

NATIONAL OILWELL VARCO INC

Form 424B3

March 20, 2008

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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-149609

PROSPECTUS

Exchange Offer and Consent Solicitation

**Offer to Exchange
National Oilwell Varco 61/8% Senior Notes due 2015
For All Outstanding
Grant Prideco 61/8% Senior Notes due 2015**

**Exchange Offer Expiration: April 21, 2008, unless extended
Consent Payment Deadline: April 3, 2008, unless extended**

We are making this exchange offer and consent solicitation in connection with, and subject to the consummation of, the planned acquisition of Grant Prideco, Inc. by National Oilwell Varco, Inc. pursuant to the agreement and plan of merger referred to below.

We are offering to exchange all properly tendered and accepted 61/8% Senior Notes due 2015 that were issued by Grant Prideco. In exchange for each Grant Prideco note that is properly tendered and accepted, holders will receive a new National Oilwell Varco note in a principal amount equal to the exchange price of such tendered Grant Prideco note. However, the principal amount of each new National Oilwell Varco note will be rounded down, if necessary, to the nearest whole multiple of \$1,000, and we will pay cash equal to the remaining portion, if any, of the exchange price of such Grant Prideco note. **The exchange price for each Grant Prideco note will be 100% of its principal amount if it is properly tendered prior to 5:00 p.m., New York City time, on April 3, 2008, and 95% of its principal amount if it is properly tendered after such time and prior to the expiration of the exchange offer.** Each new National Oilwell Varco note issued in exchange for a Grant Prideco note will have the same interest rate, interest payment dates, redemption terms and maturity as the Grant Prideco note, and will accrue interest from the most recent interest payment date of the Grant Prideco note. **The exchange offer will expire immediately following 9:00 a.m., New York City time, on April 21, 2008, unless extended.** You may withdraw tendered notes at any time prior to the expiration of the exchange offer. As of the date of this prospectus, there was \$174,585,000 principal amount of Grant Prideco notes outstanding. The CUSIP No. for the Grant Prideco notes is 38821GAH4.

We are also soliciting consents to amend the indenture governing the Grant Prideco notes. In order to give your consent to the proposed amendments, you must validly tender your Grant Prideco notes in the exchange offer. Grant Prideco will pay \$2.50 per \$1,000 principal amount of Grant Prideco notes to each holder of Grant Prideco notes only if the holder has delivered and not revoked a valid consent by the consent payment deadline and we accept such consent. **The consent payment deadline for the consent solicitation will be 5:00 p.m., New York City time, on April 3, 2008, unless extended.** You may revoke your consent at any time prior to the consent payment deadline, but you may not do so after that deadline. A holder validly tendering Grant Prideco notes for exchange will, by tendering those notes, consent to the amendments to the indenture under which those notes were issued as described under The Proposed Amendments .

Our obligations to complete the exchange offer and to cause Grant Prideco to make the consent payments are conditioned upon, among other things, consummation of the merger referred to below and receipt of valid consents sufficient to effect all of the proposed amendments to the Grant Prideco indenture.

On December 16, 2007, National Oilwell Varco and Grant Prideco entered into an Agreement and Plan of Merger pursuant to which National Oilwell Varco will acquire all of the issued and outstanding shares of common stock of Grant Prideco. Pursuant to the merger agreement, Grant Prideco will merge with and into NOV Sub, Inc., a wholly owned subsidiary of National Oilwell Varco, and NOV Sub will be the surviving company in the merger. In the merger, each stockholder of Grant Prideco will receive 0.4498 of a share of common stock of National Oilwell Varco and \$23.20 in cash for each share of common stock of Grant Prideco that the stockholder owns, plus cash in lieu of fractional shares. Stockholders of National Oilwell Varco will continue to own their existing shares, which will not be affected by the merger. Based on the number of outstanding shares of common stock of Grant Prideco and the number of outstanding shares of common stock of National Oilwell Varco on March 14, 2008, we anticipate that stockholders of Grant Prideco will own approximately 14% of the outstanding shares of common stock of National Oilwell Varco immediately following the merger.

In order to consummate the merger, the merger agreement must be adopted by the stockholders of Grant Prideco. The obligations of National Oilwell Varco and Grant Prideco to complete the merger are also subject to the satisfaction or waiver of several other conditions to the merger, including receiving approvals from regulatory agencies. If the merger agreement is terminated for any reason, National Oilwell Varco intends promptly to terminate the exchange offer and the consent solicitation.

We plan to issue new National Oilwell Varco notes as soon as practicable after the exchange offer expiration and the consummation of the merger (in exchange for Grant Prideco notes that are properly tendered before the expiration of the exchange offer).

