

## 【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

【提出日】 平成28年9月13日

【会社名】 ヒューレット・パッカード・エンタープライズ・カンパニー  
(Hewlett Packard Enterprise Company)

【代表者の役職氏名】 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  
クリスティン・メイジャー  
(Kristin Major, Vice President, Deputy General Counsel and  
Assistant Secretary)

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

【代理人の氏名又は名称】 弁護士 高 橋 謙

【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28階  
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 西 田 武

【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28階  
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=103.60円の換算率(平成28年9月6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】

2016年5月24日、ヒューレット・パッカード・エンタープライズ・カンパニー（以下「当社」という。）は、デラウェア州法人であり当社の完全保有子会社であるエベレット・スピココ・インク（Everett SpinCo, Inc.、以下「Everett」という。）及びネバダ州法人であるコンピュータ・サイエンス・コーポレーション（Computer Sciences Corporation、以下、「CSC」という。）と、(1)当社がそのエンタープライズ・サービス事業をEverettに譲渡し、(2)その後、当社が保有するEverettの普通株式(額面0.01ドル)の全発行済株式を当社株主に分配（以下、「分配」という。）することとし、また、(3)かかる分配の直後に、CSCの完全保有子会社である合併準備子会社エベレット・マージャー・サブ・インク(Everett Merger Sub, Inc.)がEverettに吸収合併され、各Everett普通株式は、合併契約に基づき算定されるCSCの普通株式(額面1.00ドル)に転換されるとするリバース・モリス・トラスト取引につき正式契約を締結した。

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7号の2及び第2項第15の3号の規定に基づき、本臨時報告書を提出するものである。

## 2【報告内容】

### 1. Incorporation type Split

#### (1) Purpose of the Split

HPE will sharpen its focus on secure, next-generation, software-defined infrastructure that leverages a world-class portfolio of servers, storage, networking, converged infrastructure, as well as its Helion Cloud platform and software assets.

#### (2) Means and Details of the Split

(1) Hewlett Packard Enterprise will transfer its enterprise services business (the “Everett Business”) to Everett, (2) after which, Hewlett Packard Enterprise will distribute to its stockholders all of the issued and outstanding shares of common stock, par value \$0.01 per share, of Everett (the “Everett Common Stock”) held by Hewlett Packard Enterprise, at Hewlett Packard Enterprise’s option, by way of a pro rata dividend or an exchange offer (the “Distribution”).

#### (3) Basis of Calculation used for the Split

Hewlett Packard Enterprise will distribute to the holders of the outstanding shares of common stock, \$0.01 par value, of Hewlett Packard Enterprise (the “Hewlett Packard Enterprise Common Stock”) as of the close of business on the Record Date all of the issued and outstanding shares of the common stock, \$0.01 par value, of Everett (the “Everett Common Stock”) (a) by means of a *pro rata* distribution and in accordance with a distribution ratio to be determined by the Board of Directors of Hewlett Packard Enterprise (the “One-Step Spin-Off”) or (b) by way of an offer to exchange shares of Everett Common Stock for outstanding shares of Hewlett Packard Enterprise Common Stock (the “Exchange Offer”) (followed by a Clean-Up Spin-Off) (in each case, the “Distribution”).

#### (4) Name, address, name of representative, capital amount, net asset, total asset and contents of business of the newly incorporated Company

Name	Everett SpinCo, Inc.
Address	3000 Hanover Street, Palo Alto, CA, 94304 , U.S.A.
Name of Representative	Rishi Varma President and Secretary

Capital Amount (Common Stock and Additional Paid-in-Capital)	not available at the time of this filing
Net Asset	not available at the time of this filing
Total Asset	not available at the time of this filing
Contents of Business:	enterprise services business

## 2. Absorption-type Merger of the Consolidated Subsidiary

### (1) Information on the Consolidated Subsidiary

Name, address, name of representative of the Subsidiary

Name	Everett SpinCo, Inc.
Address	3000 Hanover Street, Palo Alto, CA, 94304 , U.S.A.
Name of Representative	Rishi Varma President and Secretary

### (2) Information on the Opposite Party to the Absorption-type Merger

i) Name, address, name of representative, capital amount, net asset, total asset and contents of business

Name	Everett Merger Sub, Inc.,
Address	not available at the time of this filing
Name of Representative	not available at the time of this filing
Capital Amount (Common Stock and Additional Paid-in-Capital)	not available at the time of this filing
Net Asset (As of April 31, 2016)	not available at the time of this filing
Total Asset (As of April 31, 2016)	not available at the time of this filing
Contents of Business:	It has no substantive business as it has been established solely for the purpose of the merger with Everett SpinCo. Inc.

ii) Net sales, Operating Income, Net Income for the past three years

Everett Merger Sub, Inc., has no fiscal year ending by the day of this filing.

iii) Major shareholders and % of shares owned

Major Shareholders	Percentage of Common Stock
Computer Sciences Corporation	100%

iv) Capital /Personnel/Business Relationships with the Filing Company

Capital Relationship: not available at the time of this filing

Personal Relationship: not available at the time of this filing

Business Relationship: not available at the time of this filing

### (3) Purpose of the Merger

The merger will create a pure-play, global IT services powerhouse.

