WESTERN DIGITAL CORP
Form 8-K
August 28, 2018

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): August 27, 2018

Western Digital Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware	**001-08703**	**33-0956711**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

5601 Great Oaks Parkway

San Jose, California	**95119**
(Address of Principal Executive Offices)	**(Zip Code)**

(408) 717-6000

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 27, 2018, the Board of Directors (the Board) of Western Digital Corporation (the Company) unanimously appointed Tunç Doluca to serve as a member of the Board until the Company s next annual meeting of stockholders (the Annual Meeting) and until his successor is duly elected and qualified. The Company expects that the Board will appoint Mr. Doluca to the Compensation Committee of the Board shortly following the Annual Meeting, subject to Mr. Doluca s re-election to the Board at the Annual Meeting. There are no arrangements or understandings between Mr. Doluca and any other person pursuant to which Mr. Doluca was appointed to serve on the Board. Mr. Doluca has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Doluca will receive compensation for his services as a director in accordance with the Company s standard compensation program for non-employee directors, which is summarized in Exhibit 10.4 to the Company s Annual Report on Form 10-K, as filed with the Securities and Exchange Commission (the SEC) on August 24, 2018. In accordance with the Company s customary practice, the Company will also enter into its standard form of indemnity agreement with Mr. Doluca, which agreement is filed as Exhibit 10.4 to the Company s Quarterly Report on Form 10-Q, as filed with the SEC on November 8, 2002.

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
Executive Vice President, Chief Legal Officer

and Secretary

Date: August 28, 2018