
**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): October 19, 2011

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)

Registrant's telephone number, including area code: **(949) 672-7000**

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 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 2.02 Results of Operations and Financial Condition.

On October 19, 2011, Western Digital Corporation (“Western Digital”) announced financial results for the first fiscal quarter ended September 30, 2011. 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 first quarter ended September 30, 2011 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, Western Digital reports certain financial information, including net income and earnings per share on both a GAAP and a non-GAAP basis for the first fiscal quarter ended September 30, 2011. These non-GAAP measures exclude expenses related to Western Digital’s proposed acquisition of Hitachi Global Storage Technologies and unrelated litigation accruals. Because management believes these expenses may not be indicative of ongoing operations, management believes that the non-GAAP measures presented in the press release 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 October 19, 2011 announcing financial results for the first fiscal quarter ended September 30, 2011. |
| 99.2 | First Quarter Fiscal Year 2012 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)

By: /s/ Michael C. Ray

Michael C. Ray

Senior Vice President, General Counsel and Secretary

Date: October 19, 2011

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FOR IMMEDIATE RELEASE:

**WD® ANNOUNCES Q1 REVENUE OF \$2.7 BILLION AND
NET INCOME OF \$239 MILLION, OR \$1.01 PER SHARE**

Company to Update Impact of Thailand Floods in Today's Conference Call

IRVINE, Calif.—Oct. 19, 2011—Western Digital Corp. (NYSE: WDC) today reported revenue of \$2.7 billion, hard-drive unit shipments of 58 million and net income of \$239 million, or \$1.01 per share, for its first fiscal quarter ended Sept. 30, 2011. The company's results include expenses of \$21 million associated with the planned acquisition of Hitachi Global Storage Technologies (Hitachi GST) announced Mar. 7, 2011 and unrelated litigation accruals. Excluding these expenses, non-GAAP net income was \$260 million or \$1.10 per share.¹

In the year-ago quarter, the company reported revenue of \$2.4 billion, net income of \$197 million, or \$0.84 per share, and shipped 51 million hard drives.

The company generated \$352 million in cash from operations during the September quarter, ending with total cash and cash equivalents of \$3.7 billion.

- ¹ Non-GAAP net income for the first quarter of fiscal 2012 consists of GAAP net income of \$239 million plus \$21 million of acquisition-related expenses and unrelated litigation accruals. Non-GAAP earnings per share of \$1.10 for the first quarter is calculated by using the same 237 million diluted shares as is used for GAAP earnings per share. The tax effect of the acquisition-related expenses and unrelated litigation accruals was not material.
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Conference Call

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. As previously reported, the company will also provide an update on the impact of the recent severe flooding in Thailand on its operations in the Bangkok region, along with its outlook for the December quarter. The live and archived conference call webcast can be accessed online at www.westerndigital.com/investor, click on "Conference Calls." The telephone replay number is 800-568-4850 in the U.S. or +1-203-369-3813 for international callers.

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 home entertainment 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® brand names. Visit the Investor section of the company's website (www.westerndigital.com) to access a variety of financial and investor information.

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Western Digital, WD, and the WD logo are registered trademarks of Western Digital Technologies, Inc. All other trademarks mentioned herein belong to their respective owners.

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

	<u>Sept. 30,</u> <u>2011</u>	<u>Jul. 1,</u> <u>2011</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 3,675	\$ 3,490
Accounts receivable, net	1,356	1,206
Inventories	645	577
Other	250	214
Total current assets	5,926	5,487
Property, plant and equipment, net	2,209	2,224
Goodwill	151	151
Other intangible assets, net	67	71
Other assets	114	185
Total assets	\$ 8,467	\$ 8,118
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 1,708	\$ 1,545
Accrued expenses	348	349
Accrued warranty	135	132
Current portion of long-term debt	163	144
Total current liabilities	2,354	2,170
Long-term debt	100	150
Other liabilities	290	310
Total liabilities	2,744	2,630
Total shareholders' equity	5,723	5,488
Total liabilities and shareholders' equity	\$ 8,467	\$ 8,118

WESTERN DIGITAL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(in millions, except per share amounts)
(unaudited)

