

HEWLETT PACKARD CO

Form DFAN14A

March 05, 2002

**SCHEDULE 14A**  
**(RULE 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive

Proxy

Statement

Confidential, for

Use of the

Commission Only

(as permitted by

Rule 14a-6(e)(2))

Definitive

Additional

Materials

Soliciting

Material Pursuant

to Rule 14a-12

**HEWLETT-PACKARD COMPANY**

---

(Name of Registrant as Specified In Its Charter)

**WALTER B. HEWLETT, EDWIN E. VAN BRONKHORST AND THE WILLIAM R. HEWLETT REVOCABLE TRUST**

---

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

Fee not required.

Fee

computed on

table below per

Exchange Act

Rules 14a-6(i)(4)

and 0-11.

(1) Title of each

class of securities

to which

transaction

applies:

---

(2) Aggregate number of securities to which transaction applies:

---

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

---

(4) Proposed maximum aggregate value of transaction:

---

(5) Total fee paid:

---

Fee paid previously with preliminary materials:

---

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount

Previously Paid:

---

(2) Form,  
Schedule or  
Registration  
Statement No.:

---

(3) Filing Party:

---

(4) Date Filed:

---

---

Edgar Filing: HEWLETT PACKARD CO - Form DFAN14A

ATTORNEYS AT LAW

Broomfield, CO  
720 566-4000

Five Palo Alto Square  
3000 El Camino Real  
Palo Alto, CA  
94306-2155  
Main 650 843-5000  
Fax 650 849-7400

Kirkland, WA  
425 893-7700

Menlo Park, CA  
650 843-5100

Reston, VA  
703 456-8000

San Diego, CA  
858 550-6000

San Francisco, CA  
415 693-2000

VIA FACSIMILE AND MAIL

[www.cooley.com](http://www.cooley.com)

March 4, 2002

STEPHEN C. NEAL  
650 843-5182  
[nealsc@cooley.com](mailto:nealsc@cooley.com)

Larry W. Sonsini  
Wilson Sonsini Goodrich & Rosati  
650 Page Mill Road  
Palo Alto, Ca 94304

**Re: No Break-Up Fee Payable Upon Mere Stockholders No Vote**

Dear Larry:

Apparently there is some confusion in the market as to whether Hewlett-Packard would be required to pay a \$675 million break-up fee to Compaq upon defeat of the transaction at the HP stockholders meeting. We believe it is 100% clear under the HP/Compaq merger agreement that if HP stockholders merely vote down the transaction on March 19, then HP does not have to pay any break-up fee whatsoever.

It is unfortunate that material information of this sort is unclear at this late date. I would appreciate it if you would advise your solicitation team to make sure that stockholders fully understand this important information.

Yours very truly,

/s/ Stephen C. Neal

Stephen C. Neal

cc: Walter B. Hewlett

\* \* \* \* \*

**ADDITIONAL IMPORTANT INFORMATION**

On February 5, 2002, Walter B. Hewlett, Edwin E. van Bronkhorst and the William R. Hewlett Revocable Trust (collectively, the Filing Persons ) filed a definitive proxy statement with the Securities and Exchange Commission relating to the proposed merger involving Hewlett-Packard Company and Compaq Computer Corporation. The Filing Persons urge stockholders to read their definitive proxy statement because it contains important information. You may obtain a free copy of the Filing persons definitive proxy statement and any other documents relating to the Filing Persons solicitation on the Securities and Exchange Commission s website at [www.sec.gov](http://www.sec.gov), on the Filing Persons website at [www.votenoHPcompaq.com](http://www.votenoHPcompaq.com), or by contacting MacKenzie Partners at 1-800-322-2885 or 1-212-929-5500, or by sending an email to

proxy@mackenziepartners.com.