

**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, Inc. 2018 Long-Term Incentive Plan**  
(Full Title of the Plan)

**Jose A. Bayardo**  
**Senior 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)

**Copies to:**

**Eric Johnson**  
**Winston & Strawn LLP**  
**800 Capital Street, Suite 2400**  
**Houston, Texas 77002**  
**(713) 651-2647**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.01	22,500,000	\$11.27	\$253,575,000	\$32,914.04

- (1) The shares of common stock being registered hereby consist of an additional 22,500,000 shares that may be issued under the National Oilwell Varco Inc. 2018 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 Rules 457(c) and 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 14, 2020.
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## 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 [May 11, 2018](#) (File No. 333-224892), except to the extent otherwise updated or modified by this Registration Statement. The additional 22,500,000 shares of common stock that are the subject of this Registration Statement relate to the amendments to the Company’s 2018 Long-Term Incentive Plan to increase the number of authorized shares available for issuance under the plan. The amendments were approved by the Company’s stockholders at the Company’s annual meeting held on May 20, 2020.

### 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.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents, which previously have been filed by the Company with the Commission, are incorporated herein by reference and made a part hereof:

- A. The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2019, filed with the Commission on February 13, 2020;
- B. The Company’s Quarterly Report on [Form 10-Q](#) for the quarterly period ended March 31, 2020, filed with the Commission on April 28, 2020; and
- C. 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 with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (excluding any information deemed furnished and not filed pursuant to Item 2.02 or Item 7.01 of any current report on Form 8-K) subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated in this Registration Statement by reference and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement, in an amendment hereto, or in a document 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 subsequently filed amendment to this Registration Statement or in any document that also is incorporated by reference herein modifies or supersedes such statement.

#### Item 8. Exhibits.

See Index to Exhibits, which is incorporated into this item by reference.

## INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
3.1	— <a href="#">Fifth Amended and Restated Certificate of Incorporation of National Oilwell Varco, Inc., filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed on August 5, 2011 and incorporated herein by reference.</a>
3.2	— <a href="#">Amended and Restated Bylaws of National Oilwell Varco, Inc., dated November 13, 2019, filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on November 14, 2019 and incorporated herein by reference.</a>
4.1	— <a href="#">Amended and Restated National Oilwell Varco, Inc. 2018 Long-Term Incentive Plan (incorporated by reference to Appendix I to the Company's Proxy Statement filed on April 9, 2020).</a>
5.1*	— <a href="#">Opinion of Winston &amp; Strawn LLP as to the validity of the securities being registered.</a>
23.1*	— <a href="#">Consent of Ernst &amp; Young LLP.</a>
23.2*	— Consent of Winston & Strawn LLP (included in <a href="#">Exhibit 5.1</a> ).
24.1*	— Power of Attorney (set forth on the signature page of this <a href="#">Registration Statement</a> ).

\* Filed herewith.

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**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 20th day of May, 2020.

NATIONAL OILWELL VARCO, INC.

By: /s/ CLAY C. WILLIAMS

Clay C. Williams

Chairman, 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 and Jose A. Bayardo 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 confirming 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 of 1933, this registration statement has been signed by the following persons in the capacities indicated on May 20, 2020.

<u>Signature</u>	<u>Title</u>
<u>/s/ Clay C. Williams</u> Clay C. Williams	Chairman, President and Chief Executive Officer
<u>/s/ Jose A. Bayardo</u> Jose A. Bayardo	Chief Financial Officer and Senior Vice President
<u>/s/ Scott K. Duff</u> Scott K. Duff	Chief Accounting Officer, Vice President and Controller
<u>/s/ Greg L. Armstrong</u> Greg L. Armstrong	Director
<u>/s/ Marcela E. Donadio</u> Marcela E. Donadio	Director
<u>/s/ Ben A. Guill</u> Ben A. Guill	Director
<u>/s/ James T. Hackett</u> James T. Hackett	Director
<u>/s/ David D. Harrison</u> David D. Harrison	Director
<u>/s/ Eric L. Mattson</u> Eric L. Mattson	Director
<u>/s/ Melody B. Meyer</u> Melody B. Meyer	Director
<u>/s/ William R. Thomas</u> William R. Thomas	Director

May 20, 2020

National Oilwell Varco, Inc.  
7909 Parkwood Circle Drive  
Houston, Texas 77036

Ladies and Gentlemen:

We have acted as counsel to National Oilwell Varco, Inc., a Delaware corporation (the "Company"), in connection with the proposed issuance of up to an additional 22,500,000 shares of common stock, \$0.01 par value per share (the "Shares"), pursuant to a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), to be filed with the U.S. Securities and Exchange Commission (the "Commission"), which Shares are issuable under the National Oilwell Varco, Inc. 2018 Long-Term Incentive Plan (the "Plan").

This opinion letter is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Act.

As the basis for the opinion hereinafter expressed, we have examined: (i) originals, or copies certified or otherwise identified to us as being true and complete copies of the originals, of (a) the Plan; (b) the Fifth Amended and Restated Certificate of Incorporation of the Company, as amended to date; (c) the Amended and Restated Bylaws of the Company; (d) certain resolutions of the Board of Directors of the Company; and (e) such other corporate records, certificates, instruments and documents as we have deemed necessary or advisable for the purposes of this opinion; and (ii) such statutes, including the Delaware General Corporation Law (the "DGCL"), and regulations as we have deemed necessary or advisable for the purposes of this opinion.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such latter documents. As to any facts material to this opinion that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

Based upon the foregoing and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when issued, paid for and delivered pursuant to the terms and in the manner set forth in the Plan, and assuming that the Shares have been and remain duly reserved for issuance within the limits of the common stock then remaining authorized but unissued, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is based upon and limited to the DGCL (including the statutory provisions, the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing). We express no opinion herein as to any other laws, statutes, regulations or ordinances. This opinion is given as of the date hereof and we assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes that may hereafter occur. This opinion letter is being furnished solely for the Company's benefit in connection with the offer, sale and issuance of the Shares and is not to be used, quoted or otherwise referred to for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby concede that we are experts within the meaning of the Act or that our firm is within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,  
/s/ Winston & Strawn LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the National Oilwell Varco, Inc. 2018 Long-Term Incentive Plan of our reports dated February 13, 2020, with respect to the consolidated financial statements and schedule of National Oilwell Varco, Inc. and the effectiveness of internal control over financial reporting of National Oilwell Varco, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP  
Houston, Texas  
May 20, 2020