

WEATHERFORD INTERNATIONAL LTD

Form S-3

October 07, 2005

Table of Contents

As filed with the Securities and Exchange Commission on October 7, 2005
Registration No. 333-

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

Form S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Weatherford International Ltd.

(Exact name of registrant as specified in its charter)

Bermuda

(State or other jurisdiction of incorporation or organization)

98-0371344

(I.R.S. Employer Identification No.)

Weatherford International Ltd.

515 Post Oak Boulevard, Suite 600

Houston, Texas 77027

(713) 693-4000

*(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)*

Burt M. Martin

Weatherford International Ltd.

515 Post Oak Boulevard, Suite 600

Houston, Texas 77027

(713) 693-4000

*(Name, Address, including zip code, and telephone number,
including area code, of agent for service)*

Approximate date of commencement of proposed sale to the public: As soon as practical after the effective date of this Registration Statement.

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of

1933, or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Unit(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Shares, U.S.\$1.00 par value	26,000,000	\$63.12	\$1,641,120,000	\$193,160

- (1) The distribution of common shares of the issuer will be accomplished by the payment of a dividend by Precision Drilling Corporation, the selling shareholder named herein (PDC), to its shareholders. No consideration will be received by the issuer or PDC. The proposed maximum offering price per unit is calculated based on the average of the high and low sale prices of the Common Shares as reported by the New York Stock Exchange on October 7, 2005.
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Table of Contents

The information in this prospectus is not complete and may be changed. The selling shareholder may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED OCTOBER 1, 2005

PROSPECTUS

**26,000,000 Shares
Weatherford International Ltd.
Common Shares**

Precision Drilling Corporation, the selling shareholder, will distribute 26,000,000 of our common shares to its shareholders under this prospectus. Neither Precision nor we will receive any proceeds from this distribution.

Our common shares are listed for trading on the New York Stock Exchange under the symbol WFT.

You should carefully review and consider the information under the heading Risk Factors beginning on page 1 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2005.

TABLE OF CONTENTS

<u>Weatherford International Ltd.</u>	1
<u>Risk Factors</u>	1
<u>Where You Can Find More Information</u>	5
<u>Selling Shareholder</u>	6
<u>Plan of Distribution</u>	6
<u>Certain Provisions of Bermuda Law</u>	6
<u>Legal Matters</u>	7
<u>Experts</u>	7
<u>Opinion of Convers Dill & Pearman</u>	
<u>Consent of Ernst & Young LLP</u>	
<u>Consent of Deloitte and Touche LLP</u>	

Table of Contents

WEATHERFORD INTERNATIONAL LTD.

We provide equipment and services used for drilling, completion and production of oil and natural gas wells throughout the world. We conduct operations in approximately 100 countries and have service and sales locations in nearly all of the oil and natural gas producing regions in the world. Our offerings include drilling services and equipment, well installation services, fishing and intervention services, completion systems and all forms of artificial lift. We offer step-change technologies, including expandable technology, production optimization systems, underbalanced systems and drilling with casing.

On August 31, 2005, we acquired the Energy Services and International Contract Drilling divisions of Precision Drilling Corporation (PDC) in exchange for 26,000,000 of our common shares and cash of Can \$1.13 billion (approximately US\$945 million). The Energy Services division is a global provider of cased hole and open hole wireline services, drilling and evaluation services and production services. The International Contract Drilling division is an international land rig contractor. The acquisition included 48 land rigs primarily working in the Middle East and North Africa and an extensive fleet of specialized rig transport equipment.

Our principal executive offices are located at 515 Post Oak Boulevard, Suite 600, Houston, Texas 77027-3415. Our telephone number at that location is (713) 693-4000.

RISK FACTORS

The securities to be offered by this prospectus may involve a high degree of risk. When considering an investment in any of these securities, you should consider carefully the following factors as well as the other information set forth or incorporated by reference in this prospectus, including the risks and other disclosure that are presented in (i) our Annual Report on Form 10-K for the year ended December 31, 2004, (ii) our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2005 and June 30, 2005, and (iii) our definitive proxy statement, filed with the SEC on April 4, 2005, under the headings Forward-looking Statements , Risk Factors and Exposures .

