

WESTERN DIGITAL CORP

Form 11-K

May 24, 2013

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

Washington, D.C. 20549

**FORM 11-K**

**Annual Report pursuant to Section 15(d) of the Securities Exchange Act of 1934**  
For the fiscal year ended December 31, 2012

OR

**Transition Report pursuant to Section 15(d) of the Securities Exchange Act of 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-8703

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**WESTERN DIGITAL CORPORATION 401(k) PLAN**

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B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:  
**WESTERN DIGITAL CORPORATION**

**3355 Michelson Drive, Suite 100**

**Irvine, California 92612**

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**INTRODUCTION**

Western Digital Corporation has established the Western Digital Corporation 401(k) Plan (the Plan ). The Plan is intended to qualify under Section 401(a) of the Internal Revenue Code of 1986, as amended (the Code ) as a profit sharing plan and Section 401(k) of the Code as a cash or deferred arrangement plan.

**REQUIRED INFORMATION**

Signature

Financial Statements:

These statements are listed in the Index to Financial Statements and Supplemental Schedule.

Exhibits:

Consent of Independent Registered Public Accounting Firm BDO USA, LLP

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

WESTERN DIGITAL CORPORATION 401(k) PLAN

Date: May 24, 2013

By: /s/ WOLFGANG U. NICKL  
Wolfgang U. Nickl  
Retirement, Severance, and Administrative  
Committee Member

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**WESTERN DIGITAL CORPORATION 401(k) PLAN**

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Note: Additional supplemental schedules have been omitted because they are not applicable or are not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.

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**Report of Independent Registered Public Accounting Firm**

Retirement, Severance, and Administrative Committee

Western Digital Corporation 401(k) Plan

Irvine, California

We have audited the accompanying statements of net assets available for plan benefits of the Western Digital Corporation 401(k) Plan (the Plan) as of December 31, 2012 and 2011, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for plan benefits for the year ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2012 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ BDO USA, LLP

Costa Mesa, California

May 24, 2013

**Table of Contents****WESTERN DIGITAL CORPORATION 401(k) PLAN****Statements of Net Assets Available for Plan Benefits**

(in thousands)

	2012	Dec. 31, 2011
<b>Assets</b>		
Investments, at fair value	\$ 596,644	\$ 421,297
Non-interest bearing cash	66	
Receivables:		
Employer contributions receivable	651	346
Notes receivable from participants	10,586	7,457
<b>Total receivables</b>	<b>11,237</b>	<b>7,803</b>
Net assets available for Plan benefits at fair value	607,947	429,100
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (common collective trust funds)	(4,335)	(2,973)
<b>Net assets available for Plan benefits</b>	<b>\$ 603,612</b>	<b>\$ 426,127</b>

See accompanying notes to financial statements.

**Table of Contents****WESTERN DIGITAL CORPORATION 401(k) PLAN****Statement of Changes in Net Assets Available for Plan Benefits**

(in thousands)

	<b>Year Ended Dec. 31, 2012</b>
<b>Additions:</b>	
<b>Additions to net assets available for Plan benefits attributed to:</b>	
Contributions:	
Participant	\$ 58,586
Participant rollover	55,251
Employer, net of forfeitures	15,669
<b>Total contributions</b>	<b>129,506</b>
Net investment income:	
Net appreciation in fair value of investments	50,953
Dividend income	14,506
<b>Total net investment income</b>	<b>65,459</b>
Interest income on notes receivable from participants	400
<b>Total additions</b>	<b>195,365</b>
<b>Deductions:</b>	
<b>Deductions from net assets available for Plan benefits attributed to:</b>	
Benefits paid to participants	(17,743)
Other expenses	(137)
<b>Total deductions</b>	<b>(17,880)</b>
<b>Net increase in net assets available for Plan benefits</b>	<b>177,485</b>
<b>Net assets available for Plan benefits:</b>	
Beginning of year	426,127
End of year	\$ 603,612

See accompanying notes to financial statements.



