# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**WASHINGTON, D.C. 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): August 26, 2026**

# WESTERN DIGITAL CORPORATION
**(Exact Name of Registrant as Specified in its Charter)**

| | | |
|---|---|---|
| **Delaware** | **001-08703** | **33-0956711** |
| **(State or Other Jurisdiction of Incorporation)** | **(Commission File Number)** | **(I.R.S. Employer Identification No.)** |

| | |
|---|---|
| **5601 Great Oaks Parkway**<br>**San Jose, California** | **95119** |
| **(Address of Principal Executive Offices)** | **(Zip Code)** |

**(408) 717-6000**
**(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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| Common Stock, $0.01 Par Value Per Share | WDC | The Nasdaq Stock Market LLC (Nasdaq Global Select Market) |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 3.02 Unregistered Sales of Equity Securities.**

The information regarding the Exchange Transactions (as defined below) set forth below in Item 8.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.02. The issuance of the Exchange Shares (as defined below) will be undertaken in reliance upon the exemption from the registration requirements of the Securities Act of 1933, as amended (the “Act”), provided by Section 4(a)(2) of the Act.

**Item 8.01 Other Events.**

On August 26, 2026, Western Digital Corporation (the “Company”) entered into separate, privately negotiated exchange agreements (the “Exchange Agreements”) with certain holders of its 3.00% Convertible Senior Notes due 2028 (the “Notes”). Under the terms of the Exchange Agreements, the holders have agreed to exchange approximately $191.0 million aggregate principal amount of Notes (the “Exchange Notes”) held by them for aggregate consideration consisting of (i) approximately $192.7 million in cash (corresponding to the aggregate principal amount of the Exchange Notes and accrued and unpaid interest on such Exchange Notes), and (ii) a number of shares of common stock of the Company (the “Exchange Shares”) corresponding to the remaining conversion value of the Exchange Notes as if they had been converted using the volume-weighted average price of the Company’s common stock on August 26, 2026 (such transactions, the “Exchange Transactions”). The Exchange Transactions are expected to close on or after September 2, 2026, subject to satisfaction of customary closing conditions.

## 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 hereunto duly authorized.

**WESTERN DIGITAL CORPORATION**
*(Registrant)*

Date: August 26, 2026

| | |
|---|---|
| By: | /s/ Cynthia Tregillis |
| Name: | Cynthia Tregillis |
| Title: | Executive Vice President, Chief Legal Officer and Secretary |