W-H ENERGY SERVICES INC
Form SC TO-T/A
August 13, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE TO

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 4)
W-H Energy Services, Inc.
(Name of Subject Company)
Whitehall Acquisition Corp.
a wholly owned subsidiary of
Smith International, Inc.
(Name of Filing Person Offerors)

Common Stock, $0.0001 Par Value Per Share
together with the associated preferred share purchase rights
(Title of Class of Securities)

92925E108
(CUSIP Number of Class of Securities)

Richard E. Chandler, Jr.
Senior Vice President, General Counsel and Corporate Secretary
Smith International, Inc.
16740 East Hardy Road
Houston, Texas 77032
(281) 443-3370
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

Copy To:
Daniel A. Neff, Esq.
David E. Shapiro, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
Telephone: (212) 403-1000

Calculation of Filing Fee

Transaction Valuation*	**Amount of Filing Fee****
$3,032,682,372	$119,184.42***

* Estimated for purposes of calculating the amount of the filing fee only, in accordance with Rule 0-11(a)(4) and 0-11(d) under the U.S. Securities and Exchange Act of 1934, as amended (the Exchange Act). The market value of the securities to be received was calculated as the product of (i) 32,383,154 shares of W-H common stock (the sum of (x) 30,711,232 shares of W-H common stock outstanding, (y) 1,411,838 shares of W-H common stock issuable upon the exercise of outstanding options and (z) 260,084 restricted stock awards outstanding, each as of June 23, 2008 (as set forth by W-H in its Solicitation/Recommendation Statement on Schedule 14D-9, filed June 24, 2008)) and (ii) the average of the high and low sales prices of W-H common stock as reported on the New York Stock Exchange on June 17, 2008 ($93.65).

** The amount of the filing fee, calculated in accordance with Section 13(e) of the Exchange Act, equals $39.30 per million dollars of the transaction valuation.

*** Previously paid.

þ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: $54,883.49. Filing Party: Smith International, Inc.
Form or Registration No.: Form S-4 333-151897. Date Filed: June 24, 2008.

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

þ third-party tender offer subject to Rule 14d-1.

o issuer tender offer subject to Rule 13e-4.

o going-private transaction subject to Rule 13e-3.

o amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

This Amendment No. 4 (Amendment No. 4) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (SEC) on June 24, 2008, and subsequently amended by Amendment No. 1 on July 21, 2008, Amendment No. 2 on August 4, 2008, and Amendment No. 3 on August 8, 2008 (as amended from time to time, the Schedule TO) by Smith International, Inc., a Delaware corporation (Smith), and Whitehall Acquisition Corp., a Texas corporation and a wholly owned subsidiary of Smith (Offeror), relating to the offer (the Offer) by Offeror to exchange for each outstanding share of common stock, $0.0001 par value per share, of W-H Energy Services, Inc., a Texas corporation (W-H), together with the associated preferred share purchase rights issued pursuant to the Rights Agreement, dated May 31, 2002, as amended, by and between W-H and Computershare Trust Company, N.A., as Rights Agent (the Shares), at the election of the holder thereof: (a) $56.10 in cash, without interest, and 0.48 shares of Smith common stock, par value $1.00 per share, including the associated preferred share purchase rights (Smith Common Stock) (the Mixed Consideration), (b) $93.55 in cash, without interest (the All-Cash Consideration), or (c) 1.1990 shares of Smith Common Stock (the All-Stock Consideration), subject in each case to the election procedures and, in the case of elections of the All-Cash Consideration or the All-Stock Consideration, to the proration procedures described in the Prospectus (as defined below) and the related Letter of Election and Transmittal (as defined below).

