

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

**FORM S-8
REGISTRATION STATEMENT**
*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, United States of America

77056

62 Buckingham Gate,
London, United Kingdom

SW1E 6AJ

Parkstraat 83, The Hague
The Netherlands
(Addresses of Principal Executive Offices)

2514 JG
(Zip Codes)

**Schlumberger Limited 2004 Stock and Deferral Plan
for Non-Employee Directors**
(Full title of plan)

Saul R. Laureles
Director, Corporate Legal
Schlumberger Limited
5599 San Felipe
Houston, Texas 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, 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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(2)	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common stock, par value \$0.01 per share(2)	200,000	\$45.70	\$ 9,140,000.00	\$ 1,107.77

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to 457(c) and 457(h)(1), based on the average of the high and low prices for the common stock, par value \$0.01 per share ("Common Stock") of Schlumberger Limited reported on the New York Stock Exchange on April 22, 2019.
 - (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also include such additional indeterminate number of shares of Common Stock that may become issuable under the Schlumberger Limited 2004 Stock and Deferral Plan for Non-Employee Directors as a result of stock splits, stock dividends or similar transactions.
-
-

REGISTRATION OF ADDITIONAL SECURITIES

Under General Instruction E on Form S-8, Schlumberger Limited (Schlumberger N.V.), a Curaçao corporation (“Schlumberger” or the “Registrant”), files this Registration Statement to register an additional 200,000 shares of common stock, par value \$0.01 per share, of Schlumberger (“Common Stock”) issuable under the Schlumberger Limited 2004 Stock and Deferral Plan for Non-Employee Directors (the “Plan”), as amended and restated effective January 17, 2019. At the recommendation of the Schlumberger Board of Directors, the Registrant’s stockholders approved an amendment and restatement of the Plan at the annual general meeting of stockholders on April 3, 2019, thereby further increasing the number of shares available for purchase under the Plan by 200,000 shares of Common Stock.

Schlumberger incorporates by reference in this Registration Statement its previous registration statement (No. 333-115277) on Form S-8 relating to the Plan.

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:

<u>Exhibit No.</u>	<u>Description</u>
4.1	<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 Schlumberger’s Current Report on Form 8-K filed on April 6, 2016).</u>
4.2	<u>Amended and Restated Bylaws of Schlumberger Limited (Schlumberger N.V.), as last amended on January 19, 2017 (incorporated by reference to Exhibit 3.1 to Schlumberger’s Current Report on Form 8-K filed January 19, 2017).</u>
4.3	<u>Schlumberger Limited 2004 Stock and Deferral Plan for Non-Employee Directors (incorporated by reference to Appendix B to Schlumberger’s definitive proxy statement for the 2019 Annual General Meeting of Stockholders held on April 3, 2019).</u>
5	<u>Opinion of STvB Advocaten (Curaçao), N.V. as to the legality of the shares of common stock being registered (filed herewith).</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm (filed herewith).</u>
23.2	<u>Consent of STvB Advocaten (Curaçao), N.V. (included in Exhibit 5).</u>
24	<u>Powers of Attorney (filed herewith).</u>

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 25, 2019.

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 Registration Statement has been signed by the following persons on April 25, 2019 in the capacities indicated.

*
Paal Kibsgaard
Chairman and Chief Executive Officer
(Principal Executive Officer)

*
Simon Ayat
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ Howard Guild
Howard Guild
Chief Accounting Officer
(Principal Accounting Officer)

*
Peter L.S. Currie
Director

*
Miguel Galuccio
Director

*
Nikolay Kudryavstev
Director

*
Tatiana A. Mitrova
Director

*By: /s/ Saul R. Laureles
Saul R. Laureles
Attorney-in-Fact

*
Indra K. Nooyi
Director

*
Lubna S. Olayan
Director

*
Mark G. Papa
Director

*
Leo Rafael Reif
Director

*
Henri Seydoux
Director

Schlumberger N.V.
(Schlumberger Limited)
5599 San Felipe, 17th Floor
Houston, Texas 77056

Amsterdam, 25 April, 2019

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**”), in connection with the registration of 200,000 shares of the Company’s common stock, par value \$0.01 per share (the “**Shares**”), issuable pursuant to the Schlumberger 2004 Stock and Deferral Plan for Non-Employee Directors as amended and restated effective 17 January 2019 (the “**Plan**”). We understand that a registration statement on Form S-8 relating to the Plan (the “**Registration Statement**”) is being filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, on 25 April 2019.

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;
- (b) a copy of the Plan;
- (c) a certified copy of the articles of incorporation of the Company (the “**Articles of Incorporation**”), as presently in effect;
- (d) an extract obtained online on 25 April 2019 from the Curaçao Commercial Register, relating to the registration of the Company; and
- (e) a certified copy of the resolutions of the board of directors of the Company (the “**Board**”) providing for the issuance of the Shares (the “**Board Resolutions**”).

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; and
- (iii) the conformity with originals of all documents submitted to us as copies.

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 Plan 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. 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 of Schlumberger Limited of our report dated January 23, 2019 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, 2018.

/s/ PricewaterhouseCoopers LLP
Houston, Texas
April 25, 2019

Powers of Attorney

Each of the undersigned, being a director or officer, or both, of Schlumberger Limited, a Curaçao corporation (the “Company”), hereby constitutes and appoints Howard Guild, Alexander C. Juden or Saul R. Laureles, and each of them, his or her true and lawful attorney-in-fact and agent, with full and several power of substitution, resubstitution and revocation and to act with or without the others, for him or her and in his or her name, place and stead in any and all capacities: (i) to sign this Registration Statement under the Securities Act of 1933 with respect to the registration of 200,000 shares of common stock, par value \$0.01 per share, of the Corporation to be offered and issued under the Schlumberger Limited 2004 Stock and Deferral Plan for Non-Employee Directors, as amended (the “Securities Act”), on Form S-8, any amendments thereto, and all post-effective amendments and supplements to this Registration Statement for the registration of the Company’s common stock, and (ii) to file this Registration Statement and any and all amendments and supplements thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, in each case, in such forms as they or any one of them may approve, 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 to the end that such Registration Statement or Registration Statements will comply with the Securities Act, and the applicable Rules and Regulations adopted or issued pursuant thereto, as fully and 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, or any of them or their substitute or resubstitute, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be signed in any number of counterparts, each of which will constitute an original and all of which, taken together, will constitute one Power of Attorney.

/s/ Peter L.S. Currie

Peter L.S. Currie
Director

/s/ Indra K. Nooyi

Indra K. Nooyi
Director

/s/ Miguel Galuccio

Miguel Galuccio
Director

/s/ Lubna S. Olayan

Lubna S. Olayan
Director

/s/ Paal Kibsgaard

Paal Kibsgaard
Chairman of the Board and Chief Executive Officer

/s/ Mark G. Papa

Mark G. Papa
Director

/s/ Nikolay Kudryavtsev

Nikolay Kudryavtsev
Director

/s/ Leo Rafael Reif

Leo Rafael Reif
Director

/s/ Tatiana Mitrova

Tatiana Mitrova
Director

/s/ Henri Seydoux

Henri Seydoux
Director

Date: April 18, 2019