

【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28年6月8日

【会社名】 HPインク
(HP Inc.)

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【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=108.67円の換算率(平成28年4月13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】

2016年4月12日、HPインク（以下「当社」という。）は、ヒューレット・パッカード・カンパニー2011年従業員株式購入プラン（以下「本プラン」という。）に基づき、本邦以外の地域において、当社または当社指定の関連会社に所属する、本プランに参加する適格性を有する従業員（以下「適格従業員」という。）49,706名（本プランに加入する適格従業員を以下「プラン参加者」という。）を対象とした、当社普通株式を目的とする新株予約権証券（以下「本新株予約権」という。）の募集を開始し、本プランの購入期間の開始日である2016年5月2日をもって、本邦以外の地域における適格従業員に対して新株予約権証券が付与された。本プランは2010年11月17日開催の当社取締役会（以下「取締役会」という。）の人事・報酬委員会（以下「人事・報酬委員会」という。）による決議に採択され、2011年3月23日開催の当社年次株主総会で承認された。

このため、当社は金融商品取引法第24条の5第4項並びに企業内容等の開示に関する内閣府令第19条第2項第1号の規定に基づき、本臨時報告書を提出するものである。

別途注記のない限り、本書に定義のない大文字で始まる用語は本プランに定める意味を有する。

2 【報告内容】

(1) Type of Securities:

Stock Purchase Rights of the Company, which represent Moving Strike Price Stock Options.

Nature of Moving Strike Price Stock Options

A new Offering Period will commence on the first Trading Day on or after May 1 and November 1 of each year, or on such other date as the Committee shall determine. For this offering, the Offering Period shall commence on May 2, 2016 and end on October 31, 2016. Using the funds accumulated by means of the Participants' authorized payroll deductions at the maximum rate of 10% during the applicable Purchase Period, the Participants may purchase the Company's Common Stock at the Purchase Price, which shall be equal to 95% of the Fair Market Value* of the Common Stock on the Purchase Date (October 31, 2016). Assuming that all Participants participate and contribute the maximum amount of 10% of their compensation, the estimated maximum amount of contributions during the Offering Period (from May 2, 2016 through October 31, 2016) shall be US\$ 146,182,283 (JPY15,885,628,694). For convenience, the "Number of Shares subject to Stock Purchase Rights" shall be calculated by dividing the above estimated maximum amount of contributions by 95% (US\$12.01 (JPY1,305)) of the closing price of the Company's Common Stock as reported on the New York Stock Exchange ("NYSE") on April 13, 2016 (US\$12.64 (JPY1,374)). As to the election to participate in the Plan and the authorization of the payroll deduction rate, each Participant is required to follow an electronic or other enrollment process as prescribed by the HR and Compensation Committee.

***Fair Market Value** shall be the closing sales price for the Common Share (or the closing bid, if no sales were reported) as quoted on the NYSE on the date of determination if that date is a Trading Day, or if that day is not a Trading Day, the last market Trading Day prior to the date of determination, as reported in The Wall Street Journal or such other source as the Committee deems reliable.

Under the Plan, if the Purchase Price of a share of common stock of the Company (calculated as set forth below) decreases, the aggregate number of the shares to be issued by the Company, upon exercise of the Stock Purchase Rights, will increase. The aggregate amount of money to be acquired by the Company upon exercise of the Stock Purchase Rights will not decrease despite any decrease in the purchase price.

Under the Plan, the Purchase Price means 95% of the fair market value of a share of common stock of the Company on the Purchase Date (October 31, 2016), which is the last trading day of the offering period.

The maximum number of shares that may be issued, pursuant to the Plan, shall total one hundred million (100,000,000).

The purpose of the Plan is to provide an opportunity for employees of the Company and its designated affiliates to purchase common stock of the Company and thereby to have an additional incentive to contribute to the prosperity of the Company. Therefore, there is no lower limit with respect to the purchase price and the amount of funding. Certain Stock Purchase Rights may not be exercised according to the Plan.

The Company has no right to purchase the Stock Purchase Rights under the Plan.

(2) **Description of Stock Purchase Rights, etc.:**

- (a) Estimated Number of Shares Subject to Stock Purchase Rights Granted: 12,171,713
(Estimated number. The number of Stock Purchase Rights issued is equivalent to the number of shares of the Company's common stock subject to the Stock Purchase Rights.)