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**WESTERN DIGITAL CORPORATION 401(k) PLAN**

**Notes to Financial Statements**

**1. Description of the Plan**

**General**

The following description of the Western Digital Corporation 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan is a defined contribution plan as defined by the Employee Retirement Income Security Act of 1974, as amended (ERISA).

On March 8, 2012 (Close Date), the Company completed its acquisition of Viviti Technologies, Ltd., known until shortly before the acquisition as Hitachi Global Storage Technologies Holdings Pte. Ltd. (HGST) from Hitachi, Ltd. (Hitachi). As of the Close Date, HGST employees were allowed to enroll and participate in the Plan. HGST employees were also provided the option to roll over their balance and existing loans from the Hitachi 401(k) plan as of the Close Date.

**Administration of the Plan**

The Retirement, Severance, and Administrative Committee (the Committee), appointed by the Board of Directors and consisting of at least three members, has the authority to control and manage the operation and administration of the Plan. The Plan assets are held under a trust for which T. Rowe Price Trust Company acts as trustee and are administered under a trust agreement, which requires that the trustee hold, administer, and distribute the funds of the Plan in accordance with the Plan document and the instructions of the Committee or its designees.

**Contributions**

Employees paid from the Western Digital Corporation (the Company) United States payroll are eligible to participate in the Plan and to receive employer matching contributions immediately upon hire unless the individual is covered by a collective bargaining agreement, a consultant, intern, independent contractor, leased or temporary employee, or otherwise not treated as a common-law employee. Unless an employee has voluntarily enrolled in the Plan or has declined to participate in the Plan, all newly eligible participants are automatically enrolled in the Plan and contributions equal to 5% of their eligible compensation are withheld and contributed to the Plan as pre-tax elective contributions. Participants may elect to adjust, cease or resume their contributions at any time. The accounts of participants who have never made an investment election are allocated to investments under a qualified default investment alternative which is compliant with ERISA regulations. At any time, participants may elect to alter the investments in their accounts originally allocated to a qualified default investment alternative.

During the year ended December 31, 2012, eligible employees were able to contribute up to 30% of their eligible compensation on a pre-tax basis, provided that contributions did not exceed Internal Revenue Service (IRS) limitations, and up to 10% of their eligible compensation on an after-tax basis. The Company allows employees who have attained age fifty before the close of a Plan year to make a catch up contribution subject to IRS limitations. The amount of the catch up contribution is not eligible for matching contributions under the Plan. The Plan also allows employees to contribute balances from other qualified plans (rollover contributions). The Company makes a basic matching contribution on behalf of each participating eligible employee equal to fifty percent (50%) of the eligible participant's pre-tax contributions for the contribution cycle, not to exceed 5% of the eligible participant's compensation. However, each eligible participant shall receive a minimum annual basic matching contribution, as defined, equal to fifty percent (50%) of the first \$4,000 of pre-tax contributions for any calendar year. The Company may also make additional contributions at its discretion. During the year ended December 31, 2012, the Company did not make any discretionary contributions to the Plan. The Company may suspend matching contributions when it does not have sufficient net profits to make the applicable matching contribution. Contributions, including the Company's matching contribution to the Plan, are recorded as soon as administratively possible after the Company makes payroll deductions from Plan participants.

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### Investments

The Plan had 28 investment options available as of December 31, 2012 and 2011. As of December 31, 2012 and 2011, all of the Plan's assets were invested in mutual funds, common collective trust funds, Western Digital Corporation common stock or publicly traded equity investments.

Subject to certain limits, participants may transfer all or a portion of the balance in their accounts or future contributions between investment funds on a daily basis. Participants may direct no more than 20% of their contributions into the Western Digital Corporation Stock Fund. In addition, participants are not permitted to exchange or reallocate assets that would result in an investment of greater than 20% of their vested account balance in the Western Digital Corporation Stock Fund. Participants may also transfer up to a maximum of 25% of their overall Plan balance, less any outstanding loan amounts, to the Tradelink Investment account, which is a self-directed brokerage account that offers discount brokerage services for securities not offered under the Plan. The self-directed brokerage account allows Plan participants to invest in various publicly-traded securities and exchange-listed closed-end funds, as well as certain open-end mutual funds.

