

HALLIBURTON CO
Form 8-K
September 13, 2018

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): September 12, 2018

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
 Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

INFORMATION TO BE INCLUDED IN REPORT

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 12, 2018, Debra L. Reed notified the Board of Directors that she was resigning her position as a Director of Halliburton Company on September 12, 2018 due to other professional time commitments. Ms. Reed's resignation was not the result of any disagreement with Halliburton on any matter relating to the operations, policies, or practices of Halliburton.

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: September 13, 2018 By: /s/ Bruce A. Metzinger
Bruce A. Metzinger
Vice President, Public Law and
Assistant Secretary

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ther strategic opportunities and operational matters. OUR EARNINGS MAY BE REDUCED IF ACQUISITION PROJECTIONS ARE INACCURATE Our earnings have improved since 1991 in large part because of our acquisition and integration of non-title insurance businesses. These businesses generally have higher margins than the title insurance businesses. For example, pre-tax margins for the title insurance and services segment were 11.1% in 2003, while pre-tax margins for the segments in our information technology group in the same year were 27.6%. The success or failure of acquisitions in this group has depended in large measure upon the accuracy of our projections. These projections are not always accurate. Inaccurate projections have historically led to lower than expected earnings. AS A HOLDING COMPANY, WE DEPEND ON DISTRIBUTIONS FROM OUR SUBSIDIARIES, AND IF DISTRIBUTIONS FROM OUR SUBSIDIARIES ARE MATERIALLY IMPAIRED, OUR ABILITY TO DECLARE AND PAY DIVIDENDS MAY BE ADVERSELY AFFECTED First American is a holding company whose primary assets are the securities of its operating subsidiaries. Our ability to pay dividends is dependent on the ability of our subsidiaries to pay dividends or repay funds to us. If our operating subsidiaries are not able to pay dividends or repay funds, we may not be able to declare and pay dividends to our shareholders. Moreover, pursuant to insurance and other regulations under which our insurance subsidiaries operate, the amount of dividends, loans and advances available is limited. Under such regulations, the maximum amount of dividends, loans and advances available to us from our insurance subsidiaries in 2004 is \$313.4 million. CERTAIN PROVISIONS OF OUR CHARTER AND RIGHTS PLAN MAY MAKE A TAKEOVER OF OUR COMPANY DIFFICULT EVEN IF SUCH TAKEOVER COULD BE BENEFICIAL TO SOME OF OUR SHAREHOLDERS Our restated articles of incorporation authorize the issuance of "blank check" preferred stock with such designations, rights and preferences as may be determined from time to time by our board of directors. Accordingly, our board is empowered, without further shareholder action, to issue shares or series of preferred stock with dividend, liquidation, conversion, voting or other rights that could adversely affect the voting power or other rights, including the ability to receive dividends, of our common shareholders. The issuance of such preferred stock could be utilized, under certain circumstances, as a method of discouraging, delaying or preventing a change in control. In conjunction with the rights plan discussed below, we have authorized the issuance of our Series A Junior Participating Preferred Shares. Although we have no present intention of issuing any additional shares or series of preferred stock, we cannot guarantee that we will not make such an issuance in the future. We have adopted a rights plan which could, alone or in combination with our restated articles of incorporation, discourage transactions involving actual or potential changes of control, including transactions that otherwise could involve payment of a premium over prevailing market prices to our shareholders for

their common shares. -4- SELECTED FINANCIAL DATA The following table sets forth our selected historical consolidated financial and other data for the five years ended December 31, 2003. The summary is qualified in its entirety by reference to the financial statements and other information contained in our annual report on Form 10-K for the year ended December 31, 2003, which is incorporated by reference into this prospectus. All data are in thousands except percentages, per share data and employee data. Year Ended December 31

