

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	
FLAXMAN JON E		(Month/Day/Year)	HP INC [HPQ]	
(Last)	(First)	(Middle)	11/01/2015	
C/O HP INC., 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, CA 94304			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)     (specify below) Chief Operating Officer	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	0	D	

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

SEC 1473 (7-02)

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**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 <sup>(1)</sup>	12/06/2020 <sup>(3)</sup>	Common Stock	20,000	\$ 13.83	D	Â
Employee Stock Option (right to buy)	12/11/2014 <sup>(1)</sup>	12/11/2021 <sup>(3)</sup>	Common Stock	17,000	\$ 26.99	D	Â
Employee Stock Option (right to buy)	09/17/2015 <sup>(1)</sup>	12/10/2022 <sup>(3)</sup>	Common Stock	23,100	\$ 37.36	D	Â
Employee Stock Option (right to buy)	10/30/2016 <sup>(2)</sup>	10/30/2023 <sup>(3)</sup>	Common Stock	217,822	\$ 26.96	D	Â
Restricted Stock Units	Â <sup>(5)</sup>	Â <sup>(5)</sup>	Common Stock	7,116.2792	\$ <sup>(4)</sup>	D	Â
Restricted Stock Units	Â <sup>(6)</sup>	Â <sup>(6)</sup>	Common Stock	5,894.0882	\$ <sup>(4)</sup>	D	Â
Restricted Stock Units	Â <sup>(7)</sup>	Â <sup>(7)</sup>	Common Stock	7,863.1693	\$ <sup>(4)</sup>	D	Â
Restricted Stock Units	Â <sup>(8)</sup>	Â <sup>(8)</sup>	Common Stock	22,952.286	\$ <sup>(4)</sup>	D	Â
Restricted Stock Units	Â <sup>(9)</sup>	Â <sup>(9)</sup>	Common Stock	64,911	\$ <sup>(4)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLAXMAN JON E C/O HP INC. 1501 PAGE MILL ROAD PALO ALTO, CA 94304	Â	Â	Â Chief Operating Officer	Â

## Signatures

Katie Colendich as Attorney-in-Fact for Jon Flaxman  
 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.
  - (2) This option is no longer exercisable beginning on this date.

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

On 12/06/12 the reporting person was granted 20,000 restricted stock units ("RSUs"), 6,666 of which vested on 12/06/13, 6,667 of which vested on 12/06/14, and 6,667 of which will vest on 12/06/15. 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 449.2792 vested dividend equivalent rights accrued but not released since the grant date.

- (5) On 12/11/13 the reporting person was granted 8,500 RSUs, 2,833 of which vested on 12/11/14, 2,833 of which will vest on 12/11/15, and 2,834 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 227.0882 vested dividend equivalent rights accrued but not released since the grant date.

- (6) On 12/10/14 the reporting person was granted 7,700 RSUs, 2,566 of which will vest on 12/10/15, and 2,567 of which will vest on each of 12/10/16 and 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 163.1693 vested dividend equivalent rights accrued but not released since the grant date.

- (7) On 04/27/15 the reporting person was granted 22,679 RSUs, 7,559 of which will vest on 04/27/16, and 7,560 of which will vest on each of 04/27/17 and 04/27/18. 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 273.286 vested dividend equivalent rights accrued but not released since the grant date.

- (8) 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.

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