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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): July 28, 2009

**Western Digital Corporation**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**001-08703**  
(Commission File Number)

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

**20511 Lake Forest Drive**  
**Lake Forest, California**  
(Address of Principal Executive Offices)

**92630**  
(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 240.425)
  - 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 2.02 Results of Operations and Financial Condition.**

On July 28, 2009, Western Digital Corporation (“Western Digital”) announced financial results for the fourth fiscal quarter and fiscal year ended July 3, 2009. 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 Investor Information Summary for the fiscal quarter ended July 3, 2009 is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

In Western Digital’s press release attached as Exhibit 99.1 hereto and in its conference call scheduled for 2:00 p.m. PDT/5:00 p.m. EDT today, Western Digital plans to report certain financial information, including net income and earnings per share on both a GAAP and a non-GAAP basis for the fiscal years ended July 3, 2009 and June 27, 2008, and for the fourth quarter ended July 3, 2009. These non-GAAP measures exclude significant gains or losses that are non-operational and/or non-recurring in nature. For example, the non-GAAP measures for the fourth quarter and fiscal year ended July 3, 2009 exclude in-process research and development charges related to Western Digital’s acquisition of SiliconSystems, Inc., restructuring charges, and related tax benefits and favorable settlements, associated with Western Digital’s restructuring plan announced on December 17, 2008, and a gain on the sale of assets from Western Digital’s media substrate manufacturing facility in Sarawak, Malaysia. The non-GAAP measures for the fiscal year ended June 27, 2008 exclude taxes related to the license of intellectual property to subsidiaries and in-process research and development charges related to Western Digital’s acquisition of Komag, Inc. Because management believes these gains and losses may not be indicative of ongoing operations, management believes that the non-GAAP measures presented in the press release and during the conference call are useful to investors as an alternative method for measuring Western Digital’s operating performance and comparing it against prior periods’ performance.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 2.02, 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 (the “Securities Act”), 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 July 28, 2009 announcing financial results for the fourth fiscal quarter and fiscal year ended July 3, 2009.
- 99.2 Fourth Quarter Fiscal Year 2009 Western Digital Corporation Investor Information Summary.

**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: July 28, 2009

By: /s/ Raymond M. Bukaty \_\_\_\_\_  
Raymond M. Bukaty  
Senior Vice President, Administration,  
General Counsel and Secretary

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**FOR IMMEDIATE RELEASE:**

**WD ANNOUNCES Q4 REVENUE OF \$1.9 BILLION AND  
NET INCOME OF \$196 MILLION, OR \$0.86 PER SHARE**

***Full-Year Revenue Totals \$7.5 Billion, Net Income of \$2.08 Per Share***

LAKE FOREST, Calif. — Jul. 28, 2009 — Western Digital Corp. (NYSE: WDC) today reported financial results for its fiscal year 2009 and fourth quarter ended July 3, 2009.

For fiscal year 2009, the company posted revenue of \$7.5 billion, net income of \$470 million, or \$2.08 per share, compared to \$8.1 billion in revenue, and net income of \$867 million, or \$3.84 per share for the prior year. The 2009 net income amount included a \$14 million in-process research and development charge related to the acquisition of SiliconSystems Inc., \$112 million of restructuring charges, an \$18 million gain on the sale of assets from the company's media substrate manufacturing facility in Sarawak, Malaysia and \$4 million of tax benefits associated with the restructuring charges. Excluding these amounts, the 2009 non-GAAP net income was \$574 million, or \$2.54 per share.<sup>1</sup> The 2008 net income amount included net charges of \$60 million for taxes related to the license of intellectual property to subsidiaries and \$49 million for acquired in-process research and development related to the

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<sup>1</sup> 2009 GAAP and non-GAAP earnings per share are calculated using 226 million diluted shares.

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acquisition of Komag Inc. Excluding these amounts, 2008 non-GAAP net income was \$976 million, or \$4.32 per share.<sup>2</sup>

For the fourth quarter, revenue totaled \$1.9 billion, on shipments of 40 million hard drives and net income of \$196 million, or \$0.86 per share. The fourth quarter results include \$5 million of income from favorable settlements of restructuring accruals and the \$18 million gain on the sale of assets from the company's media substrate manufacturing facility. Excluding these amounts, fourth quarter non-GAAP net income was \$173 million, or \$0.76 per share.<sup>3</sup> In the year-ago fourth quarter, the company posted revenue of \$2.0 billion on unit shipments of 35.2 million hard drives, net income of \$213 million, and earnings per share of \$0.94.

The company generated \$349 million in cash from operations during the June quarter, ending with total cash and cash equivalents of \$1.8 billion.

Throughout fiscal 2009, WD demonstrated increasing returns on its investments in technology, product breadth and production capability, with consistent delivery of compelling first-to-market products. The company maintained its momentum as the industry's leading innovator with the announcement yesterday of another industry first — the 1 TB My Passport™ Essential™ SE external storage device which utilizes the company's new, industry leading, WD Scorpio® Blue™ 2.5-inch hard drives with 333 GB/platter technology.