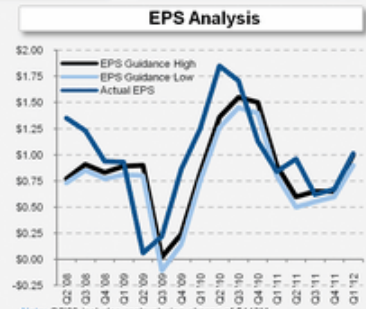
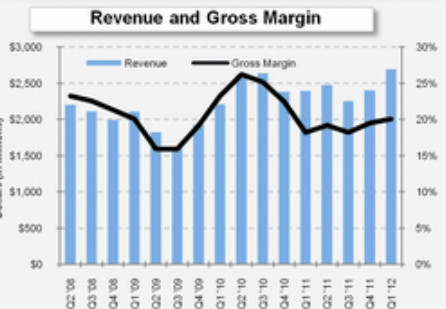
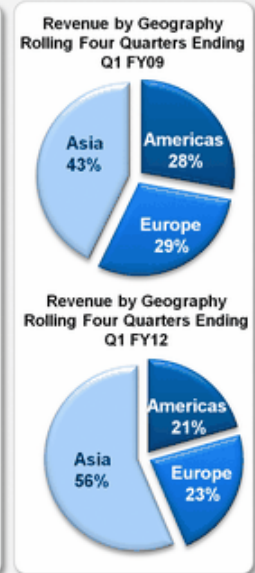
	Three Months Ended	
	Sept. 30, 2011	Oct. 1, 2010
Revenue, net	\$ 2,694	\$ 2,396
Cost of revenue	2,153	1,959
Gross margin	541	437
Operating expenses:		
Research and development	193	167
Selling, general and administrative	89	59
Total operating expenses	282	226
Operating income	259	211
Net interest and other	(1)	—
Income before income taxes	258	211
Income tax provision	19	14
Net income	\$ 239	\$ 197
Income per common share:		
Basic	\$ 1.03	\$ 0.86
Diluted	\$ 1.01	\$ 0.84
Weighted average shares outstanding:		
Basic	233	230
Diluted	237	234

WESTERN DIGITAL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions; unaudited)

	Three Months Ended	
	Sept. 30, 2011	Oct. 1 2010
Cash flows from operating activities		
Net income	\$ 239	\$ 197
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation and amortization	158	150
Stock-based compensation	17	19
Deferred income taxes	9	—
Changes in operating assets and liabilities	(71)	24
Net cash provided by operating activities	<u>352</u>	<u>390</u>
Cash flows from investing activities		
Purchases of property, plant and equipment	(134)	(200)
Cash used in investing activities	<u>(134)</u>	<u>(200)</u>
Cash flows from financing activities		
Employee stock plans, net	(2)	9
Repurchases of common stock	—	(50)
Repayment of long-term debt	(31)	(25)
Net cash used in financing activities	<u>(33)</u>	<u>(66)</u>
Net increase in cash and cash equivalents	185	124
Cash and cash equivalents, beginning of period	3,490	2,734
Cash and cash equivalents, end of period	<u>\$ 3,675</u>	<u>\$ 2,858</u>

