

NOW Inc.  
Form 10-12B/A  
May 01, 2014

As filed with the Securities and Exchange Commission on May 1, 2014

File No. 001-36325

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

**Amendment No. 3**

**FORM 10**

**GENERAL FORM FOR**  
**REGISTRATION OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**NOW Inc.**

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

|   |                            |
|---|----------------------------|
| <b>Delaware</b><br><b>(State or Other Jurisdiction of</b> | <b>46-4191184</b>          |
| <b>Incorporation or Organization)</b>                     | <b>(I.R.S. Employer</b>    |
| <b>7402 North Eldridge Parkway,</b>                       | <b>Identification No.)</b> |
| <b>Houston, Texas</b>                                     | <b>77041</b>               |
| <b>(Address of Principal Executive Offices)</b>           | <b>(Zip Code)</b>          |
| <b>(281) 823-4700</b>                                     |                            |
| <b>(Telephone Number, Including Area Code)</b>            |                            |

*Copy to:*

**J. Eric Johnson**

**Locke Lord LLP**

**600 Travis Street, Suite 2800**

**Houston, Texas 77002**

**Telephone: (713) 226-1200**

**Fax: (713) 229-2642**

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

| <b>Title of each class to be so registered</b>                          | <b>Name of exchange on which each class is to be registered</b> |
|---|---|
| <b>Common Stock, par value \$0.01 per share</b>                         | <b>New York Stock Exchange</b>                                  |
| <b>Securities registered pursuant to Section 12(g) of the Act: None</b> |   |

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 small reporting

company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10

The information required by the following Form 10 Registration Statement items is contained in the sections identified below of the information statement attached hereto as Exhibit 99.1, each of which are incorporated into this Form 10 Registration Statement by reference.

#### **Item 1. Business**

The information required by this item is contained under the sections Summary, Risk Factors, Cautionary Statement Regarding Forward-Looking Statements, The Separation and the Distribution, Business, Properties, Capitalization, Management's Discussion and Analysis of Financial Condition and Results of Operations, Quantitative and Qualitative Disclosures About Market Risk, Certain Relationships and Related-Party Transactions and Where You Can Find More Information of the information statement and is hereby incorporated by reference.

#### **Item 1A. Risk Factors**

The information required by this item is contained under the sections Risk Factors and Cautionary Statement Regarding Forward-Looking Statements of the information statement and is hereby incorporated by reference.

#### **Item 2. Financial Information**

The information required by this item is contained under the sections Capitalization, Unaudited Pro Forma Combined Financial Statements, Selected Combined Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations, Quantitative and Qualitative Disclosures About Market Risk, and Index to Financial Statements and the financial statements referenced therein of the information statement and is hereby incorporated by reference.

#### **Item 3. Properties**

The information required by this item is contained under the sections Business and Properties of the information statement and is hereby incorporated by reference.

#### **Item 4. Security Ownership of Certain Beneficial Owners and Management**

The information required by this item is contained under the section Security Ownership of Certain Beneficial Owners and Management of the information statement and is hereby incorporated by reference.

#### **Item 5. Directors and Executive Officers**

The information required by this item is contained under the section Corporate Governance and Management of the information statement and is hereby incorporated by reference.

**Item 6. Executive Compensation**

The information required by this item is contained under the sections Corporate Governance and Management Director Compensation, Corporate Governance and Management Compensation Committee Interlocks and Insider Participation, Executive Compensation and Compensation Discussion and Analysis of the information statement and is hereby incorporated by reference.

**Item 7. Certain Relationships and Related Transactions, and Director Independence**

The information required by this item is contained under the sections Certain Relationships and Related-Party Transactions and Corporate Governance and Management of the information statement and is hereby incorporated by reference.

**Item 8. Legal Proceedings**

The information required by this item is contained under the sections Business, Properties and Index to Financial Statements and the financial statements referenced therein of the information statement and is hereby incorporated by reference.

**Item 9. Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters**

The information required by this item is contained under the sections Summary, The Separation and the Distribution, Dividend Policy, Capitalization and Description of Capital Stock of the information statement and is hereby incorporated by reference.

**Item 10. Recent Sales of Unregistered Securities**

None.

**Item 11. Description of Registrant's Securities to be Registered**

The information required by this item is contained under the sections Dividend Policy and Description of Capital Stock of the information statement and is hereby incorporated by reference.

**Item 12. Indemnification of Directors and Officers**

The information required by this item is contained under the section Description of Capital Stock Limitation on Liability of Directors, Indemnification of Directors and Officers, and Insurance of the information statement and is hereby incorporated by reference.

**Item 13. Financial Statements and Supplementary Data**

The information required by this item is contained under the sections Unaudited Pro Forma Combined Financial Statements and Index to Financial Statements and the financial statements referenced therein of the information statement and is hereby incorporated by reference.

**Item 14. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 15. Financial Statements and Exhibits**

(a) Financial Statements

The following financial statements are included in the information statement and are hereby incorporated by reference:

Unaudited Pro Forma Combined Financial Statements

Annual Audited Combined Financial Statements:

Report of Independent Registered Public Accounting Firm

Combined Balance Sheets as of December 31, 2013 and 2012

Combined Statements of Income for the Years Ended December 31, 2013, 2012 and 2011

Combined Statements of Comprehensive Income for the Years Ended December 31, 2013, 2012 and 2011

Combined Statements of Changes in Net Parent Company Investment for the Years Ended December 31, 2013, 2012 and 2011

Combined Statements of Cash Flows for the Years Ended December 31, 2013, 2012 and 2011

Notes to Combined Financial Statements

(b) Exhibits

The following documents are filed as exhibits to this Registration Statement:

| <b>Exhibit No.</b> | <b>Exhibit Description</b>   |
|--------------------|--|
| 2.1*               | Form of Separation and Distribution Agreement between National Oilwell Varco, Inc. and NOW Inc.  |
| 3.1*               | Form of NOW Inc. Amended and Restated Certificate of Incorporation   |
| 3.2*               | Form of NOW Inc. Amended and Restated Bylaws   |
| 10.1*              | Form of Transition Services Agreement between National Oilwell Varco, Inc. and NOW Inc.  |
| 10.2*              | Form of Tax Matters Agreement between National Oilwell Varco, Inc. and NOW Inc.  |
| 10.3*              | Form of Employee Matters Agreement between National Oilwell Varco, Inc. and NOW Inc.   |
| 10.4*              | Form of Master Distributor Agreement between National Oilwell Varco, L.P. and DNOW L.P.  |
| 10.5*              | Form of Master Services Agreement between National Oilwell Varco, L.P. and DNOW L.P.   |
| 10.6*              | Form of NOW Inc. Long-Term Incentive Plan  |
| 10.7*              | Credit Agreement among NOW Inc., Wells Fargo Bank, National Association, as Administrative Agent, and the lenders and other financial institutions named therein, dated as of April 18, 2014 |
| 21.1*              | Subsidiaries of NOW Inc.   |
| 99.1**             | Information statement of NOW Inc., preliminary and subject to completion, dated May 1, 2014  |

\* Previously filed.

\*\* Filed herewith.



**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**NOW INC.**

/s/ Robert R. Workman

By: Robert R. Workman

Title: President and Chief Executive Officer

Dated: May 1, 2014