

VARCO INTERNATIONAL INC /DE/

Form 425

October 13, 2004

**Table of Contents**

---

---

**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**

**October 13, 2004 (October 13, 2004)**  
Date of Report (Date of earliest event reported)

**NATIONAL-OILWELL, INC.**

---

(Exact name of registrant as specified in its charter)

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

**1-12317**  
(Commission  
File Number)

**76-0475815**  
(IRS Employer  
Identification No.)

**10000 Richmond Avenue**  
**Houston, Texas**  
(Address of principal executive offices)

**77042**  
(Zip Code)

Registrant's telephone number, including area code: **713-346-7775**

---

(Former name or former address, if changed since last report.)

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))
- 
- 
-

**TABLE OF CONTENTS**

Item 8.01 Other Events.

Item 9.01 Financial Statements and Exhibits

**SIGNATURES**

Joint Press Release dated October 13, 2004

---

**Table of Contents**

**Item 8.01 Other Events.**

On October 13, 2004, National-Oilwell, Inc. and Varco International, Inc. issued a joint press release announcing that they have each received a request for additional information from the U.S. Department of Justice pursuant to the notification requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, in connection with the proposed merger between the companies.

For additional information concerning the foregoing, a copy of the joint press release dated October 13, 2004 is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

*(c) Exhibits*

The following exhibit is being filed herewith:

99.1 Joint Press Release dated October 13, 2004.

**SIGNATURES**

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.

Date: October 13, 2004

NATIONAL-OILWELL, INC.

/s/ Steven W. Krablin  
Steven W. Krablin  
Sr. Vice President and Chief Financial  
Officer

---

**Table of Contents**

**INDEX TO EXHIBITS**

**Exhibit**

**No.      Description**

---

99.1      Joint Press Release dated October 13, 2004.