

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

**POST-EFFECTIVE AMENDMENT NO.1 TO  
FORM S-8  
REGISTRATION STATEMENT NO. 333-288443  
UNDER  
THE SECURITIES ACT OF 1933**

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

(Exact name of registrant as specified in its charter)

**Curaçao**  
(State or other jurisdiction of  
incorporation or organization)

**52-0684746**  
(I.R.S. 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**  
(Addresses of Principal Executive Offices)

**2514 JG**  
(Zip Codes)

**CHAMPIONX CORPORATION AMENDED AND RESTATED 2018 EQUITY AND CASH INCENTIVE PLAN  
SLB DISCOUNTED STOCK PURCHASE PLAN**  
(Full title of the plan)

**Dianne B. Ralston**  
**Chief Legal Officer and Secretary**  
**Schlumberger Limited**  
**5599 San Felipe**  
**Houston, Texas, U.S.A. 77056**  
**(713) 513-2000**

(Name, address, and telephone number, including area code, of agent for service)

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-288443) (the "Registration Statement") of Schlumberger Limited (Schlumberger N.V.), a Curaçao corporation ("SLB" or the "Registrant"), which was filed with the Securities and Exchange Commission on July 1, 2025. The Registration Statement registered up to 24,000,000 shares of the Registrant's common stock, par value \$ 0.01 per share ("SLB Common Stock"), to be offered pursuant to the SLB Discounted Stock Purchase Plan.

On July 16, 2025, Sodium Merger Sub, Inc., a Delaware corporation and an indirect wholly owned subsidiary of the Registrant ("Merger Sub"), completed its merger with ChampionX Corporation, a Delaware corporation ("ChampionX"), in an all-stock transaction at a fixed exchange ratio (the "Exchange Ratio") of 0.735 shares of SLB Common Stock for each share of ChampionX common stock (the "Merger") issued and outstanding immediately prior to the effective time of the Merger (the "Effective Time") (other than any shares of ChampionX common stock held in the treasury of ChampionX or held by SLB, Sodium Holdco, Inc., a Delaware corporation ("Sodium US"), or any direct or indirect wholly owned subsidiary of SLB, in each case except for any such shares held on behalf of third parties), pursuant to the terms and conditions of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 2, 2024, by and among SLB, Sodium US, Merger Sub, and ChampionX.

At the Effective Time, and by virtue of the Merger: (a) each ChampionX option that was outstanding immediately prior to the Effective Time was converted into an option to acquire a number of shares of SLB Common Stock determined based on the Exchange Ratio; (b) each ChampionX restricted stock unit award that was outstanding immediately prior to the Effective Time was assumed and converted into a restricted stock unit award to acquire a number of shares of SLB Common Stock ("SLB RSU Award") determined based on the Exchange Ratio; (c) each ChampionX performance share award that was outstanding immediately prior to the Effective Time was assumed and converted into a SLB RSU Award (covering a number of shares determined based on the Exchange Ratio, and based on the attainment of performance levels set forth in the Merger Agreement); and (d) each ChampionX restricted stock award that was outstanding immediately prior to the Effective Time was assumed and converted into an SLB restricted stock award (covering a number of shares determined based on the Exchange Ratio) (collectively, "Assumed Awards").

This Post-Effective Amendment No. 1 is being filed by SLB to include in the Registration Statement shares of SLB Common Stock issuable upon the exercise or settlement of the Assumed Awards held by current directors, officers and employees of SLB who were directors, officers and employees of ChampionX immediately prior to the Effective Time. No additional securities are being registered hereby. As a result of this Post-Effective Amendment No. 1, the Registration Statement registers up to 20,000,000 shares of SLB Common Stock to be offered pursuant to the SLB Discounted Stock Purchase Plan, and up to 3,000,000 shares of SLB Common Stock issuable upon the exercise or settlement of the Assumed Awards as described herein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

The following documents are filed as a part of this Registration Statement or incorporated by reference herein:

