HALLIBURTON CO
Form S-8
June 11, 2018
As filed with the Securities and Exchange Commission on June 11, 2018
Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

HALLIBURTON COMPANY
(Exact Name of Registrant as Specified in Its Charter)

Delaware	75-2677995
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

3000 North Sam Houston Parkway East
Houston, Texas 77032
(Address of Principal Executive Offices) (Zip Code)

2008 Halliburton Company Elective Deferral Plan, as amended and restated

and

Halliburton Company Directors' Deferred Compensation Plan, as amended and restated effective May 16, 2012

(Full Title of the Plan)

Robb L. Voyles
Executive Vice President, Secretary and General Counsel
Halliburton Company
3000 North Sam Houston Parkway East
Houston, Texas 77032
(Name and Address of Agent For Service)

(281) 871-2699
(Telephone Number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company
		Emerging growth company

(Calculation of Registration Fee on following page)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Deferred Compensation Obligations - Employees (1)	$55,000,000	100%	$55,000,000	$6,874.50
Deferred Compensation Obligations – Company Directors (2)	$2,500,000	100%	$2,500,000	$311.25
Total	$57,500,000	100%	$57,500,000	$7,185.75(4)

(1) The Deferred Compensation Obligations are unsecured obligations of Halliburton Company and certain of its subsidiaries to pay deferred compensation in the future in accordance with the terms of the 2008 Halliburton Elective Deferral Plan, as amended and restated.

(2) The Deferred Compensation Obligations are unsecured obligations of Halliburton Company and certain of its subsidiaries to pay deferred compensation in the future to non-management directors of Halliburton Company in accordance with the Halliburton Company Directors' Deferred Compensation Plan, as amended and restated effective May 16, 2012.

(3) Estimated solely for the purpose of calculating the registration fee.

(4) A registration fee of $1,942,121.48 was paid in connection with the Registration Statement (333-201181) on Form S-4 of Halliburton Company, as filed with the Commission on December 19, 2014, to register 519,073,938 shares of common stock. The Registration Statement (333-201181) on Form S-4 was subsequently withdrawn on May 9, 2016, and all of the securities offered thereunder remain unsold. Pursuant to Rule 457(p) under the Securities Act, $7,185.75 of the registration fee paid under the Registration Statement (333-201181) on Form S-4 will be used to offset against the entire amount of registration fee due for this registration statement. Accordingly, no registration fee is being paid with this registration statement.

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PART I

Information Required In the Section 10(a) Prospectus

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to the participating employees and non-management directors as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended. Such documents and the documents incorporated by reference herein pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Sections 10(a) of the Securities Act.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

Halliburton Company (the "Registrant") hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the "Commission"):

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 filed with the Commission on February 9, 2018 pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above; and

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 4. Description of Securities.

Under the 2008 Halliburton Elective Deferral Plan, as amended and restated, and Halliburton Company Directors' Deferred Compensation Plan, as amended and restated effective May 16, 2012 , Registrant will provide to eligible employees (limited to a group of management or highly compensated employees of Registrant and certain of its subsidiaries who are permanent full-time active employees paid in United States dollars and subject to the income tax laws of the United States) and Halliburton Company non-management directors the opportunity to irrevocably defer to a future year the receipt of certain compensation. The amount of compensation to be deferred by each participant will be determined in accordance with each respective Plan based on the elections of each participant. The amounts of compensation deferred by participants under each respective Plan are referred to as "Deferred Compensation Obligations."

The Deferred Compensation Obligations will be payable on the date or dates selected by each participant in accordance with the terms of each respective Plan or, if earlier, upon the date of death, disability or other termination of employment pursuant to the terms of each respective Plan. In addition, a participant may withdraw amounts in his or her account in the sole discretion of the committee in the event of an unforeseeable emergency as defined in each respective Plan. All payments to participants under each respective Plan will be subject to withholding for applicable

taxes. The Plan will be administered and enforced by a committee appointed by Registrant's Compensation Committee of Directors. The committee will designate from time to time one or more benchmark investment options in which the account of each participant under each respective Plan will be deemed invested. An investment return (gain or loss) will periodically be credited to, or deducted from, each respective Plan account of each participant in an amount the participant would have earned (or lost) if the amount deferred had been invested in the benchmark investment options to which the participant allocated his or her Plan account. A participant will be one hundred percent vested in the amounts the participant elects to defer into his or her account and any investment returns on such amounts.

The Deferred Compensation Obligations will be unsecured general obligations of the applicable entity that is obligated to pay the deferred compensation in the future in accordance with the terms of each respective Plan, and will rank equally with other unsecured indebtedness of that applicable entity. Non-qualified trusts can be established to pay benefits under each respective Plan. In such case, the trust will be funded to the extent the applicable entity determines, in its discretion, and the trust assets attributable to each applicable entity will also be subject to the claims of each entity's general creditors.

No participant or beneficiary may sell, transfer, assign, or encumber in any manner, either voluntarily or involuntarily, any amounts, or any portion thereof, payable under each respective Plan except to the extent the participant or beneficiary provides an order that satisfies the requirements for a "qualified domestic relations order" under the Employee Retirement Income Security Act of 1974.