Amounts in millions, except per share amounts, ASP, percentages	Q2 FY08	Q3 FY08	Q4 FY08	Q1 FY09	Q2 FY09	Q3 FY09	Q4 FY09	Q1 FY10	Q2 FY10	Q3 FY10	Q4 FY10	Q1 FY11	Q2 FY11	Q3 FY11	Q4 FY11	Q1 FY12
TAM	143.7	131.6	131.9	145.6	123.3	111.4	135.4	152.4	160.4	153.3	156.2	164.0	167.5	159.5	165.8	176.1
Share	23.9%	26.3%	26.7%	27.0%	28.6%	28.3%	29.5%	28.9%	30.9%	31.3%	31.8%	30.9%	31.2%	31.2%	32.6%	32.8%
Units (HDD)	34.2	34.5	35.2	39.4	35.5	31.6	40.0	44.1	49.5	51.1	49.7	50.7	52.2	49.8	53.8	57.8
ASP	\$61	\$59	\$56	\$53	\$51	\$50	\$48	\$49	\$52	\$51	\$47	\$46	\$47	\$45	\$44	\$46
Revenue	\$2,204	\$2,111	\$1,993	\$2,109	\$1,823	\$1,592	\$1,928	\$2,208	\$2,619	\$2,641	\$2,382	\$2,366	\$2,475	\$2,252	\$2,403	\$2,694
Gross Margin	\$513	\$477	\$425	\$424	\$290	\$253	\$370	\$514	\$687	\$665	\$535	\$437	\$475	\$410	\$469	\$541
Gross Margin %	23.3%	22.6%	21.3%	20.1%	15.9%	15.9%	19.2%	23.3%	26.2%	25.2%	22.5%	18.2%	19.2%	18.2%	19.5%	20.1%
R&D	\$122	\$123	\$128	\$133	\$119	\$125	\$132	\$142	\$154	\$160	\$154	\$167	\$169	\$179	\$188	\$193
SG&A	\$59	\$56	\$56	\$97	\$42	\$49	\$52	\$53	\$60	\$64	\$61	\$59	\$66	\$63	\$77	\$71
Other	\$ -	\$ -	\$ -	\$ -	\$133	\$18	(\$23)	\$ -	\$ -	\$ -	\$27	\$ -	\$ -	\$10	\$32	\$18
Total Operating Expenses	\$181	\$179	\$184	\$190	\$274	\$192	\$161	\$195	\$214	\$224	\$242	\$226	\$235	\$252	\$297	\$282
Operating Income	\$332	\$298	\$241	\$234	\$16	\$61	\$209	\$319	\$473	\$441	\$293	\$211	\$240	\$158	\$172	\$259
Net Income	\$305	\$280	\$213	\$211	\$14	\$50	\$196	\$288	\$429	\$400	\$265	\$197	\$225	\$146	\$158	\$239
EPS	\$1.35	\$1.23	\$0.94	\$0.93	\$0.06	\$0.22	\$0.86	\$1.25	\$1.85	\$1.71	\$1.13	\$0.84	\$0.96	\$0.62	\$0.67	\$1.01
Diluted Shares Outstanding	226	227	227	226	224	226	227	230	232	234	235	234	235	236	237	237
Top 10 Customers Revenue	47%	48%	53%	51%	49%	47%	52%	56%	55%	51%	52%	50%	48%	49%	53%	49%
Revenue by Channel																
CEM	48%	50%	57%	56%	57%	48%	54%	52%	48%	49%	54%	50%	45%	47%	55%	53%
Distributors	34%	34%	24%	26%	21%	30%	29%	31%	30%	33%	29%	32%	33%	33%	29%	29%
Retail	18%	16%	19%	18%	22%	22%	17%	17%	22%	18%	17%	18%	22%	20%	16%	18%
Revenue by Geography																
Americas	32%	28%	29%	23%	23%	26%	24%	22%	25%	24%	25%	23%	22%	22%	20%	19%
Europe	32%	31%	25%	29%	29%	28%	22%	22%	25%	24%	21%	23%	25%	24%	20%	22%
Asia	36%	41%	46%	48%	48%	46%	54%	56%	50%	52%	54%	54%	53%	54%	60%	59%
Compute Units																
Notebook	7,134	8,819	9,878	12,411	11,187	7,932	14,670	16,528	17,735	17,072	16,802	16,582	17,385	16,227	16,867	19,622
Desktop	18,331	17,834	15,863	17,484	14,225	14,659	16,349	18,282	19,290	21,461	20,282	20,918	20,411	20,118	22,348	21,588
Non-Compute Units																
Consumer Electronics	4,077	3,109	4,097	3,913	4,128	3,487	3,666	3,064	4,083	4,643	5,306	5,239	4,709	4,785	6,459	7,188
Branded	3,390	3,456	4,081	4,396	4,918	4,512	3,994	4,539	6,219	5,565	5,005	5,678	7,427	6,404	5,672	7,060
Enterprise Units	1,280	1,324	1,266	1,203	1,005	0,973	1,308	1,669	2,170	2,356	2,346	2,319	2,264	2,318	2,463	2,369
Total HDD Units	34,212	34,542	35,185	39,407	35,463	31,563	39,987	44,082	49,497	51,097	49,741	50,736	52,216	49,632	53,809	57,827