International Exposure

Like most multinational oilfield service companies, we have operations in certain international areas, including parts of the Middle East, North and West Africa, Latin America, the Asia Pacific region and the Commonwealth of Independent States, that are subject to risks of war, political disruption, civil disturbance, economic and legal sanctions (such as restrictions against countries that the U.S. government may deem to sponsor terrorism) and changes in global trade policies. Our operations may be restricted or prohibited in any country in which these risks occur. In particular, the occurrence of any of these risks could result in the following events, which in turn, could materially and adversely impact our results of operations:

disruption of oil and natural gas exploration and production activities;

restriction of the movement and exchange of funds;

inhibition of our ability to collect receivables;

enactment of additional or stricter U.S. government or international sanctions; and

limitation of our access to markets for periods of time.

Currency Exposure

Approximately 35.8% of our net assets are located outside the U.S. and are carried on our books in local currencies. Changes in those currencies in relation to the U.S. dollar result in translation adjustments, which are reflected as accumulated other comprehensive income in the shareholders equity section in our Condensed Consolidated Balance Sheets. We recognize remeasurement and transactional gains and losses on currencies in our Condensed Consolidated Statements of Income. Such remeasurement and transactional losses may adversely impact our results of operations.

Table of Contents

In certain foreign countries, a component of our cost structure is U.S. dollar denominated, whereas our revenues are partially local currency based. In those cases, a devaluation of the local currency would adversely impact our operating margins.

Investment Exposure

We own approximately 21% of the common stock of Universal Compression Holdings, Inc. (NYSE: UCO). We account for this ownership interest using the equity method of accounting, which requires us to record our percentage interest in Universal's results of operations in our consolidated statements of operations. Accordingly, fluctuations in Universal's earnings cause fluctuations in our earnings.

Litigation and Environmental Exposure

In the ordinary course of business, we become the subject of various claims and litigation. We maintain insurance to cover many of our potential losses and we are subject to various self-retentions and deductibles with respect to our insurance. Although we are subject to various ongoing items of litigation, we do not believe any of our current items of litigation will result in any material uninsured losses to us. However, it is possible an unexpected judgment could be rendered against us in cases in which we could be uninsured and beyond the amounts we currently have reserved or anticipate incurring.

We are also subject to various federal, state and local laws and regulations relating to the energy industry in general and the environment in particular. Environmental laws have in recent years become more stringent and have generally sought to impose greater liability on a larger number of potentially responsible parties. While we are not currently aware of any situation involving an environmental claim that would be likely to have a material adverse effect on our business, it is always possible that an environmental claim with respect to one or more of our current businesses or a business or property that one of our predecessors owned or used could arise and could involve material expenditures.

Industry Exposure

The concentration of our customers in the energy industry may impact our overall exposure to credit risk as customers may be similarly affected by prolonged changes in economic and industry conditions. Further, laws in some jurisdictions in which we operate could make collection difficult or time consuming. We perform ongoing credit evaluations of our customers and do not generally require collateral in support of our trade receivables. While we maintain reserves for potential credit losses, we cannot assure such reserves will be sufficient to meet write-offs of uncollectible receivables or that our losses from such receivables will be consistent with our expectations.

Terrorism Exposure

The terrorist attacks that took place in the U.S. on September 11, 2001 were unprecedented events that have created many economic and political uncertainties, some of which may materially impact our businesses. The potential for future terrorist attacks, the national and international responses to terrorist attacks, and other acts of war or hostility have created many economic and political uncertainties that could adversely affect our businesses.

Tax Exposure

On June 26, 2002, the stockholders and Board of Directors of Weatherford International, Inc. approved our corporate reorganization, and Weatherford International Ltd., a newly formed Bermuda company, became the parent holding company of Weatherford International, Inc. The realization of the tax benefit of this reorganization could be impacted by changes in tax laws, tax treaties or tax regulations or the interpretation or enforcement thereof or differing interpretation or enforcement of applicable law by the U.S. Internal Revenue Service or other taxing jurisdictions. The inability to realize this benefit could have a material impact on the Company's financial statements.

