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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

**Sandisk Corporation**

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(Name of Issuer)

**Common Stock, \$0.01 Par Value Per Share**

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(Title of Class of Securities)

**80004C200**

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(CUSIP Number)

**03/31/2025**

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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SCHEDULE 13G

**CUSIP No.** 80004C200

Names of Reporting Persons

1

Western Digital Corporation

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

Number of Shares 5 Sole Voting Power

Beneficially 0.00  
Owned by Shared Voting Power  
Each 6  
Reporting 0.00  
Person  
With: Sole Dispositive Power  
7  
28,827,787.00  
Shared Dispositive  
8 Power  
0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

28,827,787.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

19.9 %

Type of Reporting Person (See Instructions)

CO

## SCHEDULE 13G

### Item 1.

Name of issuer:

(a)

Sandisk Corporation

Address of issuer's principal executive offices:

(b)

951 Sandisk Drive, Milpitas, CA 95035

### Item 2.

Name of person filing:

(a)

Western Digital Corporation

Address or principal business office or, if none, residence:

(b)

5601 Great Oaks Parkway, San Jose, CA 95119

Citizenship:

(c)

Delaware

Title of class of securities:

(d)

Common Stock, \$0.01 Par Value Per Share

CUSIP No.:

(e)

80004C200

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the

Investment Company Act of 1940 (15 U.S.C. 80a-3);

- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) 28,827,787 shares of common stock. Prior to February 21, 2025, Sandisk Corporation was a wholly owned subsidiary of Western Digital Corporation. On February 21, 2025, Western Digital Corporation completed the separation of Sandisk Corporation through the distribution of approximately 80.1% of the shares of Sandisk Corporation common stock then held by Western Digital Corporation to holders of Western Digital Corporation common stock. As of March 31, 2025, Western Digital Corporation beneficially owned 28,827,787 shares, or approximately 19.9%, of the outstanding shares of Sandisk Corporation common stock.

Percent of class:

- (b) 19.9%. The percent of class is based on 144,863,251 shares of common stock outstanding as of February 27, 2025, as reported in Amendment No. 1 to Sandisk Corporation's Quarterly Report on Form 10-Q/A for the quarter ended December 27, 2024, filed with the Securities and Exchange Commission on March 17, 2025. %

- (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

0. In connection with the separation of Sandisk Corporation from Western Digital Corporation, Western Digital Corporation and Sandisk Corporation entered into a Stockholder's and Registration Rights Agreement, dated as of February 21, 2025, pursuant to which Western Digital Corporation granted to Sandisk Corporation a proxy to vote the shares of Sandisk Corporation common stock owned by Western Digital Corporation in proportion to the votes cast by Sandisk Corporation's other stockholders. As a result, Western Digital Corporation does not exercise voting power over any of the shares of Sandisk Corporation common stock that it beneficially owns.

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

28,827,787

(iv) Shared power to dispose or to direct the disposition of:

0

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(K), so indicate under Item 3(k) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Not Applicable.

Item 10. Certifications:

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Western Digital Corporation

Signature: /s/ Cynthia Tregillis

Name/Title: Cynthia Tregillis, Executive Vice President, Chief  
Legal Officer and Secretary

Date: 04/03/2025