
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 5, 2014

NATIONAL OILWELL VARCO, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-12317
(Commission
File Number)

76-0475815
(IRS Employer
Identification No.)

7909 Parkwood Circle Dr.
Houston, Texas
(Address of principal executive offices)

77036
(Zip Code)

Registrant's telephone number, including area code: 713-346-7500

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01 Completion of Acquisition or Disposition of Assets

On May 30, 2014, National Oilwell Varco, Inc. (“NOV” or the “Company”) completed the previously announced spin-off of its distribution business into an independent public company named NOW Inc., which trades on the New York Stock Exchange under the symbol “DNOW”. After the close of the New York Stock Exchange on May 30, 2014, the stockholders of record as of May 22, 2014 (the “Record Date”) received one share of NOW Inc. common stock for every four shares of NOV common shares as of the Record Date. No fractional shares of NOW Inc. common stock were distributed. Instead, the transfer agent aggregated any fractional shares into whole shares, sold those whole shares in the open market at prevailing rates and distributed the net cash proceeds, after deducting any taxes required to be withheld and any amount equal to all brokerage charges and commissions, pro rata to each holder who would otherwise have been entitled to receive fractional shares in the distribution.

Item 9.01 Financial Statements and Exhibits**(b) Pro Forma Financial Information**

The unaudited pro forma consolidated financial statements of National Oilwell Varco, Inc. have been derived from our historical consolidated financial statements and are being presented to give the effect to the separation of NOW Inc. into an independent, publicly traded company. The unaudited pro forma consolidated balance sheet of National Oilwell Varco, Inc., as of March 31, 2014, and the unaudited pro forma consolidated income statements of National Oilwell Varco, Inc., for the three months ended March 31, 2014 and March 31, 2013, and for the years ended December 31, 2013, 2012 and 2011, and the related notes thereto are furnished as Exhibit 99.1 to this Current Report on Form 8-K.

(d) Exhibits

The following exhibit is provided as part of the information furnished under Items 2.01 and 9.01 of this Current Report on Form 8-K:

99.1 Unaudited pro forma consolidated financial statements

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 5, 2014

NATIONAL OILWELL VARCO, INC.

/s/ Brigitte Hunt

Brigitte Hunt

Vice President

Index to Exhibits

99.1 Financial Schedules

UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

The unaudited pro forma consolidated financial statements of National Oilwell Varco, Inc. have been derived from our historical consolidated financial statements and are being presented to give effect to the separation of NOW Inc. into an independent, publicly traded company. Effective with the filing of the National Oilwell Varco, Inc.'s Form 10-Q for the period ending June 30, 2014, NOW Inc. will be reported as a discontinued operation of National Oilwell Varco, Inc. The unaudited pro forma consolidated balance sheet has been prepared as though the separation of NOW Inc. occurred on March 31, 2014. The unaudited pro forma consolidated income statements have been prepared as though the separation of NOW Inc. occurred on January 1, 2011. Pro forma adjustments represent intercompany revenue and intercompany cost of revenue that were previously eliminated, but will be considered third party sales after the separation. Such transactions will continue after the separation. The following unaudited pro forma consolidated financial statements should be read in conjunction with our historical financial statements and accompanying notes.

The unaudited pro forma consolidated financial statements are for illustrative purposes only, and do not reflect what our financial position and results of operations would have been had the separation occurred on the dates indicated and are not necessarily indicative of our future financial position and future results of operations.

NATIONAL OILWELL VARCO, INC.
UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET
March 31, 2014
(In millions)

