

【表紙】

【提出書類】 臨時報告書

【提出先】 関東財務局長

【提出日】 平成27年5月28日

【会社名】 ヒューレット・パッカード・カンパニー
(Hewlett-Packard Company)

【代表者の役職氏名】 シニア・ヴァイス・プレジデント、ゼネラル・カウンセル代理兼アシスタント・セクレタリー リシ・バルマー
(Rishi Varma, Senior Vice President, Deputy General Counsel and Assistant Secretary)

【本店の所在の場所】 アメリカ合衆国94304、カリフォルニア州、パロ・アルト、ハノーバー・ストリート3000
(3000 Hanover Street, Palo Alto, California 94304, USA, U.S.A.)

【代理人の氏名又は名称】 弁護士 石 井 禎

【代理人の住所又は所在地】 東京都港区六本木一丁目9番10号
アークヒルズ仙石山森タワー28F
ベーカー&マッケンジー法律事務所 (外国法共同事業)

【電話番号】 (03)6271-9900

【事務連絡者氏名】 弁護士 杉 山 日 那 子
弁護士 近 藤 友 紀

【連絡場所】 東京都港区六本木一丁目9番10号
アークヒルズ仙石山森タワー28F
ベーカー&マッケンジー法律事務所 (外国法共同事業)

【電話番号】 (03)6271-9900

【縦覧に供する場所】 なし

注(1) 別段の記載がある場合を除き、本書に記載の「米ドル」及び「ドル」はアメリカ合衆国ドルを指す。本書において便宜上記載されている日本円への換算は、1米ドル=117.78円の換算率(平成27年1月28日現在の株式会社三菱東京UFJ銀行の対顧客電信直物売買取相場仲値)により換算されている。

注(2) 本書中の表で計数が四捨五入されている場合、合計は計数の総和と必ずしも一致しない。

1 【提出理由】

提出会社であるヒューレット・パッカード・カンパニーが発行者である有価証券の募集が本邦以外の地域において開始されたため、金融商品取引法第24条の5第4項及び企業内容等の開示に関する内閣府令第19条第2項第2号の規定に基づき、本臨時報告書を提出するものであります。

2 【報告内容】

(1) Type and name of newly issued securities:

Stock acquisition rights (the **Stock Acquisition Rights**) to acquire the Company's common stocks (the **Common Stocks**) with par value of US\$ 0.01 per share in registered form.

Note:

This issuance, started from January 28, 2015, is made pursuant to the Second Amended and Restated Hewlett-Packard Company 2004 Stock Incentive Plan (the **Plan**) that was originally adopted by the HR and Compensation Committee of the Board of Directors of the Company (the **HRC**) on January 15, 2004 and approved by the Company's stockholders at the stockholders meeting on March 17, 2004, then amended by the HRC on November 18, 2009 which amendments were approved by the Company's stockholders at the stockholders meeting on March 17, 2010, and further amended by the HRC on February 28, 2013 which amendments were approved by the Company's stockholders at the stockholders meeting on March 20, 2013.

(2) Number of Stock Acquisition Rights to be issued:

Up to 807,400

Note:

The number of the Stock Acquisition Rights is equal to the number of the underlying share. The Stock Acquisition Rights have been granted to 2 employees of the Company and its subsidiaries and affiliates located other than Japan.

(3) Issue price:

US\$ 0 (¥ 0)

(4) Aggregate issue price:

US\$ 30,002,984 (¥ 3,533,751,456)

Note: This amount is the total of the aggregate issue price of the Stock Acquisition Rights and the estimated total amount to be paid upon the exercise of the Stock Acquisition Rights.

(5) Type, description and number of the underlying shares:

(i) Type of underlying shares: Common Stock

(ii) Description of underlying shares: Not applicable

(iii) Number of underlying shares: 1 Common Stock for 1 Stock Acquisition Right

(6) Amount to be paid upon the exercise of a Stock Acquisition Right:

US\$ 37.16 (¥ 4,377)

(7) Exercise period of the Stock Acquisition Rights:

From January 28, 2016 to January 28, 2023

(8) Conditions of the exercise:

Satisfaction of the eligibility as a participant to the Plan in accordance with the terms and conditions under the Plan.

(9) Capitalization amount of the underlying share to be issued upon the exercise of the Stock Acquisition Rights:

US\$ 0.01 (¥ 1)

(10) Transferability of the Stock Acquisition Rights:

Not transferable

(11) Method of issue:

Offering to Eligible Employees

(12) Name of underwriter:

Not applicable

(13) Countries in the scope of offering:

Countries in North America, South America, Europe and Asia (excluding Japan)

(14) Use of proceeds:

(i) Amount of proceeds from the shares to be issued on the exercise of the Stock Acquisition Rights

US\$ 30,002,984 (¥ 3,533,751,456) less any costs associated with the issue of the shares (assuming that 807,400 Stock Acquisition Rights are issued, and all such Stock Acquisition Rights are exercised)

(ii) Use of proceeds from the shares to be issued on the exercise of Stock Acquisition Rights

The net proceeds will be used for the general working capital purposes, including for the procurement of equipment and the payment of the costs associated with the business. However, the detailed purpose, amount and timing of the usage of such proceeds will be determined depending on the business necessity.

(15) Issue date:

January 28, 2015

(16) Name of stock exchange to be listed:

Not applicable

(17) Individuals Acquiring the Stock Acquisition Rights:

2 employees of the Company or its subsidiary outside Japan.

(18) Investment Relationship, Business Relationship, and Other Relationship Equivalent thereto between the Acquirer and the Company:

The acquirers are employees of the Company or its subsidiary outside Japan.

(19) Content of the Agreement made between the Acquirer and the Company on the Holding Period, and other Matters concerning the holding of Stock Acquisition Rights:

The holding/vesting period and other terms and conditions of the Stock Acquisition Rights are prescribed in the Compensation Contract between the Acquirer and the Company.

(20) Amount of capital (as of February 28, 2015)

Approximately US\$ 18 million (¥ 2,120.04 million)

(21) Number of share issued (as of February 28, 2015)

1,817,558,730 shares of Common Stock