

SCHLUMBERGER LIMITED/NV

Form 8-K

April 04, 2018

**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): April 4, 2018**

**SCHLUMBERGER N.V. (SCHLUMBERGER LIMITED)**

**(Exact name of registrant as specified in its charter)**

**Curaçao**  
**(State or other jurisdiction**

**of incorporation)**

**1-4601**  
**(Commission**

**File Number)**

**42, rue Saint-Dominique, Paris, France 75007**

**52-0684746**  
**(IRS Employer**

**Identification No.)**

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**5599 San Felipe, Houston, Texas, U.S.A. 77056**

**62 Buckingham Gate, London, United Kingdom SW1E 6AJ**

**Parkstraat 83, The Hague, The Netherlands 2514 JG**

**(Addresses of principal executive offices and zip or postal codes)**

**Registrant's telephone number in the United States, including area code: (713) 513-2000**

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 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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e)

**Amended and Restated French Sub Plan for Restricted Units**

The stockholders of Schlumberger Limited (Schlumberger N.V.), a Curaçao corporation ( Schlumberger ), approved Schlumberger s amended and restated French Sub Plan for Restricted Units (as amended and restated, the French Sub Plan ) at the 2018 Annual General Meeting of Stockholders of Schlumberger held on April 4, 2018 (the Annual Meeting ). The French Sub Plan is a single sub plan established under the Schlumberger 2010 Omnibus Stock Incentive Plan (the 2010 Plan ), the Schlumberger 2013 Omnibus Stock Incentive Plan (the 2013 Plan ) and the Schlumberger 2017 Omnibus Stock Incentive Plan (the 2017 Plan, and together with the 2010 Plan and the 2013 Plan, the Omnibus Plans ).

Stockholder approval of the French Sub Plan is designed to qualify under the so-called 2018 Finance Law in France, so that restricted stock units and performance stock units that Schlumberger grants under the French Sub Plan to individuals who are subject to taxation under French law (including certain grants previously approved by the Compensation Committee of Schlumberger s Board of Directors) may qualify as Free Share Grants, which are subject to more favorable tax treatment. The foregoing description of the French Sub Plan is qualified in its entirety by reference to the text of the French Sub Plan, which is incorporated herein by reference as Exhibit 10.1 hereto.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, the stockholders of Schlumberger:

Item 1 elected all 11 director nominees;

Item 2 approved, on an advisory basis, Schlumberger s executive compensation;

Item 3 approved Schlumberger s consolidated balance sheet as at December 31, 2017, its consolidated statement of income for the year ended December 31, 2017, and the declarations of dividends by Schlumberger s Board of Directors in 2017 as reflected in its 2017 Annual Report to Stockholders;

Item 4 ratified the appointment of PricewaterhouseCoopers LLP as the independent auditors of Schlumberger for 2018; and

Item 5 approved the amended and restated French Sub Plan for purposes of qualification under French laws. The proposals are described in detail in Schlumberger s definitive proxy statement for the Annual Meeting, which was filed with the SEC on March 2, 2018 (the Definitive Proxy Statement ).

The results are as follows:

**Item 1 Election of Directors**

All director nominees were elected at the Annual Meeting.

|                            | <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-votes</b> |
|----------------------------|---------------|----------------|----------------|-----------------------------|
| Peter L.S. Currie          | 1,042,693,560 | 22,447,512     | 4,793,475      | 101,669,099                 |
| Miguel M. Galuccio         | 1,059,847,750 | 9,269,207      | 817,590        | 101,669,099                 |
| V. Maureen Kempston Darkes | 1,056,493,145 | 11,383,693     | 2,057,709      | 101,669,099                 |
| Paal Kibsgaard             | 1,051,443,987 | 17,180,852     | 1,309,708      | 101,669,099                 |
| Nikolay Kudryavtsev        | 1,055,226,189 | 13,707,642     | 1,000,716      | 101,669,099                 |
| Helge Lund                 | 1,063,560,047 | 4,440,737      | 1,933,763      | 101,669,099                 |
| Michael E. Marks           | 1,044,378,031 | 24,626,767     | 929,749        | 101,669,099                 |
| Indra K. Nooyi             | 1,031,172,154 | 36,791,919     | 1,970,474      | 101,669,099                 |
| Lubna S. Olayan            | 1,054,010,118 | 13,007,175     | 2,917,254      | 101,669,099                 |
| Leo Rafael Reif            | 1,038,882,891 | 30,133,333     | 918,323        | 101,669,099                 |
| Henri Seydoux              | 1,059,734,797 | 8,151,482      | 2,048,268      | 101,669,099                 |

**Item 2 Advisory Resolution to Approve Executive Compensation**

The advisory resolution to approve Schlumberger's executive compensation, as described in the Definitive Proxy Statement, was approved with approximately 66.2% of the votes cast at the Annual Meeting voting in favor of the advisory resolution.

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-votes</b> |
|-------------|----------------|----------------|-------------------------|
| 669,398,218 | 342,143,502    | 58,392,827     | 101,669,099             |

**Item 3 Financial Statements and Dividends**

The proposal to approve Schlumberger's consolidated balance sheet as at December 31, 2017, its consolidated statement of income for the year ended December 31, 2017, and the declarations of dividends by Schlumberger's Board of Directors in 2017 as reflected in its 2017 Annual Report to Stockholders, as described in the Definitive Proxy Statement, was approved with approximately 99.8% of the votes cast at the Annual Meeting voting for the proposal.

| <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-votes</b> |
|---------------|----------------|----------------|-------------------------|
| 1,163,791,392 | 2,599,072      | 5,213,182      | 0                       |

**Item 4 Independent Registered Public Accounting Firm**

The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the independent auditors of Schlumberger for 2018, as described in the Definitive Proxy Statement, was approved with approximately 97.9% of the votes cast at the Annual Meeting voting for the proposal.

| <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-votes</b> |
|---------------|----------------|----------------|-------------------------|
| 1,145,795,084 | 24,527,023     | 1,281,539      | 0                       |

**Item 5 Adoption of Amended and restated French Sub Plan**

The proposal to approve Schlumberger's French Sub Plan under its Omnibus Plans for purposes of qualification under French law, as described in the Definitive Proxy Statement, was approved with approximately 97.4% of the votes cast at the Annual Meeting voting for the proposal.

| <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-votes</b> |
|---------------|----------------|----------------|-------------------------|
| 1,042,019,171 | 25,997,147     | 1,918,229      | 101,669,099             |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 10.1 Amended and Restated French Sub Plan for Restricted Units (incorporated by reference to Appendix B of Schlumberger's Definitive Proxy Statement filed with the SEC on March 2, 2018).

**SIGNATURE**

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.

SCHLUMBERGER N.V.  
(SCHLUMBERGER LIMITED)

By: /s/ Saul R. Laureles  
Saul R. Laureles  
Assistant Secretary

Date: April 4, 2018