

WESTERN DIGITAL CORP  
Form S-8 POS  
November 29, 2012

As filed with the Securities and Exchange Commission on November 29, 2012

Registration No. 333-56738

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO.4**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Western Digital Corporation**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

**3355 Michelson Drive, Suite 100**

**Irvine, California 92612**

(Address, Including Zip Code, of Principal Executive Offices)

**Western Digital Corporation**  
**Stock Option Plan for Non-Employee Directors**  
(Full Title of the Plan)

**Michael C. Ray**  
**Senior Vice President, General Counsel and Secretary**

**Western Digital Corporation**  
**3355 Michelson Drive, Suite 100**  
**Irvine, California 92612**  
**(949) 672-7000**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

***COPY TO:***

**J. Jay Herron, Esq.**

**O Melveny & Myers LLP**

**610 Newport Center Drive, 17<sup>th</sup> Floor**

**Newport Beach, California 92660**



**EXPLANATORY NOTE**

Western Digital Corporation, a Delaware corporation (the Registrant), is filing this Post-Effective Amendment No. 4 to Form S-8 Registration Statement to deregister certain securities originally registered by the Registrant pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the Commission) on March 8, 2001 (Commission File No. 333-56738 and referred to herein as the Registration Statement) with respect to shares of the Registrant's common stock, par value \$0.01 per share (the Common Stock), thereby registered for offer or sale pursuant to the Western Digital Corporation Stock Option Plan for Non-Employee Directors (the Directors Option Plan). A total of 1,000,000 shares of Common Stock were initially registered for issuance under the Registration Statement.

The Registrant has since adopted a new equity incentive plan, the Western Digital Corporation Amended and Restated 2004 Performance Incentive Plan (as amended, the 2004 Plan), which replaces the Directors Option Plan as of November 18, 2004, the date the Registrant's stockholders approved the 2004 Plan (the Stockholder Approval Date). No future awards will be made under the Directors Option Plan. According to the terms of the 2004 Plan, any shares subject to stock options granted under the Directors Option Plan which expire, or for any reason are cancelled or terminated, after the Stockholder Approval Date without being exercised (the Carryover Shares) will be available for award grant purposes under the 2004 Plan. The Carryover Shares, totaling 30,000 shares of Common Stock, are hereby deregistered. The Registration Statement otherwise continues in effect as to the balance of the shares of Common Stock subject to outstanding awards under the Directors Option Plan.

Contemporaneously with the filing of this Post-Effective Amendment No. 4 to Form S-8 Registration Statement, the Registrant is filing a Registration Statement on Form S-8 to register the Carryover Shares.

In accordance with the principles set forth in Interpretation 89 under Section G of the Manual of Publicly Available Telephone Interpretations of the Division of Corporation Finance of the Securities and Exchange Commission (July 1997) and Instruction E to the General Instructions to Form S-8, this Post-Effective Amendment No. 4 to Form S-8 Registration Statement is hereby filed (i) to reallocate the Carryover Shares from the Directors Option Plan to the 2004 Plan, and (ii) to carry over the registration fees paid for the Carryover Shares from the Registration Statement to the Registration Statement on Form S-8 for the 2004 Plan that is filed contemporaneously with the filing of this Post-Effective Amendment No. 4 to Form S-8 Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 4 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on November 29, 2012.

WESTERN DIGITAL CORPORATION

By: /s/ John F. Coyne  
John F. Coyne  
Chief Executive Officer