

**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): September 18, 2019**

**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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                      | Trading<br>Symbol(s) | Name of each exchange<br>on which registered |
|--|----------------------|--|
| common stock, par value \$0.01 per share | SLB                  | New York Stock Exchange                      |

Indicate by check mark whether the registrant is an emerging growth company 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 7.01 Regulation FD Disclosure.**

On September 18, 2019, Schlumberger Limited (“Schlumberger”) issued a press release announcing that Schlumberger Holdings Corporation, an indirect wholly-owned subsidiary of Schlumberger (the “Issuer”), has commenced a cash tender offer (the “Tender Offer”) for (a) any and all of the Issuer’s outstanding 3.000% Notes due 2020 (the “2020 Notes”) and (b) any and all of the Issuer’s outstanding 3.625% Notes due 2022 (the “2022 Notes,” and, together with the 2020 Notes, the “Notes”). The complete terms and conditions of the Tender Offer are set forth in an offer to purchase and notice of guaranteed delivery (collectively, the “Tender Offer Documents”) that will be sent to registered holders of the Notes and be posted online at [www.dfking.com/slb](http://www.dfking.com/slb). The Tender Offer will expire at 5:00 p.m., New York City time, on September 24, 2019, unless extended or earlier terminated (the “Expiration Time”).

The applicable consideration for each \$1,000 principal amount of Notes validly tendered and not validly withdrawn and accepted for purchase pursuant to the Tender Offer will be determined in the manner described in the Tender Offer Documents by reference to the applicable fixed spread for such Notes plus the applicable yield based on the bid-side price of the applicable U.S. Treasury Reference Security at 2:00 p.m., New York City time, on September 24, 2019, unless extended.

Holders will also receive accrued and unpaid interest on the Notes validly tendered and accepted for purchase from the applicable last interest payment date up to, but not including, the date the Issuer makes payment for such Notes, which date is anticipated to be September 27, 2019 (the “Settlement Date”).

A copy of the press release is included with this Form 8-K as Exhibit 99 and incorporated into this Item 7.01 by reference. In accordance with General Instruction B.2. of Form 8-K, the information in this Item 7.01 (including Exhibit 99) will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor will it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

**Cautionary Statement Regarding Forward-Looking Statements**

This Form 8-K and Exhibit 99 attached hereto contain “forward-looking statements” within the meaning of the federal securities laws — that is, statements about the future, not about past events. Such statements often contain words such as “expect,” “may,” “believe,” “plan,” “estimate,” “intend,” “anticipate,” “should,” “could,” “will,” “see,” “likely,” and other similar words. Forward-looking statements address matters that are, to varying degrees, uncertain, such as statements regarding the terms and timing for completion of the Tender Offer, including the acceptance for purchase of any Notes validly tendered and the expected Expiration Time and Settlement Date thereof, and the consideration of the Tender Offer. Schlumberger and the Issuer cannot give any assurance that such statements will prove correct. These statements are subject to, among other things, the risks and uncertainties detailed in Schlumberger’s most recent Forms 10-K, 10-Q, and 8-K filed with or furnished to the Securities and Exchange Commission. Actual outcomes may vary materially from those reflected in Schlumberger’s forward-looking

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statements. The forward-looking statements speak only as of the date of this Form 8-K, and Schlumberger disclaims any intention or obligation to update publicly or revise such statements, whether as a result of new information, future events or otherwise.

**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 September 18, 2019.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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 undersigned hereunto duly authorized.

**SCHLUMBERGER LIMITED**

/s/ Saul R. Laureles \_\_\_\_\_

Saul R. Laureles  
Assistant Secretary

Date: September 18, 2019

## Schlumberger Announces Tender Offer for Any and All of Schlumberger Holdings Corporation's Outstanding 3.000% Senior Notes Due 2020 and 3.625% Senior Notes Due 2022

HOUSTON, September 18, 2019 — Schlumberger Limited (“Schlumberger”) today announced that Schlumberger Holdings Corporation, an indirect wholly-owned subsidiary of Schlumberger (“SHC”), has commenced a cash tender offer for any and all of its outstanding (a) 3.000% Senior Notes due 2020 (the “2020 Notes”) and (b) 3.625% Senior Notes due 2022 (the “2022 Notes,” and together with the 2020 Notes, the “Notes”), on the terms and subject to the conditions set forth in the Offer to Purchase, dated the date hereof (as may be amended or supplemented from time to time, the “Offer to Purchase”) and the related Notice of Guaranteed Delivery attached to the Offer to Purchase (as may be amended or supplemented from time to time, the “Notice of Guaranteed Delivery”). As of September 18, 2019, there were \$1,198,732,000 aggregate principal amount of the 2020 Notes outstanding and \$616,522,000 aggregate principal amount of the 2022 Notes outstanding. The tender offer is referred to herein as the “Offer.” The Offer to Purchase and the Notice of Guaranteed Delivery are referred to herein collectively as the “Offer Documents.”

