



**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.)**10000 Richmond  
Houston, Texas 77042  
(713) 346-7500**(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)**VARCO INTERNATIONAL, INC. DEFERRED COMPENSATION  
PLAN**

( Full title of Plan)

**Merrill A. Miller, Jr.  
President and Chief Executive Officer  
10000 Richmond Avenue  
Houston, Texas 77042-4200  
(713) 346-7500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee
Deferred Compensation Obligations <sup>(1)</sup>	\$16,000,000	100%	\$16,000,000	\$1,884
Common Stock, par value \$0.01 <sup>(2)</sup>	12,000	\$47.40 <sup>(3)</sup>	\$ 568,800 <sup>(3)</sup>	\$ 67

- (1) The deferred compensation obligations to which this Registration Statement relates arise under the Varco International, Inc. Deferred Compensation Plan, as amended (the "Plan") and are unsecured obligations of National Oilwell Varco, Inc. (the "Company") to pay deferred compensation in the future pursuant to compensation deferral elections made by participants in the Plan in accordance with the terms of the Plan.
- (2) In the event of a stock split, stock dividend, or similar transaction involving the Company's Common Stock, the number of shares registered hereby shall automatically be increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933, as amended.
- (3) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended, and is based on the average of the high and low of the Company's Common Stock on March 10, 2005



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Opinion of Vinson & Elkins L.L.P.

Consent of Ernst & Young LLP

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## PART I

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

### 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, 2004, filed with the Commission on March 8, 2005; and
- B. 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.

### Item 4. Description of Securities

The deferred compensation obligations being registered hereunder represent obligations of the Company to make future payments to the participants in the Plan. The Plan was assumed by the Company in connection with the merger of Varco International, Inc. ("Varco") with and into the Company, effective March 11, 2005, pursuant to the Amended and Restated Agreement and Plan of Merger, effective as of August 11, 2004, by and between the Company and Varco (the "Merger Agreement"). The following description of the material terms and the deferred compensation obligations of the Plan is qualified by reference to the Plan. Capitalized terms used in this Item 4 and not otherwise defined in this Registration Statement shall have the respective meanings attributed to such terms in the Plan.

Effective as of January 1, 2003, Varco terminated the right of Plan participants to invest in shares of Common Stock of Varco under the Plan. Thus, effective as of January 1, 2003, no further shares of Varco common stock are issuable under the Plan. Participants may only transfer the value of the shares remaining in their Account to another Account, or receive such shares upon a permitted distribution from the Plan. The Varco shares credited to the Participant Accounts have been converted to shares of the Company's common stock based upon the exchange ratio provided in the Merger Agreement.

The deferred compensation obligations incurred by the Company under the Plan are unsecured general obligations of the Company, that rank equally with other unsecured and unsubordinated indebtedness of the Company from time to time outstanding, and are payable from the general assets of the Company. Because the Company has subsidiaries, the right of the Company, and hence the right of creditors of the Company (including

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Participants in the Plan), to participate in a distribution of the assets of a subsidiary upon its liquidation or reorganization or otherwise necessarily is subject to the prior claims of creditors of the subsidiary, except to the extent that claims of the Company itself as a creditor may be recognized.

The Plan permits Participants to elect to defer a portion of the compensation otherwise payable to the Participant. Participants in the Plan include certain key or highly compensated employees of the Company or one of the Company's subsidiaries who have been selected to participate in the Plan, and directors of the Company who elect to participate in the Plan. Any such employee can participate only if such employee's deferrals and contributions during the Plan Year under the Varco 401(k)/Profit Sharing Plan (or any successor plan) (the "401(k) Plan") are restricted by applicable governmental or 401(k) Plan limitations. Contributions under the Plan may include, at the discretion of the committee appointed to administer the Plan (the "Committee"), compensation as defined under the 401(k) plan, bonuses, director fees and any other form of Committee approved remuneration. The portion of the Employee Participant's compensation that is deferred under the Plan depends on the Participant's contribution election in effect at the beginning of the Plan Year. To the extent the amount contributed under the 401(k) Plan would result in a Employee contribution in excess of the maximum contribution permitted under applicable provision of the Internal Revenue Code of 1986, as amended (the "Code"), the excess contribution for that Employee Participant is deferred under the Plan. In addition, Directors are permitted to make an advance election to defer all or a portion of their Director fees under the Plan. These deferrals by Employee Participants and Director Participants are referred to herein as the "Participant Deferrals." In addition, the Company makes a contribution ("Company Contribution") on behalf of each Employee Participant in the form of a matching contribution of up to 4% of the Participant's Compensation, reduced by any match allocated to the Employee Participant under the 401(k) Plan. No contributions are made by the Company under the Plan for Directors.

The sum of the Company Contributions for a Participant and such Participant's Deferrals under the Plan represent an obligation of the Company to make payments to the Participant at some time in the future. The amount that the Company is required to pay under the terms of the Plan is equal to the sum of such Company Contributions for a Participant plus such Participant's Deferrals, each as adjusted for hypothetical gains or losses attributable to the deemed investment of such amounts as chosen by the Participants from among designated hypothetical investment alternatives. In the absence of a designation, the Committee shall designate the deemed hypothetical investments. The hypothetical investments for Participants' Accounts may be varied from time to time at the discretion of the Committee.

