
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): May 29, 2019

NATIONAL OILWELL VARCO, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-12317
(Commission
File Number)

76-0475815
(I.R.S. 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 (*see* General Instruction A.2. below):

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|---|--------------------------|--|
| Common Stock, par value \$.01 per share | NOV | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 28, 2019, National Oilwell Varco, Inc. (the “Company”) held its Annual Meeting of Stockholders where the following matters were voted upon and approved by the Company’s stockholders:

1. the election of nine members to the Board of Directors;
2. the ratification of the appointment of Ernst & Young LLP as the Company’s independent auditors for 2019;
3. the approval, on an advisory basis, of the compensation of our named executive officers; and
4. the approval of amendments to the National Oilwell Varco, Inc. 2018 Long-Term Incentive Plan.

The following is a summary of the voting results for each matter presented to the Company’s stockholders:

| 1. Election of directors: | <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER NON-VOTES</u> |
|---------------------------|-------------|----------------|----------------|-----------------------------|
| Clay C. Williams | 307,905,691 | 11,502,986 | 137,335 | 22,310,135 |
| Greg L. Armstrong | 304,146,566 | 15,264,020 | 135,426 | 22,310,135 |
| Marcela E. Donadio | 317,475,120 | 1,938,168 | 132,724 | 22,310,135 |
| Ben A. Guill | 299,881,341 | 19,524,320 | 140,351 | 22,310,135 |
| James T. Hackett | 234,265,162 | 85,101,535 | 179,315 | 22,310,135 |
| David D. Harrison | 301,514,702 | 17,889,485 | 141,825 | 22,310,135 |
| Eric L. Mattson | 300,814,524 | 18,589,950 | 141,538 | 22,310,135 |
| Melody B. Meyer | 317,539,964 | 1,872,439 | 133,609 | 22,310,135 |
| William R. Thomas | 318,253,049 | 1,154,220 | 138,743 | 22,310,135 |

The nine directors nominated by the Board of Directors were re-elected to serve one-year terms expiring in 2020. There were no nominees to office other than the directors elected.

| 2. Ratification of the appointment of Ernst & Young LLP as the Company’s independent auditors for 2019 | <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER NON-VOTES</u> |
|--|-------------|----------------|----------------|-----------------------------|
| | 331,561,147 | 8,948,012 | 1,346,988 | 0 |

| | <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER NON-VOTES</u> |
|---|-------------|----------------|----------------|-----------------------------|
| 3. Approval of the compensation of the Company's named executive officers | 293,950,715 | 25,219,673 | 375,624 | 22,310,135 |

| | <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER NON-VOTES</u> |
|---|-------------|----------------|----------------|-----------------------------|
| 4. Approval of amendments to the National Oilwell Varco, Inc. 2018 Long-Term Incentive Plan | 298,430,739 | 20,725,805 | 389,468 | 22,310,135 |

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: May 29, 2019

NATIONAL OILWELL VARCO, INC.

/s/ Brigitte M. Hunt

Brigitte M. Hunt
Vice President