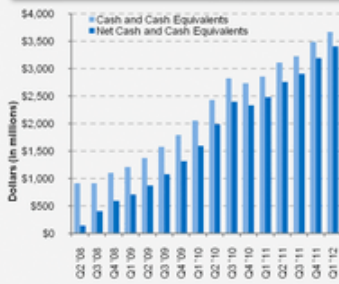


Balance sheet, cash flow, earnings and share repurchase amounts in millions	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1
	FY08	FY08	FY08	FY08	FY09	FY09	FY09	FY10	FY10	FY10	FY10	FY11	FY11	FY11	FY11	FY12
Cash and Cash Equivalents	\$917	\$917	\$1,104	\$1,213	\$1,376	\$1,579	\$1,794	\$2,056	\$2,435	\$2,826	\$2,734	\$2,856	\$3,110	\$3,230	\$3,490	\$3,675
Debt	\$276	\$516	\$502	\$502	\$504	\$502	\$482	\$463	\$444	\$425	\$400	\$375	\$350	\$325	\$284	\$263
Net Cash and Cash Equivalents	\$142	\$403	\$596	\$706	\$872	\$1,077	\$1,312	\$1,593	\$1,991	\$2,401	\$2,334	\$2,483	\$2,760	\$2,905	\$3,196	\$3,412
Cash Flow From Operations	\$519	\$431	\$229	\$301	\$300	\$355	\$349	\$434	\$557	\$568	\$363	\$390	\$505	\$313	\$447	\$352
Free Cash Flow	\$350	\$294	\$83	\$139	\$160	\$249	\$238	\$258	\$358	\$411	\$178	\$190	\$255	\$138	\$294	\$218
Capital Expenditures	\$169	\$137	\$146	\$162	\$140	\$106	\$111	\$176	\$199	\$177	\$185	\$200	\$250	\$175	\$153	\$134
Depreciation and Amortization	\$111	\$111	\$113	\$117	\$122	\$119	\$122	\$121	\$126	\$128	\$134	\$150	\$151	\$151	\$150	\$158
EBITDA	\$443	\$409	\$354	\$351	\$338	\$380	\$331	\$440	\$559	\$569	\$427	\$361	\$391	\$309	\$322	\$417
Accounts Receivable, Net	\$1,086	\$1,014	\$1,010	\$1,082	\$926	\$824	\$926	\$1,131	\$1,365	\$1,257	\$1,256	\$1,325	\$1,250	\$1,171	\$1,206	\$1,356
Inventory	\$171	\$153	\$144	\$129	\$124	\$104	\$97	\$96	\$102	\$115	\$159	\$155	\$141	\$151	\$172	\$170
Raw Materials	\$131	\$131	\$145	\$168	\$159	\$152	\$154	\$173	\$212	\$254	\$255	\$266	\$274	\$260	\$263	\$275
Work in Process	\$157	\$171	\$167	\$180	\$163	\$129	\$126	\$126	\$139	\$138	\$146	\$140	\$153	\$163	\$142	\$200
Finished Goods	\$459	\$455	\$456	\$477	\$446	\$385	\$376	\$395	\$453	\$507	\$560	\$561	\$568	\$574	\$577	\$645
Property, Plant and Equipment, Net	\$1,560	\$1,529	\$1,668	\$1,674	\$1,620	\$1,570	\$1,584	\$1,625	\$1,696	\$1,756	\$2,159	\$2,245	\$2,277	\$2,249	\$2,224	\$2,209
Accounts Payable	\$1,216	\$1,144	\$1,181	\$1,215	\$1,075	\$1,001	\$1,101	\$1,342	\$1,507	\$1,508	\$1,507	\$1,703	\$1,628	\$1,486	\$1,545	\$1,708
Days Sales Outstanding	45	44	46	47	46	47	47	47	47	43	48	50	46	47	46	46
Days Inventory Outstanding	25	25	27	26	27	26	24	21	21	23	28	26	26	28	27	27
Days Payables Outstanding	66	64	69	66	64	68	69	72	71	69	74	79	74	73	73	72
Cash Conversion Cycle	4	5	4	7	9	5	2	(4)	(3)	(3)	2	(3)	(2)	2	-	1
Inventory Turns	15	14	14	14	14	14	15	17	17	16	13	14	14	13	13	13
Shares Repurchased	-	1.5	-	1.2	-	-	-	-	-	-	-	1.8	-	-	-	-
Shares Repurchased \$	\$ -	\$44	\$ -	\$36	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$50	\$ -	\$ -	\$ -	\$ -
Remaining Amount Authorized	\$46	\$502	\$502	\$466	\$466	\$466	\$466	\$466	\$466	\$466	\$466	\$416	\$416	\$416	\$416	\$416
R4Q ROIC	31.4%	33.8%	34.0%	33.5%	22.9%	14.9%	13.9%	15.3%	24.9%	31.2%	30.2%	26.4%	21.1%	15.6%	13.2%	13.6%
R4Q ROA	19.0%	20.7%	21.2%	21.1%	14.7%	9.8%	9.2%	10.4%	17.0%	21.2%	20.7%	18.1%	14.6%	10.9%	9.2%	9.5%
Worldwide Headcount	42,534	41,876	50,072	51,409	50,838	43,898	45,991	52,208	55,128	61,803	62,000	62,817	62,991	61,349	65,431	67,799