	2003	2002	2001	2000	1999
Revenues	\$ 6,213,714	\$ 4,704,209	\$ 3,750,723	\$ 2,934,255	\$ 2,988,169
Income before cumulative effect of a change in accounting for tax service contracts (Note A)	\$ 451,022	\$ 234,367	\$ 167,268	\$ 82,223	\$ 88,643
Cumulative effect of a change in accounting for tax service contracts (Note A)	--	--	--	--	\$(55,640)
Net income	\$ 451,022	\$ 234,367	\$ 167,268	\$ 82,223	\$ 33,003
Total assets	\$ 4,892,111	\$ 3,398,045	\$ 2,837,263	\$ 2,199,737	\$ 2,116,414
Notes and contracts payable	\$ 553,888	\$ 425,705	\$ 415,341	\$ 219,838	\$ 196,815
Mandatorily redeemable preferred securities	\$ 100,000	\$ 100,000	\$ 100,000	\$ 100,000	\$ 100,000
Stockholders' equity	\$ 1,879,520	\$ 1,364,589	\$ 1,104,452	\$ 870,237	\$ 815,991
Return on average stockholders' equity (Note B)	27.8%	19.0%	16.9%	9.8%	10.9%
Cash dividends on common shares	\$ 34,008	\$ 24,570	\$ 18,210	\$ 15,256	\$ 15,840
Per share of common stock (Note C)-- Basic:					
Income before cumulative effect of a change in accounting for tax service contracts	\$ 5.89	\$ 3.27	\$ 2.51	\$ 1.29	\$ 1.37
Cumulative effect of a change in accounting for tax service contracts	--	--	--	--	\$.86
Net income	\$ 5.89	\$ 3.27	\$ 2.51	\$ 1.29	\$.51
Diluted: Income before cumulative effect of a change in accounting for tax service contracts	\$ 5.22	\$ 2.92	\$ 2.27	\$ 1.24	\$ 1.34
Cumulative effect of a change in accounting for tax service contracts	--	--	--	--	\$.84
Net income	\$ 5.22	\$ 2.92	\$ 2.27	\$ 1.24	\$.50
Stockholders' equity	\$ 23.84	\$ 18.53	\$ 16.08	\$ 13.62	\$ 12.54
Cash dividends	\$.50	\$.34	\$.27	\$.24	\$.24
Number of common shares outstanding	76,632	71,594	66,568	63,680	64,669
Weighted average during the year	87,775	82,567	75,834	66,050	66,351
End of year	78,826	73,636	68,694	63,887	65,068
Title orders opened (Note D)	2,511	2,184	1,930	1,241	1,334
Title orders closed (Note D)	2,021	1,696	1,405	975	1,120
Number of employees	29,802	24,886	22,597	20,346	20,065

Note A--Resulted from the adoption of Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements", which became effective January 1, 1999, and applied to our tax service operations. Note B--Return on average stockholders' equity for 1999 excludes the cumulative effect of a change in accounting for tax service contracts from both net income and stockholders' equity. -5- Note C--Per share information relating to net income is based on weighted-average number of shares outstanding for the years presented. Per share information relating to stockholders' equity is based on shares outstanding at the end of each year. Note D--Title order volumes are those processed by the direct title operations of First American and do not include orders processed by agents. SELLING SHAREHOLDERS Certain persons who receive our common shares may want to resell those securities in distributions that would require the delivery of a prospectus. With our consent, this prospectus, as supplemented hereby, may be used by certain shareholders who wish to sell our common stock. As used in this prospectus, "selling shareholders" may include shareholders who receive our common shares hereunder in connection with an acquisition and donees and pledgees selling shares received from such people. We may limit our consent to a specified time period and subject our consent to certain limitations and conditions, which may vary by agreement. Selling shareholders may sell our common shares in any combination of the following: o through the New York Stock Exchange or any national securities exchange on which our common stock has been approved for listing in the future; o directly to purchasers in negotiated transactions; o by or through brokers or dealers, in ordinary brokerage transactions or transactions in which the broker solicits purchases; o in block trades in which the broker or dealer will attempt to sell securities as an agent but may position and resell a portion of the block as principal; o in a transaction in which a broker or dealer purchases as principal for resale for its own account; or o through underwriters or agents. Resales by selling shareholders may be made directly to investors or through securities firms acting as underwriters, brokers or dealers. The fees earned by or paid to the securities firm may be the normal stock exchange commission or negotiated commissions or underwriting discounts to the extent permissible. Shares of our common stock may be sold at a fixed offering price, which may be changed, at the prevailing market price at the time of sale, at prices related to such prevailing market price or at negotiated prices. The securities firm may resell the shares through other securities dealers, and commissions or concessions to those other dealers may be allowed. Such selling shareholders may indemnify any securities firm participating in such transactions against certain liabilities, including liabilities under the Securities Act and to reimburse them for any

