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HEWLETT PACKARD CO
Form 8-K/A
September 13, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-1004

FORM 8-K/A

CURRENT REPORT PURSUANT TO SECTION 13 OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): AUGUST 31, 2001

HEWLETT-PACKARD COMPANY
(Exact name of Registrant as specified in its charter)

DELAWARE	1-4423	94-1081436
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification Number)

3000 HANOVER STREET
PALO ALTO, CA 94304
(Address of principal executive offices)

(650) 857-1501
(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS

On September 4, 2001, the Company entered into an Agreement and Plan of Reorganization (the "Merger Agreement") by and among the Company, Heloise Merger Corporation, a Delaware corporation and wholly-owned subsidiary of the Company, and Compaq Computer Corporation, a Delaware corporation. A copy of the Merger Agreement is attached as an exhibit to a Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on September 4, 2001 (the "Current Report"). This Current Report on Form 8-K/A amends the Current Report as indicated below.

The Merger Agreement filed as an exhibit to the Current Report contains an error in the number of authorized shares of Common Stock, par value \$0.01 per share, of the Company set forth in Section 3.2(a) thereof. Section 3.2(a) of the Merger Agreement should read in its entirety as follows:

(a) CAPITAL STOCK. The authorized capital stock of HP consists of: (i) 9,600,000,000 shares of HP Common Stock, par value \$0.01 per share and (ii) 300,000,000 shares of preferred stock, par value \$0.01 per share (the "HP PREFERRED STOCK"), of which 4,500,000 shares have been designated as Series A Participating Preferred Stock, all of which will be reserved for issuance upon

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exercise of preferred stock purchase rights (the "HP RIGHTS") issuable pursuant to the rights agreement approved by the Board of Directors of HP in connection with its approval of this Agreement substantially in the form previously provided to Compaq (the "HP RIGHTS AGREEMENT"). At the close of business on July 31, 2001: (i) 1,939,159,231 shares of HP Common Stock were issued and outstanding, (ii) no shares of HP Common Stock were issued and held by HP in its treasury, and (iii) no shares of HP Preferred Stock were issued and outstanding. All of the outstanding shares of capital stock of HP are, and all shares of capital stock of HP which may be issued as contemplated or permitted by this Agreement will be, when issued, duly authorized and validly issued, fully paid and nonassessable and not subject to any preemptive rights.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEWLETT-PACKARD COMPANY

Date: September 10, 2001

By: /s/ Charles N. Charnas

Charles N. Charnas
Assistant Secretary