

EXHIBIT 9

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11
12 IN THE UNITED STATES DISTRICT COURT
13 FOR THE NORTHERN DISTRICT OF CALIFORNIA

14 IN RE HEWLETT-PACKARD COMPANY
15 SHAREHOLDER DERIVATIVE LITIGATION

Master File No. C-12-6003 CRB (EDL)

**HP'S RESPONSES AND OBJECTIONS
TO HARRIET STEINBERG AND
EDWARD VOGEL'S
INTERROGATORIES**

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18 This Document Relates to: All Actions

Judge: Hon. Elizabeth D. Laporte

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1 Defendant Hewlett-Packard Company (“HP”), by and through counsel, hereby responds and
2 objects to Harriet Steinberg and Edward Vogel (“Steinberg”)’s Interrogatories to HP served on
3 March 20, 2015.

4 **GENERAL OBJECTIONS AND OBJECTIONS TO INSTRUCTIONS**

5 HP specifically incorporates in each of its responses to the specific Interrogatories below, as
6 if fully set forth therein, the General Objections and Objections to Definitions, Instructions and Time
7 Period set forth in HP’s Responses and Objections to Steinberg’s Request for Production of
8 Documents, dated April 3, 2015 and served concurrently herewith.

9 **RESPONSES AND OBJECTIONS TO INTERROGATORIES**

10 **INTERROGATORY NO. 1:**

11 Identify each change or reform made to the Prior Procedures prior to the
12 commencement of the formation of the DRC and the date of such change or reform.

13 **RESPONSE TO INTERROGATORY NO. 1:**

14 The information responsive to Interrogatory No. 1 is set forth in the following
15 documents: (a) HP_DER2_00000045 (identifying formal policies that were in place related to
16 prospective mergers and acquisitions as of August 18, 2011); and (b) HP_DER2_00000028
17 (identifying reforms undertaken by management, but not approved by the HP board, before the DRC
18 was involved).

19 **INTERROGATORY NO. 2:**

20 Identify each change or reform made to the Prior Procedures after the formation of
21 the DRC, but prior to December 16, 2013, and the date of such change or reform.

22 **RESPONSE TO INTERROGATORY NO. 2:**

23 HP states that no such changes were made.

24 **INTERROGATORY NO. 3:**

25 Identify each change or reform to HP’s corporate governance procedures
26 proposed by the Settling Plaintiffs and the date of such proposal.

1 **RESPONSE TO INTERROGATORY NO. 3:**

2 The information responsive to Interrogatory No. 3 is set forth in the Declaration of
3 Ann M. Ashton, which has been filed with the Court, along with the decision of Judge Walker in the
4 fee arbitration. *See* Docket #233-1. In addition, information responsive to this Interrogatory is set
5 forth in: (a) slides provided by Robbins Geller to counsel for the DRC proposing that HP adopt
6 certain governance reforms; (b) HP_DER2_00000021 (the reforms referenced in the DRC and HP
7 board resolutions of January 2014 and shared with plaintiffs' counsel at the outset of the negotiations
8 with plaintiffs' counsel that resulted in the settlement); (c) HP_DER2_00000013 (the settlement
9 reforms, as adopted by the board in July 2014); and (d) HP_DER2_00000041 (the written charter of
10 the Risk Management Committee). HP otherwise objects to Interrogatory No. 3 to the extent it seeks
11 information that is not relevant to assessing the fairness or adequacy of the proposed settlement.

12 **INTERROGATORY NO. 4:**

13 Identify each change or reform to HP's corporate governance procedures
14 proposed by the Settling Plaintiffs that was adopted by HP and the date of
15 such adoption.

16 **RESPONSE TO INTERROGATORY NO. 4:**

17 See response to Interrogatory No. 3.

18 **INTERROGATORY NO. 5:**

19 State whether any provision of the Governance Reforms were
20 implemented prior to their having been formally approved by the HP
21 Board and, if so, identify those provisions and their date of
22 implementation.

23 **RESPONSE TO INTERROGATORY NO. 5:**

24 As explained in the Declaration of Rishi Varma (filed with the decision of Judge
25 Walker in the fee arbitration (Docket #233-1)) prior to the completion of the DRC's work, the Risk
26 Management Committee was formed to expand the internal oversight of HP's existing Transaction
27 Approval Process and was made responsible for assessing the risks associated with due diligence
28 conducted in proposed acquisitions. However, the formal charter of the Risk Management
Committee was not implemented until after the DRC completed its work (HP_DER2_00000041).

