

SANDISK CORP
Form 425
October 23, 2015

Creating a Global Leader in Storage Technology

October 22, 2015

Filed by Western Digital Corporation pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-12 of the Securities Exchange Act of 1934

Subject Company: SanDisk Corporation

Commission File No. 000-26734

The following slides are from a presentation by the President and Chief Executive Officer of SanDisk Corporation (SanDisk SanDisk s employees at which the Chief Executive Officer of Western Digital Corporation participated.

SanDisk Confidential

2

Forward-Looking Statements

All statements included or incorporated by reference in this document, other than statements or characterizations of historical fact, are forward-looking statements within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 27A of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based on SanDisk Corporation's (SanDisk) current expectations, assumptions, estimates and projections about SanDisk's business and industry, management's beliefs, and certain assumptions made by SanDisk and Western Digital Corporation (Western Digital) regarding the proposed change. Forward-looking statements can often be identified by words such as anticipates, expects, intends, plans, believes, may, will, should, would, could, potential, continue, ongoing, similar expressions, and variations or negatives thereof. Forward-looking statements include, but are not limited to, references to the anticipated benefits of the proposed merger and the anticipated costs of the merger with Western Digital's wholly-owned subsidiary, Schrader Acquisition Corporation. These forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially and adversely from those stated in this statement.

Important risk factors that may cause such a difference in connection with the proposed merger include, but are not limited to, the inability to complete the merger due to the failure to obtain stockholder approval for the merger or the failure to satisfy other conditions to the merger; the receipt of all regulatory approvals related to the merger; (2) uncertainties as to the timing of the consummation of the merger; (3) risks that the proposed merger disrupts the current plans and operations of Western Digital or SanDisk; (4) the ability of SanDisk and Western Digital to consummate the merger; (5) risks that the proposed merger disrupts the current plans and operations of Western Digital or SanDisk to retain and hire key personnel; (6) competitive responses to the proposed merger; (7) unexpected costs, charges or expenses; (8) the outcome of any legal proceedings that could be instituted against Western Digital, SanDisk or their respective directors, officers, employees or agents; (9) potential adverse reactions or changes to business relationships resulting from the announcement or completion of the merger; (10) obtaining, cost savings and synergies from the merger; (11) delays, challenges and expenses associated with integrating the companies; (12) the capital and the indebtedness planned to be incurred in connection with the merger; and (13) legislative, regulatory and economic developments. These risks associated with the proposed merger, will be more fully discussed in the joint proxy statement/prospectus that will be included in this filing.

Form S-4 that will be filed with the SEC in connection with the proposed merger. The forward-looking statements in this document are made as of the date of this document. SanDisk nor Western Digital undertake any obligation to revise or update publicly any forward-looking statement to reflect future events or changes in circumstances. In addition, actual results are subject to other risks and uncertainties that relate more broadly to SanDisk's overall business, including those identified in SanDisk's filings with the Securities and Exchange Commission (SEC) including its annual report on Form 10-K for the fiscal year ended July 3, 2015, and its quarterly reports filed on Form 10-Q for the current fiscal year, and Western Digital's overall business and financial condition as well as those identified in Western Digital's filings with the SEC including its annual report on Form 10-K for the fiscal year ended July 3, 2015. The forward-looking statements speak only as of the date of this document. We undertake no obligation to revise or update publicly any forward-looking statement.

SanDisk Confidential

3

Additional Information And Where To Find It

Participants in the Solicitation

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of an offer to buy securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any jurisdiction. Western Digital will file with the SEC a Registration Statement on Form S-4 that will include a joint proxy statement/prospectus and Western Digital will provide the joint proxy statement/prospectus to their respective stockholders. SanDisk and Western Digital will file with the SEC regarding the proposed merger. This document is not a substitute for the joint proxy statement/prospectus or registration statement or Western Digital may file with the SEC in connection with the proposed merger. INVESTORS AND SECURITY HOLDERS SHOULD READ THE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT WILL BE FILED WITH THE SEC REGARDING THIS MERGER, FREE OF CHARGE, AT THE SEC'S WEBSITE (www.sec.gov). In addition, copies of the documents filed with the SEC by SanDisk are available on SanDisk's website at <http://www.sandisk.com>. Copies of the documents filed with the SEC by Western Digital will be available on Western Digital's website at <http://www.westerndigital.com>.

SanDisk, Western Digital, and certain of their respective directors, executive officers and other members of management and other participants in the solicitation of proxies from SanDisk and Western Digital stockholders in connection with the proposed merger are named as participants in SanDisk's executive officers and directors in its definitive proxy statement filed with the SEC on April 27, 2015. You can find the names of SanDisk's executive officers and directors in its definitive proxy statement filed with the SEC on September 23, 2015. Information regarding the names of the participants in the solicitation of stockholders in connection with the proposed merger will be set forth in the joint proxy statement/prospectus filed with the SEC. Additional information about SanDisk's executive officers and directors and Western Digital's executive officers and directors will be set forth in the joint proxy statement/prospectus regarding the proposed merger when it is filed with the SEC.

SanDisk Confidential

4

What We Are Doing

Western Digital will acquire SanDisk for \$86.50 per share, valuing SanDisk at \$19 billion

~76% premium to the closing price on September 29, 2015 (one day prior to announcement of Unisplendour

Corp's investment in Western Digital)

~40% premium to the closing price on October 13, 2015 (one day prior to announcement deal rumors on Bloomberg)

Deal expected to close in the third quarter 2016, subject to shareholder and regulatory approvals

Creates a global leader in storage technology, providing significant benefits for both companies, our customers, and our employees

Creates industry's most complete storage portfolio across HDD and flash-based solutions

Leverages strong history of innovation and a combined 12,000+ patents worldwide

Customers will be offered the best solution for their market and application

Global scale and presence will allow us to better compete with other storage providers
Testament to innovation, performance and accomplishments driven by YOU

SanDisk Confidential

5

Why Now?

The Board evaluated all the alternatives and determined it was in the best interest of shareholders

The transaction will create value for our customers and present exciting opportunities for employees globally

We believe the compelling premium is a testament to our 27 years of innovative leadership in flash storage and reflects the attractiveness of the excellent company we have built

A Compelling Premium for our Shareholders

SanDisk Confidential

6

What's Next?

An integration team, led by representatives from both companies, will be established to oversee and facilitate the integration process

Until the transaction closes, currently expected in third quarter 2016, SanDisk and Western Digital will continue to operate as independent companies

For now, it is business as usual, and we must stay focused on delivering industry-leading, innovative solutions to our customers

Stay Focused on Delivering Excellent Products and Customer Service

SanDisk Confidential

7

Ongoing Communication

We are committed to keeping you informed

Members of the integration team will be building a communication process. Further information on this process will be shared at a later date.

Committed to Keeping You Informed