

BAKER HUGHES INC
Form 425
February 24, 2015

Filing
pursuant
to
Rule
425
under
the

Securities

Act

of

1933,

as

amended

Deemed

filed

under

Rule

14a-12

under

the

Securities

Exchange

Act

of

1934,

as

amended

Filer:

Halliburton

Company

Subject

Company:

Baker

Hughes

Incorporated

Commission

File

No.:

001-09397

The following presentation was made by the President of Halliburton Company at the Credit Suisse 20th Annual Energy Summit

Credit Suisse

20

Annual

Energy

Summit

Jeff Miller

President

February 24, 2015

th

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Safe Harbor
Statement

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The
statements
in
this
presentation
that
are
not
historical
statements,
including
statements
regarding
the
integration
of
Halliburton
and
Baker
Hughes,
whether
the
transaction
will
close
and
the
expected
timing
thereof
and
whether
all
required
regulatory
clearances
and
approvals
will
be
obtained,
are
forward-looking
statements
within
the
meaning
of
the

federal securities laws. These statements are subject to numerous risks and uncertainties, many of which are beyond the company's control, which could cause actual results to differ materially from the results expressed or implied by the statements. These risks and uncertainties include, but are not limited to: failure to obtain

the
required
votes
of
Halliburton's
or
Baker
Hughes
stockholders;
the
timing
to
consummate
the
proposed
transaction;
the
conditions
to
closing
of
the
proposed
transaction
may
not
be
satisfied
or
the
closing
of
the
proposed
transaction
otherwise
does
not
occur;
the
risk
a
regulatory
approval
that
may
be
required
for
the

proposed
transaction
is
not
obtained
or
is
obtained
subject
to
conditions
that
are
not
anticipated;
the
diversion
of
management
time
on
transaction-related
issues;
the
ultimate
timing,
outcome
and
results
of
integrating
the
operations
of
Halliburton
and
Baker
Hughes
and
the
ultimate
outcome
of
Halliburton's
operating
efficiencies
applied
to
Baker
Hughes

products
and
services;
the
effects
of
the
business
combination
of
Halliburton
and
Baker
Hughes,
including
the
combined
company's
future
financial
condition,
results
of
operations,
strategy
and
plans;
expected
synergies
and
other
benefits
from
the
proposed
transaction
and
the
ability
of
Halliburton
to
realize
such
synergies
and
other
benefits;
expectations
regarding

regulatory
approval
of
the
transaction;
results
of
litigation,
settlements,
and
investigations;
and
other
risks
and
uncertainties
described
in
Halliburton's
Form
10-K
for
the
year
ended
December
31,
2014,
recent
Current
Reports
on
Form
8-K,
and
other
Securities
and
Exchange
Commission
filings.
These
filings
also
discuss
some
of
the
important
risk

factors
identified
that
may
affect
Halliburton's
business,
results
of
operations,
and
financial
condition.
Halliburton
undertakes
no
obligation
to
revise
or
update
publicly
any
forward-looking
statements
for
any
reason.

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Safe Harbor
Statement

This communication does not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities or a solicitation of a vote or approval. This communication relates to a proposed business combination between Halliburton and Baker Hughes. In connection with this proposed business combination, Halliburton and Baker Hughes have entered into a series of agreements, including a definitive agreement, which are subject to the review and approval of the boards of directors of Halliburton and Baker Hughes.

this
proposed
business
combination,
Halliburton
has
filed
with
the
Securities
and
Exchange
Commission
(the
"SEC")

a
registration
statement
on

Form S-4, including Amendments No. 1 and 2 thereto, and a definitive joint proxy statement/prospectus of Halliburton and Baker Hughes. INVESTORS AND SECURITY HOLDERS OF HALLIBURTON AND BAKER HUGHES ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS, REGISTRATION STATEMENT AND OTHER DOCUMENTS FILED OR THAT MAY BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN IMPORTANT INFORMATION.

Investors
and
security
holders
will
be
able
to
obtain
free
copies
of
these
documents

(if
and
when
available) and other documents filed with the SEC by Halliburton and/or Baker Hughes through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Halliburton are available free of charge on Halliburton's website at <http://www.halliburton.com> or by contacting Halliburton's Investor Relations Department by email at investors@Halliburton.com or by calling 1-281-871-2688.

Copies

of
the
documents
filed
with
the
SEC
by
Baker
Hughes
are
available
free
of
charge
on
Baker
Hughes
internet
website

at <http://www.bakerhughes.com> or by contacting Baker Hughes

Investor Relations Department by email at trey.clark@bakerhughes.com or

alondra.oteyza@bakerhughes.com or by phone at +1-713-439-8039 or +1-713-439-8822.

Halliburton, Baker Hughes, their respective directors and certain of their respective executive officers may be considered parties

solicitation of proxies in connection with the proposed transaction. Information about the directors and executive officers of Halliburton

is set forth

in

its

Annual

Report

on

Form

10-K

for

the

year

ended

December

31,

2014,

which

was

filed

with

the

SEC

on

February

24,

2015,

its proxy
statement
for
its
2014
annual
meeting
of
stockholders,
which
was
filed
with
the
SEC
on
April
8,
2014,
and
its
Current
Reports
on
Form
8-K
filed
with
the
SEC
on
July
21,
2014
and
December
9,
2014.
Information
about
the
directors
and
executive
officers
of
Baker
Hughes
is
set

forth
in its Annual Report on Form 10-K for the year ended December 31, 2013, which was filed with the SEC on February 12, 2014
statement
for
its
2014
annual
meeting
of
stockholders,
which
was
filed
with
the
SEC
on
March
5,
2014,
its
Quarterly
Report
on
Form
10-
Q
for
the
quarter
ended
September
30,
2014,
which
was
filed
with
the
SEC
on
October
21,
2014,
and
its Current Reports on Form 8-K filed
with the SEC on June 10, 2014, September 10, 2014 and December 10, 2014. These documents can be obtained free of charge
sources
indicated
above.

Additional
information
regarding
the
participants
in
the
proxy
solicitations
and
a
description
of
their
direct
and
indirect

interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to SEC when they become available.

Participants in Solicitation
Additional information

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1997 Cycle
2001 Cycle
2008 Cycle
2014 Cycle

Weeks

Last 3 Major Cycles

History Doesn't Always Repeat

North America Cycle Analysis

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5
Focused investment in capital equipment
Protect market position
Continue strategic initiatives
Live within our Cash Flow

Adjusting cost structure

Lowering input costs

Two-Pronged

Strategy

Unconventionals

Deepwater

Mature Fields

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5

©
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6
Creating a Bellwether
Oilfield Services Company

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Credit Suisse
20 Annual Energy Summit
Jeff Miller
President
February 24, 2015
th