

WESTERN DIGITAL CORP  
Form 8-K  
February 02, 2006

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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):

January 31, 2006

Western Digital Corporation

(Exact name of registrant as specified in its charter)

Delaware

001-08703

33-0956711

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

20511 Lake Forest Drive, Lake Forest,  
California

92630

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(949) 672-7000

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:

- 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))



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**Item 1.01 Entry into a Material Definitive Agreement.**

On January 31, 2006 Western Digital entered into a third amendment (the "Amendment") to the volume purchase agreement with Komag Incorporated and Komag USA (Malaysia) Sdn, dated June 6, 2005 and amended on July 22, 2005 and November 29, 2005 (the "Komag VPA"). The Amendment is part of an ongoing effort by WD to diligently work with strategic suppliers to help ensure adequate supply of key components for its hard drives. The Amendment increases the specified media volumes that Komag supplies Western Digital from additional new production capacity. Komag's supply obligations and Western Digital's purchase obligations under the Komag VPA as amended are for an initial period ending eighteen months after Komag has commenced full capacity production from its new capacity, subject to certain extension and renewal periods.

The above description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which will be filed as an exhibit to the Registrant's annual report on Form 10-Q for the period ended December 30, 2005, with portions omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

This Form 8-K contains forward-looking statements, including statements concerning the company's ongoing efforts to help ensure adequate supply of key components for its hard drives. These forward-looking statements are based on current management expectations and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in the forward-looking statements, including: changes in availability and cost of specialized product components; actions by competitors; supply and demand conditions in the hard drive industry; pricing trends and fluctuations in average selling prices (ASPs); and other risks and uncertainties listed in the company's most recent Form 10-Q filed with the SEC. Readers are cautioned not to 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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**SIGNATURES**

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 hereunto duly authorized.

*February 2, 2006*

Western Digital Corporation

By: *Raymond M. Bukaty*

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*Name: Raymond M. Bukaty*

*Title: Senior Vice President, Administration, General  
Counsel and Secretary*