

BAKER HUGHES INC
Form 425
January 23, 2015

Halliburton and Baker Hughes
Integration Process
January 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

Beginning

on

January

23,

2015,

the

following

presentation

may

be

used

from

time

to

time

by

Halliburton

Company

in

meetings

with

customers.

2

Our Goal

Successful

Integration by the End of 2017

We executed the integration process quickly and effectively

We independently maintained strong momentum in our core businesses prior to deal closing

We
pursued
the
right
vision
and
strategy

to

build

an

outstanding

technology and

service delivery platform for our customers

We exceeded our commitment to deliver nearly \$2 billion of annual pre-tax cost synergies

We captured economies of scale/scope to position the combined organization to generate best-in-class returns for our shareholders

We designed and mobilized a focused, high-performing organization with shared values, strong social connection and a unified desire to work together to win

3
Integration Process Guiding Principles
Speed
trumps
perfection

Integrate,

stabilize,
then optimize

Plan, Don't Implement: We can plan for the integration of operations, but may not implement those plans until the closing

Continue to Compete: Until the closing, parties must operate independently and compete

Integration

team
members
should
represent
our

best
athletes
across
the

two businesses

Help the organization focus on how much we have in common so that our work can address the small areas of difference

The Day 1 Operating Framework should drive the critical path. We will focus and prioritize the essentials for operating immediately following the close

The HAL process/system will serve as the rebuttable presumption

However, we will listen carefully and keep open minds to adopting those BHI processes/system that represent enhancements to what HAL currently does

This is an integration project, not a re-engineering/business transformation project. We will work within the existing processes/systems

We will communicate regularly and transparently

4

Three Key Elements to Our Integration Strategy

Maintain the business, key people, reputation

Preserve Present Business Value

Execute our integration plan

Capture Value

Capitalize on the strengths of the

new enterprise

Create Value

Time

Diligently meet conditions to close

: Develop our integration plan

Plan the Integration

Close/Day One

Transaction & Regulatory Approval

5

High-Level Pre-Close Timeline (Best Case)

Spring 2015

January

2nd Half 2015

Phase 1:

Transaction & Regulatory Approval

Feb: HSR Second Request
Anticipated
Regulatory Discussions
Continue
HAL and BHI Shareholders
Expected to Vote
Regulatory Discussions Continue
Regulatory Decisions Expected
1/8: Joint Leadership
Kickoff Briefing
1/19 (week of): Fast Launch
Planning Workshops for Corporate
Function Teams
Phases 2 & 3:
Integration Planning & Value Capture
2/2 : Commence
Recurring Status Report-
outs and Deliverables
30 Days Prior to Closing:
Announce Top-level
Organization Structure
Closing: Day-1 Events & Begin
Integration Implementation
Post-Closing: Ongoing Integration &
Synergy Capture
Ongoing Communications & Change Management

6

Safe Harbor Statement

The statements in this presentation that are not historical statements, including statements regarding the expected completion of the integration of Halliburton and Baker Hughes, the strength of the combined company and the expected timing of regulatory clearances and approvals, 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, 2013, Form 10-Q for the quarter ended September 30, 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.

7

Safe Harbor Statement

Additional Information

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, on December 19, 2014, Halliburton filed with the SEC a registration statement on Form S-4, and Baker Hughes filed a preliminary joint proxy statement/prospectus of Halliburton and Baker Hughes and other documents related to the proposed transaction.

registration statement has not yet become effective. After the registration statement is declared effective by the SEC, Halliburton and Baker Hughes will each file with the SEC a definitive proxy statement/prospectus, and each of Halliburton and Baker Hughes will file a definitive proxy statement/prospectus with respect to the proposed acquisition of Baker Hughes and a definitive proxy statement/prospectus will be mailed to stockholders of Halliburton and Baker Hughes. INVESTORS AND SECURITY HOLDERS OF HALLIBURTON AND BAKER HUGHES ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS THAT MAY BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of these documents (if and when available) and other documents filed with the SEC by visiting the SEC's website at <http://www.sec.gov>. Copies of the documents filed with the SEC are also available by visiting the SEC's website at <http://www.sec.gov>. Halliburton will be available free of charge on Halliburton's internet website at <http://www.halliburton.com> or by contacting Halliburton's Investor Relations Department by email at investors@Halliburton.com or by phone at +1-281-871-2688. Copies of the documents filed with the SEC are also available by visiting the SEC's website at <http://www.sec.gov>. Baker

Hughes
will
be
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 +1-409-439-8039 or +1-713-439-8822.

Participants in Solicitation

Halliburton, Baker Hughes, their respective directors and certain of their respective executive officers may be considered participants in the 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,

2013,

which

was

filed

with

the

SEC

on

February

7,

2014,

its

proxy
statement
for
its
2014
annual
meeting
of
stockholders,
which
was
filed
with
the
SEC
on
April
8,
2014,
its
Quarterly
Report
on
Form
10-Q
for
the
quarter ended September 30, 2014, which was filed with the SEC on October 24, 2014, and its Current Reports on Form 8-K filed
on July 21, 2014 and December 9, 2014. Information about the directors and executive officers of Baker Hughes is set forth in
on
Form
10-K
for
the
year
ended
December
31,
2013,
which
was
filed
with
the
SEC
on
February
12,
2014,
its

proxy
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
2014, September 10, 2014 and December 10, 2014. These documents can be obtained free of charge from the sources indicated in the documents.
Additional information regarding the participants in the proxy solicitations and a description of their direct and indirect interest in the company
holdings

or
otherwise,
will
be
contained
in
the
definitive
proxy
statement/prospectus
and
other
relevant
materials
to
be
filed
with
the
SEC
when
they become available.