Smith has filed with the SEC a Registration Statement on Form S-4, dated June 24, 2008, and amended on June 25, 2008 and July 21, 2008, relating to the offer and sale of Smith Common Stock to be issued to holders of Shares in the Offer (as it may be amended from time to time, the Registration Statement). The terms and conditions of the Offer are set forth in the prospectus/offer to exchange, which is a part of the Registration Statement (the Prospectus), and the related letter of election and transmittal (the Letter of Election and Transmittal), which are filed as Exhibits (a)(4) and (a)(1)(A), respectively, hereto. Pursuant to General Instruction F to Schedule TO, the information contained in the Prospectus and the Letter of Election and Transmittal, including any amendment, prospectus supplement or other supplement thereto related to the Offer hereafter filed with the SEC by Smith or Offeror, is hereby expressly incorporated in this Schedule TO by reference in response to items 1 through 11 of this Schedule TO and is supplemented and amended by the information specifically provided for in this Schedule TO. The Agreement and Plan of Merger, dated as of June 3, 2008, by and among Smith, W-H and Offeror (the Merger Agreement), a copy of which is attached as Exhibit (d)(1) to this Schedule TO, is incorporated in this Schedule TO by reference.

All capitalized terms used but not defined in this Amendment No. 4 shall have the meanings ascribed to such terms in the Prospectus.

ITEM 11. ***ADDITIONAL INFORMATION.***

Item 11(b) of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

On August 12, 2008, Smith and W-H received notification from the Federal Trade Commission granting early termination of the waiting period under the HSR Act with respect to the Offer and the Merger.

ITEM 12. ***EXHIBITS.***

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

(a)(5)(G) Joint Press Release issued by Smith and W-H, dated August 12, 2008, announcing the early termination of the waiting period under the HSR Act.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

Dated: August 13, 2008

SMITH INTERNATIONAL, INC.

By: /s/ Richard E. Chandler, Jr.

Name: Richard E. Chandler, Jr.

Title: Senior Vice President, General Counsel and Corporate Secretary

WHITEHALL ACQUISITION CORP.

By: /s/ Richard E. Chandler, Jr.

Name: Richard E. Chandler, Jr.
Title: Director and Secretary

EXHIBIT INDEX

(a)(1)(A)	Form of Letter of Election and Transmittal (incorporated by reference to Exhibit 99.3 to Smith s Registration Statement on Form S-4 filed on June 24, 2008 (the S-4)).
(a)(1)(B)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.4 to the S-4).
(a)(1)(C)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.5 to the S-4).
(a)(1)(D)	Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute Form W-9 (incorporated by reference to Exhibit 99.6 to the S-4).
(a)(1)(E)	Form of Notice of Guaranteed Delivery.
(a)(4)	Prospectus registering the offer and sale of Smith Common Stock to be issued in the Offer (incorporated by reference to the S-4).
(a)(5)(A)	Joint Press Release issued by Smith and the W-H, dated June 3, 2008, announcing the execution of the Agreement and Plan of Merger among Smith, W-H and Offeror (incorporated by reference to Exhibit 99.01 to the Form 8-K filed by Smith on June 5, 2008).
(a)(5)(B)	Form of Summary Advertisement published in the *New York Times* on June 24, 2008 (incorporated by reference to Exhibit 99.7 to the S-4).
(a)(5)(C)*	Joint Press Release issued by Smith and W-H, dated June 24, 2008, announcing the commencement of the Offer.
(a)(5)(D)*	Joint Press Release issued by Smith and W-H, dated July 18, 2008, announcing the extension of the Offer and providing a Hart-Scott-Rodino update.
(a)(5)(E)*	Joint Press Release issued by Smith and W-H, dated August 1, 2008, announcing the extension of the Offer.
(a)(5)(F)*	Joint Press Release issued by Smith and W-H, dated August 7, 2008, announcing the extension of the Offer.
(a)(5)(G)	Joint Press Release issued by Smith and W-H, dated August 12, 2008, announcing the early termination of the waiting period under the HSR Act.
(b)(1)*	Commitment Letter, dated as of July 2, 2008, between Smith and Bank A.
(b)(2)*	Commitment Letter, dated as of July 3, 2008, between Smith and Bank B.
(b)(3)*	Commitment Letter, dated as of July 8, 2008, between Smith and Bank C.
(b)(4)*	Commitment Letter, dated as of July 10, 2008, between Smith and Bank D.
(b)(5)*	Commitment Letter, dated as of July 14, 2008, between Smith and Bank E.
(d)(1)	Agreement and Plan of Merger, dated as of June 3, 2008, among Smith, W-H and Offeror (incorporated by reference to the Form 8-K filed by Smith on June 5, 2008).

*Previously filed with this Schedule TO.