The Company Contributions (plus hypothetical gains and losses) for a Participant are reflected in a bookkeeping account identified as the Employer Account of such Participant, and the Participant's Deferrals (plus hypothetical gains and losses) are reflected in the bookkeeping account identified as the Participant Account for the Participant. The Participant is always 100% vested in both the Employer Account and the Participant Account maintained under the Plan for such Participant.

The amounts payable to Participants under the Plan are distributed in accordance with the distribution provisions of the Plan. Distributions to Employee Participants are made upon termination of employment. These distributions are payable in a single lump sum payment, or, pursuant to an advance election by the Participant, in quarterly installments over a three, five or ten year period. Amounts retained in the Participant's Account during such payout period continue to earn hypothetical gains and are subject to hypothetical losses. Directors are entitled to distributions after the participant Director ceases to be a Director of the Company for any reason. Such distributions are made in lump sum or installments pursuant to the Director's election. Participants are also entitled to certain hardship distributions.

The Company reserves the right to amend or partially or completely terminate the Plan, provided that the Company is required to obtain a Participant's consent for any such amendment or termination that would adversely affect such Participant's rights under the Plan.

### **Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 6. Indemnification of Directors and Officers**

Delaware law authorizes corporations to limit or eliminate the personal liability of officers and directors to corporations and their stockholders for monetary damages for breach of officers' and directors' fiduciary duty of care. The duty of care requires that, when acting on behalf of the corporation, officers and directors must exercise an informed business judgment based on all material information reasonably available to them. Absent the limitations authorized by Delaware law, officers and directors are accountable to corporations and their stockholders for monetary damages for conduct constituting gross negligence in the exercise of their duty of care. Delaware law enables corporations to limit available relief to equitable remedies such as injunction or rescission. The amended and restated certificate of incorporation limits the liability of officers and directors of the Company to the Company or its stockholders to the fullest extent permitted by Delaware law. Specifically, officers and directors of the Company will not be personally liable for monetary damages for breach of an officer's or director's fiduciary duty in such capacity, except for liability (i) for any breach of the officers' or directors' duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law ("DGCL") or (iv) for any transaction from which the officer or director derived an improper personal benefit. The inclusion of this provision in the amended and restated certificate of incorporation may have the effect of reducing the likelihood of derivative litigation against officers and directors, and may discourage or deter stockholders or management from bringing a lawsuit against officers and directors for breach of their duty of care, even though such an action, if successful, might otherwise have benefited the Company and its stockholders. Both the Company's amended and restated certificate of incorporation and bylaws provide indemnification to the Company's officers and directors and certain other persons with respect to certain matters to the maximum extent allowed by Delaware law as it exists now or may hereafter be amended. These provisions do not alter the liability of officers and directors under the U.S. federal securities laws and do not affect the right to sue (nor to recover monetary damages) under federal securities laws for violations thereof.

The Company has obtained a liability insurance policy for the officers and directors that, subject to certain limitations, terms and conditions, will insure them against losses arising from wrongful acts (as defined by the policy) in their capacity as directors or officers.

In addition, the Company has entered into agreements to indemnify its directors and certain of its officers in addition to the indemnification provided for in the amended and restated certificate of incorporation and bylaws. These agreements, among other things, indemnify the Company's directors and certain of its officers for certain expenses (including attorneys fees), judgments, fines and settlement amounts incurred by such person in any action or proceeding, including any action by or in the right of the Company, on account of services as a director or officer of the Registrant or as a director or officer of any subsidiary of the Company, or as a director or officer of any other company or enterprise that the person provides services to at the request of the Company.

**Item 7. Exemption from Registration Claimed**

Not applicable.

**Item 8. Exhibits**

See Index to Exhibits on page 8.

**Item 9. Undertakings**

- (a) The undersigned registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
    - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the “Securities Act”);
    - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;
    - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant’s annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan’s annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.



**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 11th day of March, 2005.

National Oilwell Varco, Inc., a Delaware corporation

By: /s/ John F. Lauletta  
John F. Lauletta  
Chairman of the Board

By: /s/ Merrill A. Miller, Jr.  
Merrill A. Miller, Jr.  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, hereby constitutes and appoints Clay C. Williams, M. Gay Mather and Dwight W. Rettig 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 March 11, 2005.

