

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

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

NOV INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

**10353 Richmond Avenue
Houston, Texas 77042-4103
(346) 223-3000**

(Address, Including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

NOV Inc. Long-Term Incentive Plan
(Full Title of the Plan)

Rodney C. Reed
Senior Vice President and Chief Financial Officer
10353 Richmond Avenue
Houston, Texas 77042-4103
(346) 223-3000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Megan Foscaldi
Troutman Pepper Locke LLP
111 Huntington Ave
Boston, MA 02199
(617) 239-0282

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

- | | | | |
|-------------------------|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 relates to the registration of 15,200,000 shares (the “Shares”) of common stock of NOV Inc. (the “Company”). The Shares are securities of the same class and relate to the same employee benefit plan, the NOV Inc. Long-Term Incentive Plan (the “Plan”), as those registered pursuant to the Form S-8 Registration Statement filed by the Company on May 11, 2018 (File No. 333-224892), the Form S-8 Registration Statement filed by the Company on May 28, 2019 (File No. 333-231779), the Form S-8 Registration Statement filed by the Company on May 20, 2020 (File No. 333-238529), and the Form S-8 Registration Statement filed by the Company on May 22, 2022 (File No. 333-265171) (collectively, the “Prior Registration Statements”). In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the new information set forth below.

The Shares that are the subject of this Registration Statement relate to the amendments to the Company’s Plan to increase the number of authorized shares available for issuance thereunder. The amendments were approved by the Company’s stockholders at the Company’s annual meeting held on May 20, 2025.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”) but will be sent or given to participants as specified by Rule 428(b)(1) promulgated under the Securities Act of 1933 as amended (the “Securities Act”).

PART II INFORMATION REQUIRED IN THIS REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents, which previously have been filed by the Company with the Commission, are incorporated herein by reference and made a part hereof:

- A. The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2024, filed with the Commission on February 14, 2025;
- B. The Company’s Quarterly Report on [Form 10-Q](#) for the quarterly period ended March 31, 2025, filed with the Commission on April 29, 2025;
- C. The description of the Company’s common stock filed as [Exhibit 4.1](#) to the Company’s Annual Report on Form 10-K for the year ended December 31, 2020, filed with the Commission on February 12, 2021; and
- D. The Company’s Current Report on [Form 8-K](#), as filed with the Commission on March 20, 2025.

All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (excluding any information deemed furnished and not filed pursuant to Item 2.02 or Item 7.01 of any current report on Form 8-K) subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated in this Registration Statement by reference and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement, in an amendment hereto, or in a document 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 herein or in any subsequently filed amendment to this Registration Statement or in any document that also is incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits.

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
3.1	— Seventh Amended and Restated Certificate of Incorporation of NOV Inc., filed as Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on May 18, 2023 and incorporated herein by reference.
3.2	— Amended and Restated Bylaws of NOV Inc., filed as Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on February 28, 2023 and incorporated herein by reference.
3.3	— Description of the Registrant’s common stock, filed as Exhibit 4.1 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2020, filed on February 12, 2021 and incorporated herein by reference.
4.1	— Amended and Restated NOV Inc. Long-Term Incentive Plan (incorporated by reference to Appendix I to the Company’s Proxy Statement filed on April 9, 2025).
5.1*	— Opinion of Troutman Pepper Locke LLP as to the validity of the securities being registered.
23.1*	— Consent of Ernst & Young LLP.
23.2*	— Consent of Troutman Pepper Locke LLP (included in Exhibit 5.1).
24.1*	— Power of Attorney (set forth on the signature page of this Registration Statement).
107.1*	— Filing Fee Table

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the Company 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 this 20th day of May, 2025.

NOV INC.

By: /s/ CLAY C. WILLIAMS

Clay C. Williams
Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, hereby constitutes and appoints Clay C. Williams and Rodney C. Reed and each of them, either one of whom may act without joinder of the other, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all pre- and post-effective amendments to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or the substitute or substitutes of any or all of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on May 20, 2025.

