HP Inc.

2016 Annual Report
2017 Proxy Statement

About us

Our vision is to create technology that makes life better for everyone, everywhere — every person, every organization, and every community around the globe. This motivates us — inspires us — to do what we do. To make what we make. To invent, and to reinvent. To engineer experiences that amaze. We won't stop pushing ahead, because you won't stop pushing ahead. You're reinventing how you work. How you play. How you live. With our technology, you'll reinvent your world.

This is our calling. This is a new HP.

Keep reinventing.

www.hpannualmeeting.com

Expand your Annual Meeting experience using your computer, tablet or cellphone. Our new Annual Meeting website features enriched content including videos and interviews, interactive disclosures and links to vote.

Message from our President and CEO

Our journey to reinvent is just beginning

Dear Stockholders:

The end of fiscal 2016 concluded HP Inc.'s first year as an independently traded, Fortune 100 corporation, following the successful completion of the largest corporate separation in history.

We began our reinvention journey and made a commitment to you, our stockholders, that we would provide reliable returns and predictable cash flow, while also building a strong foundation for future growth. I'm proud to report that we delivered on our financial promises while solidifying our leadership in the global Personal Systems, Printing and 3D Printing categories.

Despite volatile macroeconomic conditions and the continuing challenges of maturing markets, we outperformed our competitors and the market as a whole, taking profitable share in both Printing and Personal Systems categories, proving that we can execute in both up and down markets. Our strategy and vision is disciplined and paying off.

During the course of the year, we created an entirely new line of business printers and announced the strategic acquisition of Samsung's printer business to strengthen our competitive position and accelerate disruption in the $55 billion A3 copier space. We reinvigorated our Graphics business and innovated in consumer printing and services. As network and device security intensified as a global concern, HP met the challenge with the world's most secure printers. We also introduced the world's most advanced, production ready 3D printers and are partnering with materials, technology, academic and manufacturing leaders to accelerate this emerging industry.

In Personal Systems, our product portfolio is the strongest it has been in decades, winning top awards and rave reviews for commercial and consumer devices alike. Our new line of premium devices, including one of the world's thinnest laptops, is creating a bold new perception of the company and taking share from the competition.

At the same time, we returned 72% of free cash flow to our stockholders through dividends and share repurchases and captured savings to reinvest into research and development. And we did all of this while winning international acclaim for corporate social responsibility and taking a leadership role in corporate diversity, inclusion, sustainability, and community involvement.

In short, we're focused every day, every week, and every quarter on reinventing for our customers, partners, stockholders, and employees. That intense focus will continue into fiscal 2017 and beyond, no matter what global economic, political, or industry challenges we encounter.

On behalf of the entire management team, thank you for the opportunity to honor this venerable brand by re-energizing HP's creative, entrepreneurial spirit. We accomplished a great deal in our first year of reinvention, but there is still much more to be done. I'm confident that our most exciting – and rewarding — years are still to come.

Sincerely,

Dion J. Weisler

Strategy

Delivering on our commitments

We delivered on our commitments.

In our first year as a new company, we delivered on our financial commitments and made solid progress across all parts of our business, from the product portfolio to corporate and social responsibility. We are delivering on exactly what we promised to our stockholders: reliable returns, predictable cash flow and long-term growth.

First, we committed to **operational excellence**, and executed four quarters in a row of both GAAP net earnings per share and non-GAAP net earnings per share within or above our outlook ranges. Revenue declines have moderated in line with our expectations, with an increase in net revenues in the fourth quarter of fiscal year 2016 compared to the prior year period. We also implemented more than $1 billion in savings since the separation.

Second, we committed to delivering 50% to 75% of free cash flow to stockholders through share repurchases and dividends, and returned 72% of **free cash flow to stockholders** during the year through $2.0 billion of share repurchases and dividends.

Finally, we said we would invest to make decisions with a **focus on long-term results**. We delivered excellence in our core business during fiscal year 2016, taking profitable share where we chose to play and reinvesting our savings to fund research and development and to innovate in order to accelerate our growth and future initiatives. We are focused on both delivering for today and on building a business for long-term success.

Our strategy.

Our strategy is based on three key pillars: core, growth and future, all of which are supported by a range of incredible innovations.

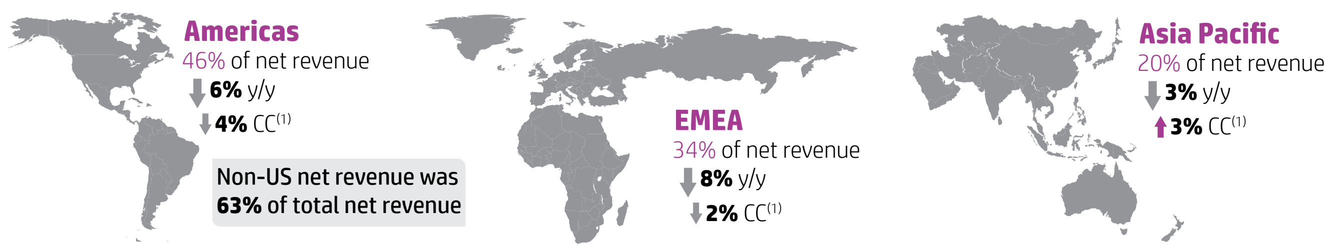
Core	Growth	Future
Our **core** is focused on our Personal Systems and Printing product portfolios. Our core business operates in a $385 billion market and makes up the vast majority of our revenues and our operating profits today. We are working to aggressively protect, defend and innovate in our core by revitalizing the consumer market and driving the commercial market in Printing and leading the commercial market and growing the premium market in Personal Systems.	Profits from our core business enable us to pursue our **growth** markets and capture natural adjacencies that we expect will become more material over the next two to three years. These markets have a total addressable market of approximately $150 billion and include the A3 copier segment and graphics in Printing and commercial mobility in Personal Systems.	Our third pillar, which we refer to as the **future**, is for invention and category creation. We are making investments in world-class R&D innovation in categories that we believe will set us up for results in the next 3 to 10 years. This includes developing and expanding 3D Printing and creating a new immersive computing category in Personal Systems. We believe that these opportunities have a total addressable market of approximately $10 to $30 billion.

Underlying all three strategic pillars is the foundation of services and solutions that we are delivering; everything from Managed Print Services and Instant Ink, all the way through to device-as-a-service, security, manageability and support services. As one of the founders of Silicon Valley, we are building on the legend of HP to create anew. We are reinventing ourselves, our technologies and what tomorrow holds, so that industries, communities and individuals can keep reinventing how they operate and create what matters most to them.

Join us as we keep reinventing.

Performance

How we delivered



Personal systems FY16

Net revenue
$30.0 billion
↓ 5% y/y
↓ 1% CC [1]

Operating profit
$1.2 billion
3.8% of net revenue

Total units	↓	**3% y/y**
Notebooks net revenue	↓	**2% y/y** units ↑ 2% y/y
Desktops net revenue	↓	**9% y/y** units ↓ 7% y/y
Commercial net revenue	↓	**5% y/y**
Consumer net revenue	↓	**5% y/y**

Printing FY16

Net revenue
$18.2 billion
↓14% y/y
↓ 9% CC [1]

Operating profit
$3.1 billion
17.1% of net revenue

Supplies net revenue	↓	**15% y/y** CC[1] ↓10% y/y
Total hardware units	↓	**12% y/y**
Commercial hardware units	↓	**6% y/y**
Consumer hardware units	↓	**15% y/y**

1. CC = Constant currency; adjusted to eliminate the effects of foreign exchange fluctuations.

NOTE: Arrows represent the mathematical direction of the amount the arrow is associated with.

Operating highlights

- Year-over-year print hardware revenue growth in addition to improved average selling prices both year-over-year and sequentially.
- Printing Supplies revenue trajectory on track to stabilize in constant currency by the end of fiscal year 2017.
- Constant currency growth in Graphics for the thirteenth consecutive quarter.
- Instant Ink enrollees grew sequentially, with the highest quarterly enrollment to date in the fourth quarter of fiscal year 2016.
- In Printing, we announced the acquisition of Samsung’s printer business, the A3 platform and 13 laser and 3 ink models, and launched Sprocket, a mobile photo printer and new Indigo platform for Graphics.
- Year-over-year and sequential revenue growth, market share gains and increased operating profit in Personal Systems.
- Share gains in Personal Systems across all three regions, yielding a record high position of 21.4% market share worldwide, outgrowing all major competitors.
- Revenue growth in our strategic areas in Personal Systems, which include consumer premium, gaming, commercial mobility and commercial services.
- In Personal Systems, we launched products like Elite Slice, EliteBook with privacy screen, OMEN gaming, Chromebook 13, Pavilion Wave and Spectre x360.

Board oversight

Our focus on good governance begins with our Board

Governance highlights

Independent board leadership

- ✓ Robust board leadership with non-executive Chairman and Lead Independent Director (“LID”) roles, more details beginning on page 19 of our proxy statement.
- ✓ Our LID participates in a robust stockholder outreach program.
- ✓ Our LID works with our non-executive Chairman to coordinate the annual performance evaluation of the Chief Executive Officer (“CEO”).
- ✓ Our LID works annually with our non-executive Chairman to oversee Board, committee and individual director effectiveness.

Other governance best practices

- ✓ Our Bylaws provide our stockholders with a proxy access right.
- ✓ Our stockholders owning 25% or more of our common stock have a right to call special meetings.
- ✓ All of our key committee members are independent.
- ✓ Directors are elected annually by majority vote in uncontested director elections.
- ✓ Each director nominee has agreed to resign from the Board in the event that he or she fails to receive a majority vote.
- ✓ We have a robust stockholder and investor outreach program.
- ✓ Non-employee directors are expected to own company stock equal to at least five times their annual cash Board retainer within five years.

Introduction

The HP Board of Directors (the “Board”) oversees company strategy and management performance, monitors business performance, and maintains an appropriate framework to mitigate risk.

To fulfill these responsibilities, the Board reviews its composition and performance on an ongoing basis to maintain:

- Diverse and complementary skills and experiences which are appropriate to recognize and seize HP’s strategic opportunities and overcome challenges;
- Diversity of thought, background and culture to bring broad insights into the boardroom; and
- Ongoing education and access to management, employees and customers to enable Directors to develop a sound understanding of HP’s operations and competitive environment to make appropriately informed decisions.

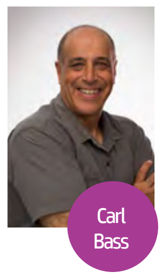
HP director videos

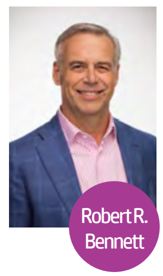
Meet our directors in a new online video series featuring different members of our Board.

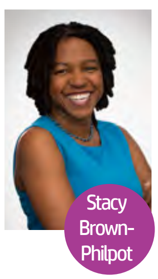
www.hpannualmeeting.com

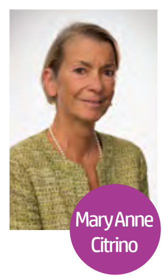
Meet the HP Board

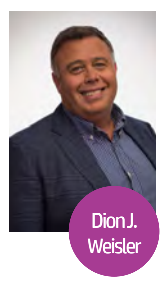
Committed to strong, independent oversight



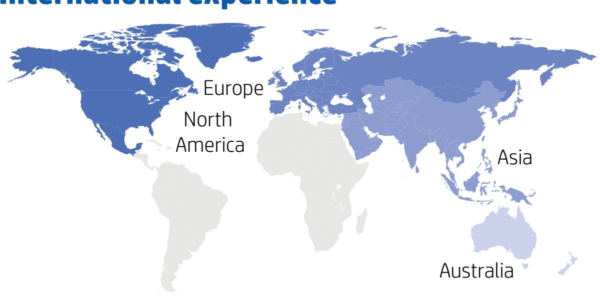






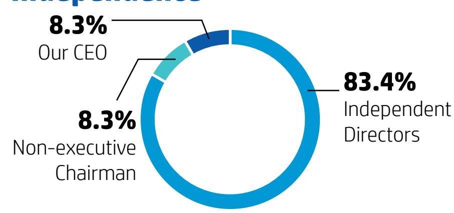


International experience

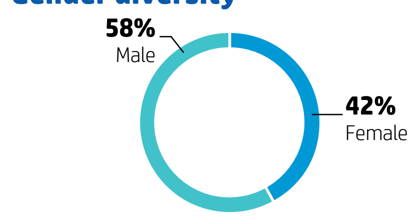


Board composition[2]

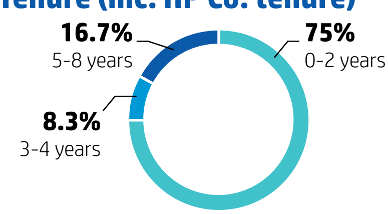
Independence



Gender diversity



Tenure (inc. HP Co. tenure)



(2) Does not include Mr. Gupta, who is not standing for re-election at this annual meeting.

Contact the HP Board*

You can reach us by emailing us at directors@hp.com or by writing to us at:

The HP Board of Directors
1501 Page Mill Road
Palo Alto, CA
94304

(1) Mr. Gupta is not standing for re-election at this annual meeting but will continue serving on the Board until his term expires at the annual meeting. The independent directors expect to, upon a recommendation of the Nominating, Governance and Social Responsibility Committee, appoint a new Lead Independent Director to serve in this role.

* All directors have access to this correspondence. In accordance with instructions from the Board, the Secretary to the Board reviews all correspondence, organizes the communications for review by the Board and posts communications to the full Board or to individual directors, as appropriate. Our independent directors have requested that certain items that are unrelated to the Board's duties, such as spam, junk mail, mass mailings, solicitations, resumes and job inquiries, not be posted.

Communications that are intended specifically for the Chairman of the Board, the Lead Independent Director, other independent directors or the non-employee directors should be sent to the e-mail address or street address noted above, to the attention of the Chairman of the Board.

Meet HP’s executives

Re-energizing HP’s creative, entrepreneurial spirit

Our commitments

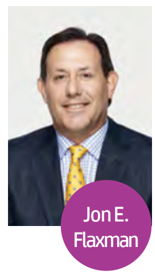
Optimize cost structure

Invest in our growth and future

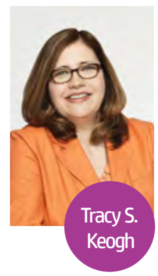
Manage the business for the long term

Operate with integrity, transparency

President, Personal Systems

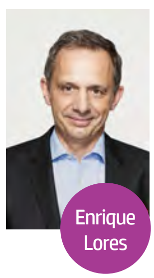


Chief Operating Officer



Chief Human Resources Officer

Chief Financial Officer



President, Printing, Solutions and Services Systems

Global Controller and Head of Finance Services

Chief Legal Officer and General Counsel

President and Chief Executive Officer

Operating in

170 Countries

49,000

employees worldwide as of October 31, 2016

over 70 years of history

Dialogue with HP investors

How we communicate with HP investors

We engage with current HP stockholders on a continual basis to gain insights into governance issues and trends that matter to our investors, and to elicit feedback about our executive compensation program and other topics. We do so in a variety of forums, including in our investor roadshow, which typically occurs in the first quarter of the calendar year.

Our engagement philosophy

- **We believe in having a partnership with our stockholders**
- **We focus on an ongoing, year-round dialogue with our stockholders**
- **We seek to continually improve value for all of our stockholders**
- **We implement changes as a result of feedback from our stockholders**

Who engages with our stockholders?

It is our ongoing conversation with the investor community that allows us to understand and respond to stockholder feedback, and to continue our tireless effort to improve stockholder value. In addition to our investor relations and legal teams, our Executive Leadership Team and our Board of Directors all speak directly to stockholders on an ongoing basis, sharing our progress on the journey of reinventing HP and soliciting feedback on the way.

Our investor calendar

A calendar of events from the 2016 fiscal year, with all of our presentations and webcasts, is available on our investor relations website at **www.hp.com/investor/home**.

November 2015
- Q4 Earnings Conference Call

December 2015
- Credit Suisse 2015: Technology, Media, and Telecom Conference
- Raymond James 2015 Technology Conference
- Barclays 2015 Global Technology, Media, and Telecommunications Conference

February 2016
- Q1 Earnings Conference Call

March 2016
- Morgan Stanley Technology, Media & Telecom Conference
- Susquehanna Semi, Storage & Tech Conference
- Technology Briefing: Graphics Solutions Business

April 2016
- HP Inc. Annual Stockholder Meeting

May 2016
- Q2 Earnings Conference Call
- HP at drupa 2016

June 2016
- Bernstein's 32nd Annual Strategic Decisions Conference
- 2016 Bank of America
- Merrill Lynch Global Technology Conference
- Fireside chat with Dion Weisler and Cathie Lesjak: drupa 2016

August 2016
- Q3 Earnings Conference Call
- Jefferies 2016 Semiconductor, Hardware, and Communications Infrastructure Summit

September 2016
- Citi's 2016 Global Technology Conference
- HP Investor Webcast Regarding HP's Acquisition of Samsung Printer Business
- 2016 Deutsche Bank Technology Conference
- 2016 Mizuho Investment Conference Tokyo

October 2016
- HP Securities Analyst Meeting 2016

Sustainability

Reinventing a better world

Recognized as one of the world's most sustainable companies

Sustainability is a powerful force for innovation and growth, and a differentiator for our business. Customers are increasingly making purchasing decisions based on social and environmental performance, and HP is well-positioned to deliver. Through our technology and actions, we are helping address the greatest challenges we face as a society, including taking tangible action to support 16 of the 17 United Nations Sustainable Development Goals.

Environment

Sustainability is at the heart of how our products are designed, manufactured, used, and recovered. We are helping pioneer a materials- and energy-efficient circular economy—decoupling economic growth from reliance on raw materials. Through our closed loop recycling program, plastic from HP ink and toner cartridges recovered via the 25-years-strong HP Planet Partners program, is combined with other plastics to create billions of new HP cartridges. Transformative service models, such as HP Instant Ink, help reduce waste from everyday printing, while breakthrough technologies, like HP 3D printing solutions, offer promising opportunities for localized manufacturing.

Society

Central to making lives better and communities stronger, HP brings access to quality education, digital literacy, and entrepreneurship training to displaced individuals and underserved populations, wherever they are. For example, HP and partners are providing technology and training to help people displaced by the Syrian conflict learn new skills and improve employment opportunities. In India, HP World on Wheels digital inclusion and learning labs are expected to impact millions of people currently excluded from technology access.

Integrity

Integrity, fairness, and accountability are fundamental to an inclusive society and a thriving business. We are uncompromising in our expectations of ethical behavior by our employees, partners, and suppliers, and we have ambitious, programs and processes in place to safeguard human rights and protect and empower workers throughout our supply chain. We work relentlessly to protect the privacy of our customers' and employees' personal information. We are honored by the confidence our customers and employees place in us and are committed to continuing our leading initiatives on information privacy.

Our sustainability goals

1. Commit to 100% renewable electricity in our global operations with 40% by 2020
2. Achieve zero deforestation associated with HP brand paper and paper-based product packaging by 2020*
3. Reduce the GHG emissions intensity of HP's product portfolio by 25% by 2020, compared to 2010*

* Learn more about our sustainability initiatives and goals at **www.hp.com/sustainability**.

2017

Proxy Statement

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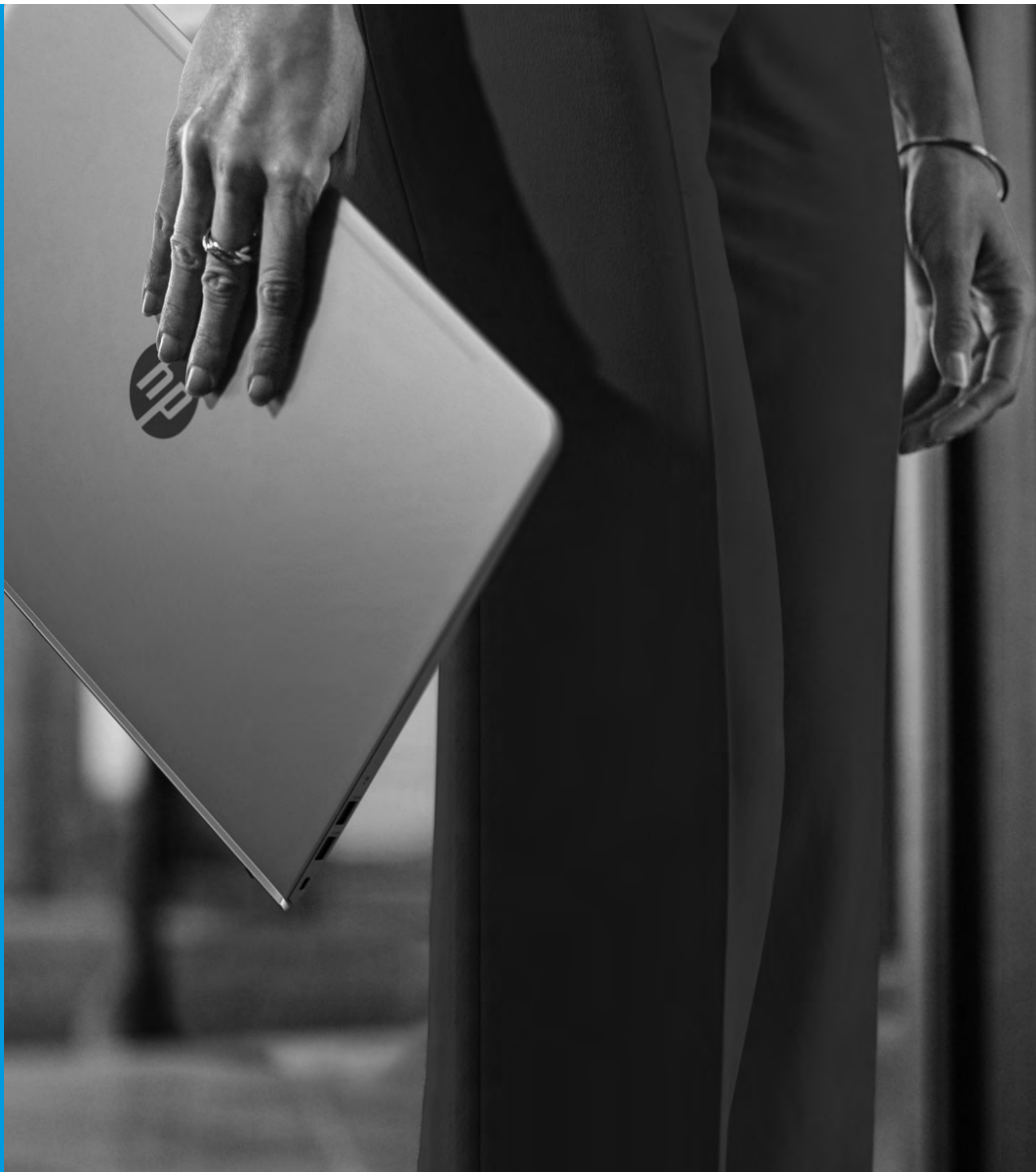


Message from the Chairman and Lead Independent Director

Margaret C. Whitman
Chairman of the Board

Rajiv L. Gupta
Lead Independent Director

To our Stockholders:

We are pleased to invite you to attend the annual meeting of stockholders of HP Inc. on Monday, April 17, 2017 at 2:00 p.m., Pacific Time. This year's annual meeting will again be a completely virtual meeting of stockholders, conducted via live audio webcast. You will be able to attend the annual meeting of stockholders online and submit questions during the meeting by visiting www.hpannualmeeting.com or www.hp.onlineshareholdermeeting.com. You will also be able to vote your shares electronically at the annual meeting (other than shares held through our 401(k) Plan, which must be voted prior to the meeting).

We are embracing the latest technology to provide expanded access, improved communication and cost savings for our stockholders and the Company. As we've learned, hosting a virtual meeting enables increased stockholder attendance and participation from locations around the world. In addition, the online format allows us to communicate more effectively via a pre-meeting forum that you can enter by visiting www.hpannualmeeting.com or www.proxyvote.com/HP.

Further details about how to attend the meeting online and the business to be conducted at the annual meeting are included in the accompanying Notice of Annual Meeting and Proxy Statement.

We are again providing access to our proxy materials online under the U.S. Securities and Exchange Commission's "notice and access" rules. As a result, we are mailing to many of our stockholders a notice instead of a paper copy of this proxy statement and our 2016 Annual Report. The notice contains instructions on how to access documents online. The notice also contains instructions on how stockholders can receive a paper copy of our materials, including this proxy statement, our 2016 Annual Report, and a form of proxy card or voting instruction card. Those who do not receive a notice, including stockholders who have previously requested to receive paper copies of proxy materials, will receive a paper copy by mail unless they have previously requested delivery of materials electronically. This distribution process is more resource and cost efficient.

Your vote is important. Regardless of whether you participate in the annual meeting, we hope you vote as soon as possible. You may vote by proxy online or by phone, or, if you received paper copies of the proxy materials by mail, you may also vote by mail by following the instructions on the proxy card or voting instruction card. Voting online or by phone, written proxy or voting instruction card ensures your representation at the annual meeting regardless of whether you attend the virtual meeting.

Thank you for your ongoing support of, and continued interest in, HP Inc.

Sincerely,

Margaret C. Whitman   Rajiv L. Gupta

Margaret C. Whitman
Chairman of the Board

Rajiv L. Gupta
Lead Independent Director

1501 Page Mill Road
Palo Alto, California 94304
(650) 857-1501

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

This Notice of Annual Meeting, Proxy Statement and Form of Proxy are being distributed and made available on or about February 17, 2017.

Time and Date

2:00 p.m., Pacific Time, on Monday, April 17, 2017

Place

Online at www.hpannualmeeting.com or www.hp.onlineshareholdermeeting.com

Items of Business

(1) Management Proposal - To elect the 12 directors named in this proxy statement

(2) Management Proposal - To ratify the appointment of the independent registered public accounting firm for the fiscal year ending October 31, 2017

(3) Management Proposal - To approve, on an advisory basis, the Company's executive compensation ("say on pay" vote)

(4) Management Proposal - To approve, on an advisory basis, the frequency of future "say on pay" votes

(5) To consider such other business as may properly come before the meeting

Adjournments and Postponements

Any action on the items of business described above may be considered at the annual meeting at the time and on the date specified above or at any time and date to which the annual meeting may be properly adjourned or postponed.

Record Date

You are entitled to vote only if you were an HP Inc. stockholder as of the close of business on February 16, 2017.

By order of the Board of Directors,

Kim M. Rivera
Chief Legal Officer, General Counsel
and Secretary

Voting

Internet
www.hpannualmeeting.com or www.proxyvote.com/HP prior to the meeting.
During the meeting please visit www.hpannualmeeting.com or www.hp.onlineshareholdermeeting.com

Telephone
1-800-690-6903

Mail
You can vote by mail by requesting a paper copy of the materials, which will include a proxy card. Return the card to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

Your vote is very important. Regardless of whether you plan to virtually attend the annual meeting, we hope you will vote as soon as possible. You may vote your shares over the Internet or via a toll-free telephone number. If you received a paper copy of a proxy or voting instruction card by mail, you may submit your proxy or voting instruction card for the annual meeting by completing, signing, dating and returning your proxy or voting instruction card in the pre-addressed envelope provided. Stockholders of record and beneficial owners will be able to vote their shares electronically at the annual meeting (other than shares held through the HP Inc. 401(k) Plan, which must be voted prior to the meeting). For specific instructions on how to vote your shares, please refer to the section entitled *Questions and Answers—Voting Information* beginning on page 62 of the proxy statement.

Virtual Meeting Admission

Stockholders of record as of February 16, 2017, will be able to participate in the annual meeting by visiting our annual meeting website www.hpannualmeeting.com or www.hp.onlineshareholdermeeting.com. To participate in the annual meeting, you will need the 16-digit control number included on your notice of Internet availability of the proxy materials, on your proxy card or on the instructions that accompanied your proxy materials.

The annual meeting will begin promptly at 2:00 p.m., Pacific Time. Online check-in will begin at 1:30 p.m., Pacific Time, and you should allow ample time for the online check-in procedures.

Annual Meeting Website and Pre-Meeting Forum

The online format used by HP Inc. for the annual meeting also allows us to communicate more effectively with you. Stockholders can access our pre-meeting forum, where you can submit questions in advance of the annual meeting, by visiting our annual meeting website at www.hpannualmeeting.com or www.proxyvote.com/HP. Stockholders can also access copies of our proxy statement and annual report at the annual meeting website.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on April 17, 2017. The definitive proxy statement and HP Inc.'s 2016 Annual Report are available electronically at www.proxyvote.com/HP.

Proxy Statement Summary

The following is a summary of certain key disclosures in our proxy statement. This is only a summary, and it may not contain all of the information that is important to you. For more complete information, please review the proxy statement as well as our 2016 Annual Report, which includes our Annual Report on Form 10-K. References to "HP," "the Company," "we," "us" or "our" refer to HP Inc. (formerly known as Hewlett-Packard Company ("HP Co.")).

Management Proposal No. 1

Election of Directors

The Board recommends a vote FOR each director nominee

- Our Board is committed to independent oversight of HP.
- 10 of our 12 director nominees are independent and our Board is led by both a non-executive Chairman and a Lead Independent Director.(1)
- Key information regarding all of our 12 Board nominees is summarized in the table below.

Further information on page 9.

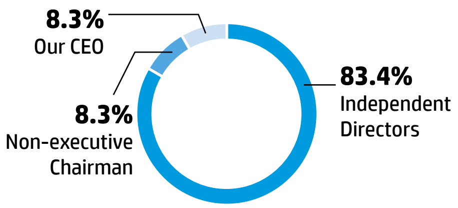
Name Principal Occupation	Age	HP Director Since	Committees	Independent	Other Current Public Company/ Public Registrant Boards
Aida M. Alvarez Chair, Latino Community Foundation	60	2016	HRC NGSR	YES	None
Shumeet Banerji Co-Founder and Partner, Condorcet, LP	57	2011	HRC NGSR **(Chair)**	YES	Innocoll AG
Carl Bass Former President and Chief Executive Officer, Autodesk Inc.	59	2015	FIT HRC	YES	Autodesk, Inc.
Robert R. Bennett Managing Director, Hilltop Investments, LLC	58	2013	AC FIT **(Chair)**	YES	Discovery Communications, Inc. Liberty Media Corporation
Charles V. Bergh President and Chief Executive Officer, Levi Strauss & Co.	59	2015	HRC NGSR	YES	Levi Strauss & Co.
Stacy Brown-Philpot Chief Executive Officer, TaskRabbit	41	2015	AC NGSR	YES	None
Stephanie A. Burns Former Chief Executive Officer and Chairman, Dow Corning	61	2015	AC FIT	YES	Corning, Inc. Kellogg Company
Mary Anne Citrino Senior Advisor and former Senior Managing Director, The Blackstone Group	57	2015	AC **(Chair)** FIT	YES	Dollar Tree, Inc. Royal Ahold Delhaize Alcoa Corporation
Stacey Mobley Former Senior Vice President, Chief Administrative Officer and General Counsel, E.I. du Pont de Nemours and Company	71	2015	HRC NGSR	YES	International Paper Company
Subra Suresh President, Carnegie Mellon University	60	2015	AC FIT	YES	None
Dion J. Weisler President and Chief Executive Officer, HP Inc.	49	2015		NO	None
Margaret C. Whitman President and Chief Executive Officer, Hewlett Packard Enterprise Co.	60	2011	FIT	NO	The Procter & Gamble Company Hewlett Packard Enterprise Co.

- AC – Audit Committee
- FIT – Finance, Investment and Technology Committee
- HRC – HR and Compensation Committee
- NGSR – Nominating, Governance and Social Responsibility Committee

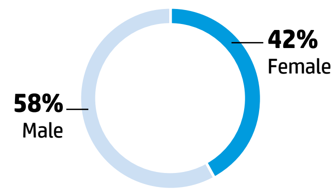
(1) Mr. Rajiv Gupta, who currently serves as our Lead Independent Director and Chair of the HRC Committee, is not standing for re-election at this annual meeting. A new Lead Independent Director and a new Chair of the HRC Committee will be appointed to serve in these roles.

Board Composition[1]

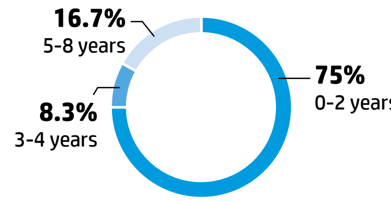
Independence



Gender Diversity



Tenure (inc. HP Co. tenure)



(1) Does not include Mr. Gupta who is not standing for re-election at this annual meeting.

Governance Highlights

Independent Board Leadership	• Robust board leadership with non-executive Chairman and Lead Independent Director roles, more details beginning on page 19. • Our Lead Independent Director participates in a robust stockholder outreach program. • Our Lead Independent Director works with our non-executive Chairman to coordinate the annual performance valuation of the CEO. • Our Lead Independent Director works annually with our non-executive Chairman to oversee Board, committee and individual director effectiveness.
Other Governance Best Practice	• Our Bylaws provide our stockholders with a proxy access right. • All members of our key committees are independent. • Our stockholders owning 25% or more of our common stock have a right to call special meetings. • Directors are elected annually by majority vote in uncontested director elections. • Each director nominee has agreed to resign from the Board in the event that he or she fails to receive a majority vote. • We have a robust stockholder and investor outreach program. • Non-employee directors are expected to own Company stock equal to at least five times their annual cash Board retainer within five years.

Management Proposal No. 2

Ratification of Independent Registered Public Accounting Firm

The Board recommends a vote FOR this Proposal

- The Audit Committee of the Board has selected Ernst & Young LLP to act as HP's registered public accounting firm for the fiscal year ending October 31, 2017, and seeks ratification of the selection.

Further information on page 30.

Management Proposal No. 3

Advisory Vote to Approve Executive Compensation ("Say on Pay" Vote)

The Board recommends a vote FOR this Proposal

- Our Board and the HRC Committee are committed to excellence in corporate governance and to an executive compensation program that aligns the interests of our executives with those of our stockholders. To fulfill this mission, we have a pay-for-performance philosophy that forms the foundation for decisions regarding executive compensation.
- Our compensation programs have been structured to balance near-term results with long-term success, and enable us to attract, retain, focus, and reward our executive team for delivering stockholder value.

Further information, including an overview of the compensation of our NEOs, on page 32.

Management Proposal No. 4

Advisory Vote on the Frequency of Future "Say on Pay" Votes

The Board recommends ANNUAL voting

- Our stockholders currently have the opportunity to participate annually in an advisory vote on our executive compensation.
- The Board believes that annual voting on HP's executive compensation sets the correct, ongoing cadence for dialogue between HP and its stockholders on executive compensation matters.

Further information on page 57.

Business Overview and Performance

HP Inc. is comprised of the following business segments: Personal Systems, Printing, and Corporate Investments. In fiscal 2015, we executed the largest corporate separation in history without customer or partner disruption, creating two market-leading, independent, publicly-traded companies with strong financial foundations, compelling innovation roadmaps, sharp strategic focus, and experienced leadership teams. In fiscal 2016, our objective was to achieve a successful transition following the separation, while continuing to focus on providing value to our stockholders.

Our continued efforts resulted in the following accomplishments:

- Executed our strategy in the core business with a strong portfolio and profitable share gains through detailed customer segmentation, in growth areas including graphics and commercial mobility, and in future categories with the launch of our multi-jet 3D printing solutions.
- Announced the definitive agreement to acquire Samsung's printer business to accelerate our disruption of the A3 copier segment, one of the key growth areas in Printing. This transaction is expected to close in the second half of fiscal 2017.
- Returned over $2 billion of capital to stockholders in the form of dividends and share repurchases.
- Celebrated the 50th anniversary of HP Labs, our hub for innovation and megatrends.
- Established HP Tech Ventures, which gives us greater connections with Silicon Valley's start-up community and the cutting edge of tech, to help accelerate our future.

In a challenging global macroeconomic and foreign currency environment, our fiscal 2016 results for the incentive plan included:

$48.2 billion

in Corporate Revenue
(as defined on page 38) compared to a target goal of $52.5 billion under our annual incentive plan.

$3.0 billion

in Corporate Net Earnings
(as defined on page 38) compared to a target goal of $3.1 billion under our annual incentive plan.

6.6%

Corporate Free Cash Flow
(as a percentage of revenue; as defined on page 38) and including adjustment defined on footnote 2 on page 39 compared to a target goal of 5.2% under our annual incentive plan.

Through discipline and focus, we out-performed our competition and gained market share throughout the year. We have momentum as we enter fiscal 2017 with the best product lineup in decades and a consistent strategy to further stabilize revenue. We have an incredible channel network, passionate employees and a culture committed to keep reinventing.

Executive Compensation Philosophy

Alignment with Stockholders and Compensation Best Practices

Pay-for-Performance	Corporate Governance
The majority of target total direct ***compensation*** for executives is ***performance-based*** as well as ***equity-based to align their rewards with stockholder value***	We generally ***do not enter*** into individual executive compensation agreements
Total direct compensation is ***targeted*** at or near the market ***median***	We ***devote significant time*** to management succession planning and leadership development efforts
Actual realized total direct compensation and ***pay positioning*** are designed to fluctuate with, and be ***commensurate with, actual annual and long-term performance recognizing companywide, business, and individual results***	We maintain a ***market-aligned*** severance policy for executives that does ***not*** have automatic ***single-trigger equity vesting*** upon a change in control when the acquirer assumes the equity awards
Incentive awards are heavily dependent upon our stock performance, and are measured against ***objective financial metrics*** that we believe ***link*** either directly or indirectly ***to the creation of value*** for our stockholders. In addition, 25% of our target annual incentives are contingent upon the achievement of qualitative objectives that we believe will contribute to our long-term success	The HRC Committee utilizes an ***independent*** compensation consultant Our compensation programs ***are designed to mitigate compensation-related risk to the organization from both a financial and reputational perspective*** We maintain ***stock ownership guidelines*** for executive officers and non-employee directors
We balance growth and return objectives, top and bottom line objectives, and short and long-term objectives to reward for overall performance that does not over-emphasize a singular focus	We ***prohibit*** executive officers and directors from engaging in any form of ***hedging*** transaction, from holding HP securities in margin accounts and ***pledging*** as collateral for loans in a manner that could create compensation-related risk for the Company
A significant portion of our long-term incentives are delivered in the form of performance-adjusted restricted stock units ***"PARSUs"***, which vest only upon the achievement of two- and three-year ***relative TSR*** and ***ROIC*** objectives	We conduct a robust ***stockholder outreach*** program throughout the year
We provide ***no U.S. supplemental*** defined benefit pensions	We ***disclose*** our corporate performance goals and achievements relative to these goals
We validate our ***pay-for-performance*** relationship on an annual basis	

Components of Compensation

Our primary focus in compensating executives is on the longer-term and performance-based elements of compensation. The table below shows our pay components, along with the role and factors for determining each pay component. The percentages are based on the average percentage among the NEOs, and do not include our one-time Launch Grants discussed on page 42.

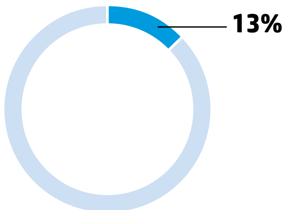
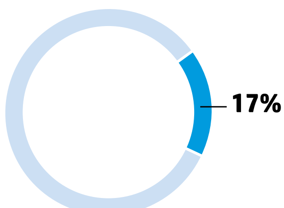
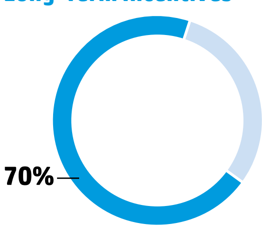
Pay Component	Role	Determination Factors
Base Salary 	• Fixed portion of annual cash income	• Value of role in competitive marketplace • Value of role to the Company • Skills and performance of individual compared to the market as well as others in the Company
Annual Incentive *(i.e., PfR Plan)* 	• Variable portion of annual cash income • Focus executives on annual objectives that support the long-term strategy and creation of value	• Target awards based on competitive marketplace and level of experience • Actual awards based on actual performance against annual corporate, business unit and individual goals
Long-Term Incentives  • Restricted Stock Units (RSUs) • PARSUs	• Reinforce need for long-term sustained performance • Align interests of executives and stockholders, reflecting the time-horizon and risk to investors • Encourage equity ownership • Encourage retention	• Target awards based on competitive marketplace, level of executive, and skills and performance of executive • Actual value relative to target based on actual performance against corporate goals and total stockholder returns ("TSR") performance
All other: • Benefits • Perquisites • Severance protection	• Support the health and security of our executives and their ability to save on a tax-deferred basis • Enhance executive productivity	• Competitive marketplace • Level of executive • Standards of best in class governance • Performance-based pay

Table of Contents

Corporate Governance

Management Proposal No. 1

Election of Directors

The Board recommends a vote FOR each director nominee

The Board currently consists of 13 directors. On the recommendation of the Nominating, Governance and Social Responsibility ("NGSR") Committee, the Board has nominated the 12 persons named below for election as directors this year, each to serve for a one-year term and until the director's successor is elected and qualified or, if earlier, until his or her resignation or removal.

Vote Required

Each director nominee who receives more "FOR" votes than "AGAINST" votes representing shares of HP common stock present in person or represented by proxy and entitled to be voted at the annual meeting will be elected.

If you sign your proxy or voting instruction card but do not give instructions with respect to voting for directors, your shares will be voted by Dion J. Weisler, Catherine A. Lesjak and Kim M. Rivera, as proxy holders. If you wish to give specific instructions with respect to voting for directors, you may do so by indicating your instructions on your proxy or voting instruction card.

You may not cumulate your votes in the election of directors. See "Questions and Answers—Voting Information—Is cumulative voting permitted for the election of directors?" for further information.

Director Election Voting Standard and Resignation Policy

We have adopted a policy whereby any incumbent director nominee who receives a greater number of votes "AGAINST" his or her election than votes "FOR" such election will tender his or her offer of resignation for consideration by the NGSR Committee. The NGSR Committee will then make a recommendation to the Board regarding the appropriate response to such an offer of resignation.

Identifying and Evaluating Candidates for Directors

The NGSR Committee uses a variety of methods for identifying and evaluating nominees for director. The NGSR Committee, in consultation with the Chairman, regularly assesses the appropriate size of the Board and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the NGSR Committee considers various potential candidates for director. Candidates may come to the attention of the NGSR Committee through current Board members, professional search firms, stockholders or other persons. Identified candidates are evaluated at regular or special meetings of the NGSR Committee and may be considered at any point during the year. As described above, the NGSR Committee considers properly submitted stockholder recommendations of candidates for the Board to be included in our proxy statement. Following verification of the stockholder status of individuals proposing candidates, recommendations are considered collectively by the NGSR Committee at a regularly scheduled meeting, which is generally the first or second meeting prior to the issuance of the proxy statement for our annual meeting. If any materials are provided by a stockholder in connection with the nomination of a director candidate, such materials are forwarded to the NGSR Committee. The NGSR Committee also reviews materials provided by professional search firms and other parties in connection with a nominee who is not proposed by a stockholder. In evaluating such nominations, the NGSR Committee seeks to achieve a balance of diverse knowledge, experience and capability on the Board. The NGSR Committee evaluates nominees recommended by stockholders using the same criteria it uses to evaluate all other candidates.

Stockholder Recommendations

The policy of the NGSR Committee is to consider properly submitted stockholder recommendations of candidates for membership on the Board as described above under "Identifying and Evaluating Candidates for Directors." In evaluating such recommendations, the NGSR Committee seeks to achieve a balance of diverse knowledge, experience and capability on the Board and to address the membership criteria set forth below. Any stockholder recommendations submitted for consideration by the NGSR Committee should include verification of the stockholder status of the person submitting the recommendation and the recommended candidate's name and qualifications for Board membership and should be addressed to:

Corporate Secretary
HP Inc.
1501 Page Mill Road
Palo Alto, California 94304
Fax: 650-275-9138

Stockholder Nominations

In addition, our Bylaws permit stockholders to nominate directors for consideration at an annual stockholder meeting and, under certain circumstances, to include their nominees in the HP proxy statement. For a description of the process for nominating directors in accordance with our Bylaws, see "Questions and Answers—Voting Information."

Director Nominees and Director Nominees' Experience and Qualifications

The Board annually reviews the appropriate skills and characteristics required of directors in the context of the current composition of the Board, our operating requirements and the long-term interests of our stockholders. The Board believes that its members should possess a variety of skills, professional experience and backgrounds in order to effectively oversee our business. In addition, the Board believes that each director should possess certain attributes, as reflected in the Board membership criteria described below.

Our Corporate Governance Guidelines contain the current Board membership criteria that apply to nominees recommended for a position on the Board. Under those criteria, members of the Board should:

- have the highest professional and personal ethics and values, consistent with our long-standing values and standards;
- have broad experience at the policy-making level in business, government, education, technology or public service;
- be committed to enhancing stockholder value and represent the interests of all of our stockholders; and
- have sufficient time to carry out their duties and to provide insight and practical wisdom based on experience (which means that directors' service on other boards of public companies should be limited to a number that permits them, given their individual circumstances, to perform responsibly all director duties).

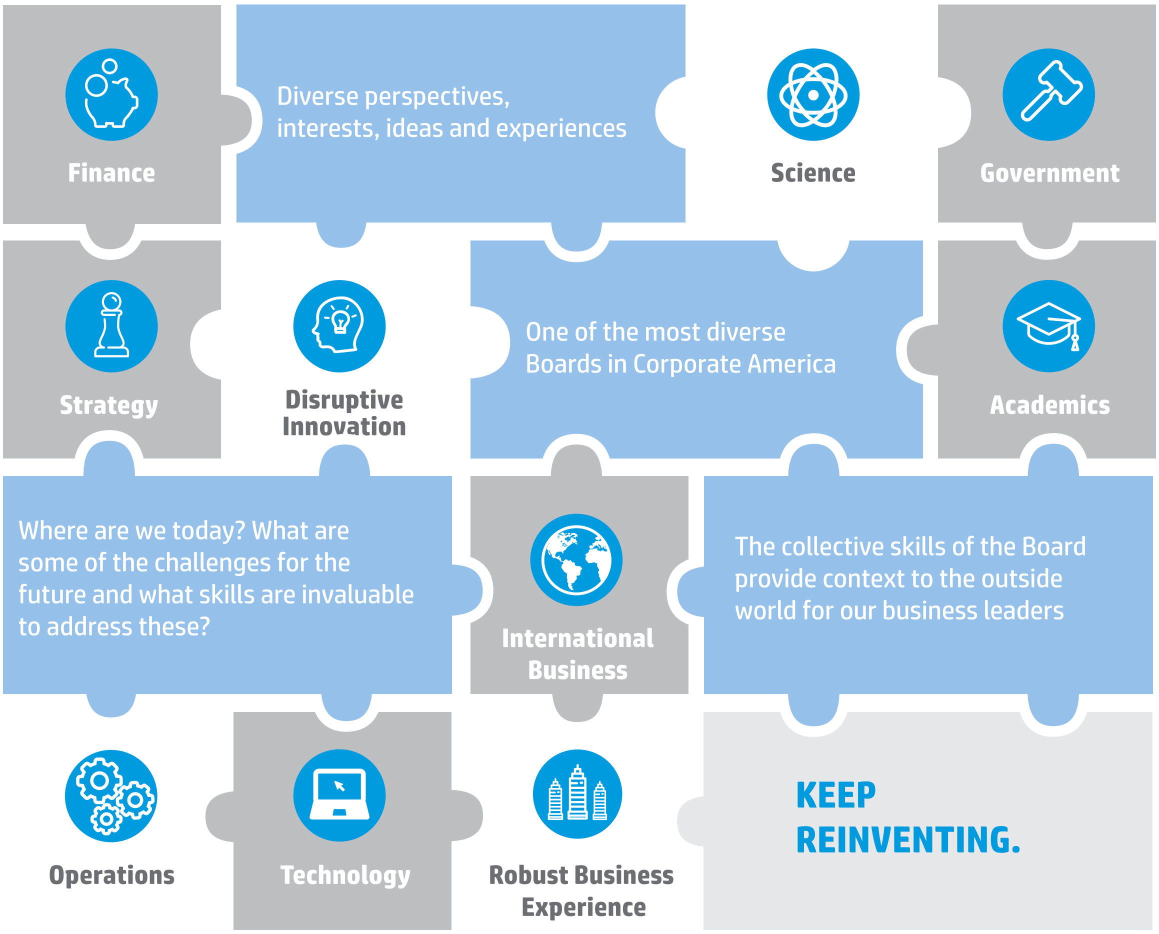
In addition, the NGSR Committee takes into account a potential director's ability to contribute to the diversity of background (such as race, gender, and cultural background) and experience represented on the Board, and it reviews its effectiveness in balancing these considerations when assessing the composition of the Board. Although the Board uses these and other criteria as appropriate to evaluate potential nominees, it has no stated minimum criteria for nominees. Our corporate governance guidelines can be found on our website at http://h30261.www3.hp.com/governance/corporate-governance-guidelines.aspx.

The Board believes that all the nominees named below are highly qualified and have the skills and experience required for effective service on the Board. Each director biography below describes each director's qualifications and relevant experience in more detail and summarizes key qualifications, skills, and attributes most relevant to the decision to nominate candidates to serve on the Board of Directors.

All of the nominees have indicated to us that they will be available to serve as directors. In the event that any nominee should become unavailable, the proxy holders, Dion J. Weisler, Catherine A. Lesjak and Kim M. Rivera, will vote for a nominee or nominees designated by the Board, or the Board may choose to decrease the size of the Board.

There are no family relationships among our executive officers and directors.

Director Skills and Background



Collective Skills of the Director Nominees

Our directors bring an extraordinary wealth of skills and backgrounds to the HP Inc. Board. From Subra Suresh, an acclaimed scientist whose background in microfluidics gives him key understanding into the future of technologies including 3D printing, to Stacy Brown-Philpot, CEO of TaskRabbit, a company at the forefront of today's personal services-oriented disruptive technology boom – our Board members are advising us based on real world experiences. Their skills are complementary. Carl Bass led a storied technology company and knows the fine balance between innovation and execution, while Charles Bergh's history leading first Gillette and now Levi's means he can instantly grasp the complexities of our supply chain. Shumeet Banerji and Mary Anne Citrino both come from financial industry careers, lending keen eyes to our balance sheets and our risk management profile. Former public company CEOs Stephanie Burns and Robert Bennett lend the benefit of their experience at the helms of companies and Aida Alvarez and Stacey Mobley provide perspectives from the fields of government and corporate law, respectively. We are also fortunate to have our former CEO, Meg Whitman, as a member of our Board – her roles leading multiple public technology companies coupled with her in-depth understanding of HP give her unique insight. Together, their skills all help us to keep reinventing.

Aida M. Alvarez

Independent Director
Age 60
Director since 2016
HP Board Committees:
HRC
NGSR

Current Role
- Chair, Latino Community Foundation

Current Public Company Boards
- HP

Prior Public Company Boards
- MUFG Americas Holdings Corporation
- Wal-Mart Stores, Inc.

Qualifications:

Prior Business and Other Experience
- Administrator, U.S. Small Business Administration (1997–2001)
- Director, Office of Federal Housing Enterprise Oversight (1993–1997)
- Vice President, First Boston Corporation and Bear Stearns & Co. (prior to 1993)

Other Key Qualifications
Ms. Alvarez brings to the Board a wealth of expertise in media, public affairs, finance and government given her executive roles at government agencies, her leadership at a prominent philanthropic organization and her career as a prominent journalist. The Board also benefits from Ms. Alvarez's knowledge of investment banking and finance.

Shumeet Banerji

Independent Director
Age 57
Director since 2011
HP Board Committees:
HRC
NGSR, Chair

Current Role
- Co-founder and Partner of Condorcet, LP, an advisory and investment firm that specializes in developing early stage companies (since 2013)

Current Public Company Boards
- HP
- Innocoll AG

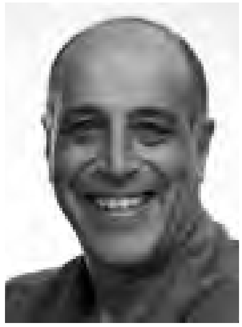
Prior Public Company Boards
- None

Qualifications:

Prior Business and Other Experience
- Senior Partner, Booz & Company, a consulting company (May 2012–March 2013)
- Chief Executive Officer, Booz & Company (July 2008–May 2012)
- President of the Worldwide Commercial Business, Booz Allen Hamilton (February 2008–July 2008)
- Managing Director, Europe, Booz Allen Hamilton (2007–2008)
- Managing Director, United Kingdom, Booz Allen Hamilton (2003–2007)
- Faculty, University of Chicago Graduate School of Business

Other Key Qualifications
Mr. Banerji brings to the Board a robust understanding of the issues facing companies and governments in both mature and emerging markets around the world through his two decades of work with Booz & Company. In particular, Mr. Banerji has valuable experience in addressing a variety of complex issues ranging from corporate strategy, organizational structure, governance, transformational change, operational performance improvement and merger integration.

Carl Bass



Independent Director
Age 59
Director since 2015
HP Board Committees:
FIT
HRC

Current Role

- Former President and Chief Executive Officer Autodesk Inc. (“Autodesk”), a software company (since February 2017)

Current Public Company Boards

- HP
- Autodesk

Prior Public Company Boards

- McAfee, Inc.
- E2open, Inc.

Qualifications:

Prior Business and Other Experience

- President and Chief Executive Officer, Autodesk Inc. (“Autodesk”), a software company (May 2006-February 2017)
- Interim Chief Financial Officer, Autodesk (August 2014–November 2014; August 2008-April 2009)
- Chief Operating Officer, Autodesk (2001–2006)
- Chief Strategy Officer and Chief Executive Officer, Buzzsaw.com (1999–2001)

Other Key Qualifications

Mr. Bass brings to the Board decades of experience in the technology industry and has spent nearly two decades in management roles within Autodesk. His leadership experience brings valuable insight into the operational, strategic, and information technology issues specific to the technology sector.

Robert R. Bennett

Independent Director
Age 58
Director since 2013
HP Board Committees:
Audit
FIT, Chair

Current Role

- Managing Director, Hilltop Investments, LLC, a private investment company (since 2005)

Current Public Company Boards

- HP
- Discovery Communications, Inc.
- Liberty Media Corporation

Prior Public Company Boards

- Sprint Corporation
- Demand Media, Inc.
- Discovery Holding Company
- Liberty Interactive Corporation
- Sprint Nextel Corporation

Qualifications:

Prior Business and Other Experience

- President of Discovery Holding Company (2005–2008)
- President and Chief Executive Officer of Liberty Media Corporation (now Liberty Interactive Corporation) (prior to 2005)

Other Key Qualifications

Mr. Bennett brings to the Board in-depth knowledge of the media and telecommunications industry and his knowledge of the capital markets and other financial and operational matters from his experience as the president and chief executive officer of another public company, which allows him to provide an important perspective to the Board’s discussions on financial and operational issues. Mr. Bennett also has an in-depth understanding of finance and has held various financial management positions during the course of his career. He also contributes valuable insight to the Board due to his experience serving on the boards of both public and private companies.

Charles V. Bergh

Independent Director
Age 59
Director since 2015
HP Board Committees:
HRC
NGSR

Current Role
- President, Chief Executive Officer and Director of Levi Strauss & Co., an apparel/retail company (since September 2011)

Current Public Company Boards
- HP
- Levi Strauss & Co.

Prior Public Company Boards
- VF Corporation

Qualifications:

Prior Business and Other Experience
- Group President, Global Male Grooming, Procter & Gamble Co., a consumer goods company (2009–September 2011)
- In 28 years at Procter & Gamble, Mr. Bergh served in a variety of executive roles, including managing business in multiple regions worldwide

Other Key Qualifications
Mr. Bergh brings to the Board extensive experience in executive leadership at large global companies and international business management. From his more than 30 years at Levi Strauss and Procter & Gamble, Mr. Bergh has a strong operational and strategic background with significant experience in brand management. He also brings public company governance experience as a board member and chair of boards and board committees of other public and private companies.

Stacy Brown-Philpot

Independent Director
Age 41
Director since 2015
HP Board Committees:
Audit
NGSR

Current Role
- Chief Executive Officer, Taskrabbit, an online labor interface company (since April 2016)

Current Public Company Boards
- HP

Prior Public Company Boards
- None

Qualifications:

Prior Business and Other Experience
- Chief Operating Officer, Taskrabbit (January 2013-April 2016)
- Entrepreneur-in-Residence, Google Ventures, the venture capital investment arm of Google, Inc., a technology company (May 2012–December 2012)
- Senior Director of Global Consumer Operations, Google (2010–May 2012)
- Prior to 2010, Ms. Brown-Philpot served in a variety of director-level positions at Google
- Prior to joining Google in 2003, Ms. Brown-Philpot served as a senior analyst and senior associate at the financial firms Goldman Sachs and PwC

Other Key Qualifications
Ms. Brown-Philpot brings to the Board extensive operational, analytical, financial, and strategic experience. In addition to her current role as CEO of Taskrabbit, Ms. Brown-Philpot's decade of experience leading various operations at Google and her prior financial experience from her roles at Goldman Sachs and PwC provide unique operational and financial expertise to the Board.

Stephanie A. Burns

Independent Director
Age 61
Director since 2015
HP Board Committees:
Audit
FIT

Current Role

- Director

Current Public Company Boards

- HP
- Corning, Inc.
- Kellogg Company

Prior Public Company Boards

- Dow Corning Corp.
- GlaxoSmithKline plc
- Manpower, Inc.

Qualifications:

Prior Business and Other Experience

- Chief Executive Officer, Dow Corning Corp., a silicon-based manufacturing company (2004–May 2011)
- President, Dow Corning (2003–November 2010) Executive Vice President, Dow Corning (2000–2003)

Other Key Qualifications

Dr. Burns has more than 30 years of global innovation and business leadership experience and brings significant expertise in scientific research, product development, issues management, science and technology leadership, and business management to the Board. Dr. Burns also brings public company governance experience to the Board as a member of boards and board committees of other public companies.

Mary Anne Citrino

Independent Director
Age 57
Director since 2015
HP Board Committees:
Audit, Chair
FIT

Current Role

- Senior Advisor and former Senior Managing Director, The Blackstone Group, an investment firm (since 2004)

Current Public Company Boards

- HP
- Dollar Tree, Inc.
- Royal Ahold Delhaize
- Alcoa Corporation

Prior Public Company Boards

- Health Net, Inc.

Qualifications:

Prior Business and Other Experience

- Managing Director, Global Head of Consumer Products Investment Banking Group, and Co-head of Health Care Services Investment Banking, Morgan Stanley (1986–2004)

Other Key Qualifications

Ms. Citrino's more than 30-year career as an investment banker provides the Board with substantial knowledge regarding business operations strategy, as well as valuable financial and investment expertise. She also brings public company governance experience as a member of boards and board committees of other public companies.

Stacey Mobley

Independent Director
Age 71
Director since 2015
HP Board Committees:
HRC
NGSR

Current Role

- Former Senior Vice President, Chief Administrative Officer and General Counsel, E.I. du Pont de Nemours and Company ("DuPont"), a chemical company (1999–2008)

Current Public Company Boards

- HP
- International Paper Company

Prior Public Company Boards

- None

Qualifications:

Prior Business and Other Experience

- Senior Counsel and Advisor, Dickstein Shapiro, LLP, a law firm (2008–2016)
- 35 years of experience at DuPont (1973–2008) serving in a variety of leadership roles

Other Key Qualifications

Mr. Mobley's more than 35 years of legal and senior management experience at DuPont brings a deep understanding of governance, regulations and risk management. He also brings public company governance experience as a member of boards and board committees of other public and private companies.

Subra Suresh

Independent Director
Age 60
Director since 2015
HP Board Committees:
Audit
FIT

Current Role

- President, Carnegie Mellon University (since July 2013)

Current Public Company Boards

- HP

Prior Public Company Boards

- None

Other Boards

- Battelle Memorial Institute, a nonprofit applied science and technology development company

Qualifications:

Prior Business and Other Experience

- Director, National Science Foundation, a federal agency charged with advancing science and engineering research and education (October 2010–March 2013)
- Dean, School of Engineering, and the Vannevar Bush Professor of Engineering, Massachusetts Institute of Technology (2007–2010)

Other Key Qualifications

Mr. Suresh's experience as the president of a prominent research university and his experience leading new entrepreneurship, innovations and creativity efforts brings the Board valuable insights with respect to strategic opportunities and a robust understanding of the organizational, scientific and technological requirements of ongoing innovation.

Dion J. Weisler

President, Chief Executive Officer and Director
Age 49
Director since 2015
HP Board Committees:
N/A

Current Role
- President and Chief Executive Officer, HP (since November 1, 2015)

Current Public Company Boards
- HP

Prior Public Company Boards
- None

Qualifications:

Prior Business and Other Experience
- Executive Vice President, the Printing and Personal Systems Group, Hewlett-Packard Company (June 2013–November 2015)
- Senior Vice President and Managing Director, Printing and Personal Systems, Asia Pacific and Japan, Hewlett-Packard Company (January 2012–June 2013)
- Vice President and Chief Operating Officer, the Product and Mobile Internet Digital Home Groups, Lenovo Group Ltd., a technology company (January 2008–December 2011)

Other Key Qualifications
Mr. Weisler's international business and leadership experience provide the Board with an enhanced global perspective. Mr. Weisler's more than 25 years of experience in the information & technology industry and his position as HP's Chief Executive Officer provide the Board with valuable industry insight and expertise.

Margaret C. Whitman

Chairman of the Board
Age 60
Chairman since 2011
HP Board Committees:
FIT

Current Role
- President and Chief Executive Officer, Hewlett Packard Enterprise Company, a multinational enterprise information technology company (since November 2015)

Current Public Company Boards
- HP
- Hewlett Packard Enterprise Company
- Procter & Gamble Co.

Prior Public Company Boards
- Zipcar, Inc.

Qualifications:

Prior Business and Other Experience
- President and Chief Executive Officer, Hewlett-Packard Company (September 2011–November 2015)
- Strategic Advisor, Kleiner Perkins Caufield & Byers, a private equity firm (March 2011–September 2011)
- President and Chief Executive Officer, eBay Inc. (1998–2008)
- Prior to joining eBay, Ms. Whitman held executive-level positions at Hasbro Inc., FTD, Inc., The Stride Rite Corporation, The Walt Disney Company, and Bain & Company

Other Key Qualifications
Ms. Whitman brings to the Board unique experience in developing transformative business models, building global brands and driving sustained growth and expansion through her 10 years as President and Chief Executive Officer of eBay and unique knowledge of HP through her four years as President and Chief Executive Officer of Hewlett-Packard Company. From her previous executive positions with other large public companies, she also brings strong operational and strategic expertise. In addition, Ms. Whitman brings public company governance experience having previously served as a member of boards and board committees of other public companies, including as Chairman of Hewlett-Packard Company.

Stockholder Outreach

We believe that effective corporate governance should include regular, constructive conversations with our stockholders. Over the past year, the Board has continued to engage with stockholders both directly and through the ongoing video interview series. The Board has also sought and encouraged feedback from stockholders about our corporate governance practices by conducting additional stockholder outreach and engagement throughout the year. Our annual corporate governance investor outreach cycle is described in our Annual Report available at www.hp.com/investor/home. In fiscal 2016, we met with institutional investors representing more than 25% of our outstanding stock as well as with proxy advisor firms.

Corporate Governance Highlights

HP's corporate governance policies and practices are continuously evolving – from our time as Hewlett-Packard Company to our new identity as HP Inc., we've always led by example, adopting changes in line with our commitment to the highest standards of governance. Stockholder input has been key to our progression and as we continue to evolve our corporate governance policies and practices we will continue to solicit feedback from our stockholders regarding our governance profile. The following examples highlight the variety of changes we have recently made to strengthen our corporate governance policies and practices:

- After the separation of Hewlett-Packard Company into two independent publicly-traded companies, Hewlett Packard Enterprise Company ("HPE") and HP Inc., our Board had determined that it was in the best interests of our stockholders and the Company to separate the roles of our CEO and Chairman. As a result, our Board appointed a non-executive Chairman, and our independent directors designated a Lead Independent Director ("LID") with clearly delineated, expanded duties and responsibilities. With Mr. Gupta's term expiring at this annual meeting, and given that he is not standing for re-election, our independent directors expect to appoint a new Lead Independent Director to serve in this role.
- We continuously update our stockholder engagement program. Last year, in addition to our CEO and non-executive Chairman, our LID, who is also the Chair of the HRC Committee, was also involved in our stockholder engagement program.
- We recently revised our Corporate Governance Guidelines to make it clear that the NGSR Committee takes into account, among other criteria, a director's or potential director's ability to contribute to the diversity of background (such as race, gender, age and cultural background) when assessing the composition of the Board.

Director Independence

Our Corporate Governance Guidelines provide that a substantial majority of the Board will consist of independent directors and that the Board can include no more than three directors who are not independent directors. These standards are available on our website at www.hp.com/investor/director_standards. Our director independence standards are consistent with and in some respects more stringent than the New York Stock Exchange director independence standards. In addition, each member of the Audit Committee meets the heightened independence standards required for audit committee members under the applicable listing and the U.S. Securities and Exchange Commission (the "SEC") standards and each member of the HRC Committee meets the heightened independence standards required for compensation committee members under the applicable listing standards, SEC standards and tax standards.

Under our Corporate Governance Guidelines, a director will not be considered independent in the following circumstances:

- The director is, or has been within the last three years, an employee of HP, or an immediate family member of the director is, or has been within the last three years, an executive officer of HP.
- The director has been employed as an executive officer of HP, its subsidiaries or affiliates within the last five years.
- The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than $120,000 in direct compensation from HP, other than compensation for Board service, compensation received by a director's immediate family member for service as a non-executive employee of HP, and pension or other forms of deferred compensation for prior service with HP that is not contingent on continued service.
- (A) The director or an immediate family member is a current partner of the firm that is HP's internal or external auditor; (B) the director is a current employee of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and who personally worked on HP's audit; or (D) the director or an immediate family member was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on HP's audit within that time.
- The director or an immediate family member is, or has been in the past three years, employed as an executive officer of another company where any of HP's present executive officers at the same time serves or has served on that company's compensation committee.
- The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, HP for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of $1 million, or 2% of such other company's consolidated gross revenues.
- The director is affiliated with a charitable organization that receives significant contributions from HP.
- The director has a personal services contract with HP or an executive officer of HP.

For these purposes, an "immediate family" member includes a person's spouse, parents, step-parents, children, step-children, siblings, mother and father-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares the director's home.

In determining independence, the Board reviews whether directors have any material relationship with HP. An independent director must not have any material relationship with HP, either directly or as a partner, stockholder or officer of an organization that has a relationship with HP, nor any relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In assessing the materiality of a director's relationship to HP, the Board considers all relevant facts and circumstances, including consideration of the issues from the director's standpoint and from the perspective of the persons or organizations with which the director has an affiliation, and is guided by the standards set forth above.

In making its independence determinations, the Board considered transactions occurring since the beginning of fiscal 2014 between HP and entities associated with the independent directors or their immediate family members. In addition to the transactions described below under "Fiscal 2016 Related Person Transactions," if any, the Board's independence determinations included consideration of the following transactions:

Current Directors:

- Mr. Bass served as President and Chief Executive Officer of Autodesk from May 2006-February 2017. HP has entered into transactions for the purchase and sale of goods and services in the ordinary course of its business during the past three fiscal years with Autodesk. The amount that HP paid in each of the last three fiscal years to Autodesk, and the amount received in each fiscal year by HP from Autodesk, did not, in any of the previous three fiscal years exceed the greater of $1 million or 2% of either company's consolidated gross revenues.
- Mr. Bergh has served as President and Chief Executive Officer and a Director of Levi Strauss & Co., since September 2011. HP has entered into transactions for the purchase and sale of goods and services in the ordinary course of its business during the past three fiscal years with Levi Strauss & Co. The amount that HP paid in each of the last three fiscal years to Levi Strauss & Co., and the amount received in each fiscal year by HP from Levi Strauss & Co., did not, in any of the previous three fiscal years exceed the greater of $1 million or 2% of either company's consolidated gross revenues.
- Each of Mr. Banerji, Mr. Bennett, Ms. Burns, Ms. Citrino, Mr. Gupta and Mr. Mobley, or one of their immediate family members, is a non-employee director, trustee or advisory board member of another company that did business with HP at some time during the past three fiscal years. These business relationships were as a supplier or purchaser of goods or services in the ordinary course of business.
- Mr. Banerji, or one of his immediate family members, serves or has served as a non-employee director, trustee or advisory board member for one or more charitable institutions to which HP has made charitable contributions during the previous three fiscal years. Contributions by HP (including employee-matching contributions and discretionary contributions by HP) to each charitable institution did not exceed $100,000 in any of the previous three fiscal years.

As a result of this review, the Board has determined the transactions described above and below under "Fiscal 2016 Related Person Transactions," if any, would not interfere with the director's exercise of independent judgment in carrying out the responsibilities of a director. The Board has also determined that, with the exception of Mr. Weisler and Ms. Whitman, (i) each of the current non-employee directors, including Ms. Alvarez, Mr. Banerji, Mr. Bass, Mr. Bennett, Mr. Bergh, Ms. Brown-Philpot, Ms. Burns, Ms. Citrino, Mr. Gupta, Mr. Mobley and Mr. Suresh, and (ii) each of the members of the Audit Committee, the HRC Committee and the NGSR Committee, has (or had) no material relationship with HP (either directly or as a partner, stockholder or officer of an organization that has a relationship with HP) and is independent within the meaning of the New York Stock Exchange ("NYSE") and our director independence standards. The Board has determined that:

- Mr. Weisler is not independent because of his status as our current President and CEO.
- Ms. Whitman is not independent because of her status as our former President and CEO.

Board Leadership Structure

The HP Board continuously evaluates its leadership structure. Subsequent to the departure of Ms. Whitman from the Chief Executive Officer role in 2015, the Board determined that it would be in the best interests of the Company and its stockholders to separate the Chairman of the Board and Chief Executive Officer roles, with Ms. Whitman continuing as Chairman and Mr. Gupta being appointed Lead Independent Director. The Board believes that appointment of a Lead Independent Director ensures that HP benefits from effective oversight by its independent directors. Our Board believes that our current structure, with a non-executive Chairman who intimately knows and understands our business working in tandem with a Lead Independent Director who has strong, well-defined duties, gives our Board a strong leadership and corporate governance structure that best serves the needs of HP and its stockholders. The Board will continue to evaluate its leadership structure on an ongoing basis and may make changes as appropriate to HP and its future needs.

Non-Executive Chairman	Lead Independent Director
• oversees the planning of the annual Board of Directors calendar • in consultation with the CEO, the Lead Independent Director and the other directors, schedules and sets the agenda for meetings of the Board of Directors and chairs and leads the discussion at such meetings • chairs HP's annual meetings of stockholders • is available in appropriate circumstances to speak on behalf of the Board of Directors • provides guidance and oversight to management • helps with the formulation and implementation of HP's strategic plan • serves as the Board liaison to management	• presides at all meetings of the Board of Directors at which the Chairman is not present • has the authority to call meetings of the independent directors and schedules, sets the agenda for and presides at executive sessions of the independent directors • serves as a liaison between the Chairman and the independent directors • approves information sent to the Board of Directors • approves Board of Directors meeting agendas and schedules to assure that there is sufficient time to cover all agenda items • assists the Chairs of the Board committees in preparing agendas for the respective committee meetings • is available for consultation and direct communication with major stockholders upon request

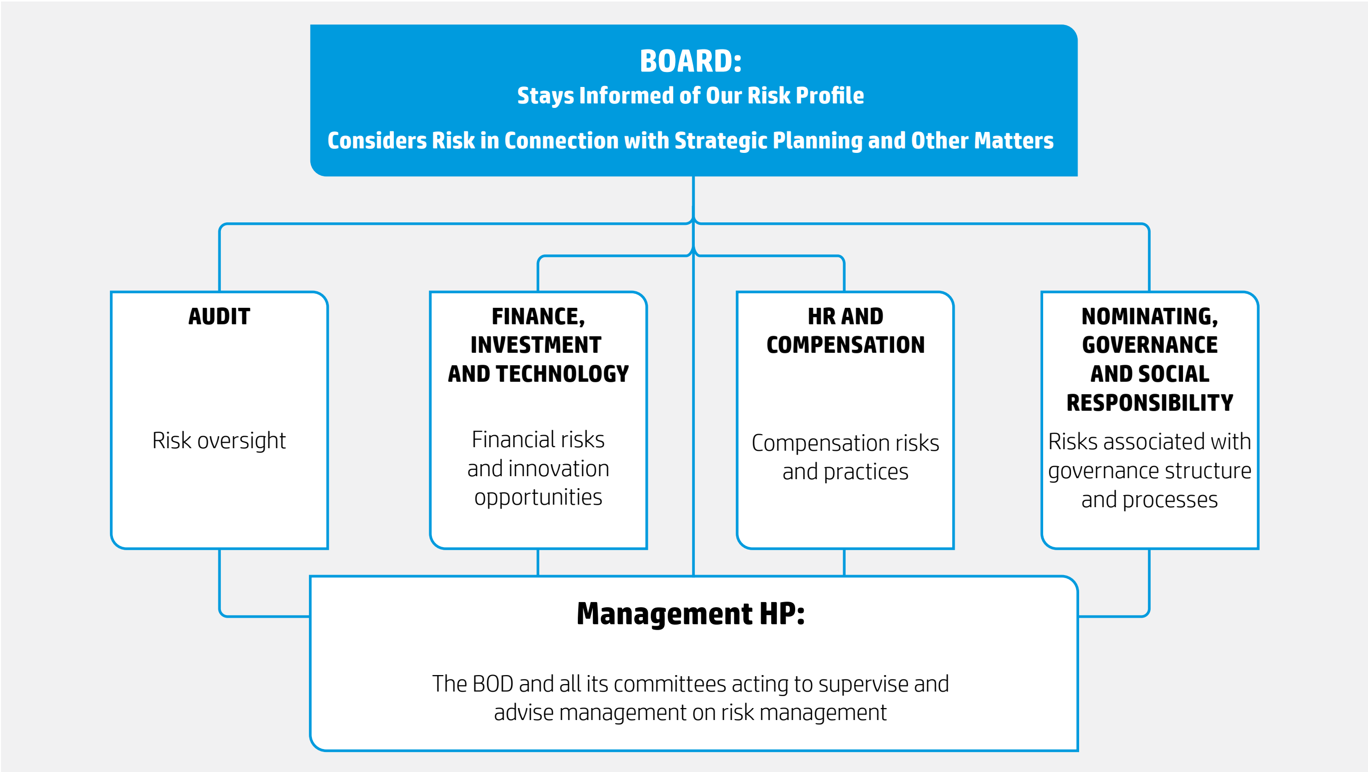
Together

- work with the HRC Committee to coordinate the annual performance evaluation of the CEO
- work with the NGSR Committee to oversee the Board of Directors and committee evaluations and recommend changes to improve the Board of Directors, the committees and individual director effectiveness
- perform such other functions and responsibilities as set forth in the Corporate Governance Guidelines or as requested by the Board of Directors from time to time

Board Risk Oversight

The Board, with the assistance of committees of the Board as discussed below, reviews and oversees our enterprise risk management ("ERM") program, which is an enterprise-wide program designed to enable effective and efficient identification of, and management visibility into, critical enterprise risks and to facilitate the incorporation of risk considerations into decision making. The ERM program was established to clearly define risk management roles and responsibilities, bring together senior management to discuss risk, promote visibility and constructive dialogue around risk at the senior management and Board levels and facilitate appropriate risk response strategies. Under the ERM program, management develops a holistic portfolio of our enterprise risks by facilitating business and function risk assessments, performing targeted risk assessments and incorporating information regarding specific categories of risk gathered from various internal HP organizations. Management then develops risk response plans for risks categorized as needing management focus and response and monitors other identified risk focus areas. Management provides regular reports on the risk portfolio and risk response efforts to senior management and to the Audit Committee.

