

NATIONAL OILWELL VARCO INC  
Form 8-K  
May 18, 2016

**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**

**May 18, 2016**

**Date of Report (Date of earliest event reported)**

**NATIONAL OILWELL VARCO, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-12317**  
**(Commission**  
  
**File Number)**

**76-0475815**  
**(IRS Employer**  
  
**Identification No.)**

**7909 Parkwood Circle Dr.**

**Houston, Texas**  
**(Address of principal executive offices)**

**77036**  
**(Zip Code)**

**Registrant's telephone number, including area code: 713-346-7500**

**(Former name or former address, if changed since last report.)**

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:

- ..  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))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On May 18, 2016, National Oilwell Varco, Inc. (the Company) held its Annual Meeting of Stockholders where the following matters were voted upon and approved by the Company's stockholders:

1. the election of nine members to the Board of Directors;
  2. the ratification of the appointment of Ernst & Young LLP as the Company's independent auditors for 2016;
  3. the approval, on an advisory basis, of the compensation of our named executive officers; and
  4. the approval of amendments to the National Oilwell Varco, Inc. Long-Term Incentive Plan;
- The following is a summary of the voting results for each matter presented to the Company's stockholders:

|                           | <b>BROKER</b> |                |                |                  |
|---------------------------|---------------|----------------|----------------|------------------|
| 1. Election of directors: | <b>FOR</b>    | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>NON-VOTES</b> |
| Clay C. Williams          | 279,376,757   | 10,361,280     | 1,051,553      | 34,543,681       |
| Greg L. Armstrong         | 284,815,005   | 5,798,919      | 175,666        | 34,543,681       |
| Marcela E. Donadio        | 286,551,666   | 3,965,221      | 272,703        | 34,543,681       |
| Ben A. Guill              | 285,472,521   | 5,140,098      | 176,971        | 34,543,681       |
| James T. Hackett          | 287,480,946   | 3,135,848      | 172,796        | 34,543,681       |
| David D. Harrison         | 284,715,865   | 5,895,601      | 178,124        | 34,543,681       |
| Roger L. Jarvis           | 285,701,823   | 4,909,404      | 178,363        | 34,543,681       |
| Eric L. Mattson           | 286,155,266   | 4,439,520      | 194,804        | 34,543,681       |
| William R. Thomas         | 286,886,937   | 3,724,104      | 178,549        | 34,543,681       |

The nine directors nominated by the Board of Directors were re-elected to serve one-year terms expiring in 2017. There were no nominees to office other than the directors elected.

|  | <b>BROKER</b> |                |                |                  |
|--|---------------|----------------|----------------|------------------|
|  | <b>FOR</b>    | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>NON-VOTES</b> |
| 2. Ratification of the appointment of Ernst & Young LLP as the Company's independent auditors for 2016 | 315,701,888   | 8,939,759      | 691,624        | 0                |

|   | <b>BROKER</b> |                |                |                  |
|---|---------------|----------------|----------------|------------------|
|   | <b>FOR</b>    | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>NON-VOTES</b> |
| 3. Approval of the compensation of the Company's named executive officers | 277,562,617   | 10,890,487     | 2,336,486      | 34,543,681       |

|  | <b>BROKER</b> |                |                |                  |
|--|---------------|----------------|----------------|------------------|
|  | <b>FOR</b>    | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>NON-VOTES</b> |
| 4. Approval of amendments to the National Oilwell Varco, Inc. Long-Term Incentive Plan | 274,349,553   | 14,270,728     | 2,169,309      | 34,543,681       |

**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.

Date: May 18, 2016

NATIONAL OILWELL VARCO, INC.

/s/ Brigitte M. Hunt  
Brigitte M. Hunt

Vice President