

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

POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8
REGISTRATION STATEMENT NO. 33-51725

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8
REGISTRATION STATEMENT NO. 333-20359

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8
REGISTRATION STATEMENT NO. 333-42991

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8
REGISTRATION STATEMENT NO. 333-95499

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)

WESTERN DIGITAL CORPORATION
1993 EMPLOYEE STOCK PURCHASE PLAN
(Full Title of Plan)

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)

POST-EFFECTIVE AMENDMENT

Western Digital Corporation, a Delaware corporation (the "Registrant"), files these Post-Effective Amendments to the Registration Statements on Form S-8, 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"). These Post-Effective Amendments are 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 \$0.1 per share ("Registrant Common Stock"). Also, as a result of the Merger, each outstanding right to purchase Western Digital Common Stock under the Western Digital 1993 Employee Stock Purchase Plan (the "Plan") was converted into a right 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 11,000,000 shares of common stock. A total of: (i) 1,750,000 shares of common stock issuable under the Plan were registered under the Registration Statement on Form S-8, Registration No. 33-51725, as filed with the Securities and Exchange Commission on December 28, 1993; (ii) 1,500,000 shares of common stock issuable under the Plan were registered under the Registration Statement on Form S-8, Registration No. 333-20359, as filed with the Securities and Exchange Commission on January 24, 1997 (which includes 750,000 shares of common stock registered on the Form S-8 Registration Statement and 750,000 shares of common stock registered pursuant to Rule 416 in connection with Western Digital's stock dividend of one share for each share outstanding on May 20, 1997); (iii) 1,750,000 shares of common stock issuable under the Plan were registered under Post-Effective Amendment No. 1 to Registration Statement No. 33-51725 on Form S-8 (Registration No. 33-51725) as filed with the Securities and Exchange Commission on June 17, 1997 in connection with the dividend of one share for each share of common stock of Western Digital outstanding on May 20, 1997; (iv) 2,000,000 shares of common stock issuable under the Plan were registered under the Registration Statement on Form S-8, Registration No. 333-42991, as filed with the Securities and Exchange Commission on December 22, 1997; (v) and 4,000,000 shares of common stock issuable under the Plan were registered under the Registration Statement on Form S-8, Registration No. 333-95499, as filed with the Securities and Exchange Commission on January 27, 2000.

In accordance with Rule 414, the Registrant, as the successor issuer to Western Digital, hereby expressly adopts Registration Statements No. 33-51725, 333-20359, 333-42991 and 333-95499 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 Statements and subsequent amendments thereto.

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 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 to the Form S-8 Registration Statements has been signed below by the following persons in the capacities indicated on March 29, 2001.

SIGNATURE

TITLE

/s/ MATTHEW E. MASSENGILL

 Matthew E. Massengill

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

/s/ TERESA A. HOPP

 Teresa A. Hopp

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

/s/ THOMAS E. PARDUN

 Thomas E. Pardun

Chairman of the Board

/s/ PETER D. BEHRENDT

 Peter D. Behrendt

Director

/s/ I. M. BOOTH

 I. M. Booth

Director

/s/ KATHLEEN A. COTE

 Kathleen A. Cote

Director

/s/ HENRY T. DeNERO

 Henry T. DeNero

Director

/s/ ROGER H. MOORE

 Roger H. Moore

Director