The Board oversees management's implementation of the ERM program, including reviewing our enterprise risk portfolio and evaluating management's approach to addressing identified risks. Various Board committees also have responsibilities for oversight of risk management that supplement the ERM program as follows:



Current Committees Memberships

Name	Audit	Finance, Investment and Technology	HR and Compensation	Nominating, Governance and Social Responsibility
Independent Directors				
Aida M. Alvarez			●	●
Shumeet Banerji			●	Chair
Carl Bass		●	●	
Robert R. Bennett	●	Chair		
Charles V. Bergh			●	●
Stacy Brown-Philpot	●			●
Stephanie A. Burns	●	●		
Mary Anne Citrino	Chair	●		
Rajiv L. Gupta[(1)]			Chair	●
Stacey Mobley			●	●
Subra Suresh	●	●		
Other Directors				
Dion J. Weisler				
Margaret C. Whitman		●		

● — Member

— Audit Committee "financial expert"

(1) Mr. Gupta is not standing for re-election and, therefore, his term will expire at this annual meeting. The Board will appoint a new Chair of the HRC Committee.

During fiscal 2016, the Board held eight meetings, five of which included executive sessions. Each incumbent director serving during fiscal 2016 attended at least 75% of the aggregate of all Board and applicable committee meetings held during the period that he or she served as a director. During fiscal 2016, we had the following four standing committees, which held the number of meetings indicated in parenthesis during fiscal 2016: Audit Committee (12); Finance, Investment and Technology Committee (5); HRC Committee (5); and NGSR Committee (5). All of the committee charters are available on our investor relations website at www.hp.com/investor/board_charters.

Directors are encouraged to participate in our annual meeting of stockholders. At our last annual meeting on April 4, 2016, all of our directors, 12 of whom are standing for re-election this year, attended the meeting.

Audit Committee

We have an Audit Committee established in accordance with the requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Audit Committee represents and assists the Board in fulfilling its responsibilities for overseeing our financial reporting processes and the audit of our financial statements. Specific duties and responsibilities of the Audit Committee include, among other things:

Independent Registered Public Accounting Firm	• appointing, overseeing the work of, evaluating and compensating the independent registered public accounting firm; • discussing with the public accounting firm relationships with HP and its independence; • overseeing the rotation of the independent registered public accounting firm's lead audit and concurring partners at least once every five years and the rotation of other audit partners at least once every seven years in accordance with SEC regulations; and • determining whether to retain or, if appropriate, terminate the independent registered public accounting firm.
Audit and Non-Audit Services; Financial Statements; Audit Report	• reviewing and approving the scope of the annual independent audit, the audit fee, other audit services and the financial statements; • preparing the Audit Committee report for inclusion in the annual proxy statement; and • overseeing our financial reporting processes and the audit of our financial statements, including the integrity of our financial statements.
Disclosure Controls; Internal Controls & Procedures; Legal Compliance	• reviewing our disclosure controls and procedures, internal controls, information security policies, internal audit function, and corporate policies with respect to financial information and earnings guidance; and • overseeing compliance with legal and regulatory requirements.
Risk Oversight	• reviewing risks facing HP and management's approach to addressing these risks, including significant risks or exposures relating to litigation and other proceedings and regulatory matters that may have a significant impact on our financial statements; and • discussing policies with respect to risk assessment and risk management.
Related Party Transactions	• overseeing relevant related party transactions governed by applicable accounting standards (other than related person transactions addressed by the NGSR Committee).
Annual Review/Evaluation	• annually reviewing the Audit Committee's charter and performance.

The Board determined that each of Ms. Citrino, chair of the Audit Committee, and the other Audit Committee members (Mr. Bennett, Ms. Brown-Philpot, Ms. Burns and Mr. Suresh) is independent within the meaning of the NYSE and SEC standards of independence for directors and audit committee members and has satisfied the NYSE financial literacy requirements. The Board also determined that each of Mr. Bennett, Ms. Brown-Philpot, Ms. Burns, Ms. Citrino and Mr. Suresh is an "audit committee financial expert" as defined by the SEC rules.

The report of the Audit Committee is included on page 30.

Finance, Investment and Technology Committee

The Finance, Investment and Technology Committee provides oversight of the finance and investment functions of HP. The Finance, Investment and Technology Committee's responsibilities and duties include, among other things:

Treasury Matters	• reviewing or overseeing significant treasury matters such as capital structure and allocation strategy, derivative policy, global liquidity, fixed income investments, borrowings, currency exposure, dividend policy, share issuances and repurchases, and capital spending.
M&A Transactions & Strategic Alliances	• assisting the Board in evaluating investment, acquisition, enterprise services, joint venture and divestiture transactions in which we engage as part of our business strategy from time to time and reporting and making recommendations to the Board as to scope, direction, quality, investment levels and execution of such transactions; • evaluating and revising our approval policies with respect to such transactions; • overseeing our integration planning and execution and the financial results of such transactions after integration; • evaluating the execution, financial results and integration of our completed transactions; and • overseeing and approving our strategic alliances.
Capitalization; Debt & Obligations; Swaps	• reviewing or overseeing our capital structure and allocation strategy; • overseeing our loans and loan guarantees of third-party debt and obligations; and • annually reviewing and approving certain swaps and other derivative transactions.
Technology Strategies & Guidance	• making recommendations to the Board as to scope, direction, quality, investment levels and execution of our technology strategies; • overseeing the execution of technology strategies formulated by management; and • providing guidance on technology as it may pertain to, among other things, market entry and exit, investments, mergers, acquisitions and divestitures, new business divisions and spin-offs, research and development investments, and key competitor and partnership strategies.

Nominating, Governance and Social Responsibility Committee

The NGSR Committee oversees, and represents and assists the Board (and management, as applicable) in fulfilling its responsibilities relating to, our corporate governance, director nominations and elections, HP's policies and programs relating to global citizenship and other legal, regulatory and compliance matters relating to current and emerging political, environmental, global citizenship and public policy trends. Specific duties and responsibilities of the NGSR Committee include, among other things:

Board Matters	• developing and recommending to the Board the criteria for identifying and evaluating director candidates and periodically reviewing these criteria; • identifying and recommending candidates to be nominated for election as directors at our annual meeting, consistent with criteria approved by the Board; • annually assessing the size, structure, functioning and composition of the Board and recommending assignments of directors to Board committees and chairs of Board committees; • identifying and recruiting new directors, establishing procedures for the consideration of director candidates recommended by stockholders and considering candidates proposed by stockholders; • assessing the contributions and independence of directors in determining whether to recommend them for election or reelection to the Board; and • periodically reviewing the Board's leadership structure, recommending changes to the Board as appropriate, and making a recommendation to the independent directors regarding the appointment of the Lead Independent Director.
HP Governing Documents & Corporate Governance Guidelines & Other Policies	• conducting a preliminary review of director independence and the financial literacy and expertise of Audit Committee members, and making recommendations to the Board related to such matters; • developing and regularly reviewing corporate governance principles, including our Corporate Governance Guidelines; • reviewing proposed changes to our Certificate of Incorporation, Bylaws and Board committee charters; and • establishing policies and procedures for the review and approval of related-person transactions and conflicts of interest, including the reviewing and approving all potential "related-person transactions" as defined under SEC rules.
Stockholder Rights	• assessing and making recommendations regarding stockholder rights plans or other stockholder protections, as appropriate; and • reviewing stockholder proposals in conjunction with the CEO and recommending Board responses.
Public Policy Trends & Issues	• reviewing emerging corporate governance issues and practices; • identifying, evaluating and monitoring social, political and environmental trends, issues, concerns, legislative proposals and regulatory developments that could significantly affect the public affairs of HP; and • reviewing, assessing, reporting and providing guidance to management and the full Board relating to activities, policies and programs with respect to public policy matters and policies and programs relating to global citizenship, as applicable.
Annual Review/Evaluation	• overseeing the policies relating to, and the manner in which HP conducts, its government relations activities; • annually reviewing the NGSR Committee's charter and performance; and • overseeing the annual self-evaluation of the Board and its committees.

The Board determined that each of Mr. Banerji, who serves as chair of the NGSR Committee, and the other NGSR Committee members (Ms. Alvarez, Mr. Bergh, Mr. Gupta[(1)], Mr. Mobley and Ms. Brown-Philpot) is independent within the meaning of the NYSE director independence standards.

(1) Mr. Gupta is not standing for re-election at this annual meeting. His membership of the NGSR Committee will end at the annual meeting.

HR and Compensation Committee

The HRC Committee discharges the Board's responsibilities related to the compensation of our executives and directors and provides general oversight of our compensation structure, including our equity compensation plans and benefits programs. Specific duties and responsibilities of the HRC Committee include, among other things:

Executive Compensation, Stock Ownership and Performance Reviews	• recommending all elements of the CEO's compensation to the independent members of the Board; • reviewing and approving objectives relevant to other executive officer compensation and evaluating performance and determining the compensation of other executive officers in accordance with those objectives; • approving severance arrangements and other applicable agreements and policies for executive officers; and • adopting and monitoring compliance with stock ownership guidelines and policies for executive officers.
Equity Compensation Plans, Incentive Plans and Other Employee Benefit Plans	• overseeing and monitoring the effectiveness of non-equity-based benefit plan offerings, including but not limited to non-qualified deferred compensation, fringe benefits and any perquisites, in particular those pertaining to Section 16 officers, and approving any material new employee benefit plan or change to an existing plan that creates a material financial commitment by HP.
Director Compensation & Stock Ownership	• establishing compensation policies and practices for service on the Board and its committees, including annually reviewing the appropriate level of director compensation and recommending to the Board any changes to that compensation; and • adopting and monitoring compliance with stock ownership guidelines and policies for directors.
Executive Succession Planning & Leadership Development	• reviewing senior management selection and overseeing succession planning, leadership development, diversity and pay equality.
Compensation Consultants	• assessing the independence of all advisors (whether retained by the HRC Committee or management) that provide advice to the HRC Committee, in accordance with applicable listing standards; and • annually assessing whether the work of compensation consultants has raised any conflict of interest.
Risk Assessment; Other Disclosure	• overseeing, approving, and evaluating HP's overall human resources and compensation structure, policies and programs, and assessing whether these establish appropriate incentives and leadership development opportunities for management and other employees, and confirming they do not encourage risk taking that is reasonably likely to have a material adverse effect on HP; • reviewing and discussing with management the Compensation Discussion and Analysis and performing other reviews and analyses and making additional disclosures as required of compensation committees by the rules of the SEC or applicable exchange listing requirements; and • reviewing the results of stockholder advisory votes on HP's executive compensation program and recommending to the Board or the NGSR Committee how to respond to such votes.
Annual Review/Evaluation	• overseeing the annual evaluation of the CEO with input from all Board members; and • annually evaluating the HRC Committee's performance and its charter.

The Board determined that each of Mr. Gupta[(1)], who serves as chair of the HRC Committee, and the other HRC Committee members (Ms. Alvarez, Mr. Banerji, Mr. Bass, Mr. Bergh and Mr. Mobley) is independent within the meaning of the NYSE standards of independence for directors and compensation committee members.

(1) Mr. Gupta is not standing for re-election and, therefore, his term will expire at this annual meeting. The Board will appoint a new chair of the HRC Committee.

Executive Sessions

During fiscal 2016, the directors met in executive session five times of which at least one included an additional executive session of only the independent directors. As Lead Independent Director during fiscal 2016, Mr. Gupta scheduled and chaired each executive session held during fiscal 2016. Any independent director may request that an additional executive session be scheduled.

Communications with the Board

Stockholders can contract the HP Board by email at directors@hp.com or by mail at:

The HP Board of Directors
1501 Page Mill Road
Palo Alto, CA
94304

All directors have access to this correspondence. In accordance with instructions from the Board, the Secretary to the Board reviews all correspondence, organizes the communications for review by the Board and posts communications to the full Board or to individual directors, as appropriate. Our independent directors have requested that certain items that are unrelated to the Board's duties, such as spam, junk mail, mass mailings, solicitations, resumes and job inquiries, not be posted. Communications that are intended specifically for the Chairman of the Board, the Lead Independent Director, other independent directors or the non-employee directors should be sent to the e-mail address or street address noted above, to the attention of the Chairman of the Board.

Code of Conduct

We maintain a code of business conduct and ethics for directors, officers and employees known as our Standards of Business Conduct, which is available on our website at http://h30261.www3.hp.com/governance/standards-of-business-conduct.aspx.

Director Compensation and Stock Ownership Guidelines

Employee directors such as Mr. Weisler do not receive any separate compensation for their Board activities. Non-employee director compensation is determined annually by the Board acting on the recommendation of the HRC Committee. In formulating its recommendation, the HRC Committee considers market data for our peer group and input from the third-party compensation consultant retained by the HRC Committee regarding market practices for director compensation. In fiscal 2016, non-employee directors received the compensation described below.

Each non-employee director serving during fiscal 2016 was entitled to receive an annual cash retainer of $100,000. Non-employee directors may elect to defer up to 50% of their annual cash retainer. There were two non-employee directors who elected to defer. In lieu of the annual cash retainer, non-employee directors may elect to receive an equivalent value of equity either entirely in RSUs or in equal values of RSUs and stock options.

Each non-employee director also received an annual equity retainer of $200,000 for service during fiscal 2016. Under special circumstances, the annual equity retainer may be paid in cash. No annual equity retainer was paid in cash during fiscal 2016. Typically, the annual equity retainer is paid at the election of the director either entirely in RSUs or in equal values of RSUs and stock options. The number of shares subject to the RSU awards is determined based on the fair market value of our stock on the grant date, and the number of shares subject to the stock option awards is determined as of the grant date based on a Black-Scholes-Merton option pricing formula. Non-employee directors are entitled to receive dividend equivalent units with respect to RSUs, but not stock options. RSUs and stock options generally vest after one year from the date of grant. In addition, non-employee directors may elect to defer the settlement of all RSUs received as part of the director compensation program until either (a) upon the first to occur of the director's death, disability (as defined in Section 409A of the Internal Revenue Code) or when the director no longer serves as a member of the HP Board of Directors (a "Separation From Service" as defined in Section 409A) or (b) as of April 1 of a given year; however, non-employee directors may not defer the settlement of any stock options received.

In fiscal 2016, the Board approved an annual retainer for the Lead Independent Director in the amount of $35,000. In addition to the annual cash and equity retainers, the Lead Independent Director and non-employee directors who served as chairs of standing committees during fiscal 2016 received cash retainers for such service. The Board also approved annual chair retainers as follows:

- $25,000 for the Audit Committee Chair;
- $20,000 for the HRC Committee Chair; and
- $15,000 for other Board committees.

Each non-employee director also receives $2,000 for Board meetings attended in excess of ten meetings per Board year (which begins in March and ends the following February), and $2,000 for each committee meeting attended in excess of a total of ten meetings of each committee per Board year.

Non-employee directors are reimbursed for their expenses in connection with attending Board meetings (including expenses related to spouses when spouses are invited to attend Board events), and non-employee directors may use the Company aircraft for travel to and from Board meetings and other company events.

Fiscal 2016 Director Compensation

Name	Fees Earned or Paid in Cash[1] ($)	Stock Awards[2] ($)	Option Awards[2] ($)	All Other Compensation ($)	Total ($)
Aida Alvarez	72,465	210,070	0	0	282,535
Shumeet Banerji	116,921	199,997	0	0	316,918
Carl Bass	33,219	207,534	152,185	0	392,938
Robert R. Bennett	122,921	199,997	0	0	322,918
Charles V. Bergh	99,931	157,543	101,457	0	358,931
Stacy Brown-Philpot	99,931	257,536	0	0	357,467
Stephanie A. Burns	33,219	357,540	0	0	390,759
Mary Anne Citrino	58,202	207,534	152,185	0	417,921
Rajiv L. Gupta	158,893	100,004	101,457	0	360,354
Stacey Mobley	99,931	257,536	0	0	357,467
Subra Suresh	99,931	257,536	0	0	357,467
Dion J. Weisler[3]	—	—	—	—	—
Margaret C. Whitman	33,219[4]	207,534	152,185	0	392,938

(1) For purposes of determining director compensation, the board year begins in March and ends the following February, which does not coincide with our November through October fiscal year. Cash amounts included in the table above represent the portion of the annual retainers, committee chair fees and Lead Independent Director fees earned with respect to service during fiscal 2016, as well as any additional meeting fees paid during fiscal 2016. See "Additional Information about Fees Earned or Paid in Cash in Fiscal 2016" below.

(2) Represents the grant date fair value of stock awards and option awards granted in fiscal 2016 calculated in accordance with applicable accounting standards relating to share-based payment awards. For awards of RSUs, that amount is calculated by multiplying the closing price of HP's stock on the date of grant by the number of units awarded. For option awards, that amount is calculated by multiplying the Black-Scholes-Merton value determined as of the date of grant by the number of options awarded. For information on the assumptions used to calculate the value of the stock awards, refer to Note 6 to our Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016, as filed with the SEC on December 15, 2016. See "Additional Information about Non-Employee Director Equity Awards" below.

(3) Mr. Weisler has served as President and CEO of HP since November 1, 2015. Accordingly, he does not receive compensation for his Board service.

(4) As Chairman of the Board, Ms. Whitman was eligible for an additional annual cash retainer of $200,000. She declined this retainer for fiscal 2016.

Additional Information about Fees Earned or Paid in Cash in Fiscal 2016

Name	Annual Retainers[1] ($)	Committee Chair/ Lead Independent Director Fees[2] ($)	Additional Meeting Fees[3] ($)	Total ($)
Aida Alvarez	72,465	0	0	72,465
Shumeet Banerji	99,931	14,990	2,000	116,921
Carl Bass	33,219	0	0	33,219
Robert R. Bennett	99,931	14,990	8,000	122,921
Charles V. Bergh	99,931	0	0	99,931
Stacy Brown-Philpot	99,931	0	0	99,931
Stephanie A. Burns	33,219	0	0	33,219
Mary Anne Citrino	33,219	24,983	0	58,202
Rajiv L. Gupta	99,931	54,962	4,000	158,893
Stacey Mobley	99,931	0	0	99,931
Subra Suresh	99,931	0	0	99,931
Margaret C. Whitman	33,219	0	0	33,219

(1) The board year begins in March and ends the following February, which does not coincide with HP's November through October fiscal year. The dollar amounts shown include cash annual retainers earned for service during the last four months of the March 2015 through February 2016 Board year and cash annual retainers earned for service during the first eight months of the March 2016 through February 2017 Board year. This also includes cash earned in the period described that was deferred by director election into the 2005 Executive Deferred Compensation Plan, which provides that directors may elect when to receive their deferred cash annual retainer. Directors may not receive their deferred cash annual retainer earlier than January 2019. In the case of a termination of service, directors can elect to receive the deferred money in the January following the termination of the service if the date occurs prior to the specified distribution year elected.

(2) Committee chair fees are calculated based on service during each Board term. The dollar amounts shown include such fees earned for service during the last four months of the March 2015 through February 2016 Board term and fees earned for service during the first eight months of the March 2016 through February 2017 Board term.

(3) Additional meeting fees are calculated based on the number of designated Board meetings and the number of committee meetings attended during each Board term. The dollar amounts shown include any additional meeting fees paid during fiscal 2016 for service in the 2015 Board term ending February 2016. Additional meeting fees for the 2016 Board term, if any, will be paid during fiscal 2017.

Additional Information about Non-Employee Director Equity Awards

The following table provides additional information about non-employee director equity awards, including the stock awards and option awards made to non-employee directors during fiscal 2016, the grant date fair value of each of those awards and the number of stock awards and option awards outstanding as of the end of fiscal 2016:

Name	Stock Awards Granted During Fiscal 2016 (#)	Option Awards Granted During Fiscal 2016 (#)	Grant Date Fair Value of Stock and Option Awards Granted During Fiscal 2016[1] ($)	Stock Awards Outstanding at Fiscal Year End[2] (#)	Option Awards Outstanding at Fiscal Year End (#)
Aida Alvarez	18,305	0	210,070	18,631	0
Shumeet Banerji	17,467	0	199,997	17,778	0
Carl Bass	17,175	72,816	359,719	17,567	72,816
Robert R. Bennett	17,467	0	199,997	17,778	0
Charles V. Bergh	12,809	48,544	259,000	13,123	48,544
Stacy Brown-Philpot	21,542	0	257,536	22,011	0
Stephanie A. Burns	30,276	0	357,540	30,901	0
Mary Anne Citrino	17,175	72,816	359,719	17,567	72,816
Rajiv L. Gupta	8,734	48,544	201,461	8,890	204,824
Stacey Mobley	21,542	0	257,536	22,011	0
Subra Suresh	21,542	0	257,536	22,011	0
Margaret C. Whitman	17,175	72,816	359,719	17,567	5,613,838[3]

(1) Represents the grant date fair value of stock and option awards granted in fiscal 2016 calculated in accordance with applicable accounting standards. For awards of RSUs, that number is calculated by multiplying the closing price of HP's stock on the date of grant by the number of units awarded. For option awards, that amount is calculated by multiplying the Black-Scholes-Merton value determined as of the date of grant by the number of options awarded. For information on the assumptions used to calculate the value of the stock awards, refer to Note 6 to our Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016, as filed with the SEC on December 15, 2016.

(2) Includes dividend equivalent units accrued with respect to awards of RSUs outstanding at fiscal year end, as well as RSUs granted in previous years, that have been deferred at the election of the director.

(3) Includes the number of option awards outstanding that were granted to Ms. Whitman while she served as President and CEO of HP prior to the separation. A portion of Ms. Whitman's options were converted to options of HPE in connection with the separation.

Non-Employee Director Stock Ownership Guidelines

Under our stock ownership guidelines, non-employee directors are required to accumulate within five years of election to the Board shares of HP's stock equal in value to at least five times the amount of their annual cash retainer. Shares counted toward these guidelines include any shares held by the director directly or indirectly, including deferred vested awards.

All non-employee directors with more than five years of service have met our stock ownership guidelines and all non-employee directors with less than five years of service have either met or are on track to meet our stock ownership guidelines within the required time based on current trading prices of HP's stock. See "Common Stock Ownership of Certain Beneficial Owners and Management" on page 58 of this proxy statement.

Related Person Transactions Policies and Procedures

We have adopted a written policy for approval of transactions between us and our directors, director nominees, executive officers, beneficial owners of more than 5% of HP's stock, and their respective immediate family members where the amount involved in the transaction exceeds or is expected to exceed $100,000 in a single calendar year.

The policy provides that the NGSR Committee reviews certain transactions subject to the policy and decides whether or not to approve or ratify those transactions. In doing so, the NGSR Committee determines whether the transaction is in the best interests of HP. In making that determination, the NGSR Committee takes into account, among other factors it deems appropriate:

- the extent of the related person's interest in the transaction;
- whether the transaction is on terms generally available to an unaffiliated third party under the same or similar circumstances;
- the benefits to HP;
- the impact or potential impact on a director's independence in the event the related party is a director, an immediate family member of a director or an entity in which a director is a partner, 10% stockholder or executive officer;
- the availability of other sources for comparable products or services; and
- the terms of the transaction.

The NGSR Committee has delegated authority to the chair of the NGSR Committee to pre-approve or ratify transactions where the aggregate amount involved is expected to be less than $1 million.

A summary of any new transactions pre-approved by the chair is provided to the full NGSR Committee for its review at each of the NGSR Committee's regularly scheduled meetings.

The NGSR Committee has adopted standing pre-approvals under the policy for limited transactions with related persons. Pre-approved transactions include:

- compensation of executive officers that is excluded from reporting under SEC rules where the HRC Committee approved (or recommended that the Board approve) such compensation;
- director compensation;
- transactions with another company with a value that does not exceed the greater of $1 million or 2% of the other company's annual revenues, where the related person has an interest only as an employee (other than executive officer), director or beneficial holder of less than 10% of the other company's shares;
- contributions to a charity in an amount that does not exceed $1 million or 2% of the charity's annual receipts, where the related person has an interest only as an employee (other than executive officer) or director; and
- transactions where all stockholders receive proportional benefits.

A summary of new transactions covered by the standing pre-approvals relating to other companies (as described above) is provided to the NGSR Committee for its review in connection with that committee's regularly scheduled meetings.

Fiscal 2016 Related Person Transactions

We enter into commercial transactions with many entities for which our executive officers or directors serve as directors and/or executive officers in the ordinary course of our business. All of those transactions were pre-approved transactions as defined above.

Audit Matters

Management Proposal No. 2

Ratification of Independent Registered Public Accounting Firm

Our Board recommends a vote FOR the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the 2017 fiscal year.

The Audit Committee of the Board has appointed, and as a matter of good corporate governance, is requesting ratification by the stockholders of Ernst & Young LLP as the independent registered public accounting firm to audit our consolidated financial statements for the fiscal year ending October 31, 2017. During fiscal 2016, Ernst & Young LLP served as our independent registered public accounting firm and also provided certain other audit-related and tax services. See "Principal Accounting Fees and Services" and "Report of the Audit Committee of the Board of Directors" below. Representatives of Ernst & Young LLP are expected to participate in the annual meeting, where they will be available to respond to appropriate questions and, if they desire, to make a statement.

Vote Required

Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the 2017 fiscal year requires the affirmative vote of a majority of the shares of HP common stock present in person or represented by proxy and entitled to be voted at the annual meeting. If the appointment is not ratified, the Board will consider whether it should select another independent registered public accounting firm.

Report of the Audit Committee of the Board of Directors

The Audit Committee represents and assists the Board in fulfilling its responsibilities for general oversight of the integrity of HP's financial statements, HP's compliance with legal and regulatory requirements, the independent registered public accounting firm's qualifications and independence, the performance of HP's internal audit function and independent registered public accounting firm, and risk assessment and risk management. The Audit Committee manages HP's relationship with its independent registered public accounting firm (which reports directly to the Audit Committee). The Audit Committee has the authority to obtain advice and assistance from outside legal, accounting or other advisors as the Audit Committee deems necessary to carry out its duties and receives appropriate funding, as determined by the Audit Committee, from HP for such advice and assistance.

HP's management is primarily responsible for HP's internal control and financial reporting process. HP's independent registered public accounting firm, Ernst & Young LLP, is responsible for performing an independent audit of HP's consolidated financial statements and issuing opinions on the conformity of those audited financial statements with United States generally accepted accounting principles and the effectiveness of HP's internal control over financial reporting. The Audit Committee monitors HP's financial reporting process and reports to the Board on its findings.

In this context, the Audit Committee hereby reports as follows:

1. The Audit Committee has reviewed and discussed the audited financial statements with HP's management.
2. The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed under the rules adopted by the Public Company Accounting Oversight Board ("PCAOB").
3. The Audit Committee has received from the independent registered public accounting firm the written disclosures and the letter required by the applicable requirements of the PCAOB regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence and has discussed with the independent registered public accounting firm its independence.
4. Based on the review and discussions referred to in paragraphs (1) through (3) above, the Audit Committee recommended to the Board, and the Board has approved, that the audited financial statements be included in HP's Annual Report on Form 10-K for the fiscal year ended October 31, 2016, for filing with the SEC.

The undersigned members of the Audit Committee have submitted this Report to the Board of Directors.

AUDIT COMMITTEE

Mary Anne Citrino, Chair
Robert R. Bennett
Stacy Brown-Philpot
Stephanie A. Burns
Subra Suresh

Principal Accounting Fees and Services

Fees incurred by HP for Ernst & Young LLP

The following table shows the fees paid or accrued by HP for audit and other services provided by Ernst & Young LLP for fiscal 2016 and 2015.

	2016	2015
	In Millions	
Audit Fees(1)	$15.3	$65.7
Audit-Related Fees(2)	3.2	21.9
Tax Fees(3)	4.0	21.0
All Other Fees(4)	0.2	4.1
Total	$22.7	$112.7

(1) Audit fees represent fees for professional services provided in connection with the audit of our financial statements and review of our quarterly financial statements and audit services provided in connection with other statutory or regulatory filings. Audit fees for fiscal 2015 included fees for audit services provided in connection with the separation of Hewlett-Packard Company into two independent publicly-traded companies, HPE and HP Inc.

(2) Audit-related fees for fiscal 2016 consisted primarily of merger and acquisition due diligence of $1.8 million and also included accounting consultations, employee benefit plan audits and other attestation services of $1.4 million. Audit-related fees for fiscal 2015 consisted primarily of service organization control examinations and other attestation services of $9.0 million and also included accounting consultations, employee benefit plan audits and merger and acquisition due diligence of $12.9 million.

(3) Tax fees consisted primarily of tax advice and tax planning fees of $3 million and $18.8 million for fiscal 2016 and fiscal 2015, respectively. For fiscal 2016 and fiscal 2015, tax fees also included tax compliance fees of $993,366 and $1.2 million, respectively.

(4) For fiscal 2016 and 2015, all other fees included primarily advisory service fees.

Pre-Approval of Audit and Non-Audit Services Policy

The Audit Committee has delegated to the chair of the Audit Committee the authority to pre-approve audit-related and non-audit services not prohibited by law to be performed by our independent registered public accounting firm and associated fees up to a maximum for any one service of $250,000, provided that the chair shall report any decisions to pre-approve services and fees to the full Audit Committee at its next regular meeting.

Executive Compensation

Management Proposal No. 3

Advisory Vote to Approve Executive Compensation

Our Board recommends a vote FOR the approval of the compensation of our NEOs, including the Compensation Discussion and Analysis, the compensation tables and narrative discussion following such compensation tables, and the other related disclosures in this proxy statement.

In accordance with SEC rules, our stockholders are being asked to approve, on an advisory or non-binding basis, the compensation of our Named Executive Officers ("NEOs") as disclosed in this proxy statement — a detailed description of our compensation program is available in the "Compensation Discussion and Analysis."

Our Board and the HRC Committee believe that we have created a compensation program that is tied to performance, aligns with stockholder interests and merits stockholder support. Accordingly, we are asking for stockholder approval of the compensation of our NEOs as disclosed in this proxy statement in the Compensation Discussion and Analysis, the compensation tables and the narrative discussion following the compensation tables.

Although this vote is non-binding, the Board and the HRC Committee value the views of our stockholders and will review the voting results. If there are significant negative votes, we will take steps to understand those concerns that influenced the vote, and consider them in making future decisions about executive compensation. We currently conduct annual advisory votes on executive compensation, and we expect to conduct the next advisory vote at our 2018 annual meeting of stockholders.

Vote Required

The affirmative vote of a majority of the shares of HP common stock present in person or represented by proxy and entitled to be voted on the proposal at the annual meeting is required for advisory approval of this proposal.

Compensation Discussion and Analysis

Introduction

This Compensation Discussion and Analysis describes our executive compensation philosophy and programs, the compensation decisions the HRC Committee has made under those programs, and the considerations in making those decisions.

Named Executive Officers

Our NEOs for fiscal 2016, are as follows:

- Dion J. Weisler, President and CEO;
- Catherine A. Lesjak, Chief Financial Officer;
- Kim M. Rivera, Chief Legal Officer and General Counsel;
- Tracy S. Keogh, Chief Human Resources Officer; and
- Jon E. Flaxman, Chief Operating Officer.

Executive Summary

Fiscal 2016 was the first full year for HP as a standalone organization, which was created as the successor company when HPE was separated from Hewlett-Packard Company in November 2015. The separation resulted in two ongoing entities, HP and HPE, each ranked among the 100-largest US companies in revenues.

This Compensation Discussion and Analysis provides details on HP's executive compensation program structure, policies, and practices as related to NEOs during the fiscal 2016 "start-up" year. HP's HRC Committee oversees the program and highlights the following four major aspects of the program for readers of the Compensation Discussion and Analysis:

First, HP's regular ongoing target compensation opportunities are reasonable versus peers with a strong emphasis on performance-contingent pay.

Amounts shown in the Summary Compensation Table on page 47 include all cash, equity, and other reportable compensation value for NEOs that are attributable to fiscal 2016. For HP, these amounts include two significant items that are unique to the Company's initial year of operations and are not part of regular ongoing compensation:

- First, due to the extraordinary circumstances of the company, one-time "Launch Grants" were awarded at the successful completion of the separation. These one-time performance-based awards were made to selected NEOs for retention, ownership and incentive over the critical new-company formation period. The Launch Grants are discussed in detail on page 42.
- Second, the incremental accounting value in connection with the modification and adjustment of stock-based awards outstanding at the time of the separation. The adjustments were made with the additional intention of preserving the intrinsic value of the awards prior to the separation.

The following table shows reported compensation for the CEO and other NEOs on average, breaking-out these two non-recurring components. Based on extensive review of peer-group data, the HRC Committee concluded that the regular ongoing cash and equity compensation structure is within a competitive range of the market median for our NEOs, with individual differences related to incumbent-specific performance and additional relevant considerations explained more fully in the subsequent narrative:

	CEO ($)	Avg. Other NEOs ($)
Summary Compensation Table Reported Total	$28,696,267	$8,355,437
Less: One-Time Launch Grants	$13,213,435	$2,007,425
Less: The accounting-related value due to adjustments of stock-based compensation awards in connection with separation	$541,630	$230,386
Equals Regular Earned Cash, Equity and Other	$14,941,202	$6,117,625

Second, special "Launch Grants" are equity and performance related, and effectively serve a unique one-time purpose for the new Company.

As previously mentioned, the HRC Committee's rationale for making the Launch Grants combined objectives related to performance focus, stockholder alignment, ownership, and talent retention, which are discussed in further detail on page 42. To balance these objectives, half of the Launch Grants are comprised of Performance Contingent Stock Options ("PCSOs") that will be forfeited if certain stock price targets are not met within specified time periods. The remaining half is in time-based RSUs. The Launch Grants vest ratably over three years (contingent on achievement of performance conditions for the PCSOs) and require continued employment at each vesting.

For the PCSOs, real pay delivery from the grants is intended to align with future stockholder value creation. Subject to continued employment, vesting of the PCSOs in one-third installments is contingent on our stock price increasing (for 20 consecutive trading days) 10% within two years after the grant date, 20% within four years after the grant date and 30% within five years after the grant date. Any portion not earned at the end of the performance period is forfeited, and cannot subsequently be re-earned by cumulative price growth over the longer periods. As illustrated below for grants made to NEOs during fiscal 2016, none of the price hurdles had been achieved as of fiscal year-end and there was no earned or realizable compensation as of that time:

	Price Hurdle	Growth from $13.83 Grant Price	Forfeited if Not Achieved Within	Status at End of Fiscal 2016
Tranche 1	$15.21	10%	2 years	Unearned
Tranche 2	$16.60	20%	4 years	Unearned
Tranche 3	$17.98	30%	5 years	Unearned

Third, fiscal 2016 compensation decisions related to the NEOs reflect the market and align with performance.

In addition to making the Launch Grants at the outset of the year as described above, the HRC Committee made three primary compensation decisions regarding NEOs during fiscal 2016, which are summarized below along with the HRC Committee's rationale:

Fiscal 2016 NEO Pay Action	HRC Committee Decision	HRC Committee Rationale
Adjust base salaries	Due to the separation, there was extensive personnel restructuring, including a number of promotions. Salary changes ranged from -14% to 45%, with the CEO at 45% due to his promotion into his current leadership role.	Reflect peer group market positioning, individual experience, performance, advancement potential, and internal equity.
Determine earned annual bonuses for fiscal 2016 performance	Annual bonuses for fiscal 2016 were earned, ranging from 94.7% to 100% of target, with the CEO at 95.9% of target and the average for other NEOs at 96.3%. At the beginning of the year, target awards were set at competitive levels versus peers.	Earned awards reflected performance against applicable enterprise-wide, business, and individual goals. Goals were set for the overall Company and businesses against internal budgets for revenues, net earnings/profits, and free cash flow. Non-financial individual performance goals under the Management by Objective program ("MBOs") were set for individuals. While the company did deliver on external EPS targets, overall performance fell short of target for revenues and net earnings, and exceeded target for free cash flow and MBOs. As a gauge of goal-setting rigor, HP's initial year TSR of 11.1% was more than double the S&P 500 return of 4.9%.
Make regular long-term incentive grants	Fiscal 2016 long-term incentives were granted in an approximate mix of 60% PARSUs and 40% time-based RSUs. Grant values were set at competitive levels versus peers with appropriate incumbent-specific variability for performance, experience, and internal equity. Grants for Ms. Lesjak and Ms. Keogh were reduced while grants for Mr. Weisler and Mr. Flaxman were increased vs. fiscal 2015 grants to better align with market data for the new company.	PARSUs continued to be based on equally weighted two- and three-year goals for return on invested capital ("ROIC") and relative TSR compared to the S&P 500. The intent was to align pay delivery with stockholder returns. RSUs were time-based in annual installments over three years to reward and reinforce ownership and support retention.

Fourth, the HRC Committee continues to review the overall executive compensation program to maintain support of HP's evolving business strategy without potential material risk to the organization.

Much of HP's 2016 program structure was continued from the pre-separation HP, where there was 95.3% approval of the say-on-pay proposal for 2015. Meanwhile, the HRC Committee continually considers feedback from stockholders and the potential executive-compensation implications of evolving business and strategic objectives. These considerations led to the following refinements for fiscal 2017:

- In annual incentives, there will be an increased focus on enterprise-wide revenues and net income for teamwork among business leaders.
- For PARSUs, the ROIC measure will be replaced by Earnings Per Share ("EPS") for improved stockholder alignment. This change is discussed in further detail on page 43 "Fiscal 2017 Compensation Program."

Oversight and Authority over Executive Compensation

Role of the HRC Committee and its Advisors

The HRC Committee oversees and provides strategic direction to management regarding all aspects of our pay program for senior executives. It makes recommendations regarding the CEO's compensation to the independent members of the Board for approval, and it reviews and approves the compensation of the remaining Section 16 officers, including our NEOs. Each HRC Committee member is an independent non-employee director with significant experience in executive compensation matters.

During fiscal 2016, the HRC Committee engaged Frederick W. Cook and Co. ("FW Cook") as its independent compensation consultant beginning in January 2016. In addition, during fiscal 2016, the HRC Committee continued to retain Dentons US LLP ("Dentons") as its independent legal counsel. FW Cook provides analyses and recommendations that inform the HRC Committee's decisions, evaluates market pay data and competitive-position benchmarking, provides analysis and input on performance measures and goals, provides analysis and input on program structure, provides updates on market trends and the regulatory environment as it relates to executive compensation, reviews various management proposals presented to the HRC Committee related to executive compensation, and works with the HRC Committee to validate and strengthen the pay-for-performance relationship and alignment with stockholders. Prior to fiscal 2016, the HRC Committee engaged Farient Advisors LLC ("Farient") as its independent compensation consultant. Although Farient did not provide any recommendations during fiscal 2016, it did provide guidance on the fiscal 2016 peer group and compensation decisions. Pursuant to SEC rules the HRC Committee has assessed the independence of FW Cook, Farient and Dentons, and concluded each is independent and that no conflict of interest exists that would prevent FW Cook, Farient or Dentons from independently providing service to the HRC Committee. FW Cook, Farient and Dentons do not currently perform other services for HP Inc., and none will do so without the prior consent of the HRC Committee chair. FW Cook meets with the HRC Committee chair and the HRC Committee outside the presence of management while in executive session.

The HRC Committee met five times in fiscal 2016, and all five of these meetings included an executive session. FW Cook participated in most of the meetings and, when requested by the HRC Committee chair, in the preparatory meetings and the executive sessions.

Role of Management and the CEO in Setting Executive Compensation

On an annual basis, management considers market competitiveness, business results, experience and individual performance in evaluating NEO compensation and our compensation structure. The Chief Human Resources Officer and other members of our human resources organization, together with members of our finance and legal organizations, work with the CEO to design and develop the compensation program, to recommend changes to existing program provisions applicable to NEOs and other senior executives, as well as financial and other targets to be achieved under those programs, prepare analyses of financial data, peer comparisons and other briefing materials to assist the HRC Committee in making its decisions, and implement the decisions of the HRC Committee. During fiscal 2016, management continued to engage Meridian Compensation Partners, LLC ("Meridian") as its compensation consultant. The HRC Committee took into consideration that Meridian provided executive compensation-related services to management when it evaluated any information and analyses provided by Meridian, all of which were also independently reviewed by FW Cook, as applicable, on the HRC Committee's behalf.

During fiscal 2016, Mr. Weisler provided input to the HRC Committee regarding performance metrics and the setting of appropriate performance targets. Mr. Weisler also recommended MBOs for the NEOs (other than himself) and the other senior executives who report directly to him. Mr. Weisler is subject to the same financial performance goals as the executives who lead global functions and Mr. Weisler's MBOs and compensation are established by the HRC Committee and recommended to the independent members of the Board for approval.

Use of Comparative Compensation Data and Compensation Philosophy

Each year, the HRC Committee reviews the compensation levels and structure of our Section 16 officers and compares it to that of executives in similar positions at our peer group companies. Our peer group includes companies we compete with for executive talent due to our geographical proximity and technology industry overlap. The HRC Committee takes any notable size differentiations into consideration when reviewing the results of market data analysis. The HRC Committee finds this information useful in evaluating whether our pay practices are reasonable versus market practice and appropriate to support our strategic objectives. The HRC Committee continues to employ this method post-separation, but has made significant changes to its peer group to account for the separation of HPE and HP Inc.

The process for fiscal 2016 started with the proposal of a peer group by Farient, which was reviewed by HP. When determining the peer group, Farient and HP considered the following characteristics:

- Companies that are U.S.-based, listed on a major U.S. exchange, and with executives primarily living in the U.S.
- Companies in the information technology industry sector, as well as non-technology peers in industrial, consumer discretionary, consumer staples and telecommunications services
- Companies with revenue between $12 billion and $200 billion for the most recent fiscal year-end
- Companies with international revenue greater than or equal to 40% of total revenue
- Companies with comparable organizational complexity (i.e., at least two operating segments and products and services components)
- Companies with R&D greater than or equal to 2.5% of total revenue
- Companies with primarily B2B, or business-to-business, focus

We believe the resulting peer group provides HP and the HRC Committee with a valid comparison and benchmark for the Company's executive compensation program and governance practices. There were many changes to the peer group for fiscal 2016 once the screening process was applied to the newly separated HP Inc., which was to be expected due to the significant changes to HP Inc. in connection with the separation. The following companies were removed: Accenture, AT&T Inc., The Boeing Company, Caterpillar, Chevron Corporation, Ford Motor Company, Johnson & Johnson and United Technologies Corporation. The following companies were added: Amazon.com, Inc., Honeywell International, Inc., Nike, Inc., Seagate Technology PLC, Texas Instruments Inc., Western Digital Corporation, and Xerox Corporation.

The peer group for fiscal 2016 consisted of the following companies:

Company Name	Revenue ($ in billions)*
Apple Inc.	215.6
Verizon Communications Inc.	131.6
General Electric Company	117.4
Amazon.com, Inc.	107.0
Microsoft Corporation	85.3
International Business Machines Corporation	81.7
Alphabet Inc.	75.0
The Procter & Gamble Company	65.3
PepsiCo, Inc.	63.1
Intel Corporation	55.4
Cisco Systems, Inc.	49.2
HP Inc.	**48.2**
Honeywell International, Inc.	38.6
Oracle Corporation	37.0
Nike, Inc.	32.4
Qualcomm	23.6
EMC Corporation	24.7
Xerox Corporation	18.0
Western Digital Corporation	13.0
Seagate Technology PLC	11.2
Texas Instruments Inc.	13.0

* Represents fiscal 2015 reported revenue, except fiscal 2016 reported revenue is provided for Apple, HP, Microsoft, Procter & Gamble, Cisco Systems, Oracle, Nike, Qualcomm, Western Digital and Seagate.

Process for Setting and Awarding Executive Compensation

A broad range of facts and circumstances is considered in setting our overall executive compensation levels. In fiscal 2016 the HRC Committee continued to set target compensation levels within a competitive level of the market median, although in some cases lower or higher based on each executive's situation (e.g., attraction and retention purposes). The Board maintains a total CEO target compensation package that approximates the competitive median of our market and is consistent with our pay positioning strategy and pay for performance philosophy.

Among the factors considered for our executives generally, and for the NEOs in particular, are market competitiveness, internal equity and individual performance. The weight given to each factor may differ from year to year, is not formulaic and may differ among individual NEOs in any given year. For example, when we recruit externally, market competitiveness, experience and the candidate-specific circumstances may weigh more heavily in the compensation analysis. In contrast, when determining year-over-year compensation for current NEOs, internal equity and individual performance may factor more heavily in the analysis. Length of service and prior awards generally are not considered.

Because such a large percentage of NEO pay is performance-based, the HRC Committee spends significant time determining the appropriate goals for our annual- and long-term incentive plans. In general, management makes an initial recommendation of the goals, which is then assessed by the HRC Committee's independent compensation advisor, and discussed and approved by the HRC Committee. Major factors considered in setting financial goals for each fiscal year are business results from the most recently completed fiscal year, budgets and strategic plans, macroeconomic factors, guidance and analyst expectations, competitive performance results and goals, conditions or goals specific to a particular business segment and strategic initiatives. To permit eligible compensation to qualify as "performance-based" under Section 162(m) of the U.S. tax code, the HRC Committee sets the overall funding target under the "umbrella" structure created for the annual incentives, and sets performance goals for annual incentives and equity awards within the first 90 days of the fiscal year. MBOs are set based on major shared and individual strategic, operating and tactical initiatives.

Following the close of the fiscal year, the HRC Committee reviews actual financial results and MBO performance against the goals that it had set for the applicable plans for that year, with payouts under the plans determined by reference to performance against the established goals. The HRC Committee meets in executive session to review the MBO results for the CEO and to determine a recommendation for his annual incentive award to be approved by the independent members of the Board. See section '2016 Annual Incentives' below for a further description of our results and corresponding incentive payouts.

In setting compensation for fiscal 2016, the HRC Committee took into consideration the new roles and responsibilities, as applicable, each NEO had taken or was expected to take on in connection with the separation, as discussed in further detail throughout this Compensation Discussion and Analysis.

Listening to our Stockholders on Compensation

We engage with our stockholders on a variety of issues on an ongoing basis, including discussing their views on best practices in executive compensation. Some recent changes to our executive compensation program, shown here, have reflected those conversations with stockholders. HP believes in aligning our compensation with our stockholders in order to deliver better value to all our stakeholders.

- Reduction in cap within our Pay-for-Results ("PfR") plan to 200% of target
- Simplification of long-term incentive program to include only two equity elements
- The HRC Committee conducted full talent review of executives

Determination of Fiscal 2016 Executive Compensation

Under our Total Rewards Program, executive compensation consists of: base salary, annual incentives, long-term incentives, benefits and perquisites.

Fiscal 2016 Compensation Highlights

Prior to and following the separation, the HRC Committee regularly explored and continues to explore ways to improve our executive compensation program. In making changes for fiscal 2016, the HRC Committee considered our current business needs and strategy, and the impact of the separation. The objectives were to achieve a successful transition following the separation, support the business strategy, continue to align pay with stockholder interests, and maintain best-in-class governance standards. While many elements of the fiscal 2016 executive compensation program remained consistent with prior years, some changes were made that reflect strategy and market considerations, and take into account feedback from stockholders.

What we Did	Rationale
Reduced the maximum payout under the PfR Plan from 250% of target to 200% of target	To further support stockholder alignment and align with market practices, updated PfR Plan to reduce potential maximum payout.
Increased the portion of PARSUs to 60% of the total long-term incentive value (previously 40%)	To simplify the long-term incentive program and further support stockholder alignment.
Increased the portion of RSUs to 40% from 30% and correspondingly discontinued the use of PCSOs	To incorporate appropriate upside potential and risk/reward tradeoff and provide additional retention opportunities we changed allocation of long-term equity.

2016 Base Salary

Consistent with our philosophy of tying pay to performance, our executives receive a small percentage of their overall compensation in the form of base salary. The NEOs are paid an amount in the form of base salary sufficient to attract qualified executive talent and maintain a stable management team. The HRC Committee aims to have executive base salaries set at or near the market median for comparable positions and comprise 10% to 20% of the NEOs' overall compensation, which is consistent with the practice of our peer group companies. The HRC Committee typically establishes executive base salaries at the beginning of the fiscal year.

For fiscal 2016, Mr Weisler's salary was increased to $1.2 million, consistent with the median of our peer group. This increase reflects Mr. Weisler's promotion to CEO.

The HRC Committee did not change Ms. Lesjak's base salary. Ms. Keogh's base salary was reduced from $700,000 to $600,000 to better align with market data for the new Company. Mr. Flaxman's salary was increased from $535,000 to $700,000 due to an increase in responsibilities as Chief Operating Officer for the Company. Ms. Rivera's salary was set at $625,000 when she was hired as Chief Legal Officer and General Counsel.

2016 Annual Incentives

The NEOs are eligible to earn an annual incentive under the PfR Plan. For fiscal 2016 and purposes of 162(m) deductibility, the HRC Committee again established an "umbrella" formula governing the maximum bonus and then exercised negative discretion in setting actual bonuses. Under the umbrella formula, each Section 16 officer was allocated a pro rata share of 0.75% of net earnings based on his or her target annual incentive award, subject to a maximum bonus of 200% of the NEO's target bonus, and the maximum $10 million cap under the PfR Plan. Below this umbrella funding structure, actual payouts were determined based upon financial metrics and MBOs established and evaluated by the HRC Committee for Section 16 officers and by the independent members of the Board for the CEO.

After the end of the fiscal year, the actual funding for the umbrella pool was certified, and it exceeded the maximum potential bonus for the combined covered officers. The actual awards, based on financial metrics and MBOs, were then determined.

The fiscal 2016 annual incentive plan consisted of three core financial metrics (i.e., revenue, net earnings/profit, and free cash flow as a percentage of revenue) and a fourth metric, MBOs, with each metric weighted equally at 25% of the target award value. Each individual metric may fund up to 250% of target; however, the maximum annual incentive for each executive will be capped at 200% of target.

The target annual incentive awards for fiscal 2016 were set at 200% of salary for the CEO and 125% of salary for the other NEOs.

Fiscal 2016 Annual Incentive Plan

	Corporate Goals				
Key Design Elements	**Revenue[1] ($ in billions)**	**Net Earnings/Profit ($ in billions)**	**Free Cash Flow as a % of Revenue[2] (%)**	**MBOs**	**% Payout Metric[3] (%)**
Weight	25%	25%	25%	25%	
Linkage					
Global Function Executives[4]	Corporate	Corporate	Corporate	Individual	
Corporate Performance Goals					
Maximum	N/A	—	—	Various	250
Target	$52.5	$3.1	5.2%	Various	100
Threshold	—	—	—	Various	0

(1) For revenue above target, weight is moved to net earnings/profit if net earnings/profit is also above target; otherwise, it is capped at target.
(2) Maximum funding for corporate free cash flow as a percentage of revenue is capped at 150% of target if corporate net earnings/profit achievement was below target and is capped at 100% of target if corporate net earnings/profit achievement was below threshold. If corporate net earnings/profit achievement was above target, the maximum funding level is 250% for this metric.
(3) Interpolate for performance between discrete points. Maximum payout is equal to 200% of target.
(4) All NEOs are Global Function Executives. As such, we have not included information regarding business unit goals.

The specific metrics, their linkage to corporate results, and the weighting that was placed on each were chosen because the HRC Committee believed that:

- performance against these metrics, in combination, would link to enhanced value for stockholders, capturing both the top and bottom line, as well as cash and capital efficiency;
- requiring both revenue and profitability above target in order to achieve an above-target payout on these two measures would encourage the pursuit of profitable revenue;
- a balanced weighting and various caps would limit the likelihood of rewarding executives for excessive risk-taking;
- different measures would avoid paying for the same performance twice; and
- MBOs would enhance focus on business objectives, such as operational objectives, strategic initiatives, succession planning, and people development, which will be important to the long-term success of the Company.

The definition of and rationale for each of the financial performance metrics that was used is described in greater detail below:

Fiscal 2016 PfR

Financial Performance Metrics[1]	**Definition**	**Rationale for Metric**
Corporate Revenue	Net revenue as reported in our Annual Report on Form 10-K for fiscal 2016	Reflects top line financial performance, which is a strong indicator of our long-term ability to drive stockholder value
Business Revenue	Segment net revenue as reported in our Annual Report on Form 10-K for fiscal 2016	
Corporate Net Earnings	Non-GAAP net earnings, as defined and reported in our fourth quarter fiscal 2016 earnings press release, excluding bonus net of income tax[2]	Reflects bottom line financial performance, which is directly tied to stockholder value on a short-term basis
Business Net Profit ("BNP")	Business net profit, excluding bonus net of income tax	
Corporate Free Cash Flow	Cash flow from operations less net capital expenditures (gross purchases less retirements) divided by net revenue (expressed as a percentage of revenue)	Reflects efficiency of cash management practices, including working capital and capital expenditures

(1) While we report our financial results in accordance with generally accepted accounting principles ("GAAP"), our financial performance targets and results under our incentive plans are sometimes based on non-GAAP financial measures. The financial results, whether GAAP or non-GAAP, may be further adjusted as permitted by those plans and approved by the HRC Committee. We review GAAP to non-GAAP adjustments and any other adjustments with

the HRC Committee to ensure performance takes into account the way the goals were set and executive accountability for performance. These metrics and the related performance targets are relevant only to our executive compensation program and should not be used or applied in other contexts.

(2) Fiscal year 2016 non-GAAP net earnings of $2.8 billion excludes after-tax costs of $0.16 billion related to the amortization of intangible assets, restructuring charges, and acquisition-related charges. Management uses non-GAAP net earnings to evaluate and forecast our performance before gains, losses, or other charges that are considered by management to be outside of our core business segment operating results. We believe that presenting non-GAAP net earnings provides investors with greater visibility with respect to the information used by management in its financial and operational decision making. We further believe that providing this additional non-GAAP information helps investors understand our operating performance and evaluate the efficacy of the methodology and information used by management to evaluate and measure such performance. This additional non-GAAP information is not intended to be considered in isolation or as a substitute for GAAP diluted net earnings.

Following fiscal 2016, the HRC Committee reviewed performance against the financial metrics and certified the results as follows:

Fiscal 2016 PfR Plan Performance Against Financial Metrics[(1)]

Metric	Weight[(3)]	Target ($ in billions)	Result ($ in billions)	Percentage of Target Annual Incentive Funded
Corporate Revenue	25.0%	$52.5	$48.2	0.0%
Corporate Net Earnings	25.0%	$3.1	$3.0	17.7%
Corporate Free Cash Flow (% of revenue)[(2)]	25.0%	5.2%	6.6%	37.5%
Total	75.0%	—	—	55.2%
Adjusted Total	**75.0%**	**—**	**—**	**38.4%**

(1) Mr. Weisler, Ms. Lesjak, Ms. Rivera, Ms. Keogh, and Mr. Flaxman received PfR Plan payments based on corporate financial metrics. As a general guideline, financial funding for Global Functions Executives cannot exceed the highest funding for a Business Group Executive. Financial funding for Global Function Executives (i.e., all our NEOs) has been adjusted downward from 55.2% to 38.4% since it exceeds the highest Business Group Executive.

(2) In fiscal 2016, management reinvested the gains from software divestitures, which negatively impacted fiscal 2016 free cash flow. The HRC Committee approved an upward adjustment to the fiscal 2016 FCF performance results because the Company believes the reinvestment was in the best long-term interests of our stockholders and our preference to encourage management to continue to make the right business decisions without negatively impacting their payout. The percentage of target annual incentive funded was the same before and after the adjustment.

(3) The financial metrics were equally weighted to account for 75% of the target annual incentive.

With respect to performance against the MBOs, the independent members of the Board evaluated the CEO's performance at fiscal year-end. The evaluation included an analysis of Mr. Weisler's performance against all of his MBOs, which included, but were not limited to: successfully launch HP Inc., deliver against 2016 financials, with an effective currency hedging strategy and focus on cash flow, support the turnaround of the print business, drive continued progress in the personal systems business unit, invest in a robust innovation pipeline, ensure the Company is optimally managed, continue to make progress in 3D product release and ensure we have a people and labor strategy that reflects current and future needs. After conducting a thorough review of Mr. Weisler's performance, the independent members of the HP Board determined that Mr. Weisler did an extraordinary job in launching the new company and that his MBO performance had been achieved substantially above target. Mr. Weisler's accomplishments included:

- Delivered EPS and Free Cash Flow within the consensus range for the year
- Successfully launched the A3 portfolio, one of the key growth areas in printing
- Delivered a year of share growth in commercial personal systems and in key areas such as gaming and premium with a strong product portfolio that included award-winning devices such as the Spectre13, EliteBook Folio, X3 and Omen
- Completed Samsung commercial agreement (integration is underway to add Samsung's A3 offerings to our print portfolio)
- Achieved substantial cost reductions
- Executed a robust plan to engage with channel partners and customers
- Articulated and delivered on the HP strategy. Rolled out "Keep Reinventing", our highly acclaimed mission, vision and brand
- Worked with the Board chair, Lead Independent Director and HR to recruit the most diverse board in the technology industry
- Recruited and assembled a diverse team of highly capable leaders at the executive leadership team level

As CEO, Mr. Weisler evaluated the performance of each of the other Section 16 officers and presented the results of those evaluations to the HRC Committee at its November 2016 meeting. The evaluations included an analysis of the officers' performance against all of their MBOs. The HRC Committee reviewed in the CEO's assessment of the degree of attainment of the MBOs of the other Section 16 officers and set their MBO scores. The results of these evaluations and selected MBOs for the other NEOs are summarized below.

Ms. Lesjak. The HRC Committee determined that Ms. Lesjak's MBOs performance had been achieved above target. Ms. Lesjak is a highly experienced leader who was vital in setting up the Company for success. Ms. Lesjak worked on critical projects such as the finance organization redesign, Samsung printing business acquisition, and cash flow management. Her knowledge of the business and vast experience with investors, analysts and boards was critical to the successful launch of the Company.

Ms. Rivera. The HRC Committee determined that Ms. Rivera's MBOs performance had been achieved at target. She led all legal and intellectual property aspects during the Samsung acquisition and acted as a driver to close the deal. She helped design and implement an updated enterprise intellectual property strategy. She supported the Board, helped integrate all the new members and ensured the right governance and cadence was implemented.

Ms. Keogh. The HRC Committee determined that Ms. Keogh's MBO performance had been achieved above target. She redesigned key people processes across the organization that aligned with the new Company, launched a new employee engagement survey, implemented our new culture focus and reworked our performance management and compensation systems. She drove a robust talent agenda across the company, focusing on succession planning, development and talent acquisition.

Mr. Flaxman. The HRC Committee determined that Mr. Flaxman's MBO performance had been achieved above target. He was critical in getting the Company up and running. He successfully managed customer support, sales operations, IT, real estate and strategy. Further, he delivered significant cost reductions across the Company while driving internal efficiencies within his organization.

Based on the findings of these performance evaluations, the HRC Committee (and, in the case of the CEO, the independent members of the Board) evaluated performance against the non-financial metrics for the NEOs as follows:

Fiscal 2016 PfR Plan Performance Against Non-Financial Metrics (MBOs)

Named Executive Officer	Weight (%)	Percentage of Target Annual Incentive Funded (%)
Dion J. Weisler	25	57.5
Catherine A. Lesjak	25	56.3
Kim M. Rivera	25	25.0
Tracy S. Keogh	25	56.3
Jon E. Flaxman	25	57.5

Based on the level of performance described above on both the financial and non-financial metrics for fiscal 2016, the payouts to the NEOs under the PfR Plan were as follows:

Fiscal 2016 PfR Plan Annual Incentive Payout

	Percentage of Target Annual Incentive Funded		Total Annual Incentive Payout	
Named Executive Officer	Financial Metrics (%)	Non-Financial Metrics (%)	As % of Target Annual Incentive (%)	Payout ($)
Dion J. Weisler	38.4%	57.5%	95.9%	2,302,585
Catherine A. Lesjak	38.4%	56.3%	94.7%	1,006,092
Kim M. Rivera*	38.4%	25.0%	100.0%	781,250
Tracy S. Keogh	38.4%	56.3%	94.7%	710,182
Jon E. Flaxman	38.4%	57.5%	95.9%	839,484

* Fiscal 2016 bonus payout for Ms. Rivera was guaranteed to be no less than 100% of target as a condition of her employment letter with the company and as a transition from a former employer. This was a one-time guaranteed bonus due to her status as a newly hired executive.

Long-Term Incentive Compensation

The HRC Committee established a total long-term incentive target value for each NEO in early fiscal 2016 that was 60% weighted in the form of PARSUs and 40% weighted in the form of time-based RSUs. The high proportion of performance-based awards reflects our pay-for-performance philosophy. The time-based awards encourage retention, and are linked to stockholder value and ownership, which are also important goals of our executive compensation program.

2016 PARSUs

The fiscal 2016-2018 PARSUs have a two- and three-year performance period that began at the start of fiscal 2016 and continue through the end of fiscal 2017 and 2018, respectively. Under this program, 50% of the PARSUs (including dividend equivalent units) are eligible for vesting based on performance over two years with continued service, and 50% are eligible for vesting based on performance over three years with continued service. The two- and three-year awards are equally weighted between relative TSR and ROIC. This structure is depicted in the chart below:

2016-2018 PARSUs

Key Design Elements	ROIC vs. Internal Goals		Relative TSR vs. S&P 500		Payout
Weight	25%	25%	25%	25%	% of Target(2)
Performance/Vesting Periods(1)	2 years	3 years	2 years	3 years	
Performance Levels:					
Max	Target to be disclosed after the end of the performance periods only, out of concern for competitive harm		> 90th percentile		200%
> Target			70th percentile		150%
Target			**50th percentile**		**100%**
Threshold			25th percentile		50%
< Threshold			< 25th percentile		0%

(1) Performance measurement and vesting occur at the end of the two- and three-year periods, subject to continued service.
(2) Interpolate for performance between discrete points.

Internal ROIC goals were set after consideration of historical performance, internal budgets, external expectations, and peer group performance.

Relative TSR was chosen as a performance measure because it is a direct measure of stockholder value. ROIC was chosen because it measures capital allocation and efficiency, which is a key driver of stockholder value.

For more information on grants of PARSUs to the NEOs during fiscal 2016, see "Executive Compensation—Grants of Plan-Based Awards in Fiscal 2016."

2016 RSUs

2016 RSUs and related dividend equivalent units vest ratably on an annual basis over three years from the grant date. Three-year vesting is common in our industry and supports executive retention and stockholder alignment.

For more information on grants of RSUs to the NEOs during fiscal 2016, see "Executive Compensation—Grants of Plan-Based Awards in Fiscal 2016."

Fiscal 2015 PARSUs

In addition to regular 2016 PARSUs, Mr. Weisler, Ms. Lesjak and Ms. Keogh, who continued with the Company after the separation, also received PARSUs in 2016 that replaced grants they had received at HP during fiscal 2015, prior to the separation (FY15 PARSUs). The HRC Committee determined that it would be appropriate and desirable to cancel the FY15 PARSUs and replace them with PARSUs denominated in shares of HP stock. Originally, the FY15 PARSUs had a two and a three-year performance period, such that one-half the FY15 PARSUs was eligible for vesting based on performance over two years with continued service and one-half was eligible for vesting based on performance over three years with continued service. The FY15 PARSUs were equally weighted between relative TSR and ROIC. The chart below shows the structure of the FY15 PARSUs when initially granted.

2015 – 2017 HP PARSUs (Pre-separation)

Key Design Elements	HP ROIC vs. Internal Goals		HP Relative TSR vs. S&P 500		Payout
Weight	25%	25%	25%	25%	% of Target(2)
Performance/Vesting Periods(1)	2 years	3 years	2 years	3 years	
Performance Levels:					
Max	Target to be disclosed at end of the performance periods		> 90th percentile		200%
> Target			70th percentile		150%
Target			**50th percentile**		**100%**
Threshold			25th percentile		50%
< Threshold			<25th percentile		0%

(1) Performance measurement and vesting occur at the end of the two- and three-year periods, subject to continued service.
(2) Interpolate for performance between discrete points.

The replacement grant was made in early fiscal 2016. The replacement ratio was set so the intrinsic value of the HP target replacement PARSUs ("HP PARSUs") equaled the intrinsic value of the cancelled target number of FY15 PARSUs immediately prior to the separation. HP PARSUs maintain the original service-vesting requirements. HP PARSUs use the same performance metrics as the replaced FY15 PARSUs and the performance goals were established by the HRC Committee after the separation. The chart below shows the structure of the HP PARSUs after the separation.

HP PARSUs (Post-separation)

Key Design Elements	HP ROIC vs. Internal Goals		HP Relative TSR vs. S&P 500		Payout
Weight	25%	25%	25%	25%	% of Target[3]
Adjusted Performance Periods[1]	1 year	2 years	1 year	2 years	
Vesting Periods[2]	2 years	3 years	2 years	3 years	
Performance Levels:					
Max			> 90th percentile		200%
> Target	Target to be disclosed		70th percentile		150%
Target	at end of the		**50th percentile**		**100%**
Threshold	performance periods		25th percentile		50%
< Threshold			<25th percentile		0%

(1) Performance measurement occurs at the end of the one-and two-year periods, measured from the date of the separation.
(2) Vesting occurs at the end of the two- and three-year periods, measured from the original grant date.
(3) Interpolate for performance between discrete points.

Under accounting rules, the fair value of HP PARSUs exceeded the fair value of the replaced FY15 PARSUs as of November 1, 2015. This additional value is reflected in the Summary Compensation Table and Grants of Plan-Based Awards Table for affected NEOs.

The actual performance achievement for the one-year period post separation as a percent of target for the HP PARSUs as of October 31, 2016 is summarized in the table below:

Fiscal 2015 PARSUs (Actual Performance)

	ROIC vs. Internal Goals[1] (% of target earned)		Relative TSR vs. S&P 500[2] (% of target earned)		Percent of Target Vested
Segment	Fiscal 2016 Results	Payout	Fiscal 2016 Results	Payout	(Segment 1)
Segment 1 (50%)	106.1%	76.8%	65th percentile	137.0%	106.9%

(1) In connection with the separation, HP entered into a Tax Matters Agreement ("TMA") with HPE that governs the rights and obligations of HP and HPE for certain pre-separation tax liabilities. The TMA provides that HP and HPE will share certain pre-separation income tax liabilities through indemnification accounting. The actual amount that HP may be obligated to HPE could vary depending upon the outcome of certain unresolved tax matters, which may not be resolved for several years. Based on the perspective of our independent auditor, HP changed its accounting methodology to account for the change recommended by auditors. Please see our 8-K filed on April 27, 2016 for further information on this change. Because this change was recommended by our auditor after our FY16 goals were set, it was determined to adjust the FY16 ROIC results upward. As a result, the calculation of our performance and goals are aligned and provide a more accurate representation of Company performance.
(2) Through October 2016, HP's actual TSR performance was at the 65th percentile of the S&P 500 which corresponds to a payout of 137.0% of target.

Launch Grants at Time of Separation

In November 2015, in conjunction with our successful separation, certain NEOs and key talent received special one-time equity grants ("Launch Grants"). HP's compensation consultants performed a market analysis of merger and spin-off transactions valued over $1BN that occurred between two and three years prior to HP's separation date, and found that in many of the relevant cases, Launch Grants (sometimes called "Founder's Grants") were made to key personnel. The HRC Committee determined that such grants were appropriate to ensure retention and senior management continuity during this critical time in the company's evolution and to strengthen alignment with stockholders' interests by focusing management's efforts on successfully launching the independent company and driving increased stockholder value. Additionally, some NEOs took reductions in their compensation as they transitioned from HP Co. to HP Inc.

Unlike the vast majority of other companies, where Launch Grants were made solely in the form of time based awards, HP's Launch Grants were structured to align with company performance and are denominated 50% in PCSOs and 50% in RSUs, vesting ratably over three years (contingent on achievement of significant performance conditions for the PCSOs), and subject to continued employment at each vesting date. Vesting of the PCSOs is contingent on our stock price increasing (for 20 consecutive trading days) 10% within two years after the grant date, 20% within four years after the grant date and 30% within five years after the grant date.

For Launch Grants made to NEOs during fiscal 2016, the price hurdle had not been achieved as fiscal year-end and there was no earned or realizable compensation as of that time.

Launch Grants will not vest upon voluntary retirement, voluntary termination, or termination for cause (including neglect, lack of fulfillment of duties, or harm to HP) to ensure that employees will not experience a windfall if they do not remain with the company. In determining the size of the Launch Grants the HRC Committee considered, among other factors, unvested equity at the time of grant, value of grants vesting in the next few months, compensation reductions and potential retention concerns. Based on the analysis performed by HP's compensation consultants, in other situations where launch grants were made to NEOs, the launch grant value as a multiple of annual long-term incentive awards ranged between 0.5x to 4.5x, and our approach was at the lower end of that range. The Launch Grants were allocated as follows:

Fiscal 2016 Launch Grants at Target

Named Executive Officer	PCSOs	RSUs	Total Launch Grant
Dion J. Weisler	$6,500,000	$6,500,000	$ 13,000,000
Catherine A. Lesjak	$2,500,000	$2,500,000	$ 5,000,000
Tracy S. Keogh	$1,450,000	$1,450,000	$ 2,900,000

Sign-on Bonus and New Hire Equity Award

Ms. Rivera received a one-time sign-on bonus in connection with her hiring as Chief Legal Officer and General Counsel, equal to $500,000. She also received a guaranteed annual incentive bonus for fiscal 2016 of no less than target ($781,250), as a condition of her employment letter with the company and as a transition from a prior employer. This was a one-time guaranteed bonus due to her status as a newly hired executive.

In addition, Ms. Rivera received a one-time new hire equity award valued at $3,300,000 in the form of RSUs that vest one-third a year for three years, subject to her continued employment. Also, HP assisted Ms. Rivera in her relocation from Cherry Hills Village, Colorado to Palo Alto, California. HP provided a relocation package pursuant to its Standard Relocation Program with Housing for Executives. For additional information, see the Summary Compensation Table on page 47.

Fiscal 2017 Compensation Program

The HRC Committee regularly identifies and evaluates ways to improve our executive compensation program. We engage with our stockholders to elicit their feedback, and we take this feedback very seriously. In 2016, our "say-on-pay" proposal was approved by 95% of the voted shares. We did not make any specific program changes because of this support and determined that it would be appropriate to maintain the same overall program structure for 2017.

However, as we plan to discuss in further detail in the fiscal 2017 proxy statement, we made the following fine-tuning changes that we believe are in our stockholders' interests and appropriate to the characteristics and business strategy of the post-separation Company:

- **Annual Incentives**. For fiscal 2017, we removed the revenue cap and replaced it with discrete revenue metrics. Further, we included HP enterprise-wide revenue and net profit metrics for business group leaders. These adjustments were made to further support stockholder alignment.
- **Long-Term Incentive Compensation**. The Compensation Committee has approved changing from ROIC to EPS as a primary financial metric of our PARSU awards. Starting with awards made in fiscal 2017, EPS will be weighted equally with relative total shareholder return in determining earned PARSUs. The Committee believes that EPS is a more-relevant driver of long-term shareholder value than ROIC given the Company's post-separation capital structure and balance sheet, as well as our focus on bottom-line profitability in the business-transformation strategy. EPS is also a common measure for performance-based long-term incentives among our peer companies.

In fiscal 2017, the HRC Committee plans to continue to carefully review our talent needs, and compensation programs and actions to:

- support the current and long-term business strategy;
- continue to align pay with stockholder interests; and
- maintain good governance standards.

Benefits

We do not provide our executives, including the NEOs, with special or supplemental U.S. defined benefit pension or health benefits. Our NEOs receive health and welfare benefits (including retiree medical benefits, if eligibility conditions are met) under the same programs and subject to the same eligibility requirements that apply to our employees generally.

Benefits under all U.S. pension plans were frozen effective December 31, 2007. Benefits under the Electronic Data Systems ("EDS") Pension Plan ceased upon HP's acquisition of EDS in 2009. As a result, no NEO or any other HP employee accrued a benefit under any HP U.S. defined benefit pension plan during fiscal 2016. The amounts reported as an increase in pension benefits are for those NEOs who previously accrued a benefit in a defined benefit pension plan prior to the cessation of accruals and reflect changes in actuarial values only, not additional benefit accruals.

The NEOs, along with other executives who earn base pay or an annual incentive in excess of certain limits of the U.S. tax code, are eligible to participate in the Executive Deferred Compensation Plan (the "EDCP"). This plan is maintained to permit executives to defer some of their compensation in order to also defer taxation on such amounts. This is a standard benefit plan also offered by most of our peer group companies. The EDCP permits deferral of base pay in excess of the amount taken into account under the qualified HP 401(k) Plan ($10,600 in fiscal 2016) and up to 95% of the annual incentive payable under the PfR and Variable Performance Bonus ("VPB") Plans. In addition, we make a 4% matching contribution to the plan on base pay contributions in excess of IRS limits up to a maximum of two times that limit. This is the same percentage as that which those executives are eligible to receive under the 401(k) Plan. In effect, the EDCP permits these executives and all eligible employees to receive a 401(k)-type matching contribution on a portion of base-pay deferrals in excess of IRS limits. Amounts deferred or matched under the EDCP are credited with investment earnings based on investment options selected by the participant from among nearly all of the proprietary funds available to employees under the 401(k) Plan. No amounts earn above-market returns.

