

HALLIBURTON CO
Form 8-K
November 10, 2015
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): November 5, 2015

HALLIBURTON COMPANY
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-03492 No. 75-2677995
(Commission File Number) (IRS Employer Identification No.)

3000 North Sam Houston Parkway East 77032
Houston, Texas
(Address of Principal Executive Offices) (Zip Code)

(281) 871-2699
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(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 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))

Item 1.01 Entry into a Material Definitive Agreement.

On November 5, 2015, Halliburton Company (the "Company") entered into an Underwriting Agreement (the "Underwriting Agreement") with Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Mizuho Securities USA Inc. and the several other underwriters named therein relating to the offer and sale of \$1,250,000,000 aggregate principal amount of the Company's 2.700% Senior Notes due 2020 (the "2020 Notes"), \$1,250,000,000 aggregate principal amount of the Company's 3.375% Senior Notes due 2022 (the "2022 Notes"), \$2,000,000,000 aggregate principal amount of the Company's 3.800% Senior Notes due 2025 (the "2025 Notes"), \$1,000,000,000 aggregate principal amount of the Company's 4.850% Senior Notes due 2035 (the "2035 Notes") and \$2,000,000,000 aggregate principal amount of the Company's 5.000% Senior Notes due 2045 (together with the 2020 Notes, the 2022 Notes, the 2025 Notes and the 2035 Notes, the "Notes"). A copy of the Underwriting Agreement is attached as an exhibit to this Current Report on Form 8-K and is incorporated by reference herein. The description of the Underwriting Agreement is qualified in its entirety by the provisions of the Underwriting Agreement.

The offering of the Notes was made pursuant to a registration statement on Form S-3 (No. 333-202246) of the Company (the "Registration Statement"). The Registration Statement was automatically effective upon acceptance by the Securities and Exchange Commission (the "SEC") on February 24, 2015, and amended on October 27, 2015. In connection with the offering of the Notes, the Company is filing exhibits as part of this Form 8-K that are to be incorporated by reference in their entirety into the Registration Statement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Underwriting Agreement, dated November 5, 2015, among the Company and Citigroup Global Markets Inc.,
1.1 Credit Suisse Securities (USA) LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Mizuho Securities
USA Inc. and the several other underwriters identified therein.

5.2 Opinion of Baker Botts L.L.P.

23.4 Consent of Baker Botts L.L.P. (included as part of Exhibit 5.2).

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.

HALLIBURTON COMPANY

Date: November 10, 2015 By: /s/ Bruce A. Metzinger
Bruce A. Metzinger
Assistant Secretary

EXHIBIT INDEX

EXHIBIT
NUMBER

EXHIBIT DESCRIPTION

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