Table of Contents

Acquisition Integration Exposure

In August of 2005, we acquired the Energy Services and International Contract Drilling divisions of PDC. The divisions purchased are substantial businesses, and integrating those businesses with our other operations and product lines will take significant focus and effort from our management and employees. The integration of this or any other acquisition we make may include unexpected costs and temporarily divert attention from our normal operations. We also cannot be certain that we will realize anticipated synergies from any acquisition.

Drilling Industry Exposures

Our new Precision Drilling International division operates in a competitive and cyclical industry.

Our acquisition of the international contract drilling division of PDC included 48 land rigs primarily working in the Middle East and North Africa and an extensive fleet of specialized rig transport equipment. The contract drilling business is highly competitive. Drilling contracts are generally awarded through a competitive bid process. Price competition, rig availability and the quality and technical capability of service and equipment are the most significant competitive factors. If our Precision Drilling International division is not able to compete with larger drilling companies, we may not be able to secure the most lucrative drilling contracts, which could adversely impact this division's results of operations.

The drilling industry historically has been cyclical, marked by periods of low demand, excess rig supply and low dayrates, followed by periods of high demand, short rig supply and increasing dayrates. We may be required to idle rigs or to enter into lower dayrate contracts during future industry downturns. Lower utilization and dayrates in one or more of the regions in which we operate would adversely affect the revenues and profitability of our Precision Drilling International division and could result in wide fluctuations in this division's results of operations from quarter to quarter.

Prolonged periods of low utilization and dayrates could cause us to recognize impairment charges on our drilling rigs if future cash flow estimates, based upon information available to management at the time, indicate that the carrying value of these rigs may not be recoverable.

Drilling operations are capital intensive and expose us to risk of loss of major assets.

Drilling rigs are major capital assets that require significant investment to own and maintain. Our drilling contracts generally allocate to us the risk of loss of our assets in a catastrophe. Although most of our rigs are insured, we may not be able to insure them in all cases for reasonable premiums and with acceptable deductible and other terms.

The terms of our drilling contracts may result in negative cash flows or losses during the term of the contract.

Our contracts generally provide for a basic dayrate during drilling operations, with lower rates or no payment for periods of equipment breakdown, adverse weather or other conditions that may be beyond our reasonable control. During periods of lower dayrates, our revenues under these contracts may be materially reduced, although the cost structure is largely fixed, which could significantly reduce this division's cash flows and profitability.

When a rig mobilizes to or demobilizes from an operating area, a contract may provide for different dayrates, specified fixed payments or no payment during the mobilization or demobilization. In some cases, the mobilization or demobilization rates negotiated in those contracts may not match the expenses we incur in connection with mobilization or demobilization, which could negatively impact this division's cash flows.

Contracts to employ our drilling rigs have a term based on a specified period of time or the time required to drill a specified well or number of wells. The contract term in some instances may be extended by the customer exercising options for the drilling of additional wells or for an additional term, or by

Table of Contents

exercising a right of first refusal. An unexpected extension of an existing contract may preclude us from bidding on another contract which might have generated greater revenues.

We may suffer losses if our customers terminate or seek to renegotiate drilling contracts.

Certain of our Precision Drilling International division's contracts with customers may be cancellable upon specified notice at the option of the customer. Other contracts require the customer to pay a specified early termination payment upon cancellation, which payments may not fully compensate us for the loss of the contract. Contracts customarily provide for either automatic termination or termination at the option of the customer in the event of total loss of the drilling rig or if drilling operations are suspended for extended periods of time by reason of acts of God, excessive rig downtime for repairs or other specified conditions. Early or unexpected termination of a contract may result in a rig being idle for an extended period of time without generating revenue, especially if we are not able to contract the affected rig to another party within a short period of time. During depressed market conditions, a customer may no longer need a rig that is under contract or may be able to obtain a comparable rig at a lower daily rate. As a result, customers may seek to renegotiate the terms of their drilling contracts or avoid their obligations under those contracts, which could adversely affect our results of operations and cash flows.

Bermuda Governance Risks

We are a Bermuda exempted company, and it may be difficult for you to enforce judgments against us or our directors and executive officers.