The National Oilwell Varco notes will not be listed on any securities exchange.

This investment involves risks. See the section entitled Risk Factors that begins on page 11 for a discussion of the risks that you should consider in connection with your investment in the notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

None of National Oilwell Varco, Grant Prideco, the exchange agent, the information agent, the trustee under the Grant Prideco indenture, the trustee under the National Oilwell Varco indenture or the dealer manager makes any recommendation as to whether holders of Grant Prideco notes should exchange their notes in the exchange offer or consent to the proposed amendments to the Grant Prideco indenture.

The dealer manager for the exchange offer and consent solicitation is:

Goldman, Sachs & Co.

The date of this prospectus is March 20, 2008

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ABOUT THIS PROSPECTUS

The information contained in this prospectus is not complete and may be changed. You should rely only on the information provided in or incorporated by reference in this prospectus, any prospectus supplement, or documents to which we otherwise refer you. We have not authorized anyone else to provide you with different information. We are not making an offer of any securities in any jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus, any prospectus supplement or any document incorporated by reference is accurate as of any date other than the date of the document in which such information is contained or such other date referred to in such document, regardless of the time of any sale or issuance of a security.

This prospectus is part of a registration statement that we have filed with the Securities and Exchange Commission, or SEC. You should read this prospectus and any prospectus supplement together with the registration statement, the exhibits thereto and the additional information described under the heading Where You Can Find More Information.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference contain various forward-looking statements and information that are based on the beliefs of National Oilwell Varco, as well as assumptions made by National Oilwell Varco and information currently available to us. When used in this prospectus, words such as anticipate, project, expect, plan, goal, forecast, intend, could, believe, may, and similar expressions and statements regarding and objectives for future operations, are intended to identify forward-looking statements. Forward-looking statements in this prospectus also include:

statements relating to the cost savings, transaction costs or integration costs that National Oilwell Varco anticipates to arise from the merger;

statements with respect to various actions to be taken or requirements to be met in connection with completing the merger or integrating National Oilwell Varco and Grant Prideco;

statements relating to revenue, income and operations of the combined company after the merger is completed;

statements regarding the expected financing available to National Oilwell Varco for the cash portion of the consideration payable in the merger; and

statements relating to Grant Prideco's expected sale of certain tubular business units.

These forward-looking statements are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The following factors, among others, including those discussed in the Risk Factors section of this prospectus, could cause actual results to differ materially from those described in the forward-looking statements:

expected cost savings from the merger may not be fully realized or realized within the expected time frame;

revenue of the combined company following the transaction may be lower than expected;

costs or difficulties related to obtaining regulatory approvals for completing the merger and, following the transaction, to the integration of the businesses of National Oilwell Varco and Grant Prideco, may be greater than expected;

general economic conditions, either internationally or nationally or in the jurisdictions in which National Oilwell Varco or Grant Prideco is doing business, may be less favorable than expected;

the potential for rapid and significant changes in technology and their effect on the combined company's operations;

inability to retain key personnel after the merger; and

operating, legal and regulatory risks.

Except for its ongoing obligations to disclose material information as required by the federal securities laws, National Oilwell Varco has no intention or obligation to update these forward-looking statements after it distributes this

prospectus.

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WHERE YOU CAN FIND MORE INFORMATION

National Oilwell Varco has filed with the Securities and Exchange Commission a registration statement under the Securities Act of 1933 that registers the issuance of National Oilwell Varco notes in exchange for Grant Prideco notes. That registration statement, including the attached exhibits and schedules, contains additional relevant information about National Oilwell Varco. The rules and regulations of the Securities and Exchange Commission allow us to omit some of the information included in the registration statement from this prospectus.

In addition, National Oilwell Varco and Grant Prideco file reports, proxy statements and other information with the Securities and Exchange Commission under the Securities Exchange Act of 1934. You may read and copy that information at the Securities and Exchange Commission's public reference room at the following location:

Public Reference Room
450 Fifth Street, N.W.
Washington, D.C. 20549
1-800-732-0330

You may also obtain copies of this information by mail from the Public Reference Section of the Securities and Exchange Commission, 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549, at prescribed rates.

The Securities and Exchange Commission also maintains an Internet world wide website that contains reports, proxy statements and other information about issuers, including National Oilwell Varco and Grant Prideco, that file electronically with the Securities and Exchange Commission. The address of that site is <http://www.sec.gov>.

