

NATIONAL OILWELL VARCO INC

Form 11-K

June 26, 2018

**Table of Contents**

**FORM 11-K**

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**(Mark One)**

**Annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934**  
*(No fee required, effective October 7, 1996)*

**For the fiscal year ended December 31, 2017**

**Or**

**Transition report pursuant to Section 15(d) of the Securities Exchange Act of 1934**  
*(No fee required)*

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 1-12317**

A. Full title of the plan and the address of the plan, if different from that of the issuer named below  
**National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office  
**National Oilwell Varco, Inc.**

**7909 Parkwood Circle Dr.**

**Houston, Texas 77036**

**Table of Contents**

**REQUIRED INFORMATION**

The National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan (the Plan) is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

**Item 4.** In lieu of the requirements of Items 1, 2, and 3 of this Form 11-K, the following financial statements of the Plan, notes thereto, and the Report of Independent Registered Public Accounting Firm thereon are being filed in this Report:

- (a) Report of Independent Registered Public Accounting Firm
- (b) Statements of Net Assets Available for Benefits    December 31, 2017 and 2016
- (c) Statement of Changes in Net Assets Available for Benefits    Year ended December 31, 2017; and
- (d) Notes to Financial Statements

The Consent of Independent Registered Public Accounting Firm to the incorporation by reference of the foregoing financial statements in the Registration Statement on Form S-8 (No. 333-46459) pertaining to the Plan is being filed as Exhibit 23.1 to this Report.

**Table of Contents**

FINANCIAL STATEMENTS AND

SUPPLEMENTAL SCHEDULE

National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan

December 31, 2017 and 2016, and Year Ended December 31, 2017

With Report of Independent Registered Public Accounting Firm

**Table of Contents**

National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan

Financial Statements and Supplemental Schedule

December 31, 2017 and 2016, and Year Ended December 31, 2017

**Contents**

<u>Report of Independent Registered Public Accounting Firms</u>	1
<u>Financial Statements</u>	
<u>Statements of Net Assets Available for Benefits</u>	3
<u>Statement of Changes in Net Assets Available for Benefits</u>	4
<u>Notes to Financial Statements</u>	5
<u>Supplemental Schedule</u>	
<u>Schedule H, Line 4(i) Schedule of Assets (Held At End of Year)</u>	15

**Table of Contents**

**Report of Independent Registered Public Accounting Firm**

To the Benefits Plan Administrative Committee and Plan Participants

National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan

***Opinion on the Financial Statements***

We have audited the accompanying statements of net assets available for benefits of the National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan (the Plan) as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2017 and 2016, and the changes in net assets available for benefits for the year ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

***Supplementary Information***

The supplementary information in the accompanying schedule of assets (held at end of year) as of December 31, 2017 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplementary information is the responsibility of Plan management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information in the accompanying schedules, we evaluated whether the supplementary information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information in the accompanying schedules is fairly stated in all material respects in relation to the financial statements as a whole.

***Basis for Opinion***

These financial statements are the responsibility of Plan management. Our responsibility is to express an opinion on these financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Plan in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

**Table of Contents**

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

We have served as the Plan's auditor since 2017.

Houston, Texas

June 26, 2018

**Table of Contents**

## National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan

## Statements of Net Assets Available for Benefits

	December 31,	
	2017	2016
<b>Assets</b>		
Cash	\$ (5,884)	\$ 8,385
Receivables:		
Employer contributions		
Participant contributions		
Investment income	3,855	3,161
Pending trades		
Notes receivable from participants	47,550,764	47,049,751
Total receivables	47,554,619	47,052,912
Investments, at fair value	1,268,260,722	1,110,714,499
Fully benefit-responsive investment contracts at contract value	206,652,812	224,277,452
Total assets	1,522,462,269	1,382,053,248
<b>Liabilities</b>		
Administrative fees payable	162,832	180,983
Pending trades	2,943,755	2,745,988
Total liabilities	3,106,587	2,926,971
Net assets available for benefits	\$ 1,519,355,682	\$ 1,379,126,277