### Notes Receivable from Participants

Notes receivable from participants consist of participant loans that are secured by the balance in the participant's account. Participants may borrow a minimum of \$1,000 up to an amount equal to the lesser of: \$50,000 reduced by the participant's highest outstanding loan balance during the preceding 12 months or 50% of a participant's vested account balance. The loans bear interest at a rate fixed at the time of the loan equal to 1% above the then-current prime rate established by T. Rowe Price Trust Company. The loans are generally payable in installments over periods ranging from one to five years, unless the loan is used for the purchase of a primary residence, in which case the repayment period may be up to ten years. Principal and interest payments are paid ratably through payroll deductions and are allocated to the participants' accounts in the same manner as their current contributions. Effective January 1, 2010, the maximum number of active loans a Plan participant may have at a time was reduced from two to one and there is a 30-day waiting period between payoff and initiation of loans. The annual interest rate charged on employee loans outstanding during the year ended December 31, 2012 ranged from 4.25% to 10.00%. A loan that is considered in default is reported as a deemed distribution, which is a taxable event for the participant.

The Plan currently has participant loans that have an initial term of up to 15 years. These participant loans became part of the Plan in connection with rollover balances from the acquisition of HGST in March 2012.

### Participant Accounts

A separate account is maintained for each participant in each designated fund. Each account is adjusted for employee and employer contributions, net investment income or loss, and expenses, on a daily basis. Net investment income or loss is allocated to the accounts in the same proportion as the participant's beginning account balance invested in the fund (as defined in the Plan) bears to the total of all participants' beginning account balances invested in the fund. Fees are charged for the purchase and subsequent sale of certain Plan investments within a specified time frame (redemption fees) and for the origination of a loan, and are allocated to participants' accounts. The benefit that each participant is entitled to is equal to the vested interest in their account balance.

### Payment of Benefits and Forfeitures

Benefits are generally payable to participants upon disability, death, hardship or termination of employment. These benefits may be taken from rollover accounts, after-tax contributions or for certain financial hardships. Participants receiving these benefits will be required to pay all applicable taxes on the withdrawals and may be subject to penalty taxes for early withdrawals taken prior to age fifty-nine and one half years. Upon termination of service, participants may elect to roll their vested interest over to another qualified retirement plan or an individual retirement account (IRA), or they may elect to receive a lump-sum payment in cash and/or shares of the Company's common stock. Participants who terminate employment with an aggregate vested account balance of \$5,000 or less and do not make one of the selections described above will receive an automatic distribution of their account balance to an IRA. The nonvested portion of terminated participants' accounts is forfeited subject to a five-year reinstatement period. Plan forfeitures not needed to restore forfeited matching contributions are used to pay Plan expenses or used by the Company to reduce employer contributions. During the year ended December 31, 2012, Plan forfeitures totaling \$129,000 were used to reduce employer contributions and pay administrative fees. Unallocated forfeitures at December 31, 2012 and 2011 were \$107,000 and \$20,000, respectively.

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Certain restrictions apply to withdrawals of amounts from the Plan while a participant continues to be employed by the Company.

### Vesting

Participants are at all times one hundred percent vested in the value of their voluntary contributions, their rollover contributions, and the Company's profit sharing contributions, and all earnings thereon. A participant vests 20% in employer contributions after one year of service and 20% annually thereafter (as defined in the Plan), or upon retirement (at normal retirement age), permanent disability or death.

### Administrative Expenses

The compensation or fees of accountants, counsel and other specialists and any other costs of administering the Plan or the trust are paid by the Company or charged to the trust at the discretion of the Company. Administrative expenses that are not paid by the Company are paid by the Plan. Net administrative expenses for the year ended December 31, 2012, were \$137,000 and are included in other expenses in the statement of changes in net assets available for Plan benefits.