The Securities and Exchange Commission allows National Oilwell Varco to incorporate by reference information into this prospectus. This means that National Oilwell Varco can disclose important information by referring you to another document filed separately with the Securities and Exchange Commission. The information incorporated by reference is considered to be part of this prospectus, except for any information that is superseded by information that is included directly in this prospectus.

This prospectus incorporates by reference the documents listed below that National Oilwell Varco and Grant Prideco have previously filed with the Commission, excluding any information furnished, pursuant to Item 2.02 or Item 7.01 in a Current Report on Form 8-K or other applicable rules of the Commission, rather than filed.

National Oilwell Varco's Filings (File No. 001-12317)

Annual Report on Form 10-K for the year ended December 31, 2007 filed with the Commission on February 29, 2008 (10-K) and March 13, 2008; and.

Current Reports on Form 8-K dated February 20, 2008 and February 21, 2008.

You may request a copy of National Oilwell Varco's filings at no cost by making written or telephone requests for copies to: National Oilwell Varco, Inc., 7909 Parkwood Circle Drive, Houston, Texas 77036, (713) 375-3700, Attention: Investor Relations.

National Oilwell Varco also makes available free of charge on its Internet website at <http://www.nov.com> its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and any amendments to

those reports, as soon as reasonably practicable after it electronically files such material with, or furnishes it to, the Commission. Information contained on the web site of National Oilwell Varco is not part of this prospectus.

Grant Prideco's Filings (File No. 001-15423)

Annual Report on Form 10-K for the year ended December 31, 2007 filed with the Commission on February 29, 2008; and

Current Report on Form 8-K dated February 29, 2008.

You may request a copy of Grant Prideco's filings at no cost by making written or telephone requests for copies to Grant Prideco, Inc., 400 N. Sam Houston Parkway East, Suite 900, Houston, Texas 77060, Telephone: (281) 878-8000, Attention: Investor Relations.

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Grant Prideco also makes available free of charge on its Internet website at <http://www.grantprideco.com> its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and any amendments to those reports, as soon as reasonably practicable after it electronically files such material with, or furnishes it to, the Commission. Information contained on the web site of Grant Prideco is not part of this prospectus.

We also incorporate by reference additional documents that either company may file with the Securities and Exchange Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 until the expiration of the exchange offer. Those documents include periodic reports such as an Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as proxy statements.

You can obtain any of the documents incorporated by reference into this prospectus through National Oilwell Varco or from the Securities and Exchange Commission's website at <http://www.sec.gov>. Documents incorporated by reference are available from National Oilwell Varco without charge, excluding any exhibits to those documents unless the exhibit is specifically incorporated by reference into this prospectus.

We have not authorized anyone to give any information or make any representation about the merger, the exchange offer, the consent solicitation, National Oilwell Varco or Grant Prideco, that is different from, or in addition to, the information contained in this prospectus or in any of the materials that have been incorporated into this prospectus by reference. Therefore, if anyone does give you information of this sort, you should not rely on it. If you are in a jurisdiction where offers to exchange or sell, or solicitations of offers to exchange or purchase, the securities offered by this prospectus is unlawful, then the offer presented in this prospectus does not extend to you. The information contained in this prospectus speaks only as of the date of this prospectus unless the information specifically indicates that another date applies.

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SUMMARY

*This summary highlights some of the information in this prospectus. It may not contain all of the information that is important to you. To understand the exchange offer and consent solicitation fully and for a more complete description of the terms of the merger, you should read carefully this prospectus and the documents we incorporate by reference. Please also read *Where You Can Find More Information* . We have included references to other portions of this prospectus to direct you to a more complete description of the topics presented in this summary.*

Unless otherwise indicated, pro forma financial results presented in this prospectus give effect to the completion of the merger.

The Companies

National Oilwell Varco, Inc. National Oilwell Varco, Inc. is a worldwide leader in the design, manufacture and sale of equipment and components used in oil and gas drilling and production, the provision of oilfield services and supply chain integration services to the upstream oil and gas industry. With over 700 worldwide manufacturing and service center locations across six continents, National Oilwell Varco supplies customer-focused solutions to meet the quality, productivity, safety and environmental requirements of the oil and gas industry.

National Oilwell Varco designs, manufactures, sells and services complete systems for drilling, completion and servicing of oil and gas wells both on land and offshore. It also provides a variety of consumable goods and services used to drill, complete, remediate and workover oil and gas wells and service pipelines, flowlines and other oilfield tubular goods. In addition, National Oilwell Varco provides maintenance, repair and operating supplies and spare parts to drill site and production locations worldwide.

National Oilwell Varco's principal executive offices are located at 7909 Parkwood Circle Drive, Houston, Texas 77036 and its telephone number is (713) 346-7500.