<u>Signature</u>	<u>Title</u>
<u>/s/ John F. Lauletta</u> John F. Lauletta	Director and Chairman of the Board
<u>/s/ Merrill A. Miller, Jr.</u> Merrill A. Miller, Jr.	Director, President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Clay C. Williams</u> Clay C. Williams	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

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<u>/s/ Greg L. Armstrong</u>	Director
Greg L. Armstrong	
<u>/s/ Robert E. Beauchamp</u>	Director
Robert E. Beauchamp	
<u>/s/ Ben A. Guill</u>	Director
Ben A. Guill	
<u>/s/ David D. Harrison</u>	Director
David D. Harrison	
<u>/s/ Roger L. Jarvis</u>	Director
Roger L. Jarvis	
<u>/s/ Eric L. Mattson</u>	Director
Eric L. Mattson	
<u>/s/ Jeffery A. Smisek</u>	Director
Jeffery A. Smisek	
<u>/s/ James D. Woods</u>	Director
James D. Woods	

**INDEX TO EXHIBITS**

EXHIBIT

5.1	Opinion of Vinson & Elkins L.L.P.
10.1	Varco International, Inc. Deferred Compensation Plan (incorporated by reference to the Annual Report on Form 10-K for Varco International, Inc. for the fiscal year ended December 31, 2002, filed on March 28, 2003)
23.1	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP
24.1	Powers of Attorney (included on signature page to this Registration Statement)

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# Vinson & Elkins

March 14, 2005

National Oilwell Varco, Inc.  
10000 Richmond  
Houston, Texas 77042

Re: Registration of \$16,000,000 deferred compensation obligations and 12,000 shares of Common Stock, par value \$0.01 per share, pursuant to a Registration Statement on Form S-8

Gentlemen:

We have acted as counsel to National Oilwell Varco, Inc., a Delaware corporation (the "Company"), in connection with the registration statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on March 14, 2005 registering under the Securities Act of 1933, as amended, \$16,000,000 of unsecured deferred compensation obligations of the Company (the "Obligations") and the issuance of up to 12,000 shares of Common Stock, par value \$0.01 per share (the "Shares"), under the Varco International, Inc. Deferred Compensation Plan (the "Plan").

We have examined such matters of fact and questions of law as we have considered appropriate for purposes of rendering the opinions expressed below. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted as originals, and the conformity to authentic original documents of all documents submitted as copies.

With respect to the opinion set forth in paragraph 1 below, we are opining herein as to the effect on the subject transaction only of the General Corporation Law of Delaware, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction, or as to any matters of municipal law or the laws of any other local agencies or instrumentalities within any state or jurisdiction. Our opinion set forth in paragraph 1 below is based upon our consideration of only those statutes, regulations and reported decisional law, which in our experience are normally applicable to deferred compensation plans.

With respect to the opinion set forth in paragraph 2 below, we are opining herein as to the effect on the subject transaction only of the General Corporation Law of Delaware including statutory law and reported decisional law thereunder, and we express no opinion with respect

Vinson & Elkins LLP Attorneys at Law Austin Beijing Dallas  
Dubai Houston London Moscow New York Tokyo Washington

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to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction, or as to any matters of municipal law or the laws of any other local agencies or instrumentalities within any state or jurisdiction.

Subject to the foregoing and in reliance thereon, we are of the opinion that, as of the date hereof:

1. Upon the issuance of the Obligations in the manner contemplated by the Registration Statement and in accordance with the terms of the Plan, such Obligations will be legally valid and binding obligations of the Company.
2. The Shares have been duly authorized by all necessary corporate action of the Company, and, upon issuance, delivery and payment therefor in the manner contemplated by the Registration Statement and the applicable plan, will be validly issued, fully paid and nonassessable.

The opinion expressed in paragraph 1 above is further subject to the following limitations, qualifications and exceptions:

- (a) the effect of bankruptcy, insolvency, reorganization, fraudulent transfer, moratorium or other similar laws now or hereafter in effect relating to or affecting the rights or remedies of creditors;
- (b) the effect of general principles of equity including without limitation concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief, regardless of whether considered in a proceeding in equity or at law;
- (c) the effect of the laws of usury or other laws or equitable principles relating to or limiting the interest rate payable on indebtedness; and
- (d) certain rights, remedies and waivers contained in the Plan may be limited or rendered ineffective by applicable laws or judicial decisions, but such laws or judicial decisions do not render the Plan invalid or unenforceable as a whole.

In addition, we express no opinion with respect to any obligations or liabilities of any other person or entity under the Plan. We further express no opinion with respect to the liabilities or obligations of the Company, or any other person or entity under any trust agreement entered into or that may be entered into in connection with the Plan, and we express no opinion with respect to the applicability to, or the effect on, any such trust agreement of the Employee Retirement Income Security Act of 1974, as amended or any other laws.

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This opinion is rendered only to the Company and is solely for the benefit of the Company in connection with the transaction covered hereby. This opinion may not be relied upon by you for any other purpose, or furnished to, quoted to or relied upon, by any other person, firm or corporation for any purpose, without our prior written consent.

We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Varco International, Inc. Deferred Compensation Plan of our reports dated March 7, 2005, with respect to the consolidated financial statements and schedule of National Oilwell, Inc., predecessor company of National Oilwell Varco, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2004, and National Oilwell, Inc. management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting of National Oilwell, Inc. included therein, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Houston, Texas  
March 8, 2005