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#"><u>Articles of Incorporation of Schlumberger Limited (Schlumberger N.V.), as last amended on April 6, 2016 (incorporated by reference to Exhibit 3.1 to SLB's Current Report on Form 8-K filed on April 6, 2016).</u></a>
4.2	<a href="#"><u>Amended and Restated By-Laws of Schlumberger Limited (Schlumberger N.V.) (incorporated by reference to Exhibit 3 to SLB's Current Report on Form 8-K filed April 21, 2023).</u></a>
5	<a href="#"><u>Opinion of STvB Advocaten (Europe), N.V.</u></a>
23.1	<a href="#"><u>Consent of PricewaterhouseCoopers LLP.</u></a>
23.2	<a href="#"><u>Consent of STvB Advocaten (Europe), N.V. (included in Exhibit 5).</u></a>
99	<a href="#"><u>ChampionX Corporation Amended and Restated 2018 Equity and Cash Incentive Plan (incorporated by reference to Exhibit 10.1 of ChampionX's Current Report on Form 8-K filed on May 13, 2021).</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on July 16, 2025.

**SCHLUMBERGER N.V.  
(Schlumberger Limited)**

By: /s/ HOWARD GUILD  
Howard Guild  
Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons on July 16, 2025 in the capacities indicated.

<p>* <u>Olivier Le Peuch</u> Chief Executive Officer and Director (Principal Executive Officer)</p>	<p>* <u>Jim Hackett</u> Chairman of the Board</p>
<p>* <u>Stephane Biguet</u> Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>	<p>* <u>Samuel Leupold</u> Director</p>
<p><u>/s/ HOWARD GUILD</u> Howard Guild Chief Accounting Officer (Principal Accounting Officer)</p>	<p>* <u>Maria Moræus Hanssen</u> Director</p>
<p>* <u>Peter Coleman</u> Director</p>	<p>* <u>Vanitha Narayanan</u> Director</p>
<p>* <u>Patrick de La Chevardière</u> Director</p>	<p>* <u>Jeff W. Sheets</u> Director</p>
<p>* <u>Miguel M. Galuccio</u> Director</p>	
<p>* By: <u>/s/ DIANNE B. RALSTON</u> Dianne B. Ralston Chief Legal Officer and Secretary (Attorney-in-Fact and Authorized Representative in the U.S.)</p>	

Schlumberger N.V.  
(Schlumberger Limited)  
5599 San Felipe  
Houston, Texas 77056

Amsterdam, 16 July 2025

**Re: Schlumberger N.V.**

Ladies and Gentlemen,

We have acted as Curaçao legal counsel for Schlumberger N.V. (also referred to as Schlumberger Limited), a corporation with limited liability organized and existing under the laws of Curaçao (the “**Company**”).

We understand that on 16 July 2025, the Company completed its merger with ChampionX Corporation, a Delaware corporation (“**ChampionX**”), in an all-stock transaction at a fixed exchange ratio of 0.735 shares of SLB Common Stock for each share of ChampionX common stock (the “**Merger**”) issued and outstanding immediately prior to the effective time of the Merger (the “**Effective Time**”), pursuant to the terms and conditions of the Agreement and Plan of Merger (the “**Merger Agreement**”), dated as of 2 April 2024, by and among the Company, Sodium Holdco, Inc., a Delaware corporation, Sodium Merger Sub, Inc., a Delaware corporation, and ChampionX. Pursuant to Section 2.5 (*Company Equity Awards*) of the Merger Agreement, upon the completion of the Merger, the Company assumed the ChampionX Corporation Amended and Restated 2018 Equity and Cash Incentive Plan (the “**ChampionX Plan**”).

In connection with the registration of up to 24,000,000 shares of the Company’s common stock, par value US\$0.01 per share to be traded on the New York Stock Exchange (the “**Shares**”), issuable pursuant to the SLB Discounted Stock Purchase Plan, as amended and restated effective 16 January 2025 (the “**DSPP Plan**”), a registration statement on Form S-8 relating to the DSPP Plan (the “**Form S-8 Registration Statement**”) was filed by the Company on 1 July 2025 with the Securities and Exchange Commission under the Securities Act of 1933, as amended.

We understand that a Post-Effective Amendment No. 1 is being filed by the Company on Form S-8 POS (the “**Registration Statement Amendment**”) to include in the Form S-8 Registration Statement 3,000,000 Shares issuable upon the exercise or settlement of the Assumed Awards (as defined in the Registration Statement Amendment) that become exercisable or issuable upon settlement after the Effective Time, held by current directors, officers and employees of the Company who were directors, officers and employees of ChampionX immediately prior to the Effective Time. No additional securities are being registered by the Registration Statement Amendment.

