

HP INC
Form 8-K
March 09, 2018

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

March 9, 2018
Date of Report
(Date of Earliest
Event Reported)
HP Inc.
(Exact name of
registrant as
specified in its
charter)

| | | |
|---|--------------------------------|---|
| DELAWARE | 1-4423 | 94-1081436 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

1501 PAGE MILL ROAD,
PALO ALTO, CA 94304
(Address of principal executive
offices) (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On March 9, 2018, HP Inc. (the “Company”) announced the commencement of (i) cash tender offers for up to \$1.75 billion in aggregate principal amount of its outstanding 4.650% Global Notes due December 2021 (the “December 2021 Notes”), 4.375% Global Notes due September 2021, 4.300% Global Notes due June 2021, 4.050% Global Notes due September 2022, 3.750% Global Notes due December 2020, 6.000% Global Notes due September 2041 and 2.75% Global Notes due January 2019 and (ii) a related solicitation of consents from holders of the December 2021 Notes to certain amendments to the indenture under which the December 2021 Notes were issued (such tender offers and consent solicitation are collectively referred to as the “Tender Offer”). A copy of the news release announcing the Tender Offer, and which describes the Tender Offer in greater detail, is hereby incorporated by reference and attached hereto as Exhibit 99.1.

The foregoing description and the other information in this Current Report on Form 8-K regarding the Tender Offer are included in this report solely for informational purposes. The information reported in this Item 7.01, including the material attached as Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

Forward-looking statements

This document contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such statements involve risks, uncertainties and assumptions. If such risks or uncertainties materialize or such assumptions prove incorrect, the results of the Company and its consolidated subsidiaries could differ materially from those expressed or implied by such forward-looking statements and assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including any statements of the plans, strategies and objectives of the Company for future operations; any statements regarding the Tender Offer; any other statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. Other important factors that could cause the statements made in this document or the actual results of operations or financial condition of the Company to differ include, without limitation, that the Tender Offer is subject to market conditions and a number of other conditions and approvals, and the final terms of the Tender Offer may vary substantially as a result of market and other conditions. There can be no assurance that the Tender Offer will be completed as described herein or at all. Risks, uncertainties and assumptions include the possibility that expected benefits may not materialize as expected and other risks that are described in the Company’s filings with the Securities and Exchange Commission, including but not limited to the risks described in the Company’s Annual Report on Form 10-K for the fiscal year ended October 31, 2017 and the Company’s other filings with the Securities and Exchange Commission. The Company assumes no obligation and does not intend to update these forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

| | |
|-------------------|-------------|
| Exhibit Number | Description |
|-------------------|-------------|

Exhibit 99.1 HP Inc. News Release dated March 9, 2018.

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.

HP Inc.

DATE: March 9, 2018 By: /s/ Ruairidh Ross
Name: Ruairidh Ross
Title: Deputy General Counsel
and Assistant Secretary

EXHIBIT INDEX

Exhibit Number Description

Exhibit 99.1 HP Inc. News Release dated March 9, 2018.