

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
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
(State or other jurisdiction of
incorporation or organization)

33-0956711
(I.R.S. Employer
Identification No.)

20511 LAKE FOREST DRIVE
LAKE FOREST, CALIFORNIA 92630
(949) 672-7000

(Address, including zip code, and telephone number, including
area code, of Registrant's Principal Executive Offices)

MICHAEL A. CORNELIUS
WESTERN DIGITAL CORPORATION
20511 LAKE FOREST DRIVE
LAKE FOREST, CALIFORNIA 92630
(949) 672-7000

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPY TO:
RONALD S. BEARD
GIBSON, DUNN & CRUTCHER LLP
4 PARK PLAZA
IRVINE, CALIFORNIA 92614
(949) 451-3800

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC:
Not applicable.

If any of the securities being registered on this form are to be 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. []

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. [] _____

If this Form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. [] _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

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AMENDMENT NO. 1 TO REGISTRATION STATEMENT

Western Digital Corporation, a Delaware corporation (the "Registrant"), files this Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (File No. 333-70785), as the successor issuer to Western Digital Technologies, Inc. (formerly, Western Digital Corporation), a Delaware corporation ("Western Digital"), in accordance with Rule 414 under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement on Form S-3 (File No. 333-70785), registered shares of common stock of Western Digital with a maximum offering price of \$190,000,000. This Post-Effective Amendment is filed to reflect the adoption by Western Digital of a holding company organizational structure in accordance with Section 251(g) of the Delaware General Corporation Law (the "DGCL"). The holding company organizational structure was effected pursuant to an Agreement and Plan of Merger to Form Holding Company (the "Merger Agreement") among Western Digital, the Registrant, and WD Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of the Registrant ("Merger Sub"). The Merger Agreement provided for the merger of Merger Sub into Western Digital, with Western Digital continuing as the surviving corporation and as a wholly-owned subsidiary of the Registrant (the "Merger"). Pursuant to Section 251(g) of the DGCL, stockholder approval of the Merger was not required. As a result of the Merger, the consolidated assets and liabilities of the Registrant immediately after the Merger were the same as the consolidated assets and liabilities of Western Digital immediately prior to the Merger.

As a result of the Merger, which was consummated on April 6, 2001, each share of Western Digital common stock, par value \$.01 per share ("Western Digital Common Stock") issued and outstanding or held in treasury was converted into one share of the Registrant's common stock, par value \$.01 per share ("Registrant Common Stock"). As a result, each stockholder of Western Digital became the owner of an identical number of shares of capital stock of the Registrant. Additionally, each outstanding option and warrant to purchase shares of Western Digital's common stock was automatically converted into an option or warrant to purchase, upon the same terms and conditions, an identical number of shares of the Registrant's common stock.

In connection with the formation of the holding company, effective upon consummation of the Merger, (i) the Board of Directors of Western Digital terminated the Rights Agreement between Western Digital and American Stock Transfer & Trust Company, as rights agent, dated October 15, 1998, as amended, and all outstanding rights thereunder to purchase a fraction of a share of the Series A Junior Participating Preferred Stock of Western Digital expired, (ii) the Registrant entered into a new Rights Agreement between the Registrant and American Stock Transfer & Trust Company, as rights agent, dated April 6, 2001, and (iii) the Registrant declared a dividend of one right to purchase a fraction of a share of the Series A Junior Participating Preferred Stock of the Registrant for each outstanding share of Registrant Common Stock, which was distributed to holders of Registrant Common Stock at the close of business on April 6, 2001. The rights will be, until otherwise provided by the new Rights Agreement, evidenced by certificates representing the shares of Registrant Common Stock.

In accordance with Rule 414, the Registrant, as the successor issuer to Western Digital, hereby expressly adopts Registration Statement No. 333-70785 on Form S-3 as its own for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended.

Registration fees were paid at the time of filing the original registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of California, on March 29, 2001.

WESTERN DIGITAL CORPORATION

By: /s/ MATTHEW E. MASSENGILL

 Matthew E. Massengill
 President and Chief Executive
 Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Form S-3 Registration Statement has been signed below by the following persons in the capacities indicated on March 29, 2001.

SIGNATURE

TITLE

/s/ MATTHEW E. MASSENGILL

President and Chief Executive Officer
 (Principal Executive Officer) and Director

 Matthew E. Massengill

/s/ TERESA A. HOPP

Senior Vice President, and Chief Financial Officer
 (Principal Financial and Accounting Officer)

 Teresa A. Hopp

/s/ THOMAS E. PARDUN

Chairman of the Board

 Thomas E. Pardun

*

Director

 Peter D. Behrendt

*

Director

 I. M. Booth

/s/ HENRY T. DeNERO

Director

 Henry T. DeNero

/s/ ROGER H. MOORE

Director

 Roger H. Moore

/s/ KATHLEEN A. COTE

Director

 Kathleen A. Cote

*By: /s/ MICHAEL A. CORNELIUS

 Michael A. Cornelius
 as attorney-in-fact