As Curaçao legal counsel for the Company we have examined and relied upon the following documents in original, photo static or facsimile form:

- (a) a copy of the Registration Statement Amendment;
- (b) a copy of the Form S-8 Registration Statement;
- (c) a copy of the DSPP Plan and the ChampionX Plan;
- (d) a copy of the Merger Agreement, as filed;
- (e) a certified copy of the Articles of Incorporation of the Company (the “**Articles of Incorporation**”), as presently in effect;
- (f) a copy of the Amended and Restated By-Laws of the Company as, according to the Secretary Certificate (as defined below), in full force and effect on the date hereof (the “**Bylaws**”);
- (g) an extract obtained online on 16 July 2025 from the Curaçao Commercial Register, relating to the registration of the Company;
- (h) a copy of the resolutions of the board of directors of the Company (the “**Board**”) as attached to the secretary’s certificate dated 26 April 2024 with respect to the approval, adoption, ratification and confirmation of the Merger Agreement (the “**Merger Agreement Resolutions**”);
- (i) a copy of the minutes of the annual general meeting of shareholders of the Company as according to the Secretary Certificate held on 2 April 2025 *inter alia* including the resolution to approve the amendment and restatement of the SLB Discounted Stock Purchase Plan effective 16 January 2025 (the “**Shareholders Resolutions**”);
- (j) a copy of the resolutions of the Board as according to the Secretary Certificate adopted on 16 January 2025 providing for the issuance of the Shares under the DSPP Plan (the “**Board Resolutions**” and the Shareholders Resolutions together with the Board Resolutions, the “**DSPP Resolutions**”); and
- (k) a copy of a certificate executed by the Assistant Secretary of the Company, dated 16 July 2025 with attached thereto a copy of the Merger Agreement Resolutions, the DSPP Resolutions, the Articles of Association and the Bylaws (the “**Secretary Certificate**”).

In our examination of the documents referred to above and in expressing our opinion, we have assumed without independent verification of any kind:

- (i) the genuineness of all signatures on all documents we have reviewed;
- (ii) the authenticity of all such documents submitted to us as originals, and that each of the documents has been duly executed in the form, or substantially in the form submitted to us as execution copies;

- (iii) the conformity with originals of all documents submitted to us as copies; and
- (iv) the conditions to consummating the transactions contemplated by the Merger Agreement have been satisfied and such transactions have been consummated.

In rendering the following, we are opining on the matters hereinafter referred to, only insofar as they are governed by the laws of Curaçao as currently in effect and as they are interpreted under presently published case law of Curaçao, including the Supreme Court of the Netherlands (*Hoge Raad der Nederlanden*).

Based upon and subject to the foregoing and subject to the qualifications set forth below and having due regard for such legal considerations as we deem relevant, we are of the opinion that:

- (a) The Company has been duly incorporated under the laws of the former Netherlands Antilles, is currently validly existing under the laws of Curaçao and has all requisite corporate power and authority to own its properties and to conduct its business within the limits of its objects clause as set forth in article 2 of the Articles of Incorporation. The Company has been duly registered with the Curaçao Commercial Register under number 1674.
- (b) Upon issuance and delivery of the Shares from time to time pursuant to and in accordance with the terms of the DSPP Plan or the ChampionX Plan, as applicable, for consideration at least equal to the par value thereof, such Shares will be validly issued, fully paid and non-assessable.
- (c) No personal liability will attach to the holders of the Shares under the laws of Curaçao by reason of their being stockholders of the Company.
- (d) No consents, approvals, authorizations or other orders of Curaçao governmental authorities are legally required for the issuance of the Shares by the Company.

This opinion is strictly limited to the matters stated herein and may not read as extending by implication to any matters not specifically referred to herein, including tax matters.

We consent to the filing of this opinion as an exhibit to the Registration Statement Amendment. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Sincerely yours,

/s/ STvB Advocaten (Europe) N.V.

**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 (File No. 333-288443) of Schlumberger Limited of our report dated January 22, 2025 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Schlumberger Limited's Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ PricewaterhouseCoopers LLP  
Houston, Texas  
July 16, 2025