

SMITH INTERNATIONAL INC

Form 8-K

March 13, 2009

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**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  
March 12, 2009  
Date of Report  
(Date of earliest event reported)  
SMITH INTERNATIONAL, INC.  
(Exact name of Registrant as specified in its charter)**

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

**1-8514**  
(Commission  
File Number)  
**16740 East Hardy Road, Houston, Texas**  
(Address of principal executive offices)  
**77032**  
(Zip Code)  
**(281) 443-3370**

**95-3822631**  
(I.R.S. Employer  
Identification No.)

(Registrant's telephone number, including area code)

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))
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Item 8.01 Other Events.

Item 9.01. Financial Statements and Exhibits

SIGNATURE

EXHIBIT INDEX

EX-23.1

EX-99.1

EX-99.2

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**Item 8.01 Other Events.**

In connection with the acquisition of W-H Energy Services, Inc. ( W-H ), Smith International, Inc. ( Smith ) is providing certain information related to the historical operations of W-H in order to update our previous filings with the Commission.

The audited and interim financial statements of W-H required by Item 9.01(a) of Form 8-K are being filed as Exhibit 99.1 and Smith s proforma condensed combined statements of operations for the year ended December 31, 2008 are being filed with this Form 8-K as Exhibit 99.2.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits.

| Exhibit No. | Exhibit  |
|-------------|--|
| 23.1        | Consent of Independent Registered Public Accounting Firm.  |
| 99.1        | The audited and interim financial statements of W-H Energy Services, Inc.  |
| 99.2        | Unaudited Pro Forma Condensed Combined Statement of Operations for the year ended December 31, 2008 of Smith International, Inc. |

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**SIGNATURE**

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.

SMITH INTERNATIONAL, INC.

/s/ Margaret K. Dorman

By: Margaret K. Dorman

Executive Vice President, Chief Financial  
Officer and Treasurer

Date: March 12, 2009

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