*See accompanying notes.*



**Table of Contents**

National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2017

Additions:	
Employer contributions	\$ 56,814,008
Participant contributions	53,675,681
Participant rollovers	3,235,196
Investment income	24,984,340
Interest income on notes receivable from participants	2,088,616
Net appreciation in fair value of investments	154,306,345
Total additions	295,104,186
Deductions:	
Benefits paid to participants	153,054,522
Corrective distributions	747
Administrative expenses	1,819,512
Total deductions	154,874,781
Net increase	140,229,405
Net assets available for benefits at:	
Beginning of year	1,379,126,277
End of year	\$ 1,519,355,682

*See accompanying notes.*

**Table of Contents**

National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan

Notes to Financial Statements

December 31, 2017

**1. Description of Plan**

The following description of the National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan (the Plan) is provided for general information only. Participants should refer to the *Summary Plan Description* for a more complete description of the Plan's provisions, a copy of which is available from National Oilwell Varco, L.P. (the Company or Plan Sponsor). The Company is a wholly owned subsidiary of National Oilwell Varco, Inc.

**General**

The Plan was established effective April 1, 1987, for the benefit of the employees of the Company. The Plan is a defined contribution plan covering substantially all domestic employees who have completed one hour of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

**Contributions**

Participants may make both pretax and after-tax contributions to the Plan. The Plan allows pretax salary deferral contributions of 1% to 100% (less any after-tax contributions, required withholdings, or other elected deductions) of compensation, subject to certain Internal Revenue Service (IRS) limitations. The Plan allows participants to designate their salary deferral contributions as Roth contributions. After-tax contributions may be made at 1% to 18% of eligible compensation. However, combined pretax and after-tax contributions, required withholdings, and other elected deductions cannot exceed 100% of compensation. The Plan provides for the automatic enrollment and payroll deduction of 4% of a new eligible employee's compensation as soon as practical following 60 days after employment.

**Table of Contents**

National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan

Notes to Financial Statements (continued)

**1. Description of Plan (continued)**

The Company matches 100% of the first 4% of each participant's contribution. The Company may also make a discretionary contribution (the Employer Retirement Contribution) to the Plan. The amount of the Employer Retirement Contribution is determined based upon participants' eligible salary and years of service. Participants age 50 and older may contribute additional pretax catch-up contributions, subject to IRS limitations. For the year ended December 31, 2017, the Company contributed \$28,952,640 of Employer Retirement Contributions. Participants must have completed one year of service in order to receive Company matching and Employer Retirement Contributions.

**Vesting**

Participants are immediately 100% vested in their participant and employer contributions and the related earnings that have been credited to their accounts.

**Benefit Payments**

The Plan pays lump-sum benefits upon retirement, disability, death, or termination of employment. In-service withdrawals, subject to certain rules and restrictions, may also be made from certain account balances.

**Participant Loans**

The Plan includes a loan provision that permits participants to borrow a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of the total value of their Plan assets. The loans are payable in principal installments, plus interest, at prime plus one percent through payroll deductions and are due in one- to five-year terms, unless the loan is used to acquire a principal residence, in which case the loan term cannot exceed ten years. Repayments are made ratably through payroll deductions.

**Table of Contents**

National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan

Notes to Financial Statements (continued)

**1. Description of Plan (continued)**

Participant loans are recorded on the financial statements as notes receivable from participants at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2017 or 2016. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

**Administrative Expenses**

Certain administrative expenses are paid from the Plan's assets. All other Plan expenses are paid by the Company.

**Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Participants are 100% vested in their accounts in any event. Assets would be distributed to participants as prescribed by ERISA.

**2. Summary of Accounting Policies**

**Basis of Accounting**

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting. Benefit payments to participants are recorded upon distribution.

**Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements, accompanying notes, and supplemental schedule. Actual results could differ from those estimates.