“In a challenging time for the worldwide economy and the hard drive industry, WD maintained profitability and stayed cash flow positive throughout the fiscal year,” said John Coyne, president and chief executive officer. “Our fiscal 2009 and June quarter results demonstrate customers' ongoing preference for WD products based on their exceptional quality,

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<sup>2</sup> 2008 GAAP and non-GAAP earnings per share are calculated using 226 million diluted shares.

<sup>3</sup> Fourth-quarter 2009 GAAP and non-GAAP earnings per share are calculated using 227 million diluted shares.

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reliability and availability, as well as the continued effectiveness of the WD business model and the passion, nimbleness and capabilities of the WD team. In the June quarter, we responded promptly to capitalize on unexpected market upside in each of our served markets to produce financial results that significantly exceeded expectations, and included a return to our targeted gross margin and operating expense model parameters.”

The investment community conference call to discuss these results will be broadcast live over the Internet today at 2 p.m. Pacific/5 p.m. Eastern. The call will be accessible live and on an archived basis via the link below:

Audio Webcast: [www.westerndigital.com/investor](http://www.westerndigital.com/investor)

Click on “Conference Calls”

Telephone Replay: 888-568-0383 (toll-free)

+1-203-369-3915 (international)

## **About WD**

WD, one of the storage industry’s pioneers and long-time leaders, provides products and services for people and organizations that collect, manage and use digital information. The company designs and produces reliable, high-performance hard drives and solid state drives that keep users’ data accessible and secure from loss. Its advanced technologies are configured into applications for client and enterprise computing, embedded systems and consumer electronics, as well as its own consumer storage and media products.

WD was founded in 1970. The company’s storage products are marketed to leading OEMs, systems manufacturers, selected resellers and retailers under the Western Digital® and WD

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brand names. Visit the Investor section of the company's Web site ([www.westerndigital.com](http://www.westerndigital.com)) to access a variety of financial and investor information.

This press release contains forward-looking statements concerning WD's gross margin and operating expense model. The foregoing forward-looking statements are based on WD's current expectations and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in the forward-looking statements, including: the impact of current negative global economic conditions; supply and demand conditions in the hard drive industry; actions by competitors; unexpected advances in competing technologies; uncertainties related to the development and introduction of products based on new technologies and expansion into new data storage markets; business conditions and growth in the various hard drive markets; pricing trends and fluctuations in average selling prices; changes in the availability and cost of commodity materials and specialized product components that WD does not make internally; and other risks and uncertainties listed in WD's recent Form 10-Q filed with the SEC on April 24, 2009, to which your attention is directed. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof, and WD undertakes no obligation to update these forward-looking statements to reflect subsequent events or circumstances.

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Western Digital, WD, the WD logo and WD Scorpio are registered trademarks, and My Passport, Essential and Blue are trademarks, of Western Digital Technologies, Inc. in the U.S. and other countries. As used for storage capacity, one megabyte (MB) = one million bytes, one gigabyte (GB) = one billion bytes, and one terabyte (TB) = one trillion bytes. Total accessible capacity varies depending on operating environment.

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**WESTERN DIGITAL CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(in millions; unaudited)

	<u>Jul. 3, 2009</u>	<u>Jun. 27, 2008</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,794	\$ 1,104
Accounts receivable, net	926	1,010
Inventories	376	456
Other	134	161
Total current assets	<u>3,230</u>	<u>2,731</u>
Property and equipment, net	1,584	1,668
Goodwill	139	116
Other intangible assets, net	89	81
Other assets	249	279
Total assets	<u>\$ 5,291</u>	<u>\$ 4,875</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 1,101	\$ 1,181
Accrued expenses	247	266
Accrued warranty	95	90
Current portion of long-term debt	82	27
Total current liabilities	<u>1,525</u>	<u>1,564</u>
Long-term debt	400	482
Other liabilities	174	133
Total liabilities	<u>2,099</u>	<u>2,179</u>
Shareholders' equity	<u>3,192</u>	<u>2,696</u>
Total liabilities and shareholders' equity	<u>\$ 5,291</u>	<u>\$ 4,875</u>



**WESTERN DIGITAL CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(in millions, except per share amounts)  
(unaudited)

	Three Months Ended		Years Ended	
	Jul. 3, 2009	Jun. 27, 2008	Jul. 3, 2009	Jun. 27, 2008
Revenue, net	\$ 1,928	\$ 1,993	\$ 7,453	\$ 8,074
Cost of revenue	1,558	1,568	6,116	6,335
Gross margin	<u>370</u>	<u>425</u>	<u>1,337</u>	<u>1,739</u>
Operating expenses:				
Research and development	132	128	509	464
Selling, general and administrative	52	56	201	220
Acquired in-process research and development	—	—	14	49
Restructuring and other, net	(23)	—	94	—
Total operating expenses	<u>161</u>	<u>184</u>	<u>818</u>	<u>733</u>
Operating income	209	241	519	1,006
Net interest and other	(2)	(4)	(18)	(25)
Income before income taxes	207	237	501	981
Income tax provision	11	24	31	114
Net income	<u>\$ 196</u>	<u>\$ 213</u>	<u>\$ 470</u>	<u>\$ 867</u>
Net income per common share:				
Basic	<u>\$ 0.88</u>	<u>\$ 0.96</u>	<u>\$ 2.12</u>	<u>\$ 3.92</u>
Diluted	<u>\$ 0.86</u>	<u>\$ 0.94</u>	<u>\$ 2.08</u>	<u>\$ 3.84</u>
Common shares used in computing per share amounts:				
Basic	<u>223</u>	<u>222</u>	<u>222</u>	<u>221</u>
Diluted	<u>227</u>	<u>227</u>	<u>226</u>	<u>226</u>

