

**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): December 6, 2022

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 7.01 Regulation FD Disclosure.

On December 6, 2022, Schlumberger Limited (“SLB”) issued a press release announcing the early tender results as of 5:00 p.m., New York City time, on December 5, 2022, of the previously announced cash tender offer (the “Tender Offer”) by Schlumberger Holdings Corporation, an indirect wholly-owned subsidiary of SLB (the “Issuer”), for up to an aggregate purchase price amount of \$500,000,000, including premium but excluding any accrued interest, of the Issuer’s outstanding 3.750% Senior Notes due 2024, 4.000% Senior Notes due 2025, 3.900% Senior Notes due 2028, and 4.300% Senior Notes due 2029 (collectively, the “Notes”). In addition, SLB announced the increase of the Maximum Purchase Price (as defined in the Offer to Purchase, dated as of November 21, 2022 (the “Offer to Purchase”)) from \$500,000,000 to up to \$800,000,000, and that no Notes with Acceptance Priority Levels (as defined in the Offer to Purchase) 3 and 4 will be accepted for purchase. All other terms of the Tender Offer remain unchanged. The Tender Offer is subject to the terms and conditions set forth in the Offer to Purchase, which was previously sent to holders of the Notes and posted online at www.dfking.com/slb.

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, which include any statements that are not historical facts. Such statements often contain words such as “expect,” “may,” “can,” “plan,” “potential,” “expectations,” “estimate,” “intend,” “anticipate,” “target,” “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 regarding the expected timing for completion of the Tender Offer, and the consideration of the Tender Offer. SLB 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 SLB’s 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 SLB’s underlying assumptions prove incorrect, actual results or outcomes may vary materially from those reflected in the forward-looking statements. The forward-looking statements speak only as of November 21, 2022, 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.

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 dated December 6, 2022.](#)

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

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: December 6, 2022



News Release

SLB Announces Early Results and Increase in Maximum Purchase Price of Debt Tender Offer

HOUSTON, December 6, 2022—SLB (NYSE: SLB) today announced the early results of the previously announced offer by Schlumberger Holdings Corporation, an indirect wholly-owned subsidiary of SLB (“SHC”), to purchase for cash up to an aggregate purchase price amount, including premium but excluding any Accrued Interest (as defined below), of \$500,000,000 (such amount, as it may be amended, the “Maximum Purchase Price”) of the notes listed in the table below (the “Notes”). The offer to purchase the Notes is referred to herein as the “Offer.” Additionally, SLB announced the increase of the Maximum Purchase Price from \$500,000,000 to up to \$800,000,000, and no Notes with Acceptance Priority Levels 3 and 4 will be accepted for purchase. All other terms of the previously announced Offer remain unchanged.

The Offer is made upon the terms and subject to the conditions set forth in the offer to purchase, dated November 21, 2022 (as may be amended or supplemented from time to time, the “Offer to Purchase”). Capitalized terms used but not defined in this press release have the meanings given to them in the Offer to Purchase.

<u>Title of Security</u>	<u>CUSIP Numbers</u>	<u>Acceptance Priority Level(1)</u>	<u>Principal Amount Outstanding</u>	<u>Principal Amount Tendered</u>
3.750% Senior Notes due 2024	806851AJ0 (144A) / U8066LAG9 (Reg S)	1	\$ 750,000,000	\$ 394,869,000
4.000% Senior Notes due 2025	806851AG6 (144A) / U8066LAE4 (Reg S)	2	\$ 932,597,000	\$ 409,252,000
3.900% Senior Notes due 2028	806851AK7 (144A) / U8066LAH7 (Reg S)	3	\$ 1,500,000,000	\$ 682,441,000
4.300% Senior Notes due 2029	806851AH4 (144A) / U8066LAF1 (Reg S)	4	\$ 850,000,000	\$ 201,039,000

(1) SHC will accept Notes in accordance with their Acceptance Priority Level specified in the table above (each, an “Acceptance Priority Level,” with 1 being the highest Acceptance Priority Level and 4 being the lowest Acceptance Priority Level), subject to the terms and conditions described elsewhere in the Offer to Purchase, including the Maximum Purchase Price and proration. No Notes with Acceptance Priority Levels 3 and 4 will be accepted for purchase.

All documentation relating to the Offer, including the Offer to Purchase, together with any updates, are available from the Tender and Information Agent (as defined below) and are also available at the following website: <http://www.dfking.com/slb>.

SLB expects to announce the pricing of the Offer, including any proration with respect to the Notes accepted for purchase, later today, December 6, 2022.

[Slb.com/newsroom](http://slb.com/newsroom)

Subject to satisfaction or waiver of the General Conditions by such date, all Notes validly tendered (and not validly withdrawn) at or prior to the Early Tender Time and accepted for purchase will be purchased by the Company on the “Early Settlement Date,” which is expected to occur on December 8, 2022. All Holders of Notes that are purchased will receive, in addition to the applicable Total Consideration, a cash amount equal to the accrued and unpaid interest on the Notes, from, and including, the immediately preceding interest payment date up to, but excluding, the Early Settlement Date, rounded to the nearest cent per \$1,000 principal amount of Notes.

The Offer is scheduled to expire at 11:59 p.m., New York City time, on December 19, 2022 (unless the Offer is extended or terminated) (such date and time, the “Expiration Time”). Withdrawal rights expired at 5:00 p.m., New York City time, on December 5, 2022. Notes that have been tendered may no longer be withdrawn. Since the amount of Notes validly tendered (and not validly withdrawn) at or prior to the Early Tender Time exceeded the Maximum Principal Amount, no additional Notes will be accepted for purchase after the Early Tender Time.

Subject to applicable law and limitations described in the Offer to Purchase, SHC expressly reserves the right, in its sole discretion, to amend, extend or, upon failure of any condition described in the Offer to Purchase to be satisfied or waived, to terminate the Offer at any time at or prior to the Expiration Time.

SHC has retained Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC to act as the Dealer Managers in connection with the Offer (collectively, the “Dealer Managers”). Questions regarding terms and conditions of the Offer should be directed to Deutsche Bank Securities Inc. by calling toll free at (866) 627-0391 or collect at (212) 250-2955, or to J.P. Morgan Securities LLC by calling toll free at (866) 834-4666 or collect at (212) 834-3424.

D.F. King & Co., Inc. has been appointed as tender and information agent (the “Tender and Information Agent”) in connection with the Offer. Questions or requests for assistance in connection with the Offer or for additional copies of the Offer to Purchase, may be directed to D.F. King & Co., Inc. by calling toll free (800) 290-6424 or collect at (212) 269-5550 or via e-mail at slb@dfking.com. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offer. The Offer to Purchase can be accessed at the following website: <http://www.dfking.com/slb>.

Neither this press release nor the Offer to Purchase, or the electronic transmission thereof, constitutes an offer to sell or buy Notes, as applicable, in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or solicitation under applicable securities laws or otherwise. The distribution of this press release in certain jurisdictions may be restricted by law. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and the Dealer Managers or any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made by the Dealer Managers or such affiliate (as the case may be) on behalf of SHC in such jurisdiction.

Sib.com/newsroom

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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