-	-
Shares Repurchased	\$604	\$218	\$146	\$243	\$235	\$150	\$150	\$244	\$272	\$223	\$309	\$240	\$198	\$60	\$	\$
Remaining Amount Authorized	\$1,312	\$2,594	\$2,448	\$2,205	\$1,970	\$1,820	\$1,670	\$1,426	\$1,154	\$931	\$622	\$2,382	\$2,184	\$2,124	\$2,124	\$2,124
R4Q Economic Profit ⁸	\$542	\$801	\$976	\$884	\$(59)	\$(176)	\$(109)	\$(158)	\$415	\$332	\$328	\$320	\$203	\$52	\$(157)	\$(440)
R4Q ROIC ⁸	20.4%	21.3%	21.0%	20.0%	10.1%	9.7%	10.5%	10.2%	15.1%	14.2%	14.1%	14.1%	13.1%	11.7%	10.0%	7.4%
R4Q ROA ⁸	14.3%	14.9%	14.7%	14.2%	7.0%	6.7%	7.2%	7.0%	10.6%	10.0%	10.1%	10.2%	9.6%	8.7%	7.5%	5.4%
Worldwide Headcount ³	103,111	96,002	93,820	87,565	85,777	87,586	87,976	84,556	84,072	83,277	83,993	80,767	76,449	76,052	74,891	67,884



Note: Refer to "Non-GAAP Financial Measures" for information about non-GAAP financial measures included in this quarterly fact sheet.

Other Key Financial Disclosures

Debt Tranches and Interest Rates

Debt	Duration	Maturity	Amount (\$M)	Indicative Rates bps*
Revolver drawn **	5 years		\$0	L+200
Cash Bridge	before end of CY16 Q3		\$3,000	L+200
Term Loan A (floor of 0bps)	5 years	April 29, 2021	\$4,125	L+200
Term Loan B Dollar (floor of 75bps)	7 years	April 29, 2023	\$3,750	L+550
Term Loan B Euro (floor of 75 bps)	7 years	April 29, 2023	\$1,000	E+525
Secured Notes	7 years	April 1, 2023	\$1,875	7.375%
Unsecured Notes	8 years	April 1, 2024	\$3,350	10.500%
Total			\$17,100	5.6%***

* L = LIBOR, E = EURIBOR

** Based on current leverage ratios

** Revolver available: \$1,000M

*** Weighted average interest rate as of May 24, 2016

Notes are callable in 3 years (starting April 1, 2019)

Estimated Effective Tax Ranges (Non-GAAP)

FY17 : 20% - 25%
 FY18 – FY23 : 10% - 15%
 Beyond FY23 : 7% - 10%

Non-GAAP Financial Measures

Free Cash Flow: Free cash flow is a non-GAAP financial measure defined as cash flows from operations less capital expenditures. We consider free cash flow to be useful as an indicator of our overall liquidity, as the amount of free cash flow generated in any period is representative of cash that is available for strategic opportunities including, among others, investing in the Company's business, making strategic acquisitions, strengthening the balance sheet, repaying debt, paying dividends and repurchasing stock. Free cash flow should not be construed as an alternative to cash flows from operations or other cash flow measurements determined in accordance with GAAP.

EBITDA: EBITDA is a non-GAAP financial measure defined as net income before interest, income tax expense, depreciation and amortization. We include information concerning EBITDA because we believe it is a useful measure to evaluate our operating performance. As a measure of our operating performance, we believe EBITDA provides a measure of operating results unaffected by differences in capital structures, capital investment cycles and ages of related assets among otherwise comparable companies. While EBITDA is a relevant and widely used measure of operating performance, it does not represent net income as defined by GAAP and it should not be considered as an alternative to that measure in evaluating operating performance.

Non-GAAP Gross Margin and Non-GAAP Gross Profit: Non-GAAP gross margin is a non-GAAP measure defined as non-GAAP gross profit divided by revenue. Non-GAAP gross profit is a non-GAAP measure defined as gross profit before any charges to cost of goods sold that may not be indicative of ongoing operations. We believe that non-GAAP gross profit is a useful measure to investors as an alternative method for measuring our operating performance and comparing it against prior periods' performance.

