

WESTERN DIGITAL CORP
Form DEFA14A
October 15, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

WESTERN DIGITAL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Effective October 13, 2013, Mr. Matthew E. Massengill and Mr. Arif Shakeel resigned from the Governance Committee and Audit Committee, respectively, of the Board of Directors of Western Digital Corporation (the Company). Mr. Massengill and Mr. Shakeel will continue to serve on the Company's Board of Directors and are each standing for re-election at the Company's annual meeting of stockholders, which is scheduled to be held on November 14, 2013.

No other changes are being made to the membership of any of the committees of the Company's Board of Directors. The following table identifies the current members of these committees:

| Director | Executive | Audit | Compensation | Governance |
|---------------------------------|------------------|--------------|---------------------|-------------------|
| Kathleen A. Cote | | ü | | ü |
| Henry T. DeNero | ü | Chair | | |
| William L. Kimsey | | ü | | |
| Michael D. Lambert | | | Chair | |
| Len. J. Lauer | | | ü | |
| Matthew E. Massengill | | | | |
| Stephen D. Milligan | Chair | | | |
| Roger H. Moore | | | ü | ü |
| Thomas E. Pardun ⁽¹⁾ | ü | | ü | Chair |
| Arif Shakeel | | | | |
| Akio Yamamoto | | | | |
| Masahiro Yamamura | | | | |

- ⁽¹⁾ Mr. Pardun is the current Chairman of the Company's Board of Directors. Mr. Pardun is an independent director under the listing standards of the NASDAQ Stock Market and presides at all executive sessions of the Company's non-management, independent directors.