

NATIONAL OILWELL VARCO INC  
Form 8-K  
May 16, 2012

**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 16, 2012

Date of Report (Date of earliest event reported)

**NATIONAL OILWELL VARCO, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(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 16, 2012, 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 three members to the Board of Directors;
2. the ratification of the appointment of Ernst & Young LLP as the Company's independent auditors for 2012;
3. the approval, on an advisory basis, of the compensation of our named executive officers;

The stockholder proposal presented at the Company's Annual Meeting of Stockholders was not approved by the Company's stockholders.

The following is a summary of the voting results for each matter presented to the Company's stockholders:

|                                  | FOR         | AGAINST    | ABSTAIN | BROKER<br>NON-VOTES |
|----------------------------------|-------------|------------|---------|---------------------|
| <b>1. Election of directors:</b> |             |            |         |                     |
| Merrill A. Miller, Jr.           | 325,527,758 | 18,736,069 | 297,004 | 23,783,851          |
| Greg L. Armstrong                | 332,684,896 | 11,699,578 | 176,357 | 23,783,851          |
| David D. Harrison                | 334,616,937 | 9,766,442  | 177,452 | 23,783,851          |

The three directors nominated by the Board of Directors were re-elected to serve one-year terms expiring in 2013. There were no nominees to office other than the directors elected.

|   | FOR         | AGAINST    | ABSTAIN | BROKER<br>NON-VOTES |
|---|-------------|------------|---------|---------------------|
| <b>2. Ratification of the appointment of Ernst &amp; Young LLP as the Company's independent auditors for 2012</b> | 356,722,192 | 10,963,950 | 658,540 | 0                   |

|  | FOR         | AGAINST    | ABSTAIN | BROKER<br>NON-VOTES |
|--|-------------|------------|---------|---------------------|
| <b>3. Approval of the compensation of the Company's named executive officers</b> | 330,622,488 | 13,101,045 | 837,298 | 23,783,851          |

|                                | FOR        | AGAINST     | ABSTAIN    | BROKER<br>NON-VOTES |
|--------------------------------|------------|-------------|------------|---------------------|
| <b>4. Stockholder Proposal</b> | 97,237,132 | 189,874,600 | 57,449,099 | 23,783,851          |

**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 16, 2012

NATIONAL OILWELL VARCO, INC.

/s/ Raymond W. Chang  
Raymond W. Chang

Vice President

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