

【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29年2月3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】 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
クリスティン・メイジャー
(Kristin Major, Senior 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=115.96円の換算率(平成29年1月10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】

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、ヒューレット・パッカード・エンタープライズ・カンパニー2015年ストック・インセンティブ・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新株予約権証券の募集を開始した。

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示す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 Option

(2) Description of Stock Options, etc.:

(a) Number of Stock Options Issued: 4,564,680 (The number of stock options issued is equivalent to the number of shares of the Company's common stock subject to stock options.)

(note) This offering is related to the stock options granted to 445 “eligible employees” as defined under the Plan (outside Japan) of the Company’s subsidiaries.

(b) Issue Price (per Stock Option): US\$ 0 (¥0).

(c) Total Issue Price: US\$ 0 (¥0).

(d) Type, Description and Number of Shares subject to Stock Options:

1. Type of shares to be used for Stock Options:

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

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

(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 Section 3 of 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, extraordinary 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; provided, however, that conversion of any convertible securities of the Company shall not be deemed to have been “effected without receipt of consideration.” Such adjustment shall be made by the Administrator, whose determination in that respect shall be final, binding and conclusive. Except as expressly provided herein, no issuance by the Company of shares of stock of any class, or securities convertible into shares of stock of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number or price of shares of Common Stock subject to an Award.

2. Description of Shares:

The Company is authorized to issue two classes of stock to be designated, respectively, Preferred Stock, par value \$0.01 per share (“Preferred”), and Common Stock, par value \$0.01 per share (“Common”). The total number of shares of Common that the Company shall have authority to issue is 9,600,000,000.

The Company shall from time to time in accordance with the laws of the State of Delaware increase the authorized amount of its Common if at any time the number of Common shares remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred.

3. Number of shares to be used for Stock Options:

1 Common Stock for 1 Stock Option

4,564,680 shares in total, if all of the Stock Options are exercised (estimated number).

(e) Amount of Payment upon Exercise of Stock Options:

US\$ 24.68 (JPY2,862) per Stock Options.

(note) The price is based on the "Fair Market Value" (the closing sales price of a share of the Company's Common Stock on NYSE) as of December 7, 2016.

Total Amount of Payment upon Exercise of Stock Options:

US\$ 112,656,302.40 (JPY 13,063,624,826)

(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 Section 3 of 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, extraordinary 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; provided, however, that conversion of any convertible securities of the Company shall not be deemed to have been "effected without receipt of consideration." Such adjustment shall be made by the Administrator, whose determination in that respect shall be final, binding and conclusive. Except as expressly provided herein, no issuance by the Company of shares of stock of any class, or securities convertible into shares of stock of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number or price of shares of Common Stock subject to an Award.

(f) Exercise Period of Stock Options:

December 7, 2017 - December 7, 2024

(g) Terms and Conditions of Stock Options:

Satisfaction of the eligibility as a participant to the Plan in accordance with the terms and conditions under the Plan including the below provisions;

Unless otherwise provided for by the Administrator prior to the Awardee's Termination of Employment, upon an Awardee's Termination of Employment, any outstanding Nonstatutory Stock Option granted to such Awardee, whether vested or unvested, to the extent not theretofore exercised, shall terminate immediately upon the Awardee's Termination of Employment.

(h) Amount to be Transferred into Capital:

US\$0.01 (¥1) per share.

(i) Matters Relating to Transfer of Stock Options:

Not transferable

Unless determined otherwise by the Administrator, Stock Options may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by beneficiary designation, will or by the laws of descent or distribution.

(3) **Method of Issuance of Stock Options:**

The Stock Options are to be offered to 445 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, Canada, China, Denmark, France, Germany, Hong Kong, India, Ireland, Israel, Italy, Netherlands, Republic of Korea, Singapore, Spain, Sweden, Switzerland, Taiwan, United Arab Emirates, United Kingdom, United States of America

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

Amount of Proceeds:

US\$112,648,802.40 (JPY 13,062,755,126)

(note) The amount of proceeds is the sum of the total issue price of the Stock Options and the amount of payment upon exercise of the Stock Options, US\$ 112,656,302.40 (JPY 13,063,624,826), net of US\$ 7,500 (JPY 869,700) 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 Options (US\$ 112,648,802.40 (JPY 13,062,755,126)) 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**

December 7, 2016

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

Not applicable.

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

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:

Common Stock: US\$ 17 million (JPY 1,971million) as of November 30, 2016.

(b) Number of Outstanding Shares:

Common Stock: 1,664,817,197 shares as of November 30, 2016.