

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

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POST-EFFECTIVE AMENDMENT NO. 2  
to  
FORM S-8

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

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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)

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WESTERN DIGITAL CORPORATION  
BROAD-BASED STOCK INCENTIVE PLAN  
(Full Title of Plan)

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MICHAEL A. CORNELIUS  
VICE PRESIDENT, LAW & ADMINISTRATION AND SECRETARY  
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)

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## POST-EFFECTIVE AMENDMENT NO. 2

Western Digital Corporation, a Delaware corporation (the "Registrant"), files this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8, to correct a typographical error in the par value of the common stock of the Registrant contained in Post-Effective Amendment No. 1 to the Registration Statement on Form S-8, filed with the Securities and Exchange Commission on April 6, 2001. Post-Effective Amendment No. 1 was filed by the Registrant 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"). Post-Effective Amendment No. 1 was 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"). Prior to the Merger the Registrant was a wholly-owned subsidiary of Western Digital. 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"). Also, as a result of the Merger, each outstanding option to purchase Western Digital Common Stock under the Western Digital Broad-Based Stock Incentive Plan (the "Plan") was converted into an option to purchase the same number of shares of Registrant Common Stock on the same terms and conditions. The Registrant also adopted and assumed as its own all of the rights and obligations of Western Digital under the Plan.

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 share of the Registrant Common Stock which was distributed to holders of Registrant Common Stock at the close of business on April 6, 2001. Until otherwise provided by the new Rights Agreement, the Registrant's rights will be evidenced by certificates of Registrant Common Stock.

Issuable under the Plan are 20,000,000 shares of common stock which were registered under the Registration Statement on Form S-8, Registration No. 333-36332, as filed with the Securities and Exchange Commission on May 5, 2000.

In accordance with Rule 414, the Registrant, as the successor issuer to Western Digital, hereby expressly adopts Registration Statement No. 333-36332 on Form S-8 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, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of California, on April 10, 2001.

WESTERN DIGITAL CORPORATION

By: /s/ MICHAEL A. CORNELIUS

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 Michael A. Cornelius  
 Vice President, Law and  
 Administration and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Form S-8 Registration Statement has been signed below by the following persons in the capacities indicated on April 10, 2001.

SIGNATURE

TITLE

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

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 Matthew E. Massengill

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

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 Teresa A. Hopp

/s/ THOMAS E. PARDUN

Chairman of the Board

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 Thomas E. Pardun

/s/ PETER D. BEHRENDT

Director

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 Peter D. Behrendt

/s/ I. M. BOOTH

Director

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 I. M. Booth

/s/ KATHLEEN A. COTE

Director

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 Kathleen A. Cote

/s/ HENRY T. DeNERO

Director

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 Henry T. DeNero

/s/ ROGER H. MOORE

Director

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 Roger H. Moore

\*By: /s/ MICHAEL A. CORNELIUS

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 Michael A. Cornelius  
 as attorney-in-fact