Signature	Title
<u>/s/ Clay C. Williams</u> Clay C. Williams	Chairman and Chief Executive Officer
<u>/s/ Rodney C. Reed</u> Rodney C. Reed	Chief Financial Officer and Senior Vice President
<u>/s/ Christy H. Novak</u> Christy H. Novak	Chief Accounting Officer, Vice President, and Corporate Controller
<u>/s/ Marcela E. Donadio</u> Marcela E. Donadio	Director
<u>/s/ Ben A. Guill</u> Ben A. Guill	Director
<u>/s/ David D. Harrison</u> David D. Harrison	Director
<u>/s/ Christian S. Kendall</u> Christian S. Kendall	Director
<u>/s/ Patricia Martinez</u> Patricia Martinez	Director
<u>/s/ Patricia B. Melcher</u> Patricia B. Melcher	Director
<u>/s/ William R. Thomas</u> William R. Thomas	Director
<u>/s/ Robert S. Welborn</u> Robert S. Welborn	Director

Troutman Pepper Locke LLP
111 Huntington Avenue, 9th Floor
Boston, MA 02199-7613

troutman.com



May 20, 2025

NOV Inc.
10353 Richmond Avenue
Houston, Texas 77042

Ladies and Gentlemen:

We have acted as counsel to NOV Inc., a Delaware corporation (the “Company”), in connection with the proposed issuance of up to an additional 15,200,000 shares of common stock, \$0.01 par value per share (the “Shares”), pursuant to a registration statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Act”), to be filed with the U.S. Securities and Exchange Commission (the “Commission”), which Shares are issuable under the NOV Inc. Long-Term Incentive Plan (the “Plan”).

As the basis for the opinion hereinafter expressed, we have examined: (i) originals, or copies certified or otherwise identified to us as being true and complete copies of the originals, of (a) the Plan; (b) the Seventh Amended and Restated Certificate of Incorporation of the Company, as amended to date; (c) the Amended and Restated Bylaws of the Company; (d) certain resolutions of the Board of Directors of the Company; and (e) such other corporate records, certificates, instruments and documents as we have deemed necessary or advisable for the purposes of this opinion; and (ii) such statutes, including the Delaware General Corporation Law (the “DGCL”), and regulations as we have deemed necessary or advisable for the purposes of this opinion. We have not independently verified any factual matter relating to this opinion. In making our examination, we have assumed and have not verified that all signatures on documents examined by us are genuine, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as copies. We have also assumed that the Registration Statement has been filed with the Commission and has become effective under the Act.

Based on the foregoing and on such legal considerations as we deem relevant and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when issued in accordance with the terms of the Plan and the related award agreements thereunder, as applicable, will be validly issued, fully paid and non-assessable.

We express no opinion as to matters involving any law other than the DGCL. For purposes of this opinion, we assume that the Shares will be issued in compliance with all applicable state securities or blue sky laws.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission issued thereunder.

Our opinion is rendered as of the date hereof, and we assume no obligation to update or supplement our opinion to reflect any change of fact, circumstance or law after such time.

Very truly yours,

/s/ Troutman Pepper Locke LLP
Troutman Pepper Locke LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the NOV Inc. Long-Term Incentive Plan of our reports dated February 14, 2025, with respect to the consolidated financial statements of NOV Inc. and the effectiveness of internal control over financial reporting of NOV Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2024, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas

May 20, 2025

Calculation of Filing Fee Tables

Form S-8
(Form Type)

NOV Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share	457(c) and (h)	15,200,000	\$12.77	\$194,104,000	\$0.0001531	\$29,717.32
Total Offering Amounts							\$29,717.32
Total Fee Offsets							\$0
Net Fee Due							\$29,717.32

- (1) The shares of common stock being registered hereby consist of an additional 15,200,000 shares that may be issued under the NOV Inc. Long-Term Incentive Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, the number of shares of common stock registered hereby is subject to adjustment to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended, using the average of the high and low prices of the Common Stock on the New York Stock Exchange on May 15, 2025.