
**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 20, 2017

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)

52-0684746
(IRS Employer
Identification No.)

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

Item 8.01 Other Events.

Schlumberger Limited (the “Company”) has received notice of an unsolicited “mini-tender” offer by TRC Capital Corporation (“TRC Capital”) to purchase up to 2,000,000 shares of the Company’s common stock at an offer price of \$65.63 per share in cash, which is approximately 4.29 percent lower than the \$68.57 per share closing price for the Company’s common stock on June 16, 2017, the last trading day before the commencement of TRC Capital’s mini-tender offer. The shares subject to TRC Capital’s offer represent approximately 0.14 percent of the shares of the Company’s outstanding common stock as of the date of the offer.

Schlumberger does not endorse TRC Capital’s unsolicited mini-tender offer and is not associated in any way with TRC Capital, its mini-tender offer, or its mini-tender offer documents.

On June 20, 2017, the Company issued the press release attached to this Report as Exhibit 99, informing its shareholders that the Company does not endorse TRC Capital’s unsolicited mini-tender offer and recommending that shareholders not tender their shares to TRC Capital. Shareholders who have already tendered their shares may withdraw them at any time prior to the expiration of the offer, in accordance with TRC Capital’s offering documents. TRC Capital’s offer is currently scheduled to expire at 12:01 a.m., New York City time, on Wednesday, July 19, 2017, but TRC Capital may extend the offering period at its discretion.

Additional information concerning mini-tender offers is included, or referred to, in the attached press release.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The exhibit listed below is furnished pursuant to Item 9.01 of this Form 8-K.

99 Press Release of Schlumberger Limited dated June 20, 2017

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 duly authorized undersigned.

SCHLUMBERGER LIMITED

/s/ Alexander C. Juden

Alexander C. Juden
Secretary and General Counsel

Date: June 20, 2017

**Schlumberger Recommends Stockholders Reject “Mini-Tender” Offer
by TRC Capital Corporation**

HOUSTON, June 20, 2017 — Schlumberger Limited (NYSE: SLB) (“Schlumberger”) has been notified of an unsolicited “mini-tender” offer by TRC Capital Corporation (“TRC Capital”) to purchase up to 2 million shares of Schlumberger common stock, representing approximately 0.14 percent of Schlumberger’s shares of common stock outstanding. TRC Capital’s offer price of \$65.63 per share is approximately 4.3 percent below the closing price per share of Schlumberger’s common stock on June 16, 2017, the last trading day before the commencement of TRC Capital’s offer.

Schlumberger does not endorse TRC Capital’s unsolicited mini-tender offer and is not associated in any way with TRC Capital, its mini-tender offer, or its mini-tender offer documents.

Because TRC Capital’s offer price is at a price below the current market price for Schlumberger’s common stock, Schlumberger recommends that stockholders reject this unsolicited offer or, if stockholders have already tendered shares, that they withdraw their shares by providing the written notice described in the TRC Capital mini-tender offer documents prior to the expiration of the offer, currently scheduled for 12:01 a.m., New York City time, on Wednesday, July 19, 2017.

TRC Capital’s mini-tender offer seeks less than 5 percent of Schlumberger’s outstanding common stock, thereby avoiding many disclosure requirements and procedural protections of the SEC. The SEC has cautioned investors that some bidders make mini-tender offers at below-market prices “hoping that they will catch investors off guard if the investors do not compare the offer price to the current market price.” The SEC’s cautionary advice to investors regarding these offers is on its website at: <http://www.sec.gov/investor/pubs/minitend.htm>.

Stockholders should obtain current market quotations for their shares of Schlumberger common stock, consult with their broker or financial advisor, and exercise caution with respect to TRC Capital’s mini-tender offer.

Schlumberger encourages brokers and dealers, as well as other market participants, to review the SEC’s letter regarding broker-dealer mini-tender offer dissemination and disclosure at <http://www.sec.gov/divisions/marketreg/minitenders/sia072401.htm>.

Schlumberger requests that a copy of this press release be included with all distributions of materials relating to TRC Capital’s mini-tender offer related to shares of Schlumberger’s common stock.

About Schlumberger

Schlumberger is the world’s leading provider of technology for reservoir characterization, drilling, production, and processing to the oil and gas industry. Working in more than 85 countries and employing approximately 100,000 people who represent over 140 nationalities, Schlumberger supplies the industry’s most comprehensive range of products and services, from exploration through production, and integrated pore-to-pipeline solutions that optimize hydrocarbon recovery to deliver reservoir performance.

Schlumberger Limited has principal offices in Paris, Houston, London and The Hague, and reported revenues of \$27.81 billion in 2016. For more information, visit www.slb.com.

For more information, contact

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