

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.

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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

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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



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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

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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.

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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 IN THEIR ENTIRETY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Security holders may obtain free copies of these documents (if and when available) and other documents filed with the SEC by the following methods:

and/or  
Baker  
Hughes  
through  
the  
website  
maintained  
by  
the  
SEC  
at  
<http://www.sec.gov>.  
Copies  
of  
the  
documents  
filed  
with  
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SEC  
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Halliburton will be available free of charge on Halliburton's internet website at <http://www.halliburton.com> or by contacting Halliburton Investor Relations Department by email at [investors@Halliburton.com](mailto:investors@Halliburton.com) or by phone at +1-281-871-2688.

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website  
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Baker

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Investor Relations Department by email at [trey.clark@bakerhughes.com](mailto:trey.clark@bakerhughes.com) or [alondra.oteyza@bakerhughes.com](mailto: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 below.  
Additional information regarding the participants in the proxy solicitations and a description of their direct and indirect interest in the  
holdings

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