

## 【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6月2日

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

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(Rishi Varma, Senior Vice President, Deputy General  
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【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  
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【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=119.39円の換算率(平成27年5月15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. March 30, 2015 Grant

#### (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 March 30, 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 33,453

*(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 1 employee of the Company and its subsidiaries and affiliates located other than Japan.*

#### (3) Issue price:

US\$ 0 ( ¥ 0)

#### (4) Aggregate Issue Price:

US\$ 0 ( ¥ 0)

#### (5) Type, Description and Number of the Underlying Shares:

(i) Type of Underlying Shares: Registered form, par value (\$0.01) Common Stock of Hewlett-Packard Company

(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\$ 31.57 ( ¥ 3,769)

Total Amount to be Paid upon Exercise of Stock Acquisition Rights

US\$ 1,056,111 ( ¥ 126,089,092) (In the case that all of the Stock Acquisition Rights are exercised.)

*(note) Subject to any required action by the shareholders of the Company, (i) the number and kind of Shares available for issuance under the Plan and/or covered by each outstanding Award, (ii) the price per Share subject to each such outstanding Award and (iii) the Share limitations set forth in the Plan, shall be proportionately adjusted for any increase or decrease in the number or kind of issued shares resulting from a stock split, reverse stock split, dividend or other distribution (whether in the form of cash, Shares, other securities or other property (other than regular, cash dividends)), combination or reclassification of the Common Stock, or any other increase or decrease in the number of issued shares of Common Stock effected without receipt of consideration by the Company*

(7) Exercise Period of the Stock Acquisition Rights:

From March 30, 2016 to March 30, 2023

(8) Conditions for 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 Issuance :

Offering to Eligible Employees

(12) Name of Underwriter:

Not applicable

(13) The Area where the Securities are to be Offered:

United States of America

(14) Use of proceeds from the New Issuance of Shares:

(i) Amount of proceeds

US\$ 1,056,111 ( ¥ 126,089,092) less any costs associated with the issue of the shares (assuming that 33,453 Stock Acquisition Rights are issued, and all such Stock Acquisition Rights are exercised)

(ii) Use of proceeds:

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) Date of Issuance:

March 30, 2015

(16) Name of Financial Instruments Exchange to List on in Case of Listing the Securities:

Not applicable

(17) Individuals Acquiring the Stock Acquisition Rights:

1 employee 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 acquirer is an employee 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

## 2. April 20, 2015 Grant

(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 April 20, 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 71,124

*(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 4 employees of the Company and its subsidiaries and affiliates located other than Japan.*

(3) Issue price:

US\$ 0 ( ¥ 0)

(4) Aggregate Issue Price:

US\$ 0 ( ¥ 0)

(5) Type, Description and Number of the Underlying Shares:

(i) Type of Underlying Shares: Registered form, par value (\$0.01) Common Stock of Hewlett-Packard Company

(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\$ 33.41 ( ¥ 3,989)

Total Amount to be Paid upon Exercise of Stock Acquisition Rights

US\$ 2,376,252 ( ¥ 283,700,726) (In the case that all of the Stock Acquisition Rights are exercised.)

*(note) Subject to any required action by the shareholders of the Company, (i) the number and kind of Shares available for issuance under the Plan and/or covered by each outstanding Award, (ii) the price per Share subject to each such outstanding Award and (iii) the Share limitations set forth in the Plan, shall be proportionately adjusted for any increase or decrease in the number or kind of issued shares resulting from a stock split, reverse stock split, dividend or other distribution (whether in the form of cash, Shares, other securities or other property (other than regular, cash dividends)), combination or reclassification of the Common Stock, or any other increase or decrease in the number of issued shares of Common Stock effected without receipt of consideration by the Company.*

(7) Exercise Period of the Stock Acquisition Rights:

From April 20, 2016 to April 20, 2023

(8) Conditions for 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 Issuance :

Offering to Eligible Employees

(12) Name of Underwriter:

Not applicable

(13) The Area where the Securities are to be Offered:

United States of America

(14) Use of proceeds from the New Issuance of Shares:

(i) Amount of proceeds

US\$ 2,376,252 ( ¥ 283,700,726) less any costs associated with the issue of the shares (assuming that 71,124 Stock Acquisition Rights are issued, and all such Stock Acquisition Rights are exercised)

(ii) Use of proceeds:

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) Date of Issuance:

April 20, 2015

(16) Name of Financial Instruments Exchange to List on in Case of Listing the Securities:

Not applicable

(17) Individuals Acquiring the Stock Acquisition Rights:

4 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

3. **April 27, 2015 Grant**

(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 April 27, 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 34,408

*(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 4 employees of the Company and its subsidiaries and affiliates located other than Japan.*

(3) Issue price:

US\$ 0 ( ¥ 0)

(4) Aggregate Issue Price:

US\$ 0 ( ¥ 0)

(5) Type, Description and Number of the Underlying Shares:

(i) Type of Underlying Shares: Registered form, par value (\$0.01) Common Stock of Hewlett-Packard Company

(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\$ 33.07 ( ¥ 3,948)  
Total Amount to be Paid upon Exercise of Stock Acquisition Rights  
US\$ 1,137,872 ( ¥ 135,850,538) (In the case that all of the Stock Acquisition Rights are exercised.)  
*(note) Subject to any required action by the shareholders of the Company, (i) the number and kind of Shares available for issuance under the Plan and/or covered by each outstanding Award, (ii) the price per Share subject to each such outstanding Award and (iii) the Share limitations set forth in the Plan, shall be proportionately adjusted for any increase or decrease in the number or kind of issued shares resulting from a stock split, reverse stock split, dividend or other distribution (whether in the form of cash, Shares, other securities or other property (other than regular, cash dividends)), combination or reclassification of the Common Stock, or any other increase or decrease in the number of issued shares of Common Stock effected without receipt of consideration by the Company.*
- (7) Exercise Period of the Stock Acquisition Rights:  
From April 27, 2016 to April 27, 2023
- (8) Conditions for 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 Issuance :  
Offering to Eligible Employees
- (12) Name of Underwriter:  
Not applicable
- (13) The Area where the Securities are to be Offered:  
United States of America
- (14) Use of proceeds from the New Issuance of Shares:  
(i) Amount of proceeds  
US\$ 1,137,872 ( ¥ 135,850,538) less any costs associated with the issue of the shares (assuming that 34,408 Stock Acquisition Rights are issued, and all such Stock Acquisition Rights are exercised)  
(ii) Use of proceeds:  
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) Date of Issuance:  
April 27, 2015

(16) Name of Financial Instruments Exchange to List on in Case of Listing the Securities:

Not applicable

(17) Individuals Acquiring the Stock Acquisition Rights:

4 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

#### **4. Amount of Capital and the number of Shares Issued**

Amount of capital (as of February 28, 2015)

Approximately US\$ 18 million (¥ 2,149.02 million)

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

1,817,558,730 shares of Common Stock