### Profit Sharing Feature

All eligible employees of the Company who are employed on the last day of the Company's fiscal year are eligible to participate in the Plan's profit sharing feature. The amount of profit sharing paid to participants, which is granted at the discretion of the Company, is dependent upon their eligible compensation earned during the fiscal year. If approved, each eligible participant's allocation of the Company's profit sharing contribution is deposited into an individual profit sharing account established under the Plan. During the year ended December 31, 2012, the Company made no profit sharing contributions to the Plan.

## **2. Summary of Significant Accounting Policies**

### Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles ( U.S. GAAP ) and present the net assets available for Plan benefits as of December 31, 2012 and 2011 and changes in net assets available for Plan benefits for the year ended December 31, 2012.

### Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value, which is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. See Note 3 for disclosure of the Plan's fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividend income is recorded on the ex-dividend date. Net appreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the Plan year.

The T. Rowe Price Stable Value Fund, which is a common collective trust fund, invests in a variety of investment contracts such as traditional guaranteed investment contracts ( GICs ) issued by insurance companies and other financial institutions and other investment products with similar characteristics. Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for Plan benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for Plan benefits presents the fair value of the fully benefit-responsive investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for Plan benefits is prepared on a contract value basis.

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### **Notes Receivable from Participants**

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

### **Payment of Benefits**

Benefits are recorded when paid. At December 31, 2012 and 2011, there were no amounts allocated to accounts of persons who had elected to withdraw from the Plan, but had not been paid at that date.

### **Use of Estimates**

The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could materially differ from those estimates.

### **Recent Accounting Pronouncements**

In May 2011, the Financial Accounting Standards Board issued Accounting Standards Update 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs ( ASU 2011-04 ). ASU 2011-04 converges the fair value measurement guidance in U.S. GAAP and International Financial Reporting Standards ( IFRS ). Some amendments clarify the application of existing fair value measurement requirements and others change a particular principle for measuring fair value for disclosing fair value measurement information. In addition, ASU 2011-04 requires additional fair value disclosures. The Plan's adoption of ASU 2011-04 as of January 1, 2012 did not have a material effect on the Plan's net assets available for benefits or changes in net assets available for benefits.

## **3. Fair Value Measurements**

Financial assets and liabilities that are re-measured and reported at fair value at each reporting period are classified and disclosed in one of the following three levels:

*Level 1.* Quoted prices in active markets for identical assets.

*Level 2.* Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

*Level 3.* Inputs that are unobservable for the asset and that are significant to the fair value of the assets.

The following presents information about the Plan's financial investments that are measured at fair value on a recurring basis as of December 31, 2012, and indicates the fair value hierarchy of the valuation techniques utilized to determine such value (in thousands):

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	Fair Value Measurements at Reporting Date Using			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Investments</b>				
Mutual funds:				
Fixed income (1)	\$ 55,619	\$	\$	\$ 55,619
Growth (2)	99,881			99,881
Balance (3)	160,974			160,974
Value (4)	89,898			89,898
Other (7)	17			17
Total mutual funds	406,389			406,389
Common collective trust funds:				
Index fund (5)		44,002		44,002
Other (6)		105,175		105,175
Total common collective trust funds		149,177		149,177
Western Digital Corporation common stock	40,161			40,161
Tradelink investment accounts:				
Common stocks	614			614
Mutual funds:				
Other (7)	266			266
Growth (2)	32			32
Index fund (5)	5			5
Total Tradelink mutual funds	303			303
Total Tradelink investment accounts	917			917
Total investments at fair value	\$ 447,467	\$ 149,177	\$	\$ 596,644

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The following presents information about the Plan's financial investments that are measured at fair value on a recurring basis as of December 31, 2011, and indicates the fair value hierarchy of the valuation techniques utilized to determine such value (in thousands):