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expenses in connection with an offering or sale of securities. The selling shareholders and any broker-dealers who act in connection with the sale of shares hereunder may be deemed to be an "underwriter" within the meaning of the Securities Act. Any commissions received by them and profit on any resale of such shares as principal may be deemed to be underwriting discounts and commissions under the Securities Act. Selling shareholders may also offer shares of common stock covered by this prospectus by means of prospectuses under other registration statements or pursuant to exemptions from the registration requirements of the Securities Act, including sales that meet the requirements of Rule 144 or Rule 145(d) under the Securities Act. Selling shareholders should seek the advice of their own counsel about the legal requirements for such sales. In connection with resales of shares sold under this prospectus, a prospectus supplement, if required, will be filed under Rule 424(b) under the Securities Act, to disclose the identity of the selling shareholders, the number of shares to be sold by the selling shareholders, any material relationship a selling shareholder may have with us, and other -6- details of the resale to the extent appropriate. Information concerning the selling shareholders will be obtained from the selling shareholders. We will not receive any part of the proceeds from the resale by the selling shareholders of any shares under this prospectus. We will bear all expenses other than selling discounts and commissions and fees and expenses of the selling shareholders in connection with the registration of the shares being reoffered by the selling shareholders. The table below sets forth, as of the date of this prospectus, the following information: o the name of each holder of our common shares that may currently be sold pursuant to this prospectus; o the number of our common shares that each selling shareholder owns as of such date; o the number of our common shares owned by each selling shareholder that may be offered for sale from time to time pursuant to this prospectus; o the number of our common shares to be held by each selling shareholder assuming the sale of all the shares offered hereby; and o by footnote, any position or office held or material relationship with The First American Corporation or any of its affiliates within the past three years, other than that of being a shareholder.

Number of Shares to be Offered for Shares Owned of Record	Selling Shares Owned of Record Prior to the Offering	Shareholder's After Completion of the Offering	Name of Selling Shareholder	Number	% Account	Number	%
			Kenneth J. Lingenfelter	0	0	163,454	0
			Central Metropolitan Title, L.L.C.	0	0	37,619	0
			Chris Mooser	0	0	34,191	0
			Shawn Freibert	0	0	22,794	0
			Stephen Moorhead	0	0	32,607	0
			Jeffrey Godfrey	0	0	32,607	0
			ABSG Consulting Inc.	0	0	141,294	0
			Robert B. Leeber	0	0	35,214	0
			Robert H. Wood	0	0	35,214	0
			Myra Engelkes, Trustee of the Engelkes Declaration of Trust dated April 29, 2003	0	0	36,682	0
			John M. Duggan, Trustee of the John M. Duggan Family Trust dated June 10, 2003	587	*	77,440	587
			Patrick Hylant	0	0	42,615	0
			Donald Mewhort	0	0	28,410	0
			Sandra Hylant	0	0	12,534	0
			Totals:	0	0	732,675	0

Represents less than one percent of shares outstanding. We may amend or supplement this prospectus from time to time to update the disclosure set forth herein. -7- WHERE YOU CAN FIND MORE INFORMATION We file annual, quarterly and current reports, proxy statements and other information and documents with the SEC. You may read and

copy any document we file with the SEC at the SEC's Public Reference Room located at 450 Fifth Street, N.W., Washington, D.C. 20549. The SEC may charge a fee for making copies. You may call the SEC at (800) 732-0330 for more information on the operation of the Public Reference Room, and on the availability of other Public Reference Rooms. Our filings with the SEC are also available to the public on the Internet through the SEC's EDGAR database. You may access the EDGAR database at the SEC's web site at www.sec.gov. We have filed a registration statement on Form S-4 with the SEC to register the common stock offered by this prospectus. This prospectus is part of the registration statement. As allowed by SEC rules, this prospectus does not contain all of the information that is in the registration statement and the exhibits to the registration statement. For further information about First American, investors should refer to the registration statement and its exhibits. A copy of the registration statement and its exhibits may be inspected, without charge, at a Public Reference Room or on the SEC's web site. You should analyze the information in this prospectus, each prospectus supplement and the additional information described under the heading "Documents Incorporated By Reference" below before you make a decision about investing in our common shares.