Registrant may amend or terminate each respective Plan at any time; provided, however, that no such amendment or termination may impair the rights of a participant with respect to amounts already allocated to his or her account.

Item 5. Interests of Named Experts and Counsel.

The validity of the securities being registered hereby has been passed upon for Registrant by Bruce A. Metzinger, Vice President, and Assistant Secretary. Mr. Metzinger owns Halliburton Common Stock and options to purchase Halliburton Common Stock. Mr. Metzinger is eligible and is currently participating in the Deferred Compensation Plan.

Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of the State of Delaware, or DGCL, provides that a Delaware corporation has the power, under specified circumstances, to indemnify any person who is or was a party or is threated to be made a party to any threatened, pending, or completed action, suit, or proceeding (other than an action by or in right of the corporation), whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another entity, for expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in any such action, suit, or proceeding.

Section 145 of the DGCL also provides that a Delaware corporation has the power, under specified circumstances, to indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another entity for expenses (including attorneys' fees) actually and reasonably incurred in such action or suit.

The Tenth Article of the Registrant's restated certificate of incorporation together with Section 36 of its by-laws generally provide for mandatory indemnification of each person who is or was made a party to or involved in any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding because:

(i) the person is or was an officer or director of the Registrant; or
(ii) is a person who is or was serving at the request of the Registrant as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, or other enterprise, including service relating to employee benefit plans,

to the fullest extent permitted by the DGCL as it existed at the time the respective indemnification provisions of the Registrant's restated certificate of incorporation and the by-laws were adopted or as it may be amended. Section 145 of the DGCL, Section 36 of the Registrant's by-laws, and the Tenth Article of the Registrant's restated certificate of incorporation expressly provide that they are not the exclusive methods of indemnification.

In addition, the Registrant has entered into indemnification agreements with each of its directors and executive officers.

Section 36 of the Registrant's by-laws provides that the Registrant may maintain insurance, at its own expense, to protect itself and any present or former director or officer of the Registrant or any such director or officer serving at the request of the Registrant as a director, officer, employee, or agent of another entity against any expense, liability, or loss reasonably incurred or suffered. This insurance coverage may be maintained regardless of whether the Registrant would have the power to indemnify the person against the expense, liability, or loss under the DGCL.

Section 102(b)(7) of the DGCL provides that a certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. However, that provision shall not eliminate or limit the liability of a director:

(i) for any breach of the director's duty of loyalty to the corporation or its stockholders;
(ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
(iii) under Section 174 of the DGCL, relating to liability for unlawful acquisitions or redemptions of, or payment of dividends on, capital stock; or
(iv) for any transaction from which the director derived an improper personal benefit.

The Fifteenth Article of the Registrant's restated certificate of incorporation contains this type of provision.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed Herewith
5.1	Opinion and Consent of Bruce A. Metzinger					X
23.1	Consent of Independent Registered Public Accounting Firm					X
23.2	Consent of Bruce A. Metzinger (contained in Exhibit 5.1)					X
24	Powers of Attorney for the following directors: Abdulaziz F. Al Khayyal William E. Albrecht Alan M. Bennett James R. Boyd Milton Carroll Nance K. Dicciani Murry S. Gerber José C. Grubisich David J. Lesar Robert A. Malone Jeffrey A. Miller Debra L. Reed					X
99.1	2008 Halliburton Elective Deferral Plan, as amended and restated	10-Q	001-03492	10.3	October 26, 2007	
99.2	Amendment No. 1 to 2008 Halliburton Elective Deferral Plan	10-K	001-03492	10.41	February 17, 2011	
99.3	Halliburton Company Directors' Deferred Compensation Plan, as amended and restated effective May 16, 2012	10-Q	001-03492	10.5	July 7, 2012	

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes: (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act; (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement - notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that clauses (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those clauses is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement; (2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference into this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 11, 2018.

Halliburton Company

By: /s/ Robb L. Voyles
Executive Vice President, Secretary, and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Jeffrey A. Miller Jeffrey A. Miller	President, Chief Executive Officer and Director (Principal Executive Officer)	June 11, 2018
/s/ Christopher T. Weber Christopher T. Weber	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 11, 2018
/s/ Charles E. Geer, Jr. Charles E. Geer, Jr.	Vice President and Corporate Controller (Principal Accounting Officer)	June 11, 2018
*		
Abdulaziz F. Al Khayyal	Director	
*		
William E. Albrecht	Director	
*		
Alan M. Bennett	Director	
*		
James R. Boyd	Director	
*		
Milton Carroll	Director	
*		
Nance K. Dicciani	Director	
*		
Murry S. Gerber	Director	

* José C. Grubisich	Director	
* David J. Lesar	Executive Chairman of the Board and Director	
* Robert A. Malone	Director	
* Debra L. Reed	Director	
By: */s/ Robb L. Voyles Robb L. Voyles Attorney-in-Fact		June 11, 2018

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