Executives are also eligible to have a yearly HP-paid medical exam as part of the HP U.S. executive physical program. This includes a comprehensive exam, thorough health assessment and personalized health advice. This benefit is also offered by our peer group companies.

Consistent with its practice of not providing any special or supplemental executive defined benefit programs, including arrangements that would otherwise provide special benefits to the family of a deceased executive, in 2011 the HRC Committee adopted a policy that, unless approved by our stockholders pursuant to an advisory vote, we will not enter into a new plan, program or agreement or modify an existing plan, program or agreement with a Section 16 officer that provides for payments, grants or awards following the death of the officer in the form of unearned salary or unearned annual incentives, accelerated vesting or the continuation in force of unvested equity grants, perquisites, and other payments or awards made in lieu of compensation, except to the extent that such payments, grants or awards are provided or made available to our employees generally.

Perquisites

Consistent with the practices of many of our peer group companies, we provide a small number of perquisites to our senior executives, including the NEOs, as discussed below.

We provide our NEOs with financial counseling services to assist them in obtaining professional financial advice, which is a common benefit among our peer group companies, for convenience and to increase the understanding and effectiveness of our executive compensation program.

Due to our global presence, we maintain one corporate aircraft. In the event an NEO is accompanied by a guest or family member on the aircraft for personal reasons, as approved by the CEO, the NEO is taxed on the value of this usage according to the relevant U.S. tax code rules. There is no tax gross-up paid on the income attributable to this value. None of our NEOs used the corporate aircraft for personal use during fiscal 2016, either personally or for a guest or family member.

Our Audit Committee periodically conducts global risk management reviews, which include reviewing home security services of NEOs. Services considered necessary by the Audit Committee may be paid for by HP, due to the range of security issues that may be encountered by key executives of any large, multinational corporation.

Prior to October 2015, Mr. Weisler's home location was Singapore and he was on international assignment in Palo Alto, California. In connection with his appointment as CEO of HP Inc. effective at the separation, Mr. Weisler relocated to Palo Alto in October 2015. While most relocations costs were incurred in fiscal 2015, there were some trailing costs in connection with Mr. Weisler's relocation to Palo Alto that were paid in fiscal 2016.

Severance and Long-term Incentive Change in Control Plan for Executive Officers

In fiscal 2016, our Section 16 officers (including all of the NEOs) were covered by the Severance and Long-term Incentive Change in Control Plan for Executive Officers ("SPEO"), which is intended to protect us and our stockholders, and provide a level of transition assistance in the event of an involuntary termination of employment. Under the SPEO, participants who incur an involuntary termination (i.e., a termination not for cause), and who execute a full and effective release of claims following such termination, are eligible to receive severance benefits in an amount determined as a multiple of base pay, plus the average of the actual annual incentives paid for the preceding three years. In the case of the NEOs other than the CEO, the multiplier is 1.5. In the case of the CEO, the multiplier is 2.0. In all cases, this benefit will not exceed 2.99 times the sum of the executive's base pay plus target annual incentive as in effect immediately prior to the termination of employment.

Although the majority of compensation for our executives is performance-based and largely contingent upon achievement of financial goals, the HRC Committee continues to believe that the SPEO is appropriate for the attraction and retention of executive talent. In addition, we find it more equitable to offer severance benefits based on a standard formula for the Section 16 officers because severance often serves as a bridge when employment is involuntarily terminated, and should therefore not be affected by other, longer-term accumulations. As a result, and consistent with the practice of our peer group companies, other compensation decisions are not generally based on the existence of this severance protection.

In addition to the cash benefit, SPEO participants are eligible to receive (1) a pro-rata annual incentive for the year of termination based on actual performance results, at the discretion of the HRC Committee, (2) pro-rata vesting of unvested equity awards (and for performance-based equity awards, only if any applicable performance conditions have been satisfied), and (3) payment of a lump-sum health-benefit stipend of an amount equal to 18 months' COBRA premiums for continued group medical coverage for the executive and his or her eligible dependents, to the extent those premiums exceed 18 times the monthly premiums for active employees in the same plan with the same level of coverage as of the date of termination.

Benefits in the Event of a Change in Control

Until November 1, 2015, we did not provide specific change in control benefits to our executive officers. While the HRC Committee had broad discretion to accelerate vesting of all stock and option awards upon a change in control, accelerated vesting was not automatic. This approach allowed the Board or the HRC Committee to decide whether to vest equity after taking into consideration the facts and circumstances of a given transaction. As a result, the NEOs could become fully vested in their outstanding equity awards upon a change in control only if the Board or the HRC Committee affirmatively acts to accelerate vesting.

Effective November 1, 2015, the HRC Committee approved the change of control terms in the SPEO. In addition to the benefits provided for involuntary terminations, the SPEO provides for full vesting of outstanding stock options, RSUs, PCSOs, and PARSUs upon involuntary termination not for Cause or voluntary termination for Good Reason (as defined in the plan) within 24 months after a change in control ("double trigger"), and in situations where equity awards are not assumed by the surviving corporation (a "modified double trigger"). The SPEO further provides that under a double trigger, PARSUs will vest based on target performance, whereas under a modified double trigger, PARSUs will vest based upon the greater of the number of PARSUs that would vest based on actual performance and the number of PARSUs that would vest pro-rata based upon target performance.

The HRC Committee approved the change of control provisions in the SPEO as it determined that providing for double trigger and modified double trigger equity acceleration is consistent with market practice, will provide clarity to prospective and current executives and help attract and retain talent.

Other Compensation-Related Matters

Succession Planning

Among the HRC Committee's responsibilities described in its charter is to oversee succession planning and leadership development. The Board plans for succession of the CEO and annually reviews senior management selection and succession planning that is undertaken by the HRC Committee. As part of this process, the independent directors annually review the HRC Committee's recommended candidates for senior management positions to see that qualified candidates are available for all positions and that development plans are being utilized to strengthen the skills and qualifications of the candidates. The criteria used when assessing the qualifications of potential CEO successors include, among others, strategic vision and leadership, operational excellence, financial management, executive officer leadership development, ability to motivate employees, and an ability to develop an effective working relationship with the Board. We also host a Board Buddy program through which each executive officer is aligned to a board member as a mentor to aid the executive's development while giving board members a deeper understanding of the day-to-day operations of the company.

In fiscal 2016, an executive talent review was conducted along with succession plans for each of the executive leaders. Successors were identified to reflect necessary skill sets, performance, potential and diversity. Development plans for successors were also established to ensure readiness and will be managed throughout the year. In addition to the annual succession planning process, the HRC participates in an in-depth performance discussion of each executive officer at the time of the annual compensation review. Further, there is a People Update at each HRC meeting which includes a review of key people processes and developments for that quarter.

In addition, the executive team participated in a robust development process that included individual assessments, interviews with executive coaches, and an individualized development plan that can be leveraged throughout the year. Development themes for the entire executive team will be addressed during quarterly face-to-face meetings for full team development.

Stock Ownership Guidelines

Our stock ownership guidelines are designed to align executives' interests more closely with those of our stockholders and mitigate compensation-related risk. The current guidelines provide that, within five years of assuming a designated position, the CEO should attain an investment position in our stock equal to seven times his base salary and all other Section 16 officers reporting directly to the CEO should attain an investment position equal to five times their base salaries. Shares counted toward these guidelines include any shares held by the executive directly or through a broker, shares held through the 401(k) Plan, shares held as restricted stock, shares underlying time-vested RSUs, and shares underlying vested but unexercised stock options (50% of the in-the-money value of such options is used for this calculation). Ms. Lesjak and Ms. Keogh are the only NEOs who have served in roles covered by our stock ownership guidelines for over five years and they are in compliance with the stock ownership guidelines. In addition, our other NEOs were on track for compliance within the required time or held the required investment position in our stock as of the end of fiscal 2016.

The HRC Committee has adopted a policy prohibiting our executive officers from engaging in any form of hedging transaction (derivatives, equity swaps, forwards, etc.) including, among other things, short sales and transactions involving publicly traded options. In addition, with limited exceptions, our executive officers are prohibited from holding our securities in margin accounts and from pledging our securities as collateral for loans. We believe that these policies further align our executives' interests with those of our stockholders.

Accounting and Tax Effects

The impact of accounting treatment is considered in developing and implementing our compensation programs, including the accounting treatment as it applies to amounts awarded or paid to our executives.

The impact of federal tax laws on our compensation programs is also considered, including the deductibility of compensation paid to the NEOs, as limited by Section 162(m) of the Code. Our compensation program is designed with the intention that compensation paid in various forms may be eligible to qualify for deductibility under Section 162(m), but there may be exceptions for administrative or other reasons with a business justification.

Policy on Recovery of Annual Incentive in Event of Financial Restatement

In fiscal 2006, the Board adopted a "clawback" policy that permits the Board to recover certain annual incentives from senior executives whose fraud or misconduct resulted in a significant restatement of financial results. The policy allows for the recovery of annual incentives paid at or above target from those senior executives whose fraud or misconduct resulted in the restatement where the annual incentives would have been lower absent the fraud or misconduct, to the extent permitted by applicable law. Additionally, our incentive plan document allows for the recoupment of performance-based annual incentives and long-term incentives consistent with applicable law and the clawback policy. Also, in fiscal 2014, we added a provision to our equity grant agreements to clarify that they are subject to the clawback policy.

HR and Compensation Committee Report on Executive Compensation

The HRC Committee of the Board of HP has reviewed and discussed with management this Compensation Discussion and Analysis. Based on this review and discussion, it has recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and in the Annual Report on Form 10-K of HP filed for the fiscal year ended October 31, 2016.

HR and Compensation Committee of the Board of Directors

Rajiv L. Gupta, Chair
Aida Alvarez
Carl Bass
Shumeet Banerji
Charles V. Bergh
Stacey Mobley

Summary Compensation Table

The following table sets forth information concerning the compensation of our CEO, our chief financial officer, and our three other most highly compensated executive officers serving during fiscal 2016.

Name and Principal Position	Year	Salary[(1)] ($)	Bonus[(2)] ($)	Stock Awards[(3)(4)] ($)	Option Awards[(4)(5)] ($)	Non-Equity Incentive Plan Compensation[(6)] ($)	Change in Pension Value and Non-qualified Deferred Compensation Earnings[(7)] ($)	All Other Compensation[(8)] ($)	Total ($)
Dion J. Weisler	2016	1,200,046	—	18,164,053	6,889,397	2,302,585	—	140,186	28,696,267
President and CEO	2015	774,999	—	3,286,543	2,163,437	386,719	—	12,116,105	18,727,803
	2014	831,251	—	3,133,726	2,059,650	1,722,400	—	5,765,765	13,512,792
Catherine A. Lesjak	2016	850,033	—	7,573,319	2,758,055	1,006,092	434,684	43,877	12,666,060
Chief Financial Officer	2015	850,033	—	3,287,819	2,163,437	868,864	95,650	51,862	7,317,665
	2014	850,033	—	3,447,082	2,265,610	1,421,392	356,262	33,137	8,373,516
Kim M. Rivera Chief Legal Officer and General Counsel	2016	612,004	1,281,250	5,747,980	—	—	—	304,487	7,945,721
Tracy S. Keogh	2016	600,023	—	4,379,891	1,593,592	710,182	—	38,920	7,322,608
Chief Human Resources Officer	2015	700,027	—	3,793,332	1,180,059	715,535	—	55,847	6,444,800
Jon E. Flaxman Chief Operating Officer	2016	700,027	—	3,295,365	84,496	839,484	557,485	10,500	5,487,357

(1) Amounts shown represent base salary earned or paid during the fiscal year, as described under "*Compensation Discussion and Analysis—Determination of Fiscal 2016 Executive compensation —2016 Base Salary*."

(2) The fiscal 2016 bonus amount for Ms. Rivera represents a signing bonus of $500,000 and a guaranteed portion of her annual incentive bonus payable under the PfR Plan of $781,250.

(3) The grant date fair value of all stock awards has been calculated in accordance with applicable accounting standards. In the case of RSUs, the value is determined by multiplying the number of units granted by the closing price of our stock on the grant date. For PARSUs awarded in fiscal 2016, amounts shown reflect the grant date fair value of the PARSUs for the two- and three-year performance periods beginning with fiscal 2016 based on the probable outcome of performance conditions related to these PARSUs at the grant date. The 2016 PARSUs include both market-related (TSR) and internal (ROIC) performance goals as described under the "*Compensation Discussion and Analysis—Determination of Fiscal 2016 Executive Compensation—Long-Term Incentive Compensation*." Consistent with the applicable accounting standards, the grant date fair value of the market-related TSR component has been determined using a Monte Carlo simulation model. The table below sets forth the grant date fair value for the PARSUs granted in fiscal 2016:

Name	Probable Outcome of Performance Conditions Grant Date Fair Value ($)*	Maximum Outcome of Performance Conditions Grant Date Fair Value ($)	Market-related Component Grant Date Fair Value ($)**
Dion J. Weisler	2,742,695	5,485,391	3,755,685
Catherine A. Lesjak	1,142,786	2,285,572	1,564,871
Kim M. Rivera	594,245	1,188,490	813,734
Tracy S. Keogh	662,820	1,325,639	907,623
Jon E. Flaxman	799,950	1,599,900	1,095,414

* Amounts shown represent the grant date fair value of the PARSUs subject to the internal ROIC performance goal (i) based on the probable or target outcome as of the date the goals were set and (ii) based on achieving the maximum level of performance for the two- and three-year performance periods beginning in fiscal 2016. The grant date fair value of the ROIC goal component of the PARSUs awarded on December 9, 2015 was $9.49 per unit, which was the closing share price of our common stock on January 25, 2016 when the ROIC goal was approved.

** Amounts shown represent the grant date fair value of PARSUs subject to the market-related TSR goal component of the PARSUs, for which expense recognition is not subject to probable or maximum outcome assumptions. The weighted-average grant date fair value of the market-related TSR goal component of the PARSUs awarded on December 9, 2015 was $13.00 per unit, which was determined using a Monte Carlo simulation model. The significant assumptions used in this simulation model were a volatility rate of 32.5%, a risk-free interest rate of 1.2%, and a simulation period of 2.9 years. For information on the assumptions used to calculate the fair value of the awards, refer to Note 6 to our consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016, as filed with the SEC on December 15, 2016.

(4) In connection with the separation and in accordance with the employee matters agreement, HP has made certain adjustments to the exercise price and number of stock-based compensation awards with the intention of preserving the intrinsic value of the awards prior to the separation. Exercisable and non-exercisable stock options have been converted to similar awards of the entity where the employee is working post-separation. RSU awards and PARSU awards have been adjusted to provide holders with RSUs and performance-contingent awards in the Company that employs such employee following the separation. These adjustments resulted in incremental compensation cost that is reflected in this column and is shown in the table below. Adjustments to RSUs did not result in an incremental cost. The incremental cost for PARSUs also includes the modification expense related to the adjusted performance period.

Name	PARSUs Incremental Compensation Cost ($)	Stock Options & PCSOs Incremental Compensation Cost ($)	Total ($)
Dion J. Weisler	365,665	175,965	541,630
Catherine A. Lesjak	365,665	175,965	541,630
Kim M. Rivera	—	—	—
Tracy S. Keogh	199,437	95,981	295,418
Jon E. Flaxman	—	84,496	84,496

(5) The awards granted as part of the Launch Grants described under "*Compensation Discussion and Analysis—Launch Grants*." The grant date fair value of PCSO awards is calculated using a combination of a Monte Carlo simulation model and a lattice model as these awards contain market conditions. For information on the assumptions used to calculate the fair value of the awards, refer to Note 5 to our consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016, as filed with the SEC on December 15, 2016.

(6) Amounts shown represent payouts under the PfR Plan (amounts earned during the applicable fiscal year but paid after the end of that fiscal year).

(7) Amounts shown represent the increase in the actuarial present value of NEO pension benefits during the applicable fiscal year. As described in more detail under "Narrative to the Fiscal 2016 Pension Benefits Table" below, pension accruals have ceased for all NEOs, and NEOs hired after the dates that pension accruals ceased are not eligible to participate in any U.S. defined benefit pension plan. Accordingly, the amounts reported for the NEOs do not reflect additional accruals but reflect the passage of one more year from the prior present value calculation and changes in other actuarial assumptions. The assumptions used in calculating the changes in pension benefits are described in footnote (2) to the "Fiscal 2016 Pension Benefits Table" below. No HP plan provides for above-market earnings on deferred compensation amounts, so the amounts reported in this column do not reflect any such earnings.

(8) The amounts shown are detailed in the "Fiscal 2016 All Other Compensation Table" below.

Fiscal 2016 All Other Compensation Table

The following table provides additional information about the amounts that appear in the "All Other Compensation" column in the "Summary Compensation Table" above.

Name	401(k) Company Match(1) ($)	NQDC Company Match(2) ($)	Mobility Program(3) ($)	Security Services/ Systems(4) ($)	Tax Gross-Up(5) ($)	Miscellaneous(6) ($)	Total AOC ($)
Dion J. Weisler	17,941	—	101,749	2,496	—	18,000	140,186
Catherine A. Lesjak	10,600	10,600	—	4,677	—	18,000	43,877
Kim M. Rivera	10,600	—	189,434	—	95,778	8,675	304,487
Tracy S. Keogh	10,320	10,600	—	—	—	18,000	38,920
Jon E. Flaxman	10,500	—	—	—	—	—	10,500

(1) Represents matching contributions made under the HP 401(k) Plan. Mr. Weisler's contributions to the 401(k) Plan began in October 2015 and his matching amount represents matching contributions received during the 2015 and 2016 Plan years.

(2) Represents matching contributions credited during fiscal 2016 under the HP Executive Deferred Compensation Plan with respect to the 2015 calendar year of that plan.

(3) For Mr. Weisler, represents benefits provided under our executive mobility program related to his international assignment. Until October 2015, Mr. Weisler's home location was Singapore, and Mr. Weisler was on assignment in Palo Alto, California. In October 2015, Mr. Weisler permanently moved to Palo Alto, however, there were some trailing costs incurred related to his move during fiscal 2016. For Ms. Rivera, represents benefits provided under our domestic executive mobility program. As of October 31, 2016, Ms. Rivera had relocated from Cherry Hills Village, Colorado to Palo Alto, California.

(4) Represents home security services provided to the NEOs and, consistent with SEC guidance, the expense is reported here as a perquisite due to the fact that there is an incidental personal benefit.

(5) For Ms. Rivera, the amount represents a tax gross-up provided under the domestic executive mobility program as part of her relocation from Colorado to California.

(6) For Mr. Weisler, Ms. Lesjak, Ms. Rivera, and Ms. Keogh, includes amounts paid either directly to the executives or on their behalf for financial counseling.

Narrative to the Summary Compensation Table

The amounts reported in the "Summary Compensation Table," including base pay, annual and equity award amounts, benefits and perquisites, are described more fully under "Compensation Discussion and Analysis."

The amounts reported in "Non-Equity Incentive Plan Compensation" column include amounts earned in fiscal 2016 by each of the NEOs under the PfR Plan. The narrative description of the remaining information in the "Summary Compensation Table" is provided in the narrative to the other compensation tables.

Grants of Plan-Based Awards in Fiscal 2016

The following table provides information on awards granted under the PfR Plan for fiscal 2016 and awards of RSUs, PCSOs, and PARSUs granted as part of the fiscal 2016 long-term incentives program:

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards[1]			Estimated Future Payouts Under Equity Incentive Plan Awards[2][3][4]			All Other Stock Awards: Number of Shares of Stock or Units[5]	All Other Option Awards: Number of Securities Underlying Options	All Other Option Awards: Exercise or Base Price of Option Awards	Grant-Date Fair Value of Stock and Option Awards[3][6]
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	(#)	(#)	($)	($)
Dion J. Weisler											
PfR		24,000	2,400,000	4,800,000	—	—	—	—	—	—	—
RSU	12/9/2015	—	—	—	—	—	—	396,367	—	—	4,800,004
PARSU	12/9/2015	—	—	—	289,010	578,019	1,156,038	—	—	—	6,498,380
RSU	11/2/2015	—	—	—	—	—	—	469,993	—	—	6,500,003
PCSO	11/2/2015	—	—	—	—	1,577,157	—	—	—	13.83	6,713,432
Separation PCSO Acct Cost	11/1/2015	—	—	—	—	1,688,910	—	—	—	—	175,965
Separation PARSU Acct Cost	11/1/2015	—	—	—	21,294	42,587	85,174	—	—	—	365,665
Catherine A. Lesjak											
PfR		10,625	1,062,500	2,125,000	—	—	—	—	—	—	—
RSU	12/9/2015	—	—	—	—	—	—	165,153	—	—	2,000,003
PARSU	12/9/2015	—	—	—	120,421	240,841	481,682	—	—	—	2,707,657
RSU	11/2/2015	—	—	—	—	—	—	180,766	—	—	2,499,994
PCSO	11/2/2015	—	—	—	—	606,599	—	—	—	13.83	2,582,090
Separation PCSO Acct Cost	11/1/2015	—	—	—	—	1,813,034	—	—	—	—	175,965
Separation PARSU Acct Cost	11/1/2015	—	—	—	21,294	42,587	85,174	—	—	—	365,665
Kim M. Rivera											
PfR		7,813	781,250	1,562,500	—	—	—	—	—	—	—
RSU	12/9/2015	—	—	—	—	—	—	85,879	—	—	1,039,995
PARSU	12/9/2015	—	—	—	62,619	125,237	250,474	—	—	—	1,407,979
RSU	11/9/2015	—	—	—	—	—	—	237,924	—	—	3,300,006
Tracy S. Keogh											
PfR		7,500	750,000	1,500,000	—	—	—	—	—	—	—
RSU	12/9/2015	—	—	—	—	—	—	95,789	—	—	1,160,005
PARSU	12/9/2015	—	—	—	69,844	139,688	279,376	—	—	—	1,570,442
RSU	11/2/2015	—	—	—	—	—	—	104,845	—	—	1,450,006
PCSO	11/2/2015	—	—	—	—	351,827	—	—	—	13.83	1,497,610
Separation PCSO Acct Cost	11/1/2015	—	—	—	—	1,186,143	—	—	—	—	95,981
Separation PARSU Acct Cost	11/1/2015	—	—	—	11,614	23,229	46,457	—	—	—	199,437
Jon E. Flaxman											
PfR		8,750	875,000	1,750,000	—	—	—	—	—	—	—
RSU	12/9/2015	—	—	—	—	—	—	115,607	—	—	1,400,001
PARSU	12/9/2015	—	—	—	84,295	168,589	337,178	—	—	—	1,895,364
Separation Stock Options Acct Cost	11/1/2015	—	—	—	—	—	—	—	129,933	—	13,810
Separation PCSO Acct Cost	11/1/2015	—	—	—	—	470,928	—	—	—	—	70,686

(1) Amounts represent the range of possible cash payouts for fiscal 2016 awards under the PfR Plan.

(2) PCSO awards, granted as part of the Launch Grants in fiscal 2016, vest as follows: one third of the PCSO award will vest upon continued service of one year and our closing stock price is at least 10% over the grant date stock price for at least 20 consecutive trading days within two years from the date of grant; one third will vest upon continued service for two years and our closing stock price is at least 20% over the grant date stock price for at least

20 consecutive trading days within four years from the date of grant; and one third will vest upon continued service of three years and our closing stock price is at least 30% over the grant date stock price for at least 20 consecutive trading days within five years from the date of grant. All PCSO awards have an eight-year term.

(3) PARSU amounts represent the range of shares that may be released at the end of the two- and three-year performance periods applicable to the PARSUs assuming achievement of threshold, target or maximum performance. PARSUs vest as follows: 50% of the PARSUs are eligible for vesting based on performance over two years with continued service, and 50% of the PARSUs are eligible for vesting based on performance over three years with continued service. The awards eligible for two-year vesting are 50% contingent upon our two-year relative TSR and 50% contingent on our ROIC performance, and similarly, the awards eligible for three-year vesting are 50% contingent upon our three-year relative TSR and 50% contingent on our ROIC performance. If our relative TSR and ROIC performance is below threshold for the performance period, no shares will be released for the applicable segment. For additional details, see the discussion of PARSUs under "*Compensation Discussion and Analysis—Determination of Fiscal 2016 Executive Compensation—Long-Term Incentive Compensation—2016 PARSUs*."

(4) For Separation PCSO, PARSU, Stock Options Acct. Cost, these values represent the number of units associated with the incremental compensation cost.

(5) RSUs vest as to one-third of the units on each of the first three anniversaries of the grant date, subject to continued service.

(6) In connection with the separation and in accordance with the employee matters agreement, HP has made certain adjustments to the exercise price and number of stock-based compensation awards with the intention of preserving the intrinsic value of the awards prior to the separation. Exercisable and non-exercisable stock options have been converted to similar awards of the entity where the employee is working post-separation. RSUs and performance-contingent awards have been adjusted to provide holders with RSUs and performance-contingent awards in the Company that employs such employee following the separation. These adjustments resulted in incremental compensation cost. This incremental cost is represented in this table as awards with a grant date of 11/1/2015. For additional information, see footnote (4) to the "Summary Compensation Table."

Outstanding Equity Awards at 2016 Fiscal Year-End

The following table provides information on stock and option awards held by the NEOs as of October 31, 2016:

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable[1] (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options[2] (#)	Option Exercise Price[3] ($)	Option Expiration Date[4]	Number of Shares or Units of Stock That Have Not Vested[5] (#)	Market Value of Shares or Units of Stock That Have Not Vested[6] ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested[7] (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested[6] ($)
Dion J. Weisler	27,024	—	—	12.56	1/18/2020	1,010,717	14,645,289	645,072	9,347,093
	807,758	—	—	12.14	7/31/2021	—	—	—	—
	163,811	—	163,812	12.49	12/10/2021	—	—	—	—
	—	—	553,529	17.29	12/9/2022	—	—	—	—
	—	—	1,577,157	13.83	11/1/2023	—	—	—	—
Catherine A. Lesjak	337,576	—	—	6.40	12/5/2020	474,375	6,873,694	294,602	4,268,783
	180,191	—	180,193	12.49	12/10/2021	—	—	—	—
	—	—	553,529	17.29	12/9/2022	—	—	—	—
	—	—	606,599	13.83	11/1/2023	—	—	—	—
Kim M. Rivera	—	—	—	—	—	336,385	4,874,219	130,175	1,886,236
Tracy S. Keogh	69,026	—	—	6.40	12/5/2020	363,179	5,262,464	169,340	2,453,737
	98,286	—	98,288	12.49	12/10/2021	—	—	—	—
	—	—	301,926	17.29	12/9/2022	—	—	—	—
	—	—	351,827	13.83	11/1/2023	—	—	—	—
Jon E. Flaxman	43,239	—	—	6.40	12/5/2020	270,018	3,912,561	175,236	2,539,170
	18,376	18,377	—	12.49	12/10/2021	—	—	—	—
	16,647	33,294	—	17.29	12/9/2022	—	—	—	—
	156,976	—	313,952	12.47	10/29/2023	—	—	—	—

(1) The 18,377 share option held by Mr. Flaxman fully vests with continued service as to 18,377 of the shares on the third anniversary of December 11, 2013, the date of the grant. The 33,294 share option held by Mr. Flaxman vests with continued service as to 16,647 of the shares on each of the second and third anniversaries of December 10, 2014, the date of the grant.

(2) Option awards in this column vest as to one-third of the shares on each of the first, second, and third anniversaries of December 11, 2013, December 10, 2014, October 30, 2015, and November 2, 2015, the respective dates of grant, or upon later satisfaction of certain stock price performance conditions, and subject to continued service in each case.

(3) Option exercise prices are the fair market value of our stock on the grant date. For some awards, in connection with the separation and in accordance with the employee matters agreement, HP has made certain adjustments to the exercise price and number of stock-based compensation awards with the intention of preserving the intrinsic value of the awards prior to the separation. For additional information, see footnote (4) to the "Summary Compensation Table."

(4) All options have an eight-year term.

(5) The amounts in this column include shares underlying dividend equivalent units credited with respect to outstanding stock awards through October 31, 2016. The release dates and release amounts for all unvested stock awards are as follows, assuming continued employment and satisfaction of any applicable financial performance conditions:

- Mr. Weisler: November 2, 2016 (156,664 shares plus accrued dividend equivalent shares); December 9, 2016 (132,122 shares plus accrued dividend equivalent shares); December 10, 2016 (31,828 shares plus accrued dividend equivalent shares); December 11, 2016 (40,053 shares plus accrued dividend equivalent shares); November 2, 2017 (156,664 shares plus accrued dividend equivalent shares); December 9, 2017 (132,122 shares plus accrued dividend equivalent shares); December 10, 2017 (31,829 shares plus accrued dividend equivalent shares); November 2, 2018 (156,665 shares plus accrued dividend equivalent shares); December 9, 2018 (132,123 shares plus accrued dividend equivalent shares);
- Ms. Lesjak: November 2, 2016 (60,255 shares plus accrued dividend equivalent shares); December 9, 2016 (55,051 shares plus accrued dividend equivalent shares); December 11, 2016 (44,057 shares plus accrued dividend equivalent shares); December 10, 2016 (31,828 shares plus accrued dividend equivalent shares); November 2, 2017 (60,255 shares plus accrued dividend equivalent shares); December 9, 2017 (55,051 shares plus accrued dividend equivalent shares); December 10, 2017 (31,828 shares plus accrued dividend equivalent shares); November 2, 2018 (60,256 shares plus accrued dividend equivalent shares); December 9, 2018 (55,051 shares plus accrued dividend equivalent shares);
- Ms. Rivera: November 9, 2016 (79,308 shares plus accrued dividend equivalent shares); December 9, 2016 (28,626 shares plus accrued dividend equivalent shares); November 9, 2017 (79,308 shares plus accrued dividend equivalent shares); December 9, 2017 (28,626 shares plus accrued dividend equivalent shares); November 9, 2018 (79,308 shares plus accrued dividend equivalent shares); December 9, 2018 (28,627 shares plus accrued dividend equivalent shares);
- Ms. Keogh: November 2, 2016 (34,948 shares plus accrued dividend equivalent shares); December 9, 2016 (31,929 shares plus accrued dividend equivalent shares); December 10, 2016 (46,294 shares plus accrued dividend equivalent shares); December 11, 2016 (24,032 shares plus accrued dividend equivalent shares); November 2, 2017 (34,948 shares plus accrued dividend equivalent shares); December 9, 2017 (31,930 shares plus accrued dividend equivalent shares); December 10, 2017 (46,294 shares plus accrued dividend equivalent shares); November 2, 2018 (34,949 shares plus accrued dividend equivalent shares); December 9, 2018 (31,930 shares plus accrued dividend equivalent shares); December 10, 2018 (28,936 shares plus accrued dividend equivalent shares);
- Mr. Flaxman: December 9, 2016 (38,535 shares plus accrued dividend equivalent shares); December 10, 2016 (5,549 shares plus accrued dividend equivalent shares); December 11, 2016 (6,127 shares plus accrued dividend equivalent shares); April 27, 2017 (16,344 shares plus accrued dividend equivalent shares); October 30, 2017 (46,779 shares plus accrued dividend equivalent shares); December 9, 2017 (38,536 shares plus accrued dividend equivalent shares); December 10, 2017 (5,549 shares plus accrued dividend equivalent shares); April 27, 2018 (16,344 shares plus accrued dividend equivalent shares); October 30, 2018 (46,779 shares plus accrued dividend equivalent shares); December 9, 2018 (38,536 shares plus accrued dividend equivalent shares).

(6) Value calculated based on the $14.49 closing price of our stock on October 31, 2016.

(7) The amounts in this column include the amounts of PARSUs granted in fiscal 2015 (segment 2) and fiscal 2016 plus accrued dividend equivalent shares. The shares are reported at target, but actual payout will be on achievement of performance goals at the end of the two- and three-year performance periods.

Option Exercises and Stock Vested in Fiscal 2016

The following table provides information about options exercised and stock awards vested for the NEOs during the fiscal year ended October 31, 2016:

	Option Awards		Stock Awards[(1)]	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise[(2)] ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting[(3)] ($)**
Dion J. Weisler	—	—	132,427	1,909,229
Catherine A. Lesjak	324,310	1,803,164	268,501	3,535,807
Kim M. Rivera	—	—	—	—
Tracy S. Keogh	500,000	3,777,060	58,219	843,593
Jon E. Flaxman	—	—	92,904	1,237,547

(1) Includes PARSUs, RSUs and accrued dividend equivalent shares.
(2) Represents the amounts realized based on the difference between the market price of HP stock on the date of grant and the exercise price.
(3) Represents the amounts realized based on the fair market value of our stock on the vesting date for PARSUs, RSUs and accrued dividend equivalent shares. Fair market value is determined based on the closing price of our stock on the applicable vesting date.

Fiscal 2016 Pension Benefits Table

The following table provides information about the present value of accumulated pension benefits payable to each NEO:

Name	**Plan Name[(1)]**	**Number of Years of Credited Service (#)**	**Present Value of Accumulated Benefit[(2)] ($)**	**Payments During Last Fiscal Year ($)**
Dion J. Weisler[(3)]	—	—	—	—
Catherine A. Lesjak	RP	21.3	412,388	—
	EBP	21.3	2,675,084	—
Kim M. Rivera[(3)]	—	—	—	—
Tracy S. Keogh[(3)]	—	—	—	—
Jon E. Flaxman	RP	26.6	423,286	—
	EBP	26.6	3,673,981	—

(1) The “RP” and the “EBP” are the qualified HP Retirement Plan and the non-qualified HP Excess Benefit Plan, respectively. All benefits are frozen under these plans. The RP has been merged into the HP Inc. Pension Plan (formerly known as the HP Pension Plan).
(2) The present value of accumulated benefits is shown at the age 65 unreduced retirement age for the RP and the EBP using the assumptions under Accounting Standards Codification (ASC) Topic 715-30 Defined Benefit Plans—Pension for the 2016 fiscal year-end measurement (as of October 31, 2016). The present value is based on a discount rate of 3.98% for the RP and 2.77% for the EBP, lump sum interest rates of 1.47% for the first five years, 3.34% for the next 15 years and 4.30% thereafter, and applicable mortality for lump sums. As of October 31, 2015 (the prior measurement date), the ASC Topic 715-30 assumptions included a discount rate of 4.43% for the RP and 3.32% for the EBP, lump sum interest rates of 1.69% for the first five years, 4.11% for the next 15 years and 5.07% thereafter, and applicable mortality and the RP-2014 White-Collar Table Projected Generationally with MP-2015 for annuity payment forms.
(3) Mr. Weisler, Ms. Rivera, Ms. Keogh are not eligible to receive benefits under any defined benefit pension plan because we ceased benefit accruals under all of our U.S.-qualified defined benefit pension plans prior to the commencement of their employment with HP in the US.

Narrative to the Fiscal 2016 Pension Benefits Table

No NEO currently accrues a benefit under any qualified or non-qualified defined benefit pension plan because we ceased benefit accruals in all of our U.S.-qualified defined benefit pension plans (and their non-qualified plan counterparts) in prior years. Benefits previously accrued by the NEOs under HP pension plans are payable to them following termination of employment, subject to the terms of the applicable plan.

Terms of the HP Retirement Plan

Ms. Lesjak and Mr. Flaxman earned benefits under the RP and the EBP based on pay and service prior to 2008. The RP is a traditional defined benefit plan that provided a benefit based on years of service and the participant's "highest average pay rate," reduced by a portion of Social Security earnings. "Highest average pay rate" was determined based on the 20 consecutive fiscal quarters when pay was the highest. Pay for this purpose included base pay and bonus, subject to applicable IRS limits. Benefits under the RP may be taken in one of several different annuity forms or in an actuarially equivalent lump sum. Benefits calculated under the RP are offset by the value of benefits earned under the HP Deferred Profit Sharing Plan (the "DPSP") before November 1, 1993. Together, the RP and the DPSP constitute a "floor-offset" arrangement for periods before November 1, 1993.

Benefits not payable from the RP and the DPSP due to IRS limits are paid from the nonqualified EBP under which benefits are unfunded and unsecured. When an EBP participant terminates employment, the benefit liability is transferred to the EDCP, where an account is established for the participant. That account is then credited with hypothetical investment earnings (gains or losses) based upon the investment election made by participants from among investment options similar to those offered under the HP 401(k) Plan. There is no formula that would result in above-market earnings or payment of a preferential interest rate on this benefit.

At the time of distribution, amounts representing EBP benefits are paid from the EDCP in a lump sum or installment form, according to pre-existing elections made by those participants, except that participants with a small benefit or who have not qualified for retirement status (age 55 with at least 15 years of service) are paid their EBP benefit in January of the year following their termination, subject to any delay required by Section 409A of the Code.

Fiscal 2016 Non-qualified Deferred Compensation Table

The following table provides information about contributions, earnings, withdrawals, distributions, and balances under the EDCP:

Name	Executive Contributions in Last FY[(1)] ($)	Registrant Contributions in Last FY[(2)] ($)	Aggregate Earnings in Last FY ($)	Aggregate Withdrawals/ Distributions[(3)] ($)	Aggregate Balance at FY End[(4)] ($)
Dion J. Weisler	8,840	—	215	—	9,055
Catherine A. Lesjak	11,500	10,600	27,946	(663,963)	2,747,745
Kim M. Rivera	8,840	—	513	—	9,353
Tracy S. Keogh	334,437	10,600	82,173	—	2,030,429
Jon E. Flaxman	—	—	—	—	—

(1) The amounts reported here as "Executive Contributions" and "Registrant Contributions" are reported as compensation to such NEO in the "Summary Compensation Table" above.

(2) The contributions reported here as "Registrant Contributions" were made in fiscal 2016 with respect to calendar year 2015 participant base-pay deferrals. During fiscal 2016, the NEOs were eligible to receive a 4% matching contribution on base-pay deferrals that exceeded the IRS limit that applies to the qualified HP 401(k) Plan up to a maximum of two times that limit.

(3) The distributions reported here were made pursuant to participant elections made prior to the time that the amounts were deferred in accordance with plan rules.

(4) Of these balances, the following amounts were reported as compensation to such NEO in the Summary Compensation Table in prior proxy statements: Ms. Keogh $597,625. The information reported in this footnote is provided to clarify the extent to which amounts payable as deferred compensation represent compensation reported in our prior proxy statements, rather than additional earned compensation.

Narrative to the Fiscal 2016 Non-qualified Deferred Compensation Table

HP sponsors the EDCP, a non-qualified deferred compensation plan that permits eligible U.S. employees to defer base pay in excess of the amount taken into account under the qualified HP 401(k) Plan and bonus amounts of up to 95% of the annual incentive bonus payable under the PfR Plan. In addition, a matching contribution is available under the plan to eligible employees. The matching contribution applies to base-pay deferrals on compensation above the IRS limit that applies to the qualified HP 401(k) Plan up to a maximum of two times that compensation limit (for fiscal 2016 matching contributions, on calendar year 2015 base pay from $265,000 to $530,000). During fiscal 2016, the NEOs were eligible for a matching contribution of up to 4% on base pay contributions in excess of the IRS limit up to a maximum of two times that limit.

Upon becoming eligible for participation, employees must specify the amount of base pay and/or the percentage of bonus to be deferred, as well as the time and form of payment. If termination of employment occurs before retirement (defined as at least age 55 with 15 years of service), distribution is made in the form of a lump sum in January of the year following the year of termination, subject to any delay required under Section 409A of the Code. At retirement (or earlier, if properly elected), benefits are paid according to the distribution election made by the participant at the time of the deferral election subject to any delay required under Section 409A of the Code. No withdrawals are permitted prior to the previously elected distribution date, other than "hardship" withdrawals as permitted by applicable law.

Amounts deferred or credited under the EDCP are credited with hypothetical investment earnings based on participant investment elections made from among the investment options available under the HP 401(k) Plan. Accounts maintained for participants under the EDCP are not held in trust, and all such accounts are subject to the claims of general creditors of HP. No amounts are credited with above-market earnings.

Potential Payments Upon Termination or Change in Control

The amounts in the following table estimate potential payments due if an NEO had terminated employment with HP effective October 31, 2016 under each of the circumstances specified below. These amounts are in addition to benefits generally available to U.S. employees upon termination of employment, such as distributions from the retirement plans and the HP 401(k) Plan and payment of accrued vacation where required.

				Long-Term Incentive Programs[3]		
Name	**Termination Scenario**	**Total[1] ($)**	**Severance[2] ($)**	**Stock Options ($)**	**RSUs ($)**	**PARSUs ($)**
Dion J. Weisler	Voluntary/For Cause	**—**	—	—	—	—
	Disability	**24,903,711**	—	1,368,548	14,645,287	8,889,876
	Retirement	**—**	—	—	—	—
	Death	**24,903,711**	—	1,368,548	14,645,287	8,889,876
	Not for Cause	**14,616,133**	5,364,829	300,324	5,203,576	3,747,404
	Change in Control	**30,268,540**	5,364,829	1,368,548	14,645,287	8,889,876
Catherine A. Lesjak[4]	Voluntary/For Cause	**6,250,664**	—	360,386	4,152,608	1,737,670
	Disability	**11,691,015**	—	760,741	6,873,681	4,056,592
	Retirement	**6,250,664**	—	360,386	4,152,608	1,737,670
	Death	**11,691,015**	—	760,741	6,873,681	4,056,592
	Not for Cause	**10,105,570**	2,947,861	360,386	5,059,653	1,737,670
	Change in Control	**14,638,876**	2,947,861	760,741	6,873,681	4,056,592
Kim M. Rivera	Voluntary/For Cause	**—**	—	—	—	—
	Disability	**6,669,451**	—	—	4,874,212	1,795,239
	Retirement	**—**	—	—	—	—
	Death	**6,669,451**	—	—	4,874,212	1,795,239
	Not for Cause	**4,452,673**	2,117,348	—	1,588,843	746,482
	Change in Control	**8,786,799**	2,117,348	—	4,874,212	1,795,239
Tracy S. Keogh	Voluntary/For Cause	**—**	—	—	—	—
	Disability	**8,023,188**	—	428,782	5,262,457	2,331,949
	Retirement	**—**	—	—	—	—
	Death	**8,023,188**	—	428,782	5,262,457	2,331,949
	Not for Cause	**5,399,854**	2,259,263	180,196	1,962,975	997,420
	Change in Control	**10,282,451**	2,259,263	428,782	5,262,457	2,331,949
Jon E. Flaxman[4]	Voluntary/For Cause	**3,545,874**	—	36,754	2,504,224	1,004,896
	Disability	**7,000,160**	—	670,937	3,912,551	2,416,672
	Retirement	**3,545,874**	—	36,754	2,504,224	1,004,896
	Death	**7,000,160**	—	670,937	3,912,551	2,416,672
	Not for Cause	**5,586,393**	2,018,574	—	2,562,923	1,004,896
	Change in Control	**9,018,734**	2,018,574	670,937	3,912,551	2,416,672

(1) Total does not include amounts earned or benefits accumulated due to continued service by the NEO through October 31, 2016, including vested stock options, PCSOs, RSUs, PARSUs, accrued retirement benefits, and vested balances in the EDCP, as those amounts are detailed in the preceding tables. Total also does not include amounts the NEO was eligible to receive under the annual PfR Plan with respect to fiscal 2016 performance.

(2) The amounts reported are the cash benefits payable in the event of a qualifying termination under the SPEO: for CEO, 2x multiple of base pay plus the average of the actual annual incentives paid for the preceding three years; for other NEOs, 1.5x multiple of base pay plus the average of the actual annual incentives paid for the preceding three years.

(3) On an involuntary termination not for cause, covered executives receive pro-rata vesting on unvested equity awards as discussed under "Executive Compensation—Compensation Discussion and Analysis—Severance Plan for Executive Officers." Full vesting of PARSUs based on performance at target levels (to the extent that the actual performance period has not been completed) applies in the event of a termination due to death or disability for all grant recipients. Pro-rata vesting of PARSUs based on actual performance applies in the event of a termination due to retirement for all grant recipients. To calculate the value of unvested PARSUs for purposes of this table, target performance (to the extent that the actual performance period has not been completed) is used since results will not be certified until the end of the two- and three-year performance periods. Full vesting of unvested PCSOs applies in the event of a termination due to death or disability for all grant recipients. PCSOs vest pro-rata in the event of a termination due to retirement, with the exception of Launch Grant PCSOs, which are forfeited. With respect to the treatment of equity in the event of a change in control of HP, the information reported reflects the SPEO approved change in control terms.

(4) As of the end of fiscal 2016, Ms. Lesjak and Mr. Flaxman are retirement eligible (a minimum age of 55 plus years of service equal to or greater than 70 points). In the event that Ms. Lesjak or Mr. Flaxman retires, she or he would receive retirement equity treatment in regards to the long-term incentive programs. Values in the "Voluntary/For Cause" section for Ms. Lesjak and Mr. Flaxman reflect the retirement equity treatment in a voluntary termination.

HP Severance Plan for Executive Officers

An executive will be deemed to have incurred a qualifying termination for purposes of the SPEO if he or she is involuntarily terminated without cause and executes a full release of claims in a form satisfactory to HP promptly following termination. For purposes of the SPEO, "cause" means an executive's material neglect (other than as a result of illness or disability) of his or her duties or responsibilities to HP or conduct (including action or failure to act) that is not in the best interest of, or is injurious to, HP. The material terms of the SPEO are described under "Executive Compensation—Compensation Discussion and Analysis—Severance Plan for Executive Officers."

Narrative to the Potential Payments Upon Termination or Change in Control Table

Voluntary or "For Cause" Termination

In general, an NEO who remained employed through October 31, 2016 (the last day of the fiscal year) but voluntarily terminated employment immediately thereafter, or was terminated immediately thereafter in a "for cause" termination, would be eligible (1) to receive his or her annual incentive amount earned for fiscal 2016 under the PfR Plan (subject to any discretionary downward adjustment or elimination by the HRC Committee prior to actual payment, and to any applicable clawback policy), (2) to exercise his or her vested stock options up to three months following a voluntary termination, and up to the date of termination in the case of termination "for cause", (3) to receive a distribution of vested amounts deferred or credited under the EDCP, and (4) to receive a distribution of his or her vested benefits, if any, under the HP 401(k) and pension plans. An NEO who terminated employment before October 31, 2016, either voluntarily or in a "for cause" termination, would generally not have been eligible to receive any amount under the PfR Plan with respect to the fiscal year in which the termination occurred, except that the HRC Committee has the discretion to make payment of prorated bonus amounts to individuals on leave of absence or in non-pay status, as well as in connection with certain voluntary severance incentives, workforce reductions and similar programs.

"Not for Cause" Termination

A "not for cause" termination of an NEO who remained employed through October 31, 2016 and was terminated immediately thereafter would qualify the NEO for the amounts described above under a "voluntary" termination in addition to benefits under the SPEO if the NEO signs the required release of claims in favor of HP.

In addition to the cash severance benefits and pro-rata equity awards payable under the SPEO, the NEO would be eligible to exercise vested stock options up to one year after termination and receive distributions of vested, accrued benefits from HP deferred compensation and pension plans.

Termination Following a Change in Control

In the event of a change in control of HP, RSUs, stock options and PCSOs will vest in full if the successor does not assume such awards or if an individual is terminated in connection with or following a change in control. Outstanding PARSUs will vest in full upon a termination in connection with or following a change in control, assuming target performance level. Upon failure of the successor to assume outstanding PARSUs in connection with a change in control, the PARSUs will vest in full based on the better of (i) pro-rata vesting at target, and (ii) 100% of units vesting based on actual performance as determined by the Committee within 30 days of change in control.

Death or Disability Terminations

An NEO who continued in employment through October 31, 2016 whose employment is terminated immediately thereafter due to death or disability would be eligible (1) to receive his or her full annual incentive amount earned for fiscal 2016 under the PfR Plan determined by HP in its sole discretion, (2) to receive a distribution of vested amounts deferred or credited under the EDCP, and (3) to receive a distribution of his or her vested benefits under the HP 401(k) and pension plans.

Upon termination due to death or disability, equity awards held by the NEO may vest in full. If termination is due to disability, stock options, RSUs, and PCSOs will vest in full, subject to satisfaction of applicable performance conditions, and must be exercised within three years of termination or by the original expiration date, if earlier; all unvested portions of the PARSUs, including any amounts for dividend equivalent payments, shall vest based on performance at target levels. If termination is due to the NEO's death, stock options, RSUs and PCSOs will vest in full and must be exercised within one year of termination or by the original expiration date, if earlier; all unvested portions of the PARSUs, including any amounts for dividend equivalent payments, shall vest based on performance at target levels.

HP Severance Policy for Senior Executives

Under the HP Severance Policy for Senior Executives adopted by the Board in July 2003 (the "HP Severance Policy"), HP will seek stockholder approval for future severance agreements, if any, with certain senior executives that provide specified benefits in an amount exceeding 2.99 times the sum of the executive's current annual base salary plus annual target cash bonus, in each case as in effect immediately prior to the time of such executive's termination. Individuals subject to this policy consist of the Section 16 officers designated by the Board. In implementing this policy, the Board may elect to seek stockholder approval after the material terms of the relevant severance agreement are agreed upon.

For purposes of determining the amounts subject to the HP Severance Policy, benefits subject to the limit generally include cash separation payments that directly relate to extraordinary benefits that are not available to groups of employees other than the Section 16 officers upon termination of employment. Benefits that have been earned or accrued, as well as prorated bonuses, accelerated stock or option vesting and other benefits that are consistent with our practices applicable to employees other than the Section 16 officers, are not counted against the limit. Specifically, benefits subject to the HP Severance Policy include: (a) separation payments based on a multiplier of salary plus target bonus, or cash amounts payable for the uncompleted portion of employment agreements; (b) the value of any service period credited to a Section 16 officer in excess of the period of service actually provided by such Section 16 officer for purposes of any employee benefit plan; (c) the value of benefits and perquisites that are inconsistent with our practices applicable to one or more groups of employees in addition to, or other than, the Section 16 officers ("Company Practices"); and (d) the value of any accelerated vesting of any stock options, stock appreciation rights, restricted stock or long-term cash incentives that is inconsistent with Company Practices. The following benefits are not subject to the HP Severance Policy, either because they have been previously earned or accrued by the employee or because they are consistent with Company Practices: (i) compensation and benefits earned, accrued, deferred or otherwise provided for employment services rendered on or prior to the date of termination of employment pursuant to bonus, retirement, deferred compensation or other benefit plans (*e.g.*, 401(k) Plan distributions, payments pursuant to retirement plans, distributions under deferred compensation plans or payments for accrued benefits such as unused vacation days), and any amounts earned with respect to such compensation and benefits in accordance with the terms of the applicable plan; (ii) payments of prorated portions of bonuses or prorated long-term incentive payments that are consistent with Company Practices; (iii) acceleration of the vesting of stock options, stock appreciation rights, restricted stock, RSUs or long-term cash incentives that is consistent with Company Practices; (iv) payments or benefits required to be provided by law; and (v) benefits and perquisites provided in accordance with the terms of any benefit plan, program or arrangement sponsored by HP or its affiliates that are consistent with Company Practices.

For purposes of the HP Severance Policy, future severance agreements include any severance agreements or employment agreements containing severance provisions that we may enter into after the adoption of the HP Severance Policy by the Board, as well as agreements renewing, modifying or extending such agreements. Future severance agreements do not include retirement plans, deferred compensation plans, early retirement plans, workforce restructuring plans, retention plans in connection with extraordinary transactions or similar plans or agreements entered into in connection with any of the foregoing, provided that such plans or agreements are applicable to one or more groups of employees in addition to the Section 16 officers.

HP Retirement Arrangements

Upon retirement immediately after October 31, 2016 with a minimum age of 55 plus years of service equal to or greater than 70 points, HP employees in the United States receive full vesting of time-based options granted under our stock plans with a three-year post-termination exercise period. PCSOs, with the exception of Launch Grant PCSOs, which are forfeited, will receive prorated vesting if the stock price appreciation conditions are met and may vest on a prorated basis post-termination to the end of the performance period, subject to stock price appreciation conditions and certain post-employment restrictions. Awards under the PARSU program, if any, are paid on a prorated basis to participants at the end of the performance period based on actual results, and bonuses, if any, under the PfR Plan may be paid in prorated amounts at the discretion of management based on actual results. In accordance with Section 409A of the Code, certain amounts payable upon retirement (or other termination) of the NEOs and other key employees will not be paid out for at least six months following termination of employment.

We sponsor two retiree medical programs in the United States, one of which provides subsidized coverage for eligible participants based on years of service. Eligibility for this program requires that participants have been employed by HP before January 1, 2003 and have met other age and service requirements. Mr. Flaxman is eligible for this program.

The other U.S. retiree medical program we sponsor provides eligible retirees with access to coverage at group rates only, with no direct subsidy provided by HP. As of the end of fiscal 2016, Ms. Lesjak is eligible to retire under this program. All of the other NEOs could be eligible for this program if they retire from HP on or after age 55 with at least ten years of qualifying service or 80 age plus service points. In addition, beginning at age 45, eligible U.S. employees may participate in the HP Retirement Medical Savings Account Plan (the "RMSA"), under which certain participants are eligible to receive HP matching credits of up to $1,200 per year, beginning at age 45, up to a lifetime maximum of $12,000, which can be used to cover the cost of such retiree medical coverage (or other qualifying medical expenses) if the employee retires from HP on or after age 55 with at least ten years of qualifying service or 80 age plus service points. Ms. Lesjak is the only NEO eligible for the HP matching credits under the RMSA.

Equity Compensation Plan Information

The following table summarizes our equity compensation plan information as of October 31, 2016.

Plan Category	Common shares to be issued upon exercise of outstanding options, warrants and rights[1] (a)	Weighted-average exercise price of outstanding options, warrants and rights[2] (b)	Common shares available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by HP stockholders	56,214,355[3]	$12.3968	453,864,585[4]
Equity compensation plans not approved by HP stockholders	—	—	—
Total	56,214,355	$12.3968	453,864,585

(1) This column does not reflect awards of options and RSUs assumed in acquisitions where the plans governing the awards were not available for future awards as of October 31, 2016. As of October 31, 2016, individual awards of options and RSUs to purchase a total of 96,663 shares were outstanding pursuant to awards assumed in connection with acquisitions and granted under such plans at a weighted-average exercise price of options of $7.7630.

(2) This column does not reflect the exercise price of shares underlying the assumed options referred to in footnote (1) to this table or the purchase price of shares to be purchased pursuant to the ESPP or the legacy HP Employee Stock Purchase Plan (the "Legacy ESPP"). In addition, the weighted-average exercise price does not take into account the shares issuable upon vesting of outstanding awards of RSUs and PARSUs, which have no exercise price.

(3) Includes awards of options and RSUs outstanding under the ESPP, the 2004 Plan and the HP 2000 Stock Plan. Also includes awards of PARSUs representing 2,691,161 shares that may be issued under the 2004 Plan. Each PARSU award reflects a target number of shares that may be issued to the award recipient. HP determines the actual number of shares the recipient receives at the end of a three-year performance period based on results achieved compared with Company performance goals and stockholder return relative to the market. The actual number of shares that a grant recipient receives at the end of the period may range from 0% to 200% of the target number of shares.

(4) Includes (i) 369,371,458 shares available for future issuance under the 2004 Plan; (ii) 80,401,136 shares available for future issuance under the ESPP; (iii) 2,725,611 shares available for future issuances under the Legacy ESPP, a plan under which employee stock purchases are no longer made; and (iv) 1,366,380 shares are reserved for issuance under our Service Anniversary Stock Plan, a plan under which awards are no longer granted. Taking into account these adjustments, 449,772,594 shares were available for future grants as of October 31, 2016.

Management Proposal No. 4

Advisory Vote on the Frequency of Future "Say on Pay" Votes

The Board recommends a vote FOR approval of an ANNUAL advisory vote on the compensation of HP's named executive officers.

Under the Dodd-Frank Act, HP stockholders are being asked to vote, on an advisory or non-binding basis, on how frequently they would like to cast an advisory vote on the compensation of HP's named executive officers. By voting on this proposal, stockholders may indicate whether they would prefer an advisory vote on named executive officer compensation once every one, two, or three years. Our prior say-on-frequency vote occurred in 2011. At that year's meeting, stockholders agreed with the Board's recommendation that advisory votes on executive compensation should occur every year. Although this vote is non-binding, the Board and the HRC Committee value the views of our stockholders and will review the voting results. However, the Board may decide that it is in the best interests of HP and its stockholders to hold an advisory vote more or less frequently than the alternative that has been selected by our stockholders.

After careful consideration of the frequency alternatives, and given the ongoing cadence of dialogue between HP and its stockholders on executive compensation matters, the Board believes that conducting an advisory vote on executive compensation on an annual basis is currently appropriate for HP and its stockholders.

Vote Required

The affirmative vote of a majority of the shares of HP common stock present in person or represented by proxy and entitled to be voted on the proposal at the annual meeting is required for advisory approval of this proposal.

Ownership of our Stock

Common Stock Ownership of Certain Beneficial Owners and Management

The following table sets forth information as of December 31, 2016 concerning beneficial ownership by:

- holders of more than 5% of HP's outstanding shares of common stock;
- our directors and nominees;
- each of the named executive officers listed in the Summary Compensation Table on page 47; and
- all of our directors and executive officers as a group.

The information provided in the table is based on our records, information filed with the SEC and information provided to HP, except where otherwise noted.

The number of shares beneficially owned by each entity or individual is determined under SEC rules, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the entity or individual has sole or shared voting or investment power and also any shares that the entity or individual has the right to acquire as of March 1, 2017 (60 days after December 31, 2016) through the exercise of any stock options, through the vesting/settlement of RSUs payable in shares, or upon the exercise of other rights. Beneficial ownership excludes options or other rights vesting after March 1, 2017 and any RSUs vesting/settling, as applicable, on or before March 1, 2017 that may be payable in cash or shares at HP's election. Unless otherwise indicated, each person has sole voting and investment power (or shares such power with his or her spouse) with respect to the shares set forth in the following table.

Beneficial Ownership Table

Name of Beneficial Owner	Shares of Common Stock Beneficially Owned	Percent of Common Stock Outstanding
Dodge & Cox(1)	139,751,357	8.2%
BlackRock, Inc.(2)	102,358,472	6.0%
The Vanguard Group(3)	119,565,335	7.0%
Aida M. Alvarez	—	*
Shumeet Banerji	45,623	*
Carl Bass	4,234	*
Robert R. Bennett	21,544	*
Charles V. Bergh	4,234	*
Stacy Brown-Philpot	4,234	*
Stephanie A. Burns	4,234	*
Mary Anne Citrino	4,234	*
Rajiv L. Gupta(4)	267,896	*
Stacey Mobley	4,234	*
Subra Suresh	4,234	*
Dion J. Weisler(5)	1,501,902	*
Margaret C. Whitman(6)	5,998,430	*
Jon Flaxman(7)	357,475	*
Tracy S. Keogh(8)	476,108	*
Catherine A. Lesjak(9)	960,465	*
Kim M. Rivera	—	*
All current executive officers and directors as a group (20 persons)(10)	10,529,377	*

* Represents holdings of less than 1% based on 1,703,985,486 shares of our common stock outstanding as of December 31, 2016.

(1) Based on the most recently available Schedule 13G/A filed with the SEC on February 14, 2017 by Dodge & Cox. According to its Schedule 13G/A, Dodge & Cox reported having sole voting power over 132,962,056 shares, shared voting power over no shares, sole dispositive power over 139,751,357 shares and shared dispositive power over no shares. The securities reported on the Schedule 13G/A are beneficially owned by clients of Dodge & Cox, which clients may include investment companies registered under the Investment Company Act of 1940 and other managed accounts, and which clients have the right to receive or the power to direct the receipt of dividends from, and the proceeds from the sale of, HP's stock. The Schedule 13G/A contained information as of December 31, 2016 and may not reflect current holdings of HP's stock. The address of Dodge & Cox is 555 California Street, 40th Floor, San Francisco, CA 94104.

(2) Based on the most recently available Schedule 13G/A filed with the SEC on January 24, 2017 by BlackRock, Inc. According to its Schedule 13G/A, BlackRock, Inc. reported having sole voting power over 85,530,955 shares, shared voting power over 70,320 shares, sole dispositive power over 102,288,152 shares and shared dispositive power over 70,320 shares. The Schedule 13G/A contained information as of December 31, 2016 and may not reflect current holdings of HP's stock. The address of BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055.

(3) Based on the most recently available Schedule 13G/A filed by the Vanguard Group on February 13, 2017. According to its Schedule 13G/A, the Vanguard Group reported having sole voting power over 2,713,198 shares, shared voting power over 312,493 shares, sole dispositive power over 116,576,739 shares, and shared dispositive power over 2,988,596 shares. The Schedule 13G/A contained information as of December 31, 2016 and may not reflect current holdings of HP's stock. The address for the Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.

(4) Includes 156,280 shares that Mr. Gupta has the right to acquire by exercise of stock options.

(5) Includes 1,162,405 shares that Mr. Weisler has the right to acquire by exercise of stock options.

(6) Includes 66 shares held by Ms. Whitman indirectly through a trust and 5,541,022 shares that Ms. Whitman has the right to acquire by exercise of stock options.

(7) Includes 270,262 shares that Mr. Flaxman has the right to acquire by exercise of stock options.

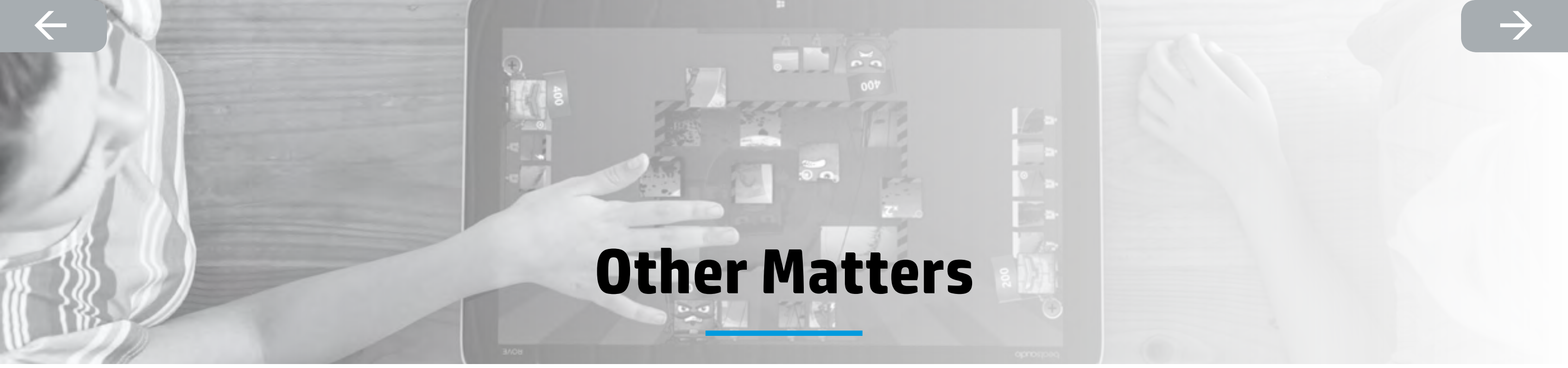
(8) Includes 265,600 shares that Ms. Keogh has the right to acquire by exercise of stock options.

(9) Includes 306 shares held by Ms. Lesjak's spouse and 697,960 shares that Ms. Lesjak has the right to acquire by exercise of stock options.

(10) Includes 8,093,529 shares that current executive officers and directors have the right to acquire by exercise of stock options.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors, executive officers and holders of more than 10% of HP's stock to file reports with the SEC regarding their ownership and changes in ownership of our securities. Based upon our examination of the copies of Forms 3, 4, and 5, and amendments thereto furnished to us and the written representations of our directors, executive officers and 10% stockholders, we believe that, during fiscal 2016, our directors, executive officers and 10% stockholders complied with all Section 16(a) filing requirements.



Other Matters

Questions and Answers

Proxy Materials

1. Why am I receiving these materials?

We have made these materials available to you or delivered paper copies to you by mail in connection with our annual meeting of stockholders, which will take place online on Monday, April 17, 2017. As a stockholder, you are invited to participate in the annual meeting via live audio webcast and vote on the business items described in this proxy statement. This proxy statement includes information that we are required to provide to you under the SEC rules and that is designed to assist you in voting your shares. See Questions 17 and 18 below for information regarding how you can vote your shares at the annual meeting or by proxy (without attending the annual meeting).

2. What is included in the proxy materials?

The proxy materials include:

- our proxy statement for the 2017 annual meeting of stockholders; and
- our 2016 Annual Report, which includes our Annual Report on Form 10-K for the fiscal year ended October 31, 2016.

If you received a paper copy of these materials by mail, the proxy materials also include a proxy card or a voting instruction card for the annual meeting. If you received a notice of the Internet availability of the proxy materials instead of a paper copy of the proxy materials, see Questions 17 and 18 below for information regarding how you can vote your shares.

3. What information is contained in this proxy statement?

The information in this proxy statement relates to the proposals to be voted on at the annual meeting, the voting process, the Board and Board committees, the compensation of our directors and certain executive officers for fiscal 2016 and other required information.

4. Why did I receive a notice in the mail regarding the Internet availability of the proxy materials instead of a paper copy of the full set of proxy materials?

This year, we are again using the SEC rule that allows companies to furnish their proxy materials over the Internet. As a result, we are mailing to many of our stockholders a notice of the Internet availability of the proxy materials instead of a paper copy of the proxy materials. All stockholders receiving the notice will have the ability to access the proxy materials over the Internet and request to receive a paper copy of the proxy materials by mail. Instructions on how to access the proxy materials over the Internet or to request a paper copy may be found in the notice of the Internet availability of the proxy materials. In addition, the notice contains instructions on how you may request access to proxy materials in printed form by mail or electronically on an ongoing basis.

5. Why didn't I receive a notice in the mail about the Internet availability of the proxy materials?

We are providing some of our stockholders, including stockholders who have previously requested to receive paper copies of the proxy materials and some of our stockholders who are living outside of the United States, with paper copies of the proxy materials instead of a notice of the Internet availability of the proxy materials.

In addition, we are providing proxy materials or notice of the Internet availability of the proxy materials by e-mail to those stockholders who have previously elected delivery of the proxy materials or notice electronically. Those stockholders should receive an e-mail containing a link to the website where those materials are available and a link to the proxy voting website.

6. How can I access the proxy materials over the Internet?

Your notice of the Internet availability of the proxy materials, proxy card or voting instruction card will contain instructions on how to:

- view our proxy materials for the annual meeting on the Internet; and
- instruct us to send our future proxy materials to you electronically by e-mail.

Our proxy materials are available at www.proxyvote.com/HP. Please have your 16-digit control number available to access them.

Our proxy materials are also publicly available on our dedicated annual meeting website at www.hpannualmeeting.com.

Your notice of the Internet availability of the proxy materials, proxy card or voting instruction card will contain instructions on how you may request access to proxy materials electronically on an ongoing basis. Choosing to access your future proxy materials electronically will help us conserve natural resources and reduce the costs of distributing our proxy materials. If you choose to access future proxy materials electronically, you will receive an e-mail with instructions containing a link to the website where those materials are available and a link to the proxy voting website. Your election to access proxy materials by e-mail will remain in effect until you terminate it.

7. How may I obtain a paper copy of the proxy materials?

Stockholders receiving a notice of the Internet availability of the proxy materials will find instructions about how to obtain a paper copy of the proxy materials on their notice. Stockholders receiving notice of the Internet availability of the proxy materials by e-mail will find instructions about how to obtain a paper copy of the proxy materials as part of that e-mail. All stockholders who do not receive a notice or an e-mail will receive a paper copy of the proxy materials by mail.

8. I share an address with another stockholder, and we received only one paper copy of the proxy materials or notice of the Internet availability of the proxy materials. How may I obtain an additional copy?

If you share an address with another stockholder, you may receive only one paper copy of the proxy materials or notice of the Internet availability of the proxy materials, as applicable, unless you have provided contrary instructions. If you are a beneficial owner and wish to receive a separate set of proxy materials or notice of the Internet availability of the proxy materials now, please request the additional copy by contacting your individual broker. If you wish to receive a separate set of the proxy materials or notice of the Internet availability of the proxy materials now, please request the additional copy by contacting Broadridge Financial Solutions, Inc. ("Broadridge") at:

By Internet: www.proxyvote.com/HP
By telephone: 1-800-579-1639
By e-mail: sendmaterial@proxyvote.com

If you request a separate set of the proxy materials or notice of Internet availability of the proxy materials by e-mail, please be sure to include your control number in the subject line. A separate set of proxy materials or notice of the Internet availability of the proxy materials, as applicable, will be sent promptly following receipt of your request.

If you are a stockholder of record and wish to receive a separate set of proxy materials or notice of the Internet availability of the proxy materials, as applicable, in the future, please contact our transfer agent. See Question 22 below.

If you are the beneficial owner of shares held through a broker, trustee or other nominee and you wish to receive a separate set of proxy materials or notice of the Internet availability of the proxy materials, as applicable, in the future, please call Broadridge at:

1-866-540-7095

All stockholders also may write to HP at the address below to request a separate set of proxy materials or notice of the Internet availability of the proxy materials, as applicable:

NASDAQ
Print and Distribution Services
325 Donald Lynch Blvd, Suite 120
Marlborough, MA 01752-4724

9. I share an address with another stockholder, and we received more than one paper copy of the proxy materials or notice of the Internet availability of the proxy materials. How do we obtain a single copy in the future?

Stockholders of record sharing an address who are receiving multiple copies of the proxy materials or notice of the Internet availability of the proxy materials, as applicable, and who wish to receive a single copy of such materials in the future may contact our transfer agent. See Question 22 below.

Beneficial owners of shares held through a broker, trustee or other nominee sharing an address who are receiving multiple copies of the proxy materials or notice of the Internet availability of the proxy materials, as applicable, and who wish to receive a single copy of such materials in the future may contact Broadridge at:

1-866-540-7095

10. What should I do if I receive more than one notice or e-mail about the Internet availability of the proxy materials or more than one paper copy of the proxy materials?

You may receive more than one notice, more than one e-mail or more than one paper copy of the proxy materials, including multiple paper copies of this proxy statement and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you may receive a separate notice, a separate e-mail or a separate voting instruction card for each brokerage account in which you hold shares. If you are a stockholder of record and your shares are registered in more than one name, you may receive more than one notice, more than one e-mail or more than one proxy card. To vote all of your shares by proxy, you must complete, sign, date and return each proxy card and voting instruction card that you receive and vote over the Internet the shares represented by each notice and e-mail that you receive (unless you have requested and received a proxy card or voting instruction card for the shares represented by one or more of those notices or e-mails).

11. How may I obtain a copy of HP's 2016 Form 10-K and other financial information?

Stockholders may request a free copy of our combined 2016 Annual Report and 2017 Proxy Statement, which includes our 2016 Form 10-K, from:

NASDAQ
Print and Distribution Services
325 Donald Lynch Blvd, Suite 120
Marlborough, MA 01752-4724
www.hp.com/investor/informationrequest

Alternatively, stockholders can access the 2016 Annual Report on HP's Annual Meeting site:

www.hpannualmeeting.com.

All of HP's filings, including the 2016 Form 10-K are also available on HP's Investor Relations site:

www.hp.com/investor/home

We also will furnish any exhibit to the 2016 Form 10-K if specifically requested.

Voting Information

12. What proposals will be voted at the meeting? How does the Board recommend that I vote and what is the voting requirement for each of the proposals?

Proposals	Board Recommendation	Votes Required	Effect of Abstentions	Effect of Broker Non-Votes
Election of Directors	FOR EACH NOMINEE	Majority of votes cast	None	None
Ratification of Independent Registered Public Accounting Firm	FOR	Majority of the shares present, in person or represented by proxy, and entitled to vote	Same as "AGAINST"	No Broker Non-Votes (Routine Matter)
Advisory Vote to Approve Executive Compensation ("Say on Pay" Vote)	FOR	Majority of the shares present, in person or represented by proxy, and entitled to vote	Same as "AGAINST"	None
Advisory Vote to Set the Frequency of Future "Say on Pay" Votes	FOR ANNUAL	Majority of the shares present, in person or represented by proxy, and entitled to vote	Same as "AGAINST"	None

We also will consider any other business that properly comes before the annual meeting. See Question 29 below.

13. What are broker non-votes?

If you are the beneficial owner of shares held in the name of a broker, trustee or other nominee and do not provide that broker, trustee or other nominee with voting instructions, your shares may constitute "broker non-votes." Generally, broker non-votes occur on a matter when a broker is not permitted to vote on that matter without instructions from the beneficial owner and instructions are not given. Under the rules of the New York Stock Exchange, brokers, trustees or other nominees may generally vote on routine matters but cannot vote on non-routine matters. Only Proposal No. 2 (ratifying the appointment of the independent registered public accounting firm) is considered a routine matter. The other proposals are not considered routine matters, and without your instructions, your broker cannot vote your shares. In tabulating the voting results for any particular proposal, shares that constitute broker non-votes are not considered entitled to vote on that proposal.

If you provide specific instructions with regard to certain items, your shares will be voted as you instruct on such items. If you vote by proxy card or voting instruction card and sign the card without giving specific instructions, your shares will be voted in accordance with the recommendations of the Board (FOR all of our nominees to the Board, FOR ratification of the appointment of our independent registered public accounting firm, FOR the approval of an amendment extending the term of our PfR Plan, FOR the approval of the compensation of our named executive officers ("say on pay" vote), and FOR the ANNUAL frequency of future "say on pay" votes.

For any shares you hold in HP 401(k) Plan, if your voting instructions are not received by 11:59 p.m., Eastern Time, on April 12, 2017, your shares will be voted in proportion to the way the shares held by the other HP 401(k) Plan participants are voted, except as may be otherwise required by law.

14. Is cumulative voting permitted for the election of directors?

No, you may not cumulate your votes in the election of directors. Last year, our stockholders approved an amendment to the Certificate of Incorporation eliminating cumulative voting. Therefore, cumulative voting is no longer available to our stockholders.