We are a Bermuda exempted company. As a result, the rights of holders of our shares will be governed by Bermuda law and our memorandum of association and bye-laws. The rights of shareholders under Bermuda law may differ from the rights of shareholders of companies incorporated in other jurisdictions. One of our directors and some of the named experts referred to in this report are not residents of the U.S., and a substantial portion of our assets are located outside the U.S. As a result, it may be difficult for investors to effect service of process on those persons in the U.S. or to enforce in the U.S. judgments obtained in U.S. courts against us or those persons based on the civil liability provisions of the U.S. securities laws. Uncertainty exists as to whether courts in Bermuda will enforce judgments obtained in other jurisdictions, including the U.S., against us or our directors or officers under the securities laws of those jurisdictions or entertain actions in Bermuda against us or our directors or officers under the securities laws of other jurisdictions.

Our bye-laws restrict shareholders from bringing legal action against our officers and directors.

Our bye-laws contain a broad waiver by our shareholders of any claim or right of action, both individually and on our behalf, against any of our officers or directors. The waiver applies to any action taken by an officer or director, or the failure of an officer or director to take any action, in the performance of his or her duties, except with respect to any matter involving any fraud or dishonesty on the part of the officer or director. This waiver limits the right of shareholders to assert claims against our officers and directors unless the act or failure to act involves fraud or dishonesty.

Our Bye-laws have anti-takeover provisions that may discourage a change of control. These anti-takeover provisions could result in a lower market price for our shares and may limit a shareholder's ability to obtain a premium for our shares.

Our bye-laws contain provisions that could make it more difficult for a third party to acquire us without the consent of our board of directors, even if the third party's offer may be considered beneficial by many shareholders. As a result, shareholders may be limited in their ability to obtain a premium for their shares and this may cause the market price of our shares to decrease significantly. These provisions also provide for:

directors to be removed only for cause;

Table of Contents

restrictions on the time period in which directors may be nominated; and

the board of directors to determine the powers, preferences and rights and the qualifications, limitations and restrictions of our preference shares and to issue the preference shares without shareholder approval.

Our board of directors may issue preference shares and determine their powers, preferences and rights and their qualifications, limitations and restrictions. The issuance of preference shares may delay, defer or prevent a merger, amalgamation, tender offer or proxy contest involving us.

WHERE YOU CAN FIND MORE INFORMATION

We file reports and other information with the SEC. You may read our SEC filings at the SEC's website at <http://www.sec.gov>. You may also read and copy documents at the public reference room maintained by the SEC at 100 F Street, NE, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room.

We have filed with the SEC a registration statement on Form S-3 covering the securities offered by this prospectus. This prospectus is only a part of the registration statement and does not contain all of the information in the registration statement. For further information on us and our common shares, please review the registration statement and the exhibits that are filed with it or incorporated by reference. Statements made in this prospectus that describe documents may not necessarily be complete. We recommend that you review the documents we have filed with the registration statement to obtain a complete understanding of those documents.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose to you important information contained in other documents filed with the SEC by referring you to those documents. The information incorporated by reference is an important part of this prospectus. Information we later file with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) after the date of this prospectus through the termination of the registration statement of which this prospectus is a part. Please read the following documents incorporated by reference in this prospectus:

our annual report on Form 10-K for the year ended December 31, 2004 filed with the SEC on March 11, 2005;

the amendment, on Form 10-K/A, to our annual report for the year ended December 31, 2004 filed with the SEC on June 14, 2005;

our quarterly reports on Form 10-Q for the quarters ended March 31, 2005 and June 30, 2005 filed with the SEC on May 6, 2005 and August 1, 2005;

our current reports on Form 8-K filed on January 20, 2005, January 25, 2005, February 18, 2005, March 7, 2005, March 11, 2005, June 6, 2005 (as amended June 9, 2005), July 8, 2005, July 28, 2005, August 29, 2005, September 7, 2005, and October 5, 2005;

The description of our common shares contained in our Registration Statement on Form 8-A, filed with the SEC on May 24, 2002; and

all documents we file under Section 13(a), 13(c), 14, or 15(d) of the Exchange Act between the date of this prospectus and the termination of the registration statement of which this prospectus is a part.