	Fair Value Measurements at Reporting Date Using			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Investments</b>				
Mutual funds:				
Fixed income (1)	\$ 37,857	\$	\$	\$ 37,857
Growth (2)	74,221			74,221
Balance (3)	90,175			90,175
Value (4)	68,375			68,375
Other (7)	16			16
Total mutual funds	270,644			270,644
Common collective trust funds:				
Index fund (5)		35,150		35,150
Other (6)		85,262		85,262
Total common collective trust funds		120,412		120,412
Western Digital Corporation common stock	29,450			29,450
Tradelink investment accounts:				
Common stocks	538			538
Mutual funds:				
Other (7)	211			211
Growth (2)	38			38
Index fund (5)	4			4
Total Tradelink mutual funds	253			253
Total Tradelink investment accounts	791			791
Total investments at fair value	\$ 300,885	\$ 120,412	\$	\$ 421,297

- (1) These diversified funds focus on total return and employ bottom-up strategies such as analyzing and selecting certain securities as well as top-down strategies such as exposure to interest rates.
- (2) These diversified funds employ a fundamentally-based investment approach focused on investments in companies whose earnings are expected to grow at a faster rate than an average company.
- (3) These diversified funds invest in underlying mutual funds that include stocks, bonds and short-term investments.
- (4) These diversified funds focus on fundamentally-based investment approach and bottom-up stock selection of undervalued companies.
- (5) These funds seek to track the performance of the S&P 500 index.
- (6)

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These funds focus on maintaining investment principal while providing a yield by investing in a diversified portfolio of structured investment contracts and/or short-term securities.

(7) These funds invest in short-term debt and equity securities with maturities of 13 months or less.

*Mutual Funds.* The Plan's mutual funds are valued at the net asset value ( NAV ) of shares held by the Plan at year end.

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*Common Collective Trust Funds.* The beneficial interest of each participant is represented in units which are issued and redeemed daily at the fund's closing NAV, which is calculated by T. Rowe Price Trust Company.

The Index fund category calculates fair value for equity securities traded on national exchanges or on the over the counter market based on the last quoted price on the valuation date. Fair value for debt securities is based on amortized cost, dealer prices, or by an independent pricing service that utilizes observable market data.

The Other category calculates fair value for GICs and other investment products with similar characteristics based on the market value or by discounting the scheduled future payments utilizing observable market data at the valuation date. The fair value of separate account contracts is based on the fair value of securities held by the issuer that are designated for payment of benefit-responsive withdrawals and by issuer quotes. The fair value of wrap contracts is based on the discounted present value of the difference between the current wrap contract cost and its replacement cost. Fair value for debt securities is based on amortized cost, dealer prices, or by an independent pricing service that utilizes observable market data. Fair value for futures contracts are valued at closing settlement prices and investments in other trusts are valued at the other trust's closing NAV on the valuation date.

*Western Digital Corporation Common Stock.* The Plan's Western Digital Corporation common stock is valued at the closing price reported by the national securities exchange on which the investment is traded.

*Tradelink Investment Accounts.* The Plan's Tradelink investments are valued at the closing price reported by the national securities exchanges on which the investments are traded.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

At December 31, 2012, the Plan had no unfunded commitments related to Common Collective Trust Funds. The redemption of Common Collective Trust Funds is subject to the preference of individual Plan participants and contains no restrictions on the timing of redemption, however, participant redemptions may be subject to certain redemption fees.

The Plan did not have any transfers between levels during the years ended December 31, 2012 and 2011.