Grant Prideco, Inc. Grant Prideco, Inc. is a world leader in drill stem technology development and drill pipe manufacturing, sales and service, as well as a leader in drill bit and specialty tools, manufacturing, sales and service. In addition, Grant Prideco provides an integrated package of large-bore tubular products and services.

Grant Prideco manufactures and sells drill stem products, including drill pipe products, drill collars and heavyweight drill pipe and drill stem accessories, as well as designs, manufactures and distributes drill bits, hole-opening or hole enlarging tools, coring services and other related technology to the oil and gas industry. Grant Prideco also offers an integrated package of large-bore tubular products and services for offshore wells and well-site data transmission services.

Grant Prideco's principal executive offices are located at 400 N. Sam Houston Parkway East, Suite 900, Houston, Texas 77060 and its telephone number is (281) 878-8000.

The Merger (see page 26)

Pursuant to the merger agreement dated as of December 16, 2007, at the effective time of the merger, Grant Prideco will merge with and into NOV Sub, Inc., a wholly owned subsidiary of National Oilwell Varco, with NOV Sub surviving the merger. As a result of the merger, each stockholder of Grant Prideco will receive 0.4498 of a share of common stock of National Oilwell Varco and \$23.20 in cash for each share of common stock of Grant Prideco that the stockholder owns at the effective time of the merger. Based on the number of outstanding shares of common stock of

Grant Prideco and National Oilwell Varco as of March 14, 2008, we anticipate that National Oilwell Varco will issue approximately 56.3 million shares of its common stock in the merger and that, upon completion of the merger, stockholders of Grant Prideco will own approximately 14% of National Oilwell Varco and stockholders of National Oilwell Varco will own approximately 86% of National Oilwell Varco. At the effective time of the merger, all debts, liabilities and duties of Grant Prideco and NOV Sub before the merger will become the debts, liabilities and duties of NOV Sub, as the surviving corporation. National Oilwell Varco and Grant Prideco will complete the merger only if the conditions set forth in the merger agreement are satisfied or, in some cases, waived.

Recent Developments

As of the date of this prospectus, National Oilwell Varco and Grant Prideco are aware of five shareholder lawsuits that have been filed in connection with the proposed merger. These lawsuits, each of which has been filed in the District Court of Harris County, Texas, against Grant Prideco, its board of directors and, in one case, National

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Oilwell Varco, are as follows: *Mark Bornstein, On Behalf of Himself and All Others Similarly Situated vs. Grant Prideco, Inc., et al.*, Cause No. 2007-76092, In the District Court of Harris County, Texas, 269th Judicial District; *Catholic Medical Mission Board, On Behalf of Itself and All Others Similarly Situated vs. Grant Prideco, Inc., et al.*, Cause No. 2007-76418, In the District Court of Harris County, Texas, 55th Judicial District; *Thomas Gray, On Behalf of Himself and All Others Similarly Situated vs. Grant Prideco, Inc., et al.*, Cause No. 2007-76419, In the District Court of Harris County, Texas, 133rd Judicial District; *Roslyn Feder, On Behalf of Herself and All Others Similarly Situated vs. Grant Prideco, Inc., et al.*, In the District Court of Harris County, Texas, 61st Judicial District; and *Kenneth Engberg, On Behalf of Himself and All Others Similarly Situated vs. Grant Prideco, Inc., et al.*, Cause No. 2008-02244, In the District Court of Harris County, Texas, 281st Judicial District.

Each of the plaintiffs in these five lawsuits alleges that they are stockholders of Grant Prideco and each of these five lawsuits is brought as a putative class action. Each of these lawsuits alleges that the proposed merger consideration is inadequate and that Grant Prideco and its individual directors breached fiduciary duties owed to the stockholders of Grant Prideco in connection with the proposed merger. Additionally, in the *Bornstein* suit, plaintiff alleges that National Oilwell Varco aided and abetted the alleged breach of fiduciary duty by Grant Prideco and its board of directors. The plaintiffs in each of these actions seek certification of their lawsuits as class actions, seek to enjoin the proposed merger and also ask for other legal and equitable relief, including an award of attorneys' fees and costs of court. On January 17, 2008, Grant Prideco filed a motion requesting that all of these shareholder actions be consolidated with the *Bornstein* case in the 269th Judicial District Court of Harris County, Texas. The Court has not yet ruled on this motion to consolidate.

This litigation is in its very early stages; however, National Oilwell Varco and Grant Prideco believe that each of these five lawsuits is without merit and intend to defend them.

