

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

**FORM S-4
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)

1389
(Primary Standard Industrial
Classification Code Number)

52-0684746
(I.R.S. Employer
Identification Number)

42, rue Saint-Dominique
Paris, France 75007
33-1-4062-1000

62 Buckingham Gate
London, United Kingdom SW1E 6AJ
44-20-7074-3000

5599 San Felipe, 17th Floor
Houston, Texas 77056
(713) 513-2000

Parkstraat 83, The Hague
The Netherlands, 2514 JG
31-70-310-5400

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Saul R. Laureles
Deputy General Counsel
Schlumberger Limited
5599 San Felipe, 17th Floor
Houston, Texas 77056
(713) 513-2000

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

J. David Kirkland, Jr.
Tull R. Florey
Andrew J. Ericksen
Baker Botts L.L.P.
910 Louisiana Street
Houston, Texas 77002
(713) 229-1234

Copies to:
William C. Lemmer
Senior Vice President and General Counsel
Cameron International Corporation
1333 West Loop South, Suite 1700
Houston, Texas 77027
(713) 513-3300

Scott A. Barshay
George F. Schoen
Keith Hallam
Cravath, Swaine & Moore LLP
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and upon completion of the merger described in the enclosed document.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-207260

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common stock, par value \$0.01 per share	1,435,120	N/A	\$33,513,360	\$3,375

- (1) This Registration Statement relates to the Registration Statement on Form S-4 filed by Schlumberger Limited (the "Company") (Registration No. 333-207260), which was filed on October 2, 2015, amended on November 13, 2015 and declared effective by the Securities and Exchange Commission on November 16, 2015 (the "Prior Registration Statement"). This Registration Statement covers 1,435,120 additional shares of common stock, par value of \$0.01 per share, of the Company to be issuable upon the completion of the merger described in the Prior Registration Statement. In connection with the filing and amendment of the Prior Registration statement, 141,169,593 shares of common stock of the Company were registered with the Securities and Exchange Commission. The total number of shares of common stock of the registrant to be issued in connection with the Merger is now expected not to exceed 142,604,713.
- (2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act and calculated pursuant to Rules 457(f) and 457(c) under the Securities Act. The proposed maximum aggregate offering price of the registrant's common stock was calculated based upon the market value of shares of Cameron International Corporation common stock (the securities to be canceled in the merger) in accordance with Rule 457(c), 457(f)(1) and 457(f)(3) and is calculated as follows: the product of (i) \$67.555, the average of the high and low prices per share of Cameron International Corporation common stock on the New York Stock Exchange on March 31, 2016 multiplied by (ii) 496,090, the additional number of shares of Cameron International Corporation common stock that may be canceled and converted in the merger, computed as of March 31, 2016, that are being registered in connection with this Registration Statement on Form S-4.

This registration statement will become effective automatically upon filing with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This registration statement is being filed with the Securities and Exchange Commission pursuant to General Instruction K of Form S-4 and Rule 462(b) of the Securities Act of 1933, as amended, for the sole purpose of registering an additional 1,435,120 shares of Common stock, par value \$0.01 per share, of Schlumberger Limited (“Schlumberger”) for issuance to stockholders of Cameron International Corporation as part of the Merger Consideration pursuant to the Merger Agreement (each as defined in the Registration Statement on Form S-4 (Registration No. 333-207260) incorporated by reference herein). Schlumberger has previously registered 141,169,593 shares of Schlumberger common stock by means of a currently effective registration statement on Form S-4 (Registration No. 333-207260).

INCORPORATION OF DOCUMENTS BY REFERENCE

This registration statement incorporates by reference the contents of the Registration Statement on Form S-4 (Registration No. 333-207260), including all amendments, supplements and exhibits thereto and all information incorporated or deemed to be incorporated by reference therein. Additional opinions and consents required to be filed with this Registration Statement are listed on the Exhibit Index attached to and filed with this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant 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 1, 2016.

SCHLUMBERGER N.V.
(Schlumberger Limited)

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

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>*</u> Paal Kibsgaard	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	April 1, 2016
<u>*</u> Simon Ayat	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	April 1, 2016
<u>*</u> Howard Guild	Chief Accounting Officer (Principal Accounting Officer)	April 1, 2016
<u>*</u> Peter L.S. Currie	Director	April 1, 2016
<u>*</u> V. Maureen Kempston Darkes	Director	April 1, 2016
<u>*</u> Nikolay Kudryavtsev	Director	April 1, 2016
<u>*</u> Michael E. Marks	Director	April 1, 2016
<u>*</u> Indra K. Nooyi	Director	April 1, 2016
<u>*</u> Lubna S. Olayan	Director	April 1, 2016
<u>*</u> Leo Rafael Reif	Director	April 1, 2016
<u>*</u> Tore I. Sandvold	Director	April 1, 2016

