

WESTERN DIGITAL CORP

Form S-8

November 25, 2008

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As filed with the Securities and Exchange Commission on November 25, 2008

Registration No. _____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
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
(Address, Including Zip Code, of Principal Executive Offices)

**Western Digital Corporation
2005 Employee Stock Purchase Plan**
(Full Title of the Plan)

Raymond M. Bukaty
Senior Vice President, Administration, General Counsel and Secretary
Western Digital Corporation
20511 Lake Forest Drive
Lake Forest, California 92630
(949) 672-7000
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

COPY TO:

J. Jay Herron, Esq.
O Melveny & Myers LLP
610 Newport Center Drive, 17th Floor
Newport Beach, California 92660

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, \$0.01 par value per share	8,000,000 ⁽¹⁾⁽²⁾ shares	\$10.00 ⁽³⁾	\$80,000,000.00 ⁽³⁾	\$3,144.00 ⁽³⁾

- (1) This Registration Statement covers, in addition to the number of shares of Western Digital Corporation, a Delaware corporation (the Company or the Registrant), common stock, par value \$0.01 per share (the Common Stock), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Western Digital

Corporation
2005 Employee
Stock Purchase
Plan (as
amended, the
ESPP) as a
result of one or
more
adjustments
under the ESPP
to prevent
dilution
resulting from
one or more
stock splits,
stock dividends
or similar
transactions.

- (2) Each share of
Common Stock
is accompanied
by a right to
purchase one
one-thousandth
of a share of
Series A Junior
Participating
Preferred Stock
pursuant to the
Rights
Agreement
between the
Company and
American Stock
Transfer and
Trust Company,
as Rights Agent.
- (3) Pursuant to
Securities Act
Rule 457(h), the
maximum
offering price,
per share and in
the aggregate,
and the
registration fee
were calculated
based upon the
average of the

high and low
prices of the
Common Stock
on
November 21,
2008, as quoted
on the New
York Stock
Exchange.

The
Exhibit Index
for this
Registration
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page 7.

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EXPLANATORY NOTE

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the ESPP and consists of only those items required by General Instruction E to Form S-8.

PART I
INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

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PART II
INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Securities and Exchange Commission (the Commission) are incorporated herein by reference:

- (a) The Company's Annual Report on Form 10-K for its fiscal year ended June 27, 2008, filed with the Commission on August 20, 2008 (Commission File No. 001-08703);
- (b) The Company's Quarterly Report on Form 10-Q for its fiscal quarter ended September 26, 2008, filed with the Commission on October 31, 2008 (Commission File No. 001-08703);
- (c) The Company's Current Reports on Form 8-K, filed with the Commission on November 12, 2008, September 17, 2008 and August 12, 2008 (each, Commission File No. 001-08703);
- (d) The description of the Company's Common Stock contained in its Registration Statement on Form 8-B of Western Digital Technologies, Inc. (formerly known as Western Digital Corporation prior to its adoption of a holding company organizational structure effected pursuant to Section 251(g) of the Delaware General Corporation Law on April 6, 2001), filed with the Commission on April 3, 1986 (Commission File No. 001-08703), and any other amendment or report filed for the purpose of updating such description;
- (e) The description of the Company's Preferred Stock Purchase Rights contained in its Registration Statement on Form 8-A12B, filed with the Commission on April 6, 2001 (Commission File No. 001-08703), and any amendment or report filed for the purpose of updating such description; and
- (f) The Company's Registration Statement on Form S-8 relating to the ESPP, filed with the Commission on November 18, 2005 (Commission File No. 333-129813).

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement

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to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel

The validity of the issuance of Common Stock registered hereby is passed on for the Company by Raymond M. Bukaty. Mr. Bukaty is the Senior Vice President, Administration, General Counsel and Secretary of the Company and is compensated by the Company as an employee. Mr. Bukaty owns 98,039 shares of Common Stock, 33,541 restricted stock units that are payable in an equivalent number of shares of Common Stock, and Company stock options to acquire up to an additional 135,516 shares of Common Stock. Mr. Bukaty is eligible to participate in the ESPP.

Item 8. Exhibits

See the attached Exhibit Index at page 7, which is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of California, on November 25, 2008.

WESTERN DIGITAL CORPORATION

By: /s/ John F. Coyne
 John F. Coyne
 President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints John F. Coyne and Raymond M. Bukaty, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ John F. Coyne	President and Chief Executive Officer and Director	November 25, 2008
John F. Coyne	(Principal Executive Officer)	
/s/ Timothy M. Leyden	Executive Vice President and Chief Financial Officer	November 25, 2008
Timothy M. Leyden	(Principal Financial Officer)	

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Signature	Title	Date
/s/ Joseph R. Carrillo Joseph R. Carrillo	Vice President and Corporate Controller (Principal Accounting Officer)	November 25, 2008
/s/ Thomas E. Pardun Thomas E. Pardun	Chairman	November 25, 2008
/s/ Peter D. Behrendt Peter D. Behrendt	Director	November 25, 2008
/s/ Kathleen A. Cote Kathleen A. Cote	Director	November 14, 2008
/s/ Henry T. DeNero Henry T. DeNero	Director	November 17, 2008
/s/ William L. Kimsey William L. Kimsey	Director	November 16, 2008
/s/ Michael D. Lambert Michael D. Lambert	Director	November 20, 2008
/s/ Matthew E. Massengill Matthew E. Massengill	Director	November 14, 2008
/s/ Roger H. Moore Roger H. Moore	Director	November 15, 2008
/s/ Arif Shakeel Arif Shakeel	Director	November 16, 2008

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EXHIBIT INDEX

Exhibit Number	Description of Exhibit
4.	Western Digital Corporation 2005 Employee Stock Purchase Plan.
5.	Opinion of Counsel (opinion re legality).
23.1	Consent of KPMG LLP (consent of independent registered public accounting firm).
23.2	Consent of Counsel (included in Exhibit 5).
24.	Power of Attorney (included in this Registration Statement under Signatures).