15. What is the difference between holding shares as a stockholder of record and as a beneficial owner?

Most of our stockholders hold their shares through a broker, trustee or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

- **Stockholder of Record**—If your shares are registered directly in your name with our transfer agent, you are considered, with respect to those shares, the "stockholder of record." As the stockholder of record, you have the right to grant your voting proxy directly to HP or to a third party, or to vote your shares during the meeting.

- **Beneficial Owner**—If your shares are held in a brokerage account, by a trustee or by another nominee (that is, in "street name"), you are considered the "beneficial owner" of those shares. As the beneficial owner of those shares, you have the right to direct your broker, trustee or nominee how to vote, or to vote your shares during the annual meeting (other than shares held in the HP's 401(k) Plan (the "HP 401(k) Plan"), which must be voted prior to the annual meeting).

16. Who is entitled to vote and how many shares can I vote?

Each holder of shares of HP common stock issued and outstanding as of the close of business on February 16, 2017, the record date for the annual meeting, is entitled to cast one vote per share on all items being voted upon at the annual meeting. You may vote all shares owned by you as of this time, including (1) shares held directly in your name as the stockholder of record, including shares purchased through our dividend reinvestment program and employee stock purchase plans, and shares held through our Direct Registration Service; and (2) shares held for you as the beneficial owner through a broker, trustee or other nominee.

On the record date, HP had approximately 1,690,781,974 shares of common stock issued and outstanding.

17. How can I vote my shares during the annual meeting?

This year's annual meeting will be held entirely online to allow greater participation. Stockholders may participate in the annual meeting by visiting either of the following websites:

www.hpannualmeeting.com or
www.hp.onlineshareholdermeeting.com

To participate in the annual meeting, you will need the 16-digit control number included on your notice of Internet availability of the proxy materials, on your proxy card or on the instructions that accompanied your proxy materials.

Shares held in your name as the stockholder of record may be voted electronically during the annual meeting. Shares for which you are the beneficial owner but not the stockholder of record also may be voted electronically during the annual meeting, except that shares held in the HP 401(k) Plan cannot be voted electronically during the annual meeting. If you hold shares in the HP 401(k) Plan, your voting instructions must be received by 11:59 p.m., Eastern Time, on April 12, 2017 for the trustee to vote your shares. However, holders of shares in the HP 401(k) Plan will still be able to view the annual meeting webcast and ask questions during the annual meeting.

Even if you plan to participate in the annual meeting online, we recommend that you also vote by proxy as described below so that your vote will be counted if you later decide not to participate in the annual meeting.

18. How can I vote my shares without participating in the annual meeting?

Whether you hold shares directly as the stockholder of record or through a broker, trustee or other nominee as the beneficial owner, you may direct how your shares are voted without participating in the annual meeting. There are three ways to vote by proxy:

- **VIA THE INTERNET:** Stockholders who have received a notice of the Internet availability of the proxy materials by mail may submit proxies over the Internet by following the instructions on the notice. Stockholders who have received notice of the Internet availability of the proxy materials by e-mail may submit proxies over the Internet by following the instructions included in the e-mail. Stockholders who have received a paper copy of a proxy card or voting instruction card by mail may submit proxies over the Internet by following the instructions on the proxy card or voting instruction card.
- **VIA TELEPHONE:** Stockholders of record who live in the United States or Canada may submit proxies by telephone by calling 1-800-690-6903 and following the instructions. Stockholders of record who have received a notice of the Internet availability of the proxy materials by mail must have the control number that appears on their notice available when voting. Stockholders of record who received notice of the Internet availability of the proxy materials by e-mail must have the control number included in the e-mail available when voting. Stockholders of record who have received a proxy card by mail must have the control number that appears on their proxy card available when voting. Most stockholders who are beneficial owners of their shares living in the United States or Canada and who have received a voting instruction card by mail may vote by phone by calling the number specified on the voting instruction card provided by their broker, trustee or nominee. Those stockholders should check the voting instruction card for telephone voting availability.
- **VIA MAIL:** Stockholders who have received a paper copy of a proxy card or voting instruction card by mail may submit proxies by completing, signing and dating their proxy card or voting instruction card and mailing it in the accompanying pre-addressed envelope.

19. What is the deadline for voting my shares?

If you hold shares as the stockholder of record, or through HP's 2011 Employee Stock Purchase Plan (the "ESPP"), your vote by proxy must be received before the polls close during the annual meeting.

If you hold shares in the HP 401(k) Plan, your voting instructions must be received by 11:59 p.m., Eastern Time, on April 12, 2017 for the trustee to vote your shares. If you are the beneficial owner of shares held through a broker, trustee or other nominee, please follow the voting instructions provided by your broker, trustee or nominee.

20. May I change my vote or revoke my proxy?

You may change your vote or revoke your proxy at any time prior to the vote during the annual meeting, except that any change to your voting instructions for shares held in the HP 401(k) Plan must be provided by 11:59 p.m., Eastern Time, on April 12, 2017 as described above.

If you are the stockholder of record, you may change your vote by: (1) granting a new proxy bearing a later date (which automatically revokes the earlier proxy); (2) providing a written notice of revocation to the Corporate Secretary at the address below in Question 33 prior to your shares being voted; or (3) participating in the annual meeting and voting your shares electronically during the annual meeting. Participation in the annual meeting will not cause your previously granted proxy to be revoked unless you specifically make that request. For shares you hold beneficially in the name of a broker, trustee or other nominee, you may change your vote by submitting new voting instructions to your broker, trustee or nominee, or by participating in the meeting and electronically voting your shares during the meeting (except that shares held in the HP 401(k) Plan cannot be voted electronically at the annual meeting).

21. Is my vote confidential?

Proxy instructions, ballots and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed, either within HP or to third parties, except: (1) as necessary to meet applicable legal requirements; (2) to allow for the tabulation of votes and certification of the votes; and (3) to facilitate a successful proxy solicitation. Occasionally, stockholders provide on their proxy card written comments, which are then forwarded to management.

22. What if I have questions for our transfer agent?

Please contact our transfer agent, at the phone number or address listed below, with questions concerning stock certificates, dividend checks, transfer of ownership or other matters pertaining to your stock account.

Wells Fargo Bank, N.A.
Shareowner Services
1110 Centre Pointe Curve, Suite 101
Mendota Heights, MN 55120-4100
1-800-286-5977 (U.S. and Canada)
1-651-450-4064 (International)

A dividend reinvestment and stock purchase program is also available through our transfer agent. For information about this program, please contact our transfer agent as follows:

Wells Fargo Bank, N.A.
Shareowner Services
1110 Centre Pointe Curve, Suite 101
Mendota Heights, MN 55120-4100
1-800-286-5977 (U.S. and Canada)
1-651-450-4064 (International)

23. How can I attend the annual meeting?

This year's annual meeting will be a completely virtual meeting of stockholders, which will be conducted through an audio webcast. You are entitled to participate in the annual meeting only if you were an HP stockholder or joint holder as of the close of business on February 16, 2017 or if you hold a valid proxy for the annual meeting.

You will be able to attend the annual meeting of stockholders online and submit your questions during the meeting by visiting www.hpannualmeeting.com or www.hp.onlineshareholdermeeting.com. You also will be able to vote your shares electronically at the annual meeting (other than shares held through the HP 401(k) Plan, which must be voted prior to the meeting).

To participate in the annual meeting, you will need the 16-digit control number included on your notice of Internet availability of the proxy materials, on your proxy card or on the instructions that accompanied your proxy materials.

The meeting webcast will begin promptly at 2:00 p.m., Pacific Time. We encourage you to access the meeting prior to the start time. Online access to the meeting will open at 1:30 p.m., Pacific Time, and you should allow ample time to log in to the meeting webcast and test your computer audio system.

24. What is the pre-meeting forum and how can I access it?

The online format for the annual meeting allows us to communicate more effectively with you. Our pre-meeting forum, where you can submit questions in advance of the annual meeting, can be entered by visiting our dedicated annual meeting website www.hpannualmeeting.com or by visiting www.proxyvote.com/HP. The annual meeting website also contains the contents of this proxy statement in a user-friendly format and has complete PDF copies of our proxy statement and annual report available for download.

25. Why a virtual meeting?

We are excited to embrace the latest technology to provide expanded access, improved communication and cost savings for our stockholders and the Company. Hosting a virtual meeting will enable increased stockholder attendance and participation since stockholders can participate from any location around the world.

You will be able to attend the annual meeting of stockholders online and submit your questions during the meeting by visiting www.hpannualmeeting.com or www.hp.onlineshareholdermeeting.com. You also will be able to vote your shares electronically at the annual meeting (other than shares held through the HP 401(k) Plan, which must be voted prior to the meeting).

26. What if during the check-in time or during the meeting I have technical difficulties or trouble accessing the virtual meeting website?

We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual meeting. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call:

1-855-449-0991 (Toll-free)
1-720-378-5962 (Toll line)

27. How many shares must be present or represented to conduct business at the annual meeting?

The quorum requirement for holding the annual meeting and transacting business is that holders of a majority of shares of HP common stock entitled to vote must be present in person or represented by proxy. Both abstentions and broker non-votes described previously in Question 13 above are counted for the purpose of determining the presence of a quorum.

28. What if a quorum is not present at the annual meeting?

If a quorum is not present at the scheduled time of the annual meeting, then either the chairman of the annual meeting or the stockholders by vote of the holders of a majority of the stock present in person or represented by proxy at the annual meeting are authorized by our Bylaws to adjourn the annual meeting until a quorum is present or represented.

29. What happens if additional matters are presented at the annual meeting?

Other than the four items of business described in this proxy statement, we are not aware of any other business to be acted upon at the annual meeting. If you grant a proxy, the persons named as proxy holders, Dion J. Weisler, Catherine A. Lesjak and Kim M. Rivera, will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting. If for any reason any of the nominees named in this proxy statement is not available as a candidate for director, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the Board or the Board may choose to reduce the size of the Board.

30. Who will serve as inspector of elections?

The inspector of elections will be a representative from an independent firm, Broadridge.

31. Where can I find the voting results of the annual meeting?

We intend to announce preliminary voting results at the annual meeting and publish final results in a Current Report on Form 8-K to be filed with the SEC within four business days of the annual meeting.

32. Who will bear the cost of soliciting votes for the annual meeting?

HP is making this solicitation and will pay the entire cost of preparing, assembling, printing, mailing and distributing the notices and these proxy materials and soliciting votes. In addition to the mailing of the notices and these proxy materials, the solicitation of proxies or votes may be made in person, by telephone or by electronic communication by our directors, officers and employees, who will not receive any additional compensation for such solicitation activities. We also have hired Innisfree M&A Incorporated ("Innisfree") to assist us in the solicitation of votes described above. We will pay Innisfree a base fee of $20,000 plus customary costs and expenses for these services. We have agreed to indemnify Innisfree against certain liabilities arising out of or in connection with these services. We also will reimburse brokerage houses and other custodians, nominees and fiduciaries for forwarding proxy and solicitation materials to stockholders.

33. What is the deadline to propose actions (other than director nominations) for consideration at next year's annual meeting of stockholders?

You may submit proposals for consideration at future stockholder meetings. For a stockholder proposal to be considered for inclusion in our proxy statement for the annual meeting next year, the Corporate Secretary must receive the written proposal at our principal executive offices no later than October 20, 2017. Such proposals also must comply with SEC regulations under Rule 14a-8 regarding the inclusion of stockholder proposals in Company-sponsored proxy materials. Proposals should be addressed to:

Corporate Secretary
HP Inc.
1501 Page Mill Road
Palo Alto, California 94304
Fax: 650-275-9138

For a stockholder proposal that is not intended to be included in our proxy statement for next year's annual meeting under Rule 14a-8, the stockholder must provide the information required by our Bylaws and give timely notice to the Corporate Secretary in accordance with our Bylaws, which, in general, require that the notice be received by the Corporate Secretary:

- not earlier than the close of business on December 18, 2017; and
- not later than the close of business on January 17, 2018.

If the date of the stockholder meeting is moved more than 30 days before or 60 days after the anniversary of our annual meeting for the prior year, then notice of a stockholder proposal that is not intended to be included in our proxy statement under Rule 14a-8 must be received no earlier than the close of business 120 days prior to the meeting and not later than the close of business on the later of the following two dates:

- 90 days prior to the meeting; and
- 10 days after public announcement of the meeting date.

Deadlines for the nomination of director candidates are discussed in Question 35 below.

34. How may I recommend individuals to serve as directors and what is the deadline for a director recommendation?

You may recommend director candidates for consideration by the NGSR Committee. Any such recommendations should include verification of the stockholder status of the person submitting the recommendation and the nominee's name and qualifications for Board membership and should be directed to the Corporate Secretary at the address of our principal executive offices set forth in Question 33 above. See "Proposal No. 1—Election of Directors—Director Nominees and Director Nominees' Experience and Qualifications" for more information regarding our Board membership criteria.

A stockholder may send a recommended director candidate's name and information to the Board at any time. Generally, such proposed candidates are considered at the first or second Board meeting prior to the issuance of the proxy statement for our annual meeting.

35. How may I nominate individuals to serve as directors and what are the deadlines for a director nomination?

Our Bylaws permit stockholders to nominate directors for consideration at an annual meeting. To nominate a director for consideration at an annual meeting, a nominating stockholder must provide the information required by our Bylaws and give timely notice of the nomination to the Corporate Secretary in accordance with our Bylaws, and each nominee must meet the qualifications required by our Bylaws. To nominate a director for consideration at next year's annual meeting (but not for inclusion in our annual proxy statement), in general the notice must be received by the Corporate Secretary between the close of business on December 18, 2017 and the close of business on January 17, 2018, unless the annual meeting is moved by more than 30 days before or 60 days after the anniversary of the prior year's annual meeting, in which case the deadline will be as described in Question 33 above.

In addition, our Bylaws provide that under certain circumstances, a stockholder or group of stockholders may include director candidates that they have nominated in our annual meeting proxy statement. These proxy access provisions of our Bylaws provide, among other things, that a stockholder or group of up to 20 stockholders seeking to include director candidates in our annual meeting proxy statement must own 3% or more of HP's outstanding common stock continuously for at least the previous three years. The number of stockholder-nominated candidates appearing in any annual meeting proxy statement cannot exceed 20% of the number of directors then serving on the Board. If 20% is not a whole number, the maximum number of stockholder-nominated candidates would be the closest whole number below 20%. Based on the current Board size of 12 directors, the maximum number of proxy access candidates that we would be required to include in our proxy materials for an annual meeting is two. Nominees submitted under the proxy access procedures that are later withdrawn or are included in the proxy materials as Board-nominated candidates will be counted in determining whether the 20% maximum has been reached. If the number of stockholder-nominated candidates exceeds 20%, each nominating stockholder or group of stockholders may select one nominee for inclusion in our proxy materials until the maximum number is reached. The order of selection would be determined by the amount (largest to smallest) of shares of HP common stock held by each nominating stockholder or group of stockholders. The nominating stockholder or group of stockholders also must deliver the information required by our Bylaws, and each nominee must meet the qualifications required by our Bylaws. Requests to include stockholder-nominated candidates in our proxy materials for next year's annual meeting must be received by the Corporate Secretary:

- not earlier than the close of business on November 18, 2017; and
- not later than the close of business on December 18, 2017.

36. How may I obtain a copy of the provisions of our Bylaws regarding stockholder proposals and director nominations?

You may contact the Corporate Secretary at our principal executive offices for a copy of the relevant Bylaws provisions regarding the requirements for making stockholder proposals and nominating director candidates. Our Bylaws also are available on our investor relations website at www.hp.com/investor/home.

37. Who can help answer my questions?

If you have any questions about the annual meeting or how to vote or revoke your proxy, you should contact our proxy solicitor:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, New York 10022
Stockholders: (877) 750-5838 (U.S. and Canada)
(412) 232-3651 (International)
Banks and brokers (call collect):
(212) 750-5833

2016

Financial Report

3

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

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended October 31, 2016

Or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 1-4423

HP INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**94-1081436** (I.R.S. employer identification no.)
1501 Page Mill Road, Palo Alto, California (Address of principal executive offices)	**94304** (Zip code)

Registrant's telephone number, including area code: **(650) 857-1501**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common stock, par value $0.01 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the registrant's common stock held by non-affiliates was $20,976,115,846 based on the last sale price of common stock on April 30, 2016.

The number of shares of HP Inc. common stock outstanding as of November 30, 2016 was 1,705,451,042 shares.

DOCUMENTS INCORPORATED BY REFERENCE

DOCUMENT DESCRIPTION	10-K PART
Portions of the Registrant's proxy statement related to its 2016 Annual Meeting of Stockholders to be filed pursuant to Regulation 14A within 120 days after Registrant's fiscal year end of October 31, 2016 are incorporated by reference into Part III of this Report.	III

HP INC. AND SUBSIDIARIES
FORM 10-K
FOR THE FISCAL YEAR ENDED OCTOBER 31, 2016

TABLE OF CONTENTS

In this report on Form 10-K, for all periods presented, “we”, “us”, “our”, “company”, “HP” and “HP Inc.” refer to HP Inc. and subsidiaries (formerly Hewlett-Packard Company).

Forward-Looking Statements

This Annual Report on Form 10-K, including "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7, contains forward-looking statements that involve risks, uncertainties and assumptions. If the risks or uncertainties ever materialize or the assumptions prove incorrect, the results of HP Inc. and its consolidated subsidiaries ("HP") may 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 but not limited to any projections of net revenue, margins, expenses, effective tax rates, net earnings, net earnings per share, cash flows, benefit plan funding, deferred tax assets, share repurchases, currency exchange rates or other financial items; any projections of the amount, timing or impact of cost savings or restructuring and other charges; any statements of the plans, strategies and objectives of management for future operations, including, the execution of restructuring plans and any resulting cost savings, net revenue or profitability improvements; any statements concerning the expected development, performance, market share or competitive performance relating to products or services; any statements regarding current or future macroeconomic trends or events and the impact of those trends and events on HP and its financial performance; any statements regarding pending investigations, claims or disputes; any statements of expectation or belief, including with respect to the timing and expected benefits of acquisitions and other business combination and investment transactions; and any statements of assumptions underlying any of the foregoing. Risks, uncertainties and assumptions include the need to address the many challenges facing HP's businesses; the competitive pressures faced by HP's businesses; risks associated with executing HP's strategy; the impact of macroeconomic and geopolitical trends and events; the need to manage third-party suppliers and the distribution of HP's products and the delivery of HP's services effectively; the protection of HP's intellectual property assets, including intellectual property licensed from third parties; risks associated with HP's international operations; the development and transition of new products and services and the enhancement of existing products and services to meet customer needs and respond to emerging technological trends; the execution and performance of contracts by HP and its suppliers, customers, clients and partners; the hiring and retention of key employees; integration and other risks associated with business combination and investment transactions; the results of the restructuring plans, including estimates and assumptions related to the cost (including any possible disruption of HP's business) and the anticipated benefits of the restructuring plans; the resolution of pending investigations, claims and disputes; and other risks that are described herein, including but not limited to the items discussed in "Risk Factors" in Item 1A of Part I of this report and that are otherwise described or updated from time to time in HP's other filings with the Securities and Exchange Commission ("the SEC"). HP assumes no obligation and does not intend to update these forward-looking statements.

PART I

ITEM 1. BUSINESS.

BUSINESS OVERVIEW

We are a leading global provider of products, technologies, software, solutions and services to individual consumers, small- and medium-sized businesses ("SMBs") and large enterprises, including customers in the government, health and education sectors.

HP was incorporated in 1947 under the laws of the state of California as the successor to a partnership founded in 1939 by William R. Hewlett and David Packard. Effective in May 1998, we changed our state of incorporation from California to Delaware.

HP INC. SEPARATION TRANSACTION

On November 1, 2015 (the "Distribution Date"), we completed the separation of Hewlett Packard Enterprise Company ("Hewlett Packard Enterprise"), Hewlett-Packard Company's former enterprise technology infrastructure, software, services and financing businesses (the "Separation"). In connection with the Separation, Hewlett-Packard Company changed its name to HP Inc. ("HP").

On the Distribution Date, each of our stockholders of record as of the close of business on October 21, 2015 (the "Record Date") received one share of Hewlett Packard Enterprise common stock for every one share of our common stock held as of the Record Date. We distributed a total of approximately 1.8 billion shares of Hewlett Packard Enterprise common stock to our stockholders. Hewlett Packard Enterprise is an independent public company trading on the New York Stock Exchange ("NYSE") under the symbol "HPE". After the Separation, we do not beneficially own any shares of Hewlett Packard Enterprise common stock.

In connection with the Separation, we and Hewlett Packard Enterprise have entered into a separation and distribution agreement as well as various other agreements that provide a framework for the relationships between the parties going forward, including among others a tax matters agreement, an employee matters agreement, a transition service agreement, a real estate matters agreement, a master commercial agreement and an information technology service agreement.

HP PRODUCTS AND SERVICES; SEGMENT INFORMATION

We are a leading global provider of personal computing and other access devices, imaging and printing products, and related technologies, solutions and services. We sell to individual consumers, small- and medium-sized businesses and large enterprises, including customers in the government, health and education sectors. We have three segments for financial reporting purposes: Personal Systems, Printing and Corporate Investments. The Personal Systems segment offers Commercial personal computers ("PCs"), Consumer PCs, workstations, thin clients, Commercial tablets and mobility devices, retail point-of-sale ("POS") systems, displays and other related accessories, software, support, and services for the commercial and consumer markets. The Printing segment provides consumer and commercial printer hardware, supplies, media, solutions and services, as well as scanning devices. Corporate Investments includes HP Labs and certain business incubation projects.

In each of the past three fiscal years, notebook PCs, printing supplies, printing Commercial Hardware and desktop PCs each accounted for more than 10% of our consolidated net revenue.

A summary of our net revenue, earnings from operations and assets for our segments can be found in Note 3, "Segment Information" to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference. A discussion of factors potentially affecting our operations is set forth in "Risk Factors" in Item 1A, which is incorporated herein by reference.

PERSONAL SYSTEMS

Personal Systems provides Commercial PCs, Consumer PCs, workstations, thin clients, Commercial tablets and mobility devices, retail POS systems, displays and other related accessories, software, support and services for the commercial and consumer markets. We group Commercial notebooks, Commercial desktops, Commercial services, Commercial tablets and mobility devices, Commercial detachables, workstations, retail POS systems and thin clients into Commercial clients and Consumer notebooks, Consumer desktops, Consumer services and Consumer detachables into Consumer clients when describing performance in these markets. Both Commercial and Consumer PCs and Commercial tablets and mobility devices are based predominately on Microsoft Windows operating systems and use processors from Intel Corporation ("Intel") and Advanced Micro Devices, Inc. ("AMD"). Personal Systems also maintains a multi-operating system, multi-architecture strategy using the Google Chrome and Android operating systems among others for notebooks and tablets.

Commercial PCs are optimized for use by customers including enterprise and SMB customers, with a focus on robust designs, security, serviceability, connectivity, reliability and manageability in networked environments. Commercial PCs include the HP ProBook and HP EliteBook lines of notebooks and hybrids (detachable tablets), the HP Pro and HP Elite lines of business desktops and all-in-ones, retail POS systems, HP Thin Clients, HP ElitePad, HP Pro Tablet PCs and HP Chromebook. Commercial PCs also include workstations that are designed and optimized for high-performance and demanding application environments including Z desktop workstations, Z all-in-ones and Z mobile workstations. Additionally, we offer a range of services and solutions to enterprise and SMB customers to help them manage the lifecycle of their PC and mobility installed base.

Consumer PCs are notebooks, desktops and hybrids that are optimized for consumer usage, focusing on multi-media consumption, online browsing and light productivity and include the HP Spectre, HP Envy, HP Pavilion, HP Chromebook, Omen by HP, hybrids and all-in-one desktops.

PRINTING

Printing provides consumer and commercial printer hardware, supplies, media, solutions and services, as well as scanning devices. Printing is also focused on imaging solutions in the commercial markets. HP groups LaserJet, Graphics and PageWide printers into Commercial Hardware and Consumer and Inkjet printers into Consumer Hardware when describing performance in these markets. Described below are our global business capabilities within Printing.

LaserJet and Enterprise Solutions delivers our LaserJet printers, supplies and solutions to SMBs and large enterprises. We go to market through our extensive channel network and directly with HP sales. Ongoing key initiatives include design and deployment of A3 products and solutions for the copier and multifunction printer market, printer security solutions, PageWide Enterprise solutions and award-winning JetIntelligence products.

Inkjet and Printing Solutions delivers our consumer, SMB and PageWide Inkjet solutions (hardware, supplies, media, and web-connected hardware and services). Ongoing initiatives and programs such as Instant Ink and newer initiatives such as Continuous Ink Supply System provide innovative printing solutions to consumers and SMBs.

Graphics Solutions delivers large format printers (DesignJet, Large Format Production and Scitex Industrial), specialty printing, digital press solutions (Indigo and PageWide Presses), supplies and services to print service providers and design and rendering customers.

Print Solutions provides end-to-end services, as well as core platforms to develop and deploy services across printing systems. HP's focus includes driving customer value through managed print services and providing support solutions for new and existing customers.

3D Printing delivers HP's Multi-Jet Fusion 3D Printing Solution designed for prototyping and production of functional parts and functioning on an open platform facilitating the development of new 3D printing materials.

CORPORATE INVESTMENTS

Corporate Investments includes HP Labs and certain business incubation projects.

SALES, MARKETING AND DISTRIBUTION

We manage our business and report our financial results based on the business segments described above. Our customers are organized by consumer and commercial groups, and purchases of HP products, solutions and services may be fulfilled directly by HP or indirectly through a variety of partners, including:

- retailers that sell our products to the public through their own physical or Internet stores;
- resellers that sell our products and services, frequently with their own value-added products or services, to targeted customer groups;
- distribution partners that supply our solutions to resellers; and
- system integrators and other advisory firms that provide various levels of management and IT consulting, including some systems integration work, and typically partner with us on client solutions that require our unique products and services.

The mix of our business conducted by direct sales or channel differs substantially by business and region. We believe that customer buying patterns and different regional market conditions require us to tailor our sales, marketing and distribution efforts accordingly. We are focused on driving the depth and breadth of our coverage, in addition to identifying efficiencies and productivity gains, in both our direct and indirect businesses. While each of our key business segments manage the execution of its own go-to-market and distribution strategy, our business segments also collaborate to ensure strategic and process alignment where appropriate. For example, we typically assign an account manager to manage relationships across our business with large enterprise customers. The account manager is supported by a team of specialists with product and services expertise. For other customers and for consumers, we typically manage direct online sales as well as channel relationships with retailers, while our business segments collaborate to manage relationships with commercial resellers targeting SMBs where appropriate.

MANUFACTURING AND MATERIALS

We utilize a significant number of outsourced manufacturers ("OMs") around the world to manufacture HP-designed products. The use of OMs is intended to generate cost efficiencies and reduce time to market for HP-designed products. We use multiple OMs to maintain flexibility in our supply chain and manufacturing processes. In some circumstances, third-party suppliers produce products that we purchase and resell under the HP brand. In addition to our use of OMs, we currently manufacture a limited number of finished products from components and subassemblies that we acquire from a wide range of vendors.

We utilize two primary methods of fulfilling demand for products: building products to order and configuring products to order. We build products to order to maximize manufacturing and logistics efficiencies by producing high volumes of basic product configurations. Alternatively, configuring products to order enables units to match a customer's particular hardware and software customization requirements. Our inventory management and distribution practices in both building products to order and configuring products to order seek to minimize inventory holding periods by taking delivery of the inventory and manufacturing shortly before the sale or distribution of products to our customers.

We purchase materials, supplies and product subassemblies from a substantial number of vendors. For most of our products, we have existing alternate sources of supply or such alternate sources of supply are readily available. However, we do rely on sole sources for laser printer engines, LaserJet supplies, certain customized parts and parts for products with short life cycles (although some of these sources have operations in multiple locations in the event of a disruption). For instance, we source laser printer engines and laser toner cartridges from Canon. Any non-renewal, or limitation or reduction of the scope of our agreement with Canon could adversely affect our net revenue from LaserJet products; however, we have a long-standing business relationship with Canon and do not anticipate non-renewal of this agreement.

We are dependent upon Intel and AMD as suppliers of x86 processors and Microsoft for various software products; however, we believe that disruptions with these suppliers would result in industry-wide ramifications and therefore would not disproportionately disadvantage us relative to our competitors. See "Risk Factors—We depend on third-party suppliers, and our financial results could suffer if we fail to manage our suppliers effectively," in Item 1A, which is incorporated herein by reference.

Like other participants in the information technology ("IT") industry, we ordinarily acquire materials and components through a combination of blanket and scheduled purchase orders to support our demand requirements for periods averaging 90 to 120 days. From time to time, we may experience significant price volatility or supply constraints for certain components that are not available from multiple sources. We also may acquire component inventory in anticipation of supply constraints or enter into longer-term pricing commitments with vendors to improve the priority, price and availability of supplies. See "Risk Factors—We depend on third-party suppliers, and our financial results could suffer if we fail to manage our suppliers effectively," in Item 1A, which is incorporated herein by reference.

Sustainability also plays a role in the manufacturing and sourcing of materials and components for our products. Some customer segments expect that our products are made in an ethical and sustainable manner, which we strive to ensure through our sustainability programs. We have committed to building an efficient and sustainable supplier network, and we collaborate with our suppliers to improve their labor practices and working conditions, and to reduce the environmental impact of their operations. These actions, together with our broader sustainability program, help us in our effort to meet customer sustainability requirements and comply with regulations, for example, regarding supplier labor practices and conflict minerals disclosure. For more information on our sustainability goals, programs, and performance, we refer you to our annual sustainability report, available on our website (which is not incorporated by reference herein).

INTERNATIONAL

Our products and services are available worldwide. We believe this geographic diversity allows us to meet demand on a worldwide basis for both consumer and enterprise customers, draws on business and technical expertise from a worldwide workforce, provides stability to our operations, provides revenue streams that may offset geographic economic trends and offers us an opportunity to access new markets for maturing products. In addition, we believe that future growth is dependent in part on our ability to develop products and sales models that target developing countries. In this regard, we believe that our broad geographic presence gives us a solid base on which to build such future growth.

A summary of our domestic and international net revenue and net property, plant and equipment is set forth in Note 3, "Segment Information" to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference. Approximately 63% of our overall net revenue in fiscal year 2016 came from outside the United States.

For a discussion of risks attendant to HP's international operations, see "Risk Factors—Due to the international nature of our business, political or economic changes or other factors could harm our business and financial performance," in Item 1A, "Quantitative and Qualitative Disclosure about Market Risk," in Item 7A and Note 12, "Borrowings" to the Consolidated Financial Statements in Item 8, which are incorporated herein by reference.

RESEARCH AND DEVELOPMENT

Innovation is a key element of our culture. Our development efforts are focused on designing and developing products, services and solutions that anticipate customers' changing needs and desires, and emerging technological trends. Our efforts also are focused on identifying the areas where we believe we can make a unique contribution and the areas where partnering with other leading technology companies will leverage our cost structure and maximize our customers' experiences.

HP Labs, together with the various research and development groups within our business segments, is responsible for our research and development efforts. HP Labs is part of our Corporate Investments segment.

Expenditures for research and development were $1.2 billion in fiscal year 2016, $1.2 billion in fiscal year 2015 and $1.3 billion in fiscal year 2014. We anticipate that we will continue to have significant research and development expenditures in the future to support the design and development of innovative, high-quality products and services to maintain and enhance our competitive position.

For a discussion of risks attendant to our research and development activities, see "Risk Factors—If we cannot successfully execute our go-to-market strategy and continue to develop, manufacture and market innovative products and services, our business and financial performance may suffer," in Item 1A, which is incorporated herein by reference.

PATENTS

Our general policy has been to seek patent protection for those inventions likely to be incorporated into our products and services or where obtaining such proprietary rights will improve our competitive position. At October 31, 2016, our worldwide patent portfolio included over 18,000 patents.

Patents generally have a term of twenty years from the date they are filed. As our patent portfolio has been built over time, the remaining terms of the individual patents across our patent portfolio vary. We believe that our patents and patent applications are important for maintaining the competitive differentiation of our products and services, enhancing our freedom of action to sell our products and services in markets in which we choose to participate, and maximizing our return on research and development investments. No single patent is in itself essential to HP as a whole or to any of HP's business segments.

In addition to developing our patent portfolio, we license intellectual property ("IP") from third parties as we deem appropriate. We have also granted and continue to grant to others licenses, and other rights, under our patents when we consider these arrangements to be in our interest. These license arrangements include a number of cross-licenses with third parties.

For a discussion of risks attendant to IP rights, see "Risk Factors—Our financial performance may suffer if we cannot continue to develop, license or enforce the intellectual property rights on which our businesses depend," in Item 1A, which is incorporated herein by reference.

BACKLOG

We believe that backlog is not a meaningful indicator of future business prospects due to our diverse products and services portfolio, including the large volume of products delivered from finished goods or channel partner inventories and the shortening of product life cycles. Therefore, we believe that backlog information is not material to an understanding of our overall business.

SEASONALITY

General economic conditions have an impact on our business and financial results. From time to time, the markets in which we sell our products and services experience weak economic conditions that may negatively affect sales. We experience some seasonal trends in the sale of our products and services. For example, European sales are often weaker in the summer months and consumer sales are often stronger in the fourth calendar quarter. Demand during the spring and early summer months also may be adversely impacted by market anticipation of seasonal trends. See "Risk Factors—Our uneven sales cycle makes planning and inventory management difficult and future financial results less predictable," in Item 1A, which is incorporated herein by reference.

COMPETITION

We encounter strong competition in all areas of our business activity. We compete on the basis of technology, performance, price, quality, reliability, brand, reputation, distribution, range of products and services, ease of use of our products, account relationships, customer training, service and support, security, availability of application software and internet infrastructure offerings, and our sustainability performance.

The markets for each of our key business segments are characterized by strong competition among major corporations with long-established positions and a large number of new and rapidly growing firms. Most product life cycles are short, and to remain competitive we must develop new products and services, periodically enhance our existing products and services and compete effectively on the basis of the factors listed above. In addition, we compete with many of our current and potential partners, including OEMs that design, manufacture and often market their products under their own brand names. Our successful management of these competitive partner relationships will be critical to our future success. Moreover, we anticipate that we will have to continue to adjust prices on many of our products and services to stay competitive.

We have a broad technology portfolio spanning personal computing and other access devices, imaging and printing-related products and services. We are the leader or among the leaders in each of our key business segments.

The competitive environment in which each key segment operates is described below:

Personal Systems. The markets in which Personal Systems operates are highly competitive and are characterized by price competition. The decline in the PC market has moderated, though the PC market still faces uncertainty. Our primary competitors are Lenovo Group Limited, Dell Inc., Acer Inc., ASUSTeK Computer Inc., Apple Inc., Toshiba Corporation and Samsung Electronics Co., Ltd. In particular regions, we also experience competition from local companies and from generically-branded or "white box" manufacturers. Our competitive advantages include our broad product portfolio, our innovation and research and development capabilities, our brand and procurement leverage, our ability to cross-sell our portfolio of offerings, our extensive service and support offerings and the accessibility of our products through a broad-based distribution strategy from retail and commercial channels to direct sales.

Printing. The markets for printer hardware and associated supplies are highly competitive. Printing's key customer segments each face competitive market pressures in pricing and the introduction of new products. Our primary competitors include Canon Inc., Lexmark International, Inc., Xerox Corporation Ltd., Seiko Epson Corporation, The Ricoh Company Ltd. and Brother Industries, Ltd. In addition, independent suppliers offer refill and remanufactured alternatives for HP original inkjet and toner supplies, which are often available for lower prices but generally offer lower print quality and reliability. Other competitors also have developed and marketed new compatible cartridges for HP's laser and inkjet products, particularly outside of the United States where IP protection is inadequate or ineffective. Our competitive advantages include our comprehensive solutions for the home, office and publishing environments, our innovation and research and development capabilities, our brand, and the accessibility of our products through a broad-based distribution strategy from retail and commercial channels to direct sales.

For a discussion of risks attendant to these competitive factors, see "Risk Factors—We operate in an intensely competitive industry and competitive pressures could harm our business and financial performance," in Item 1A, which is incorporated herein by reference.

SUSTAINABILITY

Our approach to sustainability covers a broad range of sustainability issues across three pillars: environment, society and integrity. We prioritize issues to address based on their relative importance to our business success and sustainable development.

Environment. We are focused on reinventing the way that products are designed, manufactured, used and recovered as we shift our business model and operations toward a materials and energy-efficient circular economy that promotes greater resource productivity and aims to reduce waste. Working with our supply chain partners, we strive to reduce the environmental impact of our products at every stage of the value chain.

Society. We strive to empower workers and ensure protections for the people who make our products. Our agreements with our suppliers require that workers receive fair treatment, safe working conditions and freely chosen employment. We work to enforce these requirements with suppliers through proactive engagement and training, and corrective action plans when needed.

Integrity. We are committed to acting with integrity, fairness, and accountability, which we believe are fundamental to an inclusive society and a thriving business. We also expect ethical behavior by our employees, partners and suppliers, and we have structures, programs, and processes in place to safeguard human rights across our value chain.

Goals. Our current long-term sustainability goals are:

- Commit to 100% renewable electricity in our global operations with 40% by 2020;
- Achieve zero deforestation associated with HP brand paper and paper-based product packaging (which is the box that comes with the product and all paper inside the box) by 2020; and
- Reduce the greenhouse gas emissions intensity of HP's product portfolio (which refers to tonnes CO_2e/net revenue arising from the use of more than 95% of HP product units shipped each year) by 25% by 2020, compared to 2010.

For more information on our sustainability goals, programs, and performance, we refer you to our annual sustainability report, available on our website (which is not incorporated by reference herein).

ENVIRONMENT

Our operations are subject to regulation under various federal, state, local and foreign laws concerning the environment, including laws addressing the discharge of pollutants into the air and water, the management and disposal of hazardous substances and wastes, and the cleanup of contaminated sites. We could incur substantial costs, including cleanup costs, fines and civil or criminal sanctions, and third-party damage or personal injury claims, if we were to violate or become liable under environmental laws.

Many of our products are subject to various federal, state, local and foreign laws governing chemical substances in products and their safe use, including laws regulating the manufacture and distribution of chemical substances and laws restricting the presence of certain substances in electronics products. Most of our products also are subject to requirements applicable to their energy consumption. In addition, we face increasing complexity in our product design and procurement operations as we adjust to new and future requirements relating to the chemical and materials composition of our products, and their safe use.

We proactively evaluate and at times replace materials in our products and supply chain, taking into account published lists of substances of concern, new and upcoming legal requirements, customer preferences and scientific analysis that indicates a potential impact to human health or the environment.

We are also subject to legislation in an increasing number of jurisdictions that makes producers of electrical goods, including computers and printers, financially responsible for specified collection, recycling, treatment and disposal of past and future covered products (sometimes referred to as "product take-back legislation"). We intend for our products to be easily reused and re-cycled, and we provide many of our customers with reuse and recycling programs.

In the event our products become non-compliant with these laws, our products could be restricted from entering certain jurisdictions and we could face other sanctions, including fines.

Our operations, and ultimately our products, are expected to become increasingly subject to federal, state, local and foreign laws, regulations and international treaties relating to climate change. We strive to continually improve the energy efficiency of our product portfolio and deliver more cost-effective and less greenhouse gas-intensive technology solutions to our customers. As these and other new laws, regulations, treaties and similar initiatives and programs are adopted and implemented throughout the world, we will be required to comply or potentially face market access limitations or other sanctions, including fines. However, we believe that technology will be fundamental to finding solutions to achieve compliance with and manage those requirements, and we are collaborating with industry, business groups and governments to find and promote ways that HP technology can be used to address climate change and to facilitate compliance with related laws, regulations and treaties.

We are committed to maintaining compliance with all environmental laws applicable to our operations, products and services and to reducing our environmental impact across all aspects of our business. We meet this commitment with our sustainability policy, our comprehensive environmental, health and safety policy, strict environmental management of our operations and worldwide environmental programs and services.

A liability for environmental remediation and other environmental costs is accrued when we consider it probable that a liability has been incurred and the amount of loss can be reasonably estimated. Environmental costs and accruals are presently not material to our operations, cash flows or financial position. Although there is no assurance that existing or future environmental laws applicable to our operations or products will not have a material adverse effect on our operations, cash flows or financial condition, we do not currently anticipate material capital expenditures for environmental control facilities.

For a discussion of risks attendant to these environmental factors, see "Risk Factors—Our business is subject to various federal, state, local and foreign laws and regulations that could result in costs or other sanctions that adversely affect our business and results of operations," in Item 1A, which is incorporated herein by reference. In addition, for a discussion of our environmental contingencies see Note 15, "Litigation and Contingencies" to the Consolidated Financial Statements in Item 8, which is also incorporated herein by reference.

EXECUTIVE OFFICERS

The following are our current executive officers:

Ron Coughlin; age 50; President, Personal Systems

Mr. Coughlin has served as President, Personal Systems since November 2015. Mr. Coughlin joined Hewlett-Packard Company from PepsiCo in June 2007 as the senior vice president of the Imaging and Printing Group Worldwide Strategy and Marketing team. In 2010, Mr. Coughlin transitioned to lead the LaserJet and Enterprise Solutions global business unit at Hewlett-Packard Company and later ran Consumer Personal Systems at Hewlett-Packard Company.

Jon Flaxman; age 59; Chief Operating Officer

Mr. Flaxman has served as Chief Operating Officer since November 2015. Previously, Mr. Flaxman served as Senior Vice President and Chief Financial Officer for Hewlett-Packard Company's Printing and Personal Systems Group. Prior to such role, he was Senior Vice President of Finance for Hewlett-Packard Company's Imaging and Printing Group for four years. From March 2007 to November 2008, Mr. Flaxman was Chief Administrative Officer and Executive Vice President of Hewlett-Packard Company. Mr. Flaxman joined Hewlett-Packard Company in 1981.

Tracy S. Keogh; age 55; Chief Human Resources Officer

Ms. Keogh has served as Chief Human Resources Officer since November 2015. Previously, Ms. Keogh served as Executive Vice President, Human Resources of Hewlett-Packard Company from April 2011 to November 2015. Prior to joining Hewlett-Packard Company, Ms. Keogh served as Senior Vice President of Human Resources at Hewitt Associates, a provider of human resources consulting services, from May 2007 until March 2011.

Catherine A. Lesjak; age 57; Chief Financial Officer

Ms. Lesjak has served as Chief Financial Officer since November 2015. Previously, Ms. Lesjak served as Executive Vice President and Chief Financial Officer of Hewlett-Packard Company from 2007 to November 2015. Ms. Lesjak also served as Hewlett-Packard Company's interim Chief Executive Officer from August 2010 until November 2010. She also serves as a director of SunPower Corporation.

Enrique Lores; age 51; President, Printing, Solutions and Services

Mr. Lores has served as President, Printing, Solutions and Services since November 2015. Throughout his 26-year tenure with Hewlett-Packard Company, Mr. Lores held leadership positions across the organization, most recently leading the Separation Management Office for HP Inc. Previously, Mr. Lores was the Senior Vice President and General Manager for Business Personal Systems. Before his Business Personal Systems role, Mr. Lores was Senior Vice President of Customer Support and Services.

Marie Myers; age 48; Global Controller and Head of Finance Services

Ms. Myers has served as Global Controller and Head of Finance Services since November 2015. Prior to that from October 2014 to October 2015, Ms. Myers was in the Separation Management Office at Hewlett-Packard Company and held other key leadership roles at Hewlett-Packard Company, including Vice President for PPS HQ and Finance from May 2012 to October 2015 and Vice President of Finance for PSG Americas from March 2010 to May 2012.

Kim Rivera; age 48; Chief Legal Officer and General Counsel

Ms. Rivera has served as Chief Legal Officer and General Counsel since November 2015. Prior to joining us, at DaVita Health Care Partners she served as the Chief Legal Officer from July 2011 to October 2015, as Corporate Secretary from January 2010 to December 2013 and as Vice President and General Counsel from January 2010 to July 2011. From February 2006 to November 2009, she served as Vice President and Associate General Counsel at The Clorox Company. Prior to that, Ms. Rivera served as Vice President Law and Chief Litigation Counsel to Rockwell Automation as well as General Counsel for its Automation Controls and Information Group.

Dion J. Weisler; age 49; President and Chief Executive Officer

Mr. Weisler has served as President and Chief Executive Officer since November 2015. Previously, he served as Executive Vice President of the Printing and Personal Systems Group of Hewlett-Packard Company from June 2013 to November 2015 and as Senior Vice President and Managing Director, Printing and Personal Systems, Asia Pacific and Japan from January 2012 to June 2013. Prior to joining Hewlett-Packard Company, he was Vice President and Chief Operating Officer of the Product and Mobile Internet Digital Home Groups at Lenovo Group Ltd., a technology company, from January 2008 to December 2011.

EMPLOYEES

We had approximately 49,000 employees worldwide as of October 31, 2016.

AVAILABLE INFORMATION

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, are available on our website at http://www.hp.com/investor/home, as soon as reasonably practicable after HP electronically files such reports with, or furnishes those reports to, the Securities and Exchange Commission. HP's Corporate Governance Guidelines, Board of Directors' committee charters (including the charters of the Audit Committee, Finance, Investment and Technology Committee, HR and Compensation Committee, and Nominating, Governance and Social Responsibility Committee) and code of ethics entitled "Standards of Business Conduct" (none of which are incorporated by reference herein) are also available at that same location on our website. Stockholders may request free copies of these documents from:

HP Inc.
Attention: Investor Relations
1501 Page Mill Road,
Palo Alto, CA 94304
http://www.hp.com/investor/informationrequest

ADDITIONAL INFORMATION

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ITEM 1A. RISK FACTORS.

The following discussion of risk factors contains forward-looking statements. These risk factors may be important for understanding any statement in this Form 10-K or elsewhere. The following information should be read in conjunction with Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operation" and the Consolidated Financial Statements and related notes in Part II, Item 8, "Financial Statements and Supplementary Data" of this Form 10-K.

Because of the following factors, as well as other variables affecting our results of operations, past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results or trends in future periods.

RISKS RELATED TO OUR BUSINESS

If we are unsuccessful at addressing our business challenges, our business and results of operations may be adversely affected and our ability to invest in and grow our business could be limited.

We are in the process of addressing many challenges facing our business. One set of challenges relates to dynamic and accelerating market trends, such as the declines in the PC market and home printing. A second set of challenges relates to changes in the competitive landscape. Our primary competitors are exerting increased competitive pressure in targeted areas and are entering new markets; our emerging competitors are introducing new technologies and business models; and our alliance partners in some businesses are increasingly becoming our competitors in others. A third set of challenges relates to business model changes and our go-to-market execution. For example, we may fail to develop innovative products and services, maintain the manufacturing quality of our products, manage our distribution network or successfully market new products and services, any of which could adversely affect our business and financial condition.

In addition, we are facing a series of significant macroeconomic challenges, including weakness across many geographic regions, particularly in emerging markets and Europe, and certain countries and businesses in Asia. We may experience delays in the anticipated timing of activities related to our efforts to address these challenges and higher than expected or unanticipated execution costs. In addition, we are vulnerable to increased risks associated with our efforts to address these challenges given the markets in which we compete, the broad range of geographic regions in which we and our customers and partners operate, and the ongoing integration of acquired businesses. If we do not succeed in these efforts, or if these efforts are more costly or time-consuming than expected, our business and results of operations may be adversely affected, which could limit our ability to invest in and grow our business.

We operate in an intensely competitive industry and competitive pressures could harm our business and financial performance.

We encounter aggressive competition from numerous and varied competitors in all areas of our business, and our competitors have targeted and are expected to continue targeting our key market segments. We compete on the basis of our technology, innovation, performance, price, quality, reliability, brand, reputation, distribution, range of products and services, ease of use of our products, account relationships, customer training, service and support and security. If our products, services, support and cost structure do not enable us to compete successfully, our results of operations and business prospects could be harmed.

We have a large portfolio of products and must allocate our financial, personnel and other resources across all of our products while competing with companies that have smaller portfolios or specialize in one or more of our product lines. As a result, we may invest less in certain areas of our business than our competitors do, and our competitors may have greater financial, technical and marketing resources available to them compared to the resources allocated to our products and services that compete against their products.

Companies with whom we have alliances in certain areas may be or may become our competitors in other areas. In addition, companies with whom we have alliances also may acquire or form alliances with our competitors, which could reduce their business with us. If we are unable to effectively manage these complicated relationships with alliance partners, our business and results of operations could be adversely affected.

We face aggressive price competition and may have to continue lowering the prices of many of our products and services to stay competitive, while at the same time trying to maintain or improve our revenue and gross margin. In addition, competitors who have a greater presence in some of the lower-cost markets in which we compete, or who can obtain better pricing, more favorable contractual terms and conditions, or more favorable allocations of products and components during periods of limited supply, may be able to offer lower prices than we are able to offer. Our cash flows, results of operations and financial condition may be adversely affected by these and other industry-wide pricing pressures.

Industry consolidation may also affect competition by creating larger, more homogeneous and potentially stronger competitors in the markets in which we operate. Additionally, our competitors may affect our business by entering into exclusive arrangements with our existing or potential customers or suppliers.

Because our business model is based on providing innovative and high-quality products, we may spend a proportionately greater amount of our revenues on research and development than some of our competitors. If we cannot proportionately decrease our cost structure (apart from research and development expenses) on a timely basis in response to competitive price pressures, our gross margin and, therefore, our profitability could be adversely affected. In addition, if our pricing and other facets of our offerings are not sufficiently competitive, or if there is an adverse reaction to our product decisions, we may lose market share in certain areas, which could adversely affect our financial performance and business prospects.

Even if we are able to maintain or increase market share for a particular product, its financial performance could decline because the product is in a maturing industry or market segment or contains technology that is becoming obsolete. Financial performance could decline due to increased competition from other types of products. For example, growing demand for an increasing array of mobile computing devices has reduced demand for some of our existing hardware products. In addition, refill and remanufactured alternatives for some of our LaserJet toner and inkjet cartridges compete with our printing supplies business.

If we cannot successfully execute our go-to-market strategy and continue to develop, manufacture and market innovative products and services, our business and financial performance may suffer.

Our strategy is focused on leveraging our existing portfolio of products and services to meet the demands of a continually changing technological landscape and to offset certain areas of industry decline. To successfully execute this strategy, we must emphasize the aspects of our core business where demand remains strong, identify and capitalize on natural areas of growth, and innovate and develop new products and services that will enable us to expand beyond our existing technology categories. Any failure to successfully execute this strategy, including any failure to invest sufficiently in strategic growth areas, could adversely affect our business, results of operations and financial condition.

The process of developing new high-technology products and services and enhancing existing products and services is complex, costly and uncertain, and any failure by us to anticipate customers' changing needs and emerging technological trends accurately could significantly harm our market share, results of operations and financial condition. For example, to offset industry declines in some of our businesses, we must successfully grow in adjacencies such as copier printers, maintain our strong position in graphics, develop and introduce 3D printers and execute on our strategy to grow commercial mobility by providing specialized products and services to address the needs of our customers. We must make long-term investments, develop or acquire and protect appropriate intellectual property, and commit significant research and development and other resources before knowing whether our predictions will accurately reflect customer demand for our products and services. Any failure to accurately predict technological and business trends, control research and development costs or execute our innovation strategy could harm our business and financial performance. Our research and development initiatives may not be successful in whole or in part, including research and development projects which we have prioritized with respect to funding and/or personnel.

Our industry is subject to rapid and substantial innovation and technological change. Even if we successfully develop new products and technologies, future products and technologies may eventually supplant ours if we are unable to keep pace with technological advances and end-user requirements and preferences and timely enhance our existing products and technologies or develop new ones. Our competitors may also create products that replace ours. As a result, any of our products and technologies may be rendered obsolete or uneconomical.

After we develop a product, we must be able to manufacture appropriate volumes quickly while also managing costs and preserving margins. To accomplish this, we must accurately forecast volumes, mixes of products and configurations that meet customer requirements, and we may not succeed at doing so within a given product's lifecycle or at all. Any delay in the development, production or marketing of a new product, service or solution could result in us not being among the first to market, which could further harm our competitive position.

If we cannot continue to produce quality products and services, our reputation, business and financial performance may suffer.

In the course of conducting our business, we must adequately address quality issues associated with our products and services, including defects in our engineering, design and manufacturing processes and unsatisfactory performance under service contracts, as well as defects in third-party components included in our products and unsatisfactory performance or even malicious acts by third-party contractors or subcontractors or their employees. In order to address quality issues, we work extensively with our customers and suppliers and engage in product testing to determine the causes of problems and to develop and implement appropriate solutions. However, the products and services that we offer are complex, and our regular testing and quality control efforts may not be effective in controlling or detecting all quality issues or errors, particularly with respect to faulty components manufactured by third-parties. If we are unable to determine the cause or find an appropriate solution to address quality issues with our products, we may delay shipment to customers, which would delay revenue recognition and receipt of customer payments and could adversely affect our net revenue, cash flows and profitability. In addition, after products are delivered, quality issues may require us to repair or replace such products. Addressing quality issues can be expensive and may result in additional warranty, repair, replacement and other costs, adversely affecting our financial performance. If new or existing customers have difficulty operating our products or are dissatisfied with our services, our results of operations could be adversely affected, and we could face possible claims if we fail to meet our customers' expectations. In addition, quality issues can impair our relationships with new or existing customers and adversely affect our brand and reputation, which could, in turn, adversely affect our results of operations.

We are exposed to fluctuations in foreign currency exchange rates, which could adversely impact our results.

Currencies other than the U.S. dollar, including the euro, the British pound, Chinese yuan (renminbi) and the Japanese yen, can have an impact on our results as expressed in U.S. dollars. In particular, the economic uncertainties relating to European sovereign and other debt obligations and the related European financial restructuring efforts may cause the value of the euro to fluctuate. In addition, the United Kingdom's June 2016 vote to leave the European Union (commonly known as "Brexit") caused significant volatility in currency exchange rates, especially between the U.S. dollar and the British pound. Global economic events and uncertainty may cause currencies to fluctuate and currency volatility contributes to variations in our sales of products and services in impacted jurisdictions. For example, in the event that one or more European countries were to replace the euro with another currency, our sales into such countries, or into Europe generally, would likely be adversely affected until stable exchange rates are established. Accordingly, fluctuations in foreign currency exchange rates, such as the strengthening of the U.S. dollar against the euro or the British pound or the weakness of the Japanese yen, could adversely affect our net revenue growth in future periods. In addition, currency variations can adversely affect margins on sales of our products in countries outside of the United States and margins on sales of products that include components obtained from suppliers located outside of the United States.

From time to time, we may use forward contracts and options designated as cash flow hedges to protect against foreign currency exchange rate risks. The effectiveness of our hedges depends on our ability to accurately forecast future cash flows, which is particularly difficult during periods of uncertain demand for our products and services and highly volatile exchange rates. We may incur significant losses from our hedging activities due to factors such as demand volatility and currency variations. In addition, certain or all of our hedging activities may be ineffective, may expire and not be renewed or may not offset any or more than a portion of the adverse financial impact resulting from currency variations. Losses associated with hedging activities also may impact our revenue, financial condition and, to a lesser extent, our cost of sales.

Recent global, regional and local economic weakness and uncertainty could adversely affect our business and financial performance.

Our business and financial performance depend significantly on worldwide economic conditions and the demand for technology products and services in the markets in which we compete. Recent economic weakness and uncertainty in various markets throughout the world have resulted, and may result in the future, in decreased net revenue, gross margin, earnings or growth rates and in increased expenses and difficulty in managing inventory levels. For example, we are continuing to experience macroeconomic weakness across many geographic regions, particularly in the Europe, the Middle East and Africa region, China and certain other high-growth markets. Ongoing U.S. federal government spending limits may continue to reduce demand for our products and services from organizations that receive funding from the U.S. government, and could negatively affect macroeconomic conditions in the United States, which could further reduce demand for our products and services. Brexit and the uncertainty surrounding the United Kingdom's exit from the European Union has also begun to negatively impact markets and cause weaker macroeconomic conditions that could continue for the foreseeable future.

Economic weakness and uncertainty may adversely affect demand for our products and services, may result in increased expenses due to higher allowances for doubtful accounts and potential goodwill and asset impairment charges, and may make it more difficult for us to make accurate forecasts of revenue, gross margin, cash flows and expenses.

We also have experienced, and may experience in the future, gross margin declines in certain businesses, reflecting the effect of items such as competitive pricing pressures and increases in component and manufacturing costs resulting from higher labor and material costs borne by our manufacturers and suppliers that, as a result of competitive pricing pressures or other factors, we are unable to pass on to our customers. In addition, our business may be disrupted if we are unable to obtain equipment, parts or components from our suppliers—and our suppliers from their suppliers—due to the insolvency of key suppliers or the inability of key suppliers to obtain credit.

Economic weakness and uncertainty could cause our expenses to vary materially from our expectations. Any financial turmoil affecting the banking system and financial markets or any significant financial services institution failures could negatively impact our treasury operations, as the financial condition of such parties may deteriorate rapidly and without notice in times of market volatility and disruption. Poor financial performance of asset markets combined with lower interest rates and the adverse effects of fluctuating currency exchange rates could lead to higher pension and post-retirement benefit expenses. Interest and other expenses could vary materially from expectations depending on changes in interest rates, borrowing costs, currency exchange rates, costs of hedging activities and the fair value of derivative instruments. Economic downturns also may lead to future restructuring actions and associated expenses.

The net revenue and profitability of our operations have historically varied, which makes our future financial results less predictable.

Our net revenue, gross margin and profit vary among our diverse products and services, customer groups and geographic markets and therefore will likely be different in future periods than our current results. Our net revenue depends on the overall demand for our products and services. Delays or reductions in hardware and related services spending by our customers or potential customers could have a material adverse effect on demand for our products and services, which could result in a significant decline in net revenue. In addition, net revenue declines in some of our businesses may affect net revenue in our other businesses as we may lose cross-selling opportunities. Overall gross margins and profitability in any given period are dependent partially on the product, service, customer and geographic mix reflected in that period's net revenue. Competition, lawsuits, investigations, increases in component and manufacturing costs that we are unable to pass on to our customers, component supply disruptions and other risks affecting those businesses therefore may have a significant impact on our overall gross margin and profitability. In addition, newer geographic markets may be relatively less profitable due to our investments associated with entering those markets and local pricing pressures, and we may have difficulty establishing and maintaining the operating infrastructure necessary to support the high growth rate associated with some of those markets. Market trends, industry shifts, competitive pressures, commoditization of products, increased component or shipping costs, regulatory impacts and other factors may result in reductions in revenue or pressure on gross margins in a given period, which may lead to adjustments to our operations. Moreover, our efforts to address the challenges facing our business could increase the level of variability in our financial results because the rate at which we are able to realize the benefits from those efforts may vary from period to period.

If we fail to manage the distribution of our products and services properly, our business and financial performance could suffer.

We use a variety of distribution methods to sell our products and services around the world, including third-party resellers and distributors and both direct and indirect sales to enterprise accounts and consumers. Successfully managing the interaction of our direct and indirect channel efforts to reach various potential customer segments for our products and services is a complex process. Moreover, since each distribution method has distinct risks and gross margins, our failure to implement the most advantageous balance in the delivery model for our products and services could adversely affect our net revenue and gross margins and therefore our profitability.

Our financial results could be materially adversely affected due to distribution channel conflicts or if the financial conditions of our channel partners were to weaken. Our results of operations may be adversely affected by any conflicts that might arise between our various distribution channels or the loss or deterioration of any alliance or distribution arrangement or the loss of retail shelf space. Moreover, some of our wholesale and retail distributors may have insufficient financial resources and may not be able to withstand changes in business conditions, including economic weakness, industry consolidation and market trends. Many of our significant distributors operate on narrow margins and have been negatively affected by business pressures in the past. Considerable trade receivables that are not covered by collateral or credit insurance are outstanding with our distribution and retail channel partners. Net revenue from indirect sales could suffer, and we could experience disruptions in distribution, if our distributors' financial conditions, abilities to borrow funds in the credit markets or operations weaken.

Our inventory management is complex, as we continue to sell a significant mix of products through distributors. We must manage both owned and channel inventory effectively, particularly with respect to sales to distributors, which involves forecasting demand and pricing challenges. Distributors may increase orders during periods of product shortages, cancel orders if their inventory is too high or delay orders in anticipation of new products. Distributors also may adjust their orders in response to the supply of our products and the products of our competitors and seasonal fluctuations in end-user demand. Our reliance upon indirect distribution methods may reduce our visibility into demand and pricing trends and issues, and therefore make forecasting more difficult. If we have excess or obsolete inventory, we may have to reduce our prices and write down inventory. Moreover, our use of indirect distribution channels may limit our willingness or ability to adjust prices quickly and otherwise to respond to pricing changes by competitors.

We depend on third-party suppliers, and our financial results could suffer if we fail to manage our suppliers effectively.

Our operations depend on our ability to anticipate our needs for components, products and services, as well as our suppliers' ability to deliver sufficient quantities of quality components, products and services at reasonable prices and in time for us to meet critical schedules for the delivery of our own products and services. Given the wide variety of systems, products and services that we offer, the large number of our suppliers and contract manufacturers that are located around the world, and the long lead times required to manufacture, assemble and deliver certain components and products, problems could arise in production, planning and inventory management that could seriously harm our business. In addition, our ongoing efforts to optimize the efficiency of our supply chain could cause supply disruptions and be more expensive, time-consuming and resource intensive than expected. Furthermore, certain of our suppliers may decide to discontinue conducting business with us. Other supplier problems that we could face include component shortages, excess supply, risks related to the terms of our contracts with suppliers, risks associated with contingent workers and risks related to our relationships with single source suppliers, each of which is described below.

- *Component shortages*. We may experience a shortage of, or a delay in receiving, certain components as a result of strong demand, capacity constraints, supplier financial weaknesses, the inability of suppliers to borrow funds in the credit markets, disputes with suppliers (some of whom are also our customers), disruptions in the operations of component suppliers, other problems experienced by suppliers or problems faced during the transition to new suppliers. For example, our PC business relies heavily upon OMs to manufacture its products and is therefore dependent upon the continuing operations of those OMs to fulfill demand for our PC products. We represent a substantial portion of the business of some of these OMs, and any changes to the nature or volume of our business transactions with a particular OM could adversely affect the operations and financial condition of the OM and lead to shortages or delays in receiving products from that OM. If shortages or delays persist, the price of certain components may increase, we may be exposed to quality issues or the components may not be available at all. We may not be able to secure enough components at reasonable prices or of acceptable quality to build products or provide services in a timely manner in the quantities needed or according to our specifications. Accordingly, our business and financial performance could suffer if we lose time-sensitive sales, incur additional freight costs or are unable to pass on price increases to our customers. If we cannot adequately address supply issues, we might have to reengineer some product or service offerings, which could result in further costs and delays.

- *Excess supply.* In order to secure components for our products or services, at times we may make advance payments to suppliers or enter into non-cancelable commitments with vendors. In addition, we may purchase components strategically in advance of demand to take advantage of favorable pricing or to address concerns about the availability of future components. If we fail to anticipate customer demand properly, a temporary oversupply could result in excess or obsolete components, which could adversely affect our business and financial performance.

- *Contractual terms.* As a result of binding long-term price or purchase commitments with vendors, we may be obligated to purchase components or services at prices that are higher than those available in the current market and be limited in our ability to respond to changing market conditions. If we commit to purchasing components or services for prices in excess of the then-current market price, we may be at a disadvantage to competitors who have access to components or services at lower prices, our gross margin could suffer, and we could incur additional charges relating to inventory obsolescence. In addition, many of our competitors obtain products or components from the same OMs and suppliers that we utilize. Our competitors may obtain better pricing, more favorable contractual terms and conditions, and more favorable allocations of products and components during periods of limited supply, and our ability to engage in relationships with certain OMs and suppliers could be limited. The practice employed by our PC business of purchasing product components and transferring those components to its OMs may create large supplier receivables with the OMs that, depending on the financial condition of the OMs, may create collectability risks. In addition, certain of our OMs and suppliers may decide to discontinue conducting business with us. Any of these developments could adversely affect our future results of operations and financial condition.

- *Contingent workers.* We also rely on third-party suppliers for the provision of contingent workers, and our failure to manage our use of such workers effectively could adversely affect our results of operations. We have been exposed to various legal claims relating to the status of contingent workers in the past and could face similar claims in the future. We may be subject to shortages, oversupply or fixed contractual terms relating to contingent workers. Our ability to manage the size of, and costs associated with, the contingent workforce may be subject to additional constraints imposed by local laws.

- *Single-source suppliers.* We obtain a significant number of components from single sources due to technology, availability, price, quality or other considerations. For example, we rely on Canon for certain laser printer engines and laser toner cartridges. We also rely on Intel to provide us with a sufficient supply of processors for many of our PCs and workstations, and we rely on AMD to provide us with a sufficient supply of processors for other products. Some of those processors are customized for our products. New products that we introduce may utilize custom components obtained from only one source initially until we have evaluated whether there is a need for additional suppliers. Replacing a single-source supplier could delay production of some products as replacement suppliers may be subject to capacity constraints or other output limitations. For some components, such as customized components and some of the processors that we obtain from Intel, or the laser printer engines and toner cartridges that we obtain from Canon, alternative sources either may not exist or may be unable to produce the quantities of those components necessary to satisfy our production requirements. In addition, we sometimes purchase components from single-source suppliers under short-term agreements that contain favorable pricing and other terms but that may be unilaterally modified or terminated by the supplier with limited notice and with little or no penalty. The performance of such single-source suppliers under those agreements (and the renewal or extension of those agreements upon similar terms) may affect the quality, quantity and price of our components. The loss of a single-source supplier, the deterioration of our relationship with a single-source supplier, or any unilateral modification to the contractual terms under which we are supplied components by a single source supplier could adversely affect our business and financial performance.

Business disruptions could seriously harm our future revenue and financial condition and increase our costs and expenses.

Our worldwide operations could be disrupted by earthquakes, telecommunications failures, power or water shortages, tsunamis, floods, hurricanes, typhoons, fires, extreme weather conditions, medical epidemics or pandemics and other natural or manmade disasters or catastrophic events, for which we are predominantly self-insured. The occurrence of any of these business disruptions could result in significant losses, seriously harm our revenue, profitability and financial condition, adversely affect our competitive position, increase our costs and expenses, and require substantial expenditures and recovery time in order to fully resume operations. Our corporate headquarters and a portion of our research and development activities are located in California, and other critical business operations and some of our suppliers are located in California and Asia, near major earthquake faults known for seismic activity. The manufacture of product components, the final assembly of our products and other critical operations are concentrated in certain geographic locations. We also rely on major logistics hubs primarily in Asia to manufacture and distribute our products, and primarily in the southwestern United States to import products into the Americas region. Our operations could be adversely affected if manufacturing, logistics or other operations in these locations are disrupted for any reason, including natural disasters, IT system failures, military actions or economic, business, labor, environmental, public health, regulatory or political issues. The ultimate impact on us, our significant suppliers and our general infrastructure of being located near locations more vulnerable to the occurrence of the aforementioned business disruptions, such as near major earthquake faults, and being consolidated in certain geographical areas is unknown and remains uncertain.

Our uneven sales cycle makes planning and inventory management difficult and future financial results less predictable.

Our quarterly sales often have reflected a pattern in which a disproportionate percentage of each quarter's total sales occurs towards the end of the quarter. This uneven sales pattern makes predicting net revenue, earnings, cash flow from operations and working capital for each financial period difficult, increases the risk of unanticipated variations in our quarterly results and financial condition and places pressure on our inventory management and logistics systems. If predicted demand is substantially greater than orders, there may be excess inventory. Alternatively, if orders substantially exceed predicted demand, we may not be able to fulfill all of the orders received in each quarter and such orders may be cancelled. Depending on when they occur in a quarter, developments such as a systems failure, component pricing movements, component shortages or global logistics disruptions could adversely impact our inventory levels and results of operations in a manner that is disproportionate to the number of days in the quarter affected.

We experience some seasonal trends in the sale of our products that also may produce variations in our quarterly results and financial condition. For example, sales to governments (particularly sales to the U.S. government) are often stronger in the third calendar quarter, and many customers whose fiscal year is the calendar year spend their remaining capital budget authorizations in the fourth calendar quarter prior to new budget constraints in the first calendar quarter of the following year. Consumer sales are often higher in the fourth calendar quarter compared to other quarters due in part to seasonal holiday demand. European sales are often weaker during the summer months. Demand during the spring and early summer also may be adversely impacted by market anticipation of seasonal trends. Moreover, to the extent that we introduce new products in anticipation of seasonal demand trends, our discounting of existing products may adversely affect our gross margin prior to or shortly after such product launches. Typically, our third fiscal quarter is our weakest and our fourth fiscal quarter is our strongest. Many of the factors that create and affect seasonal trends are beyond our control.

Due to the international nature of our business, political or economic changes or other factors could harm our business and financial performance.

Sales outside the United States made up approximately 63% of our net revenue for fiscal year 2016. In addition, a portion of our business activity is being conducted in emerging markets. Our future business and financial performance could suffer due to a variety of international factors, including:

- ongoing instability or changes in a country's or region's economic, regulatory or political conditions, including inflation, recession, interest rate fluctuations and actual or anticipated military or political conflicts or any other change resulting from Brexit;
- longer collection cycles and financial instability among customers, the imposition by governments of additional taxes, tariffs or other restrictions on foreign trade or changes in restrictions on trade between the United States and other countries;
- trade regulations and procedures and actions affecting production, shipping, pricing and marketing of products, including policies adopted by the United States or other countries that may champion or otherwise favor domestic companies and technologies over foreign competitors;
- local labor conditions and regulations, including local labor issues faced by specific suppliers and OEMs;
- managing a geographically dispersed workforce;
- changes or uncertainty in the international, national or local regulatory and legal environments;
- differing technology standards or customer requirements;
- import, export or other business licensing requirements or requirements relating to making foreign direct investments, which could increase our cost of doing business in certain jurisdictions, prevent us from shipping products to particular countries or markets, affect our ability to obtain favorable terms for components, increase our operating costs or lead to penalties or restrictions;
- stringent privacy and data protection policies in some foreign countries;
- difficulties associated with repatriating earnings generated or held abroad in a tax-efficient manner and changes in tax laws; and
- fluctuations in freight costs, limitations on shipping and receiving capacity, and other disruptions in the transportation and shipping infrastructure at important geographic points of exit and entry for our products and shipments.

The factors described above also could disrupt our product and component manufacturing and key suppliers located outside of the United States. For example, we rely on manufacturers in Taiwan for the production of notebook computers and other suppliers in Asia for product assembly and manufacture.

In many foreign countries, particularly in those with developing economies, there are companies that engage in business practices prohibited by laws and regulations applicable to us, such as the Foreign Corrupt Practices Act of 1977, as amended (the "FCPA"). Although we implement policies, procedures and training designed to facilitate compliance with these laws, our employees, contractors and agents, as well as those of the companies to which we outsource certain of our business operations, may take actions in violation of our policies. Any such violation, even if prohibited by our policies, could have an adverse effect on our business and reputation.

Any failure by us to identify, manage and complete acquisitions, divestitures and other significant transactions successfully could harm our financial results, business and prospects.

As part of our business strategy, we may acquire companies or businesses, divest businesses or assets, enter into strategic alliances and joint ventures and make investments to further our business (collectively, "business combination and investment transactions"). Risks associated with business combination and investment transactions include the following, any of which could adversely affect our revenue, gross margin, profitability and financial results:

- Managing business combination and investment transactions requires varying levels of management resources, which may divert our attention from other business operations.
- We may not fully realize all of the anticipated benefits of any particular business combination and investment transaction, and the timeframe for realizing the benefits of a particular business combination and investment transaction may depend partially upon the actions of employees, advisors, suppliers, other third-parties or market trends.
- Certain prior business combination and investment transactions entered into by Hewlett-Packard Company resulted, and in the future any such transactions by us may result, in significant costs and expenses, including those related to severance pay, early retirement costs, employee benefit costs, goodwill and asset impairment charges, charges from the elimination of duplicative facilities and contracts, asset impairment charges, inventory adjustments, assumed litigation and other liabilities, legal, accounting and financial advisory fees, and required payments to executive officers and key employees under retention plans.
- Any increased or unexpected costs, unanticipated delays or failure to meet contractual obligations could make business combination and investment transactions less profitable or unprofitable.
- Our ability to conduct due diligence with respect to business combination and investment transactions, and our ability to evaluate the results of such due diligence, is dependent upon the veracity and completeness of statements and disclosures made or actions taken by third-parties or their representatives.
- The pricing and other terms of our contracts for business combination and investment transactions require us to make estimates and assumptions at the time we enter into these contracts, and, during the course of our due diligence, we may not identify all of the factors necessary to estimate accurately our costs, timing and other matters or we may incur costs if a business combination is not consummated.
- In order to complete a business combination and investment transaction, we may issue common stock, potentially creating dilution for our existing stockholders.
- We may borrow to finance business combination and investment transactions, and the amount and terms of any potential future acquisition-related or other borrowings, as well as other factors, could affect our liquidity and financial condition.
- Our effective tax rate on an ongoing basis is uncertain, and business combination and investment transactions could adversely impact our effective tax rate.
- Any announced business combination and investment transaction may not close on the expected timeframe or at all, which may cause our financial results to differ from expectations in a given quarter.
- Business combination and investment transactions may lead to litigation, which could impact our financial condition and results of operations.
- If we fail to identify and successfully complete and integrate business combination and investment transactions that further our strategic objectives, we may be required to expend resources to develop products, services and technology internally, which may put us at a competitive disadvantage.

We have incurred and will incur additional depreciation and amortization expense over the useful lives of certain assets acquired in connection with business combination and investment transactions, and, to the extent that the value of goodwill or intangible assets acquired in connection with a business combination and investment transaction becomes impaired, we may be required to incur additional material charges relating to the impairment of those assets. If there are future decreases in our stock price or significant changes in the business climate or results of operations of our reporting units, we may incur additional charges, which may include goodwill impairment or intangible asset charges.

