

WESTERN DIGITAL CORP
Form 8-K
November 14, 2011

**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): November 10, 2011

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)

(IRS Employer Identification No.)

**3355 Michelson Drive, Suite 100
Irvine, California**

92612

(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 5.07. Submission of Matters to a Vote of Security Holders.

The 2011 annual meeting of the stockholders of Western Digital Corporation (the Company) was held on November 10, 2011. Results of the voting at the meeting are set forth below.

Election of Directors. The stockholders elected the following ten directors to hold office until the next annual meeting of the Company and until their successors are elected and qualified. The voting results were as follows:

| | For | Against | Abstain | Broker Non-Votes |
|-----------------------|-------------|------------|---------|------------------|
| Kathleen A. Cote | 169,783,558 | 584,792 | 107,625 | 19,201,899 |
| John F. Coyne | 169,093,292 | 1,274,472 | 108,211 | 19,201,899 |
| Henry T. DeNero | 168,713,032 | 1,647,556 | 115,387 | 19,201,899 |
| William L. Kimsey | 169,790,533 | 572,915 | 112,527 | 19,201,899 |
| Michael D. Lambert | 166,557,967 | 3,802,806 | 115,202 | 19,201,899 |
| Len J. Lauer | 169,197,044 | 1,093,197 | 185,734 | 19,201,899 |
| Matthew E. Massengill | 168,816,162 | 1,537,267 | 122,546 | 19,201,899 |
| Roger H. Moore | 168,032,287 | 2,334,129 | 109,559 | 19,201,899 |
| Thomas E. Pardun | 152,489,893 | 17,860,339 | 125,743 | 19,201,899 |
| Arif Shakeel | 168,854,366 | 1,501,520 | 120,089 | 19,201,899 |

Advisory Vote on Named Executive Officer Compensation. The stockholders voted to approve, on an advisory basis, the named executive officer compensation described in the proxy statement for the annual meeting. The voting results were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 162,062,291 | 7,726,826 | 686,858 | 19,201,899 |

Advisory Vote on the Frequency of Future Advisory Votes on Named Executive Officer Compensation. The stockholders selected, on an advisory basis, one year (rather than two years or three years) as the preferred frequency of future advisory votes on named executive officer compensation. The voting results were as follows:

| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|-------------|-----------|-------------|---------|------------------|
| 151,159,321 | 294,346 | 18,250,021 | 772,287 | 19,201,899 |

After considering the results of the foregoing advisory vote on the frequency of future advisory votes on named executive officer compensation, the Company's Board of Directors has decided that it will include an advisory vote on the compensation paid to the Company's named executive officers in its proxy materials every year until the next required vote on the frequency of future advisory votes on executive compensation, which will occur no later than the Company's annual meeting of stockholders in 2017.

Appointment of KPMG LLP as Independent Registered Public Accounting Firm. The stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending June 29, 2012. The voting results were as follows:

| For | Against | Abstain |
|-------------|-----------|---------|
| 187,531,476 | 2,070,995 | 75,403 |

SIGNATURE

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, thereunto duly authorized.

Western Digital Corporation

(Registrant)

By: /s/ Michael C. Ray

Michael C. Ray

Senior Vice President, General Counsel and
Secretary

Date: November 14, 2011