
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): May 20, 2025

NOV INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-12317
(Commission
File Number)

76-0475815
(I.R.S. Employer
Identification No.)

10353 Richmond Ave.
Houston, Texas
(Address of Principal Executive Offices)

77042
(Zip Code)

Registrant's Telephone Number, Including Area Code 346-223-3000

(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 (*see* General Instruction A.2. below):

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	NOV	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 20, 2025, NOV Inc. (the “Company”) held its Annual Meeting of Stockholders at which the following matters were voted upon and approved by the Company’s stockholders:

1. the election of nine members to the Board of Directors;
2. the ratification of the appointment of Ernst & Young LLP as the Company’s independent auditors for 2025;
3. the approval, on an advisory basis, of the compensation of the Company’s named executive officers; and
4. the approval of an amendment and restatement of the NOV Inc. Long-Term Incentive Plan.

The following is a summary of the voting results for each matter presented to the Company’s stockholders:

<u>1. Election of directors:</u>	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
Clay C. Williams	329,020,588	8,961,243	128,738	17,458,454
Marcela E. Donadio	330,011,598	7,957,671	141,300	17,458,454
Ben A. Guill	326,222,703	11,770,992	116,874	17,458,454
David D. Harrison	327,040,981	10,954,734	114,854	17,458,454
Christian S. Kendall	336,737,357	1,259,474	113,738	17,458,454
Patricia Martinez	335,578,278	2,325,893	206,398	17,458,454
Patricia B. Melcher	335,812,308	2,179,395	118,866	17,458,454
William R. Thomas	334,297,625	3,696,403	116,541	17,458,454
Robert S. Welborn	331,742,922	6,251,560	116,087	17,458,454

The nine directors nominated by the Board of Directors were re-elected to serve one-year terms expiring in 2025. There were no nominees to office other than the directors elected.

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
2. Ratification of the appointment of Ernst & Young LLP as the Company’s independent auditors for 2024	334,043,015	21,357,894	168,114	0

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
3. Approval of the compensation of the Company’s named executive officers	321,782,502	9,993,088	6,334,979	17,458,454

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
4. Approval of an amendment and restatement of the NOV Inc. Long-Term Incentive Plan	328,371,943	9,531,778	206,848	17,458,454

Item 8.01 Other Events

On May 20, 2025, the Company's Board of Directors ("Board") declared a supplemental dividend of \$0.21 per share as part of the Company's 2024 return of capital plan. The supplemental dividend is payable on June 13, 2025 to each stockholder of record on June 2, 2025.

The Board also declared a regular quarterly dividend of \$0.075 per share, payable on June 27, 2025 to each stockholder of record on June 13, 2025.

A copy of the press release issued by the Company on May 21, 2025 on these items is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 99.1 [NOV Declares Regular Quarterly Dividend and Supplemental Dividend](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: May 22, 2025

NOV INC.

/s/ Peter F. Vranderic

Peter F. Vranderic

Vice President



NEWS

Contact: Amie D'Ambrosio (713) 375-3826

FOR IMMEDIATE RELEASE**NOV DECLARES REGULAR QUARTERLY DIVIDEND AND SUPPLEMENTAL DIVIDEND**

HOUSTON, TX, May 21, 2025 NOV Inc. (NYSE: NOV) announced today that its Board of Directors declared a regular quarterly cash dividend of \$0.075 per share of common stock, payable on June 27, 2025 to each stockholder of record on June 13, 2025.

NOV also announced today that its Board of Directors declared a supplemental cash dividend of \$0.21 per share of common stock as part of the Company's 2024 return of capital plan. The supplemental dividend is payable on June 13, 2025 to each stockholder of record on June 2, 2025.

About NOV

NOV delivers technology-driven solutions to empower the global energy industry. For more than 150 years, NOV has pioneered innovations that enable its customers to safely produce abundant energy while minimizing environmental impact. The energy industry depends on NOV's deep expertise and technology to continually improve oilfield operations and assist in efforts to advance the energy transition towards a more sustainable future. NOV powers the industry that powers the world.

Cautionary Statement for the Purpose of the "Safe Harbor" Provisions of the Private Securities Litigation Reform Act of 1995

Statements made in this press release that are forward-looking in nature are intended to be "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934 and may involve risks and uncertainties. These statements may differ materially from the actual future events or results. Readers are referred to documents filed by NOV with the Securities and Exchange Commission, including the Annual Report on Form 10-K, which identify significant risk factors which could cause actual results to differ from those contained in the forward-looking statements. These statements speak only as of the date of this document, and we undertake no obligation to update or revise the statements, except as may be required by law.

Visit www.nov.com for more information.

CONTACT:

Amie D'Ambrosio
Director, Investor Relations
(713) 375-3826
amie.dambrosio@nov.com

Source: NOV Inc.