(note) As of the filing date of this Report, the amount of contributions and the Purchase Price applicable to the six-month Purchase Period (May 2, 2016 and end on October 31, 2016) has not yet been determined, and therefore, assuming that all Eligible Employees participate in the Plan and contribute at the maximum rate of 10% of their compensations, the estimated maximum amount of contributions during such Purchase Period shall be US\$ 146,182,283(JPY15,885,628,694). The "Number of Stock Purchase Rights Issued" shall be calculated by dividing the above estimated maximum amount of contributions by 95% (US\$12.01 (JPY1,305) of the closing price of the Company's Common Stock as reported on the NYSE on April 13, 2016 (US\$12.64 (JPY1,374)).

- (b) Issue Price (per Stock Purchase Right): US\$0 (JPY0).

- (c) Total Issue Price: US\$0 (JPY0).

- (d) Type, Description and Number of Shares subject to Stock Purchase Rights:

1. Type of shares to be used for Stock Purchase Rights:

Registered form, par value (\$0.01) Common Stock of Hewlett-Packard Company

(note) Common stock issued hereunder will be newly issued shares or treasury shares.

(note) If after the grant of an option, but prior to the purchase of Common Stock under the option, there is any increase or decrease in the number of outstanding shares of Common Stock because of a stock split, stock dividend, combination or recapitalization of shares subject to options, the number of shares to be purchased pursuant to an option, the price per share of Common Stock covered by an option and the maximum number of shares specified in Section 7.1 of the Plan may be appropriately adjusted by the Board, and the Board shall take any further actions which, in the exercise of its discretion, may be necessary or appropriate under the circumstances.

2. Description of Shares:

Not applicable.

3. Number of shares to be used for Stock Purchase Rights:

The number of shares to be issued upon exercise of outstanding Stock Purchase Rights will be the number of whole shares obtained by dividing the amount collected from the Participant through payroll deductions during each Purchase Period by the Purchase Price in effect for that Purchase Period.

12,171,713 shares in total, if all of the Stock Purchase Rights are exercised (estimated number).

(note) If after the grant of an option, but prior to the purchase of Common Stock under the option, there is any increase or decrease in the number of outstanding shares of Common Stock because of a stock split, stock dividend, combination or recapitalization of shares subject to options, the number of shares to be purchased pursuant to an option, the price per share of Common Stock covered by an option and the maximum number of shares specified in Section 7.1 of the Plan may be appropriately adjusted by the Board, and the Board shall take any further actions which, in the exercise of its discretion, may be necessary or appropriate under the circumstances.

(note) On the exercise date of the Stock Purchase Rights, using the funds accumulated by means of the Participants' authorized payroll deductions during the applicable Offering Period, the Participants may purchase the Company's Common Stock at the Purchase Price, which shall be equal to 95% of the closing selling price of the Company's Common Stock as reported on the NYSE on the Purchase Date. Accordingly, as of the filing day of this Report, the "Number of Shares subject to Stock Purchase Rights" has not yet been determined. Therefore, for convenience, the above "Number of Shares subject to Stock Purchase Rights" is calculated by dividing the estimated maximum amount of contributions during the applicable Offering Period (assuming that all Participants participate in the Plan and contribute the maximum amount of 10% of their compensation per each Offering Period) (i.e., US\$ 146,182,283 (JPY15,885,628,694)) by 95% (US\$12.01 (JPY1,305)) of the closing price of the Company's Common Stock as reported on the NYSE on April 13, 2016 (US\$12.64 (JPY1,374)). See above note under (2)(a).

(e) Amount of Payment upon Exercise of Stock Purchase Rights:

US\$12.01 (JPY1,305) per Stock Purchase Right.

Total Amount of Payment upon Exercise of Stock Purchase Rights: US\$ 146,182,283 (JPY15,885,628,694)

(note) If after the grant of an option, but prior to the purchase of Common Stock under the option, there is any increase or decrease in the number of outstanding shares of Common Stock because of a stock split, stock dividend, combination or recapitalization of shares subject to options, the number of shares to be purchased pursuant to an option, the price per share of Common Stock covered by an option and the maximum number of shares specified in Section 7.1 of the Plan may be appropriately adjusted by the Board, and the Board shall take any further actions which, in the exercise of its discretion, may be necessary or appropriate under the circumstances.

