

HP INC
Form 3
November 12, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--|--|---|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â COUGHLIN RON | | (Month/Day/Year) | HP INC [HPQ] | |
| (Last) | (First) | (Middle) | 11/01/2015 | |
| C/O HP INC.,Â 1501 PAGE MILL ROAD | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | |
| PALO ALTO,Â CAÂ 94304 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President, Personal Systems | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 13,331.754 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Expiration Date | Title | | |

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| | | | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|---------------------------|--------------|----------------------------------|-------------------|----------------------------------|---|
| Employee Stock Option (right to buy) | 12/06/2013 ⁽¹⁾ | 12/06/2020 ⁽³⁾ | Common Stock | 40,000 | \$ 13.83 | D | Â |
| Employee Stock Option (right to buy) | 12/11/2014 ⁽¹⁾ | 12/11/2021 ⁽³⁾ | Common Stock | 25,000 | \$ 26.99 | D | Â |
| Employee Stock Option (right to buy) | 09/17/2015 ⁽¹⁾ | 12/10/2022 ⁽³⁾ | Common Stock | 30,000 | \$ 37.36 | D | Â |
| Employee Stock Option (right to buy) | 10/30/2016 ⁽²⁾ | 10/30/2023 ⁽³⁾ | Common Stock | 217,822 | \$ 26.96 | D | Â |
| Restricted Stock Units | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock | 8,724.3664 | \$ ⁽⁴⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁵⁾⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock | 4,333.1832 | \$ ⁽⁴⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁵⁾⁽⁸⁾ | Â ⁽⁸⁾ | Common Stock | 6,807.8919 | \$ ⁽⁴⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁹⁾ | Â ⁽⁹⁾ | Common Stock | 64,911 | \$ ⁽⁴⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COUGHLIN RON C/O HP INC. 1501 PAGE MILL ROAD PALO ALTO, CA 94304 | Â | Â | Â President, Personal Systems | Â |

Signatures

Katie Colendich as Attorney-in-Fact for Ron Coughlin 11/12/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This option became exercisable beginning on this date.

The performance contingent stock options will vest 33.3% on each of the first two anniversaries of the grant date, and 33.4% on the third anniversary, in each case subject to the satisfaction of certain stock price performance conditions being met within five years following the grant date.

(3) This option is no longer exercisable beginning on this date.

(4) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

(5)

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On 07/29/15 the Issuer announced approved amendments to certain outstanding long-term incentive awards that were originally scheduled to vest between 09/18/15 and 12/31/15, to provide for the accelerated vesting on 09/17/15.

(6) On 07/26/13 the reporting person was granted 25,000 restricted stock units ("RSUs"), 8,333 of which vested on each of 07/26/14 and 07/26/15, and 8,334 of which will vest on 07/26/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on the Issuer's common stock. The number of derivative securities in column 5 includes 390.3664 vested dividend equivalent rights accrued but not released since the grant date.

(7) On 12/11/13 the reporting person was granted 12,500 RSUs, 4,166 of which vested on 12/11/14, 4,167 of which vested early on 09/17/15, and 4,167 of which will vest on 12/11/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on the Issuer's common stock. The number of derivative securities in column 5 includes 166.1832 vested dividend equivalent rights accrued but not released since the grant date.

(8) On 12/10/14 the reporting person was granted 10,000 RSUs, 3,333 of which vested early on 09/17/15, 3,333 of which will vest on 12/10/16, and 3,334 of which will vest on 12/10/17. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on the Issuer's common stock. The number of derivative securities in column 5 includes 140.8919 vested dividend equivalent rights accrued but not released since the grant date.

(9) On 10/30/15 the reporting person was granted 64,911 RSUs, 21,637 of which will vest on each of 10/30/16, 10/30/17, and 10/30/18. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.