

**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): July 16, 2025

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 Symbol(s)	Name of each exchange 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.

Item 2.01 Completion of Acquisition or Disposition of Assets.

Acquisition of ChampionX Corporation

On July 16, 2025, under the terms of the Agreement and Plan of Merger (the “Merger Agreement”), dated as of April 2, 2024, by and among Schlumberger Limited, a Curaçao corporation (“SLB”), and its indirect, wholly owned subsidiaries, Sodium Holdco, Inc., a Delaware corporation (“Holdco”), and Sodium Merger Sub, Inc., a Delaware corporation (“Merger Sub” and, together with SLB and Holdco, the “SLB Parties”), and ChampionX Corporation, a Delaware corporation (“ChampionX”), SLB acquired ChampionX in an all-stock transaction.

Under the terms of the Merger Agreement, Holdco acquired all of the issued and outstanding capital stock of ChampionX in a transaction in which Merger Sub merged with and into ChampionX, with ChampionX surviving the merger as a wholly owned subsidiary of Holdco and an indirect wholly owned subsidiary of SLB (the “Merger”). At the effective time of the Merger (the “Effective Time”), each share of ChampionX common stock issued and outstanding immediately prior to the Effective Time (other than any shares of ChampionX common stock held in the treasury of ChampionX or held by the SLB Parties or any direct or indirect subsidiary of SLB) was exchanged for 0.735 shares of SLB common stock (the “Exchange Ratio,” and the shares issued in the Merger, the “Merger Shares”) and, if applicable, cash (without interest) in lieu of fractional shares.

At the Effective Time, each issued and outstanding ChampionX equity incentive award was cancelled and converted as follows:

- each ChampionX stock option was converted into an option to acquire shares of SLB common stock based on the Exchange Ratio;
- each ChampionX stock appreciation right that was in-the-money (whether vested or unvested) was converted into cash based on the spread value of such ChampionX stock appreciation right multiplied by the Exchange Ratio and each out-of-the-money ChampionX stock appreciation right (whether vested or unvested) was cancelled for no consideration;
- each ChampionX restricted stock unit award was converted into an SLB restricted stock unit award based on the Exchange Ratio, and each dividend equivalent right accrued under such ChampionX restricted stock units was cancelled and converted into the right to receive an amount in cash equal to the amount accrued in a bookkeeping account as of immediately prior to the Effective Time with respect to such dividend equivalent right;
- each ChampionX performance share award was converted into an SLB restricted stock unit award based on the Exchange Ratio and based on the attainment of performance goals pursuant to the methodology agreed between SLB and ChampionX;
- each ChampionX restricted stock award that was outstanding was assumed and converted into an SLB restricted stock award (covering a number of shares determined based on the Exchange Ratio); and
- each ChampionX deferred stock unit award was converted into the right to receive shares of SLB common stock based on the Exchange Ratio.

The issuance of Merger Shares was registered under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to SLB’s registration statement on Form S-4 (File No. 333-278976), declared effective by the Securities and Exchange Commission (the “SEC”) on April 29, 2024.

The foregoing description of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, a copy of which was filed with the SEC as Exhibit 2 to SLB’s Current Report on Form 8-K/A filed with the SEC on April 3, 2024 and the terms of which are incorporated by reference herein.

Item 7.01 Regulation FD Disclosure.

On July 16, 2025, SLB issued a press release announcing the completion of the Merger. A copy of the press release is furnished with this Form 8-K as Exhibit 99.1 and is incorporated into this Item 7.01 by reference.

In accordance with General Instruction B.2. of Form 8-K, the information 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, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

2* [Agreement and Plan of Merger among Schlumberger Limited, Sodium Holdco, Inc., Sodium Merger Sub, Inc., and ChampionX Corporation, dated April 2, 2024 \(incorporated by reference to Exhibit 2 to SLB's Current Report on Form 8-K/A filed on April 3, 2024\).](#)

99 [Press Release dated July 16, 2025.](#)

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

* Certain of the exhibits and schedules to this exhibit have been omitted in accordance with Regulation S-K Item 601(b)(2). SLB agrees to furnish supplementally a copy of all omitted exhibits and schedules to the SEC upon its request.

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/ Dianne B. Ralston

Dianne B. Ralston
Chief Legal Officer and Secretary

Date: July 16, 2025

SLB Completes Acquisition of ChampionX

Enhanced portfolio drives innovation in production and reservoir recovery, expands SLB's presence in high-growth vertical, and accelerates digital adoption

HOUSTON, July 16, 2025 — SLB (NYSE: SLB) announced today that it has closed its previously announced acquisition of ChampionX Corporation. Under the terms of the agreement, ChampionX shareholders received 0.735 shares of SLB common stock in exchange for each ChampionX share. With the closing of the transaction, former ChampionX shareholders now own approximately 9% of SLB's outstanding shares of common stock.