Non-GAAP Operating Expenses: Non-GAAP operating expenses is a non-GAAP measure defined as operating expenses before any charges that may not be indicative of ongoing operations. We believe that non-GAAP operating expenses is a useful measure to investors as an alternative method for measuring our expense management and comparing it against prior periods' performance.

Non-GAAP Net Income and Non-GAAP EPS: Non-GAAP net income and non-GAAP EPS are non-GAAP measures defined as net income and EPS, respectively, before any charges that may not be indicative of ongoing operations, or any tax impact related to those charges. We believe that non-GAAP net income and non-GAAP EPS are useful measures to investors as an alternative method for measuring our earnings performance and comparing it against prior periods' performance.

Non-GAAP income tax provision as a percentage of non-GAAP pre-tax income: Non-GAAP income tax provision is a non-GAAP measure defined as income tax provision plus any income tax adjustments that may not be indicative of ongoing operations. We believe that non-GAAP income tax provision as a percentage of non-GAAP pre-tax income is a useful measure to investors as an alternative method for measuring our effective tax rate and comparing it against prior periods' performance.

	Q4 FY12	Q1 FY13	Q2 FY13	Q3 FY13	Q4 FY13	Q1 FY14	Q2 FY14	Q3 FY14	Q4 FY14	Q1 FY15	Q2 FY15	Q3 FY15	Q4 FY15	Q1 FY16	Q2 FY16	Q3 FY16	
Reconciliation of Cash Flows from Operations to Free Cash Flow																	
Cash Flows from Operations	\$1,128	\$936	\$772	\$727	\$684	\$680	\$727	\$697	\$713	\$627	\$243	\$684	\$488	\$545	\$598	\$485	
Capital Expenditures	(324)	(282)	(246)	(188)	(136)	(136)	(170)	(161)	(181)	(150)	(148)	(150)	(156)	(151)	(149)	(132)	
Free Cash Flow	\$804	\$654	\$526	\$539	\$548	\$544	\$557	\$536	\$532	\$477	\$97	\$534	\$332	\$394	\$449	\$353	
Reconciliation of Net Income to EBITDA																	
Net Income (Loss)	\$745	\$519	\$335	\$391	\$295	\$495	\$430	\$375	\$317	\$423	\$438	\$384	\$220	\$283	\$251	\$14	
Interest	7	14	10	11	9	10	11	13	5	9	8	9	8	6	7	8	
Income Tax Provision	66	69	133	15	35	37	37	31	30	37	20	29	37	31	(7)	6	
Depreciation and Amortization	338	313	309	309	302	312	317	307	308	289	290	281	250	236	252	248	
EBITDA	\$1,547	\$905	\$787	\$725	\$681	\$854	\$795	\$725	\$660	\$758	\$756	\$706	\$505	\$558	\$503	\$334	
Reconciliation of Gross Margin to Non-GAAP Gross Margin & Gross Profit to Non-GAAP Gross Profit																	
Gross Profit	\$1,472	\$1,193	\$1,059	\$1,061	\$1,050	\$1,099	\$1,156	\$1,076	\$1,029	\$1,149	\$1,110	\$1,032	\$930	\$955	\$906	\$753	
Acquisition-related charges	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Charges related to cost saving initiatives	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other charges	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Amortization of acquired intangible assets	30	30	38	39	35	36	40	39	39	39	38	37	20	17	16	10	
Non-GAAP Gross Profit	\$1,511	\$1,231	\$1,097	\$1,099	\$1,085	\$1,135	\$1,196	\$1,115	\$1,078	\$1,188	\$1,167	\$1,069	\$951	\$972	\$924	\$764	
Revenue	\$4,754	\$4,055	\$3,624	\$3,764	\$3,728	\$3,804	\$3,972	\$3,703	\$3,651	\$3,343	\$3,888	\$3,550	\$3,191	\$3,360	\$3,317	\$2,822	
Gross Margin	31.0%	29.6%	27.7%	28.2%	28.2%	28.9%	29.1%	29.1%	28.2%	29.1%	28.5%	29.1%	29.1%	28.4%	27.3%	26.7%	
Non-GAAP Gross Margin	31.8%	30.5%	28.7%	29.2%	29.1%	29.8%	30.1%	30.1%	29.5%	30.1%	30.5%	30.1%	29.8%	28.9%	28.5%	28.1%	
Reconciliation of Operating Expenses to Non-GAAP Operating Expenses																	