	Historical	Separation of NOW Inc.	Pro Forma Adjustments	Pro Forma
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 3,688	\$ (175)	\$ —	\$ 3,513
Receivables, net	5,310	(754)	—	4,556
Inventories, net	5,659	(839)	—	4,820
Costs in excess of billings	1,520	—	—	1,520
Deferred income taxes	325	(29)	—	296
Prepaid and other current assets	709	(29)	—	680
Total current assets	<u>17,211</u>	<u>(1,826)</u>	<u>—</u>	<u>15,385</u>
Property, plant and equipment, net	3,437	(104)	—	3,333
Deferred income taxes	479	(15)	—	464
Goodwill	8,875	(330)	—	8,545
Intangibles, net	4,953	(67)	—	4,886
Investment in unconsolidated affiliates	402	—	—	402
Other assets	123	(1)	—	122
Total assets	<u>\$ 35,480</u>	<u>\$ (2,343)</u>	<u>\$ —</u>	<u>\$ 33,137</u>
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	\$ 1,391	\$ (313)	\$ —	\$ 1,078
Accrued liabilities	2,717	(100)	—	2,617
Billings in excess of costs	2,079	—	—	2,079
Accrued income taxes	484	(7)	—	477
Deferred income taxes	427	—	—	427
Total current liabilities	<u>7,098</u>	<u>(420)</u>	<u>—</u>	<u>6,678</u>
Long-term debt	3,149	—	—	3,149
Deferred income taxes	2,088	(17)	—	2,071
Other liabilities	353	(2)	—	351
Total liabilities	<u>12,688</u>	<u>(439)</u>	<u>—</u>	<u>12,249</u>
Commitments and contingencies				
Stockholders' equity:				
Common stock—par value \$.01; 1 billion shares authorized; 428,852,227 shares issued and outstanding at March 31, 2014	4	—	—	4
Additional paid-in capital	8,933	—	—	8,933
Accumulated other comprehensive income (loss)	(41)	17	—	(24)
Retained earnings	13,801	(1,921)	—	11,880
Total Company stockholders' equity	<u>22,697</u>	<u>(1,904)</u>	<u>—</u>	<u>20,793</u>
Noncontrolling interests	95	—	—	95
Total stockholders' equity	<u>22,792</u>	<u>(1,904)</u>	<u>—</u>	<u>20,888</u>
Total liabilities and stockholders' equity	<u>\$ 35,480</u>	<u>\$ (2,343)</u>	<u>\$ —</u>	<u>\$ 33,137</u>

NATIONAL OILWELL VARCO, INC.
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF INCOME
Three Months Ended March 31, 2014
(In millions, except per share data)

	<u>Historical</u>	<u>Separation of NOW Inc.</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma</u>
Revenue	\$ 5,777	\$ (1,077)	189(a)	\$ 4,889
Cost of revenue	4,381	(971)	189(a)	3,599
Gross profit	1,396	(106)	—	1,290
Selling, general and administrative	535	(44)	—	491
Operating profit	861	(62)	—	799
Interest and financial costs	(26)	—	—	(26)
Interest income	4	—	—	4
Equity income in unconsolidated affiliates	10	—	—	10
Other income (expense), net	—	—	—	—
Income before income taxes	849	(62)	—	787
Provision for income taxes	260	(21)	—	239
Net income	589	(41)	—	548
Net income (loss) attributable to noncontrolling interests	—	—	—	—
Net income attributable to Company	<u>\$ 589</u>	<u>\$ (41)</u>	<u>\$ —</u>	<u>\$ 548</u>
Net income attributable to Company per share:				
Basic	<u>\$ 1.38</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1.28</u>
Diluted	<u>\$ 1.37</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1.28</u>
Cash dividends per share	<u>\$ 0.26</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 0.26</u>
Weighted average shares outstanding:				
Basic	<u>428</u>	<u>—</u>	<u>—</u>	<u>428</u>
Diluted	<u>429</u>	<u>—</u>	<u>—</u>	<u>429</u>

NATIONAL OILWELL VARCO, INC.
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF INCOME
Three Months Ended March 31, 2013
(In millions, except per share data)

	<u>Historical</u>	<u>Separation of NOW Inc.</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma</u>
Revenue	\$ 5,307	\$ (1,072)	\$ 141(a)	\$ 4,376
Cost of revenue	4,043	(975)	141(a)	3,209
Gross profit	1,264	(97)	—	1,167
Selling, general and administrative	513	(39)	—	474
Operating profit	751	(58)	—	693
Interest and financial costs	(28)	—	—	(28)
Interest income	3	—	—	3
Equity income in unconsolidated affiliates	19	—	—	19
Other income (expense), net	(21)	(2)	—	(23)
Income before income taxes	724	(60)	—	664
Provision for income taxes	224	(19)	—	205
Net income	500	(41)	—	459
Net loss attributable to noncontrolling interests	(2)	—	—	(2)
Net income attributable to Company	<u>\$ 502</u>	<u>\$ (41)</u>	<u>\$ —</u>	<u>\$ 461</u>
Net income attributable to Company per share:				
Basic	<u>\$ 1.18</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1.08</u>
Diluted	<u>\$ 1.17</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1.08</u>
Cash dividends per share	<u>\$ 0.13</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 0.13</u>
Weighted average shares outstanding:				
Basic	<u>426</u>	<u>—</u>	<u>—</u>	<u>426</u>
Diluted	<u>428</u>	<u>—</u>	<u>—</u>	<u>428</u>

NATIONAL OILWELL VARCO, INC.
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF INCOME
Year Ended December 31, 2013
(In millions, except per share data)

