

WESTERN DIGITAL CORP  
Form 8-K  
June 08, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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): June 8, 2016**

**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.)**

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**3355 Michelson Drive, Suite 100**

**Irvine, California**  
**(Address of principal executive offices)**  
**(949) 672-7000**

**92612**  
**(Zip Code)**

**(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))

**Item 8.01. Other Events.**

Western Digital Corporation ( Western Digital or the Company ) has received notice of an unsolicited mini-tender offer by TRC Capital Corporation ( TRC Capital ) to purchase up to 2,500,000 shares, or approximately 0.89 percent of the Company s common stock at a price of \$42.95 per share in cash. The offering price is 4.53 percent lower than the closing price of Western Digital s shares on May 27, 2016, the last trading day before the commencement of the offer.

The Company wishes to inform its shareholders that it does not endorse TRC Capital s unsolicited mini-tender offer and recommends that shareholders do not tender their shares. Shareholders who have already tendered their shares may withdraw them at any time prior to 12:01 a.m., New York City time, on Wednesday, June 29, 2016, in accordance with TRC Capital s offering documents. The Company is not associated with TRC Capital, its mini-tender offer or the mini-tender offer documentation.

A copy of the Company s press release containing additional information regarding TRC Capital s unsolicited mini-tender offer is attached to this Current Report on Form 8-K as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

| <b>No.</b> | <b>Description</b>                                    |
|------------|---|
| 99.1       | Press release of Western Digital, dated June 8, 2016. |

**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**

Date: June 8, 2016

By: /s/ Michael C. Ray  
Michael C. Ray

Executive Vice President, Chief Legal Officer  
and Secretary