1 HP also made changes to the legal processes utilized in M&A transactions and implemented
2 enhanced internal procedures prior to the commencement of the settlement negotiations. *See* Docket
3 #233-1 at 164.

4 HP further refers Steinberg to the following documents: (a) HP_DER2_00000045
5 (identifying formal policies that were in place related to prospective mergers and acquisitions as of
6 August 18, 2011); (b) HP_DER2_00000028 (identifying reforms undertaken by management, but
7 not approved by the HP board, before the DRC was involved); (c) HP_DER2_00000021 (the
8 reforms referenced in the DRC and HP board resolutions of January 2014 and shared with plaintiffs'
9 counsel at the outset of the negotiations with plaintiffs' counsel); (d) HP_DER2_00000013 (the
10 reforms adopted by the HP board); and (e) HP_DER2_00000041 (the written charter of the Risk
11 Management Committee).

12 **INTERROGATORY NO. 6:**

13 State with specificity the source of any proposals to change the Prior
14 Procedures, whether generated internally at HP or by outside sources, and
15 the date on which each such proposal was first made.

16 **RESPONSE TO INTERROGATORY NO. 6:**

17 See response to Interrogatory No. 3.

18 **INTERROGATORY NO. 7:**

19 State with specificity whether and to what extent the Governance Reforms
20 would have acted to prevent the loss suffered in connection with the
Autonomy Acquisition.

21 **RESPONSE TO INTERROGATORY NO. 7:**

22 HP states that, in light of the nature of the massive fraud perpetrated at Autonomy and
23 Deloitte UK's failures, different M&A procedures would not have prevented the losses suffered by
24 HP in connection with the Autonomy acquisition. *See* Walker Tr. at 61:3-13 (Docket #233-1). HP
25 notes, however, that Judge Walker found in the fee arbitration that the settlement reforms "are
26 directly tailored to prevent the types of alleged breaches of fiduciary duty involved in large
27 acquisitions and therefore provide a substantial benefit to HP and its shareholders" (Docket #233-1).
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1 **INTERROGATORY NO. 8:**

2 State with specificity the reasons why the Prior Procedures proved
3 inadequate to prevent the losses suffered by HP in connection with the
4 Autonomy Acquisition.

5 **RESPONSE TO INTERROGATORY NO. 8:**

6 See response to Interrogatory No. 7.

7 **INTERROGATORY NO. 9:**

8 State with specificity whether, and to what extent, the Governance
9 Reforms would have caused HP's conduct to have differed in connection
with the Autonomy Acquisition.

10 **RESPONSE TO INTERROGATORY NO. 9:**

11 Information responsive to Interrogatory No. 9 is contained in documents reflecting
12 the governance practices at the time of the Autonomy acquisition and the Governance Reforms that
13 form part of the settlement: (a) HP_DER2_00000045 (identifying formal policies that were in place
14 related to prospective mergers and acquisitions as of August 18, 2011); (b) HP_DER2_00000013
15 (the reforms adopted by the HP board); and (c) HP_DER2_00000041 (the written charter of the Risk
16 Management Committee).

17 **INTERROGATORY NO. 10:**

18 State with specificity the reasons any person who declined to be
19 interviewed by the DRC provided for declining to be interviewed.

20 **RESPONSE TO INTERROGATORY NO. 10:**

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23 **INTERROGATORY NO. 11:**

24 Identify each person who participated in drafting responses, or in
25 providing the information necessary to draft responses, to these
26 Interrogatories.
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1 **RESPONSE TO INTERROGATORY NO. 11:**

2 HP objects to this Interrogatory to the extent it requests information that is not
3 relevant to assessing the fairness or adequacy of the proposed settlement, and to the extent it seeks
4 information protected by the attorney client, work product and/or other applicable privileges.
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6 WACHTELL, LIPTON, ROSEN & KATZ

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8 By:  _____

Dated: April 3, 2015

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CERTIFICATE OF SERVICE


I, Caroline Olsen, declare under penalty of perjury:

I am a citizen of the United States, employed in New York County, New York, and an attorney in this case. I am over the age of eighteen years and not a party to the within action. My business address is 51 West 52nd Street, New York, NY 10019; e-mail CAOlsen@wlrk.com

On April 3, 2015, I served a copy of HP’s Responses and Objections to Harriet Steinberg and Edward Vogel’s Interrogatories by transmitting the document electronically, via e-mail, to the e-mail address(es) set forth below:

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Executed on April 3, 2015, in New York, New York.



Caroline Olsen

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