If the information in incorporated documents conflicts with information in this prospectus you should rely on the most recent information. If the information in an incorporated document conflicts with information in another incorporated document, you should rely on the most recent incorporated document.

Table of Contents

Under no circumstances should the delivery to you of this prospectus create any implication that the information contained in this prospectus is correct as of any time after the date of this prospectus.

You may request a copy of these incorporated documents at no cost, by writing or telephoning us at the following address: Weatherford International Ltd., 515 Post Oak Boulevard, Suite 600, Houston, Texas 77027, Attention: Investor Relations (telephone number: (713) 693-4000). If you have any other questions regarding us, please contact our Investor Relations Department in writing at the above address or at the above telephone number or visit our world wide web site at www.weatherford.com. Information on our website is not incorporated by reference in this prospectus.

SELLING SHAREHOLDER

This prospectus is part of a registration statement that we filed pursuant to registration rights we granted to PDC under an agreement we entered into in connection with our acquisition of the Energy Services and International Contract Drilling Divisions of PDC.

As part of the consideration we paid for that acquisition, PDC received 26,000,000 of our common shares or approximately 15.1% of our issued and outstanding common shares.

PDC has advised us that it will distribute all of the 26,000,000 common shares it holds (the Shares) to its shareholders using this prospectus. PDC will not receive any proceeds from the distribution of the Shares.

PLAN OF DISTRIBUTION

PDC has advised us that it intends to distribute the Shares on or before its planned conversion to an income trust pursuant to a plan of arrangement in accordance with the *Business Corporations Act* (Alberta). Pursuant to that plan of arrangement, which is subject to shareholder and court approval, PDC shareholders will receive a pro-rata distribution of the Shares and cash in addition to trust units in the new income trust. If the plan of arrangement is not completed, PDC has advised us that it intends to distribute the Shares to its shareholders as a pro rata dividend distribution, subject to regulatory approvals.

In either case, PDC will distribute the Shares as a pro-rata distribution to its shareholders, and PDC has advised us that the distribution will not involve brokers or dealers.

Pursuant to PDC's registration rights, we will bear the costs, expenses and fees of the registration of the Shares, other than any selling expenses attributable to the sale of shares, which Precision will bear.

CERTAIN PROVISIONS OF BERMUDA LAW

We have been designated by the Bermuda Monetary Authority as a non-resident for Bermuda exchange control purposes. This designation allows us to engage in transactions in currencies other than the Bermuda dollar, and there are no restrictions on our ability to transfer funds (other than funds denominated in Bermuda dollars) in and out of Bermuda or to pay dividends to United States residents who are holders of our common shares.

The Bermuda Monetary Authority has given its consent for the issue and free transferability of our shares, up to the amount of our authorized capital from time to time, to and between non-residents of Bermuda for exchange control purposes, and the issue of options, warrants, depository receipts, rights, loan notes and other of our securities and the subsequent free transferability thereof, provided our shares remain listed on an appointed stock exchange, which includes the New York Stock Exchange. Approvals or permissions given by the Bermuda Monetary Authority do not constitute a guarantee by the Bermuda Monetary Authority as to our performance or our creditworthiness. Accordingly, in giving such consent or permissions, the Bermuda Monetary Authority shall not be liable for the financial soundness, performance or default of our business or for the correctness of any opinions or statements expressed in this prospectus.

Table of Contents

Certain issues and transfers of shares involving persons deemed resident in Bermuda for exchange control purposes require the specific consent of the Bermuda Monetary Authority.

In accordance with Bermuda law, share certificates are only issued in the names of companies, partnerships or individuals. In the case of a shareholder acting in a special capacity (for example, as a trustee), certificates may, at the request of the shareholder, record the capacity in which the shareholder is acting. Notwithstanding such recording of any special capacity, we are not bound to investigate or see to the execution of any such trust. We will take no notice of any trust applicable to any of our shares, whether or not we have been notified of such trust.

LEGAL MATTERS

Certain Bermuda legal matters in connection with the securities will be passed upon for us by our special Bermuda counsel, Conyers Dill & Pearman. An employee of that firm's affiliated company, Codan Services Limited, is one of our assistant secretaries.