Questions and Answers about the Exchange Offer and Consent Solicitation

Q: Why is National Oilwell Varco making the exchange offer and the consent solicitation?

A: As a result of the merger of Grant Prideco with Nov Sub, Grant Prideco will become a wholly-owned subsidiary of National Oilwell Varco. The exchange offer and the proposed amendments are intended to provide us with greater operational and financial flexibility, including greater flexibility in our integration efforts, and to allow us to structure our operations and the operations of our subsidiaries in a more efficient manner and allow for potential savings. If the proposed amendments are adopted, certain provisions in the Grant Prideco indenture that differ from the National Oilwell Varco indenture will be eliminated.

Q: What will I receive if I tender my Grant Prideco notes in the exchange offer and consent solicitation?

In the exchange offer, we are offering in exchange for a holder's outstanding tendered 61/8% Senior Notes due August 15, 2015 of Grant Prideco, 61/8% Senior Notes due 2015 of National Oilwell Varco having a principal amount that is equal to the exchange price of such Grant Prideco notes.

The exchange price for the tendered Grant Prideco notes will be 100% of their aggregate principal amount if such notes are properly tendered prior to 5:00 p.m., New York City time on April 3, 2008, and 95% of their aggregate principal amount if such notes are properly tendered after such time and prior to the expiration of the exchange offer.

Notwithstanding the foregoing, the National Oilwell Varco notes will be issued only in denominations of \$1,000 and whole multiples of \$1,000. See *Description of the National Oilwell Varco Notes - General Terms*. If National Oilwell Varco would otherwise be required to issue a National Oilwell Varco note in a denomination other than

\$1,000 or a whole multiple of \$1,000, National Oilwell Varco will, in lieu of such issuance:

issue a National Oilwell Varco note in a principal amount that has been rounded down to the nearest lesser whole multiple of \$1,000; and

pay cash, which we refer to as cash exchange consideration, in an amount equal to:

the difference between (i) the principal amount yielded by such formula and (ii) the principal amount of the National Oilwell Varco note actually issued in accordance with this paragraph; plus

accrued and unpaid interest on the principal amount representing such difference to the date of the exchange.

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The National Oilwell Varco notes will be issued under and governed by the terms of the National Oilwell Varco indenture described below under "The Exchange offer". Except as otherwise set forth above, instead of receiving a payment for accrued interest on Grant Prideco notes you exchange, the National Oilwell Varco notes you receive in exchange for those Grant Prideco notes will accrue interest from the most recent date to which interest has been paid on those Grant Prideco notes.

In addition, Grant Prideco will pay an amount in cash equal to \$2.50 per \$1,000 principal amount outstanding of Grant Prideco notes to each holder of Grant Prideco notes only if the holder has delivered and not revoked a valid consent prior to the consent payment deadline and we accept such consent. The consent payment deadline for the exchange offer (that is, the time by which a holder must have delivered and not revoked a valid consent in order to be eligible to receive the consent payment) will be 5:00 p.m., New York City time, on April 3, 2008, unless extended.

As a holder of Grant Prideco notes, you may give your consent to the proposed amendments to the Grant Prideco indenture only by tendering your Grant Prideco notes in the exchange offer. By tendering your Grant Prideco notes for exchange, you will be deemed to have given a consent with respect to the notes.

Q: What are the consequences of not consenting in the consent solicitation prior to the consent payment deadline?

A: If the proposed amendments to the Grant Prideco indenture are adopted, holders that failed to deliver valid and unrevoked consents prior to the consent payment deadline will not receive the consent payment, even though the proposed amendments will become effective with respect to their Grant Prideco notes.

Q: What are the consequences of not tendering in the exchange offer?

A: If the proposed amendments to the Grant Prideco indenture have been adopted, the amendments will apply to all Grant Prideco notes not acquired in the exchange offer. Thereafter, all such Grant Prideco notes will be governed by the Grant Prideco indenture as amended by the proposed amendments, which will have less restrictive terms and afford reduced protections to the holders of such securities compared to those currently in the Grant Prideco indenture. See "Risk Factors - Risks Related to the Exchange Offer, the Consent Solicitation and the National Oilwell Varco Notes - The proposed amendments to the Grant Prideco indenture will afford reduced protection to remaining holders of Grant Prideco notes".

Q: How do the Grant Prideco notes differ from the National Oilwell Varco notes to be issued in the exchange offer?

