

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

No.	Description
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