EXPERTS

The consolidated financial statements of Weatherford International Ltd. appearing in Weatherford International Ltd.'s Annual Report (Form 10-K) for the year ended December 31, 2004 including a schedule appearing therein, and Weatherford International Ltd. management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2004 included therein, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements and management's assessment are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

The consolidated financial statements and the related consolidated financial statement schedule of Universal Compression Holdings, Inc. (UCH) and Universal Compression, Inc. as of March 31, 2005 and 2004, and for each of three years in the period ended March 31, 2005 and UCH management's report on the effectiveness of internal control over financial reporting as of March 31, 2005, incorporated in this prospectus by reference from Universal Compression Holdings, Inc.'s and Universal Compression, Inc.'s Annual Report on Form 10-K for the year ended March 31, 2005 incorporated by reference in the Annual Report on Form 10-K/A of Weatherford International Ltd. for the year ended December 31, 2004, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference, and have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

Table of Contents

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

The estimated expenses in connection with this offering are:

Securities and Exchange Commission registration fee	\$ 193,160
Printing expenses	25,000
Legal fees and expenses	10,000
Accounting fees and expenses	10,000
Miscellaneous	1,840
 Total	 \$ 240,000

The selling shareholder will not bear any portion of the expenses listed above.

Item 15. Indemnification of Directors and Officers

Weatherford International Ltd. is a Bermuda exempted company. Section 98 of the Companies Act 1981 of Bermuda, as amended (the Companies Act), provides generally that a Bermuda company may indemnify its directors, officers and auditors against any liability which by virtue of any rule of law otherwise would be imposed on them in respect of any negligence, default, breach of duty or breach of trust, except in cases where such liability arises from fraud or dishonesty of which such director, officer or auditor may be guilty in relation to the company. Section 98 further provides that a Bermuda company may indemnify its directors, officers and auditors against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is awarded in their favor or in which they are acquitted or granted relief by the Supreme Court of Bermuda pursuant to Section 281 of the Companies Act.

Furthermore, we have entered into indemnification agreements with each of our directors and certain of our executive officers. The indemnification agreements require us to indemnify our officers and directors, except for liability in respect of their fraud or dishonesty, against expenses (including attorneys' fees and disbursements), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred in connection with any action, suit, arbitration, alternate dispute resolution mechanism, investigation, administrative hearing or any other proceeding whether civil, criminal, administrative or investigative and whether formal or informal. The indemnification agreements also provide that we must pay all reasonable expenses incurred in advance of a final disposition.

We have adopted provisions in our bye-laws that provide that we shall indemnify our officers and directors in respect of their actions and omissions, except in respect of their fraud or dishonesty. Our bye-laws provide that the shareholders waive all claims or rights of action that they might have, individually or in right of the company, against any of the company's directors or officers for any act or failure to act in the performance of such director's or officer's duties, except in respect of any fraud or dishonesty of such director or officer. David J. Butters and Robert B. Millard, employees of Lehman Brothers Inc., constitute two of the nine members of our Board of Directors. Under the restated certificates of incorporation, as amended to date, of Lehman Brothers and its parent, Lehman Brothers Holdings Inc., both Delaware corporations, Messrs. Butters and Millard, in their capacity as directors of Weatherford, are to be indemnified by Lehman Brothers and Lehman Brothers Holdings to the fullest extent permitted by Delaware law. Messrs. Butters and Millard are serving as directors of Weatherford at the request of Lehman Brothers and Lehman Brothers Holdings.

Section 98A of the Companies Act permits us to purchase and maintain insurance for the benefit of any of our officers or directors in respect of any loss or liability attaching to him in respect of any negligence, default, breach of duty, or breach of trust, whether or not we may otherwise indemnify such officer or director. We have purchased and maintain a directors' and officers' liability policy for such

Table of Contents

purposes. Messrs. Butters and Millard are insured against certain liabilities which they may incur in their capacities as directors pursuant to insurance maintained by Lehman Brothers Holdings.