A: The Grant Prideco notes are the obligations solely of Grant Prideco and are governed by the Grant Prideco indenture, while the National Oilwell Varco notes will be the obligations solely of National Oilwell Varco and will be governed by the National Oilwell Varco indenture. The Grant Prideco indenture and the National Oilwell Varco indenture differ in certain respects, including as follows:

The provisions of the Grant Prideco indenture that limit the ability of Grant Prideco and its subsidiaries to incur liens or engage in sale and leaseback transactions are more restrictive than the corresponding provisions of the National Oilwell Varco indenture.

The Grant Prideco indenture restricts Grant Prideco's ability to merge or consolidate with, or sell substantially all of its assets to, entities other than corporations organized and existing under the laws of the United States or any

state thereof or the District of Columbia.

The Grant Prideco indenture contains events of default that are inconsistent with those set forth in the National Oilwell Varco indenture, including events of default resulting from specified judgments.

However, if the proposed amendments are adopted, these provisions will be eliminated from the Grant Prideco indenture or modified. Certain covenants in the Grant Prideco indenture would no longer apply once the Grant Prideco notes have an investment grade credit rating, which National Oilwell Varco anticipates may occur after consummation of the merger; however, there can be no assurance that the Grant Prideco notes will have such a credit rating.

See Description of the Differences Between Grant Prideco Notes and National Oilwell Varco Notes , The Exchange offer , The Proposed Amendments and Description of the National Oilwell Varco Notes .

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The National Oilwell Varco notes offered in the exchange offer will be the general unsecured obligations of National Oilwell Varco. The National Oilwell Varco notes will not be guaranteed by any of our subsidiaries and, accordingly, will be structurally subordinated to all of the debt and other liabilities of our subsidiaries, which, after giving effect to the merger, will include Grant Prideco and its subsidiaries. Accordingly, the National Oilwell Varco notes will be structurally subordinated to any of the Grant Prideco notes that remain outstanding following the exchange offer and any other obligations of Grant Prideco. As of December 31, 2007, our subsidiaries had approximately \$5,390.7 million of total balance sheet liabilities, whereas pro forma Grant Prideco had approximately \$595.6 million of total balance sheet liabilities (including the Grant Prideco notes). See Risk Factors Risks Related to the Exchange Offer, the Consent Solicitation and the National Oilwell Varco Notes As a holding company, we will depend on our subsidiaries for funds to meet our payment obligations under the National Oilwell Varco notes , Risk Factors Risks Related to the Exchange Offer, the Consent Solicitation and the National Oilwell Varco Notes The National Oilwell Varco notes will be unsecured general obligations of National Oilwell Varco. As such, the National Oilwell Varco notes will be effectively junior to any secured debt we may have to the extent of the value of the security and to the existing and future debt and other liabilities of our subsidiaries and Description of the National Oilwell Varco Notes Ranking .

Q: What are the U.S. federal income tax consequences to holders of Grant Prideco notes in connection with the exchange offer and the consent solicitation?

A: Holders should consider certain United States federal income tax consequences of the exchange offer and consent solicitation. See United States Federal Income Tax Consequences .

Q: What consents are required to effect the proposed amendments to the Grant Prideco indenture and consummate the exchange offer?

A: Consents from holders of record of a majority of the total principal amount of Grant Prideco notes outstanding under the Grant Prideco indenture as of the close of business on April 3, 2008 must be received in order to amend the Grant Prideco indenture.

Our obligations to complete the exchange offer and cause Grant Prideco to make the consent payment relating to the exchange offer are conditioned upon, among other things, (i) receipt of valid consents sufficient to effect the amendments with respect to the Grant Prideco notes and (ii) the consummation of the merger with Grant Prideco, although we may, at our option, waive this or any other condition with respect to the exchange offer. For information about other conditions to our obligations to complete the exchange offer and cause Grant Prideco to make the consent payment, see The Exchange Offer Conditions to the Exchange Offer and Consent Solicitation .

Q: Will National Oilwell Varco accept all tenders of Grant Prideco notes?

A: Subject to the satisfaction or waiver of the conditions to the exchange offer, we will accept for exchange any and all Grant Prideco notes that (i) have been properly tendered in the exchange offer on or before the expiration date of the exchange offer and (ii) have not been validly withdrawn before the expiration of the exchange offer.

Q: When will National Oilwell Varco cause consent payments to be made, issue new notes and pay cash exchange consideration (as applicable)?

A: Assuming the required consents are obtained and the other conditions to the making of the consent payments are satisfied or waived, we will cause Grant Prideco to make the consent payments upon the first acceptance of the Grant Prideco notes for exchange, which is anticipated to occur concurrently with the consummation of the

merger.