**WESTERN DIGITAL CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in millions; unaudited)

	Three Months Ended		Years Ended	
	Jul. 3, 2009	Jun. 27, 2008	Jul. 3, 2009	Jun. 27, 2008
<b>Cash flows from operating activities</b>				
Net income	\$ 196	\$ 213	\$ 470	\$ 867
Adjustments to reconcile net income to net cash provided by operations:				
Depreciation and amortization	122	113	479	413
Stock-based compensation	13	10	47	37
Deferred income taxes	31	(78)	24	(2)
Loss on investments	—	2	10	13
Non-cash portion of restructuring and other, net	(18)	—	63	—
Acquired in-process research and development	—	—	14	49
Changes in operating assets and liabilities	5	(31)	198	22
Net cash provided by operating activities	<u>349</u>	<u>229</u>	<u>1,305</u>	<u>1,399</u>
<b>Cash flows from investing activities</b>				
Acquisitions, net of cash acquired	(19)	(2)	(63)	(927)
Purchases of property and equipment	(111)	(146)	(519)	(615)
Proceeds from sale of property and equipment	29	—	29	—
Investments, net	1	—	2	221
Net cash used in investing activities	<u>(100)</u>	<u>(148)</u>	<u>(551)</u>	<u>(1,321)</u>
<b>Cash flows from financing activities</b>				
Issuance of stock under employee stock plans, net	14	21	23	60
Increase (decrease) in excess tax benefits from employee stock plans	(28)	89	(24)	89
Repurchases of common stock	—	—	(36)	(60)
Acquisition-related debt, net	—	—	—	250
Repayment of long-term debt	(20)	(4)	(27)	(13)
Net cash provided by (used in) financing activities	<u>(34)</u>	<u>106</u>	<u>(64)</u>	<u>326</u>
Net increase in cash and cash equivalents	215	187	690	404
Cash and cash equivalents, beginning of period	1,579	917	1,104	700
Cash and cash equivalents, end of period	<u>\$ 1,794</u>	<u>\$ 1,104</u>	<u>\$ 1,794</u>	<u>\$ 1,104</u>

WESTERN DIGITAL CORPORATION  
 INVESTOR INFORMATION SUMMARY  
 Q4 FY2009 (All amounts in millions, except ASPs and headcount)

	Q4 FY08	Q1 FY09	Q2 FY09	Q3 FY09	Q4 FY09
<b>UNITS<sup>1</sup></b>	35.2	39.4	35.5	31.6	40.0
<b>REVENUE</b>	\$1,993	\$2,109	\$1,823	\$1,592	\$1,928
<b>AVERAGE SELLING PRICE<sup>1</sup></b>	\$56	\$53	\$51	\$50	\$48
<b>GROSS MARGIN %</b>	21.3%	20.1%	15.9%	15.9%	19.2%
<b>REVENUE BY CHANNEL</b>					
OEM	57%	56%	57%	48%	54%
DISTRIBUTORS	24%	26%	21%	30%	29%
RETAIL	19%	18%	22%	22%	17%
<b>REVENUE BY GEOGRAPHY</b>					
AMERICAS	29%	23%	23%	26%	24%
EUROPE	25%	29%	29%	28%	22%
ASIA	46%	48%	48%	46%	54%
<b>REVENUE CONCENTRATION</b> 10 LARGEST CUSTOMERS	53%	51%	49%	47%	52%
<b>WORLDWIDE HEADCOUNT</b>	50,072	51,409	50,838	43,898	45,991
<b>CASH RELATED INFORMATION</b>					
CASH FLOW FROM OPERATIONS	\$229	\$301	\$300	\$355	\$349
CAPITAL EXPENDITURES	\$146	\$162	\$140	\$106	\$111
DEPRECIATION AND AMORTIZATION	\$113	\$117	\$122	\$119	\$122
DAYS SALES OUTSTANDING	46	47	46	47	47
DAYS PAYABLES OUTSTANDING	69	66	64	68	69
<b>INVENTORY METRICS</b>					
RAW MATERIALS	\$144	\$129	\$124	\$104	\$97
WORK IN PROCESS	145	168	159	152	154
FINISHED GOODS	<u>167</u>	<u>180</u>	<u>163</u>	<u>129</u>	<u>125</u>
TOTAL INVENTORY, NET	\$456	\$477	\$446	\$385	\$376
INVENTORY TURNS	14	14	14	14	15

<sup>1</sup> Includes hard drive units only