

WESTERN DIGITAL CORP
Form DEFA14A
September 23, 2015

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 Pursuant to § 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):

- Fee not 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:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on November 4, 2015.**

WESTERN DIGITAL CORPORATION

*3355 MICHELSON DRIVE, SUITE 100
IRVINE, CA 92612*

Meeting Information

Meeting Type: Annual Meeting
For holders as of: September 8, 2015
Date: November 4, 2015

Time: 8:00 a.m., PST
Location: 3333 Michelson Drive
Irvine, CA 92612

Directions: 1-949-672-7000

You are receiving this communication because you hold shares in

the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT 2015 ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before October 21, 2015 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Deadline: If you vote by Internet or Mail, your vote must be received by 11:59 PM Eastern Time on November 3, 2015. Participants in the Western Digital Corporation 401(k) Plan must provide voting instructions for the shares in their plan account by 11:59 PM Eastern Time on November 1, 2015 to allow sufficient time for the plan trustee to vote the shares prior to the meeting.

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Voting Items

The Board of Directors recommends a vote FOR each of the following nominees:

1. ELECTION OF DIRECTORS

1a. Martin I. Cole

1b. Kathleen A. Cote

1c. Henry T. DeNero

1d. Michael D. Lambert

1e. Len J. Lauer

1f. Matthew E. Massengill

1g. Stephen D. Milligan

1h. Paula A. Price

The Board of Directors recommends a vote FOR Proposals 2, 3, 4 and 5:

2. To approve on an advisory basis the named executive officer compensation disclosed in the Proxy Statement.
3. To approve an amendment and restatement of our 2004 Performance Incentive Plan that would, among other things, increase by seventeen million (17,000,000) the number of shares of our common stock available for issuance under that plan.
4. To approve an amendment and restatement of our 2005 Employee Stock Purchase Plan that would, among other things, increase by six million (6,000,000) the number of shares of our common stock available for issuance under that plan.

5. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending July 1, 2016.

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