**Table of Contents**

National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan

Notes to Financial Statements (continued)

**2. Summary of Accounting Policies (continued)**

**Investment Valuation and Income Recognition**

Wells Fargo, N.A. serves as the Plan's trustee and holds all investments of the Plan. Investments held by the Plan (except for fully benefit-responsive investment contracts) are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 3 for further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the record date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Risks and Uncertainties**

The Plan provides for investments in various investment securities that, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and participant account balances.

**Table of Contents**

National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan

Notes to Financial Statements (continued)

**3. Fair Value Measurements**

The fair value framework establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

quoted prices for similar assets and liabilities in active markets;

quoted prices for identical or similar assets or liabilities in markets that are not active;

observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals);

inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

**Table of Contents**

## National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan

## Notes to Financial Statements (continued)

**3. Fair Value Measurements (continued)**

Following is a description of the valuation techniques and inputs used for each general type of assets measured at fair value by the Plan:

*Self-directed brokerage accounts:* Accounts primarily consist of cash, money market funds, mutual funds and common stocks that are valued on the basis of readily determinable market prices.

*Common stocks:* Valued at the closing price reported on the active market on which the individual securities are traded.

*Mutual funds:* Valued at the net asset value (NAV) of shares held by the Plan at year-end.

*Common collective trust funds:* Valued at the NAV of shares held by the Plan at year-end. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth, by level within the fair value hierarchy, the Plan's assets carried at fair value:

	Assets at Fair Value as of December 31, 2017		Assets at Fair Value as of December 31, 2016	
	Level 1	Total	Level 1	Total
Corporate stock	\$ 84,395,833	\$ 84,395,833	\$ 104,231,112	\$ 104,231,112
Mutual funds	1,007,991,570	1,007,991,570	859,954,144	859,954,144
Self-directed brokerage accounts	3,394,759	3,394,759	2,774,799	2,774,799
Total assets in the fair value hierarchy	1,095,782,162	1,095,782,162	966,960,055	966,960,055
<b>Investments Measured at Net Asset Value:</b>				
Common collective trust funds		172,478,560		143,754,444

<b>Total investments, at fair value</b>	<b>\$ 1,268,260,722</b>	<b>\$ 1,110,714,499</b>
---	-------------------------	-------------------------



**Table of Contents**

National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan

Notes to Financial Statements (continued)

**4. Fully Benefit-Responsive Investment Contracts**

The Plan offers an investment called the National Oilwell Varco Stable Value Fund, which is managed by Galliard Capital Management and is comprised of investments in fixed income security funds that are covered by synthetic guaranteed investment contracts (synthetic GICs), which are fully benefit-responsive investment contracts. Within this structure, the Plan owns both the fixed income security funds and the wrapper contracts.

In a synthetic GIC structure, the Plan makes investments in fixed income security funds. To reduce the risk of losses on these investments, the Plan purchases a wrapper contract from an insurance company or bank, which enables Plan participants to transact at a specified contract value by protecting the principal amount invested over a specific period of time.

Fully Benefit-Responsive investment contracts held by a defined contribution plan are required to be reported at contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value of the fully benefit-responsive investment contracts represents contributions plus earnings, less participant withdrawals and administrative expenses.

The Plan's investments covered by the wrapper contracts earn interest at interest crediting rates that are typically reset on a monthly or quarterly basis. These interest crediting rates use a formula that is based on the characteristics of the underlying fixed income portfolio.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, or (iii) bankruptcy of the Plan sponsor or other Plan sponsor events (e.g., divestitures or spin-offs of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA). The Plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

In some cases, an investment contract issuer may terminate a contract with the Plan and settle at amounts different from the contract value. Examples of these events include the Plan's loss of its qualified status, material breaches of responsibilities that are not cured, or material and adverse changes to the provisions of the Plan. If one of these events were to occur, the investment contract issuer could terminate the contract at the market value of the underlying investments.

