

# WESTERN DIGITAL CORP

## **FORM 8-K** (Current report filing)

Filed 07/17/17 for the Period Ending 07/14/17

Address	5601 GREAT OAKS PARKWAY SAN JOSE, CA 95119
Telephone	9496727000
CIK	0000106040
Symbol	WDC
SIC Code	3572 - Computer Storage Devices
Industry	Computer Hardware
Sector	Technology
Fiscal Year	06/28

---

---

**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): July 14, 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 7.01 Regulation FD Disclosure.**

On July 14, 2017, Western Digital Corporation (“Western Digital”) announced that the Court of California for the County of San Francisco directed Toshiba Corporation (“Toshiba”) not to transfer its interests in its three NAND flash-memory joint ventures (“the JVs”) operated with Western Digital’s SanDisk subsidiaries without specified advance notice to SanDisk, in order to ensure that the issue is preserved for arbitration. Today’s hearing was held in connection with the preliminary injunctive relief proceedings sought by SanDisk related to Toshiba’s attempts to transfer its JV interests.

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

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 99.1 Press Release issued by Western Digital Corporation on July 14, 2017 announcing that the Court of California for the County of San Francisco directed Toshiba Corporation not to transfer its interests in its three NAND flash-memory joint ventures operated with Western Digital’s SanDisk subsidiaries without specified advance notice to SanDisk, in order to ensure that the issue is preserved for arbitration.

---

**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)*

Date: July 14, 2017

By: \_\_\_\_\_ /s/ Michael C. Ray  
Michael C. Ray  
Executive Vice President, Chief Legal Officer  
and Secretary



**FOR IMMEDIATE RELEASE :**

**WESTERN DIGITAL'S SANDISK SUBSIDIARIES OBTAIN COURT PROTECTION AGAINST TOSHIBA  
IN PRELIMINARY INJUNCTION HEARING**

SAN JOSE, Calif. — July 14, 2017 — Western Digital Corp. (NASDAQ: WDC) today announced that the Court of California for the County of San Francisco (“the Court”) directed Toshiba Corporation (“Toshiba”) not to transfer its interests in its three NAND flash-memory joint ventures (“the JVs”) operated with Western Digital’s SanDisk subsidiaries without specified advance notice to SanDisk, in order to ensure that the issue is preserved for arbitration. Today’s hearing was held in connection with the preliminary injunctive relief proceedings sought by SanDisk related to Toshiba’s attempts to transfer its JV interests.

Steve Milligan, chief executive officer of Western Digital, stated, “We are grateful for today’s directive by the Court, which is a victory for Western Digital, SanDisk and our stakeholders. Our entire goal was to preserve and protect our rights through the binding arbitration process, and that’s precisely what the Court has done today. This is the second time this week that the Court has acted to protect SanDisk’s rights and interests against Toshiba.”

**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](http://investor.wdc.com).

**Forward-Looking Statements**

This news release contains certain forward-looking statements, including statements concerning the JVs, SanDisk’s rights under the JV agreements, its actions to protect such rights, and ongoing proceedings with respect to those rights. 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.

###

---

**Company Contacts:**

United States

Media Contact:  
Jim Pascoe  
408-717-6999  
jim.pascoe@wdc.com

Investor Contact:  
Bob Blair  
949-672-7834  
robert.blair@wdc.com

Joele Frank, Wilkinson Brimmer Katcher  
Eric Briemann / Jed Repko / Ed Trissel  
415-869-3950 / 212-355-4449  
wdcmedia@joelefrank.com

Japan

Media Contacts:  
Emi Hatano  
090-5765-9730  
emi.hatano@sandisk.com

Ashton Consulting  
John Sunley / Brendan Jennings  
03 5425-7220 / 090-7416-0180 / 050 7576-6190  
WDC\_JapanPR@ashton.jp