

WESTERN DIGITAL CORP

Form 10-Q/A

January 12, 2005

**Table of Contents**

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

---

**FORM 10-Q/A  
(Amendment No. 1)**

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 26, 2003**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_ to \_\_\_\_**

**Commission file number 1-8703**

**WESTERN DIGITAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**33-0956711**  
(I.R.S. Employer  
Identification No.)

**20511 Lake Forest Drive**  
**Lake Forest, California**  
(Address of principal executive offices)

**92630**  
(Zip code)

**(949) 672-7000**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Edgar Filing: WESTERN DIGITAL CORP - Form 10-Q/A

As of the close of business on October 24, 2003, 205.9 million shares of common stock, par value \$.01 per share, were outstanding.

---

---

---

**TABLE OF CONTENTS**

EXPLANATORY NOTE

Item 6. EXHIBITS AND REPORTS ON FORM 8-K

SIGNATURES

EXHIBIT INDEX

EXHIBIT 10.27

EXHIBIT 31.1

EXHIBIT 31.2

EXHIBIT 32.1

EXHIBIT 32.2

---

**Table of Contents**

**EXPLANATORY NOTE**

This Quarterly Report on Form 10-Q/A is filed as Amendment No. 1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 26, 2003, originally filed with the Securities and Exchange Commission on November 7, 2003. Item 6 of Part II is hereby amended, only for the purpose of filing a revised version of Exhibit 10.27. In addition, this Form 10-Q/A includes an updated signature page and certain currently dated certifications, as required by Rule 12b-15 under the Securities Exchange Act of 1934, filed as Exhibits 31.1, 31.2, 32.1 and 32.2. This Form 10-Q/A does not change the Registrant's previously reported condensed consolidated financial statements or make any other changes to the Form 10-Q for the fiscal quarter ended September 26, 2003. Accordingly, this Form 10-Q/A should be read in conjunction with our subsequent filings with the Securities and Exchange Commission.

**Table of Contents**

**Item 6. EXHIBITS AND REPORTS ON FORM 8-K**

(a) *Exhibits:*

- 2.2 Asset Purchase Agreement between Chapter 7 Trustee for the Bankruptcy Estate of Read-Rite Corporation and RR (US) Acquisition Corporation, dated July 24, 2003, including Option Agreements to purchase all of the outstanding capital stock of Read-Rite International, Sunward Technologies International, and Read-Rite Holding Company (incorporated by reference to the Company's Current Report on Form 8-K (File No. 1-08703), as filed with the Securities and Exchange Commission on August 15, 2003)
- 10.27 Amended and Restated Credit Agreement, dated as of September 19, 2003, among Western Digital Technologies, Inc., the other credit parties identified therein, General Electric Capital Corporation and Bank of America, N.A. §
- 31.1 Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

New exhibit filed with this Report.

§ Certain portions of this exhibit have been omitted pursuant to a confidential treatment request filed separately with the Securities and Exchange Commission.

(b) *Reports on form 8-K:*

On July 24, 2003, the Company filed a current report on Form 8-K to file its press release dated July 24, 2003, announcing financial information for the fourth fiscal quarter and fiscal year ended June 27, 2003, and including unaudited Condensed Consolidated Statements of Income and Balance Sheets for the year ended June 27, 2003.

On August 15, 2003, the Company filed a current report on Form 8-K to announce the acquisition of substantially all of the assets of Read-Rite Corporation.

On August 26, 2003, the Company filed a current report on Form 8-K to file its press release dated August 25, 2003, announcing the settlement of litigation and financial results for the fourth fiscal quarter and fiscal year ended June 27, 2003.

**Table of Contents**

**SIGNATURES**

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

/s/ Stephen D. Milligan  
Stephen D. Milligan  
Senior Vice President and Chief Financial  
Officer (Principal Financial Officer)

/s/ Joseph R. Carrillo  
Joseph R. Carrillo  
Vice President and Corporate Controller  
(Principal Accounting Officer)

Date: January 12, 2005

**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
2.2	Asset Purchase Agreement between Chapter 7 Trustee for the Bankruptcy Estate of Read-Rite Corporation and RR (US) Acquisition Corporation, dated July 24, 2003, including Option Agreements to purchase all of the outstanding capital stock of Read-Rite International, Sunward Technologies International, and Read-Rite Holding Company (incorporated by reference to the Company's Current Report on Form 8-K (File No. 1-08703), as filed with the Securities and Exchange Commission on August 15, 2003)
10.27	Amended and Restated Credit Agreement, dated as of September 19, 2003, among Western Digital Technologies, Inc., the other credit parties identified therein, General Electric Capital Corporation and Bank of America, N.A. §
31.1	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

New exhibit filed with this Report.

§ Certain portions of this exhibit have been omitted pursuant to a confidential treatment request filed separately with the Securities and Exchange Commission.