NOW Inc.
Form 10-12B/A
April 23, 2014

As filed with the Securities and Exchange Commission on April 23, 2014

File No. 001-36325

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Amendment No. 2

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)

Delaware	**46-4191184**
(State or Other Jurisdiction of	**(I.R.S. Employer**
Incorporation or Organization)	**Identification No.)**
7402 North Eldridge Parkway,	
Houston, Texas	**77041**
(Address of Principal Executive Offices)	**(Zip Code)**

(281) 823-4700

(Telephone Number, Including Area Code)

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:

Title of each class to be so registered	Name of exchange on which each class is to be registered
Common Stock, par value $0.01 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

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	x (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:

Exhibit No.	Exhibit Description
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 April 23, 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: April 23, 2014