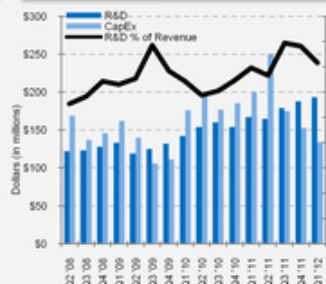
Business Model

- Gross Margin 18%-23%
- Operating Expense 9%-10%
- Operating Income 8%-14%
- Tax 6%-9% of Income Before Tax
- Capital Expenditures 7%-8%
- Inventory Turns 12-16 Turns
- Conversion Cycle 4-8 Days

Gross vs. Net Cash & Cash Equivalents



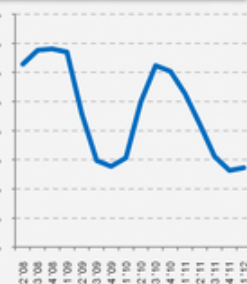
R&D and Capital Expenditures



Free Cash Flow



R4Q Return on Invested Capital



Footnotes

- 1.FY08 and Q1 FY11 ASP, Revenue by Channel and Revenue by Geography exclude external sales of media/substrates
- 2.Unit volume excludes WD TV Media Players without hard drives, WD Livewire, SSD and media
- 3.Worldwide Headcount excludes temporary employees
- 4.Consumer Electronics includes gaming

Formulas

Share = Units / TAM

ASP = Revenue / Units

Free Cash Flow = Cash Flow from Operations – Capital Expenditures

EBITDA = Net income + Interest Expense + 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 = 364 days / DIO

R4Q ROIC = R4Q (Net Income from Continuing Operations + Interest Expense) / R4Q Average (Equity + Debt)

R4Q ROA = R4Q Net Income from Continuing Operations / R4Q Average Total Assets

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 and repurchasing stock. We also believe that free cash flow is one of several benchmarks used by investors for comparison of our liquidity with other companies in our industry, although our measure of free cash flow may not be directly comparable to similar measures reported by other companies. 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.

	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1
	FY08	FY08	FY08	FY09	FY09	FY09	FY09	FY10	FY10	FY10	FY10	FY11	FY11	FY11	FY11	FY12
Reconciliation of Cash Flows from Operations to Free Cash Flow																
Cash Flows from Operations	\$519	\$431	\$229	\$301	\$300	\$355	\$349	\$434	\$557	\$588	\$363	\$390	\$505	\$313	\$447	\$302
Capital Expenditures	(169)	(137)	(146)	(162)	(140)	(106)	(113)	(176)	(199)	(172)	(185)	(200)	(250)	(175)	(153)	(134)
Free Cash Flow	\$350	\$294	\$83	\$139	\$160	\$249	\$236	\$258	\$358	\$416	\$178	\$190	\$255	\$138	\$294	\$218
Reconciliation of Net Income to EBITDA																
Net Income	\$305	\$280	\$213	\$211	\$14	\$50	\$196	\$288	\$429	\$400	\$265	\$197	\$225	\$146	\$158	\$239
Interest Expense	16	8	4	4	9	3	2	2	2	1	1	-	1	(1)	2	1
Income Tax Expense	11	10	24	19	(7)	8	11	29	42	40	27	14	14	13	12	19
Depreciation and Amortization	111	111	113	112	122	119	122	121	128	128	134	150	151	151	150	158
EBITDA	\$443	\$409	\$354	\$351	\$138	\$180	\$331	\$440	\$599	\$599	\$427	\$361	\$391	\$309	\$322	\$417