

NATIONAL OILWELL VARCO INC

Form 8-K

March 24, 2008

**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): March 24, 2008 (March 20, 2008)**

**NATIONAL OILWELL VARCO, INC.  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State of incorporation  
or organization)

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

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

**7909 Parkwood Circle Drive  
Houston, Texas**  
(Address of principal executive offices)

**77036-6565**  
(Zip code)

Registrant's telephone number, including area code: **(713) 346-7500**  
(Former name or former address, if changed since last report): **N/A**

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))
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**Item 8.01 Other Items**

On March 20, 2008, National Oilwell Varco, Inc. commenced an exchange offer and consent solicitation relating to the 6<sup>1</sup>/<sub>8</sub>% Senior Notes due 2015 previously issued by Grant Prideco, Inc., and issued a press release announcing the exchange offer and consent solicitation. A copy of the press release is filed as Exhibit 99.1 to this Form 8-K and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

| <b>Exhibit<br/>Number</b> | <b>Description</b>                  |
|---------------------------|-------------------------------------|
| 99.1                      | Press release dated March 20, 2008. |

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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.

NATIONAL OILWELL VARCO, INC.

Date: March 24, 2008

By: /s/ Clay C. Williams  
Clay C. Williams  
Senior Vice President and Chief  
Financial Officer

**Exhibit Index**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                  |   |
|---------------------------|-------------------------------------|---|
| 99.1                      | Press Release dated March 20, 2008. | 4 |