Operating Expenses	\$604	\$601	\$581	\$644	\$1,271	\$557	\$678	\$657	\$677	\$680	\$644	\$611	\$675	\$633	\$655	\$695	
Less:																	
Amortization of acquired intangible assets	(12)	(11)	(11)	(11)	(11)	(11)	(11)	(8)	(7)	(7)	(7)	(8)	(8)	(8)	(8)	(8)	
Employee termination, asset impairment and other charges	(80)	(26)	(41)	(53)	(8)	(11)	(23)	(25)	(26)	(9)	(38)	(10)	(104)	(56)	(27)	(140)	
Charges related to cost saving initiatives	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Charges related to arbitration award	-	-	-	-	(681)	(13)	(13)	(13)	(13)	(14)	(1)	-	-	-	(32)	-	
Acquisition-related charges	-	-	-	-	(7)	(13)	-	-	-	-	(3)	-	-	-	(27)	(18)	
Charges and insurance recoveries related to flooding, net	-	-	-	-	(8)	(8)	-	-	-	-	(37)	-	-	-	-	-	
Other charges	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Non-GAAP Operating Expenses	\$572	\$564	\$529	\$559	\$564	\$574	\$616	\$605	\$598	\$638	\$620	\$591	\$560	\$567	\$542	\$477	
Reconciliation of Net Income (Loss) to Non-GAAP Net Income																	
Net Income (Loss)	\$745	\$519	\$335	\$391	\$295	\$495	\$430	\$375	\$317	\$423	\$438	\$384	\$220	\$283	\$251	\$14	
Amortization of acquired intangible assets	51	49	49	49	48	47	51	50	47	48	45	44	28	26	24	22	
Employee termination, asset impairment and other charges	80	26	41	53	8	11	23	25	26	9	53	10	104	56	27	140	
Charges related to cost saving initiatives	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Charges related to arbitration award	-	-	-	-	681	13	13	13	13	14	1	-	-	-	32	-	
Acquisition-related charges	-	-	-	-	7	13	-	-	-	-	3	-	-	-	27	18	
Charges and insurance recoveries related to flooding, net	-	-	-	-	(8)	(8)	-	-	-	-	(37)	-	-	-	-	-	
Other charges	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Income tax adjustments	(4)	-	88	-	-	-	-	-	-	-	-	-	-	-	(28)	(20)	
Non-GAAP Net Income	\$872	\$694	\$513	\$514	\$477	\$514	\$532	\$470	\$445	\$504	\$539	\$441	\$366	\$366	\$374	\$283	
EPS	\$2.87	\$2.06	\$1.36	\$1.60	\$1.12	\$2.05	\$1.77	\$1.55	\$1.32	\$1.78	\$1.84	\$1.63	\$0.94	\$1.21	\$1.07	\$0.32	
Non-GAAP EPS	\$3.35	\$2.38	\$2.09	\$2.13	\$1.96	\$2.12	\$2.19	\$1.84	\$1.65	\$2.13	\$2.26	\$1.87	\$1.51	\$1.58	\$1.60	\$1.21	
Diluted Shares Outstanding	260	252	246	245	236	242	243	242	241	240	238	236	235	234	234	234	
Non-GAAP Diluted Shares Outstanding	260	252	246	245	243	242	243	242	241	240	238	236	235	234	234	234	
Reconciliation of Income Tax Provision as a Percentage of Pre-Tax Income to Non-GAAP Income Tax Provision as a Percentage of Non-GAAP Pre-Tax Income																	
Net Income (Loss)	\$745	\$519	\$335	\$391	\$295	\$495	\$430	\$375	\$317	\$423	\$438	\$384	\$220	\$283	\$251	\$14	
Income tax provision	66	69	133	15	35	37	37	31	30	37	20	29	37	31	(7)	6	
Pre-tax income	\$801	\$578	\$468	\$406	\$330	\$532	\$467	\$406	\$347	\$460	\$458	\$412	\$347	\$314	\$244	\$80	
Income tax provision as a percentage of pre-tax income	7%	12%	28%	4%	11%	7%	8%	8%	9%	8%	4%	7%	11%	10%	3%	8%	
Non-GAAP Net Income	\$872	\$694	\$513	\$514	\$477	\$514	\$532	\$470	\$445	\$504	\$539	\$441	\$366	\$366	\$374	\$283	
Add:																	
Income tax provision	66	69	133	15	35	37	37	31	30	37	20	29	37	31	(7)	6	
Income tax adjustments	4	-	88	-	-	-	-	-	-	-	-	-	-	-	28	20	
Non-GAAP income tax provision	70	69	221	15	35	74	74	62	60	74	40	56	66	66	51	26	
Non-GAAP pre-tax income	\$932	\$653	\$558	\$529	\$512	\$551	\$569	\$501	\$475	\$541	\$559	\$469	\$383	\$337	\$305	\$309	
Non-GAAP income tax provision as a percentage of pre-tax income	8%	9%	39%	3%	7%	13%	13%	12%	13%	13%	7%	12%	17%	20%	17%	8%	

