

Edgar Filing: Allis Chalmers Energy Inc. - Form 425

Allis Chalmers Energy Inc.
Form 425
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Under the Securities Act of 1933

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Under the Securities Exchange Act of 1934

Subject Company: Allis-Chalmers Energy Inc.

Commission File No. of Subject Company: 001-02199

This filing relates to the proposed merger of Wellco Sub Company, a wholly owned subsidiary of Seawell Limited, with Allis-Chalmers Energy Inc., pursuant to the terms of an Agreement and Plan of Merger, dated as of August 12, 2010, by and among Seawell Limited, Wellco Sub Company and Allis-Chalmers Energy Inc.

Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are typically identified by words or phrases such as will, anticipate, estimate, expect, project, intend, plan, target, forecast, and other words and terms of similar meaning. These forward-looking statements involve a number of risks and uncertainties. Seawell and Allis-Chalmers caution readers that any forward-looking statement is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statement. Such forward-looking statements include, but are not limited to, statements about the benefits of the proposed merger involving Seawell and Allis-Chalmers, including future financial and operating results, Seawell's and Allis-Chalmers' plans, objectives, expectations and intentions, the expected timing of completion of the transaction, and other statements that are not historical facts. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are set forth in Allis-Chalmers' filings with the Securities and Exchange Commission. These include risks and uncertainties relating to: the ability to obtain the requisite Allis-Chalmers stockholder approval; the risk that Allis-Chalmers or Seawell may be unable to obtain governmental and regulatory approvals required for the merger, or required governmental and regulatory approvals may delay the merger or result in the imposition of conditions that could cause the parties to abandon the merger; the risk that a condition to closing of the merger may not be satisfied; the timing to consummate the proposed merger; the risk that the businesses will not be integrated successfully; the risk that the cost savings and any other synergies from the transaction may not be fully realized or may take longer to realize than expected; disruption from the transaction making it more difficult to maintain relationships with customers, employees or suppliers; the diversion of management time on merger-related issues; general worldwide economic conditions and related uncertainties; and the effect of changes in governmental regulations. Neither Seawell nor Allis-Chalmers undertakes any obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

Additional Information and Where to Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. The publication or distribution of this communication may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, Seawell, Allis-Chalmers and their respective affiliates disclaim any responsibility or liability for the violation of such restrictions by any person. In connection with the proposed merger between Seawell and Allis-Chalmers, Seawell has filed with the SEC a Registration Statement on Form F-4 that includes a proxy statement of Allis-Chalmers that also constitutes a prospectus of Seawell. Seawell and Allis-Chalmers will mail the proxy statement/prospectus to the Allis-Chalmers stockholders. Seawell and Allis-Chalmers urge investors and stockholders to read the proxy statement / prospectus regarding the proposed merger when it becomes available, as well as other documents filed with the SEC, because they will contain important information. You may obtain copies of all documents filed with the SEC regarding this transaction, free of charge, at the SEC's website (www.sec.gov). You may also obtain these documents, free of charge, from Seawell's website (www.seawellcorp.com) under the tab Investors. You may also obtain these documents, free of charge, from Allis-Chalmers' website (www.alchenergy.com) under the tab For Investors and then under the heading SEC Filings.

Participants In The Merger Solicitation

Seawell, Allis-Chalmers, and their respective directors, executive officers and certain other members of management and employees may be soliciting proxies from Allis-Chalmers stockholders in favor of the merger and related matters. Information regarding the persons, who may, under the rules of the SEC, be deemed participants in the solicitation of Allis-Chalmers stockholders in connection with the proposed merger will be set forth in the proxy statement/prospectus when it is filed with the SEC. You can find information about Allis-Chalmers' executive officers and directors in its definitive proxy statement filed with the SEC on April 30, 2010. Additional information about Seawell's executive officers and directors and Allis-Chalmers' executive officers and directors can be found in the above-referenced Registration Statement on Form F-4, as amended. You can obtain free copies of these documents from Seawell and Allis-Chalmers using the contact information above.

PROXY STATEMENT/PROSPECTUS SUPPLEMENT

(TO PROXY STATEMENT/PROSPECTUS dated January 21, 2011)

IMPORTANT SUPPLEMENTAL INFORMATION REGARDING

TAX TREATMENT OF THE MERGER

This supplement is furnished by Seawell Limited (Seawell) and Allis-Chalmers Energy Inc. (Allis-Chalmers) in connection with the solicitation of proxies for use at a special meeting of the stockholders of Allis-Chalmers relating to the proposed merger of Allis-Chalmers with and into a wholly owned subsidiary of Seawell. The meeting is scheduled for February 23, 2011 at 10:00 a.m., local time, and will be held at the Westin Galleria Hotel, Chevy Chase Room, 5060 West Alabama Street, Houston, Texas 77056. This supplement amends and supplements the proxy statement/prospectus dated January 21, 2011, which was first mailed to Allis-Chalmers stockholders on or about January 25, 2011.

As described in the proxy statement/prospectus, counsel are not able to render opinions at this time as to whether Allis-Chalmers stockholders will be subject to tax on the merger. As a result, in deciding whether to vote to approve and adopt the merger agreement, Allis-Chalmers stockholders are urged to assume that the merger will be subject to tax due to the application of Section 367(a)(1). In general, this means that:

a U.S. holder of Allis-Chalmers common stock would recognize gain (but not loss) in an amount equal to the excess, if any, of the amount of cash plus the fair market value as of the closing date of the merger of any Seawell common shares received in the merger, over such U.S. holder's tax basis in the shares of Allis-Chalmers common stock surrendered by the U.S. holder in the merger; and

any gain so recognized would generally be long-term capital gain if the U.S. holder has held the Allis-Chalmers common stock for more than one year at the time the merger is completed.

For a more complete description of the material U.S. federal income tax consequences of the merger, please see the section entitled "Material U.S. Federal Income Tax Consequences" beginning on page 149 of the proxy statement/prospectus.

On January 24, 2011, the closing sale price per share of Seawell common shares was NOK 39.60, as reported on the Oslo Stock Exchange, which, based on the NOK/\$ exchange rate on such date of NOK 1.00 = \$0.1730, represented \$6.85, and the closing sale price per share of Allis-Chalmers common stock was \$7.68 as reported on the NYSE.

This supplement, which you should read in conjunction with the proxy statement/prospectus, is first being mailed to Allis-Chalmers stockholders on or about January 25, 2011.

THE SEAWELL COMMON SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROXY STATEMENT/PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Seawell has filed a registration statement (including the proxy statement/prospectus) with the SEC for the offering to which this communication relates. Before you vote, you should read the proxy statement/prospectus in the registration statement and other documents that Seawell has filed with the SEC for more complete information about Seawell and the merger. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, Allis-Chalmers will arrange to send you the proxy statement/prospectus if you request it by calling (713) 369-0550.