	Historical	Separation of NOW Inc.	Pro Forma Adjustments	8-K Pro Forma
Revenue	\$ 22,869	\$ (4,296)	\$ 648(a)	\$ 19,221
Cost of revenue	17,380	(3,911)	648(a)	14,117
Gross profit	5,489	(385)	—	5,104
Selling, general and administrative	2,066	(161)	—	1,905
Operating profit	3,423	(224)	—	3,199
Interest and financial costs	(111)	—	—	(111)
Interest income	12	—	—	12
Equity income in unconsolidated affiliates	63	—	—	63
Other income (expense), net	(41)	2	—	(39)
Income before income taxes	3,346	(222)	—	3,124
Provision for income taxes	1,018	(75)	—	943
Net income	2,328	(147)	—	2,181
Net income attributable to noncontrolling interests	1	—	—	1
Net income attributable to Company	<u>\$ 2,327</u>	<u>\$ (147)</u>	<u>\$ —</u>	<u>\$ 2,180</u>
Net income attributable to Company per share:				
Basic	<u>\$ 5.46</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 5.12</u>
Diluted	<u>\$ 5.44</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 5.09</u>
Cash dividends per share	<u>\$ 0.91</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 0.91</u>
Weighted average shares outstanding:				
Basic	<u>426</u>	<u>—</u>	<u>—</u>	<u>426</u>
Diluted	<u>428</u>	<u>—</u>	<u>—</u>	<u>428</u>

NATIONAL OILWELL VARCO, INC.
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF INCOME
Year Ended December 31, 2012
(In millions, except per share data)

	<u>Historical</u>	<u>Separation of NOW Inc.</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma</u>
Revenue	\$ 20,041	\$ (3,414)	\$ 567(a)	\$ 17,194
Cost of revenue	14,702	(3,118)	567(a)	12,151
Gross profit	5,339	(296)	—	5,043
Selling, general and administrative	1,782	(128)	—	1,654
Operating profit	3,557	(168)	—	3,389
Interest and financial costs	(49)	—	—	(49)
Interest income	10	—	—	10
Equity income in unconsolidated affiliates	58	—	—	58
Other income (expense), net	(71)	3	—	(68)
Income before income taxes	3,505	(165)	—	3,340
Provision for income taxes	1,022	(57)	—	965
Net income	2,483	(108)	—	2,375
Net loss attributable to noncontrolling interests	(8)	—	—	(8)
Net income attributable to Company	<u>\$ 2,491</u>	<u>\$ (108)</u>	<u>\$ —</u>	<u>\$ 2,383</u>
Net income attributable to Company per share:				
Basic	<u>\$ 5.86</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 5.61</u>
Diluted	<u>\$ 5.83</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 5.58</u>
Cash dividends per share	<u>\$ 0.49</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 0.49</u>
Weighted average shares outstanding:				
Basic	<u>425</u>	<u>—</u>	<u>—</u>	<u>425</u>
Diluted	<u>427</u>	<u>—</u>	<u>—</u>	<u>427</u>

NATIONAL OILWELL VARCO, INC.
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF INCOME
Year Ended December 31, 2011
(In millions, except per share data)

	Historical	Separation of NOW Inc.	Pro Forma Adjustments	Pro Forma
Revenue	\$ 14,658	\$ (1,641)	\$ 458(a)	\$ 13,475
Cost of revenue	10,161	(1,440)	458(a)	9,179
Gross profit	4,497	(201)	—	4,296
Selling, general and administrative	1,560	(73)	—	1,487
Operating profit	2,937	(128)	—	2,809
Interest and financial costs	(40)	—	—	(40)
Interest income	18	—	—	18
Equity income in unconsolidated affiliates	46	—	—	46
Other income (expense), net	(39)	—	—	(39)
Income before income taxes	2,922	(128)	—	2,794
Provision for income taxes	937	(43)	—	894
Net income	1,985	(85)	—	1,900
Net loss attributable to noncontrolling interests	(9)	—	—	(9)
Net income attributable to Company	\$ 1,994	\$ (85)	\$ —	\$ 1,909
Net income attributable to Company per share:				
Basic	\$ 4.73	\$ —	\$ —	\$ 4.52
Diluted	\$ 4.70	\$ —	\$ —	\$ 4.50
Cash dividends per share	\$ 0.45	\$ —	\$ —	\$ 0.45
Weighted average shares outstanding:				
Basic	422	—	—	422
Diluted	424	—	—	424

NATIONAL OILWELL VARCO, INC.
NOTES UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

- (a) Pro forma adjustments represent intercompany revenue and intercompany cost of revenue that were previously eliminated, but will be considered third party sales after the separation. Such transactions will continue after the separation.