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HEWLETT PACKARD CO
Form S-4/A
December 04, 2001

As filed with the Securities and Exchange Commission on December 4, 2001

Registration No. 333-73454

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1

TO

FORM S-4
REGISTRATION STATEMENT
Under
The Securities Act of 1933

HEWLETT-PACKARD COMPANY
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation or
Organization)

3570
(Primary Standard
Industrial
Classification Code
Number)

94-1081436
(I.R.S. Employer
Identification Number)

3000 Hanover Street
Palo Alto, California 94304
(650) 857-1501
(Address, Including Zip Code, and Telephone Number, Including Area Code, of
Registrant's Principal Executive Offices)

Carleton S. Fiorina
Chairman of the Board and Chief Executive Officer
HEWLETT-PACKARD COMPANY
3000 Hanover Street
Palo Alto, California 94304
(650) 857-1501
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,
of Agent For Service)

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Copies to:

Ann O. Baskins, Esq. Charles N. Charnas, Esq. Melanie D. Vinson, Esq. Matthew L. Jacobson, Esq. HEWLETT-PACKARD COMPANY 3000 Hanover Street Palo Alto, California 94304 (650) 857-1501	Larry W. Sonsini, Esq. Martin W. Korman, Esq. Robert D. Sanchez, Esq. WILSON SONSINI GOODRICH & ROSATI PROFESSIONAL CORPORATION 650 Page Mill Road Palo Alto, California 94304 (650) 493-9300	Michael D. Capellas Chairman of the Board and Chief Executive Officer COMPAQ COMPUTER CORPORATION 20555 SH 249 Houston, Texas 77070 (281) 514-8705	Thomas C. Linda S. James P. S. COMPA COR 205 Houston (281
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Roger S. Aaron, Esq. SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000	Kenton J. King, Esq. Celeste E. Greene, Esq. SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 525 University Avenue Suite 1100 Palo Alto, California 94301 (650) 470-4500
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Approximate date of commencement of proposed sale to the public: Upon completion of the merger described herein.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Pr Off
Common Stock, par value \$0.01 per share, and associated preferred share purchase rights (3).....	1,201,450,898 shares	\$7.63	\$1

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- (1) Based upon the maximum number of shares of common stock, par value \$0.01 per share, of Hewlett-Packard Company, a Delaware corporation, that may be issued in connection with the merger described herein.
 - (2) Estimated solely for purposes of calculating the registration fee required by the Securities Act of 1933, as amended, and computed pursuant to Rules 457(f) and (c) under the Securities Act based on (i) \$7.63, the average of the high and low per share prices of common stock, par value \$0.01 per share, of Compaq Computer Corporation, a Delaware corporation, as reported on the New York Stock Exchange composite transactions tape on November 12, 2001 and (ii) the maximum number of shares of Compaq common stock to be canceled in connection with the merger described herein.
 - (3) The preferred share purchase rights, which are attached to the shares of HP common stock being registered hereunder, will be issued for no additional consideration. Accordingly, no additional registration fee is payable.
 - (4) Previously paid.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This amendment is being filed solely to file certain exhibits previously omitted. No changes have been made to Part I or Part II of this registration statement, other than Item 21 (Exhibits and Financial Statement Schedules) of Part II. In particular, there have been no changes to Item 20 (Indemnification of Officers and Directors) or Item 22 (Undertakings) of Part II. Accordingly, Part I is not being filed herewith. Part II is being filed in its entirety, as amended.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 20. Indemnification of Officers and Directors

Section 145 of the General Corporation Law of the State of Delaware authorizes a court to award or a corporation's board of directors to grant indemnification to directors and officers in terms that are sufficiently broad to permit indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933. HP's certificate of incorporation contains a provision eliminating the personal liability of its directors to the company or its shareowners for breach of fiduciary duty as a director to the fullest extent permitted by applicable law. HP's bylaws provide for the mandatory indemnification of our directors and officers to the maximum extent permitted by Delaware law. HP's bylaws also provide (i) that we may expand the scope of the indemnification by individual contracts with our directors and officers, and (ii) that we shall

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not be required to indemnify any director or officer unless the indemnification is required by law, if the proceeding in which indemnification is sought was brought by a director or officer, it was authorized in advance by our board of directors, the indemnification is provided by us, in our sole discretion pursuant to powers vested in us under the Delaware law, or the indemnification is required by individual contract. In addition, our bylaws give us the power to indemnify our employees and agents to the maximum extent permitted by Delaware law.