This strategic acquisition strengthens SLB's leadership in the production and recovery space. The integration of ChampionX production chemicals and its complementary artificial lift, digital, and emissions technologies enhances the SLB portfolio, helping to drive performance and extend asset life along the production lifecycle. The combination of ChampionX's leading production-focused solutions and customer relationships throughout North America and beyond, with SLB's strong international presence and history of innovation, will drive significant value for customers and stakeholders globally. The acquisition also brings together two distinct sets of experts with domain knowledge and customer insights across the entire production and recovery space.

"This acquisition comes at a pivotal time in the industry as our customers increasingly prioritize advancements in production to maximize recovery of oil and gas," said Olivier Le Peuch, chief executive officer of SLB. "This move expands SLB's presence in this important, less cyclical, and growing market that aligns closely with our returns-focused, capital-light core growth strategy. It extends our capability to provide integrated production solutions and provides another platform for accelerating digital adoption, optimizing production and reducing total cost of ownership for our customers."

SLB remains on track to return \$4 billion to shareholders in 2025 and expects to realize annual pretax synergies from the ChampionX acquisition of approximately \$400 million within the first three years post-closing through revenue growth and cost savings.

About SLB

SLB (NYSE: SLB) is a global technology company that drives energy innovation for a balanced planet. With a global footprint in more than 100 countries and employees representing almost twice as many nationalities, we work each day on innovating oil and gas, delivering digital at scale, decarbonizing industries, and developing and scaling new energy systems that accelerate the energy transition. Find out more at slb.com.

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Cautionary Statement Regarding Forward-Looking Statements:

This press release, as well as other statements we make, contain “forward-looking statements” within the meaning of the federal securities laws, which include any statements that are not historical facts. Such statements often contain words such as “expect,” “may,” “can,” “believe,” “predict,” “plan,” “potential,” “projected,” “projections,” “precursor,” “forecast,” “outlook,” “expectations,” “estimate,” “intend,” “anticipate,” “ambition,” “goal,” “target,” “scheduled,” “think,” “should,” “could,” “would,” “will,” “see,” “likely,” and other similar words. Forward-looking statements address matters that are, to varying degrees, uncertain, such as statements about our financial and performance targets and other forecasts or expectations regarding, or dependent on, our business outlook; growth for SLB as a whole and for each of its Divisions (and for specified business lines, geographic areas, or technologies within each Division); the benefits of the ChampionX acquisition, including the ability of SLB to integrate the ChampionX business successfully and to achieve anticipated synergies and value creation from the acquisition; oil and natural gas demand and production growth; oil and natural gas prices; forecasts or expectations regarding energy transition and global climate change; improvements in operating procedures and technology; capital expenditures by SLB and the oil and gas industry; our business strategies, including digital and “fit for basin,” as well as the strategies of our customers; our capital allocation plans, including dividend plans and share repurchase programs; our APS projects, joint ventures, and other alliances; the impact of ongoing or escalating conflicts on global energy supply; access to raw materials; future global economic and geopolitical conditions; future liquidity, including free cash flow; and future results of operations, such as margin levels. These statements are subject to risks and uncertainties, including, but not limited to, changing global economic and geopolitical conditions; changes in exploration and production spending by our customers, and changes in the level of oil and natural gas exploration and development; the results of operations and financial condition of our customers and suppliers; the inability to achieve our financial and performance targets and other forecasts and expectations; the inability to achieve our net-zero carbon emissions goals or interim emissions reduction goals; general economic, geopolitical, and business conditions in key regions of the world; foreign currency risk; inflation; changes in monetary policy by governments; tariffs; pricing pressure; weather and seasonal factors; unfavorable effects of health pandemics; availability and cost of raw materials; operational modifications, delays, or cancellations; challenges in our supply chain; production declines; the extent of future charges; the inability to recognize efficiencies and other intended benefits from our business strategies and initiatives, such as digital or new energy, as well as our cost reduction strategies; changes in government regulations and regulatory requirements, including those related to offshore oil and gas exploration, radioactive sources, explosives, chemicals, and climate-related initiatives; the inability of technology to meet new challenges in exploration; the competitiveness of alternative energy sources or product substitutes; and other risks and uncertainties detailed in this press release and our most recent Forms 10-K, 10-Q, and 8-K filed with or furnished to the Securities and Exchange Commission. If one or more of these or other risks or uncertainties materialize (or the consequences of any such development changes), or should our underlying assumptions prove incorrect, actual results or outcomes may vary materially from those reflected in our forward-looking statements. Forward-looking and other statements in this press release regarding our environmental, social, and other sustainability plans and goals are not an indication that these statements are necessarily material to investors or required to be disclosed in our filings with the SEC. In addition, historical, current, and forward-looking environmental, social, and sustainability-related statements may be based on standards for measuring progress that are still developing, internal controls and processes that continue to evolve, and assumptions that are subject to change in the future. Statements in this press release are made as of the date of this release, and SLB disclaims any intention or obligation to update publicly or revise such statements, whether as a result of new information, future events, or otherwise.