Item 16. Exhibits

Exhibit Number	Exhibit
2.1	Stock Purchase Agreement dated June 6, 2005 by and between Precision Drilling Corporation and Weatherford International Ltd. (incorporated by reference to Exhibit 2.1 to Current Report on Form 8-K/A filed June 9, 2005).
4.2	Registration Rights, Standstill and Voting Agreement dated August 31, 2005, between Weatherford International Ltd. and Precision Drilling Corporation (incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed September 7, 2005).
5.1	Opinion of Conyers Dill & Pearman.
23.1	Consent of Conyers Dill & Pearman (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP.
23.3	Consent of Deloitte and Touche LLP.
24.1	Powers of Attorney from certain members of the Boards of Directors of Weatherford International Ltd. and Weatherford International, Inc. (included on the signature pages hereto).
99.1	Consolidated Financial Statements of Universal Compression Holdings, Inc. for the fiscal year ended March 31, 2005 (incorporated by reference to Exhibit 99.1 to Annual Report on Form 10-K/A filed on June 14, 2005).

As permitted by Item 601(b)(4)(iii)(A) of Regulation S-K, we have not filed with this Registration Statement certain instruments defining the rights of holders of our and our subsidiaries long-term debt, because the total amount of securities authorized under any of such instruments does not exceed 10% of our total assets on a consolidated basis. We agree to furnish a copy of any such agreement to the Commission upon request.

Item 17. Undertakings

A. We hereby undertake:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(a) To include any prospectus required by section 10(a)(3) of the Securities Act;

(b) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of the prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement.

(c) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in this registration statement; provided, however, that paragraphs A(1)(a) and A(1)(b) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the

SEC by the registrant pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

II-2

Table of Contents

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. We hereby undertake that, for purposes of determining any liability under the Securities Act, each filing of our annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers, and controlling persons pursuant to the provisions described in Item 15 above, or otherwise, we have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by us of expenses incurred or paid by any of our directors, officers, or controlling persons in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

D. We hereby undertake that:

(1) For the purpose of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be a bona fide offering thereof.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Weatherford International Ltd. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 October 5, 2005.

WEATHERFORD INTERNATIONAL LTD.

By: /s/ Bernard J. Duroc-Danner

Bernard J. Duroc-Danner
*President, Chief Executive Officer,
 Chairman of the Board and Director
 (Principal Executive Officer)*

Each of the undersigned officers and directors of Weatherford International Ltd. hereby constitutes and appoints Bernard J. Duroc-Danner and Burt M. Martin, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file this registration statement under the Securities Act of 1933, as amended (the Securities Act) and/or the Companies Act 1981 of Bermuda (the Companies Act), and any or all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, and any new registration statement filed pursuant to Rule 462 under the Securities Act and/or the Companies Act, with the Securities and Exchange Commission, the Registrar of Companies of Bermuda or any regulatory authority, granting unto such attorneys-in-fact and agents, and each of them acting alone, 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 in order to effectuate the same, as fully to all intents and purposes as he himself might or could do if personally present, hereby ratifying and confirming all that such attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates as indicated.

Signature	Title	Date
/s/ Bernard J. Duroc-Danner	President, Chief Executive Officer, Chairman of the Board and Director	October 5, 2005
Bernard J. Duroc-Danner	(Principal Executive Officer)	
/s/ Lisa W. Rodriguez	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	October 5, 2005
Lisa W. Rodriguez		
/s/ Nicholas F. Brady	Director	October 5, 2005
Nicholas F. Brady		
/s/ David J. Butters	Director	October 5, 2005
David J. Butters		

Table of Contents

Signature	Title	Date
/s/ Sheldon B. Lubar Sheldon B. Lubar	Director	October 5, 2005
/s/ William E. Macaulay William E. Macaulay	Director	October 5, 2005
/s/ Robert B. Millard Robert B. Millard	Director	October 5, 2005
/s/ Robert K. Moses, Jr. Robert K. Moses, Jr.	Director	October 5, 2005
/s/ Robert A. Rayne Robert A. Rayne	Director	October 5, 2005

Table of Contents

EXHIBIT INDEX

Exhibit Number	Exhibit
5.1	Opinion of Conyers Dill & Pearman
23.2	Consent of Ernst & Young LLP
23.3	Consent of Deloitte and Touche LLP