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HEWLETT PACKARD CO
Form POS EX
February 05, 2002

As filed with the Securities and Exchange Commission on February 5, 2002
Registration No. 333-73454

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE

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 | 3570 | 94-1081436 |
| (State or Other | (Primary Standard Industrial | (I.R.S. Employer |
| Jurisdiction of | Classification Code Number) | Identification Number) |
| Incorporation or | | |
| Organization) | | |

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:

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Melanie D. Vinson, Esq.
Matthew L. Jacobson, Esq.
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(650) 857-1501

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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

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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

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. 333-73454

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This Post-Effective Amendment No. 1 is being filed solely to file Exhibit 99.1, the Form of Proxy for the registrant, as amended. 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.

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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 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.
- 5.1 Legal opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, previously f
- 8.1 Tax opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, previously fil
- 8.2 Tax opinion of Skadden, Arps, Slate, Meagher & Flom LLP, previously filed.
- 23.1 Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibi and 8.1), previously filed.
- 23.2 Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 8.2), previously
- 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.
- 99.2 Form of Proxy for Compaq Computer Corporation, previously filed.

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Exhibit

Number Exhibit Description

- 99.3 Opinion of Goldman, Sachs & Co., financial advisor to the registrant, previously filed.
- 99.4 Opinion of Salomon Smith Barney, Inc., financial advisor to Compaq Computer Corporation, previously filed.
- 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 completion of merger, previously filed.

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 caused this Post-Effective 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 February 5, 2002.

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 Post-Effective 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) | February 5, 2002 |
| * ----- Robert P. Wayman | Executive Vice President, Finance and Administration, Chief Financial Officer and Director (Principal Financial Officer) | February 5, 2002 |
| * ----- Jon E. Flaxman | Vice President and Controller (Principal Accounting Officer) | February 5, 2002 |
| * ----- Philip M. Condit | Director | February 5, 2002 |
| * ----- Patricia C. Dunn | Director | February 5, 2002 |
| * ----- Sam Ginn | Director | February 5, 2002 |

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* Director February 5, 2002

Richard A. Hackborn

----- Director
Walter B. Hewlett

* Director February 5, 2002

George A. Keyworth II

* Director February 5, 2002

Robert E. Knowling, Jr.

*By: /s/ CHARLES N. CHARNAS

Charles N. Charnas
(Attorney-in-fact)

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