Signature

Title

Date

*

Director

April 1, 2016

Henri Seydoux

* By: /s/ Saul Laureles

Name: Saul Laureles, Attorney-in-Fact

EXHIBIT INDEX

- 2.1 Agreement and Plan of Merger among Schlumberger Holdings Corporation, Rain Merger Sub LLC, Schlumberger Limited (Schlumberger N.V.) and Cameron International Corporation, dated August 25, 2015 (incorporated by reference to Annex A to the proxy statement/prospectus that is part of the Prior Registration Statement (Registration No. 333-207260)).
- 3.1 Articles of Incorporation of Schlumberger Limited (Schlumberger N.V.), as last amended on April 6, 2011 (incorporated by reference to Exhibit 3 to Schlumberger's Current Report on Form 8-K filed on April 7, 2011).
- 3.2 Amended and Restated By-Laws of Schlumberger Limited (Schlumberger N.V.), as last amended on May 12, 2015 (incorporated by reference to Exhibit 3.1 to Schlumberger's Current Report on Form 8-K filed on May 14, 2015).
- 5.1 Opinion of STvB Advocaten (Curaçao) N.V.
- 21.1 Subsidiaries of Schlumberger Limited (Schlumberger N.V.) (incorporated by reference to Exhibit 21 to Schlumberger's Annual Report on Form 10-K for the year ended December 31, 2015).
- 23.1 Consent of STvB Advocaten (Curaçao) N.V. (included in the opinion filed as Exhibit 5.1).
- 23.2 Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm for Schlumberger Limited (Schlumberger N.V.).
- 23.3 Consent of Ernst & Young LLP, independent registered public accounting firm for Cameron International Corporation.
- 24.1 Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Prior Registration Statement (Registration No. 333-207260)).
- 99.1 Form of Proxy Card of Cameron International Corporation (incorporated by reference to Exhibit 99.1 to the Prior Registration Statement (Registration No. 333-207260)).
- 99.2 Consent of Credit Suisse Securities (USA) LLC (incorporated by reference to Exhibit 99.2 to the Prior Registration Statement (Registration No. 333-207260)).

[Letterhead of STvB Advocaten]

Schlumberger Limited
5599 San Felipe
17th Floor
Houston, Texas 77056

Curaçao, April 1, 2016

Ladies and Gentlemen:

We have acted as legal counsel to Schlumberger N.V. (also referred to as Schlumberger Limited), a limited liability company organized under the laws of Curaçao ("Schlumberger"), in connection with the preparation of the filing by Schlumberger of a Registration Statement on Form S-4 (the "Registration Statement") with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of shares of common stock, par value \$0.01 per share ("Common Stock"), of Schlumberger (the "Shares") to be issued in connection with the merger of Rain Merger Sub LLC, a wholly owned subsidiary of Schlumberger Holdings Corporation ("Merger Sub"), with and into Cameron International Corporation ("Cameron"), pursuant to the Agreement and Plan of Merger dated as of August 25, 2015 among Schlumberger Holdings Corporation, an indirect wholly owned subsidiary of Schlumberger, Merger Sub, Schlumberger and Cameron (the "Merger Agreement"). Certain legal matters in connection with the Shares are being passed on for you by us. At your request, this opinion is being furnished for filing as Exhibit 5 to the Registration Statement.

This opinion is limited to matters governed by the laws of Curaçao.

We have reviewed each of the Articles of Incorporation, the Amended and Restated Bylaws of Schlumberger, each as amended to date, and the Registration Statement; have familiarized ourselves with the matters discussed in the Registration Statement; and have examined all statutes and other records, instruments and corporate documents pertaining to Schlumberger and the matters discussed in the Registration Statement that we deem necessary to examine for the purpose of this opinion. We have assumed that all signatures on all documents examined by us are genuine, that all documents submitted to us as originals are accurate and complete, that all documents submitted to us as copies are true and correct copies of the originals thereof and that all information submitted to us was accurate and complete.

In rendering this opinion, we have assumed that prior to the issuance of any of the Shares (i) the Registration Statement, as then amended, will have become effective under the Securities Act and such effectiveness shall not have been terminated or rescinded, (ii) the stockholders of Cameron will have adopted the Merger Agreement, and (iii) the other conditions to consummating the transactions contemplated by the Merger Agreement will have been satisfied and such transactions are consummated.

Based upon our examination as aforesaid, we are of the opinion that:

1. The Shares have been duly authorized by all necessary corporate action on the part of Schlumberger.
2. Upon issuance and delivery in accordance with the terms and conditions of the Merger Agreement, such Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In addition, we hereby consent to the reference of us under the caption "Legal Matters" in the proxy statement/prospectus constituting a part of the registration statement on Form S-4 (Registration No. 333-207260), which is incorporated by reference in the Registration Statement. In giving this 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 (Curaçao) N.V.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-4 of our report dated January 27, 2016 relating to the consolidated 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, 2015. We also consent to the reference to us under the heading "Experts" in Amendment No. 1 to the Registration Statement on Form S-4 (No. 333-207260) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
Houston, Texas
April 1, 2016

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-4 No. 333-207260) incorporated by reference in this Registration Statement filed by Schlumberger Limited for the issuance of Schlumberger Limited common stock and to the incorporation by reference therein of our reports dated January 29, 2016, with respect to the consolidated financial statements and schedule of Cameron International Corporation, and the effectiveness of internal control over financial reporting of Cameron International Corporation, included in its Annual Report (Form 10-K) for the year ended December 31, 2015, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas
April 1, 2016