

HEWLETT PACKARD CO
Form 8-K
September 28, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

September 28, 2011

Date of Report (Date of Earliest Event Reported)

HEWLETT-PACKARD COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction

of incorporation)

1-4423
(Commission File Number)

94-1081436
(I.R.S. Employer

Identification No.)

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

94304
(Zip code)

(650) 857-1501

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On August 18, 2011, Hewlett-Packard Company (HP) and Hewlett-Packard Vision B.V. (HP Vision), an indirect wholly-owned subsidiary of HP, entered into an Offer Agreement with Autonomy Corporation plc (Autonomy). Pursuant to the Offer Agreement, HP announced pursuant to Rule 2.5 of the United Kingdom City Code on Takeovers and Mergers the terms of a recommended cash offer (the Offer) under which HP, acting through HP Vision, would acquire the entire issued and to be issued share capital of Autonomy for £25.50 (\$42.11) per share in cash. The full terms of, and conditions to, the Offer are set forth in the offer document issued by HP Vision on August 22, 2011 (the Offer Document).

As previously reported, on September 13, 2011, HP confirmed that (i) filings have been made in the United States under the Hart-Scott-Rodino Antitrust Improvements Act 1976 (the HSR Act) and in Austria, Germany and Ireland in relation to the conditions of the Offer, and (ii) the waiting period under the HSR Act expired with respect to the Offer on September 2, 2011.

On September 28, 2011, HP confirmed that the condition to the Offer relating to antitrust clearances in Austria, Germany and Ireland has been satisfied. Accordingly, HP is not currently aware of any impediment to the Offer being declared unconditional in all respects on October 3, 2011 other than the satisfaction of the acceptance condition, which requires acceptance of the Offer by the holders of at least 75% of the Autonomy share capital.

The Offer, which remains subject to the terms and conditions set out in the Offer Document, will remain open for acceptance until 10:00 a.m. (London time) on October 3, 2011, and HP will provide an update regarding the number of acceptances received thereafter.

SIGNATURE

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

HEWLETT-PACKARD COMPANY

DATE: September 28, 2011

By: /s/ Paul T. Porrini
Name: Paul T. Porrini
Title: Vice President, Deputy General Counsel and
Assistant Secretary