**4. Investments**

The following presents the Plan's investments as of December 31, 2012 and 2011, with individual investments that represent 5% or more of the Plan's net assets available for Plan benefits, separately identified (in thousands):

	Dec. 31,	
	2012	2011
<b>Common Stock:</b>		
Western Digital Corporation	\$ 40,161	\$ 29,450
<b>Mutual Funds:</b>		
Equity Income Fund	31,811	23,622
PIMCO Total Return Fund II	39,860	33,146
Mid-Cap Growth Fund	44,927	34,054
Small-Cap Value Fund	30,932	24,461
<b>Common Collective Trust Funds:</b>		
Equity Index Trust	44,002	35,150
Stable Value Fund	105,175	85,262
<b>All Investments less than 5% of Plan Net Assets</b>	<b>259,776</b>	<b>156,152</b>



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Total Investments	\$ 596,644	\$ 421,297
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The Plan's investments, including gains and losses on investments bought and sold as well as held during the year, appreciated in value as follows (in thousands):

	<b>Year ended Dec. 31, 2012</b>
Common Stock	\$ 12,354
Mutual Funds	30,755
Common Collective Trust Funds	7,844
	\$ 50,953

**5. Party-In-Interest Transactions**

Certain investments in mutual funds, investments within the Tradelink investment account and assets held in common collective trust funds within the Plan are managed by T. Rowe Price Trust Company, the Plan's trustee. Purchases and sales involving these investment options are performed in the open market at fair value and qualify as party-in-interest transactions. Such transactions, while considered party-in-interest transactions under ERISA, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA. The Plan paid \$21,000 to T. Rowe Price Trust Company in fees and expenses for the year ended December 31, 2012. Of this amount, Plan participants paid \$2,000 in redemption fees and \$19,000 in loan origination fees. Redemption fees, third party advice services and loan origination fees are included in other expenses in the statement of changes in net assets available for Plan benefits.

**6. Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their employer contributions.

**7. Tax Status**

The IRS has determined and informed the Company by letter, dated September 25, 2002, that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter and, effective January 1, 2010, the Plan was amended and restated by adopting a prototype plan which the IRS had determined as of March 31, 2008 was designed in accordance with the applicable sections of the IRC. The Plan administrator and the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits relative to the Plan for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to the fiscal year ended June 30, 2009.

**8. Risks and Uncertainties**

The Plan invests in various types of investment securities, including mutual funds, actively managed funds, common collective trust funds and Western Digital Corporation common stock. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect participant account balances and the amounts reported in the statements of net assets available for Plan benefits and the statement of changes in net assets available for Plan benefits.



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Additionally, certain mutual funds offered by the Plan invest in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than similar types of securities of comparable U.S. companies.

As of December 31, 2012 and 2011, 7% of total Plan investments were invested in Western Digital Corporation common stock. For risks and uncertainties regarding Western Digital Corporation, please refer to the risk factors presented in Western Digital Corporation's most recent Form 10-K and Form 10-Q filed with the Securities and Exchange Commission.

**9. Reconciliation of the Financial Statements to the Form 5500**

The following is a reconciliation of net assets available for Plan benefits per the financial statements to the Form 5500 as of December 31, 2012 and 2011:

	Dec. 31,	
	2012	2011
Net assets available for Plan benefits per the financial statements	\$ 603,612	\$ 426,127
Adjustment from contract value to fair value for fully benefit-responsive investment contracts (common collective trust funds)	4,335	2,973
Net assets available for Plan benefits per the Form 5500	\$ 607,947	\$ 429,100

The following is a reconciliation of the net increase in net assets available for Plan benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

Total net increase in net assets available for Plan benefits per the financial statements	\$ 177,485
Net impact of adjustment from contract value to fair value for fully benefit-responsive investment contracts (common collective trust funds)	1,362
Total net increase in net assets available for Plan benefits per the Form 5500	\$ 178,847

**10. Subsequent Event**

On January 1, 2013, the Plan was amended to allow participants to roll over retirement savings from IRAs and to allow participants to withdraw funds from rollover sources at any time, whereas previously rollover funds could only be withdrawn at the time of termination from the Plan. In addition, the Plan was amended to allow distributions to be paid in lump sum, installment payments or partial payments as requested by the participant. The Plan was also amended to allow participants who are 59 1/2 or older but still active employees of the Company to withdraw their savings at any time without penalty. Lastly, the Plan was amended to provide for a year-end true-up matching contribution such that participants who save at least 5% of their eligible compensation for the year receive a minimum annual matching contribution equal to 2.5% of eligible compensation (up to IRS limitations).