**Table of Contents**

National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan

Notes to Financial Statements (continued)

**5. Common Collective Trusts**

The Harris Associates Oakmark International collective fund, is a common collective trust fund established, operated and maintained by SEI Trust Company, which is a direct filing entity with the U.S. Department of Labor. There are currently no redemption restrictions on this investment.

The Wells Fargo Short Term Investment Fund S is a common collective trust fund which invests primarily in short term fixed income securities, which is a direct filing entity with the U.S. Department of Labor. There are currently no redemption restrictions on this investment.

**6. Related-Party Transactions and Parties of Interest Transactions**

Certain investments of the Plan are managed by Wells Fargo, N.A., the trustee of the Plan; therefore, these transactions qualify as party-in-interest transactions. Additionally, a portion of the Plan's assets are invested in the Company's common stock. Because the Company is the plan sponsor, transactions involving the Company's common stock qualify as party-in-interest transactions. All of these transactions are exempt from the prohibited transactions rules under ERISA.

**7. Income Tax Status**

The Plan has received a determination letter from the IRS dated May 12, 2014, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (IRC) and; therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualified status. The plan sponsor believes the Plan is being operated in compliance with the applicable requirements of the IRC and; therefore, believes that the Plan is qualified and the related trust is tax-exempt.

**Table of Contents**

National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan

Notes to Financial Statements (continued)

U.S. generally accepted accounting principles require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2017, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2014.

**Table of Contents**

**Supplemental Schedule**

14

**Table of Contents**

## National Oilwell Varco, Inc. 401(k) and Retirement Savings Plan

Plan No. 001 EIN 76-0488987

Schedule H, Line 4(i) Schedule of Assets

(Held at End of Year)

December 31, 2017

**Identity of Issue, Borrower, Lessor,**

<b>or Similar Party</b>	<b>Description of Investment</b>	<b>Current Value</b>
*National Oilwell Varco, Inc.	2,343,027 shares of common stock	\$ 84,395,833
Allianz Global Investors	Allianz NFJ Small Cap Value Fund	60,199,883
American Funds	Growth Fund of America R6	179,808,459
Van Kampen Funds	Invesco Van Kampen Growth & Income Fund	145,503,232
SEI Trust Company	Harris Assoc. Oakmark Int 1 Collective Fund	151,842,015
Frost Funds	Frost Total Return Bond Fund	174,271,046
Vanguard	Vanguard FTSE All World Inv Fund	83,271,708
Vanguard	Vanguard Inflation Protected Secs Instl Fund	27,633,612
Vanguard	Vanguard Mid Cap Index Fund	150,416,974
Vanguard	Vanguard Small Cap Growth Index Fund	57,425,069
Vanguard	Vanguard Institutional Index Fund	102,478,649
Fidelity	Fidelity High Income Fund	2,502
Dimensional Funds	DFA Global Real Estate Securities	26,980,435
*Wells Fargo Bank, N.A.	Fixed Income Fund A	25,648,022
*Wells Fargo Bank, N.A.	Fixed Income Fund L	78,305,537
*Wells Fargo Bank, N.A.	Fixed Income Fund F	102,699,254
*Wells Fargo Bank, N.A.	Short Term Investment Fund S	20,636,545
Various	Self-directed brokerage accounts	3,394,759
*Participant loans	Various maturities and interest rates ranging from 3.25% to 9.50%	47,550,764
		\$ 1,522,464,298

\* Party in interest.

**Table of Contents**

**SIGNATURE**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**National Oilwell Varco, Inc. 401(k) and**

**Retirement Savings Plan**

June 26, 2018  
Date

/s/ Scott K. Duff  
Scott K. Duff  
Member of the National Oilwell  
Varco Benefits Plan Administrative Committee

**Table of Contents**

**EXHIBIT INDEX**

Exhibit

Number	Description
23.1	Consent of Independent Registered Public Accounting Firm