

## 【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10月11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)
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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=110.65円の換算率(平成29年9月14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】

2017年10月9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、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年従業員株式購入プラン（以下「本プラン」という。）に基づき、当社又はその特定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。）60,612名を対象とした、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2017年11月1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る。本プランは、当社取締役会の書面による全会一致の同意により2015年9月22日に採択され、当社の唯一の株主の書面による全会一致の同意により2015年10月8日に承認された。

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 Purchase 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 Purchase Period shall commence on November 1, 2017 and end on April 30, 2018. 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 currently equal to 95% of the Fair Market Value\* of the Common Stock on the Purchase Date (April 30, 2018). However, no Participant may (i) accrue rights to purchase Common Stock at a rate that exceeds \$25,000 of the fair market value of such stock for each calendar year in which the Stock Purchase Rights would be outstanding at any time; or (ii) purchase more than 5,000 shares of the Company's Common Stock during any Purchase Period (the "Maximum Share Amount"). Assuming that all Participants participate and contribute the maximum amount of US\$ 23,750 (95% x US\$ 25,000), the estimated maximum amount of Contributions during the Purchase Period (from November 1, 2017 through April 30, 2018) shall be US\$ 1,439,535,000 (JPY 159,284,547,750). 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\$ 12.80 (JPY 1,416)) of the closing price of the Company's Common Stock as reported on the New York Stock Exchange ("NYSE") on September 14, 2017 (US\$ 13.47) (JPY 1,490). 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 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, which is the last trading day of the Purchase Period.

The maximum number of shares that may be issued, pursuant to the Plan, shall total 80,000,000.

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 Stock Purchase Rights Granted:** 112,463,671

(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 (November 1, 2017 through April 30, 2018) has not yet been determined, and therefore, assuming that all Participants participate in the Plan and contribute at the maximum amount of US\$ 23,750 (95% x US\$ 25,000), the estimated maximum amount of Contributions during such Purchase Period shall be US\$ 1,439,535,000 (JPY 159,284,547,750). The "Number of Stock Purchase Rights Issued" shall be calculated by dividing the above estimated maximum amount of Contributions by 95% (US\$ 12.80) (JPY 1,416) of the closing price of the Company's Common Stock as reported on the NYSE on September 14, 2017 (US\$13.47) (JPY 1,490).*

(b) **Issue Price (per Stock Purchase Right):** US\$ 0 (JPY 0).

(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.

112,463,671 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 Purchase Date of the Stock Purchase Rights, using the funds accumulated by means of the Participants' authorized payroll deductions 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 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 Purchase Period (assuming that all Participants participate in the Plan and contribute the maximum amount of US\$ 23,750 (95% x US \$25,000)) (i.e., US\$ 1,439,535,000 (JPY 159,284,547,750)) by 95% (US\$ 12.80) (JPY 1,416) of the closing price of the Company's Common Stock as reported on the NYSE on September 14, 2017 (US\$ 13.47) (JPY 1,490) See above note under (2)(a)).*

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

US\$ 12.80 (JPY1,416) per Stock Purchase Right.

Total Amount of Payment upon Exercise of Stock Purchase Rights:

US\$ 1,439,535,000 (JPY 159,284,547,750)

*(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 or extraordinary cash 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 shall 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 for an equitable adjustment 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\$ 12.80) (JPY1,416) of the closing price of the Company's Common Stock as reported on the NYSE on September 14, 2017 (US\$ 13.47) (JPY 1,490) 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 (April 30, 2018). (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:

April 30, 2018

*(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 (JPY 1) 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 60,612 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, Egypt, Finland, France, Germany, Greece, Hong Kong, Hungary, India, Ireland, Israel, Italy, Korea, Lithuania, Luxembourg, Malaysia, Mexico, the Netherlands, New Zealand, Norway, Peru, Philippines, Poland, Portugal, Puerto Rico, Romania, Singapore, Slovakia, 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\$1,439,527,500 (JPY 159,283,717,875)

*(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\$1,439,535,000)(JPY 159,284,547,750), net of US\$ 7,500 (JPY829,875) 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\$1,439,527,500) (JPY 159,283,717,875) 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

November 1, 2017

(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:**

Common Stock: US\$ 16 million (JPY 1,770.4 million) as of July 31, 2017

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

Common Stock: 1,619,464,166 shares as of August 31, 2017