Item 21. Exhibits and Financial Statement Schedules

Exhibit

Number Exhibit Description

- 2.1 Agreement and Plan of Reorganization, dated as of September 4, 2001, by and among the reg Heloise Merger Corporation and Compaq Computer Corporation, previously filed.(1)
- 5.1 Form of legal opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, prev filed.(2)
- 8.1 Tax opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, to be filed by amendment.
- 8.2 Tax opinion of Skadden, Arps, Slate, Meagher & Flom LLP, to be filed by amendment.
- 23.1 Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibi and 8.1), to be filed by amendment.
- 23.2 Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 8.2), to be file amendment.
- 23.3 Consent of Ernst & Young LLP, Independent Auditors, previously filed.
- 23.4 Consent of Ernst & Young LLP, Independent Auditors, previously filed.
- 23.5 Consent of PricewaterhouseCoopers LLP, Independent Accountants, previously filed.
- 23.6 Consent of PricewaterhouseCoopers LLP, Independent Accountants, previously filed.
- 24.1 Power of Attorney, previously filed.
- 99.1 Form of Proxy for the registrant, filed herewith.

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Exhibit

Number Exhibit Description

- 99.2 Form of Proxy for Compaq Computer Corporation, filed herewith.
- 99.3 Opinion of Goldman, Sachs & Co., financial advisor to the registrant, previously filed.(3)
- 99.4 Opinion of Salomon Smith Barney, Inc., financial advisor to Compaq Computer Corporation, previously filed.(4)
- 99.5 Consent of Goldman, Sachs & Co., financial advisor to the registrant, previously filed.
- 99.6 Consent of Salomon Smith Barney, Inc., financial advisor to Compaq Computer Corporation, previously filed.
- 99.7 Consent of Michael D. Capellas to be named as a director of the registrant upon completio merger, to be filed by amendment.
- 99.8 Form of admission ticket and driving directions to special meeting of HP shareowners, to amendment.

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- (1) Included as Annex A to the joint proxy statement/prospectus forming a part of this registration statement.
 - (2) The executed legal opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation will be filed by amendment.
 - (3) Included as Annex B to the joint proxy statement/prospectus forming a part of this registration statement.
 - (4) Included as Annex C to the joint proxy statement/prospectus forming a part of this registration statement.

Item 22. Undertakings

The undersigned registrant hereby undertakes:

(1) that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference into this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(2) insofar as indemnification for liabilities under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described in Item 20 above, or otherwise, the registrant has been advised that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. If a claim of indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in a successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue;

(3) to respond to requests for information that is incorporated by reference into the prospectus pursuant to Item 4, 10(b), 11 or 13 of this Form S-4, within one business day of receipt of any such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed after the effective date of the registration statement through the date of responding to such request; and

(4) to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly

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caused this Amendment No. 1 to the registrant's registration statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Palo Alto, state of California, on December 4, 2001.

HEWLETT-PACKARD COMPANY

By: /S/ CHARLES N. CHARNAS

Name: Charles N. Charnas

Title: Assistant Secretary and Senior
Managing Counsel

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to the registrant's registration statement on Form S-4 has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- Carleton S. Fiorina	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	December 4, 2001
* ----- Robert P. Wayman	Executive Vice President, Finance and Administration, Chief Financial Officer and Director (Principal Financial Officer)	December 4, 2001
* ----- Jon E. Flaxman	Vice President and Controller (Principal Accounting Officer)	December 4, 2001
* ----- Philip M. Condit	Director	December 4, 2001
* ----- Patricia C. Dunn	Director	December 4, 2001
* ----- Sam Ginn	Director	December 4, 2001
* -----	Director	December 4, 2001

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Richard A. Hackborn

----- Director
 Walter B. Hewlett

* Director December 4, 2001

 George A. Keyworth II

* Director December 4, 2001

 Robert E. Knowling, Jr.

/s/ CHARLES N. CHARNAS
 *By:

 Charles N. Charnas
 (Attorney-in-fact)

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