

NATIONAL OILWELL VARCO INC

Form S-8

May 19, 2009

**Table of Contents**

**As filed with the Securities and Exchange Commission on May 19, 2009**

Registration No. 333-\_\_\_\_\_

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**NATIONAL OILWELL VARCO, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**76-0475815**

(I.R.S. Employer  
Identification No.)

**7909 Parkwood Circle Drive  
Houston, Texas 77036-6565  
(713) 346-7500**

(Address, Including Zip Code, and Telephone Number, including  
Area Code, of Registrant's Principal Executive Offices)

**National Oilwell Varco Long-Term Incentive Plan  
(Full Title of the Plan)**

**Clay C. Williams  
Executive Vice President and Chief Financial Officer  
7909 Parkwood Circle Drive  
Houston, Texas 77036-6565  
(713) 346-7500**

(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

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  Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of</b>	<b>Amount to</b>	<b>Proposed</b>	<b>Proposed</b>	
	<b>be</b>	<b>Maximum</b>	<b>Maximum</b>	
<b>Securities to be Registered</b>	<b>Registered<sup>(1)(2)</sup></b>	<b>Offering</b>	<b>Aggregate</b>	<b>Amount of</b>
<b>Common Stock, par value \$0.01</b>	<b>10,500,000</b>	<b>Price</b>	<b>Offering Price<sup>(2)</sup></b>	<b>Registration</b>
		<b>per Share<sup>(2)</sup></b>		<b>Fee</b>
		\$34.21	\$359,205,000	\$20,043.64

(1) The shares of common stock being registered hereby consist of an additional 10,500,000 shares that may be issued under the National Oilwell Varco Long-Term Incentive Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, the number of shares of common stock registered hereby is subject to adjustment to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended, using the average of the high and low prices of the Common Stock on the New York Stock Exchange on May 13, 2009.

**TABLE OF CONTENTS**

PART I

PART II

Item 3. Incorporation of Documents by Reference.

Item 8. Exhibits.

SIGNATURES

POWER OF ATTORNEY

INDEX TO EXHIBITS

EX-5.1

EX-23.1

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**Table of Contents**

**INCORPORATION OF PRIOR REGISTRATION STATEMENT BY REFERENCE**

Pursuant to General Instruction E to Form S-8, National Oilwell Varco, Inc. (the Company) hereby incorporates by reference into this Registration Statement the contents of the Form S-8 Registration Statement filed by the Company on March 14, 2005 (File No. 333-123310), except to the extent otherwise updated or modified by this Registration Statement. The additional 10,500,000 shares of common stock that are the subject of this Registration Statement relate to the amendment to the Company's Long-Term Incentive Plan to increase the number of authorized shares available for issuance under the plan. The amendment was approved by the Company's stockholders at the Company's annual meeting held on May 13, 2009.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the Commission) but will be sent or given to participants as specified by Rule 428(b)(1) promulgated under the Securities Act of 1933 as amended (the Securities Act).

**PART II**

**INFORMATION REQUIRED IN THIS REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Commission by the Company are incorporated as of their respective dates in this Registration Statement by reference:

A. The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the Commission on March 2, 2009;

B. The Company's Current Report on Form 8-K filed with the Commission on April 28, 2009;

C. The Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2009, filed with the Commission on May 6, 2009; and

D. The description of the Company's Common Stock contained in the Registration Statement on Form 8-A filed by the Company with the Commission on October 15, 1996 to register such securities under the Securities Exchange Act of 1934, as amended (the Exchange Act).

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold are incorporated by reference in this Registration Statement and are a part hereof from the date of filing such documents. A report on Form 8-K furnished to the Commission shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as

so modified or superseded, to constitute a part of this Registration Statement.

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**Table of Contents**

**Item 8. Exhibits.**

See Index to Exhibits on page 5.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 19<sup>th</sup> day of May, 2009.

National Oilwell Varco, Inc., a Delaware  
corporation

By: /s/ MERRILL A. MILLER, JR.  
Merrill A. Miller, Jr.  
Chairman, President and Chief  
Executive Officer

3

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**Table of Contents****POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, hereby constitutes and appoints Merrill A. Miller, Jr. and Clay C. Williams and each of them, either one of whom may act without joinder of the other, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all pre- and post-effective amendments to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and conforming all that said attorneys-in-fact and agents, and each of them, or the substitute or substitutes of any or all of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on May 19, 2009.

<b>Signature</b>	<b>Title</b>
/s/ MERRILL A. MILLER, JR. _____ Merrill A. Miller, Jr. /s/ CLAY C. WILLIAMS _____ Clay C. Williams	Chairman, President and Chief Executive Officer (Principal Executive Officer)
/s/ ROBERT W. BLANCHARD _____ Robert W. Blanchard	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ GREG L. ARMSTRONG _____ Greg L. Armstrong	Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)
/s/ ROBERT E. BEAUCHAMP _____ Robert E. Beauchamp	Director
/s/ BEN A. GUILL _____ Ben A. Guill	Director
/s/ DAVID D. HARRISON _____ David D. Harrison	Director
/s/ ROGER L. JARVIS _____ Roger L. Jarvis	Director
/s/ ERIC L. MATTSON _____ Eric L. Mattson	Director
/s/ JEFFERY A. SMISEK _____ Jeffery A. Smisek	Director

Jeffery A. Smisek

**Table of Contents**

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
4.1	First Amendment to National Oilwell Varco Long-Term Incentive Plan (incorporated by reference to Appendix I to the Company's Proxy Statement filed on April 1, 2009).
4.2	National Oilwell Varco Long-Term Incentive Plan (incorporated by reference to Appendix II to the Company's Proxy Statement filed on April 1, 2009).
5.1*	Opinion of Locke Lord Bissell & Liddell LLP as to the validity of the securities being registered
23.1*	Consent of Ernst & Young LLP
23.2*	Consent of Locke Lord Bissell & Liddell LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (set forth on the signature page contained in Part II of this Registration Statement)

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\* Filed herewith