

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 78351 / July 15, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-15832

In the Matter of

**HEWLETT-PACKARD
COMPANY,**

Respondent.

**AMENDED ORDER INSTITUTING
CEASE-AND-DESIST PROCEEDINGS
PURSUANT TO SECTION 21C OF THE
SECURITIES EXCHANGE ACT OF 1934,
MAKING FINDINGS, AND IMPOSING A
CEASE-AND-DESIST ORDER**

I.

On April 9, 2014, the Securities and Exchange Commission (“Commission”) entered an Order Instituting Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order against Hewlett-Packard Company (“HP Co.”) in Administrative Proceeding No. 3-15832 (the “HP Co. Order”). Pursuant to Section IV.C. of the HP Co. Order, the Commission imposed certain compliance and reporting obligations upon HP Co., including the obligation to provide annual reports at no less than twelve-month intervals for a period of three years to the Commission regarding the implementation of anti-corruption compliance measures and to promptly disclose to the Commission credible evidence of corrupt payments (collectively, the “Compliance and Reporting Obligations”).

Effective November 2, 2015, HP Co. separated into two independent, publicly traded companies, Hewlett Packard Enterprise Company (“HPE”) and HP Inc. (“HPI”). As a matter of corporate form, HP Co. changed its name to HPI following the separation. HPE is a newly-formed legal entity which did not exist at the time that the HP Co. Order was entered. Although not a party to the HP Co. Order, HPE has submitted a Consent to Order agreeing to the issuance of this Amended Order, pursuant to which HPE will fulfill the Compliance and Reporting Obligations arising under the HP Co. Order for the balance of its term. HPE’s Consent is submitted solely for the purpose of fulfilling certain undertakings ordered by the Commission against HP Co. in Section IV.C. of the HP Co. Order, with the express understanding that this Consent does not constitute an assignment of the HP Co. Order to HPE, does not make HPE a party to the HP Co. Order, and does

not result in any findings against HPE. HPI has submitted a Consent to Order agreeing to the issuance of this Amended Order and agreeing to be relieved of certain Compliance and Reporting Obligations in Section IV.C. of the HP Co. Order. HPI will continue to comply with the undertakings in the HP Co. Order requiring that HPI promptly disclose to the Commission credible evidence of corrupt payments as set forth in paragraph III below. The Commission has determined to accept the Consents of HPE and HPI.

II.

Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, HPE and HPI consent to the Commission's jurisdiction over them and to the entry of this Amended Order Instituting Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order ("Amended Order") as set forth below.

III.

On the basis of the Consents of HPE and HPI, and in view of the foregoing, the Commission deems it appropriate and it is hereby ORDERED that:

A. From the date of the Amended Order, HPE shall fulfill the Compliance and Reporting Obligations set forth in Section IV.C. of the HP Co. Order;

B. From the date of the Amended Order, HPI shall be relieved of the Compliance and Reporting Obligations set forth in Section IV.C. of the HP Co. Order, except that HPI will continue to comply with the obligation to promptly report misconduct to the Commission staff, should HPI discover credible evidence, not already reported to the Commission staff, that questionable or corrupt payments or questionable or corrupt transfers of property or interests may have been offered, promised, paid, or authorized by HPI, or any entity or person while working directly for HPI, or that related false books and records have been maintained.

By the Commission.

Brent J. Fields
Secretary