Assuming the conditions to the exchange offer are satisfied or waived, we will issue new National Oilwell Varco notes in book-entry form and pay cash exchange consideration (as applicable) as soon as practicable after the expiration date of the exchange offer and consummation of the merger (in exchange for Grant Prideco notes that are properly tendered (and not validly withdrawn) before the expiration of the exchange offer and accepted for exchange).

Q: When will the proposed amendments to the Grant Prideco indenture become effective?

A: If we receive the requisite consents by the consent payment deadline, the proposed amendments to the Grant Prideco indentures will become effective concurrently with the consummation of the merger.

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If the proposed amendments are adopted:

National Oilwell Varco expects to cause Grant Prideco to pay one or more cash dividends to National Oilwell Varco, which may occur as early as immediately after the merger; a dividend could not be declared at such time if the covenants on restricted payments in the Grant Prideco indenture were still effective; and

the holders of Grant Prideco notes will no longer have the right to cause Grant Prideco to make an offer to holders of the Grant Prideco notes to repurchase all or any part of such holders' Grant Prideco notes at an offer price in cash equal to 101% of the aggregate principal amount of notes repurchased, plus accrued and unpaid interest, as would otherwise be required by the Grant Prideco indenture as a result of the consummation of the merger.

Q: When do I need to deliver my consent to be eligible to receive the consent payment?

A: The consent payment deadline for the exchange offer is 5:00 p.m., New York City time on April 3, 2008, unless extended. The consent payment deadline is the latest date and time on which you may deliver a valid and unrevoked consent and receive the consent payment.

Q: When does the exchange offer expire?

A: The exchange offer will expire immediately following 9:00 a.m., New York City time, on April 21, 2008, unless we, in our sole discretion, extend the exchange offer, in which case the expiration date will be the latest date and time to which the exchange offer is extended. See *The Exchange Offer – Consent Payment Deadline; Expiration Date; Extensions; Amendments* .

Q: What are my rights if I change my mind after I tender my Grant Prideco notes and deliver my consent?

A: You may withdraw your tendered notes at any time before the expiration of the exchange offer. You may revoke your consent at any time before the consent payment deadline. You may not revoke your consent at any time after the consent payment deadline. A valid withdrawal of tendered Grant Prideco notes prior to the consent payment deadline will constitute the revocation of the related consent to the proposed amendments to the Grant Prideco indenture. You may only revoke your consent by validly withdrawing the Grant Prideco notes prior to the consent payment deadline. If you validly withdraw your Grant Prideco notes following the consent payment deadline, but before the expiration of the exchange offer, your consent will be counted, but you will not receive the consent payment. See *The Exchange offer – Withdrawal of Tenders and Revocation of Corresponding Consents* .

Q: How do I exchange my Grant Prideco notes if I am a beneficial owner of Grant Prideco notes held of record by a custodian bank, depository, broker, trust company or other nominee? Will the record holder exchange my Grant Prideco notes for me?

A: If your Grant Prideco notes are held by a custodian bank, depository, broker, trust company or other nominee and you wish to tender the securities in the exchange offer, you should contact that institution promptly and instruct the institution to tender on your behalf. The record holder will tender your notes on your behalf, but only if you instruct the record holder to do so. See *The Exchange offer – Procedures for Consenting and Tendering – Grant Prideco Notes Held through a Nominee* .

Q: Do I have the right to dissent from the exchange offer or the consent solicitation or seek appraisal of the Grant Prideco notes I hold?

A: Holders of Grant Prideco notes do not have any appraisal or dissenters' rights under New York law, the law governing the Grant Prideco indenture, or under the terms of the Grant Prideco indenture in connection with the exchange offer and consent solicitation.

Q: Will the National Oilwell Varco notes be eligible for trading on an exchange?

A: We expect that the National Oilwell Varco notes will be eligible for trading on the OTC Bulletin Board. However, there can be no assurance as to the development or liquidity of any market for the National Oilwell Varco notes. See Risk Factors Risks Related to the Exchange Offer, the Consent Solicitation and the National Oilwell Varco Notes Your ability to transfer the National Oilwell Varco notes may be limited by the absence of a trading market.

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Q: To whom should I direct any questions?

A: Questions concerning the terms of the exchange offer or the consent solicitation should be directed to the dealer manager; contact information for the dealer manager is set forth on the back cover of this prospectus. Questions concerning tender procedures and requests for additional copies of this prospectus statement should be directed to the information agent. The addresses and telephone numbers of the dealer manager and the information agent are set forth on the back cover page of this prospectus.

We may be required to amend or supplement this prospectus at any time to add, update or change the information contained in this prospectus. You should read this prospectus and any amendment or supplement hereto, together with the documents incorporated by reference herein and the additional information described under **Where You Can Find More Information** .