Non-GAAP Financial Measures

Economic Profit: Economic profit (EP) is a non-GAAP financial measure defined as net operating profit after taxes less the value of invested capital multiplied by the weighted average cost of capital, where net operating profit after taxes is defined as income from operations minus tax expense and invested capital is defined as the sum of current debt, long-term debt and equity. Management uses EP to evaluate business performance and allocate resources, and it is a component in determining management's incentive compensation. Management believes EP provides additional perspective to investors about financial returns generated by the business and represents profit generated over and above the cost of capital used by the business to generate that profit.

In millions	Q1				Q2				Q3				Q4			
	FY12	FY12	FY12	FY12	FY13	FY13	FY13	FY13	FY14	FY14	FY14	FY14	FY15	FY15	FY15	FY15
Reconciliation of Operating Income (Loss) to																
R4Q Economic Profit	\$259	\$162	\$542	\$808	\$592	\$478	\$417	\$(221)	\$542	\$478	\$419	\$352	\$469	\$466	\$421	\$255
Operating Income (Loss)	(19)	(15)	(55)	(56)	(59)	(133)	(15)	(25)	(37)	(27)	(31)	(30)	(27)	(20)	(28)	(27)
Income Tax Provision	240	147	487	752	533	345	402	(256)	505	441	388	322	432	446	393	228
Net Operating Profit After Taxes	771	692	1,034	1,626	1,919	2,117	2,032	1,024	996	1,092	1,078	1,656	1,583	1,588	1,593	1,499
R4Q Net Operating Profit After Taxes	(658)	(677)	(1,117)	(1,084)	(1,118)	(1,341)	(1,148)	(1,083)	(1,172)	(1,201)	(1,238)	(1,241)	(1,251)	(1,260)	(1,273)	(1,296)
Invested Capital x WACC	\$113	\$15	\$(83)	\$542	\$801	\$976	\$894	\$(199)	\$(176)	\$(109)	\$(158)	\$415	\$332	\$328	\$320	\$203
R4Q Economic Profit																

Formulas

Share = Units (HDD) / TAM

ASP = Revenue / Units (HDD)

Free Cash Flow = Cash Flow from Operations - Capital Expenditures

EBITDA = Net Income (Loss) + Interest + Income Tax Expense + Depreciation and Amortization

Days Sales Outstanding (DSO) = Accounts Receivable / (Revenue / 91 days)

Days Inventory Outstanding (DIO) = Inventory / (Cost of Revenue / 91 days)