## (4) Means and Details of Merger

(1) Hewlett Packard Enterprise will transfer its enterprise services business (the “Everett Business”) to Everett, (2) after which, Hewlett Packard Enterprise will distribute to its stockholders all of the issued and outstanding shares of common stock, par value \$0.01 per share, of Everett (the “Everett Common Stock”) held by Hewlett Packard Enterprise, at Hewlett Packard Enterprise’s option, by way of a pro rata dividend or an exchange offer (the “Distribution”) and (3) immediately after the Distribution, Everett Merger Sub, Inc., a wholly-owned subsidiary of CSC (“Merger Sub”), will merge with and into Everett SpinCo, Inc. (“Everett”) (the “Merger”) and each share of Everett Common Stock will be converted into a number of shares of common stock, par value \$1.00 per share, of CSC (“CSC Common Stock”) agreed to in the Merger Agreement. When the Merger is completed, Everett (which at that time will hold the Everett Business) will be a wholly-owned subsidiary of CSC and holders of Hewlett Packard Enterprise’s common stock prior to the Distribution will own at least 50.1% of the outstanding shares of CSC. The Distribution and the Merger are expected to be tax-free to Hewlett Packard Enterprise stockholders, except to the extent that cash is paid to Hewlett Packard Enterprise’s stockholders in lieu of fractional shares in the Distribution or Merger.

## (5) Basis of Calculation used for Merger

Please see (4) above.

## (6) Name, address, name of representative, capital amount, net asset, total asset and contents of business of the Surviving Company

Name	Everett SpinCo, Inc. (at the Effective Time)
Address	not available at the time of this filing
Name of Representative	not available at the time of this filing
Capital Amount (Common Stock and Additional Paid-in-Capital)	not available at the time of this filing
Net Asset	not available at the time of this filing
Contents of Business:	not available at the time of this filing

(7) If the merger concerns securities other than stocks, bonds, stock options, warrants or equities of the Succeeding Company, state the name and other information of the issuer required in (2)

\*Note: Below information is based on /derived from various publicly available sources such as SEC filings. HPE assumes no responsibility for the accuracy of the information presented.

i) Name, address, name of representative, capital amount, net asset, total asset and contents of business

Name	Computer Sciences Corporation
Address	1775 Tysons Boulevard Tysons, Virginia, 22102 U.S.A.
Name of Representative	J. Michael Lawrie (Chairman, President and Chief Executive Officer)
Capital Amount (Common Stock and Additional Paid-in-Capital) (As of April 31, 2016)	\$ 2,588 millions (JPY 268,117 millions )
Net Asset (As of April 31, 2016)	\$ 2,032 millions (JPY 210,515 millions )
Total Asset (As of April 31, 2016)	\$ 7,736 millions (JPY 801,450 millions )
Contents of Business:	<p>CSC is a next-generation global provider of information technology (IT) services and solutions.</p> <p>CSC's reportable segments are Global Business Services (GBS) and Global Infrastructure Services (GIS).</p> <p>GBS provides innovative technology solutions including consulting, applications services, and software, which address key business challenges within the customer's industry.</p> <p>GIS provides managed and virtual desktop solutions, unified communications and collaboration services, data center management, cyber security, compute and managed storage solutions to commercial clients globally. GIS also delivers CSC's next-generation cloud offerings, including Infrastructure as a Service (IaaS), private cloud solutions, CloudMail and Storage as a Service.</p>

ii) Net sales, Operating Income, Net Income for the past three years

in millions

	Fiscal Year ended April 1, 2016	Fiscal Year ended April 3, 2015	Fiscal Year ended March 28, 2014
Net sales	\$ 7,106 (JPY 736,182)	\$ 8,117 (JPY 840,921)	\$ 8,899 (JPY 921,936)
Income (loss) from continuing operations, before taxes	\$ 10 (JPY 1,036)	\$ (671) (JPY (69,516))	\$ 694 (JPY 71,898)
Income from continuing operations	\$ 72 (JPY 7,459)	\$ (207) (JPY (21,445))	\$ 520 (JPY 53,872)
Net Income	\$ 263 (JPY 27,247)	\$ 17 (JPY 1,761)	\$ 968 (JPY 100,285)

iii) Major shareholders and % of shares owned

Major Shareholders	Percentage of Common Stock
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, Pennsylvania 19355	8.06%

BlackRock, Inc. 40 East 52nd Street, New York, NY 10022	7.42%
--	-------

iv) Capital /Personnel/Business Relationships with the Filing Company

Capital Relationship: not available at the time of this filing

Personal Relationship: not available at the time of this filing

Business Relationship: not available at the time of this filing