As part of our business strategy, we regularly evaluate the potential disposition of assets and businesses that may no longer help us meet our objectives. When we decide to sell assets or a business, we may encounter difficulty in finding buyers or alternative exit strategies on acceptable terms in a timely manner, which could delay the achievement of our strategic objectives. We may also dispose of a business at a price or on terms that are less desirable than we had anticipated. In addition, we may experience greater dis-synergies than expected, and the impact of the divestiture on our revenue growth may be larger than projected. After reaching an agreement with a buyer or seller for the acquisition or disposition of a business, we are subject to satisfaction of pre-closing conditions as well as necessary regulatory and governmental approvals on acceptable terms, which, if not satisfied or obtained, may prevent us from completing the transaction. Such regulatory and governmental approvals may be required in diverse jurisdictions around the world, including jurisdictions with opaque regulatory frameworks, and any delays in the timing of such approvals could materially delay the transaction or prevent it from closing. For example, our acquisition of Samsung's printer business is subject to regulatory review in numerous jurisdictions, including South Korea and the European Union, as well as customary closing conditions. Dispositions may also involve continued financial involvement in the divested business, such as through continuing equity ownership, guarantees, indemnities or other financial obligations. Under these arrangements, performance by the divested businesses or other conditions outside of our control could affect our future financial results.

Integrating acquisitions may be difficult and time-consuming. Any failure by us to integrate acquired companies, products or services into our overall business in a timely manner could harm our financial results, business and prospects.

In order to pursue our strategy successfully, we must identify candidates for and successfully complete business combination and investment transactions, some of which may be large or complex, and manage post-closing issues such as the integration of acquired businesses, products, services or employees. Integration issues are often time-consuming and expensive and, without proper planning and implementation, could significantly disrupt our business and the acquired business. The challenges involved in integration include:

- successfully combining product and service offerings and entering or expanding into markets in which we are not experienced or are developing expertise;
- convincing both our customers and distributors and those of the acquired business that the transaction will not diminish client service standards or business focus;
- persuading both our customers and distributors and those of the acquired business not to defer purchasing decisions or switch to other suppliers (which could result in our incurring additional obligations in order to address customer uncertainty), minimizing sales force attrition and expanding and coordinating sales, marketing and distribution efforts;
- consolidating and rationalizing corporate IT infrastructure, which may include multiple legacy systems from various acquisitions and integrating software code and business processes;
- minimizing the diversion of management attention from ongoing business concerns;
- persuading employees that business cultures are compatible, maintaining employee morale and retaining key employees, engaging with employee works councils representing an acquired company's non-U.S. employees, integrating employees, correctly estimating employee benefit costs and implementing restructuring programs;
- coordinating and combining administrative, manufacturing, research and development and other operations, subsidiaries, facilities and relationships with third-parties in accordance with local laws and other obligations while maintaining adequate standards, controls and procedures;
- achieving savings from supply chain integration; and
- managing integration issues shortly after or pending the completion of other independent transactions.

We may not achieve some or all of the expected benefits of our restructuring plan and our restructuring may adversely affect our business.

We announced a restructuring plan in October 2016 to realign our cost structure due to the changing nature of our business and to achieve operating efficiencies that we expect to reduce costs. Implementation of the restructuring plan may be costly and disruptive to our business, and we may not be able to obtain the cost savings and benefits that were initially anticipated in connection with our restructuring. Additionally, as a result of our restructuring, we may experience a loss of continuity, loss of accumulated knowledge and/or inefficiency during transitional periods. Reorganization and restructuring can require a significant amount of management and other employees' time and focus, which may divert attention from operating and growing our business. If we fail to achieve some or all of the expected benefits of restructuring, it could have a material adverse effect on our competitive position, business, financial condition, results of operations and cash flows. For more information about our October 2016 restructuring plan, see Note 4 to our Consolidated Financial Statements in Item 8.

Our financial performance may suffer if we cannot continue to develop, license or enforce the intellectual property rights on which our businesses depend.

We rely upon patent, copyright, trademark, trade secret and other intellectual property laws in the United States, similar laws in other countries, and agreements with our employees, customers, suppliers and other parties, to establish and maintain intellectual property ("IP") rights in the products and services we sell, provide or otherwise use in our operations. However, any of our intellectual property rights could be challenged, invalidated, infringed or circumvented, or such intellectual property rights may not be sufficient to permit us to take advantage of current market trends or to otherwise provide competitive advantages, either of which could result in costly product redesign efforts, discontinuance of certain product offerings or other harm to our competitive position. For example, our enforcement of inkjet printer supplies IP against infringers may be successfully challenged or our IP may be successfully circumvented. Further, the laws of certain countries do not protect proprietary rights to the same extent as the laws of the United States. Therefore, in certain jurisdictions we may be unable to protect our proprietary technology adequately against unauthorized third-party copying or use; this, too, could adversely affect our ability to sell products or services and our competitive position.

Our products and services depend in part on intellectual property and technology licensed from third parties.

Some of our business and some of our products rely on key technologies developed or licensed by third parties. We may not be able to obtain or continue to obtain licenses and technologies from these third parties at all or on reasonable terms, or such third parties may demand cross-licenses to our intellectual property. Third-party components may become obsolete, defective or incompatible with future versions of our products, or our relationship with the third party may deteriorate, or our agreements with the third party may expire or be terminated. We may face legal or business disputes with licensors that may threaten or lead to the disruption of inbound licensing relationships. In order to remain in compliance with the terms of our licenses, we must carefully monitor and manage our use of third-party components, including both proprietary and open source license terms that may require the licensing or public disclosure of our intellectual property without compensation or on undesirable terms. Additionally, some of these licenses may not be available to us in the future on terms that are acceptable or that allow our product offerings to remain competitive. Our inability to obtain licenses or rights on favorable terms could have a material effect on our business, including our financial condition and results of operations. In addition, it is possible that as a consequence of a merger or acquisition, third parties may obtain licenses to some of our intellectual property rights or our business may be subject to certain restrictions that were not in place prior to such transaction. Because the availability and cost of licenses from third parties depends upon the willingness of third parties to deal with us on the terms we request, there is a risk that third parties who license to our competitors will either refuse to license to us at all, or refuse to license to us on terms equally favorable to those granted to our competitors. Consequently, we may lose a competitive advantage with respect to these intellectual property rights or we may be required to enter into costly arrangements in order to terminate or limit these rights.

Third-party claims of intellectual property infringement are commonplace in our industry and successful third-party claims may limit or disrupt our ability to sell our products and services.

Third parties also may claim that we or customers indemnified by us are infringing upon their intellectual property rights. For example, patent assertion entities may purchase intellectual property assets for the purpose of asserting claims of infringement and attempting to extract settlements from companies such as us and our customers. If we cannot or do not license allegedly infringed intellectual property at all or on reasonable terms, or if we are required to substitute similar technology from another source, our operations could be adversely affected. Even if we believe that intellectual property claims are without merit, they can be time-consuming and costly to defend against and may divert management's attention and resources away from our business. Claims of intellectual property infringement also might require us to redesign affected products, enter into costly settlement or license agreements, pay costly damage awards, or face a temporary or permanent injunction prohibiting us from importing, marketing or selling certain of our products. Even if we have an agreement to indemnify us against such costs, the indemnifying party may be unable or unwilling to uphold its contractual obligations to us.

Further, our results of operations and cash flows have been and could continue to be affected in certain periods and on an ongoing basis by the imposition, accrual and payment of copyright levies or similar fees. In certain countries (primarily in Europe), proceedings are ongoing or have been concluded in which groups representing copyright owners have sought or are seeking to impose upon and collect from us levies upon equipment (such as PCs, MFDs and printers) alleged to be copying devices under applicable laws. Other such groups have also sought to modify existing levy schemes to increase the amount of the levies that can be collected from us. Other countries that have not imposed levies on these types of devices are expected to extend existing levy schemes, and countries that do not currently have levy schemes may decide to impose copyright levies on these types of devices. The total amount of the copyright levies will depend on the types of products determined to be subject to the levy, the number of units of those products sold during the period covered by the levy, and the per unit fee for each type of product, all of which are affected by several factors, including the outcome of ongoing litigation involving us and other industry participants and possible action by the legislative bodies in the applicable countries, and could be substantial. Consequently, the ultimate impact of these copyright levies or similar fees, and our ability to recover such amounts through increased prices, remains uncertain.

The allocation of intellectual property rights between Hewlett Packard Enterprise and HP as part of the Separation, and the shared use of certain intellectual property rights following the Separation, could adversely impact our reputation, our ability to enforce certain intellectual property rights that are important to us and our competitive position.

In connection with the Separation, Hewlett-Packard Company allocated to each of Hewlett Packard Enterprise and HP the intellectual property assets relevant to their respective businesses. The terms of the Separation include cross-licenses and other arrangements to provide for certain ongoing use of intellectual property in the existing operations of both businesses. For example, through a joint brand holding structure, both Hewlett Packard Enterprise and HP will retain the ability to make ongoing use of certain variations of the legacy Hewlett-Packard and HP branding, respectively. There is a risk that the joint brand holding structure may impair the enforcement of HP's trademark rights against third parties that infringe them. Furthermore, as a result of this shared use of the legacy branding there is a risk that conduct or events adversely affecting the reputation of Hewlett Packard Enterprise could also adversely affect the reputation of HP. In addition, as a result of the allocation of intellectual property as part of the Separation, we no longer own intellectual property allocated to Hewlett Packard Enterprise and our resulting intellectual property ownership position could adversely affect our position and options relating to patent enforcement, patent licensing and cross-licensing, our ability to sell our products or services, our competitive position in the industry and our ability to enter new product markets.

Our business and financial performance could suffer if we do not manage the risks associated with our services business properly.

The risks that accompany our services business differ from those of our other businesses and include the following:

- The success of our services business is to a significant degree dependent on our ability to retain our significant services clients and maintain or increase the level of revenues from these clients. We may lose clients due to their merger or acquisition, business failure, contract expiration or their selection of a competing service provider or decision to in-source services. In addition, we may not be able to retain or renew relationships with our significant clients. As a result of business downturns or for other business reasons, we are also vulnerable to reduced business from our clients, which can reduce the scope of services provided and the prices for those services. We may not be able to replace the revenue and earnings from any such lost clients or reductions in services.

In addition, our contracts may allow a client to terminate the contract for convenience, and we may not be able to fully recover our investments in such circumstances.

- The pricing and other terms of some of our service agreements require us to make estimates and assumptions at the time we enter into these contracts that could differ from actual results. Any increased or unexpected costs or unanticipated delays in connection with the performance of these engagements, including delays caused by factors outside our control, could make these agreements less profitable or unprofitable, which could have an adverse effect on the profit margin of our services business.
- Some of our service agreements require significant investment in the early stages that is expected to be recovered through billings over the life of the agreement. These agreements may involve the development and deployment of new technologies. Varying degrees of performance risk exist in each agreement with these characteristics, and some or all elements of service delivery under these agreements are dependent upon successful completion of the development and deployment phases. Any failure to perform satisfactorily under these agreements may expose us to legal liability, result in the loss of customers and harm our reputation, which could harm the financial performance of our services business.
- If we do not hire, train, motivate and effectively utilize employees with the right mix of skills and experience in the right geographic regions to meet the needs of our services clients, our financial performance could suffer. For example, if our employee utilization rate is too low, our profitability and the level of engagement of our employees could suffer. If that utilization rate is too high, it could have an adverse effect on employee engagement and attrition and the quality of the work performed, as well as our ability to staff projects. If we are unable to hire and retain a sufficient number of employees with the skills or backgrounds to meet current demand, we might need to redeploy existing personnel, increase our reliance on subcontractors or increase employee compensation levels, all of which could also negatively affect our profitability. In addition, if we have more employees than we need with certain skill sets or in certain geographies, we may incur increased costs as we work to rebalance our supply of skills and resources with client demand in those geographies.

Failure to comply with our customer contracts or government contracting regulations could adversely affect our business and results of operations.

Our contracts with our customers may include unique and specialized performance requirements. In particular, our contracts with federal, state, provincial and local governmental customers are subject to various procurement regulations, contract provisions and other requirements relating to their formation, administration and performance. Any failure by us to comply with the specific provisions in our customer contracts or any violation of government contracting regulations could result in the imposition of various civil and criminal penalties, which may include termination of contracts, forfeiture of profits, suspension of payments and, in the case of our government contracts, fines and suspension from future government contracting. Such failures could also cause reputational damage to our business. In addition, Hewlett-Packard Company has in the past been, and we may in the future be, subject to qui tam litigation brought by private individuals on behalf of the government relating to our government contracts, which could include claims for treble damages. Further, any negative publicity related to our customer contracts or any proceedings surrounding them, regardless of its accuracy, may damage our business by affecting our ability to compete for new contracts. If our customer contracts are terminated, if we are suspended or disbarred from government work, or if our ability to compete for new contracts is adversely affected, our financial performance could suffer.

Our stock price has historically fluctuated and may continue to fluctuate, which may make future prices of our stock difficult to predict.

Our stock price, like that of other technology companies, can be volatile. Some of the factors that could affect our stock price are:

- speculation, coverage or sentiment in the media or the investment community about, or actual changes in, our business, strategic position, market share, organizational structure, operations, financial condition, financial reporting and results, effectiveness of cost-cutting efforts, value or liquidity of our investments, exposure to market volatility, prospects, business combination or investment transactions, future stock price performance, board of directors, executive team, our competitors or our industry in general;
- the announcement of new, planned or contemplated products, services, technological innovations, acquisitions, divestitures or other significant transactions by us or our competitors;
- quarterly increases or decreases in net revenue, gross margin, earnings or cash flows, changes in estimates by the investment community or our financial outlook and variations between actual and estimated financial results;
- announcements of actual and anticipated financial results by our competitors and other companies in the IT industry;
- developments relating to pending investigations, claims and disputes; and
- the timing and amount of our share repurchases.

General or industry specific market conditions or stock market performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance also may affect the price of our stock. For these reasons, investors should not rely on recent or historical trends to predict future stock prices, financial condition, results of operations or cash flows. Additional volatility in the price of our securities could result in the filing of securities class action litigation matters, which could result in substantial costs and the diversion of management time and resources.

Failure to maintain our credit ratings could adversely affect our liquidity, capital position, borrowing costs and access to capital markets.

Our credit risk is evaluated by the major independent rating agencies. Fitch Ratings, Moody's Investor Service and Standard & Poor's Rating Services downgraded Hewlett-Packard Company's ratings in the past. Past downgrades have increased the cost of borrowing under our credit facilities, have reduced market capacity for our commercial paper, and may require the posting of additional collateral under some of our derivative contracts. We cannot be assured that we will be able to maintain our current credit ratings, and any additional actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, may further impact us in a similar manner and may have a negative impact on our liquidity, capital position and access to capital markets.

We make estimates and assumptions in connection with the preparation of our Consolidated Financial Statements, and any changes to those estimates and assumptions could adversely affect our results of operations.

In connection with the preparation of our Consolidated Financial Statements, we use certain estimates and assumptions based on historical experience and other factors. Our most critical accounting estimates are described in the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 of this report. In addition, as discussed in Note 15 to the Consolidated Financial Statements, we make certain estimates, including decisions related to provisions for legal proceedings and other contingencies. While we believe that these estimates and assumptions are reasonable under the circumstances, they are subject to significant uncertainties, some of which are beyond our control. Should any of these estimates and assumptions change or prove to have been incorrect, it could adversely affect our results of operations.

Unanticipated changes in our tax provisions, the adoption of new tax legislation or exposure to additional tax liabilities could affect our financial performance.

We are subject to income and other taxes in the United States and various foreign jurisdictions. Our tax liabilities are affected by the amounts we charge in intercompany transactions for inventory, services, licenses, funding and other items. We are subject to ongoing tax audits in various jurisdictions. Tax authorities may disagree with these intercompany transactions or other matters, and may assess additional taxes or adjust taxable income on our tax returns as a result. We regularly assess the likely outcomes of these audits in order to determine the appropriateness of our tax provision. However, we cannot assure you that we will accurately predict the outcomes of these audits, and the amounts ultimately paid upon resolution of audits could be materially different from the amounts previously included in our income tax expense and therefore could have a material impact on our tax provision, net income and cash flows. In addition, our effective tax rate in the future could be adversely affected by changes to our operating structure, changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities or changes in tax laws. In particular, if circumstances change such that we are unable to indefinitely reinvest our foreign earnings outside the United States, future income tax expense may differ significantly from historical amounts and could materially adversely affect our results. In addition, various tax legislation has been introduced or is being considered that could significantly impact our tax rate, the carrying value of deferred tax assets, or our deferred tax liabilities. Any of these changes could affect our financial performance.

In order to be successful, we must attract, retain, train, motivate, develop and transition key employees, and failure to do so could seriously harm us.

In order to be successful, we must attract, retain, train, motivate, develop and transition qualified executives and other key employees, including those in managerial, technical, development, sales, marketing and IT support positions. Identifying, developing internally or hiring externally, training and retaining qualified executives, engineers and qualified sales representatives are critical to our future, and competition for experienced employees in the IT industry can be intense. In order to attract and retain executives and other key employees in a competitive marketplace, we must provide a competitive compensation package, including cash- and equity-based compensation. Our equity-based incentive awards may contain conditions relating to our stock price performance and our long-term financial performance that make the future value of those awards uncertain. If the anticipated value of such equity-based incentive awards does not materialize, if our equity-based compensation otherwise ceases to be viewed as a valuable benefit, if our total compensation package is not viewed as being competitive, or if we do not obtain the stockholder approval needed to continue granting equity-based incentive awards in the amounts we believe are necessary, our ability to attract, retain and motivate executives and key employees could be weakened. Our failure to successfully hire executives and key employees or the loss of any executives and key employees could have a significant impact on our operations. Further, changes in our management team may be disruptive to our business, and any failure to successfully transition and assimilate key new hires or promoted employees could adversely affect our business and results of operations.

System security risks, data protection breaches, cyberattacks and systems integration issues could disrupt our internal operations or services provided to customers, and any such disruption could reduce our revenue, increase our expenses, damage our reputation and adversely affect our stock price.

Experienced computer programmers and hackers may be able to penetrate our network security and misappropriate or compromise our confidential information or that of third parties, create system disruptions or cause shutdowns. Computer programmers and hackers also may be able to develop and deploy viruses, worms, and other malicious software programs that attack our products or otherwise exploit any security vulnerabilities of our products. In addition, sophisticated hardware and operating system software and applications that we produce or procure from third-parties may contain defects in design or manufacture, including "bugs" and other problems that could unexpectedly interfere with the operation of the system. The costs to us to eliminate or alleviate cyber or other security problems, including bugs, viruses, worms, malicious software programs and other security vulnerabilities, could be significant, and our efforts to address these problems may not be successful and could result in interruptions, delays, cessation of service and loss of existing or potential customers that may impede our sales, manufacturing, distribution or other critical functions.

We manage and store various proprietary information and sensitive or confidential data relating to our business and our customers. Breaches of our security measures or the accidental loss, inadvertent disclosure or unapproved dissemination of proprietary information or sensitive or confidential data about us, our clients or our customers, including the potential loss or disclosure of such information or data as a result of fraud, trickery or other forms of deception, could expose us, our customers or the individuals affected to a risk of loss or misuse of this information, result in litigation and potential liability for us, damage our brand and reputation or otherwise harm our business. We also could lose existing or potential customers or incur significant expenses in connection with our customers' system failures or any actual or perceived security vulnerabilities in our products and services. In addition, the cost and operational consequences of implementing further data protection measures could be significant.

Portions of our IT infrastructure also may experience interruptions, delays or cessations of service or produce errors in connection with systems integration or migration work that takes place from time to time. We may not be successful in implementing new systems and transitioning data, which could cause business disruptions and be more expensive, time-consuming, disruptive and resource intensive. Such disruptions could adversely impact our ability to fulfill orders and respond to customer requests and interrupt other processes. Delayed sales, lower margins or lost customers resulting from these disruptions could reduce our revenue, increase our expenses, damage our reputation and adversely affect our stock price.

Terrorist acts, conflicts, wars and geopolitical uncertainties may seriously harm our business and revenue, costs and expenses and financial condition and stock price.

Terrorist acts, conflicts or wars (wherever located around the world) may cause damage or disruption to our business, our employees, facilities, partners, suppliers, distributors, resellers or customers or adversely affect our ability to manage logistics, operate our transportation and communication systems or conduct certain other critical business operations. The potential for future attacks, the national and international responses to attacks or perceived threats to national security, and other actual or potential conflicts or wars have created many economic and political uncertainties. In addition, as a major multinational company with headquarters and significant operations located in the United States, actions against or by the United States may impact our business or employees. Although it is impossible to predict the occurrences or consequences of any such events, if they occur, they could result in a decrease in demand for our products, make it difficult or impossible to provide services or deliver products to our customers or to receive components from our suppliers, create delays and inefficiencies in our supply chain and result in the need to impose employee travel restrictions. We are predominantly uninsured for losses and interruptions caused by terrorist acts, conflicts and wars.

Our business is subject to various federal, state, local and foreign laws and regulations that could result in costs or other sanctions that adversely affect our business and results of operations.

We are subject to various federal, state, local and foreign laws and regulations. For example, we are subject to laws and regulations concerning environmental protection, including laws addressing the discharge of pollutants into the air and water, the management and disposal of hazardous substances and wastes, the clean-up of contaminated sites, the content of our products and the recycling, treatment and disposal of our products, including batteries. In particular, we face increasing complexity in our product design and procurement operations as we adjust to new and future requirements relating to the chemical and materials composition of our products, their safe use, the energy consumption associated with those products, climate change laws and regulations, and product take-back legislation. If we were to violate or become liable under environmental laws or if our products become non-compliant with environmental laws, we could incur substantial costs or face other sanctions, which may include restrictions on our products entering certain jurisdictions. Our potential exposure includes fines and civil or criminal sanctions, third-party property damage, personal injury claims and clean-up costs. Further, liability under some environmental laws relating to contaminated sites can be imposed retroactively, on a joint and several basis, and without any finding of noncompliance or fault. The amount and timing of costs to comply with environmental laws are difficult to predict.

Some anti-takeover provisions contained in our certificate of incorporation and bylaws, as well as provisions of Delaware law, could impair a takeover attempt.

We have provisions in our certificate of incorporation and bylaws each of which could have the effect of rendering more difficult or discouraging an acquisition of HP deemed undesirable by our Board of Directors. These include provisions:

- authorizing blank check preferred stock, which we could issue with voting, liquidation, dividend and other rights superior to our common stock;
- limiting the liability of, and providing indemnification to, our directors and officers;
- specifying that our stockholders may take action only at a duly called annual or special meeting of stockholders and otherwise in accordance with our bylaws and limiting the ability of our stockholders to call special meetings;
- requiring advance notice of proposals by our stockholders for business to be conducted at stockholder meetings and for nominations of candidates for election to our Board of Directors; and
- controlling the procedures for conduct of our Board of Directors and stockholder meetings and election, appointment and removal of our directors.

These provisions, alone or together, could deter or delay hostile takeovers, proxy contests and changes in control or our management. As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the Delaware General Corporation Law, which prevents some stockholders from engaging in certain business combinations without approval of the holders of substantially all of our outstanding common stock.

Any provision of our certificate of incorporation or bylaws or Delaware law that has the effect of delaying or deterring a change in control of HP could limit the opportunity for our stockholders to receive a premium for their shares of our stock and also could affect the price that some investors are willing to pay for our stock.

RISKS RELATED TO THE SEPARATION

The separation of Hewlett-Packard Company into two independent publicly traded companies is subject to various risks and uncertainties and may not achieve some or all of the anticipated benefits.

On November 1, 2015, we completed the Separation of our enterprise technology infrastructure, software, services and financing businesses from our personal systems and printing businesses. The process of completing the Separation involved significant costs and expenses. Uncertainty related to the Separation may lead customers and other parties with which we currently do business or may do business in the future to terminate or attempt to negotiate changes in our existing business relationships, or cause them to consider entering into business relationships with parties other than us. These disruptions could have a material and adverse effect on our businesses, financial condition, results of operations and prospects.

We may not realize some or all of the anticipated strategic, financial, operational, marketing or other benefits from the Separation. As an independent publicly traded company we are a smaller, less diversified company with a narrower business focus and may be more vulnerable to changing market conditions, which could materially and adversely affect our business, financial condition and results of operations. We continue to review our acquisitions, dispositions, and other transactions, including those related to the Separation, in light of the economic and legislative environment.

The Separation could result in substantial tax liability.

We obtained an opinion of outside counsel that, for U.S. federal income tax purposes, the Separation qualified, for both the company and our stockholders, as a tax-free reorganization within the meaning of Sections 368(d)(1)(D) and 355 of the U.S. Internal Revenue Code of 1986, as amended. In addition, we obtained a private letter ruling from the Internal Revenue Service (the "IRS") and opinions of outside counsel regarding certain matters impacting the U.S. federal income tax treatment of the Separation for the company and certain related transactions as transactions that are generally tax-free for U.S. federal income tax purposes. The opinions of outside counsel and the IRS private letter ruling were based, among other things, on various factual assumptions we have authorized and representations we have made to outside counsel and the IRS. If any of these assumptions or representations are, or become, inaccurate or incomplete, reliance on the opinions and IRS private letter ruling may be affected. An opinion of outside counsel represents their legal judgment but is not binding on the IRS or any court. Accordingly, there can be no assurance that the IRS will not challenge the conclusions reflected in the opinions or that a court would not sustain such a challenge. Notwithstanding the foregoing, we incurred certain tax costs in connection with the Separation, including non-U.S. tax expenses resulting from the Separation in multiple non-U.S. jurisdictions that do not legally provide for tax-free Separation, which may be material. If the Separation or certain internal transactions undertaken in anticipation of the Separation are determined to be taxable for U.S. federal income tax purposes, we and/or our stockholders that are subject to U.S. federal income tax could incur significant U.S. federal income tax liabilities.

We or Hewlett Packard Enterprise may fail to perform under the transaction agreements executed as part of the Separation.

In connection with the Separation, we and Hewlett Packard Enterprise entered into several agreements, including among others a transition services agreement, a separation and distribution agreement, a tax matters agreement, an employee matters agreement, a real estate matters agreement, a commercial agreement and an IT service agreement. The transition services agreement provides for the performance of certain services by each company for the benefit of the other for a transition period after the Separation. The separation and distribution agreement, tax matters agreement, employee matters agreement and real estate matters agreement determine the allocation of assets and liabilities between the companies following the Separation for those respective areas and include any necessary indemnifications related to liabilities and obligations. The commercial agreement establishes a bilateral relationship between Hewlett Packard Enterprise and us for the purchase and sale of commercially available products and services for internal use, incorporation and bundling in OEM products and services, resale to customers and use in the provision of managed services to customers, as well as joint customer pursuits and joint development activities. The IT service agreement provides for the performance by one of Hewlett Packard Enterprise's subsidiaries of certain application development and maintenance and IT infrastructure services for us. We will rely on Hewlett Packard Enterprise to satisfy its performance and payment obligations under these agreements. If Hewlett Packard Enterprise is unable to satisfy its obligations under these agreements, we could incur operational difficulties or losses that could have a material and adverse effect on our business, financial condition and results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 2. PROPERTIES.

As of October 31, 2016, we owned or leased approximately 21 million square feet of space worldwide, a summary of which is provided below.

	FISCAL YEAR ENDED OCTOBER 31, 2016		
	OWNED	LEASED	TOTAL
	(SQUARE FEET IN MILLIONS)		
Administration and support	3.9	5.6	9.5
(Percentage)	41%	59%	100%
Core data centers, manufacturing plants, research and development facilities and warehouse operations	2.4	6.3	8.7
(Percentage)	28%	72%	100%
Total(1)	6.3	11.9	18.2
(Percentage)	35%	65%	100%

(1) Excludes 3 million square feet of vacated space, of which 2 million square feet is leased to third parties.

We believe that our existing properties are in good condition and are suitable for the conduct of our business. Our segments Personal Systems, Printing and Corporate Investments, use substantially all of the properties at least in part, and we retain the flexibility to use each of the properties in whole or in part for each of the segments.

PRINCIPAL EXECUTIVE OFFICES

Our principal executive offices, including our global headquarters, are located at 1501 Page Mill Road, Palo Alto, California, United States.

HEADQUARTERS OF GEOGRAPHIC OPERATIONS

The locations of our geographic headquarters are as follows:

Americas

Palo Alto, United States

Europe, Middle East, Africa

Geneva, Switzerland

Asia Pacific

Singapore

PRODUCT DEVELOPMENT AND MANUFACTURING

The locations of our major product development, manufacturing, data centers and HP Labs facilities are as follows:

Americas

United States—Boise, Corvallis, San Diego, Vancouver

Europe, Middle East, Africa

Israel—Kiryat-Gat, Netanya, Rehovot

Spain—Barcelona

Asia Pacific

China—Shanghai

Malaysia—Penang

Singapore—Singapore

Technology office (HP Labs)

United Kingdom—Bristol

United States—Palo Alto

ITEM 3. LEGAL PROCEEDINGS.

Information with respect to this item may be found in Note 15, “Litigation and Contingencies” to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Information regarding the market prices of HP common stock and the markets for that stock may be found in the "Quarterly Summary" in Item 8 and on the cover page of this Annual Report on Form 10-K, respectively, which are incorporated herein by reference. We have declared and paid cash dividends each fiscal year since 1965. Dividends declared and paid per share by fiscal quarter in 2016 and 2015 were as follows:

	2016				2015			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Dividends declared	—	$0.25	—	$0.25	—	$0.35	—	$0.32
Dividends paid	$0.12	$0.12	$0.12	$0.12	$0.18	$0.18	$0.16	$0.16

Additional information concerning dividends may be found in "Selected Financial Data" in Item 6 and Note 13, "Stockholders' (Deficit) Equity" to the Consolidated Financial Statements in Item 8, which are incorporated herein by reference.

As of November 30, 2016, there were approximately 68,192 stockholders of record.

In connection with the Separation, on November 1, 2015, we completed the distribution of the outstanding common stock of Hewlett Packard Enterprise to our stockholders as of the close of business on October 21, 2015, the record date for the distribution. Our stockholders received one share of Hewlett Packard Enterprise common stock for every one share of our common stock held at the close of business on the record date. We distributed a total of approximately 1.8 billion shares of Hewlett Packard Enterprise common stock to our stockholders.

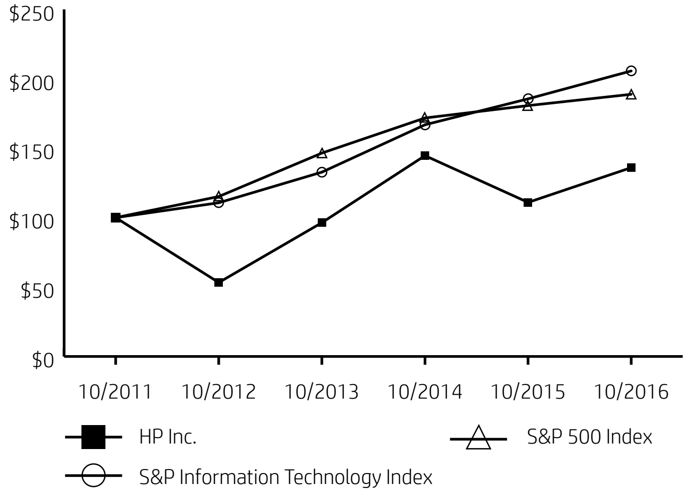
RECENT SALES OF UNREGISTERED SECURITIES

There were no unregistered sales of equity securities in fiscal year 2016. We did not repurchase any shares of our common stock during the fourth quarter of 2016. All share repurchases settled in the fourth quarter of fiscal year 2016 were open market transactions.

On July 21, 2011, HP's Board of Directors authorized a $10.0 billion share repurchase program. HP may choose to repurchase shares when sufficient liquidity exists and the shares are trading at a discount relative to estimated intrinsic value. This program, which does not have a specific expiration date, authorizes repurchases in the open market or in private transactions. On October 10, 2016, the Board authorized an additional $3.0 billion for future repurchases of its outstanding shares of common stock. HP intends to use repurchases from time to time to offset the dilution created by shares issued under employee stock plans and to repurchase shares opportunistically. As of October 31, 2016, HP had approximately $3.8 billion remaining under repurchase authorization.

STOCK PERFORMANCE GRAPH AND CUMULATIVE TOTAL RETURN

The graph below shows the cumulative total stockholder return assuming the investment of $100 at the market close on October 31, 2011 (and the reinvestment of dividends thereafter) in each of HP common stock, the S&P 500 Index, and the S&P Information Technology Index. The comparisons in the graph below are based on historical data and are not indicative of, or intended to forecast, future performance of our common stock.



	10/11	10/12	10/13	10/14	10/15	10/16
HP Inc.	$100.00	$53.26	$96.37	$144.63	$110.97	$136.00
S&P 500 Index	$100.00	$115.20	$146.49	$171.77	$180.69	$188.82
S&P Information Technology Index	$100.00	$110.71	$132.76	$166.88	$185.55	$205.64

ITEM 6. SELECTED FINANCIAL DATA.

The information set forth below is not necessarily indicative of results of future continuing operations and should be read in conjunction with Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Consolidated Financial Statements and notes thereto included in Item 8, "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K, which are incorporated herein by reference, in order to understand further the factors that may affect the comparability of the financial data presented below.

HP INC. AND SUBSIDIARIES

SELECTED FINANCIAL DATA

	FOR THE FISCAL YEARS ENDED OCTOBER 31				
	2016	2015	2014	2013	2012
	IN MILLIONS, EXCEPT PER SHARE AMOUNTS				
Net revenue	$48,238	$51,463	$56,651	$55,273	$59,454
Earnings from continuing operations[1]	$3,549	$3,920	$4,256	$3,516	$2,571
Net (loss) earnings from discontinued operations net of taxes	$(170)	$836	$2,089	$2,653	$(14,420)
Net earnings (loss)[1]	$2,496	$4,554	$5,013	$5,113	$(12,650)
Net earnings (loss) per share:					
Basic					
Continuing operations	$1.54	$2.05	$1.55	$1.27	$0.90
Discontinued operations	(0.10)	0.46	1.11	1.37	(7.31)
Total basic net earnings (loss) per share	$1.44	$2.51	$2.66	$2.64	$(6.41)
Diluted					
Continuing operations	$1.53	$2.02	$1.53	$1.26	$0.90
Discontinued operations	(0.10)	0.46	1.09	1.36	(7.31)
Total diluted net earnings (loss) per share	$1.43	$2.48	$2.62	$2.62	$(6.41)
Cash dividends declared per share	$0.50	$0.67	$0.61	$0.55	$0.50
At year-end:					
Total assets[2]	$29,010	$106,882	$103,206	$105,676	$108,768
Long-term debt[3]	$6,758	$6,677	$15,563	$15,996	$21,089
Total debt[3]	$6,836	$8,871	$18,157	$20,931	$25,515

(1) Earnings from continuing operations and net earnings (loss) include the following items:

	2016	2015	2014	2013	2012
	IN MILLIONS				
Amortization of intangible assets	$16	$102	$129	$198	$217
Impairment of goodwill and intangible assets	—	—	—	—	1,227
Restructuring and other charges	205	63	176	168	354
Defined benefit plan settlement charges (credits)	179	(57)	—	—	—
Acquisition and other related charges	7	—	—	—	10
Total charges before taxes	$407	$108	$305	$366	$1,808
Total charges, net of taxes	$293	$113	$238	$260	$1,200

(2) Total assets, for all periods prior to fiscal year 2016, include the total assets of Hewlett Packard Enterprise which are presented as discontinued operations in the Consolidated Balance Sheet. For further information on discontinued operations, see Note 2, "Discontinued Operations" in the Consolidated Financial Statements and notes thereto included in Item 8, "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

(3) The decrease in Long-term debt and Total debt in fiscal year 2015 was due to the early extinguishment of debt as a result of the Separation of Hewlett Packard Enterprise. For further information on HP Inc. separation transaction, see Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Annual Report on Form 10-K.

HP INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is organized as follows:

- *HP Inc. Separation Transaction.* A discussion of the separation of Hewlett Packard Enterprise Company, HP Inc.'s former enterprise technology infrastructure, software, services and financing businesses.
- *Overview.* A discussion of our business and other highlights affecting the company to provide context for the remainder of this MD&A.
- *Critical Accounting Policies and Estimates.* A discussion of accounting policies and estimates that we believe are important to understanding the assumptions and judgments incorporated in our reported financial results.
- *Results of Operations.* An analysis of our continuing financial results comparing fiscal year 2016 to fiscal year 2015 and fiscal year 2015 to fiscal year 2014. A discussion of the results of continuing operations is followed by a more detailed discussion of the results of operations by segment.
- *Liquidity and Capital Resources.* An analysis of changes in our cash flows and a discussion of our liquidity and continuing financial condition.
- *Contractual and Other Obligations.* An overview of contractual obligations, retirement and post-retirement benefit plan contributions, restructuring plans, uncertain tax positions and off-balance sheet arrangements of our continuing operations and separation costs.

We intend the discussion of our continuing financial condition and results of continuing operations that follows to provide information that will assist the reader in understanding our Consolidated Financial Statements, the changes in certain key items in those financial statements from year to year, and the primary factors that accounted for those changes, as well as how certain accounting principles, policies and estimates affect our Consolidated Financial Statements. This discussion should be read in conjunction with our Consolidated Financial Statements and the related notes that appear elsewhere in this document.

HP INC. SEPARATION TRANSACTION

On November 1, 2015 (the "Distribution Date"), we completed the separation of Hewlett Packard Enterprise Company ("Hewlett Packard Enterprise"), Hewlett-Packard Company's former enterprise technology infrastructure, software, services and financing businesses (the "Separation"). In connection with the Separation, Hewlett-Packard Company changed its name to HP Inc. ("HP").

On the Distribution Date, each of our stockholders of record as of the close of business on October 21, 2015 (the "Record Date") received one share of Hewlett Packard Enterprise common stock for every one share of our common stock held as of the Record Date. We distributed a total of approximately 1.8 billion shares of Hewlett Packard Enterprise common stock to our stockholders. Hewlett Packard Enterprise is an independent public company trading on the New York Stock Exchange ("NYSE") under the symbol "HPE". After the Separation, we do not beneficially own any shares of Hewlett Packard Enterprise common stock.

In connection with the Separation, we and Hewlett Packard Enterprise have entered into a separation and distribution agreement as well as various other agreements that provide a framework for the relationships between HP and Hewlett Packard Enterprise going forward, including among others a tax matters agreement, an employee matters agreement, a transition service agreement, a real estate matters agreement, a master commercial agreement and an information technology service agreement.

OVERVIEW

We are a leading global provider of personal computing and other access devices, imaging and printing products, and related technologies, solutions, and services. We sell to individual consumers, small- and medium-sized businesses and large enterprises, including customers in the government, health, and education sectors. We have three segments for financial reporting purposes: Personal Systems, Printing and Corporate Investments. The Personal Systems segment offers Commercial personal computers ("PCs"), Consumer PCs, workstations, thin clients, Commercial tablets and mobility devices, retail point-of-sale systems, displays and other related accessories, software, support, and services for the commercial and consumer markets. The Printing segment provides Consumer and Commercial printer hardware, Supplies, media, solutions and services, as well as scanning devices. Corporate Investments include HP Labs and certain business incubation projects.

- In Personal Systems, our strategic focus is on profitable growth through improved market segmentation with respect to enhanced innovation in multi-operating systems, multi-architecture, geography, customer segments and other key attributes. Additionally, HP is investing in premium and mobility form factors such as convertible notebooks, detachable notebooks, and commercial tablets and mobility devices in order to meet customer preference for mobile, thinner and lighter devices. We expect a decrease in the rate of the market decline and we believe that we are well positioned due to our competitive product lineup.
- In Printing, our strategic focus is on business printing, a shift to contractual solutions and graphics. Business printing includes delivering solutions to SMB and enterprise customers, such as multi-function and PageWide printers, including our JetIntelligence lineup of LaserJet printers. The shift to contractual solutions includes an increased focus on Managed Print Services and Instant Ink, which presents strong aftermarket supplies opportunities. In the graphics space, we are focused on innovations such as our Indigo and Latex product offerings. We plan to continue to focus on shifting the mix in the installed base to higher value units and expanding our innovative ink, laser and graphics and 3D printing programs. We continue to execute on our key initiatives of focusing on products targeted at high usage categories and introducing new revenue delivery models. Our Ink in the Office initiative is continuing to shift the installed base to more valuable units. In the commercial market, our focus is on placing higher value printer units which offer positive annuity of toner and ink, the design and deployment of A3 products and solutions, accelerating growth in graphic solutions products, and launching and developing our first 3D printers. During the third quarter of fiscal year 2016, we announced our decision to make a one-time investment over time to reduce the level of supplies inventory across the channels. This change in the Supplies sales model supports our strategy of maintaining a more consistent value proposition by shifting from a push model to a pull model driven by market demand, and allows for less price variability.

We continue to experience challenges that are representative of trends and uncertainties that may affect our business and results of operations. One set of challenges relates to dynamic and accelerating market trends such as the decline in the PC device market and home printing. A second set of challenges relates to changes in the competitive landscape. Our primary competitors are exerting increased competitive pressure in targeted areas and are entering new markets, our emerging competitors are introducing new technologies and business models, and our alliance partners in some businesses are increasingly becoming our competitors in others. A third set of challenges relates to business model changes and our go-to-market execution.

- In Personal Systems, we are witnessing soft demand in the PC market as customers hold onto their PCs longer, thereby extending PC refresh cycles. Demand for PCs is being impacted by weaker macroeconomic conditions and currency depreciation in Latin America, Canada and certain Asian and European markets. As such, we anticipate continued market headwinds.
- In Printing, we are experiencing the impact of demand challenges in consumer and commercial markets. We are also experiencing an overall competitive pricing environment and have yet to see evidence of a broad move for our Japanese competitors to be less aggressive given the strength of the yen. We obtain a number of components from single sources due to technology, availability, price, quality or other considerations. For instance, we source laser printer engines and laser toner cartridges from Canon. Any decision by either party to not renew our agreement with Canon or to limit or reduce the scope of the agreement could adversely affect our net revenue from LaserJet products; however, we have a long-standing business relationship with Canon and do not anticipate non-renewal of this agreement.

We may also face challenges as a result of the June 23, 2016 referendum by British voters to exit the European Union (commonly known as "Brexit"). The outcome of Brexit and its impact on our business cannot be known until the terms and timing of the United Kingdom's exit are clearer. Until that time, we may face various Brexit-related challenges that may include uncertainty in the markets, volatility in exchange rates and weaker macroeconomic conditions.

To address these challenges, we continue to pursue innovation with a view towards developing new products and services aligned with generating market demand and meeting the needs of our customers and partners. In addition, we need to continue to improve our operations, with a particular focus on enhancing our end-to-end processes and efficiencies. We also need to continue to optimize our sales coverage models, align our sales incentives with our strategic goals, improve channel execution, strengthen our capabilities in our areas of strategic focus, and develop and capitalize on market opportunities.

For a further discussion of trends, uncertainties and other factors that could impact our continuing operating results, see the section entitled "Risk Factors" in Item 1A in this Annual Report on Form 10-K.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

GENERAL

The Consolidated Financial Statements of HP are prepared in accordance with United States ("U.S.") generally accepted accounting principles ("GAAP"), which require management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, net revenue and expenses, and the disclosure of contingent liabilities. Management bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying amount of assets and liabilities that are not readily apparent from other sources. Management has discussed the development, selection and disclosure of these estimates with the Audit Committee of HP's Board of Directors. Management believes that the accounting estimates employed and the resulting amounts are reasonable; however, actual results may differ from these estimates. Making estimates and judgments about future events is inherently unpredictable and is subject to significant uncertainties, some of which are beyond our control. Should any of these estimates and assumptions change or prove to have been incorrect, it could have a material impact on our results of operations, financial position and cash flows.

A summary of significant accounting policies is included in Note 1, "Overview and Summary of Significant Accounting Policies" to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference. An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, if different estimates reasonably could have been used, or if changes in the estimate that are reasonably possible could materially impact the financial statements. Management believes the following critical accounting policies reflect the significant estimates and assumptions used in the preparation of the Consolidated Financial Statements.

REVENUE RECOGNITION

We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred or services are rendered, the sales price or fee is fixed or determinable and collectability is reasonably assured, as well as when other revenue recognition principles are met, including industry-specific revenue recognition guidance.

We enter into contracts to sell our products and services, and while many of our sales agreements contain standard terms and conditions, there are agreements we enter into which contain non-standard terms and conditions. Further, many of our arrangements include multiple elements. As a result, significant contract interpretation may be required to determine the appropriate accounting, including the identification of deliverables considered to be separate units of accounting, the allocation of the transaction price among elements in the arrangement and the timing of revenue recognition for each of those elements.

We recognize revenue for delivered elements as separate units of accounting when the delivered elements have standalone value to the customer. For elements with no standalone value, we recognize revenue consistent with the pattern of the delivery of the final deliverable. If the arrangement includes a customer-negotiated refund or return right or other contingency relative to the delivered items and the delivery and performance of the undelivered items is considered probable and substantially within our control, the delivered element constitutes a separate unit of accounting. In arrangements with combined units of accounting, changes in the allocation of the transaction price among elements may impact the timing of revenue recognition for the contract but will not change the total revenue recognized for the contract.

We establish the selling prices used for each deliverable based on vendor specific objective evidence ("VSOE") of selling price, if available, third-party evidence ("TPE"), if VSOE of selling price is not available, or estimated selling price ("ESP"), if neither VSOE of selling price nor TPE is available. We establish VSOE of selling price using the price charged for a deliverable when sold separately and, in rare instances, using the price established by management having the relevant authority. We evaluate TPE of selling price by reviewing largely similar and interchangeable competitor products or services in standalone sales to similarly situated customers. ESP is established based on management's judgment considering internal factors such as margin objectives, pricing practices and controls, customer segment pricing strategies and the product life cycle. Consideration is also given to market conditions such as competitor pricing strategies and industry technology life cycles. We may modify or develop new go-to-market practices in the future, which may result in changes in selling prices, impacting both VSOE of selling price and ESP. In most arrangements with multiple elements, the transaction price is allocated to the individual units of accounting at inception of the arrangement based on their relative selling price. However, the aforementioned factors may result in a different allocation of the transaction price to deliverables in multiple element arrangements entered into in future periods. This may change the pattern and timing of revenue recognition for identical arrangements executed in future periods, but will not change the total revenue recognized for any given arrangement.

We reduce revenue for customer and distributor programs and incentive offerings, including price protection, rebates, promotions, other volume-based incentives and expected returns. Future market conditions and product transitions may require us to take actions to increase customer incentive offerings, possibly resulting in an incremental reduction of revenue at the time the incentive is offered. For certain incentive programs, we estimate the number of customers expected to redeem the incentive based on historical experience and the specific terms and conditions of the incentive.

For hardware products, we recognize revenue generated from direct sales to end customers and indirect sales to channel partners (including resellers, distributors and value-added solution providers) when the revenue recognition criteria are satisfied. For indirect sales to channel partners, we recognize revenue at the time of delivery when the channel partner has economic substance apart from HP and HP has completed its obligations related to the sale.

We recognize revenue from fixed-price support or maintenance contracts ratably over the contract period.

WARRANTY

We accrue the estimated cost of product warranties at the time we recognize revenue. We evaluate our warranty obligations on a product group basis. Our standard product warranty terms generally include post-sales support and repairs or replacement of a product at no additional charge for a specified period of time. While we engage in extensive product quality programs and processes, including actively monitoring and evaluating the quality of our component suppliers, we base our estimated warranty obligation on contractual warranty terms, repair costs, product call rates, average cost per call, current period product shipments and ongoing product failure rates, as well as specific product class failure outside of our baseline experience. Warranty terms generally range from 90 days to three years for parts, labor and onsite services, depending upon the product. Over the last three fiscal years, the annual warranty expense and actual warranty costs have averaged approximately 2.2% and 2.5% of annual net revenue, respectively.

RESTRUCTURING AND OTHER CHARGES

We have engaged in restructuring actions which require management to estimate the timing and amount of severance and other employee separation costs for workforce reduction and enhanced early retirement programs, fair value of assets made redundant or obsolete, and the fair value of lease cancellation and other exit costs. We accrue for severance and other employee separation costs under these actions when it is probable that benefits will be paid and the amount is reasonably estimable. The rates used in determining severance accruals are based on existing plans, historical experiences and negotiated settlements. Other charges include non-recurring costs that are distinct from ongoing operational costs such as information technology costs incurred in connection with the Separation. For a full description of our restructuring actions, refer to our discussions of restructuring in "Results of Operations" below and in Note 4, "Restructuring and Other Charges" to the Consolidated Financial Statements in Item 8, which are incorporated herein by reference.

RETIREMENT AND POST-RETIREMENT BENEFITS

Our pension and other post-retirement benefit costs and obligations depend on various assumptions. Our major assumptions relate primarily to discount rates, mortality rates, expected increases in compensation levels and the expected long-term return on plan assets. The discount rate assumption is based on current investment yields of high-quality fixed-income securities with maturities similar to the expected benefits payment period. Mortality rates help predict the expected life of plan participants and are based on a historical demographic study of the plan. The expected increase in the compensation levels assumption reflects our long-term actual experience and future expectations. The expected long-term return on plan assets is determined based on asset allocations, historical portfolio results, historical asset correlations and management's expected returns for each asset class. We evaluate our expected return assumptions annually including reviewing current capital market assumptions to assess the reasonableness of the expected long-term return on plan assets. We update the expected long-term return on assets when we observe a sufficient level of evidence that would suggest the long-term expected return has changed. In any fiscal year, significant differences may arise between the actual return and the expected long-term return on plan assets. Historically, differences between the actual return and expected long-term return on plan assets have resulted from changes in target or actual asset allocation, short-term performance relative to expected long-term performance, and to a lesser extent, differences between target and actual investment allocations, the timing of benefit payments compared to expectations, and the use of derivatives intended to effect asset allocation changes or hedge certain investment or liability exposures. For the recognition of net periodic benefit cost, the calculation of the expected long-term return on plan assets uses the fair value of plan assets as of the beginning of the fiscal year unless updated as a result of interim remeasurement.

Our major assumptions vary by plan, and the weighted-average rates used are set forth in Note 5, "Retirement and Post-Retirement Benefit Plans" to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference. The following table provides the impact a change of 25 basis points in each of the weighted-average assumptions of the discount rate, expected increase in compensation levels and expected long-term return on plan assets would have had on our net periodic benefit cost for fiscal year 2016:

	CHANGE IN NET PERIODIC BENEFIT COST IN MILLIONS
Assumptions:	
Discount rate	$9
Expected increase in compensation levels	$2
Expected long-term return on plan assets	$31

TAXES ON EARNINGS

We calculate our current and deferred tax provisions based on estimates and assumptions that could differ from the final positions reflected in our income tax returns. We adjust our current and deferred tax provisions based on income tax returns which are generally filed in the third or fourth quarters of the subsequent fiscal year.

We recognize deferred tax assets and liabilities for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts using enacted tax rates in effect for the year in which we expect the differences to reverse.

We record a valuation allowance to reduce deferred tax assets to the amount that we are more likely than not to realize. In determining the need for a valuation allowance, we consider future market growth, forecasted earnings, future taxable income, the mix of earnings in the jurisdictions in which we operate and prudent and feasible tax planning strategies. In the event we were to determine that it is more likely than not that we will be unable to realize all or part of our deferred tax assets in the future, we would increase the valuation allowance and recognize a corresponding charge to earnings or other comprehensive income in the period in which we make such a determination. Likewise, if we later determine that we are more likely than not to realize the deferred tax assets, we would reverse the applicable portion of the previously recognized valuation allowance. In order for us to realize our deferred tax assets, we must be able to generate sufficient taxable income in the jurisdictions in which the deferred tax assets are located.

Our effective tax rate includes the impact of certain undistributed foreign earnings for which we have not provided United States federal taxes because we plan to reinvest such earnings indefinitely outside the United States. We plan distributions of foreign earnings based on projected cash flow needs as well as the working capital and long-term investment requirements of our foreign subsidiaries and our domestic operations. Based on these assumptions, we estimate the amount we expect to indefinitely invest outside the United States and the amounts we expect to distribute to the United States and provide the United States federal taxes due on amounts expected to be distributed to the United States. Further, as a result of certain employment actions and capital investments we have undertaken, income from manufacturing activities in certain jurisdictions is subject to reduced tax rates and, in some cases, is wholly exempt from taxes for fiscal years through 2027. Material changes in our estimates of cash, working capital and long-term investment requirements in the various jurisdictions in which we do business could impact how future earnings are repatriated to the United States, and our related future effective tax rate.

We are subject to income taxes in the United States and approximately 58 other countries, and we are subject to routine corporate income tax audits in many of these jurisdictions. We believe that positions taken on our tax returns are fully supported, but tax authorities may challenge these positions, which may not be fully sustained on examination by the relevant tax authorities. Accordingly, our income tax provision includes amounts intended to satisfy assessments that may result from these challenges. Determining the income tax provision for these potential assessments and recording the related effects requires management judgments and estimates. The amounts ultimately paid on resolution of an audit could be materially different from the amounts previously included in our income tax provision and, therefore, could have a material impact on our income tax provision, net income and cash flows. Our accrual for uncertain tax positions is attributable primarily to uncertainties concerning the tax treatment of our international operations, including the allocation of income among different jurisdictions, intercompany transactions and related interest. For a further discussion on taxes on earnings, refer to Note 7, "Taxes on Earnings" to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

INVENTORY

We state our inventory at the lower of cost or market on a first-in, first-out basis. We make adjustments to reduce the cost of inventory to its net realizable value at the product group level for estimated excess or obsolescence. Factors influencing these adjustments include changes in demand, technological changes, product life cycle and development plans, component cost trends, product pricing, physical deterioration and quality issues.

GOODWILL

We review goodwill for impairment annually during our fourth quarter and whenever events or changes in circumstances indicate the carrying amount of goodwill may not be recoverable. We can opt to perform a qualitative assessment to test a reporting unit's goodwill for impairment or we can directly perform the two-step impairment test. Based on the qualitative assessment, if we determine that the fair value of a reporting unit is more likely than not (i.e., a likelihood of more than 50 percent) to be less than its carrying amount, the two-step impairment test will be performed.

In the first step of the impairment test, we compare the fair value of each reporting unit to its carrying amount with the fair values derived most significantly from the income approach, and to a lesser extent, the market approach. Under the income approach, we estimate the fair value of a reporting unit based on the present value of estimated future cash flows. We base cash flow projections on management's estimates of revenue growth rates and operating margins, taking into consideration industry and market conditions. We base the discount rate on the weighted-average cost of capital adjusted for the relevant risk associated with business-specific characteristics and the uncertainty related to the reporting unit's ability to execute on the projected cash flows. Under the market approach, we estimate fair value based on market multiples of revenue and earnings derived from comparable publicly-traded companies with similar operating and investment characteristics as the reporting unit. We weight the fair value derived from the market approach depending on the level of comparability of these publicly-traded companies to the reporting unit. When market comparables are not meaningful or not available, we estimate the fair value of a reporting unit using only the income approach.

If the fair value of a reporting unit exceeds the carrying amount of the net assets assigned to that reporting unit, goodwill is not impaired and no further testing is required. If the fair value of the reporting unit is less than its carrying amount, then we perform the second step of the goodwill impairment test to measure the amount of impairment loss, if any. In the second step, we measure the reporting unit's assets, including any unrecognized intangible assets, liabilities and non-controlling interests at fair value in a hypothetical analysis to calculate the implied fair value of goodwill for the reporting unit in the same manner as if the reporting unit was being acquired in a business combination. If the implied fair value of the reporting unit's goodwill is less than its carrying amount, the difference is recorded as an impairment loss.

Our annual goodwill impairment analysis, performed using the qualitative assessment option as of the first day of the fourth quarter of fiscal year 2016, resulted in a conclusion that it was more likely than not that the fair value of our reporting units exceeded their respective carrying values. As a result, we concluded that the first step of the goodwill impairment test was not necessary.

FAIR VALUE OF DERIVATIVE INSTRUMENTS

We use derivative instruments to manage a variety of risks, including risks related to foreign currency exchange rates and interest rates. We use forwards, swaps and at times, options to hedge certain foreign currency and interest rate exposures. We do not use derivative instruments for speculative purposes. As of October 31, 2016, the gross notional value of our derivative portfolio was $17.9 billion. Assets and liabilities related to derivative instruments are measured at fair value, and were $325 million and $97 million, respectively as of October 31, 2016.

Fair value is the price we would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. In the absence of active markets for the identical assets or liabilities, such measurements involve developing assumptions based on market observable data and, in the absence of such data, internal information that is consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date. The determination of fair value often involves significant judgments about assumptions such as determining an appropriate discount rate that factors in both risk and liquidity premiums, identifying the similarities and differences in market transactions, weighting those differences accordingly and then making the appropriate adjustments to those market transactions to reflect the risks specific to the asset or liability being valued. We generally use industry standard valuation models to measure the fair value of our derivative positions. When prices in active markets are not available for the identical asset or liability, we use industry standard valuation models to measure fair value. Where applicable, these models project future cash flows and discount the future amounts to present value using market-based observable inputs, including interest rate curves, HP and counterparty credit risk, foreign currency exchange rates, and forward and spot prices.

For a further discussion on fair value measurements and derivative instruments, refer to Note 10, "Fair Value" and Note 11, "Financial Instruments", respectively, to the Consolidated Financial Statements in Item 8, which are incorporated herein by reference.

LOSS CONTINGENCIES

We are involved in various lawsuits, claims, investigations and proceedings including those consisting of intellectual property ("IP"), commercial, securities, employment, employee benefits and environmental matters that arise in the ordinary course of business. We record a liability when we believe that it is both probable that a liability has been incurred and the amount of loss can be reasonably estimated. Significant judgment is required to determine both the probability of having incurred a liability and the estimated amount of the liability. We review these matters at least quarterly and adjust these liabilities to reflect the impact of negotiations, settlements, rulings, advice of legal counsel and other updated information and events, pertaining to a particular case. Pursuant to the separation and distribution agreement, we share responsibility with Hewlett Packard Enterprise for certain matters, as discussed in Note 15, "Litigation and Contingencies" to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference, and Hewlett Packard Enterprise has agreed to indemnify us in whole or in part with respect to certain matters. Based on our experience, we believe that any damage amounts claimed in the specific litigation and contingencies matters further discussed in Note 15, "Litigation and Contingencies", are not a meaningful indicator of HP's potential liability. Litigation is inherently unpredictable. However, we believe we have valid defenses with respect to legal matters pending against us. Nevertheless, cash flows or results of operations could be materially affected in any particular period by the resolution of one or more of these contingencies. We believe we have recorded adequate provisions for any such matters and, as of October 31, 2016, it was not reasonably possible that a material loss had been incurred in excess of the amounts recognized in our financial statements.

RECENT ACCOUNTING PRONOUNCEMENTS

For a summary of recent accounting pronouncements applicable to our consolidated financial statements see Note 1, "Overview and Summary of Significant Accounting Policies" to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference.

RESULTS OF OPERATIONS

Revenue from our international operations has historically represented, and we expect will continue to represent, a majority of our overall net revenue. As a result, our net revenue growth has been impacted, and we expect it will continue to be impacted, by fluctuations in foreign currency exchange rates. In order to provide a framework for assessing performance excluding the impact of foreign currency fluctuations, we supplementally present the year-over-year percentage change in net revenue on a constant currency basis, which assumes no change in foreign currency exchange rates from the prior-year period and does not adjust for any repricing or demand impacts from changes in foreign currency exchange rates. This information is provided so that net revenue can be viewed with and without the effect of fluctuations in foreign currency exchange rates, which is consistent with how management evaluates our net revenue results and trends. This constant currency disclosure is provided in addition to, and not as a substitute for, the year-over-year percentage change in net revenue on a GAAP basis. Other companies may calculate and define similarly labeled items differently, which may limit the usefulness of this measure for comparative purposes.

HP INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Results of operations in dollars and as a percentage of net revenue were as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31					
	2016		2015		2014	
	DOLLARS IN MILLIONS					
Net revenue	$48,238	100.0%	$51,463	100.0%	$56,651	100.0%
Cost of revenue	39,240	81.3%	41,524	80.7%	45,431	80.2%
Gross profit	8,998	18.7%	9,939	19.3%	11,220	19.8%
Research and development	1,209	2.5%	1,191	2.3%	1,298	2.3%
Selling, general and administrative	3,840	8.0%	4,720	9.2%	5,361	9.5%
Amortization of intangible assets	16	0.0%	102	0.2%	129	0.2%
Restructuring and other charges	205	0.4%	63	0.1%	176	0.3%
Defined benefit plan settlement charges (credits)	179	0.4%	(57)	(0.1)%	—	—
Earnings from continuing operations before interest and taxes	3,549	7.4%	3,920	7.6%	4,256	7.5%
Interest and other, net	212	0.4%	(388)	(0.7)%	(393)	(0.7)%
Earnings from continuing operations before taxes	3,761	7.8%	3,532	6.9%	3,863	6.8%
(Provision for) benefit from taxes	(1,095)	(2.3)%	186	0.3%	(939)	(1.6)%
Net earnings from continuing operations	2,666	5.5%	3,718	7.2%	2,924	5.2%
Net (loss) earnings from discontinued operations, net of taxes	(170)		836		2,089	
Net earnings	$2,496		$4,554		$5,013	

NET REVENUE

In fiscal year 2016, total net revenue from continuing operations decreased 6.3% (decreased 2% on a constant currency basis) as compared with fiscal year 2015. Net revenue from the United States increased 1.7% to $18.0 billion, while net revenue from outside of the United States decreased 10.4% to $30.2 billion. The primary factors contributing to the net revenue decline were unfavorable currency impacts, weak market demand, competitive pricing pressures and the change in the Supplies sales model. The net revenue decline was driven by decline in supplies, commercial and consumer printers, commercial and consumer desktops and consumer notebooks, partially offset by growth in commercial notebooks.

In fiscal year 2015, total net revenue from continuing operations decreased 9.2% (decreased 4.7% on a constant currency basis) as compared with fiscal year 2014. Net revenue from the United States decreased 2.6% to $17.7 billion, while net revenue from outside of the United States decreased 12.2% to $33.7 billion. The primary factors contributing to the net revenue decline were unfavorable currency impacts, particularly in EMEA, weak market demand and competitive pricing pressures. The net revenue decline was driven by desktops and supplies, partially offset by growth in notebooks and graphics products.

A more detailed discussion of the factors contributing to the changes in segment net revenue is included under "Segment Information" below.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

GROSS MARGIN

Our gross margin from continuing operations decreased to 18.7% for fiscal year 2016 compared with 19.3% for fiscal year 2015. The decline in gross margin performance was primarily due to unfavorable currency impacts, partially offset by operational improvements.

Our gross margin from continuing operations decreased to 19.3% for fiscal year 2015 compared with 19.8% for fiscal year 2014. The primary factors impacting gross margin performance were competitive pricing environment and unfavorable currency impacts, partially offset by favorable component costs in Personal Systems, favorable mix of ink and graphics supplies and operational cost improvements.

A more detailed discussion of the factors contributing to the changes in segment gross margins is included under "Segment Information" below.

OPERATING EXPENSES

RESEARCH AND DEVELOPMENT ("R&D")

R&D expense increased 2% in fiscal year 2016 as compared to fiscal year 2015 primarily due to incremental investments in A3 and 3D printing, partially offset by favorable currency impacts.

R&D expense decreased 8% in fiscal year 2015 as compared to fiscal year 2014 primarily due to favorable currency impacts.

SELLING, GENERAL AND ADMINISTRATIVE ("SG&A")

SG&A expense decreased 19% in fiscal year 2016 as compared to fiscal year 2015 primarily due to gains from the divestiture of certain software assets to Open Text Corporation, lower corporate governance and other overhead costs related to the pre-Separation combined entity, our cost saving initiatives and favorable currency impacts. These effects were partially offset by the gain from the divestiture of Snapfish in the prior-year period.

SG&A expense decreased 12% in fiscal year 2015 as compared to fiscal year 2014 primarily due to favorable currency impacts and declines in go-to-market costs as a result of lower commissions and productivity initiatives.

AMORTIZATION OF INTANGIBLE ASSETS

Amortization expense decreased by $86 million and $27 million in fiscal year 2016 and in fiscal year 2015 respectively, primarily due to prior acquisitions reaching the end of their respective amortization periods.

RESTRUCTURING AND OTHER CHARGES

Restructuring and other charges increased by $142 million in fiscal year 2016 primarily due to severance pay and infrastructure related charges from our restructuring plan initially announced in September 2015 (the "Fiscal 2015 Plan").

On October 10, 2016, our Board of Directors approved a restructuring plan (the "Fiscal 2017 Plan") which will be implemented through fiscal year 2019. HP recognized $24 million of charges related to the Fiscal 2017 Plan during the fourth quarter of fiscal year 2016.

Restructuring and other charges decreased by $113 million in fiscal year 2015 primarily due to lower charges from our restructuring plan initially announced in May 2012 (the "Fiscal 2012 Plan"). HP recognized $39 million of charges related to the Fiscal 2015 Plan during the fourth quarter of fiscal year 2015.

INTEREST AND OTHER, NET

Interest and other, net expense decreased by $600 million in fiscal year 2016. The decrease was primarily due to changes in indemnification receivables from Hewlett Packard Enterprise for certain tax liabilities that HP is jointly and severally liable for, but for which it is indemnified by Hewlett Packard Enterprise under the tax matters agreement and lower foreign currency losses, partially offset by lower interest income.

Interest and other, net expense decreased by $5 million in fiscal year 2015. The decrease was due to lower other miscellaneous expense.

PROVISION FOR TAXES

Our effective tax rates were 29.1%, (5.3)% and 24.3% in fiscal years 2016, 2015 and 2014, respectively. Our effective tax rate generally differs from the U.S. federal statutory rate of 35% due to favorable tax rates associated with certain earnings from our operations in lower tax jurisdictions throughout the world. The jurisdictions with favorable tax rates that had the most significant impact on our effective tax rate in the periods presented were Puerto Rico, Singapore, China, Malaysia and Ireland. We plan to reinvest certain earnings of these jurisdictions indefinitely outside the United States and therefore has not provided U.S. taxes on those indefinitely reinvested earnings. In addition to the above factors, the overall tax rates in fiscal year 2016 were impacted by adjustments to valuation allowances and uncertain tax positions.

HP INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

For a reconciliation of our effective tax rate to the U.S. federal statutory rate of 35% and further explanation of our provision for taxes, see Note 7, "Taxes on Earnings" to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference.

In fiscal 2016, we recorded $301 million of net income tax charges related to items unique to the year for continuing operations. These amounts primarily include uncertain tax position charges of $525 million related to pre-separation tax matters. In addition, we recorded $62 million of net tax benefits on restructuring and other charges, $52 million of net tax benefits related to the release of foreign valuation allowances and $41 million of net tax benefits arising from the retroactive research and development credit provided by the Consolidated Appropriations Act of 2016 signed into law in December 2015 and $70 million of other tax benefit.

In fiscal year 2015, we recorded $1.2 billion of net income tax benefits related to items unique to the year. These amounts included $1.7 billion of tax benefits due to a release of valuation allowances pertaining to certain U.S. deferred tax assets, $449 million of tax charges related to uncertain tax positions on pension transfers, $70 million of tax benefits related to state tax impacts, and $6 million of income tax charges related to various other items. In addition, we recorded $33 million of income tax charges on restructuring and pension-related costs.

In fiscal year 2014, we recorded $69 million of net income tax benefits related to items unique to the year. These amounts included $37 million of income tax benefits related to provision to return adjustments, $25 million of income tax charges related to state rate changes, $41 million of income tax benefits for adjustments related to uncertain tax positions, and $16 million of income tax benefits related to other items.

SEGMENT INFORMATION

A description of the products and services for each segment can be found in Note 3, "Segment Information," to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference. Future changes to this organizational structure may result in changes to the segments disclosed.

PERSONAL SYSTEMS

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
	DOLLARS IN MILLIONS		
Net revenue	$29,987	$31,520	$34,387
Earnings from operations	$1,150	$1,022	$1,265
Earnings from operations as a % of net revenue	3.8%	3.2%	3.7%

The components of net revenue and the weighted net revenue change by business unit were as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	NET REVENUE		WEIGHTED NET REVENUE CHANGE PERCENTAGE POINTS
	2016	2015	
	DOLLARS IN MILLIONS		
Notebook PCs	$16,982	$17,271	(0.9)
Desktop PCs	9,956	10,941	(3.1)
Workstations	1,870	2,018	(0.5)
Other	1,179	1,290	(0.4)
Total Personal Systems	$29,987	$31,520	(4.9)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	NET REVENUE		WEIGHTED NET REVENUE CHANGE PERCENTAGE POINTS
	2015	2014	
	DOLLARS IN MILLIONS		
Notebook PCs	$17,271	$17,540	(0.8)
Desktop PCs	10,941	13,197	(6.6)
Workstations	2,018	2,218	(0.6)
Other	1,290	1,432	(0.3)
Total Personal Systems	$31,520	$34,387	(8.3)

FISCAL YEAR 2016 COMPARED WITH FISCAL YEAR 2015

Personal systems net revenue decreased 4.9% (decreased 0.9% on a constant currency basis) in fiscal year 2016. The net revenue decline in Personal Systems was primarily due to unfavorable currency impacts and weak market demand. Personal Systems net revenue decreased as a result of a 3.5% decline in unit volume along with a 1% decline in average selling price ("ASP") as compared to the prior-year period. The unit volume decline was primarily due to an overall decline in desktops and consumer notebooks, partially offset by unit volume growth in commercial notebooks. The decline in ASP was primarily due to competitive pricing in the commercial segment partially offset by favorable pricing in the consumer segment and favorable mix shift in consumer high-end premium products.

Consumer and commercial revenue both decreased by 5%, primarily due to weak market demand, partially offset by an increase in commercial notebooks and PC services. Net revenue declined 2% in Notebooks, 9% in Desktops, 7% in Workstations and 9% in Other as compared to the prior-year period. The net revenue decline in Other was primarily due to lower sales in consumer tablets and Personal Systems options partially offset by revenue growth in PC services.

Personal Systems earnings from operations as a percentage of net revenue increased by 0.6 percentage points in fiscal year 2016. The increase was primarily due to growth in gross margin driven by favorable commodity costs combined with product mix and increase in PC services, the effects of which were partially offset by unfavorable currency impacts in revenue. Operating expenses as a percentage of net revenue increased by 0.1 percentage point primarily driven by an increase in field selling cost.

FISCAL YEAR 2015 COMPARED WITH FISCAL YEAR 2014

Personal Systems net revenue decreased 8.3% (decreased 3.1% on a constant currency basis) in fiscal year 2015. The net revenue decline in Personal Systems was primarily due to unfavorable currency impacts, particularly in EMEA, and weakening market demand. Personal Systems net revenue decreased as a result of a 5% decline in ASP and a 3% decline in unit volume. The decline in ASP was primarily due to unfavorable currency impacts, a shift in consumer PCs to low end products and a lower mix of commercial PCs within Personal Systems. The unit volume decline was primarily due to a unit volume decline in desktops, partially offset by a unit volume growth in notebooks, both consumer and commercial.

Net revenue for commercial clients decreased 8% primarily due to unfavorable currency impacts, a decline in commercial desktops as a result of weak market demand and higher net revenue in the prior-year period resulting from the replacement of the Windows XP operating system. Net revenue for consumer clients decreased 8% primarily due to unfavorable currency impacts and a decline in consumer desktops. Net revenue declined 17% in Desktop PCs, 2% in Notebook PCs, 9% in Workstations and 10% in Other. The net revenue decline in Other was primarily due to a decline in consumer tablets, the sale of intellectual property assets in the prior-year period, and unfavorable currency impacts, the effects of which were partially offset by increased sales of extended warranties.

Personal Systems earnings from operations as a percentage of net revenue decreased by 0.5 percentage points for fiscal year 2015 as a result of a decline in gross margin combined with an increase in operating expenses as a percentage of net revenue. The decline in gross margin was primarily due to unfavorable currency impacts and a lower mix of commercial products, partially offset by favorable component costs and operational cost improvements. Operating expenses as a percentage of net revenue increased primarily due to the size of the net revenue decline, higher administrative expenses as a result of lower bad debt recoveries as compared to the prior-year period and higher R&D investments in commercial, mobility and immersive computing products, the effects of which were partially offset by a decline in field selling costs as a result of favorable currency impacts and operational cost improvements.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

PRINTING

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
	DOLLARS IN MILLIONS		
Net revenue	$18,260	$21,232	$23,211
Earnings from operations	$3,128	$3,765	$4,161
Earnings from operations as a % of net revenue	17.1%	17.7%	17.9%

The components of the net revenue and weighted net revenue change by business unit were as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	NET REVENUE		WEIGHTED NET REVENUE CHANGE PERCENTAGE POINTS
	2016	2015	
	DOLLARS IN MILLIONS		
Supplies	$11,875	$13,979	(9.9)
Commercial Hardware	5,131	5,466	(1.6)
Consumer Hardware	1,254	1,787	(2.5)
Total Printing	$18,260	$21,232	(14.0)

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	NET REVENUE		WEIGHTED NET REVENUE CHANGE PERCENTAGE POINTS
	2015	2014	
	DOLLARS IN MILLIONS		
Supplies	$13,979	$14,917	(4.0)
Commercial Hardware	5,466	6,035	(2.5)
Consumer Hardware	1,787	2,259	(2.0)
Total Printing	$21,232	$23,211	(8.5)

FISCAL YEAR 2016 COMPARED WITH FISCAL YEAR 2015

Printing net revenue decreased 14.0% (decreased 9.3% on a constant currency basis) for fiscal year 2016. The decline in net revenue was primarily due to unfavorable currency impacts, weakness in demand, impact from the change in the Supplies sales model and competitive pricing pressures. These factors resulted in a net revenue decline across Supplies and Consumer and Commercial Hardware. Net revenue for Supplies decreased 15.1% as compared to the prior-year period, primarily due to unfavorable currency impacts, demand weakness combined with a competitive pricing environment and impact of the change in the Supplies sales model. Printer unit volume decreased 12% and ASP increased by 2% as compared to the prior-year period. Printer unit volume decreased due to weakness in demand, our pricing discipline and focus on placing positive NPV units. Printer ASP increased primarily due to a favorable mix shift to high-value printers, partially offset by unfavorable currency impacts.