Risk Factors

An investment in the National Oilwell Varco notes involves risks that a potential investor should carefully evaluate prior to making an investment in the National Oilwell Varco notes. See **Risk Factors** beginning on page 11.

Table of Contents**Selected Historical Consolidated Financial Data of National Oilwell Varco**

National Oilwell Varco is providing the following information to aid in your analysis of the financial aspects of the exchange offer. The following selected historical financial data for each of the years in the five-year period ended December 31, 2007 has been derived from the audited consolidated financial statements for National Oilwell Varco.

The information is only a summary. You should read it along with the historical financial statements and related notes and the section titled Management's Discussion and Analysis of Financial Condition and Results of Operations contained in the Annual Report on Form 10-K for National Oilwell Varco for the year ended December 31, 2007 on file with the Securities and Exchange Commission and incorporated by reference into this prospectus. See Where You Can Find More Information .

	2007	Year Ended December 31,			2003
		2006	2005(1)	2004	
(In millions, except per share data)					
Operation Data:					
Revenue	\$ 9,789.0	\$ 7,025.8	\$ 4,644.5	\$ 2,318.1	\$ 2,004.9
Operating Profit	2,044.4	1,111.1	476.8	176.0	164.1
Income before Taxes and Minority Interest	2,028.9	1,049.2	430.0	138.9	121.8
Net income	\$ 1,337.1	\$ 684.0	\$ 286.9	\$ 115.2	\$ 79.7
Net income per Share(2):					
Basic	\$ 3.77	\$ 1.95	\$ 0.92	0.67	\$ 0.47
Diluted	\$ 3.76	\$ 1.93	\$ 0.91	\$ 0.67	\$ 0.47
Balance Sheet Data (at end of period):					
Total Assets	\$ 12,114.9	\$ 9,019.3	\$ 6,678.5	\$ 2,576.5	\$ 2,213.1
Long-term debt, less Current Maturities	737.9	834.7	835.6	350.0	594.0
Stockholders' Equity	6,661.4	5,023.5	4,194.2	1,270.2	1,059.2

(1) Financial results of Varco International, Inc. (Varco) have been included in National Oilwell Varco's consolidated financial statements beginning March 11, 2005, the date the Varco merger was completed and Varco's common shares were exchanged for shares of National Oilwell Varco's common stock. Financial information for prior periods and dates may not be comparable with 2005 due to the impact of this business combination on National Oilwell Varco's financial position and results of operation. See Note 3 of the Notes to National Oilwell Varco's Consolidated Financial Statements (incorporated herein by reference to National Oilwell Varco's annual report on Form 10-K for the year ended December 31, 2006) for a description of the Varco merger and related adjusted financial information. Results for the year ended December 31, 2005 include integration costs associated with the Varco merger of \$31.7 million and stock-based compensation costs of \$15.6 million related to the amortization expense of options assumed in the Varco merger.

(2) All periods reflect a two-for-one stock split effected as a stock dividend in September 2007.

Table of Contents**Selected Historical Consolidated Financial Data of Grant Prideco**

The following information of Grant Prideco is being provided to aid in your analysis of the financial aspects of the exchange offer. The following selected historical financial data for each of the years in the five-year period ended December 31, 2007 has been derived from audited consolidated financial statements for Grant Prideco. This information has been adjusted in all periods to reflect the pending sale of Grant Prideco's Atlas Bradford Premium Threading and Services, TCA Premium Casing and Tube-Alloy Accessories to Vallourec S.A. and Vallourec & Mannesmann Holdings, Inc., including the disposal of certain other divisions in Canada and Venezuela, and the sale of Grant Prideco's Texas Arai division in 2004 as discontinued operations.

The information is only a summary. You should read it along with historical financial statements and related notes and the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in the Annual Report on Form 10-K for Grant Prideco for the year ended December 31, 2007 on file with the Securities and Exchange Commission. See "Where You Can Find More Information".

	Year Ended December 31,				
	2007(1)	2006(1)(2)	2005(3)	2004(4)	2003(5)
	(In millions, except per share data)				
Operation Data:					
Revenue	\$ 1,908.6	\$ 1,530.3	\$ 1,089.3	\$ 767.6	\$ 628.5
Operating Income	580.7	470.7	233.9	121.3	36.2
Income (Loss) from Continuing Operations	478.2	404.1	139.6	50.8	(3.4)
Net income	519.2	464.6	189.0	55.3	5.2
Income (Loss) Per Share:					
Income (Loss) from Continuing Operations:					