(note) As stated above, since the "Amount of Payment upon Exercise of Stock Purchase Rights" has not yet been determined (see above Note 3), 95% (US\$12.01 (JPY1,305)) of the closing price of the Company's Common Stock as reported on the NYSE on April 13, 2016 (US\$12.64 (JPY1,374)) is inserted for convenience. The actual Purchase Price shall be equal to 95% of the Fair Market Value of the Common Stock on the Purchase Date (October 31, 2016). (See above note under (2)(d)-3).*

(note) As stated above, since the amount of the contributions has not yet been determined, the total “Amount of Payment upon Exercise of Stock Purchase Rights” shall be determined, for convenience, based on the estimate of the maximum contributions by the Participants during the Purchase Period (See above note under (2)(d)-3).

(f) Exercise Period of Stock Purchase Rights:

October 31, 2016.

(note) The Stock Purchase Rights shall be automatically exercised on this day.

(g) Terms and Conditions of Stock Purchase Rights:

Satisfaction of the eligibility as a participant to the Plan and the payroll deduction being accumulated to acquire the Common Stock.

(h) Amount to be Transferred into Capital (the issue price of shares if issued upon Exercise of Stock Purchase Rights):

US\$0.01 (JPY1) per share.

(i) Matters Relating to Transfer of Stock Purchase Rights:

Not transferable

(3) **Method of Issuance of Stock Purchase Rights:**

The Stock Purchase Rights are to be offered to 49,706 Eligible Employees under the Plan who are employed by the Company and one or more of its designated affiliate (outside Japan).

(4) **Name of Underwriter or Person/Agent Making Secondary Offering**

N/A.

(5) **Areas Where Offering or Secondary Offering Is Made (Outside Japan)**

Australia, Austria, Belgium, Brazil, Bulgaria, Canada, Chile, China, Costa Rica, Czech Republic, Denmark, Finland, France, Germany, Greece, Hong Kong, Hungary, India, Ireland, Israel, Italy, Luxembourg, Malaysia, Mexico, the Netherlands, New Zealand, Norway, Peru, Philippines, Poland, Portugal, Puerto Rico, Romania, Singapore, Slovakia, South Korea, Spain, Sweden, Switzerland, Taiwan, Thailand, Turkey, the United Arab Emirates, the United Kingdom and the United States

(6) **Use of Proceeds from the New Issuance of Shares**

Amount of Proceeds:

US\$146,172,283 (JPY 15,884,541,994)

(note) The amount of proceeds is the sum of the total issue price of the Stock Purchase Rights and the amount of payment upon exercise of the Stock Purchase Rights, US\$ 146,182,283 (JPY 15,885,628,694), net of US\$10,000 (JPY 1,086,700) which is the approximate amount of various related expenses for the new issuance of shares.

Use of Proceeds: The net proceeds realized from the exercise of Stock Purchase Rights (US\$ 146,172,283 (JPY 15,884,541,994)) will be used as general working capital of the Company, including for capital expenditure and payment of operational costs, but details of specific items, the breakdown of the amount, and the timing of payment has not been determined and will be determined according to the Company's business needs.

(7) **Date of Issuance**

May 2, 2016.

(8) **Name of Securities Market to List on in Case of Listing the Securities**

N/A.

(9) **Matters Relating to Moving Strike Price Stock Options (MSPSO)**

(i) **Reason for the Decision to Use MSPSO as a Method of Funding**

The Plan is intended to provide an opportunity for Employees of the Company and its Designated Affiliates to purchase Common Stock of the Company and thereby to have an additional incentive to contribute to the prosperity of the Company.

(ii) **Content of Agreement to be Made Between the Offerees and the Company Concerning the Exercise of MSPSO**

The terms and conditions are prescribed in the Plan and the enrollment form prescribed by the Board of Directors or the HRC.

(iii) **Content of Agreement to be Made Between the Offerees and the Company Concerning the Trade of the Company's Common Stock**

Not applicable.

(iv) **Content of Agreement to be Made Between the Offerees and the Company's Special Interested Parties, among Others, Concerning Stock Lending, if Any**

Not applicable.

(v) **Other Matters Essential for Investor Protection**

Not applicable.

(10) **Matters to be Noted in Case of Allocation to Third Party**

Not applicable.

(11) **Amount of Capital and Outstanding Shares of the Company**

(a) **Amount of Capital:** (as of January 31, 2016)

Common Stock: US\$17 million (*JPY1,847 million*) as of January 31, 2016.

(b) **Number of Outstanding Shares:**

Common Stock: 1,736,936,115 shares as of January 31, 2016.