Net revenue for Commercial Hardware decreased 6% for fiscal year 2016 as compared to the prior-year period primarily driven by a 6% decline in unit volume and a decrease in other peripheral printing solutions. The unit volume in Commercial Hardware declined primarily due to a unit volume decline in LaserJet printers. The ASP in Commercial Hardware increased slightly primarily due to mix shift to high-value printer sales offset by unfavorable currency impacts. Printer unit volume in Consumer Hardware declined 15%, combined with a decline in other printing solutions largely driven by the divestiture of Snapfish in the prior-year period and a 9%

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

decline in ASP, resulted in a 30% decline in Consumer Hardware net revenue for fiscal year 2016 as compared to the prior-year period. The unit volume decline in Consumer Hardware was primarily due to weakness in demand, our pricing discipline and our continued efforts to place positive NPV units. The ASP in Consumer Hardware decreased primarily due to unfavorable currency impacts.

Printing earnings from operations as a percentage of net revenue decreased by 0.6% percentage points for fiscal year 2016 as compared to the prior-year period due to decline in gross margin, partially offset by the gains from the divestiture of certain software assets. The gross margin decline was primarily due to unfavorable currency impacts and supplies mix, partially offset by operational improvements and favorable mix of printers. Operating expenses decreased primarily due to the gains from the divestiture of certain software assets to Open Text Corporation and cost-saving initiatives.

FISCAL YEAR 2015 COMPARED WITH FISCAL YEAR 2014

Printing net revenue decreased 8.5% (decreased 5.1% on a constant currency basis) for fiscal year 2015. The decline in net revenue was primarily due to unfavorable currency impacts, decline in Supplies, weak market demand and competitive pricing pressures, the effects of which were partially offset by growth in graphics products. From a regional perspective, Printing experienced a net revenue decline across all regions, primarily in EMEA and particularly in Russia as a result of challenges in those markets.

Net revenue for Supplies decreased 6% primarily due to unfavorable currency impacts and demand weakness in toner and ink, partially offset by growth in graphics supplies. The demand weakness in toner was particularly in EMEA, led by a net revenue decline in Russia. Printer unit volumes declined 7% while ASP decreased 7%. Printer unit volume declined primarily due to a decline in LaserJet and home printer units, the effects of which were partially offset by growth in graphics printer units. The ASP for printers decreased primarily due to a highly competitive pricing environment and unfavorable currency impacts on Inkjet and LaserJet printers. Net revenue for Commercial Hardware decreased 9% driven by a 7% decline in printer unit volume and a 4% decline in ASP, partially offset by a net revenue increase in other peripheral solutions. In Commercial Hardware, the decline in unit volume was primarily due to an overall decline in LaserJet printer units, partially offset by growth in graphics printer units. The ASP decline in Commercial Hardware was primarily due to a competitive pricing environment and unfavorable currency impacts. Net revenue for Consumer Hardware decreased 21% driven by a 13% decline in ASP, 7% decline in unit volume and a decline in other peripheral solutions. The ASP decline in Consumer Hardware was primarily due to a competitive pricing environment and unfavorable currency impacts. The unit volume decline in Consumer Hardware was primarily due to lower sales of home and SMB printer units.

Printing earnings from operations as a percentage of net revenue declined 0.2 percentage points for fiscal year 2015 due to a decline in gross margin, partially offset by lower operating expenses as a percentage of net revenue. The decline in gross margin was primarily due to a competitive pricing environment in hardware and unfavorable currency impacts, the effects of which were partially offset by a favorable mix of ink and graphics supplies and favorable currency impacts from the Japanese yen. Operating expenses as a percentage of net revenue decreased primarily due to our cost saving initiatives, lower marketing expenses, the impact of the divestiture of our photo printing service Snapfish and favorable currency impacts.

CORPORATE INVESTMENTS

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
	DOLLARS IN MILLIONS		
Net revenue	$7	$20	$296
(Loss) earnings from operations	$(98)	$(43)	$157
(Loss) earnings from operations as a % of net revenue(1)	NM	NM	53%

(1) "NM" represents not meaningful.

FISCAL YEAR 2016 COMPARED WITH FISCAL YEAR 2015

The loss from operations for fiscal year 2016 was primarily due to expenses associated with our incubation projects.

FISCAL YEAR 2015 COMPARED WITH FISCAL YEAR 2014

The net revenue decrease for fiscal year 2015 was primarily due to the sale of intellectual property assets related to the Palm acquisition in the prior-year period.

The increase in the loss from operations for fiscal year 2015 was primarily due to the sale of intellectual property assets in the prior-year period and higher expenses associated with incubation projects and HP Labs.

LIQUIDITY AND CAPITAL RESOURCES

We use cash generated by operations as our primary source of liquidity. We believe that internally generated cash flows are generally sufficient to support our operating businesses, capital expenditures, restructuring activities, maturing debt, income tax payments and the payment of stockholder dividends, in addition to investments and share repurchases. We are able to supplement this short-term liquidity, if necessary, with broad access to capital markets and credit facilities made available by various domestic and foreign financial institutions. Our access to capital markets may be constrained and our cost of borrowing may increase under certain business, market and economic conditions; however, our access to a variety of funding sources to meet our liquidity needs is designed to facilitate continued access to capital resources under all such conditions. Our liquidity is subject to various risks including the risks identified in the section entitled "Risk Factors" in Item 1A and market risks identified in the section entitled "Quantitative and Qualitative Disclosures about Market Risk" in Item 7A, which is incorporated herein by reference.

Our cash balances are held in numerous locations throughout the world, with majority of those amounts held outside of the United States. We utilize a variety of planning and financing strategies in an effort to ensure that our worldwide cash is available when and where it is needed. Our cash position remains strong, and we expect that our cash balances, anticipated cash flow generated from operations and access to capital markets will be sufficient to cover our expected near-term cash outlays.

In September 2016, HP entered into a definitive agreement to acquire Samsung Electronics Co., Ltd.'s printer business for $1.05 billion. The transaction is expected to close within 12 months pending regulatory review and other customary closing conditions.

Amounts held outside of the United States are generally utilized to support non-U.S. liquidity needs, although a portion of those amounts may from time to time be subject to short-term intercompany loans into the United States. Most of the amounts held outside of the United States could be repatriated to the United States but, under current law, some would be subject to U.S. federal income taxes, less applicable foreign tax credits. Repatriation of some foreign earnings is restricted by local law. Except for foreign earnings that are considered indefinitely reinvested outside of the United States, we have provided for the U.S. federal tax liability on these earnings for financial statement purposes. Repatriation could result in additional income tax payments in future years. Where local restrictions prevent an efficient intercompany transfer of funds, our intent is that cash balances would remain outside of the United States and we would meet liquidity needs through ongoing cash flows, external borrowings, or both. We do not expect restrictions or potential taxes incurred on repatriation of amounts held outside of the United States to have a material effect on our overall liquidity, financial condition or results of operations.

LIQUIDITY

Our cash and cash equivalents and total debt for continuing operations were as follows:

	AS OF OCTOBER 31		
	2016	2015	2014
		IN BILLIONS	
Cash and cash equivalents	$6.3	$7.6	$12.9
Total debt	$6.8	$8.9	$18.2

Our historical statements of cash flows represent the combined cash flows and key cash flow metrics of HP prior to the Separation and have not been revised to reflect the effect of the Separation. For further information on discontinued operations, see Note 2, "Discontinued Operations" in the Consolidated Financial Statements and notes thereto included in Item 8, "Financial Statements and Supplementary Data", which is incorporated herein by reference.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Our key cash flow metrics were as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
		IN MILLIONS	
Net cash provided by operating activities	$3,230	$6,490	$12,333
Net cash provided by (used in) investing activities	48	(5,534)	(2,792)
Net cash (used in) provided by financing activities	(14,423)	1,344	(6,571)
Net (decrease) increase in cash and cash equivalents	$(11,145)	$2,300	$2,970

OPERATING ACTIVITIES

Net cash provided by operating activities decreased by $3.3 billion for fiscal year 2016 as compared to fiscal year 2015, since the net cash provided by operating activities for fiscal year 2015 included the impact of discontinued operations, which is not included in the net cash provided by operating activities for fiscal year 2016, as a result of the Separation.

Net cash provided by operating activities decreased by approximately $5.8 billion for fiscal year 2015 as compared to fiscal year 2014. The decrease was due primarily to lower cash generated from working capital management activities, payments for Separation costs, lower cash receipts from contract manufacturers and financing receivables, lower net earnings in the current period, unfavorable currency impacts, as well as higher cash payments for prepaid expenses and employee benefits.

WORKING CAPITAL METRICS

Management utilizes current cash conversion cycle information to manage our working capital level. The table below presents the cash conversion cycle as of October 31, 2016 and October 31, 2015.

	AS OF OCTOBER 31		
	2016	2015	2014
Days of sales outstanding in accounts receivable	30	35	33
Days of supply in inventory	39	39	35
Days of purchases outstanding in accounts payable	(98)	(93)	(86)
Cash conversion cycle	(29)	(19)	(18)

The cash conversion cycle is the sum of days of sales outstanding in accounts receivable ("DSO") and days of supply in inventory ("DOS") less days of purchases outstanding in accounts payable ("DPO"). Items which may cause the cash conversion cycle in a particular period to differ from a long-term sustainable rate include, but are not limited to, changes in business mix, changes in payment terms, extent of receivables factoring, seasonal trends and the timing of revenue recognition and inventory purchases within the period.

DSO measures the average number of days our receivables are outstanding. DSO is calculated by dividing ending accounts receivable, net of allowance for doubtful accounts, by a 90-day average of net revenue. For fiscal year 2016, the decrease in DSO compared to fiscal year 2015 was primarily due to favorable revenue linearity and strong collections, partially offset by unfavorable currency impacts. For fiscal year 2015, the increase in DSO compared to fiscal year 2014 was primarily due to lower usage of cash discounts by our customers.

DOS measures the average number of days from procurement to sale of our product. DOS is calculated by dividing ending inventory by a 90-day average of cost of goods sold. For fiscal year 2016, the DOS was flat compared to fiscal year 2015 due to strong inventory management offset by higher inventory balance to support future sales levels. For fiscal year 2015, the increase in DOS compared to fiscal year 2014 was due to higher inventory balance to support future sales levels.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

DPO measures the average number of days our accounts payable balances are outstanding. DPO is calculated by dividing ending accounts payable by a 90-day average of cost of goods sold. For fiscal year 2016, the increase in DPO compared to fiscal year 2015 was primarily the result of extension of payment terms with our product suppliers and increased strategic inventory purchases. For fiscal year 2015, the increase in DPO compared to fiscal year 2014 was primarily the result of purchasing linearity and an extension of payment terms with our product suppliers.

INVESTING ACTIVITIES

Net cash used in investing activities decreased by $5.6 billion for fiscal year 2016 as compared to fiscal year 2015, due to capital expenditures and payments made in connection with business acquisitions, net of cash acquired, in fiscal year 2015 by the discontinued operations.

Net cash used in investing activities increased by approximately $2.7 billion for fiscal year 2015 as compared to fiscal year 2014, primarily due to the acquisition of Aruba Networks, Inc., which was transferred to Hewlett Packard Enterprise as a part of the Separation.

FINANCING ACTIVITIES

Net cash used in financing activities increased by $15.8 billion in fiscal year 2016 primarily due to the cash transfer of $10.4 billion to Hewlett Packard Enterprise in connection with the Separation, the redemption of $2.1 billion of U.S. Dollar Global Notes and cash utilization of $2.0 billion for repurchases of common stock and dividends.

Net cash used in financing activities decreased by approximately $7.9 billion for fiscal year 2015 as compared to net cash used in financing activities of $6.6 billion in fiscal year 2014. The change was primarily due to proceeds from the issuance of senior unsecured notes in October 2015 by Hewlett Packard Enterprise in principal amount of $14.6 billion and higher proceeds from issuance of commercial paper, partially offset by the redemption of $6.6 billion of U.S. Dollar Global Notes and higher repayment of commercial paper as compared to fiscal year 2014.

CAPITAL RESOURCES

DEBT LEVELS

	AS OF OCTOBER 31		
	2016	2015	2014
	DOLLARS IN MILLIONS		
Short-term debt	$78	$2,194	$2,594
Long-term debt	$6,758	$6,677	$15,563
Debt-to-equity ratio	(1.76)x	0.32x	0.67x
Weighted-average interest rate	4.2%	3.7%	2.7%

We maintain debt levels that we establish through consideration of a number of factors, including cash flow expectations, cash requirements for operations, investment plans (including acquisitions), share repurchase activities, our cost of capital and targeted capital structure.

Short-term debt decreased by $2.1 billion and long-term debt increased by $0.1 billion for fiscal year 2016 as compared to fiscal year 2015. The net decrease in total debt was primarily due to redemption of $2.1 billion of fixed rate U.S. Dollar Global Notes in November 2015.

Short-term debt decreased by $0.4 billion and long-term debt decreased by $8.9 billion for fiscal year 2015 as compared to fiscal year 2014. The net decrease in total debt was primarily due to the redemption of $6.6 billion of U.S. Dollar Global Notes in connection with the Separation and maturities of $2.5 billion of U.S. Dollar Global Notes in fiscal year 2015. During the month of November 2015, we paid $2.1 billion for the redemption of U.S. Dollar Global Notes as part of the final settlement of the debt redeemed as a part of the Separation.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Our debt-to-equity ratio is calculated as the carrying amount of debt divided by total stockholders' equity. Our debt-to-equity ratio decreased by 2.08x in fiscal year 2016, primarily due to negative equity resulting from the transfer of net assets of $32.5 billion to Hewlett Packard Enterprise and redemption of $2.1 billion of fixed-rate U.S. Dollar Global Notes due to the Separation. During fiscal year 2016, we generated operating cash flow of $3.2 billion. Our debt-to-equity ratio decreased by 0.35x in fiscal year 2015, due to a decrease in total debt balances of $9.3 billion coupled with an increase in total stockholders' equity by $1.0 billion at the end of fiscal year 2015.

Our weighted-average interest rate reflects the effective interest rate on our borrowings prevailing during the period and reflects the effect of interest rate swaps. For more information on our interest rate swaps, see Note 11, "Financial Instruments" in the Consolidated Financial Statements and notes thereto in Item 8, "Financial Statements and Supplementary Data".

As of October 31, 2016, we maintain a senior unsecured committed revolving credit facility with aggregate lending commitments of $4.0 billion, which will be available until April 2, 2019 and is primarily to support the issuance of commercial paper. Funds borrowed under this revolving credit facility may also be used for general corporate purposes.

AVAILABLE BORROWING RESOURCES

As of October 31, 2016, we had available borrowing resources of $822 million from uncommitted lines of credit in addition to our $4.0 billion senior unsecured committed revolving credit facility discussed above. For more information on our borrowings, see Note 12, "Borrowings", to the Consolidated Financial Statements in Item 8 of Part II, which is incorporated herein by reference.

CREDIT RATINGS

Our credit risk is evaluated by major independent rating agencies based upon publicly available information as well as information obtained in our ongoing discussions with them. While we do not have any rating downgrade triggers that would accelerate the maturity of a material amount of our debt, previous downgrades have increased the cost of borrowing under our credit facilities, have reduced market capacity for our commercial paper and have required the posting of additional collateral under some of our derivative contracts. In addition, any further downgrade to our credit ratings by any rating agencies may further impact us in a similar manner, and, depending on the extent of any such downgrade, could have a negative impact on our liquidity and capital position. We can access alternative sources of funding, including drawdowns under our credit facilities, if necessary, to offset potential reductions in the market capacity for our commercial paper.

CONTRACTUAL AND OTHER OBLIGATIONS

Our contractual and other obligations as of October 31, 2016, were as follows:

		PAYMENTS DUE BY PERIOD			
	TOTAL	1 YEAR OR LESS	1-3 YEARS	3-5 YEARS	MORE THAN 5 YEARS
		DOLLARS IN MILLIONS			
Principal payments on debt[1]	$6,558	$28	$421	$2,899	$3,210
Interest payments on debt[2]	2,758	274	542	484	1,458
Purchase obligations[3]	249	63	99	76	11
Operating lease obligations[4]	850	156	303	173	218
Capital lease obligations[5]	248	59	109	68	12
Total[6][7][8]	$10,663	$580	$1,474	$3,700	$4,909

(1) Amounts represent the principal cash payments relating to our short-term and long-term debt and do not include any fair value adjustments, discounts or premiums.

(2) Amounts represent the expected interest payments relating to our short-term and long-term debt. We have outstanding interest rate swap agreements accounted for as fair value hedges that have the economic effect of changing fixed interest rates associated with some of our U.S. Dollar Global Notes to variable interest rates. The impact of our outstanding interest rate swaps at October 31, 2016 was factored into the calculation of the future interest payments on debt.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

(3) Purchase obligations include agreements to purchase goods or services that are enforceable and legally binding on us and that specify all significant terms, including fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. These purchase obligations are related principally to inventory and other items. Purchase obligations exclude agreements that are cancelable without penalty. Purchase obligations also exclude open purchase orders that are routine arrangements entered into in the ordinary course of business as they are difficult to quantify in a meaningful way. Even though open purchase orders are considered enforceable and legally binding, the terms generally allow us the option to cancel, reschedule, and adjust terms based on our business needs prior to the delivery of goods or performance of services.

(4) Amounts represent the operating lease obligations, net of total sublease income of $218 million.

(5) Amounts represent the capital lease obligations, including total capital lease interest obligations of $35 million.

(6) *Retirement and Post-Retirement Benefit Plan Contributions.* In fiscal year 2017, we anticipate making contributions of $26 million to non-U.S. pension plans, approximately $33 million to cover benefit payments to U.S. non-qualified pension plan participants and approximately $9 million to cover benefit claims for our post-retirement benefit plans. Our policy is to fund our pension plans so that we meet at least the minimum contribution requirements, as established by local government, funding and taxing authorities. Expected contributions and payments to our pension and post-retirement benefit plans are excluded from the contractual obligations table because they do not represent contractual cash outflows as they are dependent on numerous factors which may result in a wide range of outcomes. For more information on our retirement and post-retirement benefit plans, see Note 5, "Retirement and Post-Retirement Benefit Plans", to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference.

(7) *Cost Savings Plans.* We expect to make future cash payments of between $384 million and $534 million in connection with our cost savings plans through fiscal year 2019. These payments have been excluded from the contractual obligations table, because they do not represent contractual cash outflows and there is uncertainty as to the timing of these payments. For more information on our restructuring activities, see Note 4, "Restructuring and Other Charges", to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference.

(8) *Uncertain Tax Positions.* As of October 31, 2016, we had approximately $1.9 billion of recorded liabilities and related interest and penalties pertaining to uncertain tax positions. We are unable to make a reasonable estimate as to when cash settlement with the tax authorities might occur due to the uncertainties related to these tax matters. Payments of these obligations would result from settlements with taxing authorities. For more information on our uncertain tax positions, see Note 7, "Taxes on Earnings", to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference.

OFF-BALANCE SHEET ARRANGEMENTS

As part of our ongoing business, we have not participated in transactions that generate material relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

We have third-party short-term financing arrangements intended to facilitate the working capital requirements of certain customers. For more information on our third-party short-term financing arrangements, see Note 8 "Balance Sheet Details" to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

In the normal course of business, we are exposed to foreign currency exchange rate and interest rate risks that could impact our financial position and results of operations. Our risk management strategy with respect to these market risks may include the use of derivative financial instruments. We use derivative contracts only to manage existing underlying exposures. Accordingly, we do not use derivative contracts for speculative purposes. Our risks, risk management strategy and a sensitivity analysis estimating the effects of changes in fair value for each of these exposures is outlined below.

Actual gains and losses in the future may differ materially from the sensitivity analyses based on changes in the timing and amount of foreign currency exchange rate and interest rate movements and our actual exposures and derivatives in place at the time of the change, as well as the effectiveness of the derivative to hedge the related exposure.

FOREIGN CURRENCY EXCHANGE RATE RISK

We are exposed to foreign currency exchange rate risk inherent in our sales commitments, anticipated sales, anticipated purchases and assets and liabilities denominated in currencies other than the U.S. dollar. We transact business in approximately 44 currencies worldwide, of which the most significant foreign currencies to our operations for fiscal year 2016 were the euro, Chinese yuan renminbi, the British pound and the Indian rupee. For most currencies, we are a net receiver of the foreign currency and therefore benefit from a weaker U.S. dollar and are adversely affected by a stronger U.S. dollar relative to the foreign currency. Even where we are a net receiver of the foreign currency, a weaker U.S. dollar may adversely affect certain expense figures, if taken alone.

We use a combination of forward contracts and at times, options designated as cash flow hedges to protect against the foreign currency exchange rate risks inherent in our forecasted net revenue and, to a lesser extent, cost of sales and intercompany loans denominated in currencies other than the U.S. dollar. In addition, when debt is denominated in a foreign currency, we may use swaps to exchange the foreign currency principal and interest obligations for U.S. dollar-denominated amounts to manage the exposure to changes in foreign currency exchange rates. We also use other derivatives not designated as hedging instruments consisting primarily of forward contracts to hedge foreign currency balance sheet exposures. Alternatively, we may choose not to hedge the risk associated with our foreign currency exposures, primarily if such exposure acts as a natural hedge for offsetting amounts denominated in the same currency or if the currency is too difficult or too expensive to hedge.

We have performed sensitivity analyses for continuing operations as of October 31, 2016 and 2015, using a modeling technique that measures the change in the fair values arising from a hypothetical 10% adverse movement in the levels of foreign currency exchange rates relative to the U.S. dollar, with all other variables held constant. The analyses cover all of our foreign currency derivative contracts offset by underlying exposures. The foreign currency exchange rates we used in performing the sensitivity analysis were based on market rates in effect at October 31, 2016 and 2015. The sensitivity analyses indicated that a hypothetical 10% adverse movement in foreign currency exchange rates would result in a foreign exchange fair value loss of $41 million and $54 million for continuing operations at October 31, 2016 and October 31, 2015, respectively.

INTEREST RATE RISK

We also are exposed to interest rate risk related to debt we have issued and our investment portfolio.

We issue long-term debt in either U.S. dollars or foreign currencies based on market conditions at the time of financing. We often use interest rate and/or currency swaps to modify the market risk exposures in connection with the debt to achieve U.S. dollar LIBOR-based floating interest expense. The swap transactions generally involve the exchange of fixed for floating interest payments. However, we may choose not to swap fixed for floating interest payments or may terminate a previously executed swap if we believe a larger proportion of fixed-rate debt would be beneficial.

In order to hedge the fair value of certain fixed-rate investments, we may enter into interest rate swaps that convert fixed interest returns into variable interest returns. We may use cash flow hedges to hedge the variability of LIBOR-based interest income received on certain variable-rate investments. We may also enter into interest rate swaps that convert variable rate interest returns into fixed-rate interest returns.

We have performed sensitivity analyses for continuing operations as of October 31, 2016 and 2015, using a modeling technique that measures the change in the fair values arising from a hypothetical 10% adverse movement in the levels of interest rates across the entire yield curve, with all other variables held constant. The analyses cover our debt, investments and interest rate swaps. The analyses use actual or approximate maturities for the debt, investments and interest rate swaps. The discount rates used were based on the market interest rates in effect at October 31, 2016 and 2015. The sensitivity analyses for continuing operations indicated that a hypothetical 10% adverse movement in interest rates would have resulted in a loss in the fair values of our debt and investments, net of interest rate swaps, of $51 million at October 31, 2016 and $67 million at October 31, 2015.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

TABLE OF CONTENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of HP Inc.

We have audited the accompanying consolidated balance sheets of HP Inc. and subsidiaries as of October 31, 2016 and 2015, and the related consolidated statements of earnings, comprehensive income, stockholders' (deficit) equity, and cash flows for each of the three years in the period ended October 31, 2016. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of HP Inc. and subsidiaries at October 31, 2016 and 2015, and the consolidated results of their operations and their cash flows for each of the three years in the period ended October 31, 2016, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), HP Inc. and subsidiaries' internal control over financial reporting as of October 31, 2016, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated December 15, 2016 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

San Jose, California
December 15, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of HP Inc.

We have audited HP Inc. and subsidiaries' internal control over financial reporting as of October 31, 2016, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). HP Inc. and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, HP Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of October 31, 2016, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of HP Inc. and subsidiaries as of October 31, 2016 and 2015, and the related consolidated statements of earnings, comprehensive income, stockholders' (deficit) equity and cash flows for each of the three years in the period ended October 31, 2016 and our report dated December 15, 2016 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

San Jose, California
December 15, 2016

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

HP's management is responsible for establishing and maintaining adequate internal control over financial reporting for HP. HP's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. HP's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of HP; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of HP are being made only in accordance with authorizations of management and directors of HP; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of HP's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

HP's management assessed the effectiveness of HP's internal control over financial reporting as of October 31, 2016, utilizing the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework (2013 framework). Based on the assessment by HP's management, we determined that HP's internal control over financial reporting was effective as of October 31, 2016. The effectiveness of HP's internal control over financial reporting as of October 31, 2016 has been audited by Ernst & Young LLP, HP's independent registered public accounting firm, as stated in their report which appears on page 54 of this Annual Report on Form 10-K.

/s/ DION J. WEISLER

Dion J. Weisler
President and Chief Executive Officer
December 15, 2016

/s/ CATHERINE A. LESJAK

Catherine A. Lesjak
Chief Financial Officer
December 15, 2016

HP INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS

	For the fiscal years ended October 31		
	2016	2015	2014
	In millions, except per share amounts		
Net revenue	$48,238	$51,463	$56,651
Costs and expenses:			
Cost of revenue	39,240	41,524	45,431
Research and development	1,209	1,191	1,298
Selling, general and administrative	3,840	4,720	5,361
Restructuring and other charges	205	63	176
Amortization of intangible assets	16	102	129
Defined benefit plan settlement charges (credits)	179	(57)	—
Total costs and expenses	44,689	47,543	52,395
Earnings from continuing operations	3,549	3,920	4,256
Interest and other, net	212	(388)	(393)
Earnings from continuing operations before taxes	3,761	3,532	3,863
(Provision for) benefit from taxes	(1,095)	186	(939)
Net earnings from continuing operations	2,666	3,718	2,924
Net (loss) earnings from discontinued operations	(170)	836	2,089
Net earnings	$2,496	$4,554	$5,013
Net earnings (loss) per share:			
Basic			
Continuing operations	$1.54	$2.05	$1.55
Discontinued operations	(0.10)	0.46	1.11
Total basic net earnings per share	$1.44	$2.51	$2.66
Diluted			
Continuing operations	$1.53	$2.02	$1.53
Discontinued operations	(0.10)	0.46	1.09
Total diluted net earnings per share	$1.43	$2.48	$2.62
Weighted-average shares used to compute net earnings per share:			
Basic	1,730	1,814	1,882
Diluted	1,743	1,836	1,912

The accompanying notes are an integral part of these Consolidated Financial Statements.

HP INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
		IN MILLIONS	
Net earnings	$2,496	$4,554	$5,013
Other comprehensive loss before taxes:			
Change in unrealized gains (losses) on available-for-sale securities:			
Unrealized gains (losses) arising during the period	1	(17)	7
Gains reclassified into earnings	—	—	(1)
	1	(17)	6
Change in unrealized components of cash flow hedges:			
Unrealized gains arising during the period	199	1,091	337
Losses (gains) reclassified into earnings	63	(1,312)	151
	262	(221)	488
Change in unrealized components of defined benefit plans:			
Losses arising during the period	(759)	(548)	(2,756)
Amortization of actuarial loss and prior service benefit	51	443	259
Curtailments, settlements and other	183	115	51
	(525)	10	(2,446)
Change in cumulative translation adjustment	—	(207)	(85)
Other comprehensive loss before taxes	(262)	(435)	(2,037)
Benefit from (provision for) taxes	45	14	(66)
Other comprehensive loss, net of taxes	(217)	(421)	(2,103)
Comprehensive income	$2,279	$4,133	$2,910

The accompanying notes are an integral part of these Consolidated Financial Statements.

HP INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	As of October 31	
	2016	2015
	In millions, except par value	
ASSETS		
Current assets:		
Cash and cash equivalents	$6,288	$7,584
Accounts receivable	4,114	4,825
Inventory	4,484	4,288
Other current assets	3,582	4,498
Current assets of discontinued operations	—	30,592
Total current assets	18,468	51,787
Property, plant and equipment	1,736	1,492
Goodwill	5,622	5,680
Other non-current assets	3,184	1,592
Non-current assets of discontinued operations	—	46,331
Total assets	$29,010	$106,882
LIABILITIES AND STOCKHOLDERS' (DEFICIT) EQUITY		
Current liabilities:		
Notes payable and short-term borrowings	$78	$2,194
Accounts payable	11,103	10,194
Employee compensation and benefits	759	747
Taxes on earnings	231	243
Deferred revenue	919	1,051
Other accrued liabilities	5,718	6,241
Current liabilities of discontinued operations	—	21,521
Total current liabilities	18,808	42,191
Long-term debt	6,758	6,677
Other non-current liabilities	7,333	7,414
Non-current liabilities of discontinued operations	—	22,449
Commitments and contingencies		
Stockholders' (deficit) equity:		
HP stockholders' (deficit) equity		
Preferred stock, $0.01 par value (300 shares authorized; none issued)	—	—
Common stock, $0.01 par value (9,600 shares authorized; 1,712 and 1,804 shares issued and outstanding at October 31, 2016, and 2015 respectively)	17	18
Additional paid in capital	1,030	1,963
Retained (deficit) earnings	(3,498)	32,089
Accumulated other comprehensive loss	(1,438)	(6,302)
Total HP stockholders' (deficit) equity	(3,889)	27,768
Non-controlling interests of discontinued operations	—	383
Total stockholders' (deficit) equity	(3,889)	28,151
Total liabilities and stockholders' (deficit) equity	$29,010	$106,882

The accompanying notes are an integral part of these Consolidated Financial Statements.

HP INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the fiscal years ended October 31		
	2016	2015	2014
		In millions	
Cash flows from operating activities:			
Net earnings	$2,496	$4,554	$5,013
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization	332	4,061	4,334
Stock-based compensation expense	182	709	560
Provision for doubtful accounts	65	71	55
Provision for inventory	95	305	211
Restructuring and other charges	200	1,017	1,619
Deferred taxes on earnings	401	(700)	(34)
Excess tax benefit from stock-based compensation	(6)	(145)	(58)
Other, net	(198)	1,031	81
Changes in operating assets and liabilities, net of acquisitions:			
Accounts receivable	565	572	2,017
Financing receivables	—	(65)	420
Inventory	(291)	(330)	(580)
Accounts payable	928	31	1,912
Taxes on earnings	106	(137)	310
Restructuring and other	(157)	(1,243)	(1,506)
Other assets and liabilities	(1,488)	(3,241)	(2,021)
Net cash provided by operating activities	3,230	6,490	12,333
Cash flows from investing activities:			
Investment in property, plant and equipment	(433)	(3,603)	(3,853)
Proceeds from sale of property, plant and equipment	6	424	843
Purchases of available-for-sale securities and other investments	(126)	(259)	(1,086)
Maturities and sales of available-for-sale securities and other investments	133	302	1,347
Payments made in connection with business acquisitions, net of cash acquired	(7)	(2,644)	(49)
Proceeds from business divestitures, net	475	246	6
Net cash provided by (used in) investing activities	48	(5,534)	(2,792)

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
		IN MILLIONS	
Cash flows from financing activities:			
Short-term borrowings with original maturities less than 90 days, net	97	74	148
Proceeds from debt, net of issuance costs	4	20,758	2,875
Payment of debt	(2,188)	(15,867)	(6,037)
Settlement of cash flow hedges	4	(4)	—
Net transfer of cash and cash equivalents to Hewlett Packard Enterprise Company	(10,375)	—	—
Issuance of common stock under employee stock plans	48	371	297
Repurchase of common stock	(1,161)	(2,883)	(2,728)
Excess tax benefit from stock-based compensation	6	145	58
Cash dividends paid	(858)	(1,250)	(1,184)
Net cash (used in) provided by financing activities	(14,423)	1,344	(6,571)
(Decrease) increase in cash and cash equivalents	(11,145)	2,300	2,970
Cash and cash equivalents at beginning of period	17,433	15,133	12,163
Cash and cash equivalents at end of period	$6,288	$17,433	$15,133
Supplemental cash flow disclosures:			
Income taxes paid, net of refunds	$587	$1,012	$1,267
Interest expense paid	$318	$532	$678
Supplemental schedule of non-cash investing and financing activities:			
Purchase of assets under capital leases	$185	$70	$113
Stock awards assumed in business acquisitions	$—	$31	$—

The accompanying notes are an integral part of these Consolidated Financial Statements.

HP INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' (DEFICIT) EQUITY

	COMMON STOCK							
	NUMBER OF SHARES	PAR VALUE	ADDITIONAL PAID-IN CAPITAL	RETAINED (DEFICIT) EARNINGS	ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME	TOTAL HP STOCKHOLDERS' (DEFICIT) EQUITY	NON-CONTROLLING INTERESTS OF DISCONTINUED OPERATIONS	TOTAL
	IN MILLIONS, EXCEPT NUMBER OF SHARES IN THOUSANDS							
Balance October 31, 2013	1,907,883	$19	$5,465	$25,563	$(3,778)	$27,269	$387	$27,656
Net earnings				5,013		5,013		5,013
Other comprehensive loss, net of taxes					(2,103)	(2,103)		(2,103)
Comprehensive income						2,910		2,910
Issuance of common stock in connection with employee stock plans and other	23,785		142	1		143		143
Repurchases of common stock	(92,380)	(1)	(2,694)	(262)		(2,957)		(2,957)
Tax deficiency from employee stock plans			(43)			(43)		(43)
Cash dividends declared				(1,151)		(1,151)		(1,151)
Stock-based compensation expense			560			560		560
Changes in non-controlling interest							9	9
Balance October 31, 2014	1,839,288	$18	$3,430	$29,164	$(5,881)	$26,731	$396	$27,127
Net earnings				4,554		4,554		4,554
Other comprehensive loss, net of taxes					(421)	(421)		(421)
Comprehensive income						4,133		4,133
Issuance of common stock in connection with employee stock plans and other	39,834		(34)	1		(33)		(33)
Repurchases of common stock	(75,403)		(2,237)	(411)		(2,648)		(2,648)
Assumption of equity awards in connection with acquisitions			31			31		31
Tax benefit from employee stock plans			64			64		64
Cash dividends declared				(1,219)		(1,219)		(1,219)
Stock-based compensation expense			709			709		709
Changes in non-controlling interest							(13)	(13)
Balance October 31, 2015	1,803,719	$18	$1,963	$32,089	$(6,302)	$27,768	$383	$28,151

	Common Stock							
	Number of Shares	**Par Value**	**Additional Paid-in Capital**	**Retained (Deficit) Earnings**	**Accumulated Other Comprehensive (Loss) Income**	**Total HP Stockholders' (Deficit) Equity**	**Non-controlling Interests of Discontinued Operations**	**Total**
			In millions, except number of shares in thousands					
Separation of Hewlett Packard Enterprise				(37,225)	5,081	(32,144)	(383)	(32,527)
Net earnings				2,496		2,496		2,496
Other comprehensive loss, net of taxes					(217)	(217)		(217)
Comprehensive income						2,279		2,279
Issuance of common stock in connection with employee stock plans and other	8,227		29			29		29
Repurchases of common stock	(99,855)	(1)	(1,144)			(1,145)		(1,145)
Cash dividends declared				(858)		(858)		(858)
Stock-based compensation expense			182			182		182
Balance October 31, 2016	1,712,091	$17	$1,030	$(3,498)	$(1,438)	$(3,889)	$—	$(3,889)

The accompanying notes are an integral part of these Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: OVERVIEW AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

OVERVIEW

On November 1, 2015 (the "Distribution Date"), Hewlett-Packard Company completed the separation of Hewlett Packard Enterprise Company ("Hewlett Packard Enterprise"), Hewlett-Packard Company's former enterprise technology infrastructure, software, services and financing businesses (the "Separation"). In connection with the Separation, Hewlett-Packard Company changed its name to HP Inc. ("HP").

On the Distribution Date, each of HP's stockholders of record as of the close of business on October 21, 2015 (the "Record Date") received one share of Hewlett Packard Enterprise common stock for every one share of HP common stock held as of the Record Date. Hewlett Packard Enterprise is an independent public company trading on the New York Stock Exchange ("NYSE") under the symbol "HPE". HP distributed a total of approximately 1.8 billion shares of Hewlett Packard Enterprise common stock to HP's stockholders. After the Separation, HP does not beneficially own any shares of Hewlett Packard Enterprise common stock.

In connection with the Separation, HP and Hewlett Packard Enterprise entered into a separation and distribution agreement as well as various other agreements that provide a framework for the relationships between the parties, including among others a tax matters agreement, an employee matters agreement, a transition service agreement, a real estate matters agreement, a master commercial agreement and an information technology service agreement. For more information on the impacts of these agreements, see Note 5, "Retirement and Post-Retirement Benefit Plans", Note 6, "Stock-Based Compensation", Note 7, "Taxes on Earnings", Note 15, "Litigation and Contingencies" and Note 16, "Guarantees, Indemnifications and Warranties".

BASIS OF PRESENTATION

The accompanying Consolidated Financial Statements of HP and its wholly-owned subsidiaries are prepared in conformity with United States ("U.S.") generally accepted accounting principles ("GAAP"). For all the periods prior to the Separation, the financial results of Hewlett Packard Enterprise are presented as net earnings from discontinued operations in the Consolidated Statements of Earnings and assets and liabilities from discontinued operations in the Consolidated Balance Sheets. The historical statements of comprehensive income and cash flows and the balances related to stockholders' (deficit) equity have not been revised to reflect the effect of the Separation. For further information on discontinued operations, see Note 2, "Discontinued Operations".

PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements include the accounts of HP and its subsidiaries and affiliates in which HP has a controlling financial interest or is the primary beneficiary. All intercompany balances and transactions have been eliminated.

USE OF ESTIMATES

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in HP's Consolidated Financial Statements and accompanying notes. Actual results could differ materially from those estimates.

FOREIGN CURRENCY TRANSLATION

HP uses the U.S. dollar as its functional currency. Assets and liabilities denominated in non-U.S. dollars are remeasured into U.S. dollars at current exchange rates for monetary assets and liabilities and at historical exchange rates for nonmonetary assets and liabilities. Net revenue, costs and expenses denominated in non-U.S. dollars are recorded in U.S. dollars at monthly average exchange rates prevailing during the period. HP includes gains or losses from foreign currency remeasurement in Interest and other, net in the Consolidated Statements of Earnings.

RECENT ACCOUNTING PRONOUNCEMENTS

In August 2016, the Financial Accounting Standards Board ("FASB") issued guidance which amends the existing accounting standards for the classification of certain cash receipts and cash payments on the statement of cash flows. HP is required to adopt the guidance in the first quarter of fiscal year 2019. Earlier adoption is permitted. HP is currently evaluating the impact of this guidance on its Consolidated Financial Statements.

In June 2016, the FASB issued guidance which requires credit losses on financial assets measured at amortized cost basis to be presented at the net amount expected to be collected, not based on incurred losses. Further, credit losses on available-for-sale debt securities should be recorded through an allowance for credit losses limited to the amount by which fair value is below amortized cost. HP is required to adopt the guidance in the first quarter of fiscal year 2021. Earlier adoption is permitted. HP is currently evaluating the impact of this guidance on its Consolidated Financial Statements.

In March 2016, the FASB issued guidance which amends the existing accounting standards for share-based payments. The amendment changes the accounting for share-based payment transactions, including the income tax consequences, classification of awards as

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 1: OVERVIEW AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

either equity or liabilities, and classification on the statements of cash flows. HP is required to adopt the guidance in the first quarter of fiscal year 2018. Earlier adoption is permitted. HP has elected to early adopt the amendment in the first quarter of fiscal year 2017. HP expects that the implementation of this guidance will not have a material effect on its Consolidated Financial Statements.

In February 2016, the FASB issued guidance which amends the existing accounting standards for leases. Consistent with current guidance, the recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee primarily will depend on its classification. Under the new guidance, a lessee will be required to recognize assets and liabilities for all leases with lease terms of more than twelve months. HP is required to adopt the guidance in the first quarter of fiscal year 2020 using a modified retrospective approach. Earlier adoption is permitted. HP is currently evaluating the timing and the impact of this guidance on its Consolidated Financial Statements.

In January 2016, the FASB issued guidance which amends the existing accounting standards for the recognition and measurement of financial assets and financial liabilities. The updated guidance primarily addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. HP is required to adopt the guidance in the first quarter of fiscal year 2019. The amendments should be applied by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption, with other amendments related specifically to equity securities without readily determinable fair values applied prospectively. HP is currently evaluating the timing and the impact of this guidance on its Consolidated Financial Statements.

In May 2015, the FASB issued guidance which amends the existing disclosures for investments in certain entities that calculate net asset value per share (or its equivalent). This amendment removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amendment also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. HP is required to adopt the guidance in the first quarter of fiscal year 2017. Earlier adoption is permitted. HP will adopt the amendment in the first quarter of fiscal year 2017. HP expects that the implementation of this guidance will impact the disclosures on its notes to the Consolidated Financial Statements but will not have an effect on its Consolidated Balance Sheets or Consolidated Statements of Earnings.

In April 2015, the FASB amended the existing accounting standards for intangible assets. The amendments provide explicit guidance to customers in determining the accounting for fees paid in a cloud computing arrangement, wherein the arrangements that do not convey a software license to the customer are accounted for as service contracts. HP is required to adopt the guidance in the first quarter of fiscal year 2017; however earlier adoption is permitted. The amendment may be adopted either prospectively to all arrangements entered into or materially modified after the effective date or retrospectively. HP will adopt the amendments prospectively in the first quarter of fiscal year 2017. HP expects that the implementation of this guidance will not have a material effect on its Consolidated Financial Statements.

In April 2015, the FASB amended the existing accounting standards for the presentation of debt issuance costs. The amendments require that debt issuance costs related to a recognized debt liability be presented on the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by these amendments. HP is required to adopt the guidance in the first quarter of fiscal year 2017. Earlier adoption is permitted. The amendments should be applied retrospectively with the adjusted balance sheet of each individual period presented, in order to reflect the period-specific effects of applying the new guidance. HP will adopt the amendments in the first quarter of fiscal year 2017. HP expects that the implementation of this guidance will not have a material effect on its Consolidated Financial Statements.

In May 2014, the FASB amended the existing accounting standards for revenue recognition. The amendments are based on the principle that revenue should be recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In August 2015, the FASB issued an accounting standard update for a one-year deferral of the effective date, with an option of applying the standard on the original effective date, which for HP is the first quarter of fiscal year 2018. In accordance with this deferral, HP is required to adopt these amendments in the first quarter of fiscal year 2019. The amendments may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of initial application. HP is continuing to evaluate the impact of this guidance and the transition alternatives on its Consolidated Financial Statements.

REVENUE RECOGNITION

GENERAL

HP recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or services are rendered, the sales price or fee is fixed or determinable, and collectability is reasonably assured. Additionally, HP recognizes hardware revenue on sales to channel partners, including resellers, distributors or value-added solution providers at the time of delivery when the channel partners have economic substance apart from HP, and HP has completed its obligations related to the sale.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 1: OVERVIEW AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

HP reduces revenue for customer and distributor programs and incentive offerings, including price protection, rebates, promotions, other volume-based incentives and expected returns, at the later of the date of revenue recognition or the date the sales incentive is offered. Future market conditions and product transitions may require HP to take actions to increase customer incentive offerings, possibly resulting in an incremental reduction of revenue at the time the incentive is offered. For certain incentive programs, HP estimates the number of customers expected to redeem the incentive based on historical experience and the specific terms and conditions of the incentive.

In instances when revenue is derived from sales of third-party vendor products or services, HP records revenue on a gross basis when HP is a principal to the transaction and on a net basis when HP is acting as an agent between the customer and the vendor. HP considers several factors to determine whether it is acting as a principal or an agent, most notably whether HP is the primary obligor to the customer, has established its own pricing and has inventory and credit risks.

HP reports revenue net of any taxes collected from customers and remitted to government authorities, with the collected taxes recorded as current liabilities until remitted to the relevant government authority.

MULTIPLE ELEMENT ARRANGEMENTS

When a sales arrangement contains multiple elements or deliverables, such as hardware and/or services, HP allocates revenue to each element based on a selling price hierarchy. The selling price for a deliverable is based on its vendor specific objective evidence ("VSOE") of selling price, if available, third-party evidence ("TPE") if VSOE of selling price is not available, or estimated selling price ("ESP") if neither VSOE of selling price nor TPE is available. HP establishes VSOE of selling price using the price charged for a deliverable when sold separately and, in rare instances, using the price established by management having the relevant authority. HP evaluates TPE of selling price by reviewing largely similar and interchangeable competitor products or services in standalone sales to similarly situated customers. HP establishes ESP based on management judgment considering internal factors such as margin objectives, pricing practices and controls, customer segment pricing strategies and the product life cycle. Consideration is also given to market conditions such as competitor pricing strategies and technology industry life cycles.

In most arrangements with multiple elements, HP allocates the transaction price to the individual units of accounting at inception of the arrangement based on their relative selling price. HP limits the amount of revenue recognized for delivered elements to the amount that is not contingent on the future delivery of products or services, future performance obligations or subject to customer-specified refund or return rights.

HP evaluates each deliverable in an arrangement to determine whether it represents a separate unit of accounting. A deliverable constitutes a separate unit of accounting when it has standalone value to the customer. For deliverables with no standalone value, HP recognizes revenue consistent with the pattern of delivery of the final deliverable. If the arrangement includes a customer-negotiated refund or return right or other contingency relative to the delivered items, and the delivery and performance of the undelivered items is considered probable and substantially within HP's control, the delivered element constitutes a separate unit of accounting. In arrangements with combined units of accounting, changes in the allocation of the transaction price among elements may impact the timing of revenue recognition for the contract but will not change the total revenue recognized for the contract.

NET REVENUE

HARDWARE

Under HP's standard terms and conditions of sale, HP transfers title and risk of loss to the customer at the time product is delivered to the customer and recognizes revenue accordingly, unless customer acceptance is uncertain or significant obligations to the customer remain. HP reduces revenue for estimated customer returns, price protection, rebates and other programs offered under sales agreements established by HP with its distributors and resellers. HP records revenue from the sale of equipment under sales-type leases as revenue at the inception of the lease. HP accrues the estimated cost of post-sale obligations, including standard product warranties, based on historical experience at the time HP recognizes revenue.

SERVICES

HP recognizes revenue from fixed-price support or maintenance contracts ratably over the contract period and recognizes the costs associated with these contracts as incurred.

DEFERRED REVENUE

HP records amounts invoiced to customers in excess of revenue recognized as deferred revenue until the revenue recognition criteria are satisfied. HP records revenue that is earned and recognized in excess of amounts invoiced on services contracts as trade receivables. Deferred revenue represents amounts invoiced in advance for product support contracts and product sales.

HP INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 1: OVERVIEW AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

SHIPPING AND HANDLING

HP includes costs related to shipping and handling in Cost of revenue.

STOCK-BASED COMPENSATION

HP determines stock-based compensation expense based on the measurement date fair value of the award. HP recognizes compensation cost only for those awards expected to meet the service and performance vesting conditions on a straight-line basis over the requisite service period of the award. HP determines compensation costs at the aggregate grant level for service-based awards and at the individual vesting tranche level for awards with performance and/or market conditions. HP estimates the forfeiture rate based on its historical experience.

RETIREMENT AND POST-RETIREMENT PLANS

HP has various defined benefit, other contributory and noncontributory retirement and post-retirement plans. HP generally amortizes unrecognized actuarial gains and losses on a straight-line basis over the average remaining estimated service life of participants. In limited cases, HP amortizes actuarial gains and losses using the corridor approach. See Note 5, "Retirement and Post-Retirement Benefit Plans" for a full description of these plans and the accounting and funding policies.

ADVERTISING

Costs to produce advertising are expensed as incurred during production. Costs to communicate advertising are expensed when the advertising is first run. Such costs totaled approximately $586 million in fiscal year 2016, $635 million in fiscal year 2015 and $614 million in fiscal year 2014.

RESTRUCTURING AND OTHER CHARGES

HP records charges associated with management-approved restructuring plans to reorganize one or more of HP's business segments, to remove duplicative headcount and infrastructure associated with business acquisitions or to simplify business processes and accelerate innovation. Restructuring charges can include severance costs to eliminate a specified number of employees, infrastructure charges to vacate facilities and consolidate operations, and contract cancellation costs. HP records restructuring charges based on estimated employee terminations and site closure and consolidation plans. HP accrues for severance and other employee separation costs under these actions when it is probable that benefits will be paid and the amount is reasonably estimable. The rates used in determining severance accruals are based on existing plans, historical experiences and negotiated settlements. Other charges include non-recurring costs that are distinct from ongoing operational costs such as information technology costs incurred in connection with the Separation.

TAXES ON EARNINGS

HP recognizes deferred tax assets and liabilities for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts using enacted tax rates in effect for the year the differences are expected to reverse. HP records a valuation allowance to reduce the deferred tax assets to the amount that is more likely than not to be realized.

HP records accruals for uncertain tax positions when HP believes that it is not more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. HP makes adjustments to these accruals when facts and circumstances change, such as the closing of a tax audit or the refinement of an estimate. The provision for income taxes includes the effects of adjustments for uncertain tax positions, as well as any related interest and penalties.

ACCOUNTS RECEIVABLE

HP establishes an allowance for doubtful accounts for accounts receivable. HP records a specific reserve for individual accounts when HP becomes aware of specific customer circumstances, such as in the case of a bankruptcy filing or deterioration in the customer's operating results or financial position. If there are additional changes in circumstances related to the specific customer, HP further adjusts estimates of the recoverability of receivables. HP maintains bad debt reserves for all other customers based on a variety of factors, including the use of third-party credit risk models that generate quantitative measures of default probabilities based on market factors, the financial condition of customers, the length of time receivables are past due, trends in the weighted-average risk rating for the portfolio, macroeconomic conditions, information derived from competitive benchmarking, significant one-time events and historical experience. The past due or delinquency status of a receivable is based on the contractual payment terms of the receivable.

HP has third-party short-term financing arrangements intended to facilitate the working capital requirements of certain customers. These financing arrangements, which in certain cases provide for partial recourse, result in the transfer of HP's trade receivables to a third party. HP reflects amounts transferred to, but not yet collected from, the third party in accounts receivable in the Consolidated Balance Sheets. For arrangements involving an element of recourse, the fair value of the recourse obligation is measured using market data from similar transactions and reported as a current liability in the Consolidated Balance Sheets.

HP INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 1: OVERVIEW AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

CONCENTRATIONS OF RISK

Financial instruments that potentially subject HP to significant concentrations of credit risk consist principally of cash and cash equivalents, investments, receivables from trade customers and contract manufacturers and derivatives.

HP maintains cash and cash equivalents, investments, derivatives and certain other financial instruments with various financial institutions. These financial institutions are located in many different geographic regions, and HP's policy is designed to limit exposure from any particular institution. As part of its risk management processes, HP performs periodic evaluations of the relative credit standing of these financial institutions. HP has not sustained material credit losses from instruments held at these financial institutions. HP utilizes derivative contracts to protect against the effects of foreign currency and interest rate exposures. Such contracts involve the risk of non-performance by the counterparty, which could result in a material loss. The likelihood of which HP deems to be remote.

HP sells a significant portion of its products through third-party distributors and resellers and, as a result, maintains individually significant receivable balances with these parties. If the financial condition or operations of these distributors' and resellers' aggregated business deteriorates substantially, HP's operating results could be adversely affected. The ten largest distributor and reseller receivable balances, which were concentrated primarily in North America and Europe, collectively represented approximately 34% and 42% of gross accounts receivable as of October 31, 2016 and 2015, respectively. No single customer accounts for more than 10% of gross accounts receivable as of October 31, 2016 or 2015. Credit risk with respect to other accounts receivable is generally diversified due to the large number of entities comprising HP's customer base and their dispersion across many different industries and geographic regions. HP performs ongoing credit evaluations of the financial condition of its third-party distributors, resellers and other customers and may require collateral, such as letters of credit and bank guarantees, in certain circumstances.

HP utilizes outsourced manufacturers around the world to manufacture HP-designed products. HP may purchase product components from suppliers and sell those components to its outsourced manufacturers thereby creating receivable balances from the outsourced manufacturers. The three largest outsourced manufacturer receivable balances collectively represented 78% and 81% of HP's supplier receivables of $774 million and $634 million as of October 31, 2016 and 2015, respectively. HP includes the supplier receivables in Other current assets in the Consolidated Balance Sheets on a gross basis. HP's credit risk associated with these receivables is mitigated wholly or in part, by the amount HP owes to these outsourced manufacturers, as HP generally has the legal right to offset its payables to the outsourced manufacturers against these receivables. HP does not reflect the sale of these components in net revenue and does not recognize any profit on these component sales until the related products are sold by HP, at which time any profit is recognized as a reduction to cost of revenue.

HP obtains a significant number of components from single source suppliers due to technology, availability, price, quality or other considerations. The loss of a single source supplier, the deterioration of HP's relationship with a single source supplier, or any unilateral modification to the contractual terms under which HP is supplied components by a single source supplier could adversely affect HP's net revenue and gross margins.

Upon completion of the Separation on November 1, 2015, HP recorded net income tax indemnification receivables from Hewlett Packard Enterprise for certain income tax liabilities that HP is jointly and severally liable for, but for which it is indemnified by Hewlett Packard Enterprise under the tax matters agreement ("TMA"). The actual amount that Hewlett Packard Enterprise may be obligated to pay HP could vary depending upon the outcome of certain unresolved tax matters, which may not be resolved for several years. The net receivable as of October 31, 2016 was $1.6 billion.

INVENTORY

HP values inventory at the lower of cost or market. Cost is computed using standard cost which approximates actual cost on a first-in, first-out basis. Adjustments to reduce the cost of inventory to its net realizable value are made, if required, for estimated excess, obsolete or impaired balances.

PROPERTY, PLANT AND EQUIPMENT

HP states property, plant and equipment at cost less accumulated depreciation. HP capitalizes additions and improvements and expenses maintenance and repairs as incurred. Depreciation expense is recognized on a straight-line basis over the estimated useful lives of the assets. Estimated useful lives are five to 40 years for buildings and improvements and three to 15 years for machinery and equipment. HP depreciates leasehold improvements over the life of the lease or the asset, whichever is shorter. HP depreciates equipment held for lease over the initial term of the lease to the equipment's estimated residual value. On retirement or disposition, the asset cost and related accumulated depreciation are removed from the Consolidated Balance Sheets with any gain or loss recognized in the Consolidated Statements of Earnings.

HP INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 1: OVERVIEW AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

GOODWILL

HP reviews goodwill for impairment annually during its fourth quarter and whenever events or changes in circumstances indicate the carrying amount of goodwill may not be recoverable. HP can opt to perform a qualitative assessment to test a reporting unit's goodwill for impairment or HP can directly perform the two-step impairment test. Based on the qualitative assessment, if HP determines that the fair value of a reporting unit is more likely than not (i.e., a likelihood of more than 50 percent) to be less than its carrying amount, the two-step impairment test will be performed.

In the first step of the impairment test, HP compares the fair value of each reporting unit to its carrying amount with the fair values derived most significantly from the income approach, and to a lesser extent, the market approach. Under the income approach, HP estimates the fair value of a reporting unit based on the present value of estimated future cash flows. HP bases cash flow projections on management's estimates of revenue growth rates and operating margins, taking into consideration industry and market conditions. HP bases the discount rate on the weighted-average cost of capital adjusted for the relevant risk associated with business-specific characteristics and the uncertainty related to the reporting unit's ability to execute on the projected cash flows. Under the market approach, HP estimates fair value based on market multiples of revenue and earnings derived from comparable publicly-traded companies with similar operating and investment characteristics as the reporting unit. HP weights the fair value derived from the market approach depending on the level of comparability of these publicly-traded companies to the reporting unit. When market comparables are not meaningful or not available, HP estimates the fair value of a reporting unit using only the income approach.

In order to assess the reasonableness of the estimated fair value of HP's reporting units, HP compares the aggregate reporting unit fair value to HP's market capitalization on an overall basis and calculates an implied control premium (the excess of the sum of the reporting units' fair value over HP's market capitalization on an overall basis). HP evaluates the control premium by comparing it to observable control premiums from recent comparable transactions. If the implied control premium is determined to not be reasonable in light of these recent transactions, HP reevaluates its reporting unit fair values, which may result in an adjustment to the discount rate and/or other assumptions. This reevaluation could result in a change to the estimated fair value for certain or all reporting units.

If the fair value of a reporting unit exceeds the carrying amount of the net assets assigned to that reporting unit, goodwill is not impaired and no further testing is required. If the fair value of the reporting unit is less than its carrying amount, then HP performs the second step of the goodwill impairment test to measure the amount of impairment loss, if any. In the second step, HP measures the reporting unit's assets, including any unrecognized intangible assets, liabilities and non-controlling interests at fair value in a hypothetical analysis to calculate the implied fair value of goodwill for the reporting unit in the same manner as if the reporting unit was being acquired in a business combination. If the implied fair value of the reporting unit's goodwill is less than its carrying amount, the difference is recorded as an impairment loss.

DEBT AND MARKETABLE EQUITY SECURITIES INVESTMENTS

Debt and marketable equity securities are generally considered available-for-sale and are reported at fair value with unrealized gains and losses, net of applicable taxes, in Accumulated other comprehensive loss in the Consolidated Balance Sheets. Realized gains and losses for available-for-sale securities are calculated based on the specific identification method and included in Interest and other, net in the Consolidated Statements of Earnings. HP monitors its investment portfolio for potential impairment on a quarterly basis. When the carrying amount of an investment in debt securities exceeds its fair value and the decline in value is determined to be other-than-temporary (i.e., when HP does not intend to sell the debt securities and it is not more likely than not that HP will be required to sell the debt securities prior to anticipated recovery of its amortized cost basis), HP records an impairment charge to Interest and other, net in the amount of the credit loss and the remaining amount, if any, is recorded in Accumulated other comprehensive loss in the Consolidated Balance Sheets.

DERIVATIVES

HP uses derivative instruments, primarily forwards, swaps, and at times, options, to hedge certain foreign currency and interest rate exposures. HP also may use other derivative instruments not designated as hedges, such as forwards used to hedge foreign currency balance sheet exposures. HP does not use derivative instruments for speculative purposes. See Note 11, "Financial Instruments" for a full description of HP's derivative financial instrument activities and related accounting policies.

LOSS CONTINGENCIES

HP is involved in various lawsuits, claims, investigations and proceedings that arise in the ordinary course of business. HP records a liability for contingencies when it believes it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. See Note 15, "Litigation and Contingencies" for a full description of HP's loss contingencies and related accounting policies.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 2: DISCONTINUED OPERATIONS

On November 1, 2015, HP completed the Separation of Hewlett Packard Enterprise. After the Separation, HP does not beneficially own any shares of Hewlett Packard Enterprise common stock.

In connection with the Separation, HP and Hewlett Packard Enterprise have entered into a separation and distribution agreement as well as various other agreements that provide a framework for the relationships between the parties, including among others a tax matters agreement, an employee matters agreement, a transition service agreement, a real estate matters agreement, a master commercial agreement and an information technology service agreement. These agreements provide for the allocation between HP and Hewlett Packard Enterprise of assets, employees, liabilities and obligations (including investments, property, employee benefits and tax-related assets and liabilities) attributable to periods prior to, at and after the Separation and govern certain relationships between HP and Hewlett Packard Enterprise after the Separation.

After the Separation, HP no longer consolidates the financial results of Hewlett Packard Enterprise within its financial results of continuing operations. For all the periods prior to the Separation, the financial results of Hewlett Packard Enterprise are presented as net earnings from discontinued operations on the Consolidated Statements of Earnings and assets and liabilities of discontinued operations on the Consolidated Balance Sheets.

The following table presents the financial results of HP's discontinued operations:

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
		IN MILLIONS	
Net revenue	$—	$51,892	$54,803
Cost of revenue(1)	—	37,072	39,408
Expenses(2)	201	13,269	12,466
Interest and other, net(3)(4)	(208)	351	235
Earnings from discontinued operations before taxes	$7	$1,200	$2,694
Provision for taxes(4)	(177)	(364)	(605)
Net (loss) earnings from discontinued operations	$(170)	$836	$2,089

(1) Cost of products, cost of services and financing interest.

(2) Expenses for fiscal year 2016 were primarily related to separation costs.

(3) In fiscal years 2015 and 2014, allocation of interest to Hewlett Packard Enterprise was based on using the average effective interest rate of the debt assumed by Hewlett Packard Enterprise and the debt repaid as part of the Separation. In fiscal year 2015, Interest and other, net also includes loss from the early extinguishment of debt in connection with the review of HP's capital structure and the Separation.

(4) In connection with the TMA, Interest and other, net for fiscal year 2016 includes $208 million of changes in the tax indemnifications amounts and Provision for taxes for fiscal year 2016 includes $201 million of the tax impact relating to the changes described above. For more information on tax indemnifications and the TMA, see Note 7, "Taxes on Earnings".

The following table presents the significant non-cash items and capital expenditures of HP's discontinued operations:

	FOR THE FISCAL YEARS ENDED OCTOBER 31	
	2015	2014
	IN MILLIONS	
Depreciation and amortization	$3,657	$3,861
Purchases of property, plant and equipment	$3,020	$3,228

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 2: DISCONTINUED OPERATIONS (CONTINUED)

The following table presents assets and liabilities that were transferred to Hewlett Packard Enterprise as of November 1, 2015 and are presented as discontinued operations on the Consolidated Balance Sheets as of October 31, 2015:

	IN MILLIONS
Cash and cash equivalents	$9,849
Accounts receivable	8,538
Financing receivables	2,918
Inventory	2,197
Other current assets	7,090
Total current assets of discontinued operations	$30,592
Property, plant and equipment	$9,598
Goodwill	27,261
Long-term financing receivables and other non-current assets	9,472
Total non-current assets of discontinued operations.	$46,331
Notes payable and short-term borrowings	$691
Accounts payable	5,762
Employee compensation and benefits	2,861
Taxes on earnings	587
Deferred revenue	5,148
Other accrued liabilities.	6,472
Total current liabilities of discontinued operations	$21,521
Long-term debt	$15,103
Other non-current liabilities.	7,346
Total non-current liabilities of discontinued operations	$22,449

Subsequent to the Separation, in conformity with the separation agreement, HP made a final cash transfer of $526 million to Hewlett Packard Enterprise.

NOTE 3: SEGMENT INFORMATION

HP is a leading global provider of personal computing and other access devices, imaging and printing products, and related technologies, solutions and services. HP sells to individual consumers, small- and medium-sized businesses ("SMBs") and large enterprises, including customers in the government, health and education sectors.

HP's operations are organized into three segments for financial reporting purposes: Personal Systems, Printing and Corporate Investments. HP's organizational structure is based on a number of factors that the chief operating decision maker uses to evaluate, view and run its business operations, which include, but are not limited to, customer base and homogeneity of products and technology. The segments are based on this organizational structure and information reviewed by HP's chief operating decision maker to evaluate segment results. The chief operating decision maker uses several metrics to evaluate the performance of the overall business, including earnings from operations, and uses these results to allocate resources to each of the segments.

A summary description of each segment follows.

Personal Systems provides Commercial personal computers ("PCs"), Consumer PCs, workstations, thin clients, Commercial tablets and mobility devices , retail point-of-sale systems, displays and other related accessories, software, support and services for the commercial and consumer markets. HP groups Commercial notebooks, Commercial desktops, Commercial services, Commercial tablets and mobility devices, Commercial detachables, workstations, retail point-of-sale systems and thin clients into Commercial clients and Consumer notebooks, Consumer desktops, Consumer services

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 3: SEGMENT INFORMATION (CONTINUED)

and Consumer detachables into Consumer clients when describing performance in these markets. Described below are HP's global business capabilities within Personal Systems.

- *Commercial PCs* are optimized for enterprise and SMB customers, with a focus on robust designs, serviceability, connectivity, reliability and manageability in networked environments. Additionally, HP offers a range of services and solutions to enterprise and SMB customers to help them manage the lifecycle of their PC and mobility installed base.
- *Consumer PCs* are notebooks, desktops, and hybrids that are optimized for consumer usage, focusing on multi-media consumption, online browsing, and light productivity.

Printing provides consumer and commercial printer hardware, supplies, media, solutions and services, as well as scanning devices. Printing is also focused on imaging solutions in the commercial markets. HP groups LaserJet, Graphics and PageWide printers into Commercial Hardware and Inkjet printers into Consumer Hardware when describing performance in these markets. Described below are HP's global business capabilities within Printing.

- *LaserJet and Enterprise Solutions* delivers HP's LaserJet printers, supplies and solutions to SMBs and large enterprises. HP goes to market through its extensive channel network and directly with HP sales. Ongoing key initiatives include design and deployment of A3 products and solutions for the copier and multifunction printer market, printer security solutions, PageWide Enterprise solutions, and award-winning JetIntelligence products.
- *Inkjet and Printing Solutions* delivers HP's consumer, SMB and PageWide Inkjet solutions (hardware, supplies, media, and web-connected hardware and services). Ongoing initiatives and programs such as Instant Ink and newer initiatives such as Continuous Ink Supply System provide innovative printing solutions to consumers and SMBs.
- *Graphics Solutions* delivers large format printers (DesignJet, Large Format Production and Scitex Industrial), specialty printing, digital press solutions (Indigo and PageWide Presses), supplies and services to print service providers and design and rendering customers.
- *Print Solutions* provides end-to-end services, as well as core platforms to develop and deploy services across printing systems. HP's focus includes driving customer value through managed print services and providing support solutions for new and existing customers.

Corporate Investments includes HP Labs and certain business incubation projects.

The accounting policies HP uses to derive segment results are substantially the same as those used by the company in preparing these financial statements. HP derives the results of the business segments directly from its internal management reporting system. Segment net revenue includes revenues from sales to external customers and intersegment revenues that reflect transactions between the segments on an arm's-length basis. HP's consolidated net revenue is derived and reported after the elimination of intersegment revenues from such arrangements.

Effective at the beginning of its first quarter of fiscal year 2016, HP implemented a reporting change to its segment operating results. This reporting change resulted in the exclusion of retirement related credits representing the market related components of pension and post-retirement benefits such as interest expense, expected return on plan assets, and actuarial gain (loss) amortization ("Market related retirement credits"). The reporting change had an immaterial impact to previously reported segment net revenue and earnings from operations and no impact to previously reported consolidated net revenue, earnings from continuing operations, net earnings or net earnings per share.

HP does not allocate certain operating expenses (credits), which it manages at the corporate level, to its segments. These unallocated amounts include certain corporate governance costs and market related retirement credits, stock-based compensation expense, amortization of intangible assets, restructuring and other charges, acquisition and other related charges, defined benefit plan settlement charges (credits) and intersegment eliminations.

HP INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 3: SEGMENT INFORMATION (CONTINUED)

SEGMENT OPERATING RESULTS FROM CONTINUING OPERATIONS

	PERSONAL SYSTEMS	PRINTING	CORPORATE INVESTMENTS	TOTAL SEGMENTS	INTERSEGMENT ELIMINATIONS AND OTHER	TOTAL
2016						
Net revenue	$29,987	$18,260	$7	$48,254	$(16)	$48,238
Earnings (loss) from continuing operations	$1,150	$3,128	$(98)	$4,180		
2015						
Net revenue	$31,520	$21,232	$20	$52,772	$(1,309)	$51,463
Earnings (loss) from continuing operations	$1,022	$3,765	$(43)	$4,744		
2014						
Net revenue	$34,387	$23,211	$296	$57,894	$(1,243)	$56,651
Earnings from continuing operations	$1,265	$4,161	$157	$5,583		

The reconciliation of segment operating results to HP consolidated results was as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
		IN MILLIONS	
Net revenue:			
Total segments	$48,254	$52,772	$57,894
Intersegment net revenue eliminations and other	(16)	(1,309)	(1,243)
Total HP consolidated net revenue	$48,238	$51,463	$56,651
Earnings from continuing operations before taxes:			
Total segment earnings from operations	$4,180	$4,744	$5,583
Corporate and unallocated costs and eliminations	(42)	(504)	(826)
Stock-based compensation expense	(182)	(212)	(196)
Amortization of intangible assets	(16)	(102)	(129)
Acquisition and other related charges	(7)	—	—
Restructuring and other charges	(205)	(63)	(176)
Defined benefit plan settlement (charges) credits	(179)	57	—
Interest and other, net	212	(388)	(393)
Total earnings from continuing operations before taxes	$3,761	$3,532	$3,863

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 3: SEGMENT INFORMATION (CONTINUED)

SEGMENT ASSETS FROM CONTINUING OPERATIONS

HP allocates assets to its business segments based on the segments primarily benefiting from the assets. Total assets by segment and the reconciliation of segment assets to HP consolidated assets from continuing operations were as follows:

	AS OF OCTOBER 31	
	2016	2015
	IN MILLIONS	
Personal Systems	$10,686	$11,240
Printing	9,959	10,687
Corporate Investments	1	9
Corporate and unallocated assets	8,364	8,023
Total assets from continuing operations	$29,010	$29,959

MAJOR CUSTOMERS

No single customer represented 10% or more of HP's net revenue in any fiscal year presented.

GEOGRAPHIC INFORMATION

Net revenue by country is based upon the sales location that predominately represents the customer location. For each of the fiscal years of 2016, 2015 and 2014, other than the United States, no country represented more than 10% of HP net revenue.

Net revenue by country in which HP operates was as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
		IN MILLIONS	
United States	$18,042	$17,746	$18,229
Other countries	30,196	33,717	38,422
Total net revenue	$48,238	$51,463	$56,651

Net property, plant and equipment by country in which HP operates was as follows:

	AS OF OCTOBER 31	
	2016	2015
	IN MILLIONS	
United States	$737	$650
Singapore	314	325
Malaysia	170	105
Israel	155	157
Other countries	360	255
Total net property, plant and equipment	$1,736	$1,492

No single country other than those represented above exceed 10% or more of HP's total net property, plant and equipment in any fiscal year presented.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 3: SEGMENT INFORMATION (CONTINUED)

Net revenue by segment and business unit was as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
		IN MILLIONS	
Notebooks	$16,982	$17,271	$17,540
Desktops	9,956	10,941	13,197
Workstations	1,870	2,018	2,218
Other	1,179	1,290	1,432
Personal Systems	29,987	31,520	34,387
Supplies	11,875	13,979	14,917
Commercial Hardware	5,131	5,466	6,035
Consumer Hardware	1,254	1,787	2,259
Printing	18,260	21,232	23,211
Corporate Investments	7	20	296
Total segment net revenue	48,254	52,772	57,894
Intersegment net revenue eliminations and other	(16)	(1,309)	(1,243)
Total net revenue	$48,238	$51,463	$56,651

NOTE 4: RESTRUCTURING AND OTHER CHARGES

SUMMARY OF RESTRUCTURING PLANS

HP's restructuring activities in fiscal years 2016 and 2015 summarized by plan were as follows:

	FISCAL 2017 PLAN	FISCAL 2015 PLAN		FISCAL 2012 PLAN		
	SEVERANCE	SEVERANCE AND PRP[1]	INFRASTRUCTURE AND OTHER	SEVERANCE AND EER[2]	INFRASTRUCTURE AND OTHER	TOTAL
			IN MILLIONS			
Accrued balance as of October 31, 2014	$—	$—	$—	$218	$7	$225
Charges	—	39	—	23	1	63
Cash payments	—	—	—	(216)	(4)	(220)
Non-cash and other adjustments	—	—	—	(4)	(1)	(5)
Accrued balance as of October 31, 2015	—	39	—	21	3	63
Charges	24	117	27	7	—	175
Cash payments	—	(122)	(4)	(30)	(1)	(157)
Non-cash and other adjustments	—	(13)	(19)	9	—	(23)
Accrued balance as of October 31, 2016	$24	$21	$4	$7	$2	$58
Total costs incurred to date as of October 31, 2016	$24	$156	$27	$1,074	$44	$1,325

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 4: RESTRUCTURING AND OTHER CHARGES (CONTINUED)

	FISCAL 2017 PLAN	FISCAL 2015 PLAN		FISCAL 2012 PLAN		
	SEVERANCE	SEVERANCE AND PRP[(1)]	INFRASTRUCTURE AND OTHER	SEVERANCE AND EER[(2)]	INFRASTRUCTURE AND OTHER	TOTAL
	IN MILLIONS					
Reflected in Consolidated Balance Sheets:						
Other accrued liabilities	$24	$21	$4	$7	$1	$57
Other non-current liabilities	$—	$—	$—	$—	$1	$1

(1) PRP represents Phased Retirement Program.

(2) EER represents Enhanced Early Retirement.

FISCAL 2017 PLAN

On October 10, 2016, HP's Board of Directors approved a restructuring plan (the "Fiscal 2017 Plan") which it expects will be implemented through fiscal year 2019. HP estimates that it will incur aggregate pre-tax charges between $350 million and $500 million relating to workforce reductions, real estate consolidation and other non-labor charges. HP estimates that approximately half of the expected cumulative pre-tax costs will relate to severance and the remaining will relate to infrastructure and other. HP expects between 3,000 and 4,000 employees to exit by the end of fiscal year 2019.

FISCAL 2015 PLAN

In connection with the Separation, on September 14, 2015, HP's Board of Directors approved a cost savings plan (the "Fiscal 2015 Plan") which includes labor and non-labor actions. The Fiscal 2015 Plan was considered complete as of October 31, 2016 and we do not expect any further costs associated with this plan. Approximately 3,000 employees exited by the end of fiscal year 2016.

During fiscal year 2016, HP announced a voluntary PRP for certain qualified employees. Qualified employees will retire gradually over a defined period of time and at the end of which they will receive severance and certain benefits. HP recognized charges aggregating $29 million during fiscal year 2016 related to the PRP.

FISCAL 2012 PLAN

The severance and infrastructure cash payments associated with the restructuring plan initiated by HP in fiscal year 2012 (the "Fiscal 2012 Plan") are expected to be paid through fiscal year 2021. The Fiscal 2012 Plan was considered complete as of October 31, 2016 and we do not expect any further costs associated with this plan.