Days Payables Outstanding (DPO) = Accounts Payable / (Cost of Revenue / 91 days)

Cash Conversion Cycle = DSO + DIO - DPO

Inventory Turns = 365 days / DIO

R4Q Economic Profit = R4Q Net Operating Profit After Taxes - (Invested Capital x WACC)

- Invested Capital = Short-term debt + Current portion of long-term debt + Long-term debt + Total shareholders' equity
- WACC = 11%

R4Q ROIC = R4Q (Net Income (Loss) + Interest Expense) / R4Q Average (Short-term debt + Current portion of long-term debt + Long-term debt + Total shareholders' equity)

R4Q RDA = R4Q Net Income (Loss) / R4Q Average Total Assets

Footnotes

- ASP, Revenue by Channel and Revenue by Geography exclude external sales of media/substrates.
- Unit volume excludes WD TV Media Players without hard drives, WD LiveWire, SSD and media.
- Worldwide Headcount excludes temporary and contracted employees.
- Consumer Electronics includes gaming.
- PC includes shipments to distributors, second-third tier external HDD manufacturers, and white box manufacturers.
- Q4 FY13 non-GAAP EPS is calculated using the same number of shares used for Q4 FY13 GAAP EPS plus 7 million dilutive shares. Dilutive shares are not included in the Q4 FY13 GAAP EPS calculation as Q4 FY13 resulted in a net loss.
- WACC of 11% is an internal assumption.
- Q2 FY12 includes charges related to the flooding. Q4 FY13 includes charges related to the arbitration award.
- TAM is preliminary and based on internal information.
- Certain FY14 prior quarter amounts have been reclassified from gross profit, R&D and SG&A to the other charges line within operating expenses to conform to the annual presentation of FY14 in Part II, Item 8, Note 18 in the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K.
- Q1 FY15 cash conversion cycle calculated using 98 days due to a 14 week quarter. Q1 FY15 inventory turns calculated using 371 days due to a 53 week year.
- Non-PC revenue percentage includes consumer electronics, enterprise applications, branded products, and SSD.
- Financial guidance for the fourth fiscal quarter ending July 1, 2016 has been updated as of May 26, 2016 to reflect the contribution of the recently acquired SanDisk business as of May 12, 2016. We have not reconciled our financial guidance for non-GAAP earnings per share, non-GAAP gross margin and non-GAAP operating expense to their most directly comparable GAAP measures because material items that impact these measures, such as the timing and amount of charges related to cost saving initiatives and employee termination, asset impairment and other charges and the amount of amortization of acquired intangible assets and acquisition-related charges, are out of our control and/or cannot be reasonably predicted. Accordingly, a reconciliation of the non-GAAP financial measure guidance to the corresponding GAAP measures is not available without unreasonable effort.
- Operating expense baseline is presented on a non-GAAP basis and excludes amortization of acquired intangible assets of \$8 million, employee termination, asset impairment and other charges of \$56 million, and other charges of \$2 million from Q1 FY16 operating expenses of \$633 million. This represents management's baseline against expected integration savings.
- This Quarterly Fact Sheet contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements concerning the company's expected financial performance for its fourth fiscal quarter ending July 1, 2016, estimated tax rates and the amount and timing of expected integration savings and total cash expenditures. These forward-looking statements are based on management's current expectations and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the forward-looking statements, including: volatility in global economic conditions, business conditions and growth in the storage ecosystem; impact of competitive products and pricing; market acceptance and cost of commodity materials and specialized product components; actions by competitors; unexpected advances in competing technologies; our development and introduction of products based on new technologies and expansion into new data storage markets; risks associated with acquisitions, mergers and joint ventures; difficulties or delays in manufacturing; and other risks and uncertainties listed in the company's filings with the Securities and Exchange Commission, including the company's Form 10-Q filed on May 9, 2016, to which your attention is directed. You should not place undue reliance on these forward-looking statements, which speak only as of the date hereof, and the company undertakes no obligation to update these forward-looking statements to reflect new information or events.