**Table of Contents****WESTERN DIGITAL CORPORATION 401(k) PLAN**

EIN: 95-2647125 Plan #: 003

Schedule H, Line 4i Supplemental Schedule of Assets (Held at End of Year)

December 31, 2012

(in thousands)

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Collateral or Par Value	Current Value
<b>Common Stock:</b>		
* Western Digital Corporation	945 shares common stock, \$.01 par value	\$ 40,161
<b>Mutual Funds:</b>		
<b>Bond Funds:</b>		
Pacific Investment Management Company	3,732 shares PIMCO Total Return Fund II	39,860
Pacific Investment Management Company	1,284 shares PIMCO Real Return Fund	15,759
<b>Stock Funds:</b>		
* T. Rowe Price Trust Company	828 shares T. Rowe Price Science & Technology Fund	22,539
* T. Rowe Price Trust Company	1,203 shares T. Rowe Price Equity Income Fund	31,811
* T. Rowe Price Trust Company	790 shares T. Rowe Price Small-Cap Value Fund	30,932
* T. Rowe Price Trust Company	796 shares T. Rowe Price Mid-Cap Growth Fund	44,927
* T. Rowe Price Trust Company	732 shares T. Rowe Price Dodge & Cox International Stock Fund	25,361
* T. Rowe Price Trust Company	17 shares T. Rowe Price Prime Reserve Fund	17
* T. Rowe Price Trust Company	186 shares Retirement Income Fund	2,591
* T. Rowe Price Trust Company	140 shares Retirement 2005 Fund	1,706
* T. Rowe Price Trust Company	267 shares Retirement 2010 Fund	4,403
* T. Rowe Price Trust Company	1,293 shares Retirement 2015 Fund	16,659
* T. Rowe Price Trust Company	1,660 shares Retirement 2020 Fund	29,683
* T. Rowe Price Trust Company	2,253 shares Retirement 2025 Fund	29,558
* T. Rowe Price Trust Company	1,402 shares Retirement 2030 Fund	26,526
* T. Rowe Price Trust Company	1,461 shares Retirement 2035 Fund	19,551
* T. Rowe Price Trust Company	758 shares Retirement 2040 Fund	14,476
* T. Rowe Price Trust Company	605 shares Retirement 2045 Fund	7,691
* T. Rowe Price Trust Company	526 share Retirement 2050 Fund	5,602
* T. Rowe Price Trust Company	240 shares Retirement 2055 Fund	2,529
Prudential Jennison Small Company Fund	300 shares Prudential Jennison Small Company Fund	7,033
Mainstay Large Cap	2,608 shares Mainstay Large Cap Growth Fund	20,812
American Funds EuroPacific	111 shares American Funds EuroPacific Growth Fund	4,569
Perkins Mid Cap Value Fund	84 shares Perkins Mid Cap Value Fund	1,794
Total mutual funds		406,389
<b>Common Collective Trust Funds:</b>		
* T. Rowe Price Trust Company	100,840 units T. Rowe Price Stable Value Fund	105,175
* T. Rowe Price Trust Company	2,813 units T. Rowe Price Equity Index Trust	44,002
Total common collective trust funds		149,177
<b>Other:</b>		

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* Tradelink Investments	Various publicly traded equity and mutual fund investments	917
<b>Total Investments</b>		<b>596,644</b>
<b>* Notes Receivable from Participants</b>	Interest rates range from 4.25% to 10.00% maturing at various dates through 2026; balances collateralized by vested participant accounts	10,586
		<b>\$ 607,230</b>

\* Party-in-interest.

Note: Cost information is not required for participant directed investments.

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**WESTERN DIGITAL CORPORATION 401(k) PLAN**

**INDEX TO EXHIBITS**

<b>Exhibit</b>	<b>Description</b>
23.1	Consent of Independent Registered Public Accounting Firm BDO USA, LLP