3PAR Inc.
Form SC TO-T/A
August 27, 2010

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule TO

(Amendment No. 1)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

3PAR INC.

(Name of Subject Company (Issuer))

Rio Acquisition Corporation
and
Hewlett-Packard Company
(Names of Filing Persons (Offerors))

Common Stock, par value $0.001 per share
(Title of Class of Securities)

88580F 10 9
(CUSIP Number of Class of Securities)

Paul T. Porrini
Vice President, Deputy General Counsel & Assistant Secretary
Hewlett-Packard Company
3000 Hanover Street
Palo Alto, California 94304
(650) 857-1501
(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

David K. Ritenour
Vice President and Associate General Counsel

Christopher E. Austin
Benet J. O'Reilly

Hewlett-Packard Company
3000 Hanover Street
Palo Alto, California 94304
(650) 857-1501

Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, New York 10006
(212) 225-2000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
$2,159,324,542	$153,960

* For purposes of calculating the filing fee pursuant to Rule 0-11(d) only, the Transaction Valuation was calculated on the basis of (i) 62,828,936 outstanding shares of 3PAR common stock and 1,123,294 outstanding restricted stock units by $30.00 per share, which is the offer price, plus (ii) $240,757,642, which is the intrinsic value of the outstanding options (i.e., the excess of $30.00 over the per share exercise price).

** The filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, and Fee Rate Advisory #4 for fiscal year 2010, issued December 17, 2009, by multiplying the transaction value by .00007130.

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

Amount Previously Paid:	$137,943	Filing Party:	Hewlett-Packard Company
Form or Registration No.:	Schedule TO-T	Date Filed:	August 27, 2010

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

ý third-party tender offer subject to Rule 14d-1.

o issuer tender offer subject to Rule 13e-4.

o going-private transaction subject to Rule 13e-3.

o amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

This Amendment No. 1 to the Tender Offer Statement on Schedule TO (this "**Amendment No. 1**") amends and restates the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission earlier on August 27, 2010 (the "**Schedule TO**") by Rio Acquisition Corporation, a Delaware corporation ("**Purchaser**") and a wholly-owned subsidiary of Hewlett-Packard Company, a Delaware corporation ("**HP**"), and HP. This Amendment No. 1 amends and restates the Schedule TO to increase the offer price to $30.00 per Share, net to the seller in cash, without interest thereon and subject to reduction for any federal back-up withholding or other taxes. All capitalized terms used in this Amendment No. 1 and not otherwise defined have the respective meanings ascribed to them in the Amended and Restated Offer to Purchase, dated August 27, 2010 (together with any amendments and supplements thereto, the "**A&R Offer to Purchase**") and in the related Amended and Restated Letter of Transmittal, as amended or supplemented from time to time.

Item 1. ***Summary Term Sheet.***

The information set forth in the section of the A&R Offer to Purchase entitled "Summary Term Sheet" is incorporated herein by reference.

Item 2. ***Subject Company Information.***

(c) The information set forth in Section 6 "Price Range of Shares; Dividends" of the A&R Offer to Purchase is incorporated herein by reference.

Item 4. ***Terms of the Transaction.***

The information set forth in the A&R Offer to Purchase is incorporated herein by reference.

Item 5. ***Past Contacts, Transactions, Negotiations and Agreements.***

The information set forth in the sections of the A&R Offer to Purchase entitled "Summary Term Sheet" and "Introduction," and Section 11 "Background of the Offer" of the A&R Offer to Purchase is incorporated herein by reference.

Item 6. ***Purposes of the Transaction and Plans or Proposals.***

The information set forth in the sections of the A&R Offer to Purchase entitled "Summary Term Sheet" and "Introduction," and Sections 6 and 12 "Price Range of Shares; Dividends" and "Purpose of the Offer and Plans for 3PAR; Merger Agreement" of the A&R Offer to Purchase is incorporated herein by reference.

Item 7. ***Source and Amount of Funds or Other Consideration.***

The information set forth in Section 12 "Source and Amount of Funds" of the A&R Offer to Purchase is incorporated herein by reference.

Item 9. ***Persons/Assets Retained, Employed, Compensated or Used.***

The information set forth in the in the section of the A&R Offer to Purchase entitled "Introduction" and Sections 10 and 16 "Background of the Offer" and "Fees and Expenses" of the A&R Offer to Purchase is incorporated herein by reference.