Certain information regarding the Notes and the pricing for the Offer is set forth in the table below.

| Title of Security            | CUSIP Numbers         | Principal Amount Outstanding | U.S. Treasury Reference Security                  | Bloomberg Reference Page | Fixed Spread |
|------------------------------|-----------------------|------------------------------|---|--------------------------|--------------|
| 3.000% Senior Notes due 2020 | 806851AC5 / U8066LAC8 | \$1,198,732,000              | 1.875% U.S. Treasury Notes due December 15, 2020  | PX4                      | 25 bps       |
| 3.625% Senior Notes due 2022 | 806851AE1 / U8066LAD6 | \$616,522,000                | 1.500% U.S. Treasury Notes due September 15, 2022 | PX1                      | 35 bps       |

Holders must validly tender (and not validly withdraw) their Notes, or deliver a properly completed and duly executed Notice of Guaranteed Delivery for their Notes, at or before the Expiration Time (as defined below) in order to be eligible to receive the applicable Tender Offer Consideration (as defined below). In addition, holders whose Notes are purchased in the Offer will receive accrued and unpaid interest from the last interest payment date to, but not including, the Settlement Date (as defined in the Offer to Purchase) for the applicable Notes. SHC expects the Settlement Date to occur on September 27, 2019, the third business day after the Expiration Time.

The Offer will expire at 5:00 p.m., New York City time, on September 24, 2019 (such time and date, as it may be extended, the “Expiration Time”), unless extended or earlier terminated by SHC. The Notes tendered may be withdrawn at any time at or before the Expiration Time by following the procedures described in the Offer to Purchase.

SHC's obligation to accept for purchase and to pay for Notes validly tendered and not validly withdrawn pursuant to the Offer is subject to the satisfaction or waiver, in SHC's discretion, of certain conditions, which are more fully described in the Offer to Purchase. The complete terms and conditions of the Offer are set forth in the Offer Documents. Holders of the Notes are urged to read the Offer Documents carefully.

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The applicable “Tender Offer Consideration” for each \$1,000 principal amount of Notes validly tendered and not validly withdrawn and accepted for purchase pursuant to the Offer will be determined in the manner described in the Offer Documents by reference to the applicable fixed spread for such Notes specified in the table above plus the yield based on the bid-side price of the applicable U.S. Treasury Reference Security specified in the table above at 2:00 p.m., New York City time, on September 24, 2019, unless extended.

SHC has retained D.F. King & Co., Inc. (“D.F. King”) as the tender agent and information agent for the Offer. SHC has retained Goldman Sachs & Co. LLC as the dealer manager for the Offer.

Holders who would like additional copies of the Offer Documents may call or email D.F. King at (866) 530-8635. Copies of the Offer to Purchase and the Notice of Guaranteed Delivery are also available at the following website: [www.dfking.com/slb](http://www.dfking.com/slb). Questions regarding the terms of the Offer should be directed to Goldman Sachs & Co. LLC at 200 West Street, New York, NY 10282, telephone (800) 828-3182 (toll-free), (212) 902-6351 (collect), Attn: Liability Management.

This press release shall not constitute an offer to buy or a solicitation of an offer to sell any Notes. The Offer is being made solely pursuant to the Offer Documents. The Offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Offer to be made by a licensed broker or dealer, the Offer will be deemed to be made on behalf of SHC by Goldman Sachs & Co. LLC or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

#### **Cautionary Note Regarding Forward-Looking Statements**

This press release contains “forward-looking statements” within the meaning of the federal securities laws — that is, statements about the future, not about past events. Such statements often contain words such as “expect,” “may,” “believe,” “plan,” “estimate,” “intend,” “anticipate,” “should,” “could,” “will,” “see,” “likely,” and other similar words. Forward-looking statements address matters that are, to varying degrees, uncertain, such as statements regarding the terms and timing for completion of the Offer, including the acceptance for purchase of any Notes validly tendered and the expected Expiration Time and Settlement Date thereof, and the consideration of the Offer. Schlumberger and SHC cannot give any assurance that such statements will prove correct. These statements are subject to, among other things, the risks and uncertainties detailed in Schlumberger’s most recent Forms 10-K, 10-Q, and 8-K filed with or furnished to the Securities and Exchange Commission. Actual outcomes may vary materially from those reflected in Schlumberger’s forward-looking statements. The forward-looking statements speak only as of the date made, and Schlumberger disclaims any intention or obligation to update publicly or revise such statements, whether as a result of new information, future events or otherwise.

For further information, contact:

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