

WESTERN DIGITAL CORP

FORM 8-K (Current report filing)

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**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 2, 2017

Western Digital Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-08703
(Commission
File Number)

33-0956711
(I.R.S. Employer
Identification No.)

5601 Great Oaks Parkway
San Jose, California
(Address of Principal Executive Offices)

95119
(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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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 8.01 Other Events.

On June 2, 2017, Western Digital Corporation (the “Company”) issued a response to Toshiba Corporation’s statement that it will transfer back the three NAND flash-memory joint ventures operated with the Company from Toshiba Memory Corporation.

The press release making this statement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release issued by Western Digital Corporation on June 2, 2017 in response to Toshiba Corporation’s statement that it will transfer back the three NAND flash-memory joint ventures operated with Western Digital Corporation from Toshiba Memory Corporation.

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: June 2, 2017



FOR IMMEDIATE RELEASE:

**WESTERN DIGITAL RESPONDS TO TOSHIBA STATEMENT RELATED TO NAND FLASH-MEMORY
JOINT VENTURES**

Western Digital To Continue With Arbitration Process

SAN JOSE, Calif. — June 2, 2017 — Western Digital Corp. (NASDAQ: WDC) today issued the following in response to Toshiba Corporation’s (“Toshiba”) statement that it will transfer back the three NAND flash-memory joint ventures (“the JVs”) operated with Western Digital from Toshiba Memory Corporation (“TMC”):

Toshiba’s representation that it will “revert to itself” the JV interests from TMC confirms Western Digital’s position that any attempt by Toshiba to transfer those interests would breach SanDisk’s contractual consent rights. Toshiba’s new action does not resolve SanDisk’s claims in the pending arbitration; in fact, Toshiba has simply replaced one attempt to circumvent SanDisk’s consent rights with another. The arbitration will therefore continue.

Western Digital continues to believe that any actions by Toshiba to transfer its JV interests to a third party without SanDisk’s consent clearly violate the anti-transfer provisions of the joint venture agreements. Western Digital does not believe that Toshiba has cured its breach of the JV Agreements. The JV interests at stake here, with respect to which SanDisk has consent rights, include all rights and assets associated with the JVs and form the core value of what Toshiba improperly transferred to TMC. Toshiba’s comment in its May 31, 2017 letter to Western Digital that it is transferring back to Toshiba no more than 5% of the value of the bids that Toshiba has received for TMC makes it clear that the full JV interests over which SanDisk has consent rights have not in fact been transferred back to Toshiba and that Toshiba is still planning on transferring those JV interests in clear breach of SanDisk’s valuable and essential contractual rights.

We firmly believe that Western Digital is best positioned to assist Toshiba in addressing its challenges and advancing its legacy of technology innovation in Japan. We remain steadfast in our desire to work with Toshiba to achieve a win-win solution and favorable outcome for all involved.

On May 14, 2017, Western Digital announced that several of its SanDisk subsidiaries filed a Request for Arbitration with the ICC International Court of Arbitration related to three NAND flash-memory joint ventures operated with Toshiba. The arbitration demand seeks, among other things, injunctive relief preventing Toshiba from further breaching the JV agreements by transferring its JV interests, or any interest in an affiliate that holds its JV interests, without SanDisk's consent. Per the provisions of the joint venture agreements, the arbitration will take place in San Francisco, California.

About Western Digital

Western Digital is an industry-leading provider of storage technologies and solutions that enable people to create, leverage, experience and preserve data. The company addresses ever-changing market needs by providing a full portfolio of compelling, high-quality storage solutions with customer-focused innovation, high efficiency, flexibility and speed. Our products are marketed under the HGST, SanDisk and WD brands to OEMs, distributors, resellers, cloud infrastructure providers and consumers. Financial and investor information is available on the company's Investor Relations website at investor.wdc.com.

Forward-Looking Statements

This news release contains certain forward-looking statements, including statements concerning the Flash JVs, SanDisk's rights under the joint venture agreements and SanDisk's actions in response to Toshiba's claims regarding the Flash JVs. There are a number of risks and uncertainties that may cause these forward-looking statements to be inaccurate including, among others: uncertainties with respect to the company's business ventures with Toshiba; volatility in global economic conditions; business conditions and growth in the storage ecosystem; impact of competitive products and pricing; market acceptance and cost of commodity materials and specialized product components; actions by competitors; unexpected advances in competing technologies; our development and introduction of

products based on new technologies and expansion into new data storage markets; risks associated with acquisitions, mergers and joint ventures; difficulties or delays in manufacturing; and other risks and uncertainties listed in the company's filings with the Securities and Exchange Commission (the "SEC"), including the company's Form 10-Q filed with the SEC on May 8, 2017, to which your attention is directed. You should not place undue reliance on these forward-looking statements, which speak only as of the date hereof, and the company undertakes no obligation to update these forward-looking statements to reflect subsequent events or circumstances.

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