OTHER CHARGES

Other charges include non-recurring costs that are distinct from ongoing operational costs such as information technology costs incurred in connection with the Separation. HP incurred $30 million of other charges in fiscal year 2016.

NOTE 5: RETIREMENT AND POST-RETIREMENT BENEFIT PLAN

SEPARATION RELATED ACTIVITIES

In advance of the Separation, HP underwent a plan-by-plan analysis and determined which plans would be assigned to either HP or Hewlett Packard Enterprise. While some pension plans transitioned in their entirety to Hewlett Packard Enterprise or remain in their entirety with HP, other plans were split into two identical plans resulting in both companies splitting the plan's assets and liabilities. In the fourth quarter of fiscal year 2015, the plans were legally separated and the amounts attributable to Hewlett Packard Enterprise were transferred and reported as discontinued operations in fiscal year 2015.

The Hewlett-Packard Company 401(k) Plan, now known as the HP Inc. 401(k) Plan, remained with HP. A new 401(k) Plan was created for the employees of Hewlett Packard Enterprise. Balances for Hewlett Packard Enterprise employees were transferred to the new plan post-Separation.

DEFINED BENEFIT PLANS

HP sponsors a number of defined benefit pension plans worldwide. The most significant defined benefit plan, the HP Inc. Pension Plan ("Pension Plan") is in the United States.

HP reduces the benefit payable to certain U.S. employees under the Pension Plan for service before 1993, if any, by any amounts due to the employee under HP's frozen defined contribution Deferred Profit-Sharing Plan ("DPSP"). At October 31, 2016 and 2015, the fair value of plan assets of the DPSP was $606 million and $742 million, respectively. The DPSP obligations are equal to the plan assets and are recognized as an offset to the Pension Plan when HP calculates its defined benefit pension cost and obligations. The Pension Plan and the DPSP both remain entirely with HP post-Separation.

NOTE 5: RETIREMENT AND POST-RETIREMENT BENEFIT PLAN (CONTINUED)

POST-RETIREMENT BENEFIT PLANS

HP sponsors retiree health and welfare benefit plans, of which the most significant are in the United States. Under the HP Inc. Retiree Welfare Benefits Plan, certain pre-2003 retirees and grandfathered participants with continuous service to HP since 2002 are eligible to receive partially-subsidized medical coverage based on years of service at retirement. HP's share of the premium cost is capped for all subsidized medical coverage provided under the HP Inc. Retiree Welfare Benefits Plan. HP currently leverages the employer group waiver plan process to provide HP Inc. Retiree Welfare Benefits Plan post-65 prescription drug coverage under Medicare Part D, thereby giving HP access to federal subsidies to help pay for retiree benefits.

Certain employees not grandfathered under the above programs, and employees hired after 2002 but before August 2008, are eligible for credits under the HP Inc. Retirement Medical Savings Account Plan ("RMSA") upon attaining age 45. Credits offered after September 2008 are provided in the form of matching credits on employee contributions made to a voluntary employee beneficiary association. On retirement, former employees may use these credits for the reimbursement of certain eligible medical expenses, including premiums required for coverage.

DEFINED CONTRIBUTION PLANS

HP offers various defined contribution plans for U.S. and non-U.S. employees. Total defined contribution expense was $100 million for fiscal year 2016, $92 million in fiscal year 2015 and $93 million in fiscal year 2014.

U.S. employees are automatically enrolled in the HP Inc. 401(k) Plan when they meet eligibility requirements, unless they decline participation. The quarterly employer matching contributions in the HP Inc. 401(k) Plan are 100% of an employee's contributions, up to a maximum of 4% of eligible compensation. Effective January 2017, the funding of employer matching contributions will change to be made annually, sometime after the end of the calendar year.

PENSION AND POST-RETIREMENT BENEFIT EXPENSE

The components of HP's pension and post-retirement benefit cost (credit) recognized in the Consolidated Statements of Earnings were as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31								
	2016	2015	2014	2016	2015	2014	2016	2015	2014
	U.S. DEFINED BENEFIT PLANS			NON-U.S. DEFINED BENEFIT PLANS			POST-RETIREMENT BENEFIT PLANS		
	IN MILLIONS								
Service cost	$—	$1	$1	$47	$208	$234	$1	$5	$5
Interest cost	543	556	554	20	289	454	20	28	32
Expected return on plan assets	(732)	(849)	(811)	(36)	(601)	(776)	(33)	(39)	(34)
Amortization and deferrals:									
Actuarial loss (gain)	55	52	13	28	213	236	(12)	(11)	(10)
Prior service benefit (credit)	—	—	—	(3)	(15)	(21)	(17)	(19)	(41)
Net periodic benefit (credit) cost	(134)	(240)	(243)	56	94	127	(41)	(36)	(48)
Curtailment gain	—	—	—	(1)	—	(6)	—	—	—
Settlement loss (gain)	180	(79)	1	3	—	4	—	—	—
Special termination benefits	—	—	—	—	7	11	4	1	32
Plan expense (credit) allocation[1]	—	—	—	—	25	(6)	—	28	18
Total benefit cost (credit) from continuing operations	$46	$(319)	$(242)	$58	$126	$130	$(37)	$(7)	$2

HP INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 5: RETIREMENT AND POST-RETIREMENT BENEFIT PLAN (CONTINUED)

	FOR THE FISCAL YEARS ENDED OCTOBER 31								
	2016	2015	2014	2016	2015	2014	2016	2015	2014
	U.S. DEFINED BENEFIT PLANS			NON-U.S. DEFINED BENEFIT PLANS			POST-RETIREMENT BENEFIT PLANS		
	IN MILLIONS								
Summary of total benefit (credit) cost:									
Continuing operations	$46	$(319)	$(242)	$58	$126	$130	$(37)	$(7)	$2
Discontinued operations	—	236	17	—	105	125	—	(28)	(18)
Total benefit cost (credit)	$46	$(83)	$(225)	$58	$231	$255	$(37)	$(35)	$(16)

(1) Plan expense (credit) allocation relates to the employees of HP covered under Hewlett Packard Enterprise plans or employees of Hewlett Packard Enterprise covered under HP plans.

LUMP SUM PROGRAM

During fiscal year 2016, HP offered certain terminated vested participants of the Pension Plan the option of receiving their pension benefit in a one-time voluntary lump sum during a specific window. Approximately 16,000 plan participants elected to receive their benefits and as a result the pension plan trust paid $977 million in lump sum payments to these participants in fiscal year 2016. As a result of the lump sum program, HP recognized a settlement expense of approximately $177 million in October 2016. The resulting re-measurement coincided with annual year end plan remeasurement and no additional net periodic pension cost was incurred in fiscal year 2016.

In January 2015, HP offered certain terminated vested participants of the Pension Plan the option of receiving their pension benefit in a one-time voluntary lump sum during a specified window. Approximately 50% of the eligible participants elected to receive their benefits and as a result the pension plan trust paid $826 million in lump sum payments to these participants in fiscal year 2015. As a result of the lump sum program, HP recognized a settlement credit of approximately $79 million in fiscal year 2015. As a result of the settlement, additional net periodic benefit cost of $20 million was recorded in fiscal year 2015, which offset the actuarial gain from the settlement and was recognized in the Consolidated Statements of Earnings as Defined benefit plan settlement credits.

The weighted-average assumptions used to calculate the total periodic benefit (credit) cost were as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31								
	2016	2015	2014	2016	2015	2014	2016	2015	2014
	U.S. DEFINED BENEFIT PLANS			NON-U.S. DEFINED BENEFIT PLANS			POST-RETIREMENT BENEFIT PLANS		
Discount rate	4.4%	4.4%	4.9%	2.3%	3.0%	3.9%	3.6%	3.6%	3.9%
Expected increase in compensation levels	2.0%	2.0%	2.0%	2.5%	2.4%	2.4%	—	—	—
Expected long-term return on plan assets	6.9%	7.2%	7.7%	5.6%	6.9%	7.0%	8.0%	9.0%	8.9%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 5: RETIREMENT AND POST-RETIREMENT BENEFIT PLAN (CONTINUED)

FUNDED STATUS

The funded status of the defined benefit and post-retirement benefit plans was as follows:

	AS OF OCTOBER 31					
	2016	2015	2016	2015	2016	2015
	U.S. DEFINED BENEFIT PLANS		NON-U.S. DEFINED BENEFIT PLANS		POST-RETIREMENT BENEFIT PLANS	
	IN MILLIONS					
Change in fair value of plan assets:						
Fair value of assets — beginning of year	$11,077	$11,979	$853	$12,472	$434	$458
Acquisition/addition of plans	—	(1)	—	9	—	—
Actual return on plan assets	736	506	(14)	547	11	45
Employer contributions	32	8	20	487	18	38
Participant contributions	—	—	10	48	48	57
Benefits paid	(339)	(301)	(15)	(297)	(121)	(124)
Settlement	(1,330)	(1,114)	(9)	(9)	—	—
Currency impact	—	—	4	(737)	—	—
Transfers to Hewlett Packard Enterprise	—	—	(157)	(11,667)[(1)]	—	(40)[(1)]
Fair value of assets — end of year	$10,176	$11,077	$692	$853	$390	$434
Change in benefits obligation						
Projected benefit obligation — beginning of year	$12,709	$13,386	$1,082	$13,885	$597	$840
Acquisition/addition of plans	—	(1)	(2)	4	—	—
Service cost	—	1	47	208	1	5
Interest cost	543	556	20	289	20	28
Participant contributions	—	—	10	48	48	57
Actuarial loss (gain)	561	(170)	120	48	16	(49)
Benefits paid	(339)	(301)	(15)	(297)	(121)	(126)
Plan amendments	—	—	—	(7)	(30)	—
Curtailment	—	—	(1)	—	—	—
Settlement	(1,330)	(1,114)	(9)	(9)	—	—
Special termination benefits	—	—	—	7	4	1
Currency impact	—	—	(4)	(825)	—	(9)
Transfers from Hewlett Packard Enterprise	—	365[(2)]	—	—	—	—
Transfers to Hewlett Packard Enterprise	—	(13)[(1)]	(128)	(12,269)[(1)]	—	(150)[(1)]
Projected benefit obligation — end of year	$12,144	$12,709	$1,120	$1,082	$535	$597
Funded status at end of year	$(1,968)	$(1,632)	$(428)	$(229)	$(145)	$(163)
Accumulated benefit obligation	$12,144	$12,708	$1,013	$989	—	—

(1) In fiscal year 2015, in connection with the Separation, HP transferred plan assets and liabilities from HP's plans to establish the Hewlett Packard Enterprise plans.

(2) In October 2015, in connection with the Separation, Hewlett Packard Enterprise transferred to HP three unfunded non-qualified U.S. defined benefit plans.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 5: RETIREMENT AND POST-RETIREMENT BENEFIT PLAN (CONTINUED)

The weighted-average assumptions used to calculate the projected benefit obligations for the fiscal years ended October 31, 2016 and 2015 were as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31					
	2016	2015	2016	2015	2016	2015
	U.S. DEFINED BENEFIT PLANS		NON-U.S. DEFINED BENEFIT PLANS		POST-RETIREMENT BENEFIT PLANS	
Discount rate	4.0%	4.4%	1.6%	2.3%	3.4%	3.6%
Expected increase in compensation levels	2.0%	2.0%	2.7%	2.5%	—	—

The net amounts of non-current assets and current and non-current liabilities for HP's defined benefit and post-retirement benefit plans recognized on HP's Consolidated Balance Sheet were as follows:

	AS OF OCTOBER 31					
	2016	2015	2016	2015	2016	2015
	U.S. DEFINED BENEFIT PLANS		NON-U.S. DEFINED BENEFIT PLANS		POST-RETIREMENT BENEFIT PLANS	
	IN MILLIONS					
Non-current assets	$—	$—	$17	$37	$—	$—
Current liabilities	(33)	(35)	(5)	(4)	(9)	(43)
Non-current liabilities	(1,935)	(1,597)	(440)	(262)	(136)	(120)
Funded status at end of year	$(1,968)	$(1,632)	$(428)	$(229)	$(145)	$(163)

The following table summarizes the pre-tax net actuarial loss (gain) and prior service benefit recognized in Accumulated other comprehensive loss for the defined benefit and post-retirement benefit plans.

	AS OF OCTOBER 31, 2016		
	U.S. DEFINED BENEFIT PLANS	NON U.S. DEFINED BENEFIT PLANS	POST-RETIREMENT BENEFIT PLANS
	IN MILLIONS		
Net actuarial loss (gain)	$1,702	$456	$(105)
Prior service benefit	—	(21)	(112)
Total recognized in Accumulated other comprehensive loss (gain)	$1,702	$435	$(217)

The following table summarizes HP's pre-tax net actuarial loss (gain) and prior service benefit that are expected to be amortized from Accumulated other comprehensive loss (income) and recognized as components of net periodic benefit cost (credit) during the next fiscal year.

	U.S. DEFINED BENEFIT PLANS	NON-U.S. DEFINED BENEFIT PLANS	POST-RETIREMENT BENEFIT PLANS
	IN MILLIONS		
Net actuarial loss (gain)	$73	$39	$(10)
Prior service benefit	—	(3)	(19)
Total expected to be recognized in net periodic benefit cost (credit)	$73	$36	$(29)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 5: RETIREMENT AND POST-RETIREMENT BENEFIT PLAN (CONTINUED)

Defined benefit plans with projected benefit obligations exceeding the fair value of plan assets were as follows:

	AS OF OCTOBER 31			
	2016	2015	2016	2015
	U.S. DEFINED BENEFIT PLANS		NON-U.S. DEFINED BENEFIT PLANS	
	IN MILLIONS			
Aggregate fair value of plan assets	$10,176	$11,077	$626	$418
Aggregate projected benefit obligation	$12,144	$12,709	$1,070	$684

Defined benefit plans with accumulated benefit obligations exceeding the fair value of plan assets were as follows:

	AS OF OCTOBER 31			
	2016	2015	2016	2015
	U.S. DEFINED BENEFIT PLANS		NON-U.S. DEFINED BENEFIT PLANS	
	IN MILLIONS			
Aggregate fair value of plan assets	$10,176	$11,077	$619	$409
Aggregate accumulated benefit obligation	$12,144	$12,708	$960	$609

FAIR VALUE OF PLAN ASSETS

The table below sets forth the fair value of plan assets by asset category within the fair value hierarchy as of October 31, 2016. Refer to Note 10, "Fair Value" for details on fair value hierarchy.

	AS OF OCTOBER 31, 2016											
	U.S. DEFINED BENEFIT PLANS				NON-U.S. DEFINED BENEFIT PLANS				POST-RETIREMENT BENEFIT PLANS			
	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
	IN MILLIONS											
Asset Category:												
Equity securities[1]	$1,716	$59	$—	$1,775	$122	$4	$7	$133	$—	$1	$—	$1
Debt securities[2]												
Corporate	—	3,132	—	3,132	—	124	—	124	—	26	—	26
Government	—	1,782	—	1,782	—	26	—	26	—	42	—	42
Alternative Investments[3]	—	—	1,027	1,027	—	2	11	13	—	—	219	219
Common Contractual Funds [4]	—	1,834	—	1,834	—	277	—	277	—	—	—	—
Real Estate Funds	—	—	—	—	1	24	—	25	—	—	—	—
Insurance Group Annuity Contracts	—	—	—	—	—	2	1	3	—	—	—	—
Common Collective Trusts and 103-12 Investment Entities[5]	—	639	—	639	—	11	—	11	—	51	—	51

HP INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 5: RETIREMENT AND POST-RETIREMENT BENEFIT PLAN (CONTINUED)

	AS OF OCTOBER 31, 2016											
	U.S. DEFINED BENEFIT PLANS				NON-U.S. DEFINED BENEFIT PLANS				POST-RETIREMENT BENEFIT PLANS			
	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
	IN MILLIONS											
Registered Investment Companies(6)	$20	$103	$—	$123	$30	$—	$—	$30	$54	$4	$—	$58
Cash and Cash Equivalents(7)	4	52	—	56	18	—	—	18	—	5	—	5
Other(8)	(169)	(23)	—	(192)	7	16	9	32	(12)	—	—	(12)
Total	$1,571	$7,578	$1,027	$10,176	$178	$486	$28	$692	$42	$129	$219	$390

(1) Investments in publicly-traded equity securities are valued using the closing price on the measurement date as reported on the stock exchange on which the individual securities are traded.

(2) The fair value for corporate, government and asset-backed debt securities is based on observable inputs of comparable market transactions. For corporate and government debt securities traded on active exchanges, fair value is based on observable quoted prices. Also included in this category is debt issued by national, state and local governments and agencies.

(3) Alternative Investments primarily include private equities and hedge funds. The valuation of alternative investments, such as limited partnerships and joint ventures, may require significant management judgment. For alternative investments, valuation is based on net asset value ("NAV") as reported by the Asset Manager and adjusted for cash flows, if necessary. In making such an assessment, a variety of factors are reviewed by management, including but not limited to the timeliness of NAV as reported by the asset manager and changes in general economic and market conditions subsequent to the last NAV reported by the asset manager. Depending on the amount of management judgment, the lack of near-term liquidity, and the absence of quoted market prices, these assets are classified in Level 2 or Level 3 of the fair value hierarchy. Further, depending on how quickly HP can redeem its hedge fund investments, and the extent of any adjustments to NAV, hedge funds are classified in either Level 2 or Level 3 of the fair value hierarchy.

- Private equities include limited partnerships such as equity, buyout, venture capital, real estate and other similar funds that invest in the United States and internationally where foreign currencies are hedged.
- Hedge funds include limited partnerships that invest both long and short primarily in common stocks and credit, relative value, event driven equity, distressed debt and macro strategies. Management of the hedge funds has the ability to shift investments from value to growth strategies, from small to large capitalization stocks and bonds, and from a net long position to a net short position.

(4) The Common Contractual Fund is an investment arrangement in which institutional investors pool their assets. Units may be acquired in six different sub-funds focused on equities, fixed income, alternative investments and emerging markets. Each sub-fund is invested in accordance with the fund's investment objective and units are issued in relation to each sub-fund. While the sub-funds are not publicly traded, the custodian strikes a net asset value either once or twice a month, depending on the sub-fund. These assets are valued at NAV and classified in Level 2 of the fair value hierarchy.

(5) Department of Labor 103-12 IE (Investment Entity) designation is for plan assets held by two or more unrelated employee benefit plans which includes limited partnerships and venture capital partnerships. Common collective trusts, interests in 103-12 entities and registered investment companies are valued at NAV. The valuation for some of these assets requires judgment due to the absence of quoted market prices, and these assets are generally classified in Level 2 of the fair value hierarchy.

(6) Includes publicly and privately traded Registered Investment Entities.

(7) Includes cash and cash equivalents such as short-term marketable securities. Cash and cash equivalents include money market funds, which are valued based on NAV. Other assets were classified in the fair value hierarchy based on the lowest level input (e.g., quoted prices and observable inputs) that is significant to the fair value measure in its entirety.

(8) Includes primarily unsettled transactions, international insured contracts, and derivative instruments. Such unsettled transactions relate primarily to fixed income securities settled in the first quarter of fiscal year 2017.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 5: RETIREMENT AND POST-RETIREMENT BENEFIT PLAN (CONTINUED)

Changes in fair value measurements of Level 3 investments were as follows:

	FOR THE FISCAL YEAR ENDED OCTOBER 31, 2016								
	U.S. DEFINED BENEFIT PLANS			NON-U.S. DEFINED BENEFIT PLANS					POST-RETIREMENT BENEFIT PLANS
	CORPORATE DEBT	ALTERNATIVE INVESTMENTS	TOTAL	NON U.S. EQUITIES	ALTERNATIVE INVESTMENTS	INSURANCE GROUP ANNUITIES	OTHER	TOTAL	ALTERNATIVE INVESTMENTS
	IN MILLIONS								
Beginning balance at October 31, 2015	$31	$1,291	$1,322	$15	$16	$3	$7	$41	$253
Actual return on plan assets:									
Relating to assets still held at the reporting date	—	(128)	(128)	—	—	—	—	—	(9)
Relating to assets sold during the period	—	131	131	—	—	—	—	—	14
Purchases, sales, and settlements (net)	(9)	(267)	(276)	—	—	—	—	—	(39)
Transfers in and/or out of Level 3	(22)	—	(22)	(8)	(5)	(2)	2	(13)	—
Ending balance at October 31, 2016	$—	$1,027	$1,027	$7	$11	$1	$9	$28	$219

The table below sets forth the fair value of plan assets by asset category within the fair value hierarchy as of October 31, 2015.

	AS OF OCTOBER 31, 2015											
	U.S. DEFINED BENEFIT PLANS				NON-U.S. DEFINED BENEFIT PLANS				POST-RETIREMENT BENEFIT PLANS			
	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
	IN MILLIONS											
Asset Category:												
Equity securities[1]	$2,100	$60	$—	$2,160	$120	$97	$15	$232	$—	$1	$—	$1
Debt securities[2]												
Corporate	—	3,198	31	3,229	—	260	—	260	—	28	—	28
Government	—	1,712	—	1,712	—	59	—	59	—	39	—	39
Alternative Investments[3]	—	—	1,291	1,291	—	2	16	18	—	—	253	253
Common Contractual Funds[4]	—	1,837	—	1,837	—	182	—	182	—	—	—	—
Real Estate Funds	—	—	—	—	2	25	—	27	—	—	—	—

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 5: RETIREMENT AND POST-RETIREMENT BENEFIT PLAN (CONTINUED)

	AS OF OCTOBER 31, 2015											
	U.S. DEFINED BENEFIT PLANS				NON-U.S. DEFINED BENEFIT PLANS				POST-RETIREMENT BENEFIT PLANS			
	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
	IN MILLIONS											
Insurance Group Annuity Contracts	$—	$—	$—	$—	$—	$5	$3	$8	$—	$—	$—	$—
Common Collective Trusts and 103-12 Investment Entities(5)	—	756	—	756	—	4	—	4	—	59	—	59
Registered Investment Companies(6)	38	176	—	214	30	—	—	30	52	3	—	55
Cash and Cash Equivalents(7)	5	71	—	76	18	—	—	18	4	3	—	7
Other(8)	(153)	(45)	—	(198)	7	1	7	15	(8)	—	—	(8)
Total	$1,990	$7,765	$1,322	$11,077	$177	$635	$41	$853	$48	$133	$253	$434

(1) Investments in publicly-traded equity securities are valued using the closing price on the measurement date as reported on the stock exchange on which the individual securities are traded.

(2) The fair value for corporate, government and asset-backed debt securities is based on observable inputs of comparable market transactions. For corporate and government debt securities traded on active exchanges, fair value is based on observable quoted prices. Also included in this category is debt issued by national, state and local governments and agencies.

(3) Alternative Investments primarily include private equities and hedge funds. The valuation of alternative investments, such as limited partnerships and joint ventures, may require significant management judgment. For alternative investments, valuation is based on NAV as reported by the Asset Manager and adjusted for cash flows, if necessary. In making such an assessment, a variety of factors are reviewed by management, including but not limited to the timeliness of NAV as reported by the asset manager and changes in general economic and market conditions subsequent to the last NAV reported by the asset manager. Depending on the amount of management judgment, the lack of near-term liquidity, and the absence of quoted market prices, these assets are classified in Level 2 or Level 3 of the fair value hierarchy. Further, depending on how quickly HP can redeem its hedge fund investments, and the extent of any adjustments to NAV, hedge funds are classified in either Level 2 or Level 3 of the fair value hierarchy.

- Private equities include limited partnerships such as equity, buyout, venture capital, real estate and other similar funds that invest in the United States and internationally where foreign currencies are hedged.
- Hedge funds include limited partnerships that invest both long and short primarily in common stocks and credit, relative value, event driven equity, distressed debt and macro strategies. Management of the hedge funds has the ability to shift investments from value to growth strategies, from small to large capitalization stocks and bonds, and from a net long position to a net short position.

(4) The Common Contractual Fund is an investment arrangement in which institutional investors pool their assets. Units may be acquired in six different sub-funds focused on equities, fixed income, alternative investments and emerging markets. Each sub-fund is invested in accordance with the fund's investment objective and units are issued in relation to each sub-fund. While the sub-funds are not publicly traded, the custodian strikes a net asset value either once or twice a month, depending on the sub-fund. These assets are valued at NAV and classified in Level 2 of the fair value hierarchy.

(5) Department of Labor 103-12 IE (Investment Entity) designation is for plan assets held by two or more unrelated employee benefit plans which includes limited partnerships and venture capital partnerships. Common collective trusts, interests in 103-12 entities and registered investment companies are valued at NAV. The valuation for some of these assets requires judgment due to the absence of quoted market prices, and these assets are generally classified in Level 2 of the fair value hierarchy.

(6) Includes publicly and privately traded Registered Investment Entities.

(7) Includes cash and cash equivalents such as short-term marketable securities. Cash and cash equivalents include money market funds, which are valued based on NAV. Other assets were classified in the fair value hierarchy based on the lowest level input (e.g., quoted prices and observable inputs) that is significant to the fair value measure in its entirety.

(8) Includes primarily unsettled transactions, international insured contracts, and derivative instruments. Such unsettled transactions relate primarily to fixed income securities settled in the first quarter of fiscal year 2016.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 5: RETIREMENT AND POST-RETIREMENT BENEFIT PLAN (CONTINUED)

Changes in fair value measurements of Level 3 investments were as follows:

	FOR THE FISCAL YEAR ENDED OCTOBER 31, 2015								
	U.S. DEFINED BENEFIT PLANS			NON-U.S. DEFINED BENEFIT PLANS					POST-RETIREMENT BENEFIT PLANS
	CORPORATE DEBT	ALTERNATIVE INVESTMENTS	TOTAL	NON U.S. EQUITIES	ALTERNATIVE INVESTMENTS	INSURANCE GROUP ANNUITIES	OTHER	TOTAL	ALTERNATIVE INVESTMENTS
	IN MILLIONS								
Beginning balance at October 31, 2014	$7	$1,409	$1,416	$80	$160	$35	$—	$275	$272
Actual return on plan assets:									
Relating to assets still held at the reporting date	—	(26)	(26)	(13)	(6)	(7)	—	(26)	(2)
Relating to assets sold during the period	—	144	144	—	(21)	—	—	(21)	46
Purchases, sales, and settlements (net)	24	(236)	(212)	—	(77)	—	—	(77)	(63)
Transfers in and/or out of Level 3	—	—	—	(52)	(40)	(25)	7	(110)	—
Ending balance at October 31, 2015	$31	$1,291	$1,322	$15	$16	$3	$7	$41	$253

PLAN ASSET ALLOCATIONS

Refer to the fair value hierarchy table above for actual assets allocations across the benefit plans. The weighted-average target asset allocations across the benefit plans represented in the fair value tables above were as follows:

	2016 TARGET ALLOCATION		
ASSET CATEGORY	U.S. DEFINED BENEFIT PLANS	NON-U.S. DEFINED BENEFIT PLANS	POST-RETIREMENT BENEFIT PLANS
Equity-related investments	53.9%	44.3%	67.7%
Debt securities	46.1%	38.8%	29.2%
Real estate	—	6.2%	2.0%
Cash and cash equivalents	—	2.7%	1.1%
Other	—	8.0%	—
Total	100.0%	100.0%	100.0%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 5: RETIREMENT AND POST-RETIREMENT BENEFIT PLAN (CONTINUED)

INVESTMENT POLICY

HP's investment strategy is to seek a competitive rate of return relative to an appropriate level of risk depending on the funded status of each plan and the timing of expected benefit payments. The majority of the plans' investment managers employ active investment management strategies with the goal of outperforming the broad markets in which they invest. Risk management practices include diversification across asset classes and investment styles and periodic rebalancing toward asset allocation targets. A number of the plans' investment managers are authorized to utilize derivatives for investment or liability exposures, and HP may utilize derivatives to effect asset allocation changes or to hedge certain investment or liability exposures.

The target asset allocation selected for each U.S. plan reflects a risk/return profile HP believes is appropriate relative to each plan's liability structure and return goals. HP conducts periodic asset-liability studies for U.S. plans in order to model various potential asset allocations in comparison to each plan's forecasted liabilities and liquidity needs. HP invests a portion of the U.S. defined benefit plan assets and post-retirement benefit plan assets in private market securities such as private equity funds to provide diversification and a higher expected return on assets.

Outside the United States, asset allocation decisions are typically made by an independent board of trustees for the specific plan. As in the United States, investment objectives are designed to generate returns that will enable the plan to meet its future obligations. In some countries, local regulations may restrict asset allocations, typically leading to a higher percentage of investment in fixed income securities than would otherwise be deployed. HP reviews the investment strategy and provides a recommended list of investment managers for each country plan, with final decisions on asset allocation and investment managers made by the board of trustees for the specific plan.

BASIS FOR EXPECTED LONG-TERM RATE OF RETURN ON PLAN ASSETS

The expected long-term rate of return on plan assets reflects the expected returns for each major asset class in which the plan invests and the weight of each asset class in the target mix. Expected asset returns reflect the current yield on government bonds, risk premiums for each asset class and expected real returns which considers each country's specific inflation outlook. Because HP's investment policy is to employ primarily active investment managers who seek to outperform the broader market, the expected returns are adjusted to reflect the expected additional returns net of fees.

FUTURE CONTRIBUTIONS AND FUNDING POLICY

In fiscal year 2017, HP expects to contribute approximately $26 million to its non-U.S. pension plans, $33 million to cover benefit payments to U.S. non-qualified plan participants and $9 million to cover benefit claims for HP's post-retirement benefit plans. HP's policy is to fund its pension plans so that it makes at least the minimum contribution required by local government, funding and taxing authorities.

ESTIMATED FUTURE BENEFITS PAYMENTS

As of October 31, 2016, HP estimates that the future benefits payments for the retirement and post-retirement plans are as follows:

FISCAL YEAR	U.S. DEFINED BENEFIT PLANS	NON-U.S. DEFINED BENEFIT PLANS	POST-RETIREMENT BENEFIT PLANS
		IN MILLIONS	
2017	$687	$27	$80
2018	635	24	61
2019	648	28	51
2020	674	29	47
2021	702	28	44
Next five fiscal years to October 31, 2026	3,685	188	167

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 6: STOCK-BASED COMPENSATION

HP's stock-based compensation plans include incentive compensation plans and an employee stock purchase plan ("ESPP").

STOCK-BASED COMPENSATION EXPENSE AND RELATED INCOME TAX BENEFITS FOR CONTINUING OPERATIONS

Stock-based compensation expense and the resulting tax benefits for continuing operations were as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
		IN MILLIONS	
Stock-based compensation expense	$182	$212	$196
Income tax benefit	(63)	(62)	(65)
Stock-based compensation expense, net of tax	$119	$150	$131

In connection with the Separation and in accordance with the employee matters agreement, HP has made certain adjustments to the exercise price and number of stock-based compensation awards with the intention of preserving the intrinsic value of the awards prior to the Separation. Exercisable and non-exercisable stock options have been converted to similar awards of the entity where the employee is working post-separation. Restricted stock unit awards and performance-contingent awards have been adjusted to provide holders with restricted stock units awards and performance-contingent awards in the company that employs such employee following the Separation. The pre-tax stock-based compensation expense due to the adjustments was $2 million in fiscal year 2016. All outstanding restricted stock awards and stock options for employees transferred to Hewlett Packard Enterprise were cancelled in connection with the Separation. The restricted stock awards activity and stock options activity for fiscal years 2015 and 2014 in the tables below include discontinued operations, as the awards were not cancelled until the Separation became effective in the first quarter of fiscal year 2016.

In connection with the Separation, the Board of Directors approved amendments to certain outstanding long-term incentive awards on July 29, 2015. The amendments provided for the accelerated vesting on September 17, 2015 of certain stock-based awards that were otherwise scheduled to vest between September 18, 2015 and December 31, 2015. The pre-tax stock-based compensation expense due to the acceleration for continuing operations was approximately $23 million in fiscal year 2015.

Cash received from option exercises and purchases under the Hewlett-Packard Company 2011 Employee Stock Purchase Plan (the "2011 ESPP") was $48 million in fiscal year 2016, $206 million in fiscal year 2015 and $143 million in fiscal year 2014. The benefit realized for the tax deduction from option exercises in fiscal years 2016, 2015 and 2014 was $9 million, $30 million and $9 million, respectively.

STOCK-BASED INCENTIVE COMPENSATION PLANS

HP's stock-based incentive compensation plans include equity plans adopted in 2004 and 2000, as amended ("principal equity plans"), as well as various equity plans assumed through acquisitions under which stock-based awards are outstanding. Stock-based awards granted from the principal equity plans include restricted stock awards, stock options and performance-based awards. Employees meeting certain employment qualifications are eligible to receive stock-based awards.

Restricted stock awards are non-vested stock awards that may include grants of restricted stock or restricted stock units. Restricted stock awards and cash-settled awards are generally subject to forfeiture if employment terminates prior to the lapse of the restrictions. Such awards generally vest one to three years from the date of grant. During the vesting period, ownership of the restricted stock cannot be transferred. Restricted stock has the same dividend and voting rights as common stock and is considered to be issued and outstanding upon grant. The dividends paid on restricted stock are non-forfeitable. Restricted stock units do not have the voting rights of common stock, and the shares underlying restricted stock units are not considered issued and outstanding upon grant. However, shares underlying restricted stock units are included in the calculation of diluted net EPS. Restricted stock units have forfeitable dividend equivalent rights equal to the dividend paid on common stock. HP expenses the fair value of restricted stock awards ratably over the period during which the restrictions lapse. The majority of restricted stock units issued by HP contain only service vesting conditions. However, starting in fiscal year 2014, HP began granting performance-adjusted restricted stock units that vest only on the satisfaction of both service and market conditions prior to the expiration of the awards.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 6: STOCK-BASED COMPENSATION (CONTINUED)

Stock options granted under the principal equity plans are generally non-qualified stock options, but the principal equity plans permit some options granted to qualify as incentive stock options under the U.S. Internal Revenue Code. Stock options generally vest over three to four years from the date of grant. The exercise price of a stock option is equal to the closing price of HP's stock on the option grant date. The majority of stock options issued by HP contain only service vesting conditions. However, starting in fiscal year 2011, HP began granting performance-contingent stock options that vest only on the satisfaction of both service and market conditions prior to the expiration of the awards.

RESTRICTED STOCK AWARDS

HP uses the closing stock price on the grant date to estimate the fair value of service-based restricted stock units. HP estimates the fair value of restricted stock units subject to performance-adjusted vesting conditions using a combination of the closing stock price on the grant date and the Monte Carlo simulation model. The weighted-average fair value and the assumptions used to measure fair value of restricted stock units subject to performance-adjusted vesting conditions in the Monte Carlo simulation model were as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
Weighted-average fair value(1)	$13	$47	$37
Expected volatility(2)	32.5%	33.6%	24.8%
Risk-free interest rate(3)	1.2%	1.0%	0.4%
Expected performance period in years(4)	2.9	2.9	1.3

(1) The weighted-average fair value was based on performance-adjusted restricted stock units granted during the period.

(2) The expected volatility was estimated using the historical volatility derived from HP's common stock.

(3) The risk-free interest rate was estimated based on the yield on U.S. Treasury zero-coupon issues.

(4) The expected performance period was estimated based on the length of the remaining performance period from the grant date.

A summary of restricted stock awards activity is as follows:

	AS OF OCTOBER 31					
	2016		2015		2014	
	SHARES	WEIGHTED-AVERAGE GRANT DATE FAIR VALUE PER SHARE	SHARES	WEIGHTED-AVERAGE GRANT DATE FAIR VALUE PER SHARE	SHARES	WEIGHTED-AVERAGE GRANT DATE FAIR VALUE PER SHARE
	IN THOUSANDS		IN THOUSANDS		IN THOUSANDS	
Outstanding at beginning of year	29,717	$32	40,808	$24	32,262	$21
Granted and assumed through acquisition	29,286	$10	26,991	$35	26,036	$28
Vested	(4,161)	$13	(34,177)	$26	(14,253)	$24
Awards cancelled due to Separation	(23,926)	$32	—	$—	—	$—
Forfeited	(2,206)	$14	(3,905)	$29	(3,237)	$22
Outstanding at end of year	28,710	$13	29,717	$32	40,808	$24

In fiscal year 2015, HP assumed approximately 8 million shares of restricted stock units through acquisition with a weighted-average grant date fair value of $33 per share.

The total grant date fair value of restricted stock awards vested in fiscal years 2016, 2015 and 2014 was $54 million, $889 million and $338 million, respectively. As of October 31, 2016, total unrecognized pre-tax stock-based compensation expense related to non-vested restricted stock awards for continuing operations was $180 million, which is expected to be recognized over the remaining weighted-average vesting period of 1.4 years.

NOTE 6: STOCK-BASED COMPENSATION (CONTINUED)

STOCK OPTIONS

HP utilizes the Black-Scholes-Merton option pricing formula to estimate the fair value of stock options subject to service-based vesting conditions. HP estimates the fair value of stock options subject to performance-contingent vesting conditions using a combination of a Monte Carlo simulation model and a lattice model as these awards contain market conditions. The weighted-average fair value and the assumptions used to measure fair value were as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
Weighted-average fair value[(1)]	$4	$8	$7
Expected volatility[(2)]	36.2%	26.8%	33.1%
Risk-free interest rate[(3)]	1.8%	1.7%	1.8%
Expected dividend yield[(4)]	3.5%	1.8%	2.1%
Expected term in years[(5)]	6.0	5.9	5.7

(1) The weighted-average fair value was based on stock options granted during the period.

(2) For all awards granted in fiscal year 2016, expected volatility was estimated using the leverage-adjusted average of the term-matching volatilities of peer companies due to the lack of volume of forward traded options, which precluded the use of implied volatility. For all awards granted in fiscal year 2015, expected volatility was estimated using the implied volatility derived from options traded on HP's common stock. For awards granted in fiscal year 2014, expected volatility for awards subject to service-based vesting was estimated using the implied volatility derived from options traded on HP's common stock, whereas for performance-contingent awards, expected volatility was estimated using the historical volatility of HP's common stock.

(3) The risk-free interest rate was estimated based on the yield on U.S. Treasury zero-coupon issues.

(4) The expected dividend yield represents a constant dividend yield applied for the duration of the expected term of the award.

(5) For awards subject to service-based vesting, due to the lack of historical exercise and post-vesting termination patterns of the post-Separation employee base, the expected term was estimated using a simplified method for all awards granted in fiscal year 2016 and the expected term was estimated using historical exercise and post-vesting termination patterns for all awards granted in fiscal years 2015 and 2014; and for performance-contingent awards, the expected term represents an output from the lattice model.

A summary of stock options activity is as follows:

	AS OF OCTOBER 31											
	2016				2015				2014			
	SHARES	WEIGHTED-AVERAGE EXERCISE PRICE	WEIGHTED-AVERAGE REMAINING CONTRACTUAL TERM	AGGREGATE INTRINSIC VALUE	SHARES	WEIGHTED-AVERAGE EXERCISE PRICE	WEIGHTED-AVERAGE REMAINING CONTRACTUAL TERM	AGGREGATE INTRINSIC VALUE	SHARES	WEIGHTED-AVERAGE EXERCISE PRICE	WEIGHTED-AVERAGE REMAINING CONTRACTUAL TERM	AGGREGATE INTRINSIC VALUE
	IN THOUSANDS		IN YEARS	IN MILLIONS	IN THOUSANDS		IN YEARS	IN MILLIONS	IN THOUSANDS		IN YEARS	IN MILLIONS
Outstanding at beginning of year	36,278	$26			57,853	$27			84,042	$27		
Granted and assumed through acquisitions	25,425	$6			9,086	$36			9,575	$28		
Exercised	(4,714)	$8			(12,845)	$19			(11,145)	$18		
Awards cancelled due to Separation	(26,252)	$26			—	$—			—	$—		

NOTE 6: STOCK-BASED COMPENSATION (CONTINUED)

	AS OF OCTOBER 31											
	2016				2015				2014			
	SHARES	WEIGHTED-AVERAGE EXERCISE PRICE	WEIGHTED-AVERAGE REMAINING CONTRACTUAL TERM	AGGREGATE INTRINSIC VALUE	SHARES	WEIGHTED-AVERAGE EXERCISE PRICE	WEIGHTED-AVERAGE REMAINING CONTRACTUAL TERM	AGGREGATE INTRINSIC VALUE	SHARES	WEIGHTED-AVERAGE EXERCISE PRICE	WEIGHTED-AVERAGE REMAINING CONTRACTUAL TERM	AGGREGATE INTRINSIC VALUE
	IN THOUSANDS		IN YEARS	IN MILLIONS	IN THOUSANDS		IN YEARS	IN MILLIONS	IN THOUSANDS		IN YEARS	IN MILLIONS
Forfeited/ cancelled/ expired	(2,519)	$17			(17,816)	$40			(24,619)	$31		
Outstanding at end of year	28,218	$12	5.0	$73	36,278	$26	5.1	$153	57,853	$27	4.3	$629
Vested and expected to vest at end of year	26,850	$12	4.9	$71	34,973	$26	5.0	$152	54,166	$27	4.1	$571
Exercisable at end of year	15,418	$11	3.7	$62	25,630	$24	4.4	$146	30,459	$33	2.3	$197

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value that option holders would have received had all option holders exercised their options on the last trading day of fiscal years 2016, 2015 and 2014. The aggregate intrinsic value is the difference between HP's closing stock price on the last trading day of the fiscal year and the exercise price, multiplied by the number of in-the-money options. The total intrinsic value of options exercised in fiscal years 2016, 2015 and 2014 was $26 million, $214 million and $151 million, respectively. The total grant date fair value of options vested in fiscal years 2016, 2015 and 2014 was $11 million, $131 million and $82 million, respectively.

The following table summarizes significant ranges of outstanding and exercisable stock options:

	AS OF OCTOBER 31, 2016				
	OPTIONS OUTSTANDING			OPTIONS EXERCISABLE	
RANGE OF EXERCISE PRICES	SHARES OUTSTANDING	WEIGHTED-AVERAGE REMAINING CONTRACTUAL TERM	WEIGHTED-AVERAGE EXERCISE PRICE	SHARES EXERCISABLE	WEIGHTED-AVERAGE EXERCISE PRICE
	IN THOUSANDS	IN YEARS		IN THOUSANDS	
$0-$9.99	4,970	3.8	$7	4,964	$7
$10-$19.99	23,012	5.3	$14	10,218	$13
$20-$29.99	236	1.9	$23	236	$23
	28,218	5.0	$12	15,418	$11

As of October 31, 2016, total unrecognized pre-tax stock-based compensation expense related to stock options for continuing operations was $17 million, which is expected to be recognized over a weighted-average vesting period of 1.7 years.

EMPLOYEE STOCK PURCHASE PLAN

HP sponsors the 2011 ESPP, pursuant to which eligible employees may contribute up to 10% of base compensation, subject to certain income limits, to purchase shares of HP's common stock.

Pursuant to the terms of the 2011 ESPP, employees purchase stock under the 2011 ESPP at a price equal to 95% of HP's closing stock price on the purchase date. No stock-based compensation expense was recorded in connection with those purchases because the criteria of a non-compensatory plan were met.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 6: STOCK-BASED COMPENSATION (CONTINUED)

SHARES RESERVED

Shares available for future grant and shares reserved for future issuance under the stock-based incentive compensation plans and the 2011 ESPP were as follows:

	AS OF OCTOBER 31		
	2016	2015	2014
		IN THOUSANDS	
Shares available for future grant	453,865	215,949	246,852
Shares reserved for future issuance	510,176	276,481	344,848

NOTE 7: TAXES ON EARNINGS

PROVISION FOR TAXES

The domestic and foreign components of earnings from continuing operations before taxes were as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
		IN MILLIONS	
U.S.	$468	$216	$1,511
Non-U.S.	3,293	3,316	2,352
	$3,761	$3,532	$3,863

The provision for (benefit from) taxes on earnings from continuing operations was as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
		IN MILLIONS	
U.S. federal taxes:			
Current	$439	$(2,206)	$232
Deferred	470	1,069	128
Non-U.S. taxes:			
Current	288	431	598
Deferred	(123)	76	(26)
State taxes:			
Current	(35)	362	129
Deferred	56	82	(122)
	$1,095	$(186)	$939

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 7: TAXES ON EARNINGS (CONTINUED)

The differences between the U.S. federal statutory income tax rate and HP's effective tax rate were as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
U.S. federal statutory income tax rate from continuing operations	35.0%	35.0%	35.0%
State income taxes from continuing operations, net of federal tax benefit	1.1%	(6.1)%	0.5%
Lower rates in other jurisdictions, net	(9.3)%	(1.2)%	(11.6)%
Research and development ("R&D") credit	(2.4)%	(0.2)%	(0.2)%
Valuation allowances	(1.2)%	(48.0)%	—
Uncertain tax positions	11.7%	11.1%	(1.6)%
Indemnification Related Items	(4.1)%	—	—
Other, net	(1.7)%	4.1%	2.2%
	29.1%	(5.3)%	24.3%

The jurisdictions with favorable tax rates that have the most significant effective tax rate impact in the periods presented include Puerto Rico, Singapore, China, Malaysia and Ireland. To the extent that HP plans to reinvest earnings of these jurisdictions indefinitely outside the United States, U.S. taxes have not been provided on those indefinitely reinvested earnings.

In fiscal year 2016, HP recorded $301 million of net income tax charges related to items unique to the year for continuing operations. These amounts primarily include uncertain tax positions charges of $525 million related to pre-separation tax matters. In addition, HP recorded $62 million of net tax benefits on restructuring and other charges, $52 million of net tax benefits related to the release of foreign valuation allowances and $41 million of net tax benefits arising from the retroactive research and development credit provided by the Consolidated Appropriations Act of 2016 signed into law in December 2015 and $70 million of other tax benefit.

In fiscal year 2015, HP recorded $1.2 billion of net income tax benefits related to items unique to the year. These amounts included $1.7 billion of tax benefits due to a release of valuation allowances pertaining to certain U.S. deferred tax assets, $449 million of tax charges related to uncertain tax positions on pension transfers, $70 million of tax benefits related to state tax impacts, and $6 million of income tax charges related to various other items. In addition, HP recorded $33 million of income tax charges on restructuring and pension-related costs.

In fiscal year 2014, HP recorded $69 million of net income tax benefits related to items unique to the year. These amounts included $37 million of income tax benefits related to provision to return adjustments, $25 million of income tax charges related to state rate changes, $41 million of income tax benefits for adjustments related to uncertain tax positions, and $16 million of income tax benefits related to other items.

As a result of certain employment actions and capital investments HP has undertaken, income from manufacturing and services in certain countries is subject to reduced tax rates, and in some cases is wholly exempt from taxes, through 2027. The gross income tax benefits attributable to these actions and investments were estimated to be $341 million ($0.20 diluted net EPS) in fiscal year 2016, $322 million ($0.18 diluted net EPS) in fiscal year 2015 and $596 million ($0.31 diluted net EPS) in fiscal year 2014. The gross income tax benefits were offset partially by accruals of U.S. income taxes on undistributed earnings, among other factors.

NOTE 7: TAXES ON EARNINGS (CONTINUED)

UNCERTAIN TAX POSITIONS

A reconciliation of unrecognized tax benefits is as follows:

	AS OF OCTOBER 31		
	2016	2015	2014
		IN MILLIONS	
Balance at beginning of year	$6,546	$1,545	$1,284
Increases:			
For current year's tax positions	468	2,102	166
For prior years' tax positions	4,004	5,208	323
Decreases:			
For prior years' tax positions	(62)	(2,063)	(113)
Statute of limitations expirations	—	(46)	(41)
Settlements with taxing authorities	(98)	(200)	(74)
Balance at end of year	$10,858	$6,546	$1,545

As of October 31, 2016, the amount of unrecognized tax benefits was $10.9 billion, of which up to $3.9 billion would affect HP's effective tax rate if realized. As of October 31, 2015 the amount of unrecognized tax benefits was $6.5 billion of which up to $3.2 billion would affect HP's effective tax rate if realized. HP continues to record its tax liabilities related to uncertain tax positions and certain liabilities for which it has joint and several liability with Hewlett Packard Enterprise. During the twelve months ended October 31, 2016, as part of the Separation, HP distributed $732 million of liabilities related solely to uncertain tax positions associated with Hewlett Packard Enterprise. HP recognizes interest income from favorable settlements and interest expense and penalties accrued on unrecognized tax benefits in the provision for taxes in the Consolidated Statements of Earnings. As of October 31, 2016, HP had accrued $193 million for interest and penalties.

HP engages in continuous discussion and negotiation with taxing authorities regarding tax matters in various jurisdictions. HP expects to complete resolution of certain tax years with various tax authorities within the next 12 months. It is also possible that other federal, foreign and state tax issues may be concluded within the next 12 months. HP believes it is reasonably possible that its existing unrecognized tax benefits may be reduced by an amount up to $2.5 billion within the next 12 months.

HP is subject to income tax in the United States and approximately 58 other countries and is subject to routine corporate income tax audits in many of these jurisdictions. In addition, HP is subject to numerous ongoing audits by federal, state and foreign tax authorities. The IRS is conducting an audit of HP's 2009, 2010, 2011, 2012, 2013 and 2014 income tax returns. HP has received from the IRS Notices of Deficiency for its fiscal 1999, 2000, 2003, 2004 and 2005 tax years, and Revenue Agent Reports ("RAR") for its fiscal years 2001, 2002, 2006, 2007 and 2008 tax years. The proposed IRS adjustments for these tax years would, if sustained, reduce the benefits of tax refund claims HP has filed for net operating loss carrybacks to earlier fiscal years and tax credit carryforwards to subsequent years by approximately $377 million.

HP is waiting for the Ninth Circuit Court of Appeals to rule on HP's appeal of an adverse U.S. Tax Court determination related to IRS adjustments for tax years 1999 through 2003. The U.S. Tax Court ruled in May 2012 against HP related to certain tax attributes claimed by HP for the tax years 1999 through 2003. HP appealed the U.S. Tax Court determination by filing a formal Notice of Appeal with the Ninth Circuit Court of Appeals. This case was argued before the Ninth Circuit in November 2016. The Ninth Circuit has not yet issue any determination in this Appeal.

With respect to major state and foreign tax jurisdictions, HP is no longer subject to tax authority examinations for years prior to 1999. No material tax deficiencies have been assessed in major state or foreign tax jurisdictions as of the reporting period.

HP believes it has provided adequate reserves for all tax deficiencies or reductions in tax benefits that could result from federal, state and foreign tax audits. HP regularly assesses the likely outcomes of these audits in order to determine the appropriateness of HP's tax provision. HP adjusts its uncertain tax positions to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular audit. However, income tax audits are inherently unpredictable and there can be no assurance that HP will accurately predict the outcome of these audits. The amounts ultimately paid on resolution of an audit could be materially different from the amounts previously included

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 7: TAXES ON EARNINGS (CONTINUED)

in the Provision for taxes and therefore the resolution of one or more of these uncertainties in any particular period could have a material impact on net income or cash flows.

HP has not provided for U.S. federal income and foreign withholding taxes on $20.3 billion of undistributed earnings from non-U.S. operations as of October 31, 2016 because HP intends to reinvest such earnings indefinitely outside of the United States. If HP were to distribute these earnings, foreign tax credits may become available under current law to reduce the resulting U.S. income tax liability. Determination of the amount of unrecognized deferred tax liability related to these earnings is not practicable. HP will remit non-indefinitely reinvested earnings of its non-U.S. subsidiaries for which deferred U.S. federal and withholding taxes have been provided where excess cash has accumulated and HP determines that it is advantageous for business operations, tax or cash management reasons.

DEFERRED INCOME TAXES

The significant components of deferred tax assets and deferred tax liabilities were as follows:

	AS OF OCTOBER 31			
	2016		2015	
	DEFERRED TAX ASSETS	DEFERRED TAX LIABILITIES	DEFERRED TAX ASSETS	DEFERRED TAX LIABILITIES
	IN MILLIONS			
Loss and credit carryforwards	$8,725	$—	$7,395	$(14)
Unremitted earnings of foreign subsidiaries	—	(5,179)	—	(5,112)
Inventory valuation	—	(12)	5	—
Intercompany transactions—profit in inventory	—	—	7	(110)
Intercompany transactions—excluding inventory	2,560	—	2,069	—
Fixed assets	274	—	692	(420)
Warranty	248	—	386	(6)
Employee and retiree benefits	592	—	1,728	(689)
Accounts receivable allowance	117	—	100	—
Intangible assets	23	(213)	—	(126)
Restructuring and other	17	—	19	—
Deferred revenue	206	—	201	(2)
Other	399	(99)	500	(116)
Gross deferred tax assets and liabilities	13,161	(5,503)	13,102	(6,595)
Valuation allowances	(8,520)	—	(7,114)	—
Net deferred tax assets and liabilities	$4,641	$(5,503)	$5,988	$ (6,595)

In 2015, the FASB issued Accounting Standards Update ("ASU") 2015-17, "Balance Sheet Classification of Deferred Taxes", which simplifies the presentation of deferred income taxes. This guidance requires that deferred tax liabilities and assets be classified as non-current in a classified statement of financial position. HP early adopted the FASB's new accounting guidance prospectively for the interim period beginning November 1, 2015; thus, the prior reporting period was not retrospectively adjusted.

NOTE 7: TAXES ON EARNINGS (CONTINUED)

Current and long-term deferred tax assets and liabilities included in the Consolidated Balance Sheets as follows:

	AS OF OCTOBER 31	
	2016	2015
	IN MILLIONS	
Current deferred tax assets	$—	$1,047
Current deferred tax liabilities	—	(57)
Long-term deferred tax assets	254	216
Long-term deferred tax liabilities	(1,116)	(1,813)
Total	$(862)	$(607)

Excess tax benefits of approximately zero and $64 million were recorded resulting from the exercise of employee stock options and other employee stock programs during fiscal years 2016 and 2015. Tax deficits of approximately $43 million were recorded in fiscal year 2014. The historical statements of stockholders' (deficit) equity have not been revised to reflect the effect of the Separation. For further information on discontinued operations, see Note 2, "Discontinued Operations".

HP periodically engages in intercompany advanced royalty payment arrangements that may result in advance payments between subsidiaries in different tax jurisdictions. When the local tax treatment of the intercompany licensing arrangements differs from U.S. GAAP treatment, deferred taxes are recognized. During fiscal year 2016, HP executed intercompany advanced royalty payment arrangements resulting in advanced payments of $1.2 billion. During fiscal year 2015, HP executed intercompany advanced royalty payment arrangements resulting in advanced payments of $3.8 billion, while during fiscal year 2014, HP executed a multi-year intercompany licensing arrangement and an intercompany advanced royalty payment arrangement which resulted in combined advanced payments of $3.8 billion, the result of which was the recognition of zero net U.S. deferred tax assets in fiscal years 2016 and 2015 and $0.6 billion in fiscal year 2014. In these transactions, the payments were received in the United States from a foreign consolidated affiliate, with a deferral of intercompany revenues over the term of the arrangements, which is approximately 18 months for fiscal year 2016, 5 years for fiscal year 2015 and 15 years for fiscal year 2014. Intercompany royalty revenue is eliminated in consolidation.

Separation costs are expenses associated with HP's plan to separate into two companies. HP recorded a deferred tax asset on these costs and expenses as they were incurred through fiscal year 2015. HP expected a portion of these deferred tax assets associated with separation costs and expenses to be non-deductible expenses, at the time the Separation was executed. Furthermore, HP has also concluded on the legal form of the Separation and in May 2015 announced that Hewlett Packard Enterprise was the spinnee in the United States. In order to reflect the impact of separation activities, HP recorded adjustments to certain deferred and prepaid tax assets as well as income tax liabilities reflecting the impact of separation related activities.

As of October 31, 2016, HP had $627 million, $2.0 billion and $25.3 billion of federal, state and foreign net operating loss carryforwards, respectively. Amounts included in state and foreign net operating loss carryforwards will begin to expire in fiscal year 2018 and amounts included in federal net operating loss carryforwards will begin to expire in 2030. HP also has capital loss carryforwards of approximately $197 million which will expire in 2021. HP has provided a valuation allowance of $87 million and $8.2 billion for deferred tax assets related to state and foreign net operating loss carryforwards, respectively, that HP does not expect to realize.

As of October 31, 2016, HP had recorded deferred tax assets for various tax credit carryforwards as follows:

	CARRYFORWARD	VALUATION ALLOWANCE	INITIAL YEAR OF EXPIRATION
		IN MILLIONS	
U.S. foreign tax credits	$6	$—	2022
U.S. R&D and other credits	2	—	2017
Tax credits in state and foreign jurisdictions	256	(137)	2017
Balance at end of year	$264	$(137)	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 7: TAXES ON EARNINGS (CONTINUED)

DEFERRED TAX ASSET VALUATION ALLOWANCE

The deferred tax asset valuation allowance and changes were as follows:

	AS OF OCTOBER 31		
	2016	2015	2014
		IN MILLIONS	
Balance at beginning of year	$7,114	$8,231	$8,196
Income tax expense (benefit)	1,421	(2,183)	(14)
Other comprehensive income, currency translation and charges to other accounts	(15)	1,066	49
Balance at end of year	$8,520	$7,114	$8,231

Gross deferred tax assets at October 31, 2016, 2015 and 2014, were reduced by valuation allowances of $8.5 billion, $7.1 billion and $8.2 billion, respectively. Total valuation allowance increased by $1.4 billion in fiscal year 2016, associated primarily with foreign net operating losses, and decreased by $1.1 billion in fiscal year 2015, associated with the release of a valuation allowance against deferred tax assets in the United States, and increased by $35 million in fiscal 2014 associated primarily with foreign net operating losses.

TAX MATTERS AGREEMENT AND OTHER INCOME TAX MATTERS

In connection with the Separation, HP entered into the TMA with Hewlett Packard Enterprise effective on November 1, 2015 that governs the rights and obligations of HP and Hewlett Packard Enterprise for certain pre Separation tax liabilities. The TMA provides that HP and Hewlett Packard Enterprise will share certain pre Separation income tax liabilities. In certain jurisdictions, HP and Hewlett Packard Enterprise have joint and several liability for past income tax liabilities and accordingly, HP could be legally liable under applicable tax law for such liabilities and required to make additional tax payments.

In addition, if the distribution of Hewlett Packard Enterprise's common shares to HP stockholders is determined to be taxable, Hewlett Packard Enterprise and HP would share the tax liability equally, unless the taxability of the distribution is the direct result of action taken by either Hewlett Packard Enterprise or HP subsequent to the distribution in which case the party causing the distribution to be taxable would be responsible for any taxes imposed on the distribution.

Upon completion of the Separation on November 1, 2015, HP recorded net income tax indemnification receivables from Hewlett Packard Enterprise for certain income tax liabilities that HP is jointly and severally liable for, but for which it is indemnified by Hewlett Packard Enterprise under the TMA. The actual amount that Hewlett Packard Enterprise may be obligated to pay HP could vary depending upon the outcome of certain unresolved tax matters, which may not be resolved for several years. The net receivable as of October 31, 2016 was $1.6 billion. In connection with the TMA, Interest and other, net for fiscal year 2016 includes $472 million of changes in the tax indemnifications amounts.

NOTE 8: BALANCE SHEET DETAILS

Balance sheet details were as follows:

ACCOUNTS RECEIVABLE, NET

	AS OF OCTOBER 31	
	2016	2015
	IN MILLIONS	
Accounts receivable	$4,221	$4,905
Allowance for doubtful accounts	(107)	(80)
	$4,114	$4,825

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 8: BALANCE SHEET DETAILS (CONTINUED)

The allowance for doubtful accounts related to accounts receivable and changes were as follows:

	AS OF OCTOBER 31		
	2016	2015	2014
	IN MILLIONS		
Balance at beginning of year	$80	$106	$182
Provision for doubtful accounts	65	19	(25)
Deductions, net of recoveries	(38)	(45)	(51)
Balance at end of year	$107	$80	$106

HP has third-party arrangements, consisting of revolving short-term financing, which provide liquidity to certain partners in order to facilitate their working capital requirements. These financing arrangements, which in certain circumstances may contain partial recourse, result in a transfer of HP's receivables and risk, to the third-party. As these transfers qualify as true sales under the applicable accounting guidance, the receivables are derecognized from the Consolidated Balance Sheets upon transfer, and HP receives a payment for the receivables from the third-party within a mutually agreed upon time period. For arrangements involving an element of recourse, the recourse obligation is measured using market data from the similar transactions and reported as a current liability in the Consolidated Balance Sheets. The recourse obligations as of October 31, 2016, 2015 and 2014 were not material. As of October 31, 2016, 2015 and 2014, HP had $149 million, $93 million and $271 million, respectively, outstanding from the third parties, which is reported in Accounts receivable in the Consolidated Balance Sheets. The costs associated with the sales of trade receivables for fiscal year 2016 were not material.

The following is a summary of the activity under these arrangements:

	AS OF OCTOBER 31		
	2016	2015	2014
	IN MILLIONS		
Balance at beginning of year	$93	$271	$102
Trade receivables sold	8,222	6,512	5,680
Cash receipts	(8,160)	(6,671)	(5,491)
Foreign currency and other	(6)	(19)	(20)
Balance at end of year	$149	$93	$271

INVENTORY

	AS OF OCTOBER 31	
	2016	2015
	IN MILLIONS	
Finished goods	$3,103	$2,820
Purchased parts and fabricated assemblies	1,381	1,468
	$4,484	$4,288

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 8: BALANCE SHEET DETAILS (CONTINUED)

OTHER CURRENT ASSETS

	AS OF OCTOBER 31	
	2016	2015
	IN MILLIONS	
Value-added taxes receivable	$795	$942
Supplier and other receivables	1,700	1,316
Prepaid and other current assets	1,087	1,193
Deferred tax assets(1)	—	1,047
	$3,582	$4,498

(1) Effective November 1, 2015, HP prospectively adopted ASU 2015-17, "Balance Sheet Classification of Deferred Taxes" and as a result classified all deferred assets and liabilities as non-current.

PROPERTY, PLANT AND EQUIPMENT, NET

	AS OF OCTOBER 31	
	2016	2015
	IN MILLIONS	
Land, buildings and leasehold improvements	$2,421	$2,272
Machinery and equipment, including equipment held for lease	3,663	3,459
	6,084	5,731
Accumulated depreciation	(4,348)	(4,239)
	$1,736	$1,492

Depreciation expense was $316 million, $302 million and $344 million in fiscal years 2016, 2015 and 2014, respectively.

OTHER NON-CURRENT ASSETS

	AS OF OCTOBER 31	
	2016	2015
	IN MILLIONS	
Tax indemnifications receivable(1)	$1,591	$—
Deferred tax assets(2)	254	216
Other	1,339	1,376
	$3,184	$1,592

(1) In connection with the TMA discussed under Note 7, "Taxes on Earnings".

(2) Effective November 1, 2015, HP prospectively adopted ASU 2015-17, "Balance Sheet Classification of Deferred Taxes" and as a result classified all deferred assets and liabilities as non-current.

NOTE 8: BALANCE SHEET DETAILS (CONTINUED)

OTHER ACCRUED LIABILITIES

	AS OF OCTOBER 31	
	2016	2015
	IN MILLIONS	
Other accrued taxes	$755	$1,007
Warranty	729	871
Sales and marketing programs	2,312	2,181
Other	1,922	2,182
	$5,718	$6,241

OTHER NON-CURRENT LIABILITIES

	AS OF OCTOBER 31	
	2016	2015
	IN MILLIONS	
Pension, post-retirement, and post-employment liabilities	$2,705	$2,203
Deferred tax liability	1,116	1,813
Tax liability	1,910	1,803
Deferred revenue	865	812
Other	737	783
	$7,333	$7,414

NOTE 9: GOODWILL

Goodwill allocated to HP's reportable segments and changes in the carrying amount of goodwill were as follows:

	PERSONAL SYSTEMS	PRINTING	TOTAL
		IN MILLIONS	
Balance at October 31, 2014[1]	$2,588	$3,103	$5,691
Dispositions	—	(11)	(11)
Balance at October 31, 2015[1]	2,588	3,092	5,680
Acquisitions	5	—	5
Dispositions[2]	—	(63)	(63)
Balance at October 31, 2016[1]	$2,593	$3,029	$5,622

(1) Goodwill is net of accumulated impairment losses of $0.8 billion related to Corporate Investments.

(2) Divestiture of technology assets, including licensing and distribution rights, for certain software offerings to Open Text Corporation. See Note 18, "Divestitures".

Goodwill is tested for impairment at the reporting unit level. As of October 31, 2016, our reporting units are consistent with the reportable segments identified in Note 3, "Segment Information." There were no goodwill impairments in fiscal years 2016 and 2015. HP will continue to evaluate goodwill on an annual basis as of the beginning of its fourth fiscal quarter and whenever events or changes in circumstances indicate there may be a potential impairment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 10: FAIR VALUE

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date.

FAIR VALUE HIERARCHY

HP uses valuation techniques that are based upon observable and unobservable inputs. Observable inputs are developed using market data such as publicly available information and reflect the assumptions market participants would use, while unobservable inputs are developed using the best information available about the assumptions market participants would use. Assets and liabilities are classified in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement:

Level 1—Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2—Quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability and market-corroborated inputs.

Level 3—Unobservable inputs for the asset or liability.

The fair value hierarchy gives the highest priority to observable inputs and lowest priority to unobservable inputs.

The following table presents HP's assets and liabilities that are measured at fair value on a recurring basis:

	AS OF OCTOBER 31, 2016				AS OF OCTOBER 31, 2015			
	FAIR VALUE MEASURED USING				FAIR VALUE MEASURED USING			
	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
				IN MILLIONS				
Assets								
Cash Equivalents and Investments:								
Time deposits	$—	$2,092	$—	$2,092	$—	$1,111	$—	$1,111
Money market funds	2,568	—	—	2,568	4,303	—	—	4,303
Marketable equity securities	5	4	—	9	6	3	—	9
Foreign bonds	—	—	—	—	—	42	—	42
Mutual funds	44	—	—	44	—	—	—	—
Other debt securities	—	2	—	2	—	2	—	2
Derivative Instruments:								
Interest rate contracts	—	48	—	48	—	38	—	38
Foreign currency contracts	—	266	11	277	—	213	2	215
Other derivatives	—	—	—	—	—	5	—	5
Total assets	$2,617	$2,412	$11	$5,040	$4,309	$1,414	$2	$5,725
Liabilities								
Derivative Instruments:								
Interest rate contracts	$—	$—	$—	$—	$—	$—	$—	$—
Foreign currency contracts	—	94	1	95	—	302	2	304
Other derivatives	—	2	—	2	—	—	—	—
Total liabilities	$—	$96	$1	$97	$—	$302	$2	$304

There were no transfers between levels within the fair value hierarchy during fiscal years 2016 and 2015.

NOTE 10: FAIR VALUE (CONTINUED)

VALUATION TECHNIQUES

Cash Equivalents and Investments: HP holds time deposits, money market funds, mutual funds, other debt securities primarily consisting of corporate and foreign government notes and bonds, and common stock and equivalents. HP values cash equivalents and equity investments using quoted market prices, alternative pricing sources, including NAV, or models utilizing market observable inputs. The fair value of debt investments was based on quoted market prices or model-driven valuations using inputs primarily derived from or corroborated by observable market data, and, in certain instances, valuation models that utilize assumptions which cannot be corroborated with observable market data.

Derivative Instruments: HP uses forward contracts, interest rate and total return swaps and at times, option contracts to hedge certain foreign currency and interest rate exposures. HP uses industry standard valuation models to measure fair value. Where applicable, these models project future cash flows and discount the future amounts to present value using market-based observable inputs, including interest rate curves, HP and counterparty credit risk, foreign exchange rates, and forward and spot prices for currencies and interest rates. See Note 11, "Financial Instruments" for a further discussion of HP's use of derivative instruments.

OTHER FAIR VALUE DISCLOSURES

Short- and Long-Term Debt: HP estimates the fair value of its debt primarily using an expected present value technique, which is based on observable market inputs using interest rates currently available to companies of similar credit standing for similar terms and remaining maturities, and considering its own credit risk. The portion of HP's debt that is hedged is reflected in the Consolidated Balance Sheets as an amount equal to the debt's carrying amount and a fair value adjustment representing changes in the fair value of the hedged debt obligations arising from movements in benchmark interest rates. The estimated fair value of HP's short- and long-term debt was $7.1 billion at October 31, 2016 compared to its carrying amount of $6.8 billion at that date. The estimated fair value of HP's short- and long-term debt approximated its carrying value of $8.9 billion at October 31, 2015. If measured at fair value in the Consolidated Balance Sheets, short- and long-term debt would be classified in Level 2 of the fair value hierarchy.

Other Financial Instruments: For the balance of HP's financial instruments, primarily accounts receivable, accounts payable and financial liabilities included in other accrued liabilities, the carrying amounts approximate fair value due to their short maturities. If measured at fair value in the Consolidated Balance Sheets, these other financial instruments would be classified in Level 2 or Level 3 of the fair value hierarchy.

Non-Marketable Equity Investments and Non-Financial Assets: HP's non-marketable equity investments and non-financial assets, such as intangible assets, goodwill and property, plant and equipment, are recorded at fair value in the period an impairment charge is recognized. If measured at fair value in the Consolidated Balance Sheets, these would generally be classified in Level 3 of the fair value hierarchy.

NOTE 11: FINANCIAL INSTRUMENTS

CASH EQUIVALENTS AND AVAILABLE-FOR-SALE INVESTMENTS

	AS OF OCTOBER 31, 2016				AS OF OCTOBER 31, 2015			
	COST	GROSS UNREALIZED GAIN	GROSS UNREALIZED LOSS	FAIR VALUE	COST	GROSS UNREALIZED GAIN	GROSS UNREALIZED LOSS	FAIR VALUE
	IN MILLIONS							
Cash Equivalents:								
Time deposits	$2,092	$—	$—	$2,092	$1,111	$—	$—	$1,111
Money market funds	2,568	—	—	2,568	4,303	—	—	4,303
Total cash equivalents	4,660	—	—	$4,660	5,414	—	—	$5,414
Available-for-Sale Investments:								
Equity securities in public companies	1	3	—	4	1	4	—	5
Foreign bonds	—	—	—	—	32	10	—	42

NOTE 11: FINANCIAL INSTRUMENTS (CONTINUED)

	AS OF OCTOBER 31, 2016				AS OF OCTOBER 31, 2015			
	COST	GROSS UNREALIZED GAIN	GROSS UNREALIZED LOSS	FAIR VALUE	COST	GROSS UNREALIZED GAIN	GROSS UNREALIZED LOSS	FAIR VALUE
	IN MILLIONS							
Mutual funds	$35	$9	$—	$44	$—	$—	$—	$—
Other debt securities	2	—	—	2	2	—	—	2
Total available-for-sale investments	38	12	—	50	35	14	—	49
Total cash equivalents and available-for-sale investments	$4,698	$12	$—	$4,710	$5,449	$14	$—	$5,463

All highly liquid investments with original maturities of three months or less at the date of acquisition are considered cash equivalents. As of October 31, 2016 and 2015, the carrying amount of cash equivalents approximated fair value due to the short period of time to maturity. Interest income related to cash, cash equivalents and debt securities was approximately $24 million in fiscal year 2016, $75 million in fiscal year 2015, and $72 million in fiscal year 2014. Time deposits were primarily issued by institutions outside the United States as of October 31, 2016 and 2015. The estimated fair value of the available-for-sale investments may not be representative of values that will be realized in the future.

There was no gross unrealized loss as of October 31, 2016 and 2015.

Contractual maturities of investments in available-for-sale debt securities were as follows:

	AS OF OCTOBER 31, 2016	
	AMORTIZED COST	FAIR VALUE
	IN MILLIONS	
Due in one year	$2	$2
Due in one to five years	—	—
Due in more than five years	35	44
	$37	$46

Equity securities in privately held companies include cost basis and equity method investments and are included in Other non-current assets in the Consolidated Balance Sheets. These amounted to $16 million and $13 million as of October 31, 2016 and 2015, respectively.

DERIVATIVE INSTRUMENTS

HP uses derivatives to offset business exposure to foreign currency and interest rate risk on expected future cash flows and on certain existing assets and liabilities. As part of its risk management strategy, HP uses derivative instruments, primarily forward contracts, interest rate swaps, total return swaps and, at times, option contracts to hedge certain foreign currency, interest rate and, to a lesser extent, equity exposures. HP may designate its derivative contracts as fair value hedges or cash flow hedges. Additionally, for derivatives not designated as hedging instruments, HP categorizes those economic hedges as other derivatives. HP recognizes all derivative instruments at fair value in the Consolidated Balance Sheets. HP classifies cash flows from its derivative programs with the activities that correspond to the underlying hedged items in the Consolidated Statements of Cash Flows.

As a result of its use of derivative instruments, HP is exposed to the risk that its counterparties will fail to meet their contractual obligations. Master netting agreements mitigate credit exposure to counterparties by permitting HP to net amounts due from HP to counterparty against amounts due to HP from the same counterparty under certain conditions. To further limit credit risk, HP has collateral security agreements that allow HP to hold collateral from, or require HP to post collateral to, counterparties when aggregate derivative fair values exceed contractually established thresholds which are generally based on the credit ratings of HP and its counterparties. If HP's or the counterparty's credit rating falls below a specified credit rating, either party has the right to request full collateralization of the derivatives' net liability position. The fair value of derivatives with credit contingent features in a net liability

NOTE 11: FINANCIAL INSTRUMENTS (CONTINUED)

position was $2 million and $138 million as of October 31, 2016 and 2015, respectively, all of which were fully collateralized within two business days.

Under HP's derivative contracts, the counterparty can terminate all outstanding trades following a covered change of control event affecting HP that results in the surviving entity being rated below a specified credit rating. This credit contingent provision did not affect HP's financial position or cash flows as of October 31, 2016 and 2015.

FAIR VALUE HEDGES

HP enters into fair value hedges, such as interest rate swaps, to reduce the exposure of its debt portfolio to changes in fair value resulting from changes in interest rates by achieving a primarily U.S. dollar London Interbank Offered Rate ("LIBOR")-based floating interest expense.

For derivative instruments that are designated and qualify as fair value hedges, HP recognizes the change in fair value of the derivative instrument, as well as the offsetting change in the fair value of the hedged item, in Interest and other, net in the Consolidated Statements of Earnings in the period of change.