Item 11. ***Additional Information.***

(a)(1) The information set forth in Section 10 "Background of Offer" of the A&R Offer to Purchase is incorporated herein by reference.

(a)(4) The information set forth in Section 12 "Source and Amount of Funds" of the A&R Offer to Purchase is incorporated herein by reference.

(b) The information set forth in the A&R Offer to Purchase is incorporated herein by reference.

Item 12. ***Exhibits.***

(a)(1)(J)	Amended and Restated Offer to Purchase, dated August 27, 2010*
(a)(1)(K)	Amended and Restated Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9)*
(a)(1)(L)	Amended and Restated Form of Notice of Guaranteed Delivery*
(a)(1)(M)	Amended and Restated Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*
(a)(1)(N)	Amended and Restated Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*
(a)(1)(O)	Text of press release issued by HP on August 27, 2010
(d)(4)	Amended and Restated Form of Agreement and Plan of Merger by and among Purchaser, HP and 3PAR

* Included in mailing to stockholders.

Item 13. ***Information Required by Schedule 13E-3.***

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Hewlett-Packard Company

By: /s/ PAUL T. PORRINI

Name: Paul T. Porrini
Title: *Vice President, Deputy General Counsel & Assistant Secretary*

Rio Acquisition Corporation

By: /s/ PAUL T. PORRINI

Name: Paul T. Porrini
Title: *President and Secretary*

Dated: August 27, 2010

EXHIBIT INDEX

(a)(1)(A)	Offer to Purchase, dated August 27, 2010(1)
(a)(1)(B)	Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9)(2)
(a)(1)(C)	Form of Notice of Guaranteed Delivery(3)
(a)(1)(D)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees(4)
(a)(1)(E)	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees(5)
(a)(1)(F)	Text of press release issued by HP on August 23, 2010(6)
(a)(1)(G)	Text of press release issued by HP on August 26, 2010(7)
(a)(1)(H)	Form of summary advertisement, published August 27, 2010, in *The Wall Street Journal*(8)
(a)(1)(J)	Amended and Restated Offer to Purchase, dated August 27, 2010*
(a)(1)(K)	Amended and Restated Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9)*
(a)(1)(L)	Amended and Restated Form of Notice of Guaranteed Delivery*
(a)(1)(M)	Amended and Restated Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*
(a)(1)(N)	Amended and Restated Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*
(a)(1)(O)	Text of press release issued by HP on August 27, 2010
(b)	Not applicable
(c)	Not applicable
(d)(1)	Form of Agreement and Plan of Merger by and among Purchaser, HP and 3PAR(9)
(d)(2)	Form of Tender and Voting Agreement by and among Purchaser, HP and certain stockholders of 3PAR(10)
(d)(3)	Confidentiality Agreement, dated as of August 24, 2010, by and between HP and 3PAR(11)
(d)(4)	Amended and Restated Form of Agreement and Plan of Merger by and among Purchaser, HP and 3PAR
(e)	Not applicable
(f)	Not applicable
(g)	Not applicable
(h)	Not applicable

*

Included in mailing to stockholders.

(1) Incorporated herein by reference to the initial Schedule TO-T filed by HP on August 27, 2010

(2) Incorporated herein by reference to the initial Schedule TO-T filed by HP on August 27, 2010

(3) Incorporated herein by reference to the initial Schedule TO-T filed by HP on August 27, 2010

(4) Incorporated herein by reference to the initial Schedule TO-T filed by HP on August 27, 2010

(5) Incorporated herein by reference to the initial Schedule TO-T filed by HP on August 27, 2010

(6) Incorporated herein by reference to Exhibit 99.1 to the Form 8-K filed by HP on August 23, 2010

(7) Incorporated herein by reference to the Schedule TO-C filed by HP on August 23, 2010

(8) Incorporated herein by reference to the initial Schedule TO-T filed by HP on August 27, 2010

(9) Incorporated herein by reference to the initial Schedule TO-T filed by HP on August 27, 2010

(10) Incorporated herein by reference to the initial Schedule TO-T filed by HP on August 27, 2010

(11) Incorporated herein by reference to the initial Schedule TO-T filed by HP on August 27, 2010

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