

WESTERN DIGITAL CORP
Form 8-K
November 06, 2014

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 5, 2014

Western Digital Corporation

(Exact Name of Registrant as Specified in its Charter)

| | | |
|--|--|--|
| Delaware (State or Other Jurisdiction | 001-08703 (Commission | 33-0956711 (I.R.S. Employer |
| of Incorporation or Organization) | File Number) | Identification No.) |
| 3355 Michelson Drive, Suite 100 | | 92612 |

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Irvine, California

(Address of Principal Executive Offices)

(949) 672-7000

(Zip Code)

(Registrant's Telephone Number, Including Area Code)

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 240.425)
- .. 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))

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

The annual meeting of stockholders of the Company was held on November 5, 2014. Results of the voting at the annual meeting of stockholders are set forth below.

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

| | For | Against | Abstain | Broker Non-Votes |
|-----------------------|-------------|------------|-----------|------------------|
| Kathleen A. Cote | 177,011,957 | 4,555,953 | 837,411 | 16,896,433 |
| Henry T. DeNero | 177,554,400 | 4,012,029 | 838,892 | 16,896,433 |
| Michael D. Lambert | 179,356,852 | 2,212,359 | 836,110 | 16,896,433 |
| Len. J. Lauer | 180,737,684 | 830,018 | 837,619 | 16,896,433 |
| Matthew E. Massengill | 179,238,565 | 2,333,941 | 832,815 | 16,896,433 |
| Stephen D. Milligan | 178,800,330 | 2,772,813 | 832,178 | 16,896,433 |
| Thomas E. Pardun | 161,575,509 | 15,118,682 | 5,711,130 | 16,896,433 |
| Paula A. Price | 180,556,724 | 1,008,768 | 839,829 | 16,896,433 |
| Masahiro Yamamura | 178,012,758 | 3,554,198 | 838,365 | 16,896,433 |

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 of stockholders.

The voting results were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 172,762,800 | 8,242,646 | 1,399,875 | 16,896,433 |

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 July 3, 2015. The voting results were as follows:

| For | Against | Abstain |
|-------------|-----------|---------|
| 192,915,794 | 5,490,365 | 895,595 |

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)

Date: November 5, 2014

By: */s/ Michael C. Ray*
Michael C. Ray
Senior Vice President, General Counsel and Secretary