DOCUMENTS INCORPORATED BY REFERENCE The SEC allows us to "incorporate by reference" certain information in documents we file with them, which means that we can disclose important information to you in this prospectus by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except for any information superseded by information in this prospectus, information filed subsequently that is incorporated by reference and information in any prospectus supplement. These documents contain important business and financial information about our company, including information concerning its financial performance, and we urge you to read them. We incorporate by reference into this prospectus all of the following documents: o our annual report on Form 10-K for the fiscal year ended December 31, 2003; o our quarterly report on Form 10-Q for the quarter ended March 31, 2004; o our current reports on Form 8-K for the periods ended March 24, 2004, April 15, 2004 and May 18, 2004; o the description of our common shares, \$1.00 par value, contained in our registration statement on Form 8-A, dated November 19, 1993, which registers the shares under Section 12(b) of the Exchange Act; and o the description of Rights to Purchase Series A Junior Participating Preferred Shares, which may be transferred with First American's common shares, contained in its registration statement on Form 8-A, dated November 7, 1997, which registers the rights under Section 12(b) of the Exchange Act. We also incorporate into this prospectus all of our filings with the SEC made pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act that we file between the date of this prospectus and the earlier of the following dates: o the date on which all of the shares offered by this prospectus are resold by the persons or entities who acquire them from us; and o the date that is one year after the last date on which shares offered by this prospectus are issued by us. However, any documents or portions thereof or any exhibits thereto that we furnish to, but do not file with, the SEC shall not be incorporated or deemed to be incorporated by reference into this prospectus.

-8- SPECIAL NOTE OF CAUTION REGARDING FORWARD-LOOKING STATEMENTS This prospectus and the documents incorporated by reference contain "forward-looking statements" within the meaning of the federal securities laws. These forward-looking statements are based on our management's estimates and assumptions and take into account only the information available at the time the forward-looking statements are made. Although we believe these estimates and assumptions are and will be reasonable, forward-looking statements involve risks, uncertainties and other factors that could cause our actual results to differ materially from those suggested in the forward-looking statements. Forward-looking statements include the information concerning future financial performance, business strategy, projected plans and objectives of First American set forth in this prospectus, including: o statements about any future increase in refinancing activity; o continued strong relationships with lenders and our ability to leverage such relationships; o future cash flows from operations and anticipated operational cash requirements; and o the scope of our services. The words "anticipates," "estimates," "projects," "forecasts," "goals," "believes," "expects," "intends," and similar expressions are intended to identify such forward-looking statements. Forward-looking statements are subject to numerous risks and uncertainties. The following are some important factors that could cause actual results to differ materially from those in forward-looking statements: o changes in the real estate market, interest rates or the general economy; o limitations on access to public records and other data; o changes in government regulations that are applicable to our regulated businesses; o our continued ability to identify businesses to be acquired; o changes in our ability to integrate businesses which we acquire; o an increase in our expenses; o consolidation among our significant competitors or customers; and o other factors described in our annual report on Form 10-K for the fiscal year ended December 31, 2003. Our actual results, performance or achievement could differ materially from those

expressed in, or implied by, forward-looking statements and, accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations and financial condition of First American. The forward-looking statements speak only as of the date they are made. We do not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made. LEGAL MATTERS The validity of the common stock offered hereunder has been passed upon by White & Case LLP, 633 West Fifth Street, Los Angeles, California 90071. EXPERTS The financial statements and the related financial statement schedules incorporated into this prospectus by reference to our annual report on Form 10-K for the year ended December 31, 2003, have been audited by PricewaterhouseCoopers LLP, independent accountants, as stated in the report of said firm, which report is also incorporated herein by reference, given on the authority of said firm as experts in auditing and accounting. -9- THE FIRST AMERICAN CORPORATION 3,000,000 SHARES OF COMMON STOCK [Logo of The First American Corporation] ----- PROSPECTUS ----- We have not authorized anyone to give you any information that differs from the information in this prospectus. If you receive any different information, you should not rely on it. The delivery of this prospectus shall not, under any circumstances, create an implication that THE FIRST AMERICAN CORPORATION is operating under the same conditions that it was operating under on the date of this prospectus. Do not assume that the information contained in this prospectus is correct at any time past the date indicated. This prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, any securities other than the securities to which it relates. This prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, the securities to which it relates in any circumstances in which such offer or solicitation is unlawful. Dated June 1, 2004