CASH FLOW HEDGES

HP uses forward contracts and at times, option contracts designated as cash flow hedges to protect against the foreign currency exchange rate risks inherent in its forecasted net revenue and, to a lesser extent, cost of revenue, operating expenses, and intercompany loans denominated in currencies other than the U.S. dollar. HP's foreign currency cash flow hedges mature generally within twelve months; however, hedges related to longer term procurement arrangements extend several years and forward contracts associated with intercompany loans extend for the duration of the lease or loan term, which typically range from two to five years.

For derivative instruments that are designated and qualify as cash flow hedges, HP initially records changes in fair value for the effective portion of the derivative instrument in Accumulated other comprehensive loss as a separate component of stockholders' (deficit) equity in the Consolidated Balance Sheets and subsequently reclassifies these amounts into earnings in the period during which the hedged transaction is recognized in earnings. HP reports the effective portion of its cash flow hedges in the same financial statement line item as changes in the fair value of the hedged item.

NET INVESTMENT HEDGES

HP used forward contracts designated as net investment hedges to hedge net investments in certain foreign subsidiaries whose functional currency was the local currency. As part of the Separation, HP disposed of all these foreign subsidiaries and no longer utilizes net investment hedges. HP recorded the effective portion of such derivative instruments together with changes in the fair value of the hedged items in Cumulative translation adjustment as a separate component of stockholders' (deficit) equity.

OTHER DERIVATIVES

Other derivatives not designated as hedging instruments consist primarily of forward contracts used to hedge foreign currency-denominated balance sheet exposures. HP uses total return swaps to hedge its executive deferred compensation plan liability.

For derivative instruments not designated as hedging instruments, HP recognizes changes in fair value of the derivative instrument, as well as the offsetting change in the fair value of the hedged item, in Interest and other, net in the Consolidated Statements of Earnings in the period of change.

HEDGE EFFECTIVENESS

For interest rate swaps designated as fair value hedges, HP measures hedge effectiveness by offsetting the change in fair value of the hedged item with the change in fair value of the derivative. For foreign currency options and forward contracts designated as cash flow hedges, HP measures hedge effectiveness by comparing the cumulative change in fair value of the hedge contract with the cumulative change in fair value of the hedged item, both of which are based on forward rates. HP recognizes any ineffective portion of the hedge in the Consolidated Statements of Earnings in the same period in which ineffectiveness occurs. Amounts excluded from the assessment of effectiveness are recognized in the Consolidated Statements of Earnings in the period they arise.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 11: FINANCIAL INSTRUMENTS (CONTINUED)

FAIR VALUE OF DERIVATIVE INSTRUMENTS IN THE CONSOLIDATED BALANCE SHEETS

The gross notional and fair value of derivative instruments in the Consolidated Balance Sheets was as follows:

	AS OF OCTOBER 31, 2016					AS OF OCTOBER 31, 2015				
	OUTSTANDING GROSS NOTIONAL	OTHER CURRENT ASSETS	OTHER NON-CURRENT ASSETS	OTHER ACCRUED LIABILITIES	OTHER NON-CURRENT LIABILITIES	OUTSTANDING GROSS NOTIONAL	OTHER CURRENT ASSETS	OTHER NON-CURRENT ASSETS	OTHER ACCRUED LIABILITIES	OTHER NON-CURRENT LIABILITIES
	IN MILLIONS									
Derivatives designated as hedging instruments										
Fair value hedges:										
Interest rate contracts	$2,000	$—	$48	$—	$—	$3,175	$1	$37	$—	$—
Cash flow hedges:										
Foreign currency contracts	11,852	203	63	52	12	10,859	171	10	165	79
Total derivatives designated as hedging instruments	13,852	203	111	52	12	14,034	172	47	165	79
Derivatives not designated as hedging instruments										
Foreign currency contracts	3,934	11	—	31	—	8,955	33	1	37	23
Other derivatives	150	—	—	2	—	173	5	—	—	—
Total derivatives not designated as hedging instruments	4,084	11	—	33	—	9,128	38	1	37	23
Total derivatives	$17,936	$214	$111	$85	$12	$23,162	$210	$48	$202	$102

NOTE 11: FINANCIAL INSTRUMENTS (CONTINUED)

OFFSETTING OF DERIVATIVE INSTRUMENTS

HP recognizes all derivative instruments on a gross basis in the Consolidated Balance Sheets. HP does not offset the fair value of its derivative instruments against the fair value of cash collateral posted under its collateral security agreements. As of October 31, 2016 and 2015, information related to the potential effect of HP's master netting agreements and collateral security agreements was as follows:

	IN THE CONSOLIDATED BALANCE SHEETS					
	(I)	(II)	(III) = (I)–(II)	(IV)	(V)	(VI) = (III)–(IV)–(V)
				GROSS AMOUNTS NOT OFFSET		
	GROSS AMOUNT RECOGNIZED	GROSS AMOUNT OFFSET	NET AMOUNT PRESENTED	DERIVATIVES	FINANCIAL COLLATERAL	NET AMOUNT
	IN MILLIONS					
As of October 31, 2016						
Derivative assets	$325	$—	$325	$88	$189[1]	$48
Derivative liabilities	$97	$—	$97	$88	$2[2]	$7
As of October 31, 2015						
Derivative assets	$258	$—	$258	$162	$9[1]	$87
Derivative liabilities	$304	$—	$304	$162	$—[2]	$142

(1) Represents the cash collateral posted by counterparties as of the respective reporting date for HP's asset position, net of derivative amounts that could be offset, as of, generally, two business days prior to the respective reporting date.

(2) Represents the collateral posted by HP through re-use of counterparty cash collateral as of the respective reporting date for HP's liability position, net of derivative amounts that could be offset, as of, generally, two business days prior to the respective reporting date.

EFFECT OF DERIVATIVE INSTRUMENTS ON THE CONSOLIDATED STATEMENTS OF EARNINGS

The pre-tax effect of derivative instruments and related hedged items in a fair value hedging relationship for fiscal years ended October 31, 2016, 2015 and 2014 was as follows:

	GAIN (LOSS) RECOGNIZED IN INCOME ON DERIVATIVE INSTRUMENTS AND RELATED HEDGED ITEMS								
DERIVATIVE INSTRUMENT	LOCATION	2016	2015	2014	HEDGED ITEM	LOCATION	2016	2015	2014
		IN MILLIONS					IN MILLIONS		
Interest rate contracts	Interest and other, net	$10	$(12)	$1	Fixed-rate debt	Interest and other, net	$(10)	$12	$(1)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 11: FINANCIAL INSTRUMENTS (CONTINUED)

The pre-tax effect of derivative instruments in cash flow and net investment hedging relationships for fiscal years ended October 31, 2016, 2015 and 2014 was as follows:

	GAIN (LOSS) RECOGNIZED IN OCI ON DERIVATIVES (EFFECTIVE PORTION)			GAIN (LOSS) RECLASSIFIED FROM ACCUMULATED OCI INTO EARNINGS (EFFECTIVE PORTION)			
	2016	2015	2014	LOCATION	2016	2015	2014
		IN MILLIONS				IN MILLIONS	
Cash flow hedges:							
Foreign currency contracts	$199	$ 610	$226	Net revenue	$20	$995	$(17)
				Cost of revenue	(84)	(156)	(74)
				Other operating expenses	1	(3)	—
				Interest and other, net	—	(4)	—
Continuing Operations	199	610	226	Earnings from continuing operations	(63)	832	(91)
Discontinued Operations	—	481	111	(Loss) earnings from discontinued operations	—	480	(60)
Total	$199	$1,091	$337	Total	$(63)	$1,312	$(151)
Net investment hedges:							
Foreign currency contracts				Interest and other, net			
Continuing Operations	$—	$—	$—	Continuing Operations	$—	$—	$—
Discontinued Operations	—	228	57	Discontinued Operations	—	—	—
Total	$—	$228	$57	Total	$—	$—	$—

As of October 31, 2016, 2015 and 2014, no portion of the hedging instruments' gain or loss was excluded from the assessment of effectiveness for fair value, cash flow or net investment hedges. Hedge ineffectiveness for fair value, cash flow and net investment hedges was not material for fiscal years 2016, 2015 and 2014.

As of October 31, 2016, HP expects to reclassify an estimated net Accumulated other comprehensive income of approximately $139 million, net of taxes, to earnings in the next twelve months along with the earnings effects of the related forecasted transactions associated with cash flow hedges.

The pre-tax effect of derivative instruments not designated as hedging instruments on the Consolidated Statements of Earnings for fiscal years 2016, 2015 and 2014 was as follows:

	GAIN (LOSS) RECOGNIZED IN INCOME ON DERIVATIVES			
	LOCATION	2016	2015	2014
			IN MILLIONS	
Foreign currency contracts	Interest and other, net	$(34)	$293	$(63)
Other derivatives	Interest and other, net	(6)	(1)	—
Total		$(40)	$292	$(63)

NOTE 12: BORROWINGS

NOTES PAYABLE AND SHORT-TERM BORROWINGS

	As of October 31			
	2016		2015	
	Amount Outstanding	Weighted-Average Interest Rate	Amount Outstanding	Weighted-Average Interest Rate
	In millions		In millions	
Current portion of long-term debt[1]	$51	4.1%	$2,160	3.3%
Notes payable to banks, lines of credit and other[2]	27	2.0%	34	4.7%
	$78		$2,194	

(1) During the month of November 2015, HP redeemed and repaid $2.1 billion of fixed-rate U.S. Dollar Global Notes.

(2) As of October 31, 2016, HP and HP's subsidiaries had available borrowing resources of $822 million from uncommitted lines of credit for short-term or long-term financing.

LONG-TERM DEBT

	As of October 31	
	2016	2015
	In millions	
U.S. Dollar Global Notes[1][2]		
2006 Shelf Registration Statement:		
$500 issued at discount to par at a price of 99.694% in February 2007 at 5.4%, due March 2017, paid November 2015	$—	$162
$750 issued at discount to par at a price of 99.932% in March 2008 at 5.5%, due March 2018, paid November 2015	—	283
2009 Shelf Registration Statement:		
$1,350 issued at discount to par at a price of 99.827% in December 2010 at 3.75%, due December 2020	648	648
$1,250 issued at discount to par at a price of 99.799% in May 2011 at 4.3%, due June 2021	1,248	1,248
$1,000 issued at discount to par at a price of 99.816% in September 2011 at 4.375%, due September 2021	999	999
$1,500 issued at discount to par at a price of 99.707% in December 2011 at 4.65%, due December 2021	1,498	1,497
$500 issued at discount to par at a price of 99.771% in March 2012 at 4.05%, due September 2022	499	499
$1,200 issued at discount to par at a price of 99.863% in September 2011 at 6.0%, due September 2041	1,199	1,199
$650 issued at discount to par at a price of 99.911% in December 2010 at 2.2%, due December 2015, paid November 2015	—	309
$1,000 issued at discount to par at a price of 99.958% in May 2011 at 2.65%, due June 2016, paid November 2015	—	346
$1,300 issued at discount to par at a price of 99.784% in September 2011 at 3.0%, due September 2016, paid November 2015	—	390

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 12: BORROWINGS (CONTINUED)

	AS OF OCTOBER 31	
	2016	2015
	IN MILLIONS	
$850 issued at discount to par at a price of 99.790% in December 2011 at 3.3%, due December 2016, paid November 2015	$—	$220
$1,500 issued at discount to par at a price of 99.985% in March 2012 at 2.6%, due September 2017, paid November 2015	—	436
2012 Shelf Registration Statement:		
$750 issued at par in January 2014 at three-month USD LIBOR plus 0.94%, due January 2019	102	102
$1,250 issued at discount to par at a price of 99.954% in January 2014 at 2.75%, due January 2019	300	300
	6,493	8,638
Other, including capital lease obligations, at 0.51%-8.30%, due in calendar years 2015-2024	244	96
Fair value adjustment related to hedged debt	72	103
Less: current portion	(51)	(2,160)
Total long-term debt	$6,758	$6,677

(1) HP may redeem some or all of the fixed-rate U.S. Dollar Global Notes at any time in accordance with the terms thereof. The U.S. Dollar Global Notes are senior unsecured debt.

(2) HP redeemed and repaid $2.1 billion aggregate principal amount outstanding of its U.S. Dollar Global Notes during the month of November 2015.

As disclosed in Note 11, "Financial Instruments", HP uses interest rate swaps to mitigate some of the exposure of its debt portfolio to changes in fair value resulting from changes in interest rates by achieving a primarily U.S. dollar LIBOR-based floating interest expense. Interest rates shown in the table of long-term debt have not been adjusted to reflect the impact of any interest rate swaps.

Interest expense on borrowings recognized as "Interest and other, net" on the Consolidated Statements of Earnings during the fiscal years of 2016, 2015 and 2014 was $273 million, $167 million and $167 million, respectively.

As of October 31, 2016, aggregate future maturities of debt at face value (excluding a fair value adjustment related to hedged debt of $72 million and a discount on debt issuance of $7 million), including capital lease obligations were as follows:

FISCAL YEAR	IN MILLIONS
2017	$78
2018	66
2019	447
2020	38
2021	2,920
Thereafter	3,222
Total	$6,771

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 12: BORROWINGS (CONTINUED)

EXTINGUISHMENT OF DEBT

During the month of November 2015, HP redeemed and repaid a total of $2.1 billion fixed-rate U.S. Dollar Global Notes.

COMMERCIAL PAPER

On November 1, 2015, HP's Board of Directors authorized HP to borrow up to a total outstanding principal balance of $4.0 billion or the equivalent in foreign currencies for the use and benefit of HP and HP's subsidiaries, by the issuance of commercial paper or through the execution of promissory notes, loan agreements, letters of credit, agreements for lines of credit or overdraft facilities. As of October 31, 2016, HP maintained two commercial paper programs. HP's U.S. program provides for the issuance of U.S. dollar-denominated commercial paper up to a maximum aggregate principal amount of $4.0 billion. HP's euro commercial paper program provides for the issuance of commercial paper outside of the United States denominated in U.S. dollars, euros or British pounds up to a maximum aggregate principal amount of $4.0 billion or the equivalent in those alternative currencies. The combined aggregate principal amount of commercial paper outstanding under those programs at any one time cannot exceed the $4.0 billion authorized by HP's Board of Directors.

CREDIT FACILITY

As of October 31, 2016, HP maintained a $4.0 billion senior unsecured committed revolving credit facility to support the issuance of commercial paper or for general corporate purposes. Commitments under the revolving credit facility will be available until April 2, 2019. Commitment fees, interest rates and other terms of borrowing under the credit facilities vary based on HP's external credit ratings. As of October 31, 2016, HP was in compliance with the financial covenants in the credit agreement governing the revolving credit facility.

AVAILABLE BORROWING RESOURCES

As of October 31, 2016, HP's and HP's subsidiaries had available borrowing resources of $822 million from uncommitted lines of credit in addition to the senior unsecured committed revolving credit facility discussed above.

NOTE 13: STOCKHOLDERS' (DEFICIT) EQUITY

DIVIDENDS

The stockholders of HP common stock are entitled to receive dividends when and as declared by HP's Board of Directors. Dividends declared were $0.50 per share of common stock in fiscal year 2016, $0.67 per share of common stock in fiscal year 2015 and $0.61 per share of common stock in fiscal year 2014.

SHARE REPURCHASE PROGRAM

HP's share repurchase program authorizes both open market and private repurchase transactions. In fiscal year 2016, HP executed share repurchases of 100 million shares. In fiscal year 2016, HP settled total shares for $1.2 billion.

In fiscal year 2015, HP executed share repurchases of 75 million shares which included 0.5 million shares settled in November 2015. In fiscal year 2015, HP settled total shares for $2.9 billion. In fiscal year 2014, HP executed share repurchases of 92 million shares and settled total shares for $2.7 billion.

The shares repurchased in fiscal years 2016, 2015 and 2014 were all open market repurchase transactions. On October 10, 2016, the Board authorized an additional $3.0 billion for future repurchases of its outstanding shares of common stock. HP intends to use the additional authorization to repurchase its shares from time to time to offset the dilution created by shares issued under employee stock plans and to repurchase shares opportunistically. As of October 31, 2016, HP had approximately $3.8 billion remaining under repurchase authorization.

TAXES RELATED TO OTHER COMPREHENSIVE (LOSS) INCOME

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
		IN MILLIONS	
Tax (provision) benefit on change in unrealized gains (losses) on available-for-sale securities:			
Tax (provision) benefit on unrealized gains (losses) arising during the period	$(3)	$2	$(1)
	(3)	2	(1)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 13: STOCKHOLDERS' (DEFICIT) EQUITY (CONTINUED)

	For the fiscal years ended October 31		
	2016	2015	2014
		In millions	
Tax benefit (provision) on change in unrealized components of cash flow hedges:			
Tax benefit (provision) on unrealized (losses) gains arising during the period	$32	$(294)	$(174)
Tax (provision) benefit on (gains) losses reclassified into earnings	(1)	368	(18)
	31	74	(192)
Tax benefit on change in unrealized components of defined benefit plans:			
Tax benefit on losses arising during the period	242	5	181
Tax provision on amortization of actuarial loss and prior service benefit	(12)	(18)	(18)
Tax (provision) benefit on curtailments, settlements and other	(213)	24	(9)
	17	11	154
Tax provision on change in cumulative translation adjustment	—	(73)	(27)
Tax benefit (provision) on other comprehensive (loss) income	$45	$14	$(66)

CHANGES AND RECLASSIFICATIONS RELATED TO OTHER COMPREHENSIVE LOSS, NET OF TAXES

	For the fiscal years ended October 31		
	2016	2015	2014
		In millions	
Other comprehensive loss, net of taxes:			
Change in unrealized (losses) gains on available-for-sale securities:			
Unrealized (losses) gains arising during the period	$(2)	$(15)	$6
Gains reclassified into earnings	—	—	(1)
	(2)	(15)	5
Change in unrealized components of cash flow hedges:			
Unrealized gains arising during the period	231	797	163
Losses (gain) reclassified into earnings[1]	62	(944)	133
	293	(147)	296
Change in unrealized components of defined benefit plans:			
Losses arising during the period	(517)	(543)	(2,575)
Amortization of actuarial loss and prior service benefit	39	425	241
Curtailments, settlements and other	(30)	139	42
	(508)	21	(2,292)
Change in cumulative translation adjustment	—	(280)	(112)
Other comprehensive loss, net of taxes	$(217)	$(421)	$(2,103)

NOTE 13: STOCKHOLDERS' (DEFICIT) EQUITY (CONTINUED)

(1) Reclassification of pre-tax (gains) losses on cash flow hedges into the Consolidated Statements of Earnings was as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
		IN MILLIONS	
Net revenue	$(20)	$(995)	$17
Cost of revenue	84	156	74
Other operating expenses	(1)	3	—
Interest and other, net	—	4	—
Earnings from continuing operations	63	(832)	91
(Loss) earnings from discontinued operations	—	(480)	60
Total	$63	$(1,312)	$151

The components of accumulated other comprehensive loss, net of taxes as of October 31, 2016 and changes during fiscal year 2016 were as follows:

	NET UNREALIZED GAIN ON AVAILABLE-FOR-SALE SECURITIES	NET UNREALIZED GAIN (LOSS) ON CASH FLOW HEDGES	UNREALIZED COMPONENTS OF DEFINED BENEFIT PLANS	CUMULATIVE TRANSLATION ADJUSTMENT	ACCUMULATED OTHER COMPREHENSIVE LOSS
			IN MILLIONS		
Balance at beginning of period	$66	$(39)	$(5,355)	$(974)	$(6,302)
Separation of Hewlett Packard Enterprise[1]	(55)	(68)	4,230	974	5,081
Other comprehensive (loss) income before reclassifications	(2)	231	(547)	—	(318)
Reclassifications of losses into earnings	—	62	39	—	101
Balance at end of period	$9	$186	$(1,633)	$—	$(1,438)

(1) Represents amounts reclassified to retained earnings and distributed to Hewlett Packard Enterprise in connection with the Separation on November 1, 2015.

NOTE 14: EARNINGS PER SHARE

HP calculates basic net EPS using net earnings and the weighted-average number of shares outstanding during the reporting period. Diluted net EPS includes any dilutive effect of restricted stock awards, stock options, performance-based awards and shares purchased under the 2011 ESPP.

A reconciliation of the number of shares used for basic and diluted net EPS calculations is as follows:

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
	IN MILLIONS, EXCEPT PER SHARE AMOUNTS		
Numerator:			
Net earnings from continuing operations	$2,666	$3,718	$2,924
Net (loss) earnings from discontinued operations	(170)	836	2,089
Net earnings[1]	$2,496	$4,554	$5,013

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 14: EARNINGS PER SHARE (CONTINUED)

	FOR THE FISCAL YEARS ENDED OCTOBER 31		
	2016	2015	2014
	IN MILLIONS, EXCEPT PER SHARE AMOUNTS		
Denominator:			
Weighted-average shares used to compute basic net EPS	$1,730	$1,814	$1,882
Dilutive effect of employee stock plans	13	22	30
Weighted-average shares used to compute diluted net EPS	1,743	1,836	1,912
Basic net earnings (loss) per share:			
Continuing operations	$1.54	$2.05	$1.55
Discontinued operations	(0.10)	0.46	1.11
Basic net earnings per share	$1.44	$2.51	$2.66
Diluted net earnings (loss) per share:			
Continuing operations	$1.53	$2.02	$1.53
Discontinued operations	(0.10)	0.46	1.09
Diluted net earnings per share	$1.43	$2.48	$2.62
Anti-dilutive weighted-average options[2]	13	23	26

(1) HP considers restricted stock that provides the holder with a non-forfeitable right to receive dividends to be participating securities. As of October 31, 2016 and 2015, there were no participating securities outstanding. For fiscal year 2014, the net earnings allocated to participating securities were not significant.

(2) HP excludes stock options and restricted stock units where the assumed proceeds exceed the average market price from the calculation of diluted net EPS, because their effect would be anti-dilutive. The assumed proceeds of a stock option include the sum of its exercise price, average unrecognized compensation cost and excess tax benefits. The assumed proceeds of a restricted stock unit include the sum of its average unrecognized compensation cost and excess tax benefits.

NOTE 15: LITIGATION AND CONTINGENCIES

HP is involved in lawsuits, claims, investigations and proceedings, including those identified below, consisting of IP, commercial, securities, employment, employee benefits and environmental matters that arise in the ordinary course of business. HP accrues a liability when management believes that it is both probable that a liability has been incurred and the amount of loss can be reasonably estimated. HP believes it has recorded adequate provisions for any such matters and, as of October 31, 2016, it was not reasonably possible that a material loss had been incurred in excess of the amounts recognized in HP's financial statements. HP reviews these matters at least quarterly and adjusts its accruals to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case. Pursuant to the separation and distribution agreement, HP shares responsibility with Hewlett Packard Enterprise for certain matters, as indicated below, and Hewlett Packard Enterprise has agreed to indemnify HP in whole or in part with respect to certain matters. Based on its experience, HP believes that any damage amounts claimed in the specific matters discussed below are not a meaningful indicator of HP's potential liability. Litigation is inherently unpredictable. However, HP believes it has valid defenses with respect to legal matters pending against it. Nevertheless, cash flows or results of operations could be materially affected in any particular period by the resolution of one or more of these contingencies.

LITIGATION, PROCEEDINGS AND INVESTIGATIONS

Copyright Levies. Proceedings are ongoing or have been concluded involving HP in certain European countries, including litigation in Belgium and other countries, seeking to impose or modify levies upon equipment (such as multifunction devices ("MFDs") and PCs), alleging that these devices enable the production of private copies of copyrighted materials. The levies are generally based upon the number of products sold and the per-product amounts of the levies, which vary. Some European countries that do not yet have levies on digital devices are expected to implement similar legislation to enable them to extend existing levy schemes, while other European countries have phased out levies or are expected to limit the scope of levy schemes and applicability in the digital hardware environment, particularly with respect to sales to business users. HP, other companies and various industry associations have opposed the extension of levies to the digital environment and have advocated alternative models of compensation to rights holders.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 15: LITIGATION AND CONTINGENCIES (CONTINUED)

Reprobel, a cooperative society with the authority to collect and distribute the remuneration for reprography to Belgian copyright holders, requested by extrajudicial means that HP amend certain copyright levy declarations submitted for inkjet MFDs sold in Belgium from January 2005 to December 2009 to enable it to collect copyright levies calculated based on the generally higher copying speed when the MFDs are operated in draft print mode rather than when operated in normal print mode. In March 2010, HP filed a lawsuit against Reprobel in the French-speaking chambers of the Court of First Instance of Brussels seeking a declaratory judgment that no copyright levies are payable on sales of MFDs in Belgium or, alternatively, that copyright levies payable on such MFDs must be assessed based on the copying speed when operated in the normal print mode set by default in the device. On November 16, 2012, the court issued a decision holding that Belgium law is not in conformity with EU law in a number of respects and ordered that, by November 2013, Reprobel substantiate that the amounts claimed by Reprobel are commensurate with the harm resulting from legitimate copying under the reprographic exception. HP subsequently appealed that court decision to the Courts of Appeal in Brussels seeking to confirm that the Belgian law is not in conformity with EU law and that, if Belgian law is interpreted in a manner consistent with EU law, no payments by HP are required or, alternatively, the payments already made by HP are sufficient to comply with its obligations under Belgian law. On October 23, 2013, the Court of Appeal in Brussels stayed the proceedings and referred several questions to the CJEU relating to whether the Belgian reprographic copyright levies system is in conformity with EU law. The case was heard by the CJEU on January 29, 2015 and on November 12, 2015, the CJEU published its judgment providing that a national legislation such as the Belgian one at issue in the main proceedings is incompatible with EU law on multiple legal points, as argued by HP. The Court of Appeal in Brussels now has to rule on the litigation between HP and Reprobel following the answers provided by the CJEU.

Based on industry opposition to the extension of levies to digital products, HP's assessments of the merits of various proceedings and HP's estimates of the number of units impacted and the amounts of the levies, HP has accrued amounts that it believes are adequate to address the ongoing disputes.

Hewlett-Packard Company v. Oracle Corporation. On June 15, 2011, HP filed suit against Oracle Corporation ("Oracle") in California Superior Court in Santa Clara County in connection with Oracle's March 2011 announcement that it was discontinuing software support for HP's Itanium-based line of mission critical servers. HP asserted, among other things, that Oracle's actions breached the contract that was signed by the parties as part of the settlement of the litigation relating to Oracle's hiring of Mark Hurd. The matter eventually progressed to trial, which was bifurcated into two phases. HP prevailed in the first phase of the trial, in which the court ruled that the contract at issue required Oracle to continue to offer its software products on HP's Itanium-based servers for as long as HP decided to sell such servers. The second phase of the trial was then postponed by Oracle's appeal of the trial court's denial of Oracle's "anti-SLAPP" motion, in which Oracle argued that HP's damages claim infringed on Oracle's First Amendment rights. On August 27, 2015, the California Court of Appeals rejected Oracle's appeal. The matter was remanded to the trial court for the second phase of the trial, which began on May 23, 2016 and was submitted to the jury on June 29, 2016. On June 30, 2016, the jury returned a verdict in favor of HP, awarding HP approximately $3.0 billion in damages, which included approximately $1.7 billion for past lost profits and $1.3 billion for future lost profits. On October 20, 2016, the court entered judgment for HP for this amount with interest accruing until the judgment is paid. Oracle has filed a motion for a new trial and has publicly stated that it will appeal the jury's verdict. HP expects that any appeals process could take several years to complete. Litigation is unpredictable, and there can be no assurance that HP will recover damages, or that any award of damages will be for the amount awarded by the jury's verdict. The amount ultimately awarded, if any, would be recorded in the period received. No adjustment has been recorded in the financial statements in relation to this potential award. Pursuant to the terms of the separation and distribution agreement, HP and Hewlett Packard Enterprise will share equally in any recovery from Oracle once Hewlett Packard Enterprise has been reimbursed for all costs incurred in the prosecution of the action prior to the Separation.

Forsyth, et al. vs. HP Inc. and Hewlett Packard Enterprise. This is a purported class and collective action filed on August 18, 2016 in the United States District Court, Northern District of California, against HP and Hewlett Packard Enterprise alleging the defendants violated the Federal Age Discrimination in Employment Act ("ADEA"), the California Fair Employment and Housing Act, California public policy and the California Business and Professions Code by terminating older workers and replacing them with younger workers. Plaintiffs seek to certify a nationwide collective class action under the ADEA comprised of all U.S. residents employed by defendants who had their employment terminated pursuant to a workforce reduction ("WFR") plan on or after May 23, 2012 and who were 40 years of age or older. Plaintiffs also seek to represent a Rule 23 class under California law comprised of all persons 40 years or older employed by defendants in the state of California and terminated pursuant to a WFR plan on or after May 23, 2012. On November 14, 2016, the defendants filed a partial motion to dismiss and a motion to compel arbitration as to one plaintiff. On November 15, 2016, the defendants filed a motion to strike the class definition so as to shorten the class period.

India Directorate of Revenue Intelligence Proceedings. On April 30 and May 10, 2010, the India Directorate of Revenue Intelligence (the "DRI") issued show cause notices to Hewlett-Packard India Sales Private Limited ("HP India"), a subsidiary of HP, seven HP India employees and one former HP India employee alleging that HP India

NOTE 15: LITIGATION AND CONTINGENCIES (CONTINUED)

underpaid customs duties while importing products and spare parts into India and seeking to recover an aggregate of approximately $370 million, plus penalties. Prior to the issuance of the show cause notices, HP India deposited approximately $16 million with the DRI and agreed to post a provisional bond in exchange for the DRI's agreement to not seize HP India products and spare parts and to not interrupt the transaction of business by HP India.

On April 11, 2012, the Bangalore Commissioner of Customs issued an order on the products-related show cause notice affirming certain duties and penalties against HP India and the named individuals of approximately $386 million, of which HP India had already deposited $9 million. On December 11, 2012, HP India voluntarily deposited an additional $10 million in connection with the products-related show cause notice. The differential duty demand is subject to interest. On April 20, 2012, the Commissioner issued an order on the parts-related show cause notice affirming certain duties and penalties against HP India and certain of the named individuals of approximately $17 million, of which HP India had already deposited $7 million. After the order, HP India deposited an additional $3 million in connection with the parts-related show cause notice so as to avoid certain penalties.

HP India filed appeals of the Commissioner's orders before the Customs Tribunal along with applications for waiver of the pre-deposit of remaining demand amounts as a condition for hearing the appeals. The Customs Department has also filed cross-appeals before the Customs Tribunal. On January 24, 2013, the Customs Tribunal ordered HP India to deposit an additional $24 million against the products order, which HP India deposited in March 2013. The Customs Tribunal did not order any additional deposit to be made under the parts order. In December 2013, HP India filed applications before the Customs Tribunal seeking early hearing of the appeals as well as an extension of the stay of deposit as to HP India and the individuals already granted until final disposition of the appeals. On February 7, 2014, the application for extension of the stay of deposit was granted by the Customs Tribunal until disposal of the appeals. On October 27, 2014, the Customs Tribunal commenced hearings on the cross-appeals of the Commissioner's orders. The Customs Tribunal rejected HP India's request to remand the matter to the Commissioner on procedural grounds. The hearings scheduled to reconvene on April 6, 2015 and again on November 3, 2015 and April 11, 2016 were cancelled at the request of the Customs Tribunal. Pursuant to the separation and distribution agreement, Hewlett Packard Enterprise has agreed to indemnify HP in part, based on the extent to which any liability arises from the products and spare parts of Hewlett Packard Enterprise's businesses.

Russia GPO and Other Anti-Corruption Investigations. The German Public Prosecutor's Office ("German PPO") has been conducting an investigation into allegations that current and former employees of HP engaged in bribery, embezzlement and tax evasion relating to a transaction between Hewlett-Packard ISE GmbH in Germany, a former subsidiary of HP, and the General Prosecutor's Office of the Russian Federation. The approximately $35 million transaction, which was referred to as the Russia GPO deal, spanned the years 2001 to 2006 and was for the delivery and installation of an IT network. The German PPO issued an indictment of four individuals, including one current and two former HP employees, on charges including bribery, breach of trust and tax evasion. The German PPO also requested that HP be made an associated party to the case, and, if that request is granted, HP would participate in any portion of the court proceedings that could ultimately bear on the question of whether HP should be subject to potential disgorgement of profits based on the conduct of the indicted current and former employees. The Regional Court of Leipzig will determine whether the matter should be admitted to trial. The Polish Central Anti-Corruption Bureau is also investigating potential corrupt actions by a former employee of Hewlett-Packard Polska Sp. z o.o., a former indirect subsidiary of HP, in connection with certain public-sector transactions in Poland. Criminal proceedings are pending before the Regional Court in Warsaw against a number of individuals, including the former employee of Hewlett-Packard Polska Sp. Z o.o, on charges of bribery and bid-rigging. HP is cooperating with these investigating agencies.

Cement & Concrete Workers District Council Pension Fund v. Hewlett-Packard Company, et al. is a putative securities class action filed on August 3, 2012 in the United States District Court for the Northern District of California alleging, among other things, that from November 13, 2007 to August 6, 2010 the defendants violated Sections 10(b) and 20(a) of the Exchange Act by making statements regarding HP's Standards of Business Conduct ("SBC") that were false and misleading because Mr. Hurd, who was serving as HP's Chairman and Chief Executive Officer during that period, had been violating the SBC and concealing his misbehavior in a manner that jeopardized his continued employment with HP. On February 7, 2013, the defendants moved to dismiss the amended complaint. On August 9, 2013, the court granted the defendants' motion to dismiss with leave to amend the complaint by September 9, 2013. The plaintiff filed an amended complaint on September 9, 2013, and the defendants moved to dismiss that complaint on October 24, 2013. On June 25, 2014, the court issued an order granting the defendants' motions to dismiss and on July 25, 2014, plaintiff filed a notice of appeal to the United States Court of Appeals for the Ninth Circuit. On November 4, 2014, the plaintiff-appellant filed its opening brief in the United States Court of Appeals for the Ninth Circuit. HP filed its answering brief on January 16, 2015 and the plaintiff-appellant's reply brief was filed on March 2, 2015. The appellate court heard oral argument on July 7, 2016.

Class Actions re Authentication of Supplies

Four purported consumer class actions have been filed against HP, arising out of the supplies authentication protocol in certain OfficeJet printers. This authentication protocol rejects some third-party ink cartridges that use non-HP security chips.

NOTE 15: LITIGATION AND CONTINGENCIES (CONTINUED)

On September 23, 2016, *Bayse v. HP, Inc.* was filed in the United States District Court for the Northern District of Alabama alleging claims for injunctive relief, negligence and/or wantonness, breach of warranty, and violations of the Sherman Act - 15 U.S.C. § 1, et seq. Plaintiffs seek to certify a class of all persons in the United States who purchased and/or otherwise owned a printer manufactured and/or sold by HP in the OfficeJet, OfficeJet Pro and/or OfficeJet Pro X line of printers, any time between September 18, 2009 and September 18, 2016.

On September 28, 2016, *Doty v. HP, Inc.* was filed in the United States District Court for the Central District of California alleging claims for violations of California's False Advertising Law, Cal. Bus. & Prof. Code § 17500, et seq. and Unfair Competition Law, Cal. Bus. & Prof. Code § 17200, et seq. Plaintiffs added a claim under the Consumer Legal Remedies Act, Cal. Civ. Code § 1750, et seq. on October 31, 2016. Plaintiffs seek to certify a class of all United States citizens who, between the applicable statute of limitations and the present, had an HP printer that was modified to reject third party-ink cartridges.

On October 7, 2016, *San Miguel v. HP Inc.* was filed in the United States District Court for the Northern District of California alleging claims for violation of California's Unfair Competition Law, Cal. Bus. & Prof. Code § 17200, et seq. and for unjust enrichment. Plaintiffs seek to certify a class of all persons in the United States who own one or more HP printer or device in any of the following categories: OfficeJet 6220 series; OfficeJet Pro 6230 series; OfficeJet 6820 series; OfficeJet Pro 6830 series; OfficeJet 8600 series; and OfficeJet Pro X series.

On November 9, 2016, *Ware v. HP Inc.* was filed in the United States District Court for the Northern District of California alleging claims for violation of California's Unfair Competition Law, Cal. Bus. & Prof. Code § 17200, et seq. and for unjust enrichment. Plaintiffs seek to certify a class of all persons in the United States who own one or more HP printer or device in any of the following categories: OfficeJet 6220 series; OfficeJet Pro 6230 series; OfficeJet 6820 series; OfficeJet Pro 6830 series; OfficeJet 8600 series; and OfficeJet Pro X series.

AUTONOMY-RELATED LEGAL MATTERS

Investigations. As a result of the findings of an ongoing investigation, HP has provided information to the U.K. Serious Fraud Office, the U.S. Department of Justice ("DOJ") and the SEC related to the accounting improprieties, disclosure failures and misrepresentations at Autonomy that occurred prior to and in connection with HP's acquisition of Autonomy. On January 19, 2015, the U.K. Serious Fraud Office notified HP that it was closing its investigation and had decided to cede jurisdiction of the investigation to the U.S. authorities. On November 14, 2016, the DOJ announced that a federal grand jury indicted Sushovan Hussain, the former CFO of Autonomy, on charges of conspiracy to commit wire fraud and multiple counts of wire fraud. The indictment alleges that Hussain engaged in a scheme to defraud purchasers and sellers of securities of Autonomy and HP about the true performance of Autonomy's business, its financial condition, and its prospects for growth. On November 15, 2016, the SEC announced that Stouffer Egan, the former CEO of Autonomy's US-based operations, settled charges relating to his participation in an accounting scheme to meet internal sales targets and analyst revenue expectations. HP is continuing to cooperate with the ongoing enforcement actions.

Litigation. As described below, HP is involved in various stockholder litigation relating to, among other things, its October 2011 acquisition of Autonomy and its November 20, 2012 announcement that it recorded a non-cash charge for the impairment of goodwill and intangible assets within Hewlett Packard Enterprise's software segment of approximately $8.8 billion in the fourth quarter of its 2012 fiscal year and HP's statements that, based on HP's findings from an ongoing investigation, the majority of this impairment charge related to accounting improprieties, misrepresentations to the market and disclosure failures at Autonomy that occurred prior to and in connection with HP's acquisition of Autonomy and the impact of those improprieties, failures and misrepresentations on the expected future financial performance of the Autonomy business over the long term. This stockholder litigation was commenced against, among others, certain current and former HP executive officers, certain current and former members of HP's Board of Directors and certain advisors to HP. The plaintiffs in these litigation matters are seeking to recover certain compensation paid by HP to the defendants and/or other damages. Pursuant to the separation and distribution agreement, HP and Hewlett Packard Enterprise share equally the cost and any damages arising from these litigation matters. These matters include the following:

- In re Hewlett-Packard Shareholder Derivative Litigation (the "Federal Court Derivative Action") consists of seven consolidated lawsuits filed beginning on November 26, 2012 in the United States District Court for the Northern District of California alleging, among other things, that the defendants violated Sections 10(b) and 20(a) of the Exchange Act by concealing material information and making false statements related to HP's acquisition of Autonomy and the financial performance of HP's enterprise services business. The lawsuits also allege that the defendants breached their fiduciary duties, wasted corporate assets and were unjustly enriched in connection with HP's acquisition of Autonomy and by causing HP to repurchase its own stock at allegedly inflated prices between August 2011 and October 2012. One lawsuit further alleges that certain individual defendants engaged in or assisted insider trading and thereby breached their fiduciary duties, were unjustly enriched and violated Sections 25402 and 25403 of the California Corporations Code. On May 3, 2013, the lead plaintiff filed a consolidated complaint alleging, among other things, that the defendants

NOTE 15: LITIGATION AND CONTINGENCIES (CONTINUED)

concealed material information and made false statements related to HP's acquisition of Autonomy and Autonomy's Intelligent Data Operating Layer technology and thereby violated Sections 10(b) and 20(a) of the Exchange Act, breached their fiduciary duties, engaged in "abuse of control" over HP, corporate waste and were unjustly enriched. The litigation was stayed until June 2014. The lead plaintiff filed a stipulation of proposed settlement on June 30, 2014. The court declined to grant preliminary approval to this settlement, and, on December 19, 2014, also declined to grant preliminary approval to a revised version of the settlement. On January 22, 2015, the lead plaintiff moved for preliminary approval of a further revised version of the settlement. On March 13, 2015, the court issued an order granting preliminary approval to the settlement. On July 24, 2015, the court held a hearing to entertain any remaining objections to the settlement and decide whether to grant final approval of the settlement. On July 30, 2015, the court granted final approval to the settlement and denied all remaining objections to the settlement. Three objectors to the settlement appealed the court's final approval order to the Ninth Circuit. Plaintiffs-appellants filed their opening briefs on December 30, 2015. HP's response brief was filed on February 29, 2016, and the reply briefs were filed on May 12, 2016.

- *Autonomy Corporation Limited v. Michael Lynch and Sushovan Hussain*. On April 17, 2015, four HP subsidiaries (Autonomy Corporation Limited, Hewlett Packard Vision BV, Autonomy Systems, Limited, and Autonomy, Inc.) initiated civil proceedings in the U.K. High Court of Justice against two members of Autonomy's former management, Michael Lynch and Sushovan Hussain. The Particulars of Claim seek damages in excess of $5 billion from Messrs. Lynch and Hussain for breach of their fiduciary duties by causing Autonomy group companies to engage in improper transactions and accounting practices. On October 1, 2015, Messrs. Lynch and Hussain filed their defenses. Mr. Lynch also filed a counterclaim against Autonomy Corporation Limited seeking $160 million in damages, among other things, for alleged misstatements regarding Lynch. The HP subsidiary claimants filed their replies to the defenses and the asserted counter-claim on March 11, 2016.
- *In re HP ERISA Litigation* consists of three consolidated putative class actions filed beginning on December 6, 2012 in the United States District Court for the Northern District of California alleging, among other things, that from August 18, 2011 to November 22, 2012, the defendants breached their fiduciary obligations to HP's 401(k) Plan and its participants and thereby violated Sections 404(a)(1) and 405(a) of the Employee Retirement Income Security Act of 1974, as amended, by concealing negative information regarding the financial performance of Autonomy and HP's enterprise services business and by failing to restrict participants from investing in HP stock. On August 16, 2013, HP filed a motion to dismiss the lawsuit. On March 31, 2014, the court granted HP's motion to dismiss this action with leave to amend. On July 16, 2014, the plaintiffs filed a second amended complaint containing substantially similar allegations and seeking substantially similar relief as the first amended complaint. On June 15, 2015, the court granted HP's motion to dismiss the second amended complaint in its entirety and denied plaintiffs leave to file another amended complaint. On July 2, 2015, plaintiffs appealed the court's order to the United States Court of Appeals for the Ninth Circuit.

ENVIRONMENTAL

HP's operations and products are subject to various federal, state, local and foreign laws and regulations concerning environmental protection, including laws addressing the discharge of pollutants into the air and water, the management and disposal of hazardous substances and wastes, the cleanup of contaminated sites, the content of HP's products and the recycling, treatment and disposal of those products. In particular, HP faces increasing complexity in its product design and procurement operations as it adjusts to new and future requirements relating to the chemical and materials composition of its products, their safe use, and the energy consumption associated with those products, including requirements relating to climate change. HP is also subject to legislation in an increasing number of jurisdictions that makes producers of electrical goods, including computers and printers, financially responsible for specified collection, recycling, treatment and disposal of past and future covered products (sometimes referred to as "product take-back legislation"). HP could incur substantial costs, its products could be restricted from entering certain jurisdictions, and it could face other sanctions, if it were to violate or become liable under environmental laws or if its products become noncompliant with environmental laws. HP's potential exposure includes fines and civil or criminal sanctions, third-party property damage or personal injury claims and clean-up costs. The amount and timing of costs to comply with environmental laws are difficult to predict.

HP is party to, or otherwise involved in, proceedings brought by U.S. or state environmental agencies under the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), known as "Superfund," or state laws similar to CERCLA, and may become a party to, or otherwise involved in, proceedings brought by private parties for contribution towards clean-up costs. HP is also conducting environmental investigations or remediations at several current or former operating sites pursuant to administrative orders or consent agreements with state environmental agencies.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 15: LITIGATION AND CONTINGENCIES (CONTINUED)

The separation and distribution agreement includes provisions that provide for the allocation of environmental liabilities between HP and Hewlett Packard Enterprise including certain remediation obligations; responsibilities arising from the chemical and materials composition of their respective products, their safe use and their energy consumption; obligations under product take back legislation that addresses the collection, recycling, treatment and disposal of products; and other environmental matters. HP will generally be responsible for environmental liabilities related to the properties and other assets, including products, allocated to HP under the separation and distribution agreement and other ancillary agreements. Under these agreements, HP will indemnify Hewlett Packard Enterprise for liabilities for specified ongoing remediation projects, subject to certain limitations, and Hewlett Packard Enterprise has a payment obligation for a specified portion of the cost of those remediation projects. In addition, HP will share with Hewlett Packard Enterprise other environmental liabilities as set forth in the separation and distribution agreement. HP is indemnified in whole or in part by Hewlett Packard Enterprise for liabilities arising from the assets assigned to Hewlett Packard Enterprise and for certain environmental matters as detailed in the separation and distribution agreement.

NOTE 16: GUARANTEES, INDEMNIFICATIONS AND WARRANTIES

GUARANTEES

In the ordinary course of business, HP may issue performance guarantees to certain of its clients, customers and other parties pursuant to which HP has guaranteed the performance obligations of third parties. Some of those guarantees may be backed by standby letters of credit or surety bonds. In general, HP would be obligated to perform over the term of the guarantee in the event a specified triggering event occurs as defined by the guarantee. HP believes the likelihood of having to perform under a material guarantee is remote.

INDEMNIFICATIONS

In the ordinary course of business, HP enters into contractual arrangements under which HP may agree to indemnify a third party to such arrangement from any losses incurred relating to the services they perform on behalf of HP or for losses arising from certain events as defined within the particular contract, which may include, for example, litigation or claims relating to past performance. HP also provides indemnifications to certain vendors and customers against claims of IP infringement made by third parties arising from the vendors' and customers' use of HP's software products and services and certain other matters. Some indemnifications may not be subject to maximum loss clauses. Historically, payments made related to these indemnifications have been immaterial.

CROSS-INDEMNIFICATIONS WITH HEWLETT PACKARD ENTERPRISE

Under the separation and distribution agreement, HP agreed to indemnify Hewlett Packard Enterprise, each of its subsidiaries and each of their respective directors, officers and employees from and against all liabilities relating to, arising out of or resulting from, among other matters, the liabilities allocated to HP as part of the Separation. Hewlett Packard Enterprise similarly agreed to indemnify HP, each of its subsidiaries and each of their respective directors, officers and employees from and against all liabilities relating to, arising out of or resulting from, among other matters, the liabilities allocated to Hewlett Packard Enterprise as part of the Separation. HP expects Hewlett Packard Enterprise to fully perform under the terms of the separation and distribution agreement.

For information on the cross-indemnifications related to the tax matter agreements and litigations effective upon the Separation on November 1, 2015, see Note 7, "Taxes on Earnings" and Note 15, "Litigation and Contingencies", respectively.

WARRANTIES

HP accrues the estimated cost of product warranties at the time it recognizes revenue. HP engages in extensive product quality programs and processes, including actively monitoring and evaluating the quality of its component suppliers; however, contractual warranty terms, repair costs, product call rates, average cost per call, current period product shipments and ongoing product failure rates, as well as specific product class failures outside of HP's baseline experience, affect the estimated warranty obligation.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 16: GUARANTEES, INDEMNIFICATIONS AND WARRANTIES (CONTINUED)

HP's aggregate product warranty liabilities and changes were as follows:

	AS OF OCTOBER 31	
	2016	2015
	IN MILLIONS	
Balance at beginning of year	$1,184	$1,385
Accruals for warranties issued	966	1,134
Adjustments related to pre-existing warranties (including changes in estimates)	(23)	(16)
Settlements made (in cash or in kind)	(1,147)	(1,319)
Balance at end of year	$980	$1,184

NOTE 17: COMMITMENTS

LEASE COMMITMENTS

HP leases certain real and personal property under non-cancelable operating leases. Certain leases require HP to pay property taxes, insurance and routine maintenance and include renewal options and escalation clauses. Rent expense from continuing operations was approximately $0.2 billion in each of fiscal years 2016, 2015 and 2014.

As of October 31, 2016, future minimum operating lease commitments were as follows:

FISCAL YEAR	IN MILLIONS
2017	$199
2018	204
2019	175
2020	136
2021	75
Thereafter	279
Less: Sublease rental income	(218)
Total	$850

UNCONDITIONAL PURCHASE OBLIGATIONS

As of October 31, 2016, HP had unconditional purchase obligations of $249 million. These unconditional purchase obligations include agreements to purchase goods or services that are enforceable and legally binding on HP and that specify all significant terms, including fixed or minimum quantities to be purchased, fixed, minimum or variable price provisions and the approximate timing of the transaction. These unconditional purchase obligations are primarily related to inventory and service support. Unconditional purchase obligations exclude agreements that are cancelable without penalty.

As of October 31, 2016, future unconditional purchase obligations were as follows:

FISCAL YEAR	IN MILLIONS
2017	$63
2018	61
2019	38
2020	38
2021	38
Thereafter	11
Total	$249

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 17: COMMITMENTS (CONTINUED)

During fiscal year 2016, HP entered into agreements to divest certain technology assets, including licensing and distribution rights, for certain software offerings to Open Text Corporation, an enterprise information management company for $475 million. These divestitures were substantially completed during the fourth quarter of fiscal year 2016. The technology assets sold were previously reported within the Commercial Hardware business unit within the Printing segment. The total gain recognized from the divestitures was $401 million. The gains associated with these divestitures were included in Selling, general and administrative expenses in the Consolidated Statements of Earnings.

HP INC. AND SUBSIDIARIES

QUARTERLY SUMMARY

(UNAUDITED)

(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)

	FOR THE THREE-MONTH FISCAL PERIODS ENDED IN FISCAL YEAR 2016			
	JANUARY 31	APRIL 30	JULY 31	OCTOBER 31
Net revenue	$12,246	$11,588	$11,892	$12,512
Cost of revenue	9,961	9,338	9,720	10,221
Research and development	292	301	298	318
Selling, general and administrative	1,037	1,002	719	1,082
Restructuring and other charges	20	100	36	49
Amortization of intangible assets	8	6	2	—
Defined benefit plan settlement charges	—	—	—	179
Total costs and expenses	11,318	10,747	10,775	11,849
Earnings from continuing operations	928	841	1,117	663
Interest and other, net	(94)	(5)	(36)	347
Earnings from continuing operations before taxes	834	836	1,081	1,010
Provision for taxes	(184)	(176)	(238)	(497)
Net earnings from continuing operations	650	660	843	513
Net loss from discontinued operations	(58)	(31)	(60)	(21)
Net earnings	$592	$629	$783	$492
Net earnings (loss) per share:[1]				
Basic				
Continuing operations	$0.37	$0.38	$0.49	$0.30
Discontinued operations	(0.04)	(0.01)	(0.03)	(0.01)
Total basic net earnings per share	$0.33	$0.37	$0.46	$0.29
Diluted				
Continuing operations	$0.36	$0.38	$0.49	$0.30
Discontinued operations	(0.03)	(0.02)	(0.04)	(0.02)
Total diluted net earnings per share	$0.33	$0.36	$0.45	$0.28
Cash dividends paid per share	$0.12	$0.12	$0.12	$0.12
Range of per share stock prices on the New York Stock Exchange				
Low	$9.24	$8.91	$11.31	$13.55
High	$14.82	$12.96	$14.27	$15.88

	For the three-month fiscal periods ended in fiscal year 2015			
	JANUARY 31	**APRIL 30**	**JULY 31**	**OCTOBER 31**
Net revenue	$13,858	$12,977	$12,362	$12,266
Cost of revenue	11,173	10,415	10,036	9,900
Research and development	304	305	300	282
Selling, general and administrative	1,222	1,228	1,058	1,212
Amortization of intangible assets	27	25	24	26
Restructuring and other charges	14	7	1	41
Defined benefit plan settlement (credits) charges	—	—	(64)	7
Total costs and expenses	12,740	11,980	11,355	11,468
Earnings from continuing operations	1,118	997	1,007	798
Interest and other, net	(121)	(78)	(90)	(99)
Earnings from continuing operations before taxes	997	919	917	699
(Provision for) benefit from taxes	(227)	(186)	(217)	816
Net earnings from continuing operations	770	733	700	1,515
Net earnings (loss) from discontinued operations	596	278	154	(192)
Net earnings	$1,366	$1,011	$854	$1,323
Net earnings (loss) per share:(1)				
Basic				
Continuing operations	$0.42	$0.41	$0.39	$0.84
Discontinued operations	0.33	0.15	0.08	(0.11)
Total basic net earnings per share	$0.75	$0.56	$0.47	$0.73
Diluted				
Continuing operations	$0.41	$0.40	$0.39	$0.83
Discontinued operations	0.32	0.15	0.08	(0.10)
Total diluted net earnings per share	$0.73	$0.55	$0.47	$0.73
Cash dividends paid per share	$0.16	$0.16	$0.18	$0.18
Range of per share stock prices on the New York Stock Exchange				
Low	$35.77	$31.00	$29.52	$24.30
High	$41.10	$38.86	$35.60	$30.78

(1) Net EPS for each quarter is computed using the weighted-average number of shares outstanding during that quarter, while EPS for the fiscal year is computed using the weighted-average number of shares outstanding during the year. Hence, the sum of the EPS for each of the four quarters may not equal the EPS for the fiscal year.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act as of the end of the period covered by this report (the "Evaluation Date"). Based on this evaluation, our principal executive officer and principal financial officer concluded as of the Evaluation Date that our disclosure controls and procedures were effective such that the information relating to HP, including our consolidated subsidiaries, required to be disclosed in our SEC reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to HP's management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during our most recently completed fiscal quarter. Based on that evaluation, our principal executive officer and principal financial officer concluded that there has not been any change in our internal control over financial reporting during fiscal year 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

See Management's Report on Internal Control over Financial Reporting and the Report of Independent Registered Public Accounting Firm on our internal control over financial reporting in Item 8, which are incorporated herein by reference.

ITEM 9B. OTHER INFORMATION.

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The names of the executive officers of HP and their ages, titles and biographies as of the date hereof are incorporated by reference from Part I, Item 1, above.

The following information is included in HP's Proxy Statement related to its 2017 Annual Meeting of Stockholders to be filed within 120 days after HP's fiscal year end of October 31, 2016 (the "Proxy Statement") and is incorporated herein by reference:

- Information regarding directors of HP who are standing for reelection and any persons nominated to become directors of HP is set forth under "Proposals to be Voted On—Proposal No. 1—Election of Directors."
- Information regarding HP's Audit Committee and designated "audit committee financial experts" is set forth under "Board Structure and Committee Composition—Audit Committee."
- Information on HP's code of business conduct and ethics for directors, officers and employees, also known as the "Standards of Business Conduct," and on HP's Corporate Governance Guidelines is set forth under "Corporate Governance Principles and Board Matters."
- Information regarding Section 16(a) beneficial ownership reporting compliance is set forth under "Section 16(a) Beneficial Ownership Reporting Compliance."

ITEM 11. EXECUTIVE COMPENSATION.

The following information is included in the Proxy Statement and is incorporated herein by reference:

- Information regarding HP's compensation of its named executive officers is set forth under "Executive Compensation."
- Information regarding HP's compensation of its directors is set forth under "Director Compensation and Stock Ownership Guidelines."
- The report of HP's HR and Compensation Committee is set forth under "HR and Compensation Committee Report on Executive Compensation."

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following information is included in the Proxy Statement and is incorporated herein by reference:

- Information regarding security ownership of certain beneficial owners, directors and executive officers is set forth under "Common Stock Ownership of Certain Beneficial Owners and Management."
- Information regarding HP's equity compensation plans, including both stockholder approved plans and non-stockholder approved plans, is set forth in the section entitled "Equity Compensation Plan Information."

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The following information is included in the Proxy Statement and is incorporated herein by reference:

- Information regarding transactions with related persons is set forth under "Transactions with Related Persons."
- Information regarding director independence is set forth under "Corporate Governance Principles and Board Matters—Director Independence."

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

Information regarding principal accounting fees and services is set forth under "Principal Accounting Fees and Services" in the Proxy Statement, which information is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) The following documents are filed as part of this report:

1. All Financial Statements:

The following financial statements are filed as part of this report under Item 8—"Financial Statements and Supplementary Data."

2. Financial Statement Schedules:

All schedules are omitted as the required information is not applicable or the information is presented in the Consolidated Financial Statements and notes thereto in Item 8 above.

3. Exhibits:

A list of exhibits filed or furnished with this Annual Report on Form 10-K (or incorporated by reference to exhibits previously filed or furnished by HP) is provided in the accompanying Exhibit Index. HP will furnish copies of exhibits for a reasonable fee (covering the expense of furnishing copies) upon request. Stockholders may request exhibits copies by contacting:

HP Inc.
Attn: Investor Relations
1501 Page Mill Road
Palo Alto, CA 94304

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 15, 2016

HP INC.

By: /s/ CATHERINE A. LESJAK

Catherine A. Lesjak
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Catherine A. Lesjak, Kim Rivera and Ruairidh Ross, or any of them, his or her attorneys-in-fact, for such person in any and all capacities, to sign any amendments to this report and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that either of said attorneys-in-fact, or substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

SIGNATURE	TITLE(S)	DATE
/s/ DION J. WEISLER Dion J. Weisler	President and Chief Executive Officer (Principal Executive Officer)	December 15, 2016
/s/ CATHERINE A. LESJAK Catherine A. Lesjak	Chief Financial Officer (Principal Financial Officer)	December 15, 2016
/s/ MARIE E. MYERS Marie E. Myers	Global Controller and Head of Finance Services (Principal Accounting Officer)	December 15, 2016
/s/ AIDA ALVAREZ Aida Alvarez	Director	December 15, 2016
/s/ SHUMEET BANERJI Shumeet Banerji	Director	December 15, 2016
/s/ CARL BASS Carl Bass	Director	December 15, 2016
/s/ ROBERT R. BENNETT Robert R. Bennett	Director	December 15, 2016
/s/ CHARLES V. BERGH Charles V. Bergh	Director	December 15, 2016
/s/ STACY BROWN-PHILPOT Stacy Brown-Philpot	Director	December 15, 2016

SIGNATURE	TITLE(S)	DATE
/s/ STEPHANIE BURNS Stephanie Burns	Director	December 15, 2016
/s/ MARY ANNE CITRINO Mary Anne Citrino	Director	December 15, 2016
/s/ RAJIV L. GUPTA Rajiv L. Gupta	Director	December 15, 2016
/s/ STACEY MOBLEY Stacey Mobley	Director	December 15, 2016
/s/ SUBRA SURESH Subra Suresh	Director	December 15, 2016
/s/ MARGARET C. WHITMAN Margaret C. Whitman	Director	December 15, 2016

HP INC. AND SUBSIDIARIES

EXHIBIT INDEX

EXHIBIT NUMBER	EXHIBIT DESCRIPTION	FORM	FILE NO.	EXHIBIT(S)	FILING DATE
2(a)	Separation and Distribution Agreement, dated as of October 31, 2015, by and among Hewlett-Packard Company, Hewlett Packard Enterprise Company and the Other Parties Thereto.**	8-K	001-04423	2.1	November 5, 2015
2(b)	Transition Services Agreement, dated as of November 1, 2015, by and between Hewlett-Packard Company and Hewlett Packard Enterprise Company.**	8-K	001-04423	2.2	November 5, 2015
2(c)	Tax Matters Agreement, dated as of October 31, 2015, by and between Hewlett-Packard Company and Hewlett Packard Enterprise Company.**	8-K	001-04423	2.3	November 5, 2015
2(d)	Employee Matters Agreement, dated as of October 31, 2015, by and between Hewlett-Packard Company and Hewlett Packard Enterprise Company.**	8-K	001-04423	2.4	November 5, 2015
2(e)	Real Estate Matters Agreement, dated as of October 31, 2015, by and between Hewlett-Packard Company and Hewlett Packard Enterprise Company.**	8-K	001-04423	2.5	November 5, 2015
2(f)	Master Commercial Agreement, dated as of November 1, 2015, by and between Hewlett-Packard Company and Hewlett Packard Enterprise Company.**	8-K	001-04423	2.6	November 5, 2015
2(g)	Information Technology Service Agreement, dated as of November 1, 2015, by and between Hewlett-Packard Company and HP Enterprise Services, LLC.**	8-K	001-04423	2.7	November 5, 2015
3(a)	Registrant's Certificate of Incorporation.	10-Q	001-04423	3(a)	June 12, 1998
3(b)	Registrant's Amendment to the Certificate of Incorporation.	10-Q	001-04423	3(b)	March 16, 2001
3(c)	Registrant's Certificate of Amendment to the Certificate of Incorporation.	8-K	001-04423	3.2	October 22, 2015
3(d)	Registrant's Certificate of Amendment to the Certificate of Incorporation.	8-K	001-04423	3.1	April 7, 2016
3(e)	Registrant's Amended and Restated Bylaws.	8-K	001-04423	3.2	July 25, 2016
4(a)	Senior Indenture between the Registrant and The Bank of New York Mellon Trust Company, National Association, as successor in interest to J.P. Morgan Trust Company, National Association (formerly known as Chase Manhattan Bank and Trust Company, National Association), as Trustee, dated June 1, 2000.	S-3	333-134327	4.9	June 7, 2006
4(b)	Form of Subordinated Indenture.	S-3	333-30786	4.2	March 17, 2000
4(c)	Form of Registrant's 3.750% Global Note due December 1, 2020 and form of related Officers' Certificate.	8-K	001-04423	4.2 and 4.3	December 2, 2010
4(d)	Form of Registrant's 4.300% Global Note due June 1, 2021 and form of related Officers' Certificate.	8-K	001-04423	4.5 and 4.6	June 1, 2011
4(e)	Form of Registrant's 4.375% Global Note due September 15, 2021 and 6.000% Global Note due September 15, 2041 and form of related Officers' Certificate.	8-K	001-04423	4.4, 4.5 and 4.6	September 19, 2011
4(f)	Form of Registrant's 4.650% Global Note due December 9, 2021 and related Officers' Certificate.	8-K	001-04423	4.3 and 4.4	December 12, 2011

EXHIBIT NUMBER	EXHIBIT DESCRIPTION	FORM	FILE NO.	EXHIBIT(S)	FILING DATE
4(g)	Form of Registrant's 4.050% Global Note due September 15, 2022 and related Officers' Certificate.	8-K	001-04423	4.2 and 4.3	March 12, 2012
4(h)	Form of Registrant's 2.750% Global Note due January 14, 2019 and Floating Rate Global Note due January 14, 2019 and related Officers' Certificate.	8-K	001-04423	4.1, 4.2 and 4.3	January 14, 2014
4(i)	Specimen certificate for the Registrant's common stock.	8-A/A	001-04423	4.1	June 23, 2006
10(a)	Registrant's 2004 Stock Incentive Plan.*	S-8	333-114253	4.1	April 7, 2004
10(b)	Registrant's Excess Benefit Retirement Plan, amended and restated as of January 1, 2006.*	8-K	001-04423	10.2	September 21, 2006
10(c)	Hewlett-Packard Company Cash Account Restoration Plan, amended and restated as of January 1, 2005.*	8-K	001-04423	99.3	November 23, 2005
10(d)	Registrant's 2005 Pay-for-Results Plan, as amended.*	10-K	001-04423	10(h)	December 14, 2011
10(e)	Registrant's Executive Severance Agreement.*	10-Q	001-04423	10(u)(u)	June 13, 2002
10(f)	Registrant's Executive Officers Severance Agreement.*	10-Q	001-04423	10(v)(v)	June 13, 2002
10(g)	Form letter regarding severance offset for restricted stock and restricted units.*	8-K	001-04423	10.2	March 22, 2005
10(h)	Form of Agreement Regarding Confidential Information and Proprietary Developments (California).*	8-K	001-04423	10.2	January 24, 2008
10(i)	Form of Agreement Regarding Confidential Information and Proprietary Developments (Texas).*	10-Q	001-04423	10(o)(o)	March 10, 2008
10(j)	Form of Stock Option Agreement for Registrant's 2004 Stock Incentive Plan.*	10-Q	001-04423	10(c)(c)	March 10, 2008
10(k)	Form of Option Agreement for Registrant's 2000 Stock Plan.*	10-Q	001-04423	10(t)(t)	June 6, 2008
10(l)	Form of Common Stock Payment Agreement for Registrant's 2000 Stock Plan.*	10-Q	001-04423	10(u)(u)	June 6, 2008
10(m)	Form of Stock Notification and Award Agreement for awards of non-qualified stock options.*	10-K	001-04423	10(y)(y)	December 18, 2008
10(n)	First Amendment to the Hewlett-Packard Company Excess Benefit Retirement Plan.*	10-Q	001-04423	10(b)(b)(b)	March 10, 2009
10(o)	Form of Stock Notification and Award Agreement for awards of non-qualified stock options.*	10-K	001-04423	10(i)(i)(i)	December 15, 2010
10(p)	Form of Agreement Regarding Confidential Information and Proprietary Developments (California—new hires).*	10-K	001-04423	10(j)(j)(j)	December 15, 2010
10(q)	Form of Agreement Regarding Confidential Information and Proprietary Developments (California—current employees).*	10-K	001-04423	10(k)(k)(k)	December 15, 2010
10(r)	Second Amended and Restated Hewlett-Packard Company 2004 Stock Incentive Plan, as amended effective February 28, 2013.*	8-K	001-04423	10.2	March 21, 2013
10(s)	Form of Stock Notification and Award Agreement for awards of restricted stock units.*	10-Q	001-04423	10(u)(u)	March 11, 2014
10(t)	Form of Stock Notification and Award Agreement for awards of foreign stock appreciation rights.*	10-Q	001-04423	10(v)(v)	March 11, 2014
10(u)	Form of Stock Notification and Award Agreement for long-term cash awards.*	10-Q	001-04423	10(w)(w)	March 11, 2014
10(v)	Form of Stock Notification and Award Agreement for awards of non-qualified stock options.*	10-Q	001-04423	10(x)(x)	March 11, 2014
10(w)	Form of Grant Agreement for grants of performance-adjusted restricted stock units.*	10-Q	001-04423	10(y)(y)	March 11, 2014

EXHIBIT NUMBER	EXHIBIT DESCRIPTION	FORM	FILE NO.	EXHIBIT(S)	FILING DATE
10(x)	Form of Stock Notification and Award Agreement for awards of restricted stock.*	10-Q	001-04423	10(z)(z)	March 11, 2014
10(y)	Form of Stock Notification and Award Agreement for awards of performance-contingent non-qualified stock options.*	10-Q	001-04423	10(a)(a)(a)	March 11, 2014
10(z)	Form of Grant Agreement for grants of performance-contingent non-qualified stock options.*	10-Q	001-04423	10(b)(b)(b)	March 11, 2014
10(a)(a)	Form of Grant Agreement for grants of restricted stock units.*	10-Q	001-04423	10(c)(c)(c)	March 11, 2015
10(b)(b)	Form of Grant Agreement for grants of foreign stock appreciation rights.*	10-Q	001-04423	10(d)(d)(d)	March 11, 2015
10(c)(c)	Form of Grant Agreement for grants of long-term cash awards.*	10-Q	001-04423	10(c)(c)(c)	March 11, 2015
10(d)(d)	Form of Grant Agreement for grants of non-qualified stock options.*	10-Q	001-04423	10(f)(f)(f)	March 11, 2015
10(e)(e)	Form of Grant Agreement for grants of performance-adjusted restricted stock units.*	10-Q	001-04423	10(g)(g)(g)	March 11, 2015
10(f)(f)	Form of Grant Agreement for grants of restricted stock awards.*	10-Q	001-04423	10(h)(h)(h)	March 11, 2015
10(g)(g)	Form of Grant Agreement for grants of performance-contingent non-qualified stock options.*	10-Q	001-04423	10(i)(i)(i)	March 11, 2015
10(h)(h)	Term Loan Agreement, dated as of April 30, 2015, among the Registrant, the lenders named therein and JPMorgan Chase Bank, N.A., as administrative agent.	10-Q	001-04423	10(b)(b)(b)	June 8, 2015
10(i)(i)	Amendment, dated as of June 1, 2015, to the Term Loan Agreement, dated as of April 30, 2015, among the Registrant, the lenders named therein and JPMorgan Chase Bank, N.A., as administrative agent.	10-Q	001-04423	10(c)(c)(c)	June 8, 2015
10(j)(j)	Five-Year Credit Agreement, dated as of April 2, 2014, as Amended and Restated as of November 1, 2015, among the Registrant, the lenders named therein and Citibank, N.A., as administrative processing agent and co-administrative agent, and JPMorgan Chase Bank, N.A., as co-administrative agent.	8-K	001-04423	10.1	November 5, 2015
10(k)(k)	Form of Grant Agreement for grants of foreign stock appreciation rights.*	10-K	001-04423	10(e)(e)(e)	December 12, 2015
10(l)(l)	Form of Grant Agreement for grants of performance-contingent non-qualified stock options.*	10-K	001-04423	10(f)(f)(f)	December 12, 2015
10(m)(m)	Form of Grant Agreement for grants of non-qualified stock options.*	10-K	001-04423	10(g)(g)(g)	December 12, 2015
10(n)(n)	Registrant's 2005 Executive Deferred Compensation Plan, amended and restated effective November 1, 2015.*	10-Q	001-04423	10(n)(n)	March 3, 2016
10(o)(o)	Registrant's Severance and Long-Term Incentive Change in Control Plan for Executive Officers, amended and restated effective November 1, 2015.*	10-Q	001-04423	10(o)(o)	March 3, 2016
10(p)(p)	Form of Stock Notification and Award Agreement for awards of performance-contingent non-qualified stock options (launch grant).*	10-Q	001-04423	10(p)(p)	March 3, 2016
10(q)(q)	Form of Stock Notification and Award Agreement for awards of restricted stock units (launch grant).*	10-Q	001-04423	10(q)(q)	March 3, 2016
10(r)(r)	Form of Stock Notification and Award Agreement for awards of restricted stock units.*	10-Q	001-04423	10(r)(r)	March 3, 2016
10(s)(s)	Form of Stock Notification and Award Agreement for awards of performance-adjusted restricted stock units.*	10-Q	001-04423	10(s)(s)	March 3, 2016

EXHIBIT NUMBER	EXHIBIT DESCRIPTION	FORM	FILE NO.	EXHIBIT(S)	FILING DATE
10(t)(t)	Form of Amendment to Award Agreements for awards of restricted stock units or performance-adjusted restricted stock units, effective January 1, 2016.*	10-Q	001-04423	10(t)(t)	March 3, 2016
10(u)(u)	First Amendment to Severance and Long-Term Incentive Change in Control Plan for Executive Officers, as amended and restated effective November 1, 2015.* †				
9	None.				
11	None.				
12	Statements of Computation of Ratio of Earnings to Fixed Charges.†				
13-14	None.				
15	None.				
18	None.				
21	Subsidiaries of the Registrant as of November 1, 2015.†				
22	None.				
23	Consent of Independent Registered Public Accounting Firm.†				
24	Power of Attorney (included on the signature page).				
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.†				
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.†				
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.†				
101.INS	XBRL Instance Document.†				
101.SCH	XBRL Taxonomy Extension Schema Document.†				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.†				
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.†				
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.†				
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.†				

* Indicates management contract or compensatory plan, contract or arrangement.

** Certain schedules and exhibits to this agreement have been omitted pursuant to Item 601(b)(2) of Registration S-K. A copy of any omitted schedule and/or exhibit will be furnished supplementally to the SEC upon request.

† Filed herewith.

† Furnished herewith.

The registrant agrees to furnish to the Commission supplementally upon request a copy of (1) any instrument with respect to long-term debt not filed herewith as to which the total amount of securities authorized thereunder does not exceed 10% of the total assets of the registrant and its subsidiaries on a consolidated basis and (2) any omitted schedules to any material plan of acquisition, disposition or reorganization set forth above.

FORWARD-LOOKING STATEMENTS

The information included on this website and other information provided from time to time through webcasts, conference calls, securities analyst meetings, road show presentations, investor conferences, newsletters and similar events and communications contains forward-looking statements that involve risks, uncertainties and assumptions. If the risks or uncertainties ever materialize or the assumptions prove incorrect, the results of HP may 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 but not limited to any projections of net revenue, margins, expenses, effective tax rates, net earnings, net earnings per share, cash flows, benefit plan funding, deferred tax assets, share repurchases, currency exchange rates or other financial items; any projections of the amount, timing or impact of cost savings or restructuring and other charges; any statements of the plans, strategies and objectives of management for future operations, including the execution of restructuring plans and any resulting cost savings, net revenue or profitability improvements; any statements concerning the expected development, performance, market share or competitive performance relating to products or services; any statements regarding current or future macroeconomic trends or events and the impact of those trends and events on HP and its financial performance; any statements regarding pending investigations, claims or disputes; any statements of expectation or belief, including with respect to the timing and expended benefits of acquisitions and other business combination and investment transactions; and any statements of assumptions underlying any of the foregoing.

Risks, uncertainties and assumptions include the need to address the many challenges facing HP's businesses; the competitive pressures faced by HP's businesses; risks associated with executing HP's strategy; the impact of macroeconomic and geopolitical trends and events; the need to manage third-party suppliers and the distribution of HP's products and the delivery of HP's services effectively; the protection of HP's intellectual property assets, including intellectual property licensed from third parties; risks associated with HP's international operations; the development and transition of new products and services and the enhancement of existing products and services to meet customer needs and respond to emerging technological trends; the execution and performance of contracts by HP and its suppliers, customers, clients and partners; the hiring and retention of key employees; integration and other risks associated with business combination and investment transactions; the results of the restructuring plans, including estimates and assumptions related to the cost (including any possible disruption of HP's business) and the anticipated benefits of the restructuring plans; the resolution of pending investigations, claims and disputes; and other risks that are described in HP's Annual Report on Form 10-K for the fiscal year ended October 31, 2016 and HP's other filings with the Securities and Exchange Commission. HP assumes no obligation and does not intend to update these forward-looking statements.

HP's Investor Relations website at http://www.hp.com/investor/home contains a significant amount of information about HP, including financial and other information for investors